CHARTER OF
BAC A COMMERCIAL JOINT STOCK BANK

March 2026

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PREAMBLE

Bac A Commercial Joint Stock Bank (hereinafter referred to as BAC A BANK) is a Joint stock commercial bank that conducts all banking operations and other related business activities in accordance with the law for profit-making purposes and contributes to the implementation of the State's socio-economic objectives. The organization and operation of BAC A BANK shall be governed by this Charter, the laws and regulations in the banking sector, and other relevant the applicable laws.

CHAPTER I.

GENERAL PROVISIONS

SECTION 1 – DEFINITIONS

Article 1. Interpretation of terms

1. "SBV" or "State Bank" means the State Bank of Vietnam.

2. "BAC A BANK" means Bac A Commercial Joint Stock Bank.

3. "Vietnam" means the Socialist Republic of Vietnam.

4. "Enterprise Law" means the Enterprise Law passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, as amended, supplemented or replaced from time to time (if any) (the "Enterprise Law").

5. "Law on Credit Institutions" means the Law on Credit Institutions passed by the National Assembly of the Socialist Republic of Vietnam on January 18th, 2024, as amended, supplemented or replaced from time to time (if any) (the "Law on Credit Institutions").

6. "Securities Law" means the Securities Law passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, as amended, supplemented or replaced from time to time (if any) (the "Securities Law").

7. "Law" means all legal normative documents (as prescribed in the Law on Promulgation of Legal Normative Documents) issued by competent State authorities from time to time relating to banking activities.

8. "Charter capital" means the total par value of shares sold by BAC A BANK to shareholders and recorded in this Charter[1].

9. "Legal capital" means the minimum capital level required by law for the establishment of a bank[2].

10. "Actual value of charter capital" is determined as the charter capital plus share premium, plus accumulated undistributed profits, minus accumulated unprocessed losses as reflected in the accounting books[3].

11. "License" means the License for Establishment and Operation of BAC A BANK issued by the State Bank of Vietnam. Any document issued by the State Bank of Vietnam amending or supplementing the License shall constitute an integral part thereof[4].

12. "Dividend" means the net profit amount paid for each share in cash or other assets[5].

13. "Share" means the charter capital of BAC A BANK divided into equal parts.

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[1] Clause 42, Article 4 of the Law on Credit Institutions
[2] Clause 44, Article 4 of the Law on Credit Institutions
[3] Clause 3, Article 28 of the Law on Credit Institutions
[4] Clause 15, Article 4 of the Law on Credit Institutions
[5] Clause 5, Article 4 of the Enterprise Law

14. "Share certificate" means a certificate issued by BAC A BANK, or a book-entry record or electronic data confirming ownership of one or more shares of BAC A BANK.

15. "Shareholder" means an organization or individual owning at least one issued share of BAC A BANK.

16. "Major shareholder" means a shareholder owning 5% or more of the voting shares of BAC A BANK, including shares indirectly owned by such shareholder[6].

17. "Shareholder register" means a written document or electronic data file recording information on share ownership of BAC A BANK's shareholders in accordance with Article 15 of this Charter.

18. "Indirect ownership" means the ownership of charter capital of BAC A BANK by an organization or individual through investment trust or through an enterprise in which such organization or individual owns more than 50% of the charter capital[7].

19. "Related person" means an organization or individual that has a direct or indirect relationship with another organization or individual in any of the following cases[8]:

a) Parent company and subsidiary, and vice versa; parent company and subsidiary of the subsidiary, and vice versa; credit institution and its subsidiary, and vice versa; credit institution and subsidiary of the subsidiary of the credit institution, and vice versa; subsidiaries of the same parent company or the same credit institution with each other; subsidiaries of the subsidiary of the same parent company or the same credit institution with each other; managers, supervisors, members of the Board of Supervisors of the parent company or credit institution, or individuals or organizations competent to appoint such persons, and the subsidiary, and vice versa;

b) A company or credit institution and its managers, supervisors, members of the Board of Supervisors, or the company or organization competent to appoint such persons, and vice versa;

c) A company or credit institution and an organization or individual owning 5% or more of the charter capital or voting shares of such company or credit institution, and vice versa;

d) An individual and his/her spouse; natural parents, adoptive parents, stepfather, stepmother, parents-in-law; natural children, adopted children, stepchildren of spouse, daughter-in-law, son-in-law; full siblings; half-siblings on the father's side; half-siblings on the mother's side; siblings-in-law; grandparents; grandchildren; paternal and maternal uncles, aunts and their children (hereinafter collectively referred to as spouse, husband, wife, father, mother, child, brother, sister);

dd) A company or credit institution and an individual having a relationship as prescribed in point d of this clause with a manager, supervisor, member of the Board of Supervisors, capital contributor or shareholder owning 5% or more of the charter capital or voting shares of such company or credit institution, and vice versa;

e) An individual authorized to represent the capital contribution of an organization or individual specified in points a, b, c, d and dd of this clause and the authorizing organization or individual; individuals authorized to represent the capital contribution of the same organization with each other;

g) Other legal entities or individuals having a relationship that potentially poses risks to the operations of BAC A BANK as determined in accordance with BAC A BANK's internal

[6] Clause 8, Article 4 of the Law on Credit Institutions; Clause 18, Article 4 of the Securities Law
[7] Clause 33, Article 4 of the Law on Credit Institutions
[8] Clause 24, Article 4 of the Law on Credit Institutions

regulations or as required in writing by the State Bank of Vietnam through inspection and supervision activities.

20. "Manager" includes the Chairperson of the Board of Directors, other members of the Board of Directors, and the General Director of BAC A BANK[9].

21. "Executive" includes the General Director, Deputy General Directors, Chief Accountant, and Branch Directors of BAC A BANK[10].

22. "Subsidiary of BAC A BANK" means a company falling under any of the following cases[11]:

a) BAC A BANK or BAC A BANK and its related persons own more than 50% of the charter capital or more than 50% of the voting shares of such company;

b) BAC A BANK has the right to appoint the majority or all members of the Board of Directors, Members' Council or General Director (Director) of such company;

c) BAC A BANK has the right to amend or supplement the charter of such company;

d) BAC A BANK or BAC A BANK and its related persons directly or indirectly control the adoption of resolutions or decisions of the General Meeting of Shareholders, Board of Directors or Members' Council of such company.

23. "Associate of BAC A BANK" means a company in which BAC A BANK or BAC A BANK and its related persons own more than 11% of the charter capital or more than 11% of the voting shares, but which is not a subsidiary of BAC A BANK[12].

24. "Personal identification number" means a sequence of 12 natural digits established by the National Population Database for Vietnamese citizens for the issue of valid identity cards or citizen identity cards[13].

Article 2. Application and references

1. In this Charter, any reference to any provision or legal document shall include amendments, supplements or replacement legal documents thereof.

2. Headings (chapters, sections, articles of this Charter) are used for convenience only and shall not affect the structure or content of this Charter.

SECTION 2 – NAME, LEGAL FORM, HEAD OFFICE, NETWORK UNITS, TERM OF OPERATION, LEGAL REPRESENTATIVE, SEAL OF BAC A BANK

Article 3. Name, legal form, head office, network units

1. Name of the Bank

- Full name in Vietnamese: Ngân hàng thương mại cổ phần Bắc Á

- Full name in English: Bac A Commercial Joint Stock Bank

- Abbreviated name: BAC A BANK

2. Head office:

- Head office address: No. 117, Quang Trung Street, Thanh Vinh Ward, Nghe An Province.

- Telephone: 0238.3844277

[9] Clause 26, Article 4 of the Law on Credit Institutions
[10] Clause 25, Article 4 of the Law on Credit Institutions
[11] Clause 9, Article 4 of the Law on Credit Institutions
[12] Clause 11, Article 4 of the Law on Credit Institutions
[13] Article 12, Clause 1, Article 46 of the Identity Law 2023

- Fax: 0238.3841757

- Website: http://www.baca-bank.vn

3. BAC A BANK is a commercial bank established and organized in the form of a joint stock company with legal person status in accordance with the law.

4. BAC A BANK may establish or acquire subsidiaries and associates; establish branches, representative offices, non-business units and transaction offices in Vietnam; and establish branches, representative offices and other commercial presences overseas to achieve its operational objectives in accordance with the law.

Article 4. Term of operation[14]

The term of operation of BAC A BANK is 99 years commencing from September 01st, 1994.

The term of operation of BAC A BANK may be changed/extended pursuant to a resolution of the General Meeting of Shareholders and must be approved in writing by the State Bank of Vietnam.

Article 5. Legal representative[15]

1. The legal representative of BAC A BANK is the General Director.

2. The legal representative of BAC A BANK must reside in Vietnam. In case of absence from Vietnam, he/she must authorize in writing another person who is a manager or executive of BAC A BANK residing in Vietnam to exercise the rights and obligations of the legal representative of BAC A BANK.

Article 6. Seal of BAC A BANK

1. The seal of BAC A BANK includes a seal made at a seal engraving facility or a digital signature seal in accordance with the law on electronic transactions and BAC A BANK's regulations (if any).

2. The Board of Directors shall have the authority to decide on the type, form, quantity and content of the seal of BAC A BANK.

3. The use, storage and management of the seal of BAC A BANK shall comply with the law and be carried out in accordance with relevant internal regulations on the use, storage and management of the seal.

4. The General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and other authorized persons of BAC A BANK shall use the seal in accordance with BAC A BANK's regulations and the applicable law.

SECTION 3 – OBJECTIVES AND SCOPE OF OPERATION

Article 7. Objectives and scope of operation

1. The operational objective of BAC A BANK is to build and develop the bank into a modern multi-functional commercial bank operating at the highest standards in Vietnam, with excellent service quality, advanced technology, highly professional staff, and stable, safe and efficient business operations.

2. BAC A BANK shall conduct banking operations and other business activities specified in the License issued to BAC A BANK and other business activities in accordance with the law.

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[14] Article 3 of License for Establishment and Operation of Joint Stock Commercial Bank No. 47/GP-NHNN dated April 16th, 2019; Article 37 of the Law on Credit Institutions

[15] Article 11 of the Law on Credit Institutions

SECTION 4 – PRINCIPAL ACTIVITIES OF BAC A BANK

Article 8. Business activities[16]

1. Accepting demand deposits, term deposits, savings deposits and other types of deposits.

2. Extending credit in the following forms:

a) Lending;

b) Discounting and rediscounting negotiable instruments and other valuable papers;

c) Bank guarantees;

d) Issue of credit cards;

dd) Domestic factoring;

e) Letters of credit.

3. Opening payment accounts for customers.

4. Providing domestic payment services:

a) Providing means of payment;

b) Performing cheque services, payment orders, collection orders, collection commissions, bank cards, collection and payment agency services.

5. Opening accounts:

a) Opening accounts at the State Bank of Vietnam;

b) Opening accounts at other credit institutions and foreign bank branches.

6. Organizing internal clearing and participating in the national interbank payment system.

7. Cash management services, banking and financial consultancy; asset management and custody services, safe deposit box rental.

8. Corporate finance consultancy, consultancy on purchase, sale, merger and acquisition of enterprises, and investment consultancy[17].

9. Other services related to factoring and letters of credit.

10. Participating in bidding, purchasing and selling Treasury bills, negotiable instruments, Government bonds, State Bank bills and other valuable papers on the money market[18].

11. Purchasing and selling Government bonds and corporate bonds[19].

12. Currency brokerage services.

13. Issuing deposit certificates and bonds to mobilize capital in accordance with the Law on Credit Institutions, the Securities Law, Government's regulations and guidance of the State Bank of Vietnam.

14. Borrowing from the State Bank of Vietnam in the form of refinancing in accordance with the Law on the State Bank of Vietnam and guidance of the State Bank of Vietnam.

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[16] License for Establishment and Operation of Joint Stock Commercial Bank No. 47/GP-NHNN issued by the Governor of the State Bank of Vietnam on April 16th, 2019; Article 107 of the Law on Credit Institutions

[17] Clause 2, Article 11 of Circular 38/2024/TT-NHNN

[18] Clause 1, Article 13 of Circular 34/2024/TT-NHNN; Clause 2, Article 1 of Circular 59/2024/TT-NHNN

[19] Clause 1, Article 13 of Circular 34/2024/TT-NHNN; Clause 2, Article 1 of Circular 59/2024/TT-NHNN

15. Borrowing, lending, depositing and receiving deposits from credit institutions, foreign bank branches, and domestic and foreign financial institutions in accordance with the law and guidance of the State Bank of Vietnam.

16. Contributing capital and purchasing shares in accordance with the law and guidance of the State Bank of Vietnam.

17. Acting as trustee, receiving trust, and acting as agent in fields related to banking activities, insurance business and asset management in accordance with the law and guidance of the State Bank of Vietnam.

18. Trading and providing foreign exchange services on the domestic and international markets within the scope prescribed by the State Bank of Vietnam.

19. Electronic wallets.

20. Investing in Government bond futures contracts.

21. Purchasing debts.

22. BAC A BANK shall conduct other activities in accordance with the law.

Article 9. Real estate business[20]

BAC A BANK shall not engage in real estate business, except in the following cases:

1. Purchasing, investing in or owning real estate for use as business premises, workplaces or warehouses directly serving BAC A BANK's business operations;

2. Leasing out unused portions of business premises owned by BAC A BANK;

3. Holding real estate arising from debt recovery. Within five (05) years from the date of the decision to enforce collateral that is real estate, BAC A BANK must sell, transfer or repurchase such real estate. In case of repurchase of real estate, the purpose of use must comply with clause 1 of this Article and the ratio of investment in fixed assets prescribed in clause 3, Article 144 of the Law on Credit Institutions.

Article 10. Restrictions to ensure safety in operations

In the course of its operations, BAC A BANK must comply with restrictions to ensure safety in operations as prescribed by the Law on Credit Institutions, the Governor of the State Bank of Vietnam and other relevant laws.

CHAPTER II.

CHARTER CAPITAL, CHANGES IN CHARTER CAPITAL, CAPITAL OF THE BANK

Article 11. Charter capital of BAC A BANK

1. The charter capital of BAC A BANK at the time of issue of this Charter is **VND** 10,721,402,010,000 VND (Ten thousand seven hundred and twenty-one billion, four hundred and two million, and ten thousand dongs);

2. The charter capital of BAC A BANK shall be accounted for in Vietnamese Dong (VND);

3. BAC A BANK must maintain the actual value of its charter capital at a minimum equal to the legal capital as required by the applicable law[21].

[20] Article 139 of the Law on Credit Institutions
[21] Article 28 of the Law on Credit Institutions

Article 12. Changes in charter capital[22]

1. Any change in the charter capital of BAC A BANK (increase or decrease) shall be carried out based on a resolution of the General Meeting of Shareholders and must be approved in writing by the SBV before proceeding with the procedures for changing the charter capital in accordance with the applicable law.

2. Forms of increasing the charter capital of BAC A BANK[23]:

a) Reserve fund for supplementation of charter capital, development investment fund, share premium, accumulated undistributed profits and other funds as provided for by law;

b) Public offering or private placement of shares;

c) Conversion of convertible bonds into ordinary shares;

d) Other forms decided by the General Meeting of Shareholders in accordance with the law.

3. Forms of decreasing the charter capital of BAC A BANK[24]:

a) BAC A BANK repurchasing issued shares at the request of shareholders or by decision of BAC A BANK;

b) Other cases as provided for by law.

4. Documents, order and procedures for requesting approval of changes in charter capital shall be carried out in accordance with the law.

Article 13. Capital of the Bank

1. The capital of the Bank includes owners' equity, mobilized capital and other capital as provided for by law[25].

2. Specific contents regarding the capital of the Bank shall be implemented under BAC A BANK's regulations in accordance with the law from time to time.

CHAPTER III.

SHARES, SHAREHOLDERS, SHARE CERTIFICATES, BONDS

Article 14. Types of shares, par value of shares, shareholders[26]

1. All shares of BAC A BANK as at the date of issue of this Charter are ordinary shares. Holders of ordinary shares are ordinary shareholders.

2. Each share of BAC A BANK has a par value of 10,000 (ten thousand) Vietnamese Dongs. The number of shares of BAC A BANK shall be equal to the charter capital divided by the par value of shares.

3. BAC A BANK may have dividend preference shares as decided by the General Meeting of Shareholders. Dividend preference shares are shares that are paid dividends at a higher rate than that of ordinary shares or at a stable annual rate. Annual dividends comprise fixed dividends and bonus dividends. Fixed dividends are not dependent on the business results of BAC A BANK and shall only be paid when BAC A BANK is profitable. In case BAC A BANK incurs losses or has insufficient profits to pay the fixed dividends, the fixed dividends payable to dividend preference shares shall be accumulated to subsequent years. The specific fixed dividend rate and method for determining bonus dividends shall be decided by the General

[22] Article 37 of the Law on Credit Institutions
[23] Point b, Clause 1, Article 19 of Circular 34/2024/TT-NHNN
[24] Clause 5, Article 112 of the Enterprise Law
[25] Clause 1, Article 144 of the Law on Credit Institutions
[26] Article 60 of the Law on Credit Institutions

Meeting of Shareholders and stated on the share certificates of dividend preference shares. The total par value of dividend preference shares shall not exceed 20% of the charter capital of BAC A BANK.

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers and executives of BAC A BANK shall not be entitled to purchase dividend preference shares issued by BAC A BANK. Purchasers of dividend preference shares shall be decided by the General Meeting of Shareholders.

Shareholders owning dividend preference shares shall have the same rights and obligations as ordinary shareholders, except for voting rights, attendance at the General Meeting of Shareholders, and nomination rights to the Board of Directors and Board of Supervisors.

4. Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.

5. During its operations, BAC A BANK must have a minimum of 100 shareholders and there shall be no restriction on the maximum number.

Article 15. Shareholder register[27]

1. The shareholder register shall be prepared and maintained by BAC A BANK or the Vietnam Securities Depository and Clearing Corporation.

2. In case a shareholder changes his/her contact address information, he/she must promptly notify BAC A BANK so that BAC A BANK can guide and update the shareholder register. BAC A BANK shall not be responsible for failure to contact the shareholder due to not being notified of the change in the shareholder's contact address.

3. The shareholder register must contain the principal contents in accordance with the law.

4. BAC A BANK must promptly update changes in shareholders in the shareholder register at the request of the relevant shareholder and in accordance with relevant laws.

Article 16. Rights of ordinary shareholders[28]

1. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative; each ordinary share carries one vote.

2. To receive dividends pursuant to resolutions of the General Meeting of Shareholders.

3. To have pre-emptive rights to purchase new shares offered in proportion to their ordinary shareholding in BAC A BANK in accordance with the law.

4. To transfer shares and pre-emptive rights to purchase shares to other shareholders of BAC A BANK or to other organizations or individuals in accordance with the Law on Credit Institutions and this Charter.

5. To access, look up and extract information on name and contact address in the list of shareholders entitled to vote; to request correction of inaccurate personal information.

6. To access, look up, extract and copy the Charter of BAC A BANK, minutes of meetings of the General Meeting of Shareholders, and resolutions and decisions of the General Meeting of Shareholders.

7. To receive a share of remaining assets corresponding to the number of shares owned in BAC A BANK upon dissolution or bankruptcy of BAC A BANK.

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[27] Article 122 of the Enterprise Law

[28] Article 61 of the Law on Credit Institutions

8. To authorize in writing another person to exercise their rights and obligations; the authorized person shall not be entitled to stand for election in his/her own capacity.

9. An individual shareholder owning 5% of the total ordinary shares shall have the right to stand for election to the Board of Directors and Board of Supervisors. A shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and Board of Supervisors. The list of candidates must be sent to the Board of Directors within the time limit prescribed by the Board of Directors. Nomination of candidates to the Board of Directors and Board of Supervisors shall be carried out as follows:

a) A shareholder or group of shareholders owning from 5% to less than 15% of the total ordinary shares may nominate a maximum of one candidate;

b) A shareholder or group of shareholders owning from 15% to less than 25% of the total ordinary shares may nominate a maximum of two candidates;

c) A shareholder or group of shareholders owning from 25% to less than 35% of the total ordinary shares may nominate a maximum of three candidates;

d) A shareholder or group of shareholders owning from 35% to less than 45% of the total ordinary shares may nominate a maximum of four candidates;

dd) A shareholder or group of shareholders owning from 45% to less than 55% of the total ordinary shares may nominate a maximum of five candidates;

e) A shareholder or group of shareholders owning from 55% to less than 65% of the total ordinary shares may nominate a maximum of six candidates;

g) A shareholder or group of shareholders owning from 65% to less than 75% of the total ordinary shares may nominate a maximum of seven candidates;

h) A shareholder or group of shareholders owning from 75% to less than 85% of the total ordinary shares may nominate a maximum of eight candidates.

10. An institutional shareholder shall have the right to appoint one or more authorized representatives to exercise the shareholder's rights and obligations in accordance with the law and this Charter. Where more than one authorized representative is appointed, the specific number of shares and votes of each representative must be specified. The appointment, termination or change of authorized representative(s) must be notified in writing to BAC A BANK as soon as possible. The notice must contain the following principal contents[29]:

a) Name, enterprise code, head office address of the shareholder;

b) Number of authorized representatives and the corresponding shareholding percentage of each authorized representative;

c) Full name, contact address, nationality, personal identification number, passport number or other lawful personal identification documents of each authorized representative;

d) Term of authorization of each authorized representative, specifying the commencement date of representation;

e) Full name and signature of the legal representative of the shareholder and of the authorized representative.

Article 17. Obligations of ordinary shareholders[30]

1. Shareholders of BAC A BANK must perform the following obligations:

[29] Article 14 of the Enterprise Law
[30] Article 62 of the Law on Credit Institutions

a) To fully pay the amount corresponding to the number of shares committed to purchase within the time limit prescribed by BAC A BANK; to be liable for debts and other property obligations of BAC A BANK to the extent of the share capital contributed to BAC A BANK;

b) Not to withdraw contributed share capital from BAC A BANK in any form that results in a reduction of BAC A BANK's charter capital, except as provided in Article 22 of this Charter;

c) To be legally responsible for the legality of the source of capital contributed, purchased or transferred shares in BAC A BANK; not to use credit granted by credit institutions or foreign bank branches, or capital raised from issue of corporate bonds to purchase shares, or receive transferred shares, of BAC A BANK; not to contribute capital or purchase shares of BAC A BANK in the name of other individuals or legal entities in any form, except for trust as provided for by law;

d) To comply with the Charter and internal regulations of BAC A BANK;

dd) To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

e) To be liable when acting in the name of BAC A BANK in any form to perform acts in violation of the law, conduct business or other transactions for personal gain or to serve the interests of other organizations or individuals;

g) To keep confidential information provided by BAC A BANK in accordance with the law and this Charter; to use the provided information only for the purpose of exercising and protecting their legitimate rights and interests; not to disseminate, copy or send information provided by BAC A BANK to other organizations or individuals.

2. Shareholders receiving investment trusts from other organizations or individuals must provide BAC A BANK with information on the beneficial owners of the shares for which they receive the investment trust in BAC A BANK. BAC A BANK shall have the right to suspend the shareholder rights of shareholders receiving investment trusts in case such shareholders fail to provide information or provide incomplete or inaccurate information on the beneficial owners of the shares.

3. Shareholders owning 1% or more of the charter capital of BAC A BANK must provide BAC A BANK with the following information[31]:

a) Full name; personal identification number; nationality, passport number, date of issue and place of issue for foreign individuals; enterprise reggistration certificate number or equivalent legal documents of institutional shareholders; date of issue and place of issue of such documents;

b) Information on related persons who are individuals, including: full name; personal identification number; nationality, passport number, date of issue and place of issue for foreigners; relationship with the information provider; Information on related persons who are organizations, including: name, enterprise code, head office address of the enterprise, enterprise registration certificate number or equivalent legal documents; legal representative, relationship with the information provider;

c) Number and percentage of shares owned by them in BAC A BANK;

d) Number and percentage of shares owned by their related persons in BAC A BANK.

The entities specified in clause 3 of this Article must send written information to BAC A BANK for the initial provision and upon any change to such information within seven (07) business days from the date of occurrence or change of information. For the information in

[31] Article 49 of the Law on Credit Institutions

points c and d of clause 3 of this Article, shareholders are only required to provide information to BAC A BANK when there is a change in their shareholding percentage or the shareholding percentage of themselves and their related persons reaching 1% or more of the charter capital of BAC A BANK compared to the immediately preceding provision.

BAC A BANK shall post and store the information specified in clause 3 of this Article at its head office and send a written report to the SBV within seven (07) business days from the date BAC A BANK receives the provided information. BAC A BANK shall disclose the information specified in points a, c and d of clause 3 of this Article to the General Meeting of Shareholders on an annual basis.

BAC A BANK shall publicly disclose information on the full names of individuals and names of organizations that are shareholders owning 1% or more of the charter capital of BAC A BANK and the information specified in points c and d of clause 3 of this Article on BAC A BANK's website within seven (07) business days from the date BAC A BANK receives the provided information.

Entities providing and publicly disclosing information must ensure that the provided and publicly disclosed information is truthful, accurate, complete and timely, and shall be responsible for such provision and public disclosure of information.

Article 18. Share ownership ratios[32]

1. An individual shareholder shall not own shares exceeding 5% of the charter capital of BAC A BANK.

2. An institutional shareholder shall not own shares exceeding 10% of the charter capital of BAC A BANK.

3. A shareholder and its related persons shall not own shares exceeding 15% of the charter capital of BAC A BANK. A major shareholder of BAC A BANK and its related persons shall not own 5% or more of the charter capital of another credit institution.

4. The provisions in clauses 2 and 3 of this Article shall not apply in the following cases:

a) Ownership of shares in subsidiaries or associates that are credit institutions as specified in clauses 2 and 3, Article 111 of the Law on Credit Institutions;

b) Ownership of shares by foreign investors as specified in clause 7, Article 63 of the Law on Credit Institutions.

5. The share ownership ratios specified in clauses 1 and 2 of this Article shall include indirectly owned shares. The share ownership ratio specified in clause 3 of this Article shall include shares entrusted by the shareholder to other organizations or individuals for purchase and shall not include shares owned by related persons that are subsidiaries of such shareholder as specified in point a, clause 22, Article 1 of this Charter.

6. Shareholders or shareholders and their related persons owning shares exceeding the share ownership ratios specified in this Article may continue to maintain such shares but shall not be permitted to increase their shares until compliance with the share ownership ratios prescribed by the Law on Credit Institutions is achieved, except in the case of receiving dividends in shares.

Article 19. Offering of shares[33]

1. The Board of Directors shall decide on the timing, method and selling price of shares among the shares authorized for sale. The selling price of shares shall not be lower than the

[32] Article 63; Clause 11, Article 210 of the Law on Credit Institutions
[33] Article 126; clauses 4 and 5, Article 124; clause 3, Article 123 of the Enterprise Law

market price at the time of sale or the book value of the shares at the most recent time, except in the following cases:

a) Shares offered to all shareholders in proportion to their existing shareholding in BAC A BANK;

b) Shares offered to brokers or underwriters. In this case, the specific discount amount or discount rate must be approved by the General Meeting of Shareholders;

c) Other cases and discount levels in such cases as decided by the General Meeting of Shareholders of BAC A BANK.

2. Shares shall be considered sold when fully paid for and the purchaser's information as specified in clause 2, Article 122 of the Enterprise Law is fully recorded in the shareholder register; from that time, the purchaser of shares becomes a shareholder of BAC A BANK.

3. After shares are sold, BAC A BANK shall issue and deliver share certificates to purchasers. Where share certificates are not delivered, the shareholder information as specified in clause 2, Article 122 of the Enterprise Law shall be recorded in the shareholder register to certify the share ownership of such shareholder in BAC A BANK.

4. Conditions, forms, order and procedures for private placement of shares; public offering of shares; other offerings/issues of BAC A BANK shall be carried out in accordance with the securities law and other relevant laws.

Article 20. Transfer of shares[34]

1. Shares may be freely transferred except where otherwise provided in this Charter and the law or in written commitments or agreements of shareholders in accordance with the law.

2. Individual shareholders or institutional shareholders whose authorized representatives of contributed capital in BAC A BANK are members of the Board of Directors, members of the Board of Supervisors or the General Director of BAC A BANK shall not transfer their shares during their term of office.

3. During the period of handling consequences of personal liability pursuant to resolutions or decisions of the General Meeting of Shareholders or decisions of the SBV, members of the Board of Directors, members of the Board of Supervisors and the General Director shall not transfer shares, except in the following cases:

a) Members of the Board of Directors, members of the Board of Supervisors or the General Director are authorized representatives of institutional shareholders undergoing merger, consolidation, division, splitting or dissolution or bankruptcy in accordance with the law;

b) Members of the Board of Directors, members of the Board of Supervisors or the General Director are compelled to transfer shares pursuant to a court judgment or decision that has taken legal effect;

c) Members of the Board of Directors, members of the Board of Supervisors or the General Director transfer shares to other investors to implement an approved recovery plan, plan for transfer of the entire contributed capital or mandatory transfer plan.

4. In cases where the purchase of shares or receipt of transferred shares results in becoming a major shareholder, prior written approval from the SBV must be obtained before proceeding with transfer procedures. Shareholders and purchasers of shares or recipients of

[34] Article 64 of the Law on Credit Institutions; Article 127 of the Enterprise Law

transferred shares of BAC A BANK shall be responsible for coordinating with BAC A BANK to carry out procedures for obtaining approval for the matters specified in this point[35].

5. Transfer of listed shares of BAC A BANK shall be carried out in accordance with securities laws.

6. Shareholders shall have the right to gift part or all of their shares in BAC A BANK to others; to use shares to pay debts. Individuals or organizations receiving gifts or debt payments in shares shall become shareholders of BAC A BANK.

7. Individuals or organizations receiving shares in the cases specified in this Article shall only become shareholders of BAC A BANK from the time their information as specified in clause 3, Article 15 of this Charter is fully recorded in the shareholder register.

Article 21. Inheritance of shares

1. Inheritance of shares shall be carried out in accordance with this Charter, inheritance laws and other relevant laws.

2. After presenting complete documents proving lawful inheritance rights and completing procedures in accordance with inheritance laws, the heir shall carry out the inheritance of inherited shares in accordance with the law and become a shareholder of BAC A BANK, entitled to the rights and obligations of the inherited shareholder in accordance with this Charter and relevant laws.

3. Heirs of shares of shareholders who are members of the Board of Directors, Board of Supervisors, General Director or other management positions shall not automatically inherit the rights to hold such positions.

Article 22. Repurchase of shares at the request of shareholders or by decision of BAC A BANK[36]

1. Repurchase of shares from shareholders of BAC A BANK must comply with the law.

2. BAC A BANK may only repurchase shares from shareholders if, after full payment for the repurchased shares, it continues to comply with safety limits and ratios in banking operations and the actual value of its charter capital is not reduced below the legal capital of BAC A BANK.

3. Order, procedures and documents for requesting repurchase of shares by BAC A BANK shall be carried out in accordance with regulations of the Governor of the State Bank of Vietnam.

Article 23. Share certificates[37]

1. A share certificate is a certificate issued by BAC A BANK or a book-entry record or electronic data confirming ownership of one or more shares of BAC A BANK. Share certificates must contain the following principal contents:

a) Name, enterprise code and/or other contents as required by law from time to time, head office address of BAC A BANK;

b) Number and class of shares;

c) Par value of each share and total par value of shares stated on the certificate;

d) Full name, contact address, nationality, personal identification number, passport number or other lawful personal identification documents for individual shareholders; name,

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[35] Point dd, clause 1, Article 37 of the Law on Credit Institutions

[36] Article 20 of Circular 34/2024/TT-NHNN

[37] Article 121 of the Enterprise Law

enterprise code, decision of establishment, enterprise registration certificate or equivalent documents, head office address for institutional shareholders;

dd) Signature of the legal representative and seal of BAC A BANK;

e) Registration number in the shareholder register of BAC A BANK and date of issue of the share certificate;

g) Other contents as required by law.

2. In case of errors in the content or form of share certificates issued by BAC A BANK, the rights and interests of the holder thereof shall not be affected. The Chairperson of the Board of Directors and the General Director of BAC A BANK shall be jointly liable for any damage caused to BAC A BANK by such errors.

3. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate by BAC A BANK upon request of such shareholder. The shareholder's request must contain the following contents:

a) Information on the lost, damaged or otherwise destroyed share certificate;

b) Commitment to be liable for any disputes arising from the issue of a new share certificate.

4. Shares of BAC A BANK shall not be used as collateral at BAC A BANK itself for credit extension[38].

5. In case share certificates are issued in certificated form, BAC A BANK must issue share certificates to shareholders within 30 days from the date shareholders fully pay the committed purchase amount of shares in the case of charter capital increase by BAC A BANK[39].

6. Each shareholder may be issued by BAC A BANK a share ownership certificate or other appropriate form in accordance with the law to record the number of shares owned.

Article 24. Issue of bonds

1. BAC A BANK shall have the right to issue bonds, convertible bonds and other types of bonds in accordance with the Law on Credit Institutions, Securities Law, Enterprise Law and other relevant laws.

2. For convertible bonds, the issue plan must be approved by the General Meeting of Shareholders; conditions, order, procedures and documents for issue of convertible bonds shall be carried out in accordance with regulations of competent State authorities and other relevant laws.

CHAPTER IV.

MANAGEMENT STRUCTURE

Article 25. Management structure[40]

The management structure of BAC A BANK consists of:

1. General Meeting of Shareholders.

2. Board of Directors.

3. Board of Supervisors.

4. General Director.

[38] Clause 5, Article 134 of the Law on Credit Institutions
[39] Article 66 of the Law on Credit Institutions
[40] Clause 1, Article 40 of the Law on Credit Institutions

SECTION 1 – GENERAL MEETING OF SHAREHOLDERS

Article 26. Position, duties and powers of the General Meeting of Shareholders[41]

1. The General Meeting of Shareholders, comprising all voting shareholders, is the highest decision-making body of BAC A BANK. The General Meeting of Shareholders operates through annual meetings, extraordinary meetings or written opinions of shareholders.

2. The General Meeting of Shareholders shall have the following duties and powers:

a) To approve the development orientation of BAC A BANK;

b) To approve the Charter and amendments or supplements to the Charter of BAC A BANK;

c) To approve the governance regulations of BAC A BANK and regulations on organization and operation of the Board of Directors and Board of Supervisors;

d) To decide on the number of members of the Board of Directors and Board of Supervisors for each term; to elect, relieve from duty, remove, additionally elect or replace members of the Board of Directors and Board of Supervisors in accordance with standards and conditions prescribed by the Law on Credit Institutions and the Charter of BAC A BANK;

dd) To decide on remuneration, bonuses and other benefits for members of the Board of Directors and Board of Supervisors and the operating budget of the Board of Directors and Board of Supervisors;

e) To consider and handle within its authority violations by the Board of Directors or Board of Supervisors causing damage to BAC A BANK and its shareholders;

g) To decide on the management structure of BAC A BANK;

h) To approve plans for changing the charter capital level; to approve plans for offering shares, including the class of shares and number of new shares to be offered;

i) To approve plans for repurchasing issued shares;

k) To approve plans for issuing convertible bonds;

l) To approve annual financial statements; plans for profit distribution after fulfilling tax obligations and other financial obligations of BAC A BANK;

m) To approve reports of the Board of Directors and Board of Supervisors on the performance of assigned duties and powers;

n) To decide on establishment or conversion of commercial presence forms overseas or subsidiaries of BAC A BANK;

o) To approve plans for capital contribution, purchase or sale of shares or contributed capital of BAC A BANK in other enterprises or credit institutions where the expected contribution value, purchase price or book value in the case of sale of shares or contributed capital is 20% or more of the charter capital of BAC A BANK as stated in the latest audited financial statements;

p) To approve investment decisions, purchase or sale of fixed assets of BAC A BANK where the expected investment or purchase price or original cost in the case of sale of fixed assets is 20% or more of the charter capital of BAC A BANK as stated in the latest audited financial statements;

q) To approve contracts or other transactions valued at 20% or more of the charter capital of BAC A BANK as stated in the latest audited financial statements between BAC A BANK

[41] Article 67 of the Law on Credit Institutions; Clause 1, Article 138 of the Enterprise Law

and members of the Board of Directors, members of the Board of Supervisors, the General Director, major shareholders of BAC A BANK; related persons of managers, members of the Board of Supervisors or major shareholders of BAC A BANK; subsidiaries or associates of BAC A BANK;

r) To decide on division, splitting, consolidation, merger, conversion of legal form, dissolution or request the Court to initiate bankruptcy proceedings for BAC A BANK;

s) To decide on selection of an independent auditing organization as specified in Article 59 of the Law on Credit Institutions;

t) To decide on solutions to address significant financial fluctuations of BAC A BANK;

u) Other duties and powers in accordance with relevant laws, this Charter and BAC A BANK's regulations.

Article 27. Meetings of the General Meeting of Shareholders[42]

1. The General Meeting of Shareholders shall hold an annual meeting within four months from the end of the fiscal year. Where necessary, the holding of the annual General Meeting of Shareholders may be extended in accordance with guidance of competent State authorities.

2. Members of the Board of Directors and Board of Supervisors must attend the annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in case of force majeure events preventing attendance, members of the Board of Directors and Board of Supervisors must report in writing to the Board of Directors and Board of Supervisors. Where the audit report on BAC A BANK's annual financial statements contains material exceptions, adverse opinions or disclaimers, BAC A BANK must invite representatives of the approved auditing organization that performed the audit of BAC A BANK's financial statements to attend the annual General Meeting of Shareholders, and such representatives shall be responsible for attending the annual General Meeting of Shareholders of BAC A BANK.

3. For contents previously approved in prior resolutions of the General Meeting of Shareholders that have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. Where there are changes to contents within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation.

4. The Board of Directors shall convene the annual General Meeting of Shareholders as specified in clause 1 of this Article and convene extraordinary General Meetings of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the interests of BAC A BANK;

b) The remaining number of members of the Board of Directors is less than the minimum number specified in clause 1, Article 51 of this Charter;

c) The remaining number of members of the Board of Supervisors is less than the minimum number specified in clause 1, Article 62 of this Charter;

d) At the request of a shareholder or group of shareholders owning more than 10% of the total ordinary shares;

dd) At the request of the Board of Supervisors;

e) Decisions on contents at the request of the State Bank of Vietnam when events affecting the safety of BAC A BANK's operations occur;

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[42] Article 67 of the Law on Credit Institutions, Articles 139 and 140 of the Enterprise Law, Clause 2, Article 272, Clause 4, Article 273 of Decree 155/2020/ND-CP

g) Other cases as provided for by law.

The venue of the General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.

5. The Board of Directors must convene a General Meeting of Shareholders within 90 (ninety) days from the date of occurrence of the cases specified in points b and c of clause 4 of this Article or within 60 (sixty) days from the date of receipt of the request to convene as specified in points d, dd and e of clause 4 of this Article.

Where the Board of Directors fails to convene a General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and members of the Board of Directors shall be liable to compensate for damage incurred by BAC A BANK.

6. Where the Board of Directors fails to convene a General Meeting of Shareholders as specified in clause 5 of this Article, within the subsequent 30 (thirty) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with this Charter. Where the Board of Supervisors fails to convene as prescribed, the Board of Supervisors shall be liable to compensate for damage incurred by BAC A BANK.

7. Where the Board of Supervisors fails to convene a General Meeting of Shareholders as specified in clause 6 of this Article, the shareholder or group of shareholders specified in point d of clause 4 of this Article shall have the right to represent BAC A BANK to convene the General Meeting of Shareholders in accordance with this Charter.

8. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare the list of shareholders entitled to attend the meeting;

b) Provide information and handle complaints related to the shareholder list;

c) Prepare the agenda and proceedings of the meeting;

d) Prepare documents for the meeting;

e) Draft resolutions of the General Meeting of Shareholders according to the expected proceedings of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors or Board of Supervisors;

f) Determine the time and venue of the meeting;

g) Send meeting invitations to each shareholder entitled to attend in accordance with this Charter;

h) Other tasks serving the meeting.

9. Costs for convening and conducting the General Meeting of Shareholders as specified in clauses 5, 6 and 7 of this Article shall be paid or reimbursed by BAC A BANK.

Article 28. List of shareholders entitled to attend the General Meeting of Shareholders[43]

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the consolidated list of securities owners at the record date provided by the Vietnam Securities Depository and Clearing Corporation to BAC A BANK. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than 10 (ten) days before the date of sending meeting invitations.

[43] Article 141 of the Enterprise Law; Clause 1, Article 273 of Decree 155/2020/ND-CP

BAC A BANK must disclose information on preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the record date.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must contain full name, contact address, nationality, personal identification number, passport number or other lawful personal identification documents for individual shareholders; name, enterprise code or decision of establishment number, enterprise registration certificate number or equivalent documents, head office address for institutional shareholders; number of shares of each class, shareholder registration number and date for each shareholder.

3. Shareholders shall have the right to examine, look up, extract or copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; to request correction of incorrect information or supplementation of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders.

Article 29. Agenda and proceedings of the General Meeting of Shareholders[44]

1. The person convening the General Meeting of Shareholders must prepare the agenda and proceedings of the meeting.

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to BAC A BANK no later than seven (07) business days before the opening date. Proposals must clearly state the name of the shareholder, number of shares of each class owned by the shareholder and the proposed matters to be included in the agenda.

3. Where the person convening the General Meeting of Shareholders rejects the proposal specified in clause 2 of this Article, a written response stating the reasons must be provided no later than two (02) business days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only reject the proposal in the following cases:

a) The proposal is sent against clause 2 of this Article;

b) The proposed matter is not within the decision-making authority of the General Meeting of Shareholders;

c) The matters are not in accordance with the Charter of BAC A BANK and/or not in accordance with the law.

4. The person convening the General Meeting of Shareholders must accept and include the proposal specified in clause 2 of this Article in the draft agenda and proceedings of the meeting, except in the cases specified in clause 3 of this Article; the proposal shall be formally added to the agenda and proceedings of the meeting if approved by the General Meeting of Shareholders.

Article 30. Invitation to the General Meeting of Shareholders[45]

1. The person convening the General Meeting of Shareholders must send meeting invitations to all shareholders on the list of shareholders entitled to attend no later than 21 (twenty-one) days before the opening date.

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[44] Article 142 of the Enterprise Law; Article 18 of the Model Charter of Circular 116/2020/TT-BTC

[45] Article 143 of the Enterprise Law

Meeting invitations must contain the name, head office address, enterprise code and/or other contents as required by law from time to time; name and contact address of the shareholder, time and venue of the meeting and other requirements for attendees.

2. Meeting invitations shall be sent by methods ensuring delivery to the registered contact address of shareholders with BAC A BANK or the securities depository organization (including email, text message, postal service or other appropriate methods in accordance with BAC A BANK's regulations from time to time), and information shall be disclosed in accordance with the law.

3. Meeting invitations must be accompanied by the following documents:

a) Agenda, documents to be used at the meeting and draft resolutions for each matter on the agenda;

b) Voting ballots.

4. Sending of meeting documents accompanying the meeting invitation as specified in clause 3 of this Article may be replaced by posting on BAC A BANK's website. In such case, the meeting invitation must clearly state the location and method for downloading the documents.

Article 31. Rights to attend the General Meeting of Shareholders[46]

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person, authorize in writing one or more individuals or organizations to attend, or attend through one of the forms specified in clause 3 of this Article.

2. Authorization for individuals or organizations to represent and attend the General Meeting of Shareholders must be made in writing in accordance with the law, regulations on organizing the General Meeting of Shareholders and other relevant regulations.

Authorized individuals or organizations attending the General Meeting of Shareholders must present the authorization document when registering to attend before entering the meeting room.

3. A shareholder shall be considered to have attended and voted at the General Meeting of Shareholders in the following cases:

a) Attending and voting in person at the meeting;

b) Authorizing another individual or organization to attend and vote at the meeting;

c) Attending and voting via online conference, electronic voting or other electronic forms in accordance with BAC A BANK's internal regulations from time to time;

d) Sending voting ballots to the meeting by post, fax or email.

4. Voting ballots of authorized representatives attending within the scope of authorization shall remain valid in the following cases, except:

a) The principal has died, been restricted in civil act capacity or lost civil act capacity;

b) The principal has revoked the authorization;

c) The principal has revoked the authority of the person performing the authorization.

This clause shall not be applied where BAC A BANK receives written notice of one of the above events before the opening hour of the General Meeting of Shareholders or before the reconvened meeting.

[46] Article 144 of the Enterprise Law; Article 16 of the Model Charter of Circular 116/2020/TT-BTC

Article 32. Conditions for conducting the General Meeting of Shareholders[47]

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting rights;

2. Where the first meeting does not satisfy the conditions specified in clause 1 of this Article, the invitation to the second meeting must be sent within 30 (thirty) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting rights.

3. Where the second convened meeting does not satisfy the conditions specified in clause 2 of this Article, the invitation to the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights of attending shareholders.

4. Only the General Meeting of Shareholders shall have the right to change the agenda sent with the meeting invitation as specified in Article 29 of this Charter.

Article 33. Procedures for conducting meetings and voting at the General Meeting of Shareholders[48]

1. Registration to attend the meeting:

a) On the date of the meeting, shareholders and authorized representatives must be present at the meeting venue at the notified time to complete registration procedures. The time allocated for registration shall be as stated in the meeting invitation;

b) Registered attendees shall be issued voting ballots and election ballots (if any) corresponding to the matters to be voted on in the agenda;

c) After the registration period ends, if the minimum ratio required to conduct the meeting is met, the General Meeting of Shareholders may commence the meeting to ensure the schedule without waiting for all entitled shareholders;

d) Shareholders or authorized representatives arriving after the meeting has commenced shall be entitled to register and vote on matters immediately after registration. In such case, the validity of matters previously voted on shall remain unchanged.

2. The chairperson, secretary and vote-counting committee of the General Meeting of Shareholders shall be determined as follows:

a) The Chairperson of the Board of Directors shall act as chairperson or authorize another member of the Board of Directors to act as chairperson of the General Meeting of Shareholders convened by the Board of Directors; where the Chairperson is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one among them to act as chairperson by majority principle; where no chairperson can be elected, the Head of the Board of Supervisors shall preside for the General Meeting of Shareholders to elect the chairperson, and the person with the highest number of votes shall act as chairperson;

b) Except as specified in point a of this clause, the person signing the convening of the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect the chairperson, and the person with the highest number of votes shall act as chairperson;

c) The chairperson shall appoint one or more persons as secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon proposal of the chairperson;

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[47] Article 145 of the Enterprise Law

[48] Article 146 of the Enterprise Law

3. The agenda and proceedings of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify the time allocated for each matter in the meeting contents;

4. The chairperson shall have the right to take necessary and reasonable measures to direct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees;

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against or abstaining. Vote-counting results shall be announced by the chairperson immediately before the closing of the meeting;

6. The person convening the General Meeting of Shareholders or the chairperson of the meeting shall have the right to:

a) Require all attendees to undergo inspection or other lawful and reasonable security measures;

b) Request competent authorities to maintain order at the meeting; expel persons who fail to comply with the chairperson's direction, intentionally disrupt order, prevent normal progress of the meeting or fail to comply with security inspection requirements from the General Meeting of Shareholders;

7. The chairperson shall have the right to postpone the General Meeting of Shareholders with sufficient registered attendees for a maximum of three (03) business days from the intended opening date and may only postpone or change the venue in the following cases:

a) The venue does not have sufficient convenient seating for all attendees;

b) Communication facilities at the venue do not ensure attending shareholders can participate, discuss and vote;

c) There are attendees obstructing or disrupting order, posing a risk that the meeting cannot be conducted fairly and lawfully.

8. Where the chairperson postpones or suspends the General Meeting of Shareholders contrary to clause 7 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson to direct the meeting until conclusion; all resolutions and decisions adopted at such meeting shall be valid for implementation.

Article 34. Adoption of resolutions and decisions of the General Meeting of Shareholders[49]

1. Resolutions and decisions of the General Meeting of Shareholders shall be adopted as follows:

a) The General Meeting of Shareholders shall adopt resolutions and decisions within its authority by voting at the meeting or collecting written opinions;

b) Except as specified in points c, d and dd of this clause, resolutions and decisions of the General Meeting of Shareholders shall be adopted when approved by shareholders representing more than 50% of the total voting rights of all attending shareholders or when approved by shareholders representing more than 50% of the total voting rights of all shareholders in the case of collecting written opinions;

c) For resolutions and decisions on matters specified in points h and p of clause 2, Article 26 of this Charter, approval by shareholders representing more than 65% of the total voting rights of all attending shareholders or more than 65% of the total voting rights of all shareholders in the case of collecting written opinions is required;

[49] Clauses 4 and 5, Article 67 of the Law on Credit Institutions

d) For resolutions and decisions on matters specified in point r of clause 2, Article 26 of this Charter, approval by shareholders representing more than 65% of the total voting rights of all attending shareholders is required;

dd) Election of members of the Board of Directors and Board of Supervisors shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or Board of Supervisors, and the shareholder may cumulate all their votes for one or more candidates. Details on the election method, principles for determining elected persons and other related regulations on election shall be specified in BAC A BANK's Regulations on Election of Members of the Board of Directors and Members of the Board of Supervisors from time to time.

2. Resolutions and decisions on matters specified in points a, d, e and r of clause 2, Article 26 of this Charter must be adopted by voting at the General Meeting of Shareholders.

Article 35. Authority and procedures for collecting written opinions of shareholders to adopt resolutions and decisions of the General Meeting of Shareholders[50]

1. The Board of Directors shall have the right to collect written opinions of shareholders to adopt resolutions and decisions of the General Meeting of Shareholders at any time if deemed necessary for the interests of BAC A BANK, except as specified in clause 2, Article 34 of this Charter;

2. The Board of Directors shall prepare opinion forms, draft resolutions and decisions of the General Meeting of Shareholders and explanatory documents for the draft resolutions and decisions and send them to all voting shareholders no later than 10 (ten) days before the deadline for returning the opinion forms;

3. Opinion forms must contain the following principal contents:

a) Name, head office address, enterprise code and/or other contents as required by law from time to time;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, personal identification number, passport number or other lawful personal identification documents for individual shareholders; name, enterprise code, decision of establishment number, enterprise registration certificate number or equivalent documents, head office address for institutional shareholders or full name, contact address, nationality, personal identification number, passport number or other lawful personal identification documents for representatives of institutional shareholders; number of shares of each class and number of votes of the shareholder;

d) Matters on which opinions are collected for adoption of resolutions and decisions;

dd) Voting options including in favor, against and abstaining;

e) Deadline for returning the completed opinion form to BAC A BANK;

g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send completed opinion forms to BAC A BANK by post, fax or email in accordance with the following regulations:

a) In case of sending by post, the completed opinion form must bear the signature of the individual shareholder, authorized representative or legal representative of the institutional shareholder. Opinion forms sent to BAC A BANK must be placed in sealed envelopes and no one shall be entitled to open them before vote counting;

[50] Article 149 of the Enterprise Law, Article 68 of the Law on Credit Institutions

b) In case of sending by fax or email, opinion forms sent to BAC A BANK must be kept confidential until vote counting;

c) Opinion forms sent to BAC A BANK after the deadline specified in the opinion form or opened in the case of postal delivery or disclosed in the case of fax or email shall be invalid. Opinion forms not returned shall be considered as not participating in voting.

5. The Board of Directors shall organize vote counting and prepare vote-counting minutes under the witnessing and supervision of the Board of Supervisors or of shareholders not holding management positions at BAC A BANK.

Vote-counting minutes must contain the following principal contents:

a) Name, head office address, enterprise code and/or other contents as required by law from time to time;

b) Purpose and matters on which opinions are collected for adoption of resolutions and decisions;

c) Number of shareholders with total voting rights participating in voting, specifying valid and invalid votes and methods of sending voting ballots, accompanied by an appendix listing participating shareholders;

d) Total votes in favor, against and abstaining for each matter;

dd) Matters adopted and corresponding approval percentages;

e) Full names and signatures of the Chairperson of the Board of Directors, vote-counting supervisors and vote counters.

Members of the Board of Directors, vote-counting supervisors and vote counters shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; jointly liable for damage arising from decisions adopted due to untruthful or inaccurate vote counting.

6. Vote-counting minutes and adopted resolutions and decisions must be sent to shareholders within 15 days from the end of vote counting or may be replaced by posting on BAC A BANK's website.

7. Completed opinion forms, vote-counting minutes, adopted resolutions and decisions and related documents sent with the opinion forms must be stored at the head office of BAC A BANK.

8. Resolutions and decisions adopted by collecting written opinions of shareholders shall have the same validity as resolutions and decisions adopted at the General Meeting of Shareholders.

Article 36. Minutes of the General Meeting of Shareholders[51]

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may also be prepared in a foreign language and must contain the following principal contents:

a) Name, head office address, enterprise code and/or other contents as required by law from time to time;

b) Time and venue of the General Meeting of Shareholders;

c) Agenda and proceedings of the meeting;

d) Full names of the chairperson and secretary;

[51] Article 150 of the Enterprise Law

dd) Summary of the meeting proceedings and statements at the General Meeting of Shareholders on each matter in the agenda;

e) Number of shareholders and total voting rights of attending shareholders, appendix listing registered shareholders and their proxies attending with corresponding shares and votes;

g) Total votes for each voted matter, specifying voting method, total valid, invalid, in favor, against and abstaining votes; corresponding percentages of total voting rights of attending shareholders;

h) Matters adopted and corresponding approval vote percentages;

i) Full names and signatures of the chairperson and secretary.

Where the chairperson or secretary refuses to sign the minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and contain full contents as specified in this clause. The minutes must clearly state that the chairperson and secretary refused to sign the minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.

3. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the minutes' contents.

4. Minutes prepared in Vietnamese and a foreign language shall have equal legal effect. In case of differences in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

5. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 (fifteen) days from the end of the meeting or disclosed on BAC A BANK's website and other means in accordance with securities laws and BAC A BANK's relevant regulations.

Minutes of the General Meeting of Shareholders, appendix listing registered shareholders, adopted resolutions and decisions and related documents sent with the meeting invitation must be stored at the head office of BAC A BANK.

Article 37. Effect of resolutions and decisions of the General Meeting of Shareholders[52]

1. Resolutions and decisions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date stated in such resolutions or decisions.

2. Where a shareholder or group of shareholders requests the Court or Arbitration to cancel a resolution or decision of the General Meeting of Shareholders in accordance with Article 38 of this Charter, such resolution or decision shall remain effective until the Court's or Arbitration's cancellation decision takes effect, except where injunctive relief is applied pursuant to a decision of a competent authority.

3. Resolutions and decisions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions or decisions violate the Enterprise Law and this Charter.

4. Within 15 (fifteen) days from the end of the General Meeting of Shareholders or from the end of vote counting in the case of collecting written opinions, all resolutions and decisions adopted by the General Meeting of Shareholders must be sent to the State Bank of Vietnam[53].

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[52] Article 152 of the Enterprise Law

[53] Article 68 of the Law on Credit Institutions

5. BAC A BANK shall disclose information on resolutions and decisions of the General Meeting of Shareholders in accordance with securities laws and BAC A BANK's relevant regulations.

Article 38. Request for cancellation of resolutions or decisions of the General Meeting of Shareholders[54]

Within 90 (ninety) days from the date of receipt of resolutions, decisions or minutes of the General Meeting of Shareholders or minutes of vote-counting results for collecting opinions of the General Meeting of Shareholders, a shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the right to request the Court or Arbitration to consider and cancel resolutions, decisions or part of the contents of resolutions or decisions of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions or decisions of the General Meeting of Shareholders seriously violate the Enterprise Law and this Charter, except as specified in clause 3, Article 37 of this Charter;

2. The contents of resolutions or decisions violate the law or this Charter.

SECTION 2 – GENERAL PROVISIONS ON THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS, GENERAL DIRECTOR AND DEPUTY GENERAL DIRECTORS

Article 39. General duties and powers[55]

1. The Board of Directors is the management body of BAC A BANK, having full authority to act on behalf of BAC A BANK to decide and exercise the rights and obligations of BAC A BANK except for matters within the authority of the General Meeting of Shareholders.

2. The Board of Supervisors shall supervise and evaluate compliance with the law, internal regulations, the Charter and resolutions and decisions of the General Meeting of Shareholders and Board of Directors.

3. The General Director is the highest executive of BAC A BANK; responsible to the Board of Directors for exercising their rights and obligations.

4. Election, appointment, relief from duty or removal of the positions of Chairperson and other members of the Board of Directors, Head and other members of the Board of Supervisors, and General Director of BAC A BANK must be carried out in accordance with conditions, standards, order and procedures provided for by law and the Charter of BAC A BANK.

Article 40. Election and appointment of positions of members of the Board of Directors, members of the Board of Supervisors and General Director[56]

1. At least 30 business days before the General Meeting of Shareholders, the Board of Directors of BAC A BANK must notify shareholders entitled to attend the General Meeting of Shareholders of the expected number of members to be elected or additionally elected to the Board of Directors and Board of Supervisors; including the expected number of independent members of the Board of Directors; and simultaneously notify the deadline for submitting candidate lists and the standards and conditions to be met for the positions to be elected so that shareholders can nominate or propose candidates for such positions in accordance with the law.

2. Based on the nomination and proposal lists of shareholders or groups of shareholders, the Board of Directors shall review and evaluate standards and conditions; prepare and approve

[54] Article 151 of the Enterprise Law

[55] Clause 1, Article 50, clause 1, Article 51, clause 2, Article 55 of the Law on Credit Institutions

[56] Clauses 1 and 3, Article 44 of the Law on Credit Institutions; clause 3, Article 274, clause 2, Article 285 of Decree 155/2020/ND-CP

the expected personnel list. Where shareholders do not nominate sufficient candidates for members of the Board of Directors (including independent members of the Board of Directors), members of the Board of Supervisors or candidates do not meet sufficient conditions and standards as prescribed, the incumbent Board of Directors and Board of Supervisors shall nominate additional or replacement candidates for such positions.

The Board of Directors shall notify nominating shareholders or shareholders or groups of shareholders nominating candidates who do not meet sufficient standards and conditions of the reasons.

3. The expected list of persons to be elected as members of the Board of Directors and members of the Board of Supervisors must be approved in writing by the State Bank of Vietnam before electing such positions. Persons elected as members of the Board of Directors and members of the Board of Supervisors of BAC A BANK must be from the list approved by the State Bank of Vietnam[57].

4. Where the list of expected persons to be elected as members of the Board of Directors and members of the Board of Supervisors has been approved by the State Bank of Vietnam, BAC A BANK must disclose information related to candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on BAC A BANK's website so that shareholders can review the candidates before voting. Candidates for the Board of Directors and Board of Supervisors must provide written commitments on the truthfulness and accuracy of disclosed personal information and commit to performing duties truthfully, prudently and in the best interests of BAC A BANK if elected as members of the Board of Directors or Board of Supervisors. Information disclosed related to candidates for the Board of Directors and Board of Supervisors shall include[58]:

a) Full name, date, month and year of birth;

b) Professional qualifications;

c) Employment history;

d) Other management positions (including positions on the Board of Directors of other companies) and positions as members of the Board of Supervisors at other companies;

dd) Related interests with BAC A BANK and related parties of BAC A BANK;

e) Other information (if any).

BAC A BANK shall be responsible for disclosing information on companies in which candidates for the Board of Directors or Board of Supervisors currently hold positions as members of the Board of Directors, members of the Board of Supervisors or other management positions and related interests with the candidates' companies (if any).

5. The General Meeting of Shareholders shall decide on the number of members of the Board of Directors and members of the Board of Supervisors to be elected and proceed to elect persons whose names are on the expected personnel list approved by the SBV in clause 3 of this Article. BAC A BANK may prepare a nomination list and conduct separate elections for independent members of the Board of Directors. In such case, election of independent members of the Board of Directors shall be conducted in the same manner as election of other members of the Board of Directors.

6. Within 10 (ten) business days from the date of election of positions of members of the Board of Directors and members of the Board of Supervisors, BAC A BANK must send a written notification to the SBV of the list of elected persons in accordance with regulations of

[57] Article 10 of Circular 22/2018/TT-NHNN (as amended and supplemented)
[58] Clause 1, Article 274 and Clause 1, Article 285 of Decree 155/2020/ND-CP

the Governor of the State Bank of Vietnam and disclose information in accordance with the law and BAC A BANK's internal regulations.

7. Persons expected to be appointed as General Director must be approved in writing by the SBV before appointment. Within 10 (ten) business days from the date of appointment, BAC A BANK must send a written notification to the SBV of the appointed General Director in accordance with regulations of the Governor of the State Bank of Vietnam.

Article 41. Standards and conditions for managers, executives and certain other positions of BAC A BANK[59]

1. Members of the Board of Directors must meet the following standards and conditions:

a) Not falling under cases prohibited from holding positions as specified in clause 1, Article 42 of this Charter;

b) Having professional ethics as prescribed by the Governor of the State Bank of Vietnam;

c) Holding a university degree or higher;

d) Meeting one of the following conditions: having at least 03 (three) years as a manager or executive of a credit institution; having at least 05 (five) years as a manager of an enterprise operating in finance, accounting, auditing or of another enterprise with owner's equity at least equal to the legal capital for the type of commercial bank; having at least 05 (five) years working directly in business departments of a credit institution or foreign bank branch; having at least 05 (five) years working directly in finance, banking, accounting or auditing departments;

2. Independent members of the Board of Directors must meet the standards and conditions specified in clause 1 of this Article and the following additional standards and conditions:

a) Not currently working for BAC A BANK or its subsidiaries or having worked for BAC A BANK or its subsidiaries in the immediately preceding 03 (three) years;

b) Not receiving regular salary or remuneration from BAC A BANK other than remuneration of members of the Board of Directors;

c) Not having spouse, husband, natural parents, adoptive parents, children, siblings or their spouses who are major shareholders of BAC A BANK, managers or supervisors, members of the Board of Supervisors of BAC A BANK or its subsidiaries;

d) Not representing share ownership of BAC A BANK; not together with related persons directly or indirectly owning 1% or more of the charter capital or voting shares of BAC A BANK;

dd) Not having been a manager or member of the Board of Supervisors of BAC A BANK at any time in the immediately preceding 05 (five) years.

3. Members of the Board of Supervisors must meet the following standards and conditions:

a) Standards and conditions specified in points a and b of clause 1 of this Article;

b) Holding a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting or auditing;

c) Having at least 03 (three) years working directly in banking, finance, accounting or auditing;

d) Not being a related person of managers of BAC A BANK;

[59] Article 41 of the Law on Credit Institutions

dd) The Head of the Board of Supervisors must reside in Vietnam during the term of office.

4. The General Director must meet the following standards and conditions:

a) Standards and conditions specified in points a and b of clause 1 of this Article;

b) Holding a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting or auditing;

c) Meeting one of the following conditions: having at least 05 (five) years as an executive of a credit institution; having at least 05 (five) years as General Director (Director) or Deputy General Director (Deputy Director) of an enterprise with owner's equity at least equal to the legal capital for the type of commercial bank and having at least 05 (five) years working directly in finance, banking, accounting or auditing; having at least 10 (ten) years working directly in finance, banking, accounting or auditing;

d) Residing in Vietnam during the term of office.

5. Deputy General Directors, Chief Accountant, Branch Directors and General Directors (Directors) of subsidiaries must meet the following standards and conditions:

a) Not falling under cases prohibited from holding positions as specified in clause 3 of Article 42 of this Charter; for Deputy General Directors, not falling under the entities specified in clause 1 of Article 42 of this Charter;

b) Meeting one of the following conditions: holding a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing or other fields relevant to the position to be held; holding a university degree or higher in another field and having at least 03 (three) years working directly in banking, finance or the professional field to be held;

c) Residing in Vietnam during the term of office;

d) The Chief Accountant must also meet the standards and conditions prescribed by the law on accounting.

6. Managers, executives and other positions of BAC A BANK elected or appointed before the effective date of the Law on Credit Institutions (July 01st, 2024) who do not meet the provisions of Articles 41, 42 and 43 of this Charter may continue to hold their positions until the end of their term or until the end of the period for which they were elected or appointed[60].

Article 42. Cases prohibited from holding positions[61]

1. The following persons shall not be members of the Board of Directors, members of the Board of Supervisors, General Director or Deputy General Director of BAC A BANK:

a) Minors, persons with difficulties in cognition or behavior control, persons with restricted or lost civil act capacity;

b) Persons currently subject to criminal prosecution or serving prison sentences; serving administrative measures at compulsory detoxification or education facilities; prohibited by the Court from holding positions, practicing professions or performing certain jobs;

c) Persons previously convicted of serious crimes or more serious offenses;

d) Persons previously convicted of property infringement crimes without having their criminal records expunged;

[60] Clause 8, Article 210 of the Law on Credit Institutions
[61] Article 42 of the Law on Credit Institutions

dd) Officials, civil servants or public employees who are managers at department level or higher in enterprises in which the State holds 50% or more of the charter capital, except for persons appointed as representatives to manage the State's contributed capital or capital of enterprises in which the State holds 50% or more of the charter capital at BAC A BANK or appointed, designated or assigned to participate in management, execution or control at BAC A BANK as required by duties (if any);

e) Officers, non-commissioned officers, professional military personnel, defense workers or public employees in agencies or units of the Vietnam People's Army; professional officers, non-commissioned officers or police workers in agencies or units of the Vietnam People's Public Security, except for persons appointed as representatives to manage the State's contributed capital or capital of enterprises in which the State holds 50% or more of the charter capital at BAC A BANK (if any);

g) Persons prohibited from participating in management or execution of enterprises or cooperatives under the law on cadres, civil servants, public employees and the law on anti-corruption;

h) Persons who were formerly owners of private enterprises, general partners of partnerships, General Directors (Directors), members of the Board of Directors, members of the Members' Council, supervisors, members of the Board of Supervisors of enterprises or members of the Board of Directors and General Directors (Directors) of cooperatives at the time such enterprises or cooperatives were declared bankrupt, except for persons appointed, designated or assigned to participate in management, execution or control of enterprises or cooperatives that are credit institutions declared bankrupt as required by duties;

i) Persons previously suspended from the positions of Chairperson or other members of the Board of Directors, Chairperson or other members of the Members' Council, Head or other members of the Board of Supervisors, General Director (Director) of a credit institution as prescribed in Article 47 of the Law on Credit Institutions or determined by competent authorities to have committed violations leading to revocation of the License of the credit institution;

k) Related persons of members of the Board of Directors or the General Director of BAC A BANK, except as specified in clause 3, Article 51 of this Charter;

l) Persons liable under inspection conclusions leading to administrative sanctions against credit institutions or foreign bank branches at the highest fine level for violations of regulations on licensing, governance, execution, shares, stock, capital contribution, share purchase, credit extension, corporate bond purchase or safety ratios under the law on administrative sanctions in the monetary and banking sector.

2. Parents, spouses, children, siblings of members of the Board of Directors or the General Director of BAC A BANK and spouses of such persons shall not be the Chief Accountant or the person in charge of finance of BAC A BANK.

3. Persons specified in points a, b, c, d, dd and e of clause 1 of this Article shall not be the Chief Accountant, Branch Director or General Director (Director) of subsidiaries of BAC A BANK.

Article 43. Cases prohibited from concurrently holding positions[62]

1. The Chairperson of the Board of Directors of BAC A BANK shall not concurrently be an executive or member of the Board of Supervisors of BAC A BANK or another credit institution, or a manager of another enterprise.

[62] Article 43 of the Law on Credit Institutions

2. Non-independent members of the Board of Directors of BAC A BANK shall not concurrently hold any of the following positions:

a) Executive of BAC A BANK, except where a member of the Board of Directors of BAC A BANK is the General Director of BAC A BANK;

b) Manager or executive of another credit institution or manager of another enterprise, except where such person is a manager or executive of a subsidiary of BAC A BANK or in the case of implementing an approved mandatory transfer plan;

c) Supervisor or member of the Board of Supervisors of another credit institution or enterprise.

3. Independent members of the Board of Directors of BAC A BANK shall not concurrently hold any of the following positions:

a) Executive of BAC A BANK;

b) Manager or executive of another credit institution or manager of more than two other enterprises;

c) Supervisor or member of the Board of Supervisors of another credit institution or enterprise.

4. Members of the Board of Supervisors of BAC A BANK shall not concurrently hold any of the following positions:

a) Manager or executive of BAC A BANK, another credit institution or another enterprise; employee of BAC A BANK or its subsidiaries;

b) Employee of an enterprise in which a member of the Board of Directors of BAC A BANK is a member of the Board of Directors, an executive or a major shareholder of such enterprise.

5. The General Director or Deputy General Directors of BAC A BANK shall not concurrently be managers, executives, supervisors or members of the Board of Supervisors of another credit institution or enterprise, except where a Deputy General Director of BAC A BANK is a manager or executive of a subsidiary of BAC A BANK.

Article 44. Automatic loss of eligibility[63]

1. The following cases shall automatically result in loss of eligibility as a member of the Board of Directors, member of the Board of Supervisors or General Director:

a) Falling under one of the cases prohibited from holding positions as specified in Article 42 of this Charter;

b) Being a representative of the contributed capital of an institutional shareholder of BAC A BANK when such institution ceases to exist;

c) No longer being an authorized representative of the contributed capital of an institutional shareholder;

d) Being deported from the territory of the Socialist Republic of Vietnam;

dd) When BAC A BANK's License is revoked;

e) When the contract for hiring the General Director expires;

g) Death.

[63] Article 45 of the Law on Credit Institutions

2. The Board of Directors of BAC A BANK must send a written report accompanied by supporting documents on the automatic loss of eligibility of personnel as specified in points a, b, c, d, e and g of clause 1 of this Article to the State Bank of Vietnam within five (05) business days from the date of automatic loss of eligibility and shall be responsible for the accuracy and truthfulness of such report; and shall carry out procedures for electing or appointing replacement positions in accordance with the law and the Charter of BAC A BANK.

3. After automatic loss of eligibility, members of the Board of Directors, members of the Board of Supervisors or the General Director of BAC A BANK shall remain liable for their decisions during their term of office.

Article 45. Relief from duty or removal[64]

1. Except for cases of automatic loss of eligibility as specified in Article 44 of this Charter, the Chairperson or other members of the Board of Directors; the Head or other members of the Board of Supervisors; or the General Director of BAC A BANK shall be relieved from duty or removed in the following cases:

a) Relief from duty upon submission of a resignation letter to the Board of Directors or Board of Supervisors of BAC A BANK;

b) Removal for failure to participate in activities of the Board of Directors or Board of Supervisors for six (06) consecutive months, except in cases of force majeure events;

c) Removal for failure to meet the standards and conditions specified in Article 41 of this Charter;

d) Removal where an independent member of the Board of Directors fails to meet the provisions of clause 2, Article 41 and clause 3, Article 43 of this Charter;

dd) Other cases of relief from duty or removal as provided for by law (if any).

2. After relief from duty or removal, the Chairperson or other members of the Board of Directors; the Head or other members of the Board of Supervisors; or the General Director of BAC A BANK shall remain liable for their decisions during their term of office.

3. Within 10 (ten) days from the date of adoption of the decision on relief from duty or removal of personnel as specified in clause 1 of this Article, the Board of Directors of BAC A BANK must send a written report accompanied by related documents to the State Bank of Vietnam.

Article 46. Suspension or temporary suspension of exercise of rights and obligations of members of the Board of Directors, Board of Supervisors and executives of BAC A BANK[65]

1. The State Bank of Vietnam shall have the right to suspend or temporarily suspend the exercise of rights and obligations of the Chairperson or other members of the Board of Directors; the Head or other members of the Board of Supervisors; or executives of BAC A BANK for violations of Article 43, clause 10 of Article 47 of this Charter or other relevant laws in the course of exercising assigned rights and obligations or for failure to meet the standards and conditions specified in Article 41 of this Charter; and to request competent authorities to relieve from duty, remove, elect or appoint replacements or designate replacements if deemed necessary.

2. Persons suspended or temporarily suspended from exercising rights and obligations as specified in clause 1 of this Article must participate in handling outstanding issues and

[64] Article 46 of the Law on Credit Institutions
[65] Article 47 of the Law on Credit Institutions

violations related to their personal liability when requested by the State Bank of Vietnam, the Board of Directors or the Board of Supervisors of BAC A BANK.

Article 47. Rights and obligations of managers and executives of BAC A BANK[66]

1. To comply with the law, the Charter of BAC A BANK and resolutions and decisions of the General Meeting of Shareholders.

2. To exercise assigned rights and obligations truthfully, prudently and in the interests of BAC A BANK and its shareholders.

3. Not to use information, know-how or business opportunities of BAC A BANK, abuse their position or office or assets of BAC A BANK for personal gain or to serve the interests of other organizations or individuals to the detriment of the interests of BAC A BANK or its shareholders.

4. To be liable for compliance with restrictions to ensure safety in banking operations of BAC A BANK as prescribed by the Law on Credit Institutions.

5. To ensure storage of BAC A BANK's records to provide data for management, execution, control of all operations of BAC A BANK and for inspection, supervision and examination activities of the State Bank of Vietnam.

6. To have knowledge of risks in the operations of BAC A BANK.

7. To promptly, fully and accurately notify BAC A BANK of their interests in other organizations and transactions with other organizations or individuals that may conflict with the interests of BAC A BANK and may only participate in such transactions with the approval of the Board of Directors.

8. Not to create conditions for themselves or their related persons to borrow capital or use other banking services of BAC A BANK under more preferential or favorable conditions than the general regulations of BAC A BANK.

9. Not to increase salaries, remuneration or request bonuses for managers or executives when BAC A BANK incurs losses.

10. Within the scope of assigned rights and obligations, to be responsible for implementing written requests of the State Bank of Vietnam on matters within its authority. To implement recommendations, risk warnings and operational safety warnings, warnings of risks leading to violations of the law on currency and banking; inspection conclusions, recommendations and handling decisions.

11. Other rights and obligations as provided for by law and this Charter.

Article 48. Provision and public disclosure of information for members of the Board of Directors, Board of Supervisors, General Director and Deputy General Directors[67]

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and Deputy General Directors of BAC A BANK must provide BAC A BANK with the following information:

a) Name, enterprise code and head office address of enterprises or economic organizations in which they or they and their related persons are registered as owners of contributed capital or shares of 5% or more of the charter capital, including contributed capital or shares authorized or entrusted to other individuals or organizations;

b) Name, enterprise code and head office address of enterprises or economic organizations in which they and their related persons are members of the Board of Directors,

[66] Article 48 of the Law on Credit Institutions

[67] Clause 1, Article 49 of the Law on Credit Institutions

members of the Members' Council, supervisors, members of the Board of Supervisors or General Directors (Directors).

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

d) Information on related persons who are organizations, including: name, enterprise code, head office address of the enterprise, enterprise registration certificate number or equivalent legal documents; legal representative, relationship with the information provider.

2. Entities specified in clause 1 of this Article must send written information to BAC A BANK for initial provision and upon any change to such information within seven (07) business days from the date of occurrence or change of information.

3. BAC A BANK must post and store the information specified in clause 1 of this Article at its head office and send a written report to the State Bank of Vietnam within seven (07) business days from the date BAC A BANK receives the provided information. Annually, BAC A BANK shall disclose the information specified in points a, b and d of clause 1 of this Article to the General Meeting of Shareholders of BAC A BANK.

4. Entities providing and publicly disclosing information must ensure that the provided and publicly disclosed information is truthful, accurate, complete and timely, and shall be responsible for such provision and public disclosure of information.

Article 49. Remuneration, salary, bonuses and other benefits of members of the Board of Directors, Board of Supervisors and General Director[68]

Remuneration, salary, bonuses and other benefits of members of the Board of Directors, members of the Board of Supervisors and the General Director shall be considered and decided based on business results and performance and in accordance with the following regulations:

1. Members of the Board of Directors shall receive work remuneration and bonuses. Work remuneration shall be calculated based on the number of necessary business days to complete the duties of members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

Members of the Board of Directors shall be entitled to reimbursement of reasonable expenses for meals, accommodation, travel and other reasonable costs incurred in performing assigned duties.

2. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

3. Members of the Board of Supervisors shall receive remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors;

Members of the Board of Supervisors shall be reimbursed reasonable expenses for meals, accommodation, travel and use of independent consulting services. The total remuneration and such expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, except where otherwise decided by the General Meeting of Shareholders.

[68] Articles 163 and 172 of the Enterprise Law

4. Remuneration of each member of the Board of Directors, salary of the General Director and other managers, remuneration and operating expenses of the Board of Supervisors shall be included in the business expenses of BAC A BANK in accordance with the law on corporate income tax and relevant laws and must be recorded as a separate item in the annual financial statements of BAC A BANK and reported to the General Meeting of Shareholders at the annual meeting.

Article 50. Liability and compensation[69]

1. Liability:

Members of the Board of Directors, members of the Board of Supervisors, the General Director, Deputy General Directors and other executives of BAC A BANK shall be obliged to comply with the applicable laws, the Charter of BAC A BANK and BAC A BANK's regulations in performing their duties and shall be personally liable before the law and BAC A BANK for damage caused by breaches of their obligations.

2. Compensation:

BAC A BANK shall fully compensate reasonable costs related to complaints or litigation concerning work within the assigned responsibilities of leaders, officers and employees of BAC A BANK in which such persons are required to participate, provided that such persons have complied with the law, the Charter of BAC A BANK and BAC A BANK's regulations.

Where BAC A BANK suffers asset losses and such losses are determined to be caused by subjective reasons of the person causing the loss, the authority to decide the level of compensation for asset losses shall be exercised in accordance with BAC A BANK's regulations from time to time, in accordance with the law.

SECTION 3 – BOARD OF DIRECTORS

Article 51. Board of Directors and structure of the Board of Directors[70]

1. The Board of Directors shall have a minimum of 05 (five) members and a maximum of 11 (eleven) members. The number of members for each term shall be decided by the General Meeting of Shareholders. The Board of Directors must have a minimum of 02 independent members, and 2/3 (two-thirds) of the total members shall be independent members and non-executive members of BAC A BANK.

2. The term of the Board of Directors shall not exceed 05 (five) years. The term of members of the Board of Directors shall follow the term of the Board of Directors. The term of additionally elected or replacement members of the Board of Directors shall be the remaining period of the Board of Directors' term. The Board of Directors of the term just ended shall continue to operate until the new term's Board of Directors takes over.

3. An individual and their related persons or persons representing the contributed capital of an institutional shareholder and related persons of such representatives may participate in the Board of Directors but shall not exceed 02 members of the Board of Directors of BAC A BANK.

4. The Board of Directors of BAC A BANK elected before the effective date of the Law on Credit Institutions (July 01st, 2024) that does not meet the provisions of clauses 1 and 3 of this Article may continue to operate until the end of the Board of Directors' term.

5. The Board of Directors shall be responsible to the General Meeting of Shareholders for performing assigned duties and powers in accordance with the Law on Credit Institutions and this Charter.

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[69] Article 48 of the Model Charter of Circular 116/2020/TT-BTC

[70] Articles 50, 69 and 210 of the Law on Credit Institutions

6. Where the Board of Directors has fewer members than the minimum number specified in clause 1 of this Article, within 90 (ninety) days from the date of falling below the minimum number, BAC A BANK must additionally elect members to ensure the minimum number.

7. The Board of Directors shall elect, relieve from duty or remove the Chairperson and Deputy Chairperson of the Board of Directors from among its members.

8. The Board of Directors shall use the seal of BAC A BANK to perform its duties and powers.

9. The Board of Directors shall have a supporting department. The functions and duties of the supporting department shall be prescribed by the Board of Directors.

10. The Board of Directors must establish committees to assist in performing its duties and powers, including at least a Risk Management Committee and a Personnel Committee. The Board of Directors shall decide the duties and powers of these two committees in accordance with regulations of the Governor of the State Bank of Vietnam.

Article 52. Duties and powers of the Board of Directors[71]

1. To submit to the General Meeting of Shareholders for decision or approval matters within the duties and powers of the General Meeting of Shareholders as specified in Article 26 of this Charter.

2. To decide on the establishment of branches, representative offices and non-business units of BAC A BANK.

3. To appoint, relieve from duty, discipline, suspend and decide salaries, bonuses and other benefits for the positions of General Director, Deputy General Directors and other executives within its authority in accordance with the Board of Directors' internal regulations.

4. To appoint representatives of BAC A BANK's contributed capital in other enterprises or credit institutions.

5. To approve plans for capital contribution, purchase or sale of shares or contributed capital of BAC A BANK in other enterprises or credit institutions where the expected contribution value, purchase price or book value in the case of sale of shares or contributed capital is less than 20% of the charter capital of BAC A BANK as stated in the latest audited financial statements.

6. To approve investment decisions, purchase or sale of fixed assets of BAC A BANK where the expected investment or purchase price or original cost in the case of sale of fixed assets is 10% or more of the charter capital of BAC A BANK as stated in the latest audited financial statements, except for investments, purchases or sales of fixed assets within the decision-making authority of the General Meeting of Shareholders.

7. To decide on credit extensions as specified in clause 7, Article 136 of the Law on Credit Institutions, except for other contracts or transactions within the decision-making authority of the General Meeting of Shareholders.

8. To approve other contracts or transactions valued at less than 20% of the charter capital of BAC A BANK as stated in the latest audited financial statements between BAC A BANK and members of the Board of Directors, members of the Board of Supervisors, the General Director, major shareholders of BAC A BANK; related persons of managers, members of the Board of Supervisors or major shareholders of BAC A BANK; subsidiaries or associates of BAC A BANK.

[71] Article 70 of the Law on Credit Institutions, Article 153 of the Enterprise Law

9. To approve other contracts or transactions valued at 10% or more of the charter capital of BAC A BANK as stated in the latest audited financial statements.

10. To inspect, supervise and direct the General Directorate in performing assigned duties; to annually evaluate the performance of the General Directorate.

11. To issue internal regulations related to the organization, governance and operations of BAC A BANK in accordance with the Law on Credit Institutions and relevant laws, except for matters within the authority of the General Meeting of Shareholders.

12. To decide on risk management policies and supervise the implementation of risk prevention measures of BAC A BANK.

13. To review and approve the annual report.

14. To decide on offering new shares within the number of shares authorized for offering.

15. To decide on the offering price of shares and convertible bonds of BAC A BANK.

16. To decide on repurchase of shares of BAC A BANK according to the approved plan.

17. To recommend plans for profit distribution and dividend payment rates; to decide on the deadline and procedures for dividend payment or handling of losses arising in business operations.

18. To prepare contents and related documents for submission to the General Meeting of Shareholders for decision or approval of matters within its authority, except for contents within the duties and powers of the Board of Supervisors.

19. To approve the program and plan of activities of the Board of Directors; the program, contents and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions of shareholders to adopt resolutions and decisions of the General Meeting of Shareholders.

20. To organize, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

21. To promptly notify the State Bank of Vietnam of information negatively affecting the eligibility of members of the Board of Directors, Board of Supervisors or General Director.

22. To perform the duties and powers of the owner at subsidiaries and associates in which BAC A BANK contributes capital or purchases shares;

23. To approve the Financial Regulations/approve the Financial Regulations as authorized by the General Meeting of Shareholders in accordance with the law from time to time.

24. Other duties and powers as provided for by law, authorized by the General Meeting of Shareholders and specified in this Charter and BAC A BANK's regulations.

Article 53. Rights and obligations of the Chairperson of the Board of Directors[72]

1. To prepare the program and plan of activities of the Board of Directors; to be responsible for exercising their rights and obligations.

2. To convene and preside over meetings of the Board of Directors.

3. To sign on behalf of the Board of Directors documents within its authority.

4. To organize the adoption of resolutions and decisions of the Board of Directors.

5. To supervise and organize supervision of the implementation of resolutions and decisions of the Board of Directors.

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[72] Article 71 of the Law on Credit Institutions; clause 4, Article 156 of the Enterprise Law

6. To preside over meetings of the General Meeting of Shareholders.

7. To ensure that members of the Board of Directors receive full, objective and accurate information and have sufficient time to discuss matters to be considered by the Board of Directors.

8. To assign specific duties to each member of the Board of Directors.

9. To supervise members of the Board of Directors in exercising their rights, obligations and assigned duties.

10. To annually evaluate the performance of each member of the Board of Directors and the committees of the Board of Directors and report the evaluation results to the General Meeting of Shareholders.

11. Other rights and obligations as provided for by law, this Charter and BAC A BANK's regulations.

12. The Chairperson shall authorize in writing the Deputy Chairperson or a member of the Board of Directors to exercise their rights and duties during the Chairperson's absence or in other cases where they cannot perform duties in accordance with the law and notify the remaining members of the Board of Directors and the General Director of BAC A BANK of such authorization. Where no person is authorized, the remaining members of the Board of Directors shall elect one among them to temporarily exercise the duties and powers of the Chairperson of the Board of Directors by majority approval of the remaining members until a new decision of the Board of Directors.

Article 54. Rights and obligations of members of the Board of Directors[73]

1. To exercise the rights and obligations of members of the Board of Directors in accordance with the Board of Directors' internal regulations and the assignment of the Chairperson of the Board of Directors truthfully, prudently and in the interests of BAC A BANK and its shareholders; to promote the independence of independent members of the Board of Directors in exercising rights and obligations; to be liable for exercising their rights and obligations.

2. To review the audit report on financial statements prepared by the independent auditor, provide opinions or request the executives of BAC A BANK, independent auditor and internal auditor to explain or clarify related matters.

3. To propose the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors.

4. To attend meetings of the Board of Directors, discuss and vote on matters within the duties and powers of the Board of Directors as provided for by law and the Charter of BAC A BANK, and to be responsible to the General Meeting of Shareholders and the Board of Directors for their decisions.

Where a voting matter involves a conflict of interest with any member, such member shall not participate in the voting.

5. Members of the Board of Directors shall not authorize others to attend meetings of the Board of Directors to decide on matters specified in clauses 1, 3, 5, 6, 7, 8, 9, 11, 12, 13 and 17 of Article 52 of this Charter.

6. To implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

[73] Article 72 of the Law on Credit Institutions; Article 277 of Decree 155/2020/ND-CP

7. To explain to the General Meeting of Shareholders or the Board of Directors on the performance of assigned duties when requested.

8. To promptly and fully report to the Board of Directors remuneration received from subsidiaries, associates and other organizations at the nearest meeting.

9. To report to the Board of Directors at the nearest meeting transactions between BAC A BANK, subsidiaries or companies in which BAC A BANK controls more than 50% of the charter capital and members of the Board of Directors and their related persons; transactions between BAC A BANK and companies in which members of the Board of Directors are founding members or enterprise managers in the most recent three (03) years prior to the transaction date.

10. To disclose information when conducting transactions in shares of BAC A BANK in accordance with the law.

11. Other rights and obligations as provided for by law, this Charter and BAC A BANK's regulations.

Article 55. Right to information of members of the Board of Directors[74]

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors or other executives of BAC A BANK to provide information and documents on the financial situation and business operations of BAC A BANK and its units and subsidiaries.

2. Requested executives must promptly, fully and accurately provide information and documents as requested by members of the Board of Directors. The order and procedures for requesting and providing information shall be carried out in accordance with BAC A BANK's regulations.

Article 56. Meetings of the Board of Directors[75]

1. The first meeting of the Board of Directors' term to elect the Chairperson and make other decisions within its authority must be held within seven (07) business days from the date of completion of the election of the Board of Directors for that term. The member of the Board of Directors with the highest number of votes shall convene the first meeting of the Board of Directors. Where more than one (01) member has the highest and equal number of votes, such members shall vote by majority principle to select one among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors in the following cases:

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the General Director or at least five (05) other managers;

c) At the request of at least two (02) members of the Board of Directors.

Requests must be made in writing, clearly stating the purpose and matters to be discussed and decided within the authority of the Board of Directors.

4. The Chairperson or a member of the Board of Directors authorized by the Chairperson must convene a meeting of the Board of Directors within seven (07) business days from the

[74] Article 159 of the Enterprise Law
[75] Article 157 of the Enterprise Law

date of receipt of one of the requests specified in clause 3 of this Article. Where the Chairperson or the authorized person fails to convene a meeting of the Board of Directors as requested, they shall be liable for any damage incurred by BAC A BANK, except where the meeting cannot be convened due to force majeure events. In such case, the person requesting the meeting of the Board of Directors shall have the right to convene the meeting, and attending members of the Board of Directors shall vote to elect the chairperson of the meeting.

5. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send meeting invitations no later than three (03) business days before the meeting date. Meeting invitations must specify the time and venue of the meeting, the agenda and matters to be discussed and decided. Accompanying the meeting invitation must be documents to be used at the meeting and other related documents (if any).

Meeting invitations shall be sent by appropriate methods ensuring delivery to the registered contact address of each member of the Board of Directors at BAC A BANK.

6. The Chairperson of the Board of Directors or the person convening the meeting must send meeting invitations and accompanying documents to members of the Board of Supervisors and the General Director in the same manner as for members of the Board of Directors.

Members of the Board of Supervisors and the General Director who are not members of the Board of Directors shall have the right to attend meetings of the Board of Directors and to discuss but not to vote.

7. A meeting of the Board of Directors shall be conducted when three-quarters (3/4) or more of the total number of members attend.

Where a meeting convened in accordance with this clause does not have sufficient attending members as prescribed, it may be reconvened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

8. A member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend the meeting in accordance with clause 9 of this Article;

c) Attending and voting via online conference, electronic voting or other electronic forms;

d) Sending voting ballots to the meeting by post, fax or email.

Where voting ballots are sent to the meeting by post, the voting ballots must be placed in sealed envelopes and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening. Voting ballots shall only be opened in the presence of all attendees.

9. Members must attend all meetings of the Board of Directors in full. A member of the Board of Directors may authorize another person to attend and vote if approved by a majority of members of the Board of Directors, except as specified in clause 5, Article 54 of this Charter.

10. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members; where votes are equal, the final decision shall rest with the side supported by the opinion of the Chairperson of the Board of Directors.

11. Resolutions and decisions of the Board of Directors shall take effect from the date of adoption or from the effective date stated in such resolutions or decisions.

12. The Board of Directors shall have the right to organize meetings in other forms in accordance with the applicable law and BAC A BANK's internal regulations.

Article 57. Minutes of meetings of the Board of Directors[76]

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following principal contents:

a) Name, head office address, enterprise code and/or other contents as required by law from time to time;

b) Time and venue of the meeting;

c) Purpose, agenda and proceedings of the meeting;

d) Full names of each attending member or authorized representative and method of attendance; full names of non-attending members and reasons;

dd) Matters discussed and voted on at the meeting;

e) Summary of statements of each attending member in the order of the meeting proceedings;

g) Voting results, specifying members in favor, against and abstaining;

h) Matters adopted and corresponding approval percentages;

i) Full names and signatures of the chairperson, secretary and all attending members or authorized representatives, except as specified in clause 2 of this Article.

2. Where the chairperson or minute-taker refuses to sign the minutes but all other attending members of the Board of Directors sign and agree to adopt the minutes containing full contents as specified in points a, b, c, d, dd, e, g and h of clause 1 of this Article, such minutes shall be valid. The minutes must clearly state that the chairperson or minute-taker refused to sign. Persons signing the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson and minute-taker shall be personally liable for damage incurred by BAC A BANK due to refusal to sign the minutes in accordance with the Enterprise Law, the Charter of BAC A BANK and relevant laws.

3. The chairperson, minute-taker and persons signing the minutes shall be liable for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

4. Minutes prepared in Vietnamese and a foreign language shall have equal legal effect. In case of differences in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

5. Minutes of meetings of the Board of Directors and documents used at the meetings must be stored at the head office of BAC A BANK.

Article 58. Authority and procedures for collecting written opinions of members of the Board of Directors

1. The Chairperson of the Board of Directors or a member of the Board of Directors authorized by the Chairperson of the Board of Directors shall decide on organizing the collection of written opinions of members of the Board of Directors to adopt resolutions or decisions of the Board of Directors. Collection of written opinions of members of the Board of

[76] Article 158 of the Enterprise Law

Directors may be conducted by paper document, electronic means, a combination thereof or other means as decided by the Chairperson of the Board of Directors.

2. Order and procedures for collecting written opinions of members of the Board of Directors shall be carried out in accordance with relevant laws and BAC A BANK's internal regulations.

3. Resolutions and decisions adopted by collecting written opinions of members of the Board of Directors shall have the same validity as resolutions and decisions adopted at a meeting of the Board of Directors.

SECTION 4 – GENERAL DIRECTOR AND SUPPORTING APPARATUS

Article 59. General Director[77]

1. The Board of Directors shall appoint the General Director with a term not exceeding five (05) years.

2. Where the position of General Director is vacant, the Board of Directors of BAC A BANK must appoint a General Director within 90 (ninety) days from the date of vacancy.

Article 60. Rights and obligations of the General Director[78]

1. To organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To decide on matters within authority related to the day-to-day business operations of BAC A BANK.

3. To establish and maintain an effective internal control system.

4. To prepare and submit to the Board of Directors for approval or report to competent authorities for approval of financial statements. To be responsible for the accuracy and truthfulness of financial statements, statistical reports, settlement data and other financial information.

5. To issue within authority internal regulations, processes and procedures for operating the business management system and management information system.

6. To report to the Board of Directors, Board of Supervisors, General Meeting of Shareholders and competent State authorities on the operations and business results of BAC A BANK.

7. To decide on measures exceeding their authority in cases of natural disasters, epidemics, fires, incidents or other emergencies for the interests of BAC A BANK and to be responsible for such decisions, promptly reporting to the Board of Directors.

8. To recommend and propose the management structure of BAC A BANK for submission to the Board of Directors or General Meeting of Shareholders for decision within their authority.

9. To propose the Board of Directors to hold an extraordinary meeting in accordance with this Charter.

10. To appoint, relieve from duty or remove management and executive positions of BAC A BANK, except for positions within the decision-making authority of the General Meeting of Shareholders or Board of Directors.

11. To sign contracts and other transactions on behalf of BAC A BANK in accordance with this Charter and BAC A BANK's internal regulations.

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[77] Article 55 of the Law on Credit Institutions; clause 2, Article 162 of the Enterprise Law

[78] Article 56 of the Law on Credit Institutions

12. To recommend plans for use of profits and handling of losses in business operations of BAC A BANK.

13. To recruit labor and decide salaries and bonuses of employees within authority.

14. To represent BAC A BANK in relations with agencies, organizations and individuals; in litigation, disputes, dissolution and bankruptcy relations.

15. Other rights and obligations as provided for by law, this Charter and BAC A BANK's regulations.

Article 61. Supporting apparatus for the General Director

1. Supporting the General Director are Deputy General Directors, the Chief Accountant and professional departments. The Board of Directors shall prescribe the specific structure, functions and duties of the supporting apparatus for the General Director, except for cases within the authority of the General Director.

2. Deputy General Directors assist the General Director in managing one or more areas of operations of BAC A BANK as assigned by the General Director.

3. The Chief Accountant assists the General Director in directing accounting and statistical work of BAC A BANK and shall have rights and duties as provided for by law.

SECTION 5 – BOARD OF SUPERVISORS

Article 62. Board of Supervisors and structure of the Board of Supervisors[79]

1. The Board of Supervisors of BAC A BANK shall have a minimum of five (05) members.

2. The Board of Supervisors shall have a supporting department and an internal audit department to perform its duties.

3. The term of the Board of Supervisors shall not exceed five (05) years. The term of members of the Board of Supervisors shall follow the term of the Board of Supervisors. The term of additionally elected or replacement members shall be the remaining period of the term. The Board of Supervisors of the term just ended shall continue to operate until the new term's Board of Supervisors takes over.

4. Where the Board of Supervisors has fewer members than the minimum number specified in clause 1 of this Article, within 90 (ninety) days from the date of falling below the minimum number, BAC A BANK must additionally elect members to ensure the minimum number.

5. As of the effective date of the Law on Credit Institutions (July 01st, 2024), where the Board of Supervisors of BAC A BANK has a number of members not complying with clause 1 of this Article, it may continue to maintain the number of members of the Board of Supervisors in accordance with clause 2, Article 44 of Law on Credit Institutions No. 47/2010/QH12 as amended and supplemented by Law No. 17/2017/QH14 until the end of the term of the Board of Supervisors or members of the Board of Supervisors, except where BAC A BANK elects or appoints additional or replacement members of the Board of Supervisors.

Article 63. Duties and powers of the Board of Supervisors[80]

1. To supervise governance and execution activities of BAC A BANK in accordance with the law, internal regulations, the Charter and resolutions and decisions of the General Meeting of Shareholders and Board of Directors; to be responsible to the General Meeting of

[79] Articles 51 and clause 8, Article 210 of the Law on Credit Institutions

[80] Article 52 of the Law on Credit Institutions; Article 288 of Decree 155/2020/ND-CP; Article 39 of the Model Charter of Circular 116/2020/TT-BTC; Article 170 of the Enterprise Law

Shareholders for performing assigned duties and powers in accordance with the Law on Credit Institutions and this Charter.

2. To issue internal regulations of the Board of Supervisors; to annually review internal regulations of the Board of Supervisors and BAC A BANK's internal regulations on accounting and reporting.

3. To organize internal audits; to have access to and be provided with full, accurate and timely information and documents related to governance and execution of BAC A BANK, to have the right to use BAC A BANK's resources to perform assigned duties and powers; to have the right to hire independent experts, consultants and external organizations to perform duties but remain responsible for the performance of duties of the Board of Supervisors.

4. To supervise the financial situation, appraise the semi-annual and annual financial statements of BAC A BANK; to report to the General Meeting of Shareholders on appraisal results of financial statements and evaluation of reasonableness, legality, truthfulness and prudence in accounting, statistics and preparation of financial statements. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.

5. To supervise the approval and implementation of investment projects, purchase or sale of fixed assets and other contracts or transactions of BAC A BANK within the decision-making authority of the General Meeting of Shareholders or Board of Directors. To prepare and send supervision results reports to the General Meeting of Shareholders and Board of Directors on an annual basis.

6. To supervise compliance with provisions of Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in operations of BAC A BANK.

7. To examine accounting books, other documents and management and execution of operations of BAC A BANK when deemed necessary or in the following cases:

a) Pursuant to resolutions or decisions of the General Meeting of Shareholders;

b) At the request of the State Bank of Vietnam or major shareholders or groups of major shareholders in accordance with the law. Examinations shall be conducted within seven (07) business days from the date of receipt of the request. Within 15 (fifteen) days from the end of examination, the Board of Supervisors must report and explain the examined matters to the requesting organizations or individuals.

8. To promptly notify the General Meeting of Shareholders and Board of Directors upon discovery of violations of law, the Charter or internal regulations of BAC A BANK or resolutions or decisions of the General Meeting of Shareholders or Board of Directors by managers or executives of BAC A BANK; to require violators to immediately cease violations and take remedial measures (if any).

9. To prepare the list of shareholders owning 1% or more of the charter capital, related persons of members of the Board of Directors, members of the Board of Supervisors or the General Director of BAC A BANK and shareholders owning 1% or more of the charter capital; to store and update changes to such list.

10. To propose the Board of Directors to hold an extraordinary meeting or propose the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the law and this Charter.

11. To convene an extraordinary General Meeting of Shareholders where the Board of Directors makes decisions seriously violating the Law on Credit Institutions or exceeding assigned authority or in other cases as specified in this Charter.

12. To appoint, relieve from duty, discipline, suspend and decide salaries and other benefits for positions in the internal audit department.

13. To promptly report to the State Bank of Vietnam violations of clauses 6, 8 and 11 of this Article and violations of share ownership ratios or related persons as prescribed by the Law on Credit Institutions.

14. To recommend to the Board of Directors or General Meeting of Shareholders measures to amend, supplement or improve the management, supervision and execution structure of BAC A BANK's business operations.

15. To attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of BAC A BANK.

16. To ensure coordination with the Board of Directors, General Director and shareholders.

17. To witness the Board of Directors organizing vote counting and preparing vote-counting minutes if requested by the Board of Directors in the case of collecting written opinions of shareholders to adopt resolutions or decisions of the General Meeting of Shareholders.

18. Other duties and powers as provided for by law, this Charter and BAC A BANK's regulations.

Article 64. Rights and obligations of the Head of the Board of Supervisors[81]

1. To organize the performance of duties and powers of the Board of Supervisors as specified in Article 63 of this Charter and to be responsible for exercising their rights and obligations.

2. To convene and preside over meetings of the Board of Supervisors.

3. To sign on behalf of the Board of Supervisors documents within its authority.

4. To convene on behalf of the Board of Supervisors an extraordinary General Meeting of Shareholders as specified in Article 63 of this Charter or propose the Board of Directors to hold an extraordinary meeting.

5. To attend meetings of the Board of Directors and to have the right to speak but not to vote.

6. To request their opinions to be recorded in the minutes of meetings of the Board of Directors if differing from resolutions or decisions of the Board of Directors and to report to the General Meeting of Shareholders.

7. To prepare work plans and assign specific duties to each member of the Board of Supervisors.

8. To ensure that members of the Board of Supervisors receive full, objective and accurate information and have sufficient time to discuss matters to be considered by the Board of Supervisors.

9. To supervise and direct the performance of assigned duties and rights and obligations of members of the Board of Supervisors.

10. To authorize only one other member of the Board of Supervisors to exercise the rights and obligations of the Head of the Board of Supervisors during absence or inability to perform duties.

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[81] Article 53 of the Law on Credit Institutions

11. Other rights and obligations as provided for by law, this Charter and BAC A BANK's regulations.

Article 65. Rights, obligations and liability of members of the Board of Supervisors[82]

1. To comply with the law, the Charter of BAC A BANK and internal regulations of the Board of Supervisors and perform duties as assigned by the Head of the Board of Supervisors to implement the duties and powers of the Board of Supervisors truthfully, prudently and in the interests of BAC A BANK and its shareholders; to be liable for exercising their rights and obligations.

2. To elect one member of the Board of Supervisors as Head of the Board of Supervisors.

3. To request the Head of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors.

4. To control business operations, examine accounting books, assets, financial statements and recommend remedial measures.

5. To request managers to report and explain the financial situation and business results of subsidiaries, plans, projects, development programs and other decisions in management and execution of BAC A BANK.

6. To request managers, executives and employees of BAC A BANK to provide data and explain business operations to perform assigned duties.

7. To report to the Head of the Board of Supervisors on abnormal financial activities of BAC A BANK and to be liable for their evaluations and conclusions.

8. To attend meetings of the Board of Supervisors, discuss and vote on matters within the duties and powers of the Board of Supervisors, except for matters involving conflicts of interest with such member.

9. Other rights, obligations and liability as provided for by law, this Charter and BAC A BANK's regulations.

Article 66. Right to information of the Board of Supervisors[83]

1. Documents and information must be sent to the Board of Supervisors at the same time and by the same method as for members of the Board of Directors, including:

a) Meeting invitations, opinion forms of members of the Board of Directors and accompanying documents;

b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by BAC A BANK.

2. Members of the Board of Supervisors shall have the right to access records and documents of BAC A BANK stored at the head office, branches and other locations; to visit workplaces of managers, executives and employees of BAC A BANK during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director and other executives must provide full, accurate and timely information and documents on management, execution and business operations of BAC A BANK as requested by the Board of Supervisors.

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[82] Article 54 of the Law on Credit Institutions

[83] Article 171 of the Enterprise Law

Article 67. Meetings of the Board of Supervisors[84]

1. The Board of Supervisors may issue regulations on meetings and operations of the Board of Supervisors but must ensure meetings are held at least twice a year with attendance of at least two-thirds (2/3) of the members of the Board of Supervisors. The Board of Supervisors may collect written opinions of members of the Board of Supervisors on matters within its authority if deemed necessary.

2. Minutes of meetings of the Board of Supervisors shall be prepared in detail and clearly in Vietnamese. The minute-taker and attending members of the Board of Supervisors must sign the minutes and shall be jointly liable for the accuracy and truthfulness of the minutes. Minutes of meetings of the Board of Supervisors must be stored to determine the liability of each member of the Board of Supervisors.

3. The Board of Supervisors shall have the right to request members of the Board of Directors, members of the General Directorate and representatives of the approved auditing organization to attend and answer matters requiring clarification.

CHAPTER V.

INTERNAL AUDIT, INTERNAL CONTROL, INDEPENDENT AUDIT

Article 68. Internal control system[85]

1. The internal control system is the set of mechanisms, policies, processes, internal regulations and organizational structure of BAC A BANK organized and implemented to ensure prevention, detection and timely handling of risks.

2. BAC A BANK must establish an internal control system to ensure the following requirements:

a) Efficiency and safety in operations; safe and effective protection, management and use of assets and resources;

b) Truthful, reasonable, complete and timely financial and management information system;

c) Compliance with the law and mechanisms, policies, processes and internal regulations.

3. The State Bank of Vietnam shall have the right to require BAC A BANK to hire an independent auditing organization to evaluate part or all of the internal control system when deemed necessary.

4. BAC A BANK must establish an internal control system and implement technology application in internal control activities in accordance with regulations of the Governor of the State Bank of Vietnam.

Article 69. Internal audit[86]

1. BAC A BANK must establish an internal audit unit under the Board of Supervisors to perform internal audits of BAC A BANK.

2. Internal audit shall review and independently and objectively evaluate the appropriateness and compliance with mechanisms, policies, processes and internal regulations of BAC A BANK; make recommendations to improve the effectiveness of systems, processes and regulations, contributing to ensuring safe, effective and lawful operations of BAC A BANK.

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[84] Article 289 of Decree 155/2020/ND-CP; Article 40 of the Model Charter of Circular 116/2020/TT-BTC

[85] Article 57 of the Law on Credit Institutions

[86] Article 58 of the Law on Credit Institutions

3. Internal audit results must be reported to the Board of Supervisors and sent to the Board of Directors and General Director of BAC A BANK.

Article 70. Independent audit[87]

1. Before the end of the fiscal year, BAC A BANK must select an independent auditing organization meeting requirements as prescribed by the Governor of the State Bank of Vietnam to audit financial statements and perform assurance services for the internal control system in the preparation and presentation of financial statements for the following fiscal year.

2. Within 30 (thirty) days from the date of decision to select the independent auditing organization, BAC A BANK must notify the State Bank of Vietnam of the selected independent auditing organization.

CHAPTER VI.

FINANCE, ACCOUNTING, REPORTING, INFORMATION AND CONFIDENTIALITY

Article 71. Financial regime and fiscal year[88]

1. BAC A BANK shall be financially autonomous.

2. The financial regime of BAC A BANK shall be implemented in accordance with the Law on Credit Institutions and other relevant laws.

3. The fiscal year of BAC A BANK shall commence on January 01st and end on December 31st of the same calendar year.

Article 72. Accounting[89]

1. BAC A BANK must perform accounting in accordance with the law on accounting; be liable before the law for the accuracy and truthfulness of receipts and expenditures and comply with regulations on invoices and accounting vouchers.

2. BAC A BANK shall use the accounting system as prescribed by the Ministry of Finance, the State Bank of Vietnam and other relevant laws.

3. BAC A BANK shall prepare accounting books in Vietnamese in accordance with the law. Such books must be accurate, updated, systematic and sufficient to prove and explain transactions of BAC A BANK.

4. BAC A BANK shall use Vietnamese Dong as the accounting currency.

Article 73. Reporting[90]

1. BAC A BANK must implement reporting regimes and provide information in accordance with the law on accounting, statistics and statistical surveys.

2. BAC A BANK must periodically report business operations in accordance with regulations of the Governor of the State Bank of Vietnam.

3. In addition to reports specified in clauses 1 and 2 of this Article, BAC A BANK shall be responsible for promptly reporting in writing to the State Bank of Vietnam in the following cases:

a) Occurrence of abnormal developments in business operations that may seriously affect the business situation of BAC A BANK;

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[87] Article 59 of the Law on Credit Institutions
[88] Articles 149 and 151 of the Law on Credit Institutions
[89] Article 150 of the Law on Credit Institutions
[90] Article 152 of the Law on Credit Institutions

b) Changes in organization, governance, execution or financial situation of major shareholders and other changes seriously affecting the business operations of BAC A BANK; purchase, sale or transfer of shares or contributed capital of major shareholders;

c) Changes in branch names of BAC A BANK; temporary suspension of transactions for less than five (05) business days; listing of shares on the domestic securities market.

4. Subsidiaries and associates of BAC A BANK shall be responsible for sending financial statements and operation reports to the State Bank of Vietnam when requested.

5. Within 90 (ninety) days from the end of the fiscal year, BAC A BANK must send annual reports to the State Bank of Vietnam in accordance with the law.

Article 74. Information disclosure and public announcements[91]

BAC A BANK must disclose information related to audited annual financial statements, reviewed semi-annual financial statements, quarterly financial statements and other information and documents within the time limits prescribed by competent State authorities and relevant laws.

Article 75. Use of capital and assets[92]

1. BAC A BANK may use the Bank's capital for business in accordance with the Law on Credit Institutions and other relevant laws, ensuring the principles of safety and capital development.

2. BAC A BANK shall have the right to change the capital and asset structure to serve business development in accordance with the law.

3. Transfer of capital and assets among units of BAC A BANK shall be carried out in accordance with the law and BAC A BANK's regulations from time to time.

4. BAC A BANK may purchase or invest in fixed assets directly serving its operations, ensuring that the remaining value of fixed assets does not exceed 50% of the charter capital and reserve fund for supplementation of charter capital as recorded in the accounting books[93].

Article 76. Information and confidentiality[94]

1. BAC A BANK must provide account holders with information on transactions and balances on their accounts in accordance with agreements with account holders.

2. BAC A BANK shall be responsible for reporting to the State Bank of Vietnam information related to business operations and shall be provided by the State Bank of Vietnam with information on customers having credit relations with BAC A BANK in accordance with regulations of the Governor of the State Bank of Vietnam.

3. BAC A BANK and other credit institutions or foreign bank branches may exchange information with each other on operations of credit institutions or foreign bank branches.

4. Managers, executives and employees of BAC A BANK shall not disclose customer information or trade secrets of BAC A BANK.

5. BAC A BANK must ensure confidentiality of customer information of BAC A BANK in accordance with Government's regulations.

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[91] Article 154 of the Law on Credit Institutions, Circular 96/2020/TT-BTC

[92] Article 6 of Decree 93/2017/ND-CP, Article 144 of the Law on Credit Institutions

[93] Clause 3, Article 144 of the Law on Credit Institutions

[94] Articles 12 and 13 of the Law on Credit Institutions

6. BAC A BANK shall not provide customer information of BAC A BANK to other organizations or individuals, except where requested by competent State authorities in accordance with the law or with customer consent.

CHAPTER VII.

DISTRIBUTION OF PROFITS AND RESOLUTION OF INTERNAL DISPUTES

Article 77. Distribution of post-tax profits

After making allocations to funds, the retained profits of BAC A BANK shall be used to pay dividends pursuant to resolutions and decisions of the General Meeting of Shareholders, in accordance with the law.

Article 78. Allocation to funds[95]

1. BAC A BANK shall allocate and use funds from post-tax profits in strict compliance with the law, the Charter of BAC A BANK, the Financial Regulations and other relevant internal regulations of BAC A BANK, specifically:

a) Allocation to the reserve fund for supplementation of charter capital as provided for by law;

b) Allocation to the financial provision fund as provided for by law;

c) Allocation to the development investment fund, reward fund, welfare fund and other post-tax funds pursuant to resolutions and decisions of the General Meeting of Shareholders.

2. The allocation rates for the above funds shall be decided by the General Meeting of Shareholders in accordance with the law.

Article 79. Payment of dividends[96]

1. Dividends paid for ordinary shares shall be determined based on realized net profits and the dividend payment amount drawn from retained profits of BAC A BANK. BAC A BANK may only pay dividends to shareholders when all the following conditions are satisfied:

a) Having fulfilled tax obligations and other financial obligations as provided for by law;

b) Having made allocations to funds and fully offset previous losses as provided for by law and the Charter of BAC A BANK;

c) Immediately after full payment of dividends, BAC A BANK must still ensure full payment of due debts and other property obligations.

2. Dividends may be paid in cash, shares of BAC A BANK or other assets pursuant to resolutions and decisions of the General Meeting of Shareholders. Where paid in cash, dividends must be paid in Vietnamese Dong and by payment methods provided for by law. Where dividends are paid in shares, BAC A BANK must carry out procedures for increasing charter capital and issuing shares in accordance with relevant laws.

3. Dividends may be paid by bank transfer when BAC A BANK has sufficient detailed banking information of shareholders to enable direct transfer to their bank accounts. Where BAC A BANK has made the transfer in accordance with the detailed banking information notified by shareholders, BAC A BANK shall not be liable for any damage arising from such transfer. Payment of dividends for listed shares may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.

The Board of Directors must prepare the list of shareholders entitled to receive dividends, determine the dividend rate for each share, the deadline and form of payment no later than 30

[95] Article 24 of Decree 93/2017/ND-CP, Article 148 of the Law on Credit Institutions
[96] Article 135 of the Enterprise Law

(thirty) days before each dividend payment. Notices of dividend payment must be sent by methods ensuring delivery to the registered addresses of all shareholders no later than 15 (fifteen) days before the dividend payment date. Notices must state the name and head office address of BAC A BANK; full name, contact address, nationality, personal identification number, passport number or other lawful personal identification documents for individual shareholders; name, enterprise code or establishment decision number, enterprise registration certificate number or equivalent documents, head office address for institutional shareholders; number of shares of each class of the shareholder; dividend rate for each share and total dividends receivable by such shareholder; time and method of dividend payment; full names and signatures of the Chairperson of the Board of Directors and the legal representative of BAC A BANK.

4. Where a shareholder transfers their shares during the period between the date of closing the shareholder list and the dividend payment date, the transferor shall be the person receiving dividends from BAC A BANK.

5. BAC A BANK shall not pay interest or any other interest-like amount on dividends, except where dividends are paid into shareholders' deposit accounts at BAC A BANK.

Article 80. Resolution of internal disputes[97]

1. Where disputes or complaints arise relating to the operations of BAC A BANK or to the rights or obligations of shareholders under this Charter or under any rights or obligations provided for by law or other administrative regulations, between:

a) A shareholder and BAC A BANK; or

b) A shareholder and the Board of Directors, Board of Supervisors, General Director or other management or executive positions as prescribed by BAC A BANK.

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and require each party to present factual elements related to the dispute within 30 business days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Board of Supervisors or a competent State authority to appoint an independent expert to act as mediator in the dispute resolution process.

2. Where no conciliation decision is reached within six weeks from the commencement of the conciliation process or where the mediator's decision is not accepted by the parties, any party may submit the dispute to commercial arbitration (if the parties have an arbitration agreement and such agreement is valid) or a competent court.

3. The parties shall bear their own costs related to negotiation and conciliation procedures. Costs of arbitration and court proceedings shall be borne by the party as decided by the arbitration or court.

CHAPTER VIII.

REORGANIZATION, DISSOLUTION, BANKRUPTCY AND LIQUIDATION

Article 81. Reorganization of BAC A BANK[98]

BAC A BANK may be reorganized in the forms of division, splitting, consolidation, merger or conversion of legal form after obtaining written approval from the State Bank of Vietnam.

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[97] Article 62 of the Model Charter of Circular 116/2020/TT-BTC

[98] Article 201 of the Law on Credit Institutions

Article 82. Dissolution and termination of operations of BAC A BANK[99]

BAC A BANK shall be dissolved and terminate operations in the following cases:

1. BAC A BANK does not apply for extension or applies for extension but is not approved in writing by the State Bank of Vietnam upon expiry of the term of operation.

2. BAC A BANK's License is revoked.

3. BAC A BANK voluntarily applies for dissolution if it is capable of fully paying debts and obtains written approval from the State Bank of Vietnam;

4. BAC A BANK is subject to early intervention or special control with a receiving credit institution assuming all debt obligations.

Article 83. Bankruptcy of BAC A BANK[100]

1. After the State Bank of Vietnam issues a document terminating special control or not applying solvency recovery measures or terminating the application of solvency recovery measures and BAC A BANK remains insolvent, BAC A BANK must file a petition with the Court to initiate bankruptcy procedures in accordance with the law on bankruptcy.

2. Bankruptcy procedures for BAC A BANK shall be carried out in accordance with the law on bankruptcy and other relevant laws.

Article 84. Liquidation of assets of BAC A BANK in case of dissolution or termination of operations[101]

1. Upon dissolution or termination of operations as specified in Article 82 of this Charter, BAC A BANK must liquidate assets under the supervision of the State Bank of Vietnam and in accordance with the order and procedures for asset liquidation prescribed by the Governor of the State Bank of Vietnam.

2. BAC A BANK subject to asset liquidation shall be responsible for paying costs related to asset liquidation.

CHAPTER IX.

IMPLEMENTATION CLAUSE

Article 85. Governing law and interpretation of the Charter

This Charter shall be governed by the laws of Vietnam. If any article or part of an article is illegal, unenforceable or invalid, such article or part thereof shall be deemed removed from this Charter, but the remainder of the Charter shall not be affected.

Article 86. Supplement and amendment to the Charter

1. Supplement or amendment to this Charter must be considered and decided by the General Meeting of Shareholders.

2. Where relevant laws on the operations of BAC A BANK are not mentioned in this Charter or where new laws differ from provisions in this Charter, such legal provisions shall be automatically applied and govern the operations of BAC A BANK.

Article 87. Effect of the Charter

1. This Charter was unanimously approved by the Annual General Meeting of Shareholders 2025 of BAC A BANK pursuant to Resolution No. 02/2025/NQ-DHDCD dated April 19, 2025 and Decision No. 41/2026/QD-HDQT dated March 12, 2026 of the Board of

[99] Article 202 of the Law on Credit Institutions
[100] Article 203 of the Law on Credit Institutions
[101] Article 204 of the Law on Credit Institutions

Directors on amendment to the Charter of Bac A Commercial Joint Stock Bank. This Charter takes effect from March 12, 2026 and replaces the Charter issued on December 23, 2025 of BAC A BANK.

2. This Charter consists of 09 chapters and 87 articles, made into multiple copies of equal validity, and submitted to the State Bank of Vietnam, other competent State authorities and stored at BAC A BANK.

3. The official language used in meetings of the General Meeting of Shareholders, Board of Directors and Board of Supervisors is Vietnamese; the language used in documents of the Charter, regulations, decisions of BAC A BANK as well as minutes of the above meetings is Vietnamese. Foreign institutional or individual shareholders (if any) shall arrange and bear costs for interpretation and translation from Vietnamese to foreign languages./.

LEGAL REPRESENTATIVE
GENERAL DIRECTOR
(Signed and sealed)

Thai Huong