



**GENERAL MEETING OF SHAREHOLDERS
EVNFINANCE JOINT STOCK COMPANY**

EVNFINANCE

DRAFT

CHARTER OF ORGANIZATION AND OPERATION

***14th Amendment
Hanoi, 2025***

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INTRODUCTION

EVNFinance Joint Stock Company (hereinafter referred to as EVN Finance or the Company) is a joint stock company established in compliance with the provisions of the Law on Enterprises and the Law on Credit Institutions. EVN Finance is allowed to carry out banking activities and other related business activities in accordance with the provisions of law for the purpose of profit, contributing to the realization of the State's economic objectives. The organization and operation of EVN Finance comply with this Charter, current regulations of the State Bank of Vietnam and other relevant current legal provisions.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definition

- 1) In this Charter, the following terms shall be construed as follows:
 - a. "Vietnam" means the Socialist Republic of Vietnam.
 - b. "Law" means all laws, ordinances, decrees, regulations, circulars, decisions and other legal documents promulgated and applied by Vietnamese State agencies.
 - c. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements
 - d. "Law on Credit Institutions" means the Law on Credit Institutions No. 32/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, effective from July 1, 2024 and its amendments and supplements.
 - e. "Law on the State Bank of Vietnam" means the Law on the State Bank of Vietnam No. 46/2010/QH12 approved by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010.
 - f. "Law on Securities" means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments and supplements.
 - g. "State Bank" means the State Bank of Vietnam.
 - h. "Operation term" means the time when EVN Finance is allowed to conduct business activities in accordance with the law, from the date of issuance of the establishment and operation license by the State Bank. EVN Finance may be extended on the basis of the decision of the General Meeting of Shareholders and must be approved by the State Bank.
 - i. "Legal capital" is the minimum capital level prescribed by law for the type of financial company. EVN Finance must maintain the real value of the minimum charter capital equal to the legal capital.
 - j. ""Charter capital" is the total par value of shares sold or registered for purchase when EVN Finance is established.

- k. The "real value of charter capital" is determined by charter capital and surplus share capital, plus accumulated undistributed profits, minus accumulated unhandled losses reflected in accounting books.
- l. "Shares" means charter capital divided into equal parts.
- m. "Stocks" means a certificate issued by EVN Finance, a bookkeeping entry or electronic data confirming the ownership of one or several shares of EVN Finance.
- n. "Shareholder" means an organization or individual that owns at least one issued share of EVN Finance.
- o. The "founding shareholder" of EVN Finance is a shareholder who owns at least one ordinary share and signs in the list of founding shareholders of EVN Finance.
- p. "Major shareholder" means an organization or individual that directly or indirectly owns 5% or more of EVN Finance's voting shares.
- q. "Shareholder Register" is a paper document or electronic data set that records information about share ownership of EVN Finance shareholders. The register of shareholders must contain the main contents in accordance with the provisions of the Law on Enterprises.
- r. "Dividend" means the net profit paid for each share in cash or other assets from the remaining profit source of EVN Finance after fulfilling its financial obligations.
- s. "Board of Directors" means the Board of Directors of EVN Finance.
- t. "Managers" of EVN Finance include: Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, General Director.
- u. EVN Finance's "Executives" include: General Director, Deputy General Director, Chief Accountant, Branch Director.

- v. "Related persons" are defined according to Clause 24, Article 4 of the Law on Credit Institutions for issues related to the organization and operation of EVN Finance which are prescribed by the law on credit institutions. For information disclosure and other matters not prescribed by the law on credit institutions, relevant persons shall be determined accordingly in accordance with the provisions of the Law on Enterprises and the Law on Securities.
- w. A "subsidiary" of EVN Finance is a company in one of the following cases:
 - i. EVN Finance or EVN Finance and related persons of EVN Finance who own more than 50% of charter capital or more than 50% of share capital have voting rights;
 - ii. EVN Finance has the right to directly or indirectly appoint a majority or all members of the Board of Directors, the Board of Members or the General Director (Director) of the subsidiary;
 - iii. EVN Finance has the right to amend and supplement the charter of the subsidiary;
 - iv. EVN Finance and related persons of EVN Finance directly or indirectly control the approval of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, and the Board of Members of the subsidiary.
- x. "Associated company" of EVN Finance means a company in which EVN Finance or EVN Finance and related persons of EVN Finance own more than 11% of charter capital or over 11% of voting share capital, but are not subsidiaries of EVN Finance.
- y. "Non-business unit" of EVN Finance is a dependent unit of EVN Finance, with a seal, performing one or several activities to support EVN Finance's business activities, including:
 - i. Research and propose the application of banking technology for EVN Finance;
 - ii. Training and fostering professional and technical skills for officers and employees of EVN Finance;

- iii. Storing databases, collecting and processing information for EVN Finance's business activities;
 - iv. Other activities to support EVN Finance's business activities in accordance with the provisions of law.
 - z. "Person with family relations" includes: wife, husband, natural father, natural mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, natural child, adopted child, son-in-law, daughter-in-law, brother-in-law, sister-in-law, brother-in-law, sister-in-law, sister-in-law, brother the wife's sister, the husband's sister, the wife's sister, the husband's sister.
 - aa. "Indirect ownership" means that an organization or individual owns the charter capital of EVN Finance through an investment trust or through an enterprise in which such organization or individual owns more than 50% of the charter capital.
 - bb. "Personal identification number" is a natural sequence of 12 digits established by the National Population Database for Vietnamese citizens, according to the provisions of the Law on Identity No. 26/2023/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 27, 2023 and guiding documents and amended and supplemented documents.
- 2) In this Charter, any reference to any regulation or legal document shall include any amendments or substitute legal documents thereof.
 - 3) Terms, terms and concepts not defined in this Charter shall be construed in accordance with the provisions of relevant laws defined in the Law on Credit Institutions, the Law on Securities and the Law on Enterprises (if they do not conflict with the subject matter and context) shall have the same meaning in this Charter.

CHAPTER II. NAME, FORM, DURATION OF OPERATION, HEAD OFFICE AND LEGAL REPRESENTATIVE OF EVNFINANCE JOINT STOCK COMPANY

Article 2. Name, address and operating time of EVN Finance

- 1) Name:
 - a. The Company's name in Vietnamese is:
EVN FINANCE JOINT STOCK COMPANY
 - b. The Company's name in English is:
EVN FINANCE JOINT STOCK COMPANY
 - c. The abbreviation is:
EVN FINANCE
- 2) The registered office of the Company is:
 - a. Address: 14th, 15th and 16th floors, Tower B, EVN Building, No. 11 Cua Bac, Truc Bach Ward, Ba Dinh District, Hanoi City.
 - b. Phone: (84-024) 22229999
 - c. Fax: (84 -024) 22221999
 - d. Website: www.evnfc.vn and www.taichinhdienluc.vn
- 3) EVN Finance is a general finance company under the provisions of the Law on Credit Institutions.
- 4) EVN Finance has its own seal. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions. The Managing Board shall decide on the quantity, form, contents and samples of seals, the management and use of seals.
- 5) EVN Finance has separate accounts opened at the State Bank, domestic and foreign banks in accordance with the regulations of the State Bank.
- 6) EVN Finance can establish a subsidiary according to the resolution of the General Meeting of Shareholders; establish branches, representative offices and non-business units according to the resolution of the Board of Directors, after being approved by the State Bank, to support EVN Finance's operational objectives.

- 7) Operation term: 50 years from the date the State Bank grants the establishment and operation license.

Article 3. Legal representative of EVN Finance

- 1) The legal representative of EVN Finance is the General Director of EVN Finance.
- 2) In case EVN Finance does not have a General Director, the Chairman of the Board of Directors is the legal representative of EVN Finance until a new General Director is appointed.
- 3) The legal representative of EVN Finance is an individual representing EVN Finance to exercise the rights and obligations arising from EVN Finance's transactions, representing for EVN Finance as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations under the Arbitration, Court and other rights and obligations as prescribed by law.
- 4) The legal representative of EVN Finance must reside in Vietnam. In case of absence from Vietnam, he/she must authorize in writing another person who is the manager or executive of EVN Finance residing in Vietnam to exercise the rights and obligations of the legal representative according to the provisions of law and internal regulations of EVN Finance.
- 5) EVN Finance must notify the State Bank of EVN Finance's legal representative within 10 days from the date of election or appointment of the legal representative as prescribed in EVN Finance's Charter or change of legal representative.
- 6) The legal representative of EVN Finance is authorized in writing to another person to perform the work of the legal representative in accordance with the provisions of law and internal regulations of EVN Finance.

CHAPTER III. OBJECTIVES, CONTENTS AND SCOPE OF BUSINESS OF EVN FINANCE COMPANY

Article 4. Objectives and business lines of EVN Finance

- 1) EVN Finance's business fields and lines are Finance - Banking activities regulated by the Law on Credit Institutions.
- 2) Objectives of EVN Finance:
 - a. To build EVN Finance into a financial institution that performs the function of providing multi-functional and modern financial products and services.
 - b. To build EVN Finance into a unit capable of cooperating and integrating with domestic and international financial institutions to create capital for investment, manage investment capital, and operate in the capital and currency markets.
 - c. Building EVN Finance to operate safely and effectively.
- 3) If any business field or goal requires the approval of the competent authority, EVN Finance may only be implemented after being approved by the competent authority and approved by the State Bank.

Article 5. Banking activities of EVN Finance

- 1) Receive demand deposits and term deposits of organizations.
- 2) Issue certificates of deposit to mobilize the organization's capital.
- 3) Lend.
- 4) Bank guarantees.
- 5) Discounts, rediscounts.
- 6) Factoring.
- 7) Financial leasing.
- 8) Issuance of credit cards and other forms of credit extension as prescribed by the Governor of the State Bank.

Article 6. Borrowing, depositing, buying and selling valuable papers of EVN Finance

- 1) EVN Finance is allowed to borrow from the State Bank in the form of refinancing in accordance with the Law on the State Bank of Vietnam.

- 2) EVN Finance is allowed to buy and sell valuable papers with the State Bank in accordance with the Law on the State Bank of Vietnam.
- 3) EVN Finance is allowed to lend, borrow, deposit, receive, buy and sell valuable papers with credit institutions and foreign bank branches in accordance with the regulations of the Governor of the State Bank.
- 4) EVN Finance is allowed to borrow from abroad in accordance with the law.

Article 7. Opening EVN Finance's account

- 1) EVN Finance must open a payment account at the State Bank and maintain the required reserve amount on this account.
- 2) EVN Finance is allowed to open payment accounts at commercial banks and foreign bank branches.
- 3) EVN Finance is allowed to issue credit cards to open accounts at foreign banks in accordance with the law on foreign exchange.
- 4) EVN Finance is allowed to open deposit accounts and loan management accounts for customers.

Article 8. Capital contribution, purchase of shares of EVN Finance

- 1) EVN Finance is only allowed to use charter capital and reserve funds to contribute capital and buy shares according to the following regulations:
 - a. To contribute capital and buy shares of enterprises and investment funds.
 - b. To establish or acquire subsidiaries or associate companies operating in the fields of insurance, securities, debt management and asset exploitation after obtaining written approval from the State Bank.

Conditions, dossiers, order and procedures for approving the establishment and acquisition of EVN Finance's subsidiaries and associated companies; conditions for capital increase in subsidiaries and associated companies of EVN Finance; activities of EVN Finance's subsidiaries and associates in the field of debt management and asset exploitation specified by the Governor of the State Bank.

- 2) Conditions, order and procedures for establishment of EVN Finance's subsidiaries and associated companies shall comply with the current Law on Credit Institutions and other relevant laws.

- 3) EVN Finance is not allowed to contribute capital or buy shares of the following enterprises:
 - The enterprise is a shareholder of EVN Finance.
 - Enterprise which is a related person of EVN Finance's major shareholder.

Article 9. Other business activities of EVN Finance

- 1) EVN Finance conducts the following other business activities in accordance with the regulations of the Governor of the State Bank:
 - a. Receiving entrusted funds from organizations and individuals to carry out permitted credit granting activities; entrusting capital to other credit institutions to carry out credit extension activities of EVN Finance.
 - b. Buying and selling State Bank bills, corporate bonds; purchase and sale of other valuable papers except for the purchase and sale of valuable papers specified at Point a, Clause 2 of this Article.
 - c. Foreign exchange business, provision of foreign exchange services.
 - d. Providing services to preserve customers' assets.
 - e. Other services related to factoring.
 - f. Consulting on banking activities and other business activities specified in the License.
- 2) EVN Finance is allowed to carry out the following other business activities in accordance with relevant laws:
 - a. Purchase and sell debt instruments of the Government, Government-guaranteed bonds, local government bonds
 - b. Issue bonds to raise capital of the organization
 - c. Act as an insurance business agent in accordance with the law on insurance business, in accordance with the scope of insurance agency activities as prescribed by the Governor of the State Bank.

- 3) EVN Finance is allowed to conduct other business activities related to banking activities other than those specified in Clauses 1 and 2 of this Article in accordance with the regulations of the Governor of the State Bank and other relevant provisions of law.

Article 10. Safety Assurance

EVN Finance's operation complies with regulations on safety assurance in accordance with the Law on Credit Institutions and regulations of the State Bank; classifies "Assets" and sets up risk provisions to handle risks in EVN Finance's activities in accordance with current laws.

CHAPTER IV. CHARTER CAPITAL AND OPERATING CAPITAL

Article 11. Charter capital

- 1) EVN Finance's charter capital is accounted in Vietnam dong (VND).
- 2) The charter capital of EVN Finance is:

7,605,658,020,000 VND

(In words: Seven thousand, six hundred and five billion, six hundred and fifty-eight million, zero hundred and twenty thousand VND).

- 3) EVN Finance ensures that the actual charter capital is not lower than the legal capital as prescribed by law.

Article 12. Change of charter capital

- 1) The change (increase or decrease) of EVN Finance's charter capital must be made on the basis of the decision of the General Meeting of Shareholders and must be approved in writing by the State Bank before changing the charter capital in accordance with current laws.
- 2) The order, procedures and dossiers of application for approval for a change of charter capital shall comply with the regulations of the State Bank.
- 3) When approved to change the charter capital, EVN Finance must:
 - a. Amending and supplementing EVN Finance's Charter with approved changes;
 - b. Announcing changes in accordance with law;
- 4) The Board of Directors of EVN Finance must be responsible before law for the appraisal of dossiers, procedures and conditions to approve shareholders to contribute capital according to the requirements prescribed by the State Bank and the Charter of EVN Finance.

Article 13. Operating capital of EVN Finance

Operating capital of EVN Finance:

- 1) Equity:
 - a. Charter capital;
 - b. Differences due to asset revaluation, exchange rate differences;
 - c. Surplus of share capital;

- d. Funds: Reserve fund to supplement charter capital, financial reserve fund and other funds in accordance with the law and internal regulations of EVN Finance in each period;
 - e. Accumulated profits which have not been distributed, accumulated losses which have not been handled;
 - f. Other capital is owned by EVN Finance.
- 2) Mobilized capital:
- a. Capital mobilized for deposits of organizations; capital mobilized through the issuance of valuable papers;
 - b. Loans from domestic and foreign credit institutions and financial institutions;
 - c. Loans from the State Bank of Vietnam.
- 3) Other capital as prescribed by law.

CHAPTER V. SHARES AND STOCKS

Article 14. Shares

- 1) The charter capital of EVN Finance is divided into 760,565,802 shares (Seven hundred and sixty million, five hundred and sixty-five thousand, eight hundred and two shares) with a par value of 10,000 VND/share (ten thousand VND per share).
- 2) Foreign organizations and individuals are allowed to buy shares of EVN Finance in accordance with the provisions of law.
- 3) EVN Finance has ordinary shares, the owner of ordinary shares is called an ordinary shareholder. EVN Finance may have preference shares, the owner of preference shares is a preference shareholder, depending on the provisions of the Charter and the provisions of the law depending on the period.
- 4) EVN Finance's shares can be purchased in Vietnam Dong, freely convertible foreign currency, gold, land use rights, intellectual property value, technology, technical know-how, other assets that can be valued in Vietnam Dong and other assets in accordance with the provisions of law and must be paid in full in one lump sum.
- 5) In case of capital contribution with land use rights and other assets other than Vietnam Dong or gold, they must be necessary assets directly serving EVN Finance's activities and must be approved by the General Meeting of Shareholders. The valuation and transfer of ownership of capital contributed assets shall comply with the provisions of Articles 35 and 36 of the Law on Enterprises and relevant provisions of law.
- 6) EVN Finance's Board of Directors decides on the time, method and price of selling shares. The selling price of shares must not be lower than the market price at the time of sale or the value recorded in the books of the shares at the time of offering, except for the following cases:
 - a. Shares sold for the first time to non-founding shareholders;
 - b. Shares sold to all shareholders according to the proportion of their existing share ownership in the company;

- c. The shares are sold to a broker or guarantor; in this case, the discount amount or the specific discount rate must be approved by the General Meeting of Shareholders;
- d. In other cases and the discount level in such cases shall be prescribed by the company's charter or the resolution of the General Meeting of Shareholders.

Article 15. Share Ownership Limits

- 1) An individual shareholder is not allowed to own more than 05% (five percent) of EVN Finance's charter capital.
- 2) A shareholder being an organization is not allowed to own more than 10% (ten percent) of EVN Finance's charter capital.
- 3) Shareholders and related persons of such shareholders are not allowed to own shares more than 15% (fifteen percent) of EVN Finance's charter capital.
Major shareholders of EVN Finance and related persons of such shareholders are not allowed to own shares of 05% (five percent) or more of the charter capital of another credit institution.
- 4) The provisions of Clauses 2 and 3 of this Article do not apply to the following cases:
 - a. Owning shares in subsidiaries and associated companies as prescribed in Clauses 2 and 3, Article 111 of the Law on Credit Institutions;
 - b. Owning state shares in EVN Finance;
 - c. Owning shares of foreign investors according to the provisions of Clause 7, Article 63 of the Law on Credit Institutions.
- 5) The shareholding ratio specified in Clauses 1 and 2 of this Article includes the number of shares indirectly owned. The ownership ratio in Clause 3 of this Article includes the capital entrusted by shareholders to other organizations and individuals to purchase shares and does not include the ownership of shares of related persons who are subsidiaries of such shareholders as prescribed at Point a, Clause 9, Article 4 of the Law on Credit Institutions.

- 6) The maximum foreign ownership rate in EVN Finance must not exceed 15% (fifteen percent) of EVN Finance's charter capital, complying with the provisions of the Law on Credit Institutions; Law on Investment; regulations on public and listed companies; and other relevant legal provisions.

Article 16. Stocks of EVN Finance

- 1) Issuance and management of EVN Finance shares in the form of book entries. EVN Finance shares have contents that comply with the provisions of law.
- 2) All allotted stocks are recorded as ordinary stocks.
- 3) The registration, purchase, sale and transfer of stocks and shares of EVN Finance complies with the provisions of the law on securities.
- 4) EVN Finance can manage stocks on behalf of shareholders or issue stocks at the request of shareholders. In case the registered stocks are lost, burned or destroyed in other forms, shareholders must immediately notify and request EVN Finance to re-issue other stocks as prescribed in Clause 8 of this Article and pay fees according to EVN Finance's regulations.
- 5) EVN Finance shares cannot be used as collateral at EVN Finance.
- 6) In case there is an error in the content and form of stocks issued by EVN Finance, the rights and interests of its holders are not affected. The legal representative of EVN Finance is responsible for the damage caused by such errors.
- 7) In case the stocks are lost, destroyed or damaged in other forms, the shareholder will be re-granted stocks by EVN Finance at the request of that shareholder. Shareholders' proposals must contain the following contents:
 - a) Stocks which have been lost, destroyed, or otherwise damaged; in case of loss, it must be guaranteed that the search has been carried out to the fullest extent and if it is recovered, it will be returned to EVN Finance for destruction;
 - b) Responsible for disputes arising from the re-issuance of new shares.

For stocks with a total par value of over ten million VND, before receiving the application for new shares, the legal representative or other legal representative of EVN Finance may request the stock owner to post a notice of the loss of stocks, are destroyed or damaged in other forms and after 15 days from the date of posting the notice, EVN Finance will be requested to issue new stocks.

Article 17. Offering, transfer and redemption of shares

- 1) Shareholders who are individuals, shareholders who are organizations whose representatives of contributed capital at EVN Finance are members of the Board of Directors, members of the Board of Supervisors, and General Directors of EVN Finance are not allowed to transfer their shares during the period of holding their positions.
- 2) During the time of handling consequences due to personal liability under resolutions or decisions of the General Meeting of Shareholders or decisions of the State Bank, members of the Board of Directors, members of the Board of Supervisors and the General Director are not allowed to transfer shares, except for one of the following cases:
 - a. Members of the Board of Directors, members of the Board of Supervisors, and the General Director are authorized representatives of shareholders who are organizations subject to merger, consolidation, division, separation, dissolution or bankruptcy in accordance with law;
 - b. Members of the Board of Directors, members of the Board of Supervisors, and the General Director are forced to transfer shares according to legally effective court judgments or decisions;
 - c. Members of the Board of Directors, members of the Board of Supervisors, and the General Director shall transfer shares to other investors in order to implement the approved recovery plan, the plan for transfer of the entire contributed capital, and the approved compulsory transfer plan.
- 3) The offering and transfer of listed shares of EVN Finance shall comply with the provisions of the law on securities.

- 4) EVN Finance is only allowed to repurchase shares of shareholders if, after fully paying the amount corresponding to the number of shares to be repurchased, it still ensures the safety ratios in banking activities, the real value of charter capital does not fall lower than the legal capital.

CHAPTER VI. ORGANIZATIONAL STRUCTURE OF MANAGEMENT

Article 18. Organizational structure

The organizational structure of EVN Finance includes:

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

Article 19. Establishment of branches, representative offices, non-business units

EVN Finance is allowed to open branches, representative offices, non-business units, affiliated subsidiaries, offices to expand the operation of the Head Office or branches when there is a need according to the regulations of the State Bank.

Article 20. Staff to assist the General Director

- 1) Deputy General Directors;
- 2) Chief Accountant;
- 3) Committes;
- 4) Divisions and departments;
- 5) Branches, representative offices, public service units;
- 6) Other individuals and units according to the law and internal regulations of EVN Finance.

CHAPTER VII. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 21. Register of Shareholders

- 1) EVN Finance must establish and maintain a shareholder register in accordance with the provisions of law. EVN Finance's shareholder register form can be a paper document, an electronic data which records information on the ownership of shares of the company's shareholders and stored simultaneously at the head office of EVN Finance and the Vietnam Securities Depository and Clearing Corporation (VSD). EVN Finance registers the list of shareholders of EVN Finance with VSD in accordance with the law on securities and VSD's policies.
- 2) Shareholders have the right to check, look up or extract and copy the names and contact addresses of shareholders in the shareholder register during EVN Finance's working hours or at VSD.
- 3) In case shareholders have changes in their contact address, they must promptly notify EVN Finance to update it in the shareholder register form. EVN Finance is not responsible for the failure to contact shareholders due to not being notified of the change of address of shareholders.
- 4) EVN Finance is responsible for promptly updating and changing shareholders' information in the shareholder register form upon the request of relevant shareholders as prescribed in this Charter.

Article 22. Shareholders and Rights of Shareholders

- 1) EVN Finance must have at least 100 shareholders and no limit on the maximum number.
- 2) Shareholders are the owners of EVN Finance and have corresponding rights and obligations according to the number of shares and types of shares they own.
- 3) Ordinary shareholders have the following rights:
 - a. Attending and expressing opinions at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through authorized representatives or other forms prescribed by the Company's Charter and law. Each ordinary share has one voting vote;

- b. Receiving dividends according to the resolution of the General Meeting of Shareholders;
- c. Being prioritized to buy newly offered shares corresponding to the ratio of ordinary shares of each shareholder at EVN Finance. The offering of new shares shall be carried out in accordance with the order and procedures in accordance with the law on securities. In case the shareholders do not accept the purchase of the offered shares, the Board of Directors is entitled to offer such new shares to other appropriate persons under appropriate conditions and methods but not more favorable than the conditions previously offered to shareholders;
- d. Transferring shares, the right to purchase shares to other shareholders of EVN Finance or other organizations and individuals in accordance with the law and the provisions of EVN Finance's Charter and/or resolutions and decisions of the General Meeting of Shareholders in accordance with the provisions of law and internal regulations of EVN Finance;
- e. Viewing, looking up and extracting information about names and contact addresses in the list of shareholders with the right to vote and request modification of their inaccurate information;
- f. Viewing, looking up, extracting, copying EVN Finance's Charter, minutes of the General Meeting of Shareholders, resolutions and decisions of the General Meeting of Shareholders.
- g. Being shared the remaining assets corresponding to the number of shares owned in EVN Finance when EVN Finance dissolves or goes bankrupt;
- h. Authorizing in writing others to exercise their rights and obligations; the authorized person may not run for office in his or her own capacity;
- i. Nominating people to the Board of Directors or the Board of Supervisors in accordance with the provisions of this Charter or as prescribed by law if this Charter does not prescribe. The list of candidates must be sent to the Board of Directors within the time limit prescribed by the Board.
- j. Being treated equally. Each share of the same type gives shareholders equal rights, obligations and benefits;

- k. Having full access to periodic and unusual information published by EVN Finance in accordance with the law;
 - l. Being protected their legitimate rights and interests; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - m. Other rights as prescribed by law and this Charter.
- 4) Shareholders or groups of shareholders who own 05% (five percent) or more of the total number of ordinary shares in accordance with the Charter of EVN Finance have the right to:
- a. Nominate people to the Board of Directors, the Board of Supervisors. The list of candidates must be sent to the Board of Directors within the time limit prescribed by the Board.
 - b. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - c. Consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, annual and mid-year financial statements, reports of the Board of Supervisors, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets, EVN Finance's business secrets;
 - d. Request the Board of Supervisors to examine each specific issue related to the management and administration of EVN Finance's operations when deemed necessary. The request must be in writing; must have full name, contact address, nationality, personal identification number, passport or other lawful personal identification for individual shareholders; name, contact address, nationality, number of establishment decision or business registration number for shareholders being organizations; number of shares and time of share registration of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of EVN Finance; issues to be inspected, purpose of inspection;

- e. To propose issues to be included on the agenda of the General Meeting of Shareholders in accordance with the provisions of this Charter;
 - f. Other rights as prescribed by law and this Charter.
- 5) The nomination of people to the Board of Directors and the Board of Supervisors under the provisions of Point a, Clause 3 of this Article shall be carried out as follows:
- a. Ordinary shareholders who form groups to nominate people to the Board of Directors and the Board of Supervisors must notify the group meeting to shareholders attending the meeting before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause, are entitled to nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and shareholders or groups of shareholders owning or representing ownership of more than 5% of the total number of common shares.
- 6) Shareholders or groups of shareholders owning at least 01% of the total ordinary shares have the right to initiate a lawsuit on their own or on behalf of EVN Finance for personal liability and joint liability against members of the Board of Directors or the General Director to request the return of benefits or compensation for damages to EVN Finance or other persons in the cases specified in Clause 1 Article 166 of the Law on Enterprises.

Article 23. Obligations of ordinary shareholders**1) Shareholders have the following obligations:**

- a. Fully pay the amount corresponding to the number of shares committed to purchase within the term prescribed by EVN Finance; be responsible for debts and other asset obligations of EVN Finance within the scope of the share capital contributed to EVN Finance;
- b. It is not allowed to withdraw the contributed share capital from EVN Finance in any form leading to the reduction of EVN Finance's charter capital, except for the case where EVN Finance buys back shares as prescribed in the Charter. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and related interests in EVN Finance must be jointly and severally responsible for EVN Finance's debts and property obligations within the value of the withdrawn shares and the damages incurred;
- c. Take responsibility before law for the legality of capital contributed, purchased and transferred shares at EVN Finance; not using capital sources granted credit by credit institutions and foreign bank branches, capital sources from the issuance of corporate bonds to purchase and receive transfer of shares of EVN Finance; not to contribute capital or buy shares of EVN Finance in the name of other individuals or legal entities in any form, except for the case of entrustment as prescribed by law;
- d. Comply with EVN Finance's Charter and internal regulations;
- e. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
- f. Taking responsibility when being in the name of EVN Finance in any method to commit acts of violating the law, conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;

- g. Being responsible for the confidentiality of information provided by EVN Finance in accordance with the provisions of this Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; not to disseminate, copy or send information provided by EVN Finance to organizations, other individuals;
 - h. Attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
 - Attend and vote directly at the meeting;
 - Authorize other individuals and organizations to attend and vote at meetings;
 - Attend and vote through online conference, electronic voting or other electronic forms;
 - Sending voting papers to the meeting by mail, fax, electronic mail or internal regulations relating to the General Meeting of Shareholders;
 - i. Major shareholders are not allowed to take advantage of their advantages to affect the rights and interests of EVN Finance and other shareholders in accordance with the law and this Charter; have the obligation to disclose information in accordance with law;
 - j. Other obligations as prescribed by law and this Charter.
- 2) Shareholders who receive investment entrustment to other organizations and individuals must provide EVN Finance with information about the true owner of the shares they are entrusted to invest in EVN Finance. EVN Finance has the right to suspend the shareholders' rights of the shareholders entrusted with the investment in case it is detected that this shareholder does not provide information or provides incomplete and inaccurate information about the true owners of the shares.

Article 24. General Meeting of Shareholders

- 1) The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of EVN Finance. All shareholders named in the shareholder registration list have the right to attend.

- 2) The Annual General Meeting of Shareholders shall be held once a year for a period of 04 (four) months from the end of the fiscal year.
- 3) The annual general meeting of shareholders is convened by the Board of Directors, determined as the place where the chairman attends the meeting and must be in the territory of Vietnam; The specific location is decided by the Board of Directors based on the actual situation. The annual general meeting of shareholders decides on matters within the duties and powers prescribed by law and this Charter, especially through the audited annual financial report.

Article 25. Extraordinary General Meeting of Shareholders

- 1) In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders must be in the territory of Vietnam. In case the meeting of the General Meeting of Shareholders is held simultaneously at many different locations, the place of the meeting of the General Meeting of Shareholders shall be determined as the place where the Chairman attends the meeting.
- 2) The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of EVN Finance;
 - b. When the number of members of the Board of Directors or the Board of Supervisors is less than two-thirds of the total number of members of the term or does not have the minimum number of members as prescribed by the Charter of EVN Finance;
 - c. Shareholders or groups of shareholders owning from 05% (five percent) of the total ordinary shares of EVN Finance request to convene the General Meeting with a written petition clearly stating the reason and purpose of the meeting (the written petition needs to be signed by relevant shareholders);
 - d. At the request of the Board of Supervisors;
 - e. Decide on the content at the request of the State Bank if an event occurs that affects the safety of EVN Finance's operation.

- 3) The Board of Directors must convene a meeting of shareholders within 60 (sixty) days from the date of receipt of one of the requests or the date of occurrence of one of the events specified in Clause 2 of this Article.
- 4) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article, within the next 30 days, the Board of Supervisors shall convene the General Meeting of Shareholders in accordance with law.
- 5) In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 4 of this Article, the shareholders or groups of shareholders who request the provisions at Point c, Clause 2 of this Article have the right to replace the Board of Directors, the Board of Supervisors shall convene the General Meeting of Shareholders in accordance with law.
- 6) The convener must perform the following tasks to organize the General Meeting of Shareholders:
 - a. Make a list of shareholders entitled to attend the meeting;
 - b. Providing information and settling complaints related to the list of shareholders;
 - c. Make the agenda and content of the meeting;
 - d. Prepare documents for the meeting;
 - e. The draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Supervisors;
 - f. Determine the time and place of the meeting;
 - g. Send a notice of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
 - h. Other tasks serve the meeting.

- 7) The cost of convening and conducting the General Meeting of Shareholders in accordance with this Article will be refunded by EVN Finance. Such expenses will not include expenses incurred by shareholders to attend the General Meeting of Shareholders, such as accommodation and travel expenses and other related expenses.

Article 26. Powers and duties of the General Meeting of Shareholders

- 1) The General Meeting of Shareholders has the following tasks and powers:
- a. Through the development orientation of EVN Finance;
 - b. Approving the Charter, amending and supplementing the Charter of EVN Finance;
 - c. Approve the Regulation on internal governance, regulations on organization and operation of the Board of Directors and the Board of Supervisors;
 - d. Decide on the number of members of the Board of Directors and the Board of Supervisors for each term; elect, dismiss, dismiss, elect additional or replace members of the Board of Directors and members of the Board of Supervisors in accordance with the criteria and conditions prescribed by the Law on Credit Institutions and this Charter;
 - e. To decide on the level of remuneration, bonuses and other benefits for members of the Board of Directors, members of the Board of Supervisors and the operating budget of the Board of Directors and the Board of Supervisors;
 - f. Consider and handle violations of the Board of Directors, the Board of Supervisors causing damage to EVN Finance and EVN Finance's shareholders;
 - g. Decision on the management organization structure of EVN Finance;
 - h. Approved the plan to change the charter capital level; approve the share offering plan, including the type of shares and the number of new shares to be offered;
 - i. Approve the plan to repurchase the sold shares;
 - j. Approve the plan to issue convertible bonds;

- k. Approve the audited annual financial statements, the profit distribution plan after fulfilling tax obligations and other financial obligations of EVN Finance;
- l. Approve the report of the Board of Directors and the Board of Supervisors on the performance of assigned tasks and powers;
- m. Decision on establishment or transformation of legal forms of overseas commercial presence, subsidiaries of EVN Finance;
- n. Approve the plan for capital contribution, purchase and sale of shares and contributed capital of EVN Finance in other enterprises where the value of capital contribution, expected purchase price or book value in case of sale of shares or contributed capital is valued at 20% or more of EVN Finance's charter capital stated in the latest audited financial statements;
- o. Through EVN Finance's decision on investment, purchase and sale of fixed assets, the investment level, expected purchase price or historical cost in case of sale of fixed assets with a value of 20% or more of EVN Finance's charter capital is stated in the latest audited financial statements;
- p. Through other contracts and transactions with a value of 20% or more of EVN Finance's charter capital stated in the latest audited financial statements between EVN Finance and members of the Board of Directors, members of the Board of Supervisors, General Director, major shareholders, related persons of managers, members of the Board of Supervisors, major shareholders of EVN Finance; subsidiaries and associates of EVN Finance;
- q. Decide on the division, separation, consolidation, merger, transformation of legal form, dissolution or request the Court to open bankruptcy procedures for EVN Finance;
- r. Decision on selection of an independent audit organization that meets the requirements prescribed by the Governor of the State Bank to audit financial statements and provide assurance services for the operation of the internal control system in the preparation and presentation of financial statements in the following fiscal year;

- s. Deciding on solutions to overcome major financial fluctuations of EVN Finance;
 - t. Approve the Company's annual business plan;
 - u. Other rights and duties as prescribed by law and this Charter.
- 2) Shareholders are not allowed to vote to approve the resolution of the General Meeting of Shareholders on:
- a. Any contract to which such shareholder or a related person of that shareholder is a party to the contract; or
 - b. Any purchase of shares from such shareholder or any related person of such shareholder;
- 3) The General Meeting of Shareholders must discuss and vote to approve decisions on issues that have been included in the meeting agenda.

Article 27. Right to attend the General Meeting of Shareholders

- 1) The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the register of shareholders of EVN Finance and the list of securities holders established by the Vietnam Securities Depository and Clearing Corporation at the time of determining the right to attend the meeting in accordance with the law on securities. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders or other deadlines in accordance with the law on enterprises and securities, whichever comes first. EVN Finance must disclose information about the expected last registration date to exercise the right for existing shareholders to attend the General Meeting of Shareholders at least 20 days before the expected last registration date.
- 2) The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, personal identification number, passport or other legal personal identification of the individual shareholder (in valid); name, enterprise code or number of the establishment decision, address of the head office of the shareholder being an organization (updated at the latest time); number of shares of each type, number and date of shareholder registration of each shareholder.

- 3) Shareholders have the right to check, lookup, extract and copy the list of shareholders entitled to attend the General Meeting of Shareholders; Request to amend false information or supplement necessary information about yourself in the list of shareholders entitled to attend the General Meeting of Shareholders. The manager of EVN Finance must promptly provide information on the shareholder register, amend and supplement false information at the request of shareholders; At the same time, it is responsible for compensating for damages incurred due to failure to provide or providing untimely and inaccurate information in the shareholder register as requested.

Article 28. Exercising the right to attend the General Meeting of Shareholders

- 1) Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting or authorize in writing one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 4 of this Article. The person authorized to attend the General Meeting of Shareholders may not authorize another person to attend the General Meeting of Shareholders and may not participate in the candidacy in his or her personal capacity.
- 2) The authorization of individuals and representative organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party. The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting (Power of attorney according to the current form of EVN Finance).
- 3) The voting slip of the authorized person to attend the meeting within the scope of authorization is still valid when one of the following cases occurs, except for the following cases:
 - a. The authorizer has died, has limited civil act capacity or has lost civil act capacity;

- b. The authorizer has canceled the appointment of the authorization;
- c. The authorizer has revoked the authority of the person performing the authorization.

This clause does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

- 4) Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorizing another person to attend and vote at the meeting;
 - c. Attend and vote through online conference, electronic voting or other electronic forms;
 - d. Send the ballot to the meeting by mail, fax, email.

Article 29. Convening the General Meeting of Shareholders

- 1) The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare a list of shareholders eligible to participate and vote according to the provisions of this Charter, the meeting agenda, and prepare documents in accordance with current laws and regulations of EVN Finance;
 - b. Determine the time and place of the Meeting;
 - c. Notify all shareholders of the General Meeting of Shareholders and send a notice of invitation to the General Meeting of Shareholders;
 - d. Other tasks for the Meeting.
- 2) The convener of the General Meeting of Shareholders must send a notice of invitation to all shareholders on the List of shareholders entitled to attend the meeting at least 21 days before the opening date (for information related to members of the Board of Directors and members of the Board of Supervisors at least 10 days before the opening date of the General Meeting of Shareholders). The notice of invitation to the meeting must include the name, address of the head office, and the enterprise code; name, contact address of shareholders, time, place of meeting, place, method of downloading meeting documents and other

requirements (if any) for meeting participants. The notice is sent by the method of ensuring that the contact address of the shareholder is reached; at the same time, it is posted on EVN Finance's website.

3) Meeting materials include:

- a. Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;
- b. Voting Papers;
- c. Form of appointing authorized representatives to attend the meeting;
- d. Other documents (if any).

The meeting documents are posted on EVN Finance's website and disclosed in accordance with the law on securities.

4) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to propose issues that need to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to EVN Finance at least 03 (three) working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.

5) The convener of the General Meeting of Shareholders may only reject the petition specified in Clause 4 of this Article in the following cases:

- a. The petition is sent on time or insufficiently, not in accordance with the content;
- b. The issue of recommendations does not fall under the decision-making authority of the General Meeting of Shareholders;
- c. Issues that are not in accordance with the provisions of EVN Finance's Charter and not in accordance with the provisions of law;

6) Only the General Meeting of Shareholders has the right to decide on changes to the meeting agenda which has been sent together with the notice of invitation to the meeting as prescribed in Article 142 of the Law on Enterprises.

Article 30. Conditions to conduct the General Meeting of Shareholders

- 1) A meeting of the General Meeting of Shareholders can be conducted when the number of shareholders attending the meeting represents more than 50% (fifty percent) of the total number of votes.
- 2) In case of ineligibility for the percentage of representatives of the necessary number of voting shares to attend the meeting within 180 (one hundred and eighty) minutes from the time of the intended meeting, the General Meeting of Shareholders must be convened for the second meeting within 30 (thirty) days from the planned date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 33% (thirty-three percent) of the total number of votes.
- 3) In case of ineligibility for the proportion of representatives of the necessary number of voting shares to attend the meeting within 180 (one hundred and eighty) minutes from the time of the second planned meeting, the General Meeting of Shareholders must be convened for the third meeting within 20 (twenty) days from the date the second meeting is scheduled to open. The meeting of the Third General Meeting of Shareholders shall be conducted regardless of the number of shareholders, the proportion of representatives of the number of shares with voting rights to attend the meeting and the right to decide on all issues that the First General Meeting of Shareholders can duly decide.

Article 31. Format of conducting the General Meeting of Shareholders

- 1) The election of the Chairman, secretary and vote counting committee is prescribed as follows:
 - a. The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over meetings convened by the Board of Directors; In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority; In case the chairman cannot be elected, the Head of the Board of Supervisors shall let the General Meeting of Shareholders elect the

chairman of the meeting and the person with the highest number of votes to chair the meeting;

- b. In other cases, the signatory to convene the General Meeting of Shareholders shall control for the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall preside over the meeting;
 - c. The chairperson shall appoint one or several persons to act as the secretary of the meeting;
 - d. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the proposal of the chairman of the meeting;
- 2) On the day of the General Meeting of Shareholders, the shareholder registration procedure must be carried out to ensure that shareholders who have the right to attend the meeting are registered. Shareholders attending the General Meeting of Shareholders must carry out registration procedures and sign in the Signature Book clearly stating the number of shares and types of shares. Shareholders who own shares without their names must submit their shares and the number of such shares must be recorded in the Signature Book.
- 3) During registration, EVN Finance will issue each shareholder or authorized person attending the meeting a voting paper, on which the registration number, the name of the shareholder and the authorized representative and the number of voting votes that such shareholder has. Voting at the General Meeting shall be conducted by collecting or counting the number of votes in favor of a decision and then collecting or counting the number of votes against that decision, and then giving the total number of votes. The total number of votes in favor of an issue, vetoing an issue, or not voting, will be announced by the Chair immediately after voting on a decision. The General Meeting of Shareholders shall choose among the delegates the persons responsible for counting the votes or supervising the vote counting and, if the General Meeting of Shareholders does not choose, the Chairman shall select such persons.

- 4) Shareholders who come to the General Meeting of Shareholders after the Opening of the Meeting have the right to register immediately and then have the right to participate and vote immediately at the General Meeting, but the Chairman is not responsible for stopping the General Meeting so that these shareholders can register and the validity of the votes that have been conducted will not be affected.
- 5) The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must determine the time for each issue in the content of the meeting agenda.
- 6) The Chairperson has the right to take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved program and reflect the wishes of the majority of the participants.
- 7) The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. The results of the vote count were announced by the chairman just before the closing of the meeting.
- 8) The convener or chairman of the meeting of the General Meeting of Shareholders has the following rights:
 - a. Request all participants to be subject to inspection or other lawful and reasonable security measures;
 - b. Request the competent authority to maintain the order of the meeting; expelling those who do not comply with the executive authority of the chairman, deliberately disturb the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders;
- 9) The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for which a sufficient number of people have registered to attend the meeting for a maximum of 03 (three) working days from the date on which the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
 - a. The meeting venue does not have enough convenient seating for all participants;

- b. The information media at the meeting venue does not ensure that shareholders attending the meeting participate, discuss and vote;
 - c. There are people attending the meeting who obstruct or disrupt the order, risking that the meeting cannot be conducted fairly and legally;
- 10) In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 9 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.
- 11) In case EVN Finance applies modern technology to organize the General Meeting of Shareholders through online meetings, EVN Finance is responsible for ensuring that shareholders can attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 28 of this Charter and the law.

Article 32. Form of approval of the Resolution of the General Meeting of Shareholders

- 1) The General Meeting of Shareholders approves decisions under its competence in the form of voting at the meeting or collecting written opinions. The issues specified at Points a, d, f and q, Clause 1, Article 26 of this Charter must be approved by voting at the meeting of the General Meeting of Shareholders.
- 2) In order for decisions to be unanimously approved by shareholders in the form of written opinions, the Board of Directors shall:
 - a. Decide on issues that need to be considered for shareholders' opinions, methods and contents of voting according to this Charter and law;
 - b. Sending documents related to the issue that needs to be voted on, which stipulates the date on which such documents must be returned ("Return Date") (if necessary) enclosed with a document clearly stating the voting opinions of shareholders to EVN Finance;
 - c. Summarize the voting opinions to determine the decision of the General Meeting of Shareholders and within 15 (fifteen) days from the date of refund, the Board of Directors must send a written notice of the voting results and decisions of the General Meeting of Shareholders to the State

Bank and to all shareholders entitled to attend the General Meeting of Shareholders of EVN Finance;

- d. The decision of the General Meeting of Shareholders shall be approved in the form of a valid written opinion as the decision directly voted by the General Meeting of Shareholders at the General Meeting of Shareholders;

Article 33. Conditions for the resolution to be passed

- 1) For decisions on matters specified at Points g, h, o, Clause 1, Article 25 of this Charter, they must be approved by the number of shareholders representing more than 65% of the total votes of all shareholders attending the meeting or when the number of shareholders representing more than 65% of the total votes of all shareholders is approved in case of collecting opinions in writing.
- 2) For decisions on the contents specified at Point q, Clause 1, Article 26 of this Article, they must be approved by the number of shareholders representing more than 65% of the total number of votes of all shareholders attending the meeting.
- 3) Other resolutions shall be adopted when they are approved by the number of shareholders representing more than 50% of the total votes of all shareholders attending the meeting or when they are approved by the number of shareholders representing more than 50% of the total votes of all shareholders in case of written consultation except for the cases specified in Clauses 1 and 2 of this Article.
- 4) The voting for the election of members of the Board of Directors and the Board of Supervisors must be carried out by the method of accumulating votes, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. Elected members of the Board of Directors or members of the Board of Supervisors shall be determined according to the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in this Charter is reached. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be conducted

among the candidates with the same number of votes or selected according to the criteria of the election regulation or this Charter.

- 5) The resolution of the General Meeting of Shareholders must be notified to the shareholders who have the right to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the resolution is passed by posting on EVN Finance's website and disclosing information in accordance with the law on information disclosure on the securities market.
- 6) Within 15 days from the end of the meeting of the General Meeting of Shareholders or from the end of the vote counting, in case of collecting written opinions, EVN Finance must send to the State Bank all resolutions and decisions approved by the General Meeting of Shareholders.

Article 34. Competence and procedures for collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders

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

- 1) The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of EVN Finance, except for the issues specified in Clause 1, Article 32 of this Charter;
- 2) The Board of Directors shall prepare the vote for opinions, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 (ten) days before the deadline for returning the vote for comments. The compilation of the list of shareholders to send the opinion poll shall comply with the provisions of Clauses 1 and 2, Article 141 of the Law on Enterprises. Requirements and methods of sending opinion polls and enclosed documents shall comply with the provisions of Article 143 of the Law on Enterprises;
- 3) The opinion poll must have the following main contents comply with the provisions of Clause 3, Article 149 of the Law on Enterprises.
- 4) Shareholders can send the answered opinion form to EVN Finance in one of the following forms:

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

Opinion forms sent to EVN Finance after the time limit specified in the content of the opinion form or have been opened in case of sending letters and disclosed in case of sending faxes and emails are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.

5) The Board of Directors organizes the counting of votes and make a record of vote counting in the presence of the Board of Supervisors or of shareholders who do not hold management positions of EVN Finance. The vote counting record must contain the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Purposes and issues that need to be consulted to pass the resolution;
- c. The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
- d. The total number of votes in favor, disapproval and no opinion on each issue;
- e. The issue was passed and the voting rate passed accordingly;
- f. Full names and signatures of the Chairman of the Board of Directors, the vote counting supervisor and the vote counter;

Members of the Board of Directors, vote counting persons and supervisors of vote counting shall be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from decisions passed due to untruthful vote counting, incorrect.

- 6) The vote counting minutes must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. The sending of the vote counting minutes can be replaced by posting them on EVN Finance's website;
- 7) The poll has been answered, the vote counting minutes, the approved resolutions and relevant documents enclosed with the poll are kept at EVN Finance's head office;
- 8) The resolution is passed in the form of collecting shareholders' opinions in writing, which is as valid as the resolution passed at the General Meeting of Shareholders.

Article 35. Minutes of the General Meeting of Shareholders

- 1) The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following principal contents:
 - a. Name, address of the head office, enterprise code;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Agenda and content of the meeting;
 - d. Full name of the chairperson and secretary;
 - e. Summary of the meeting and comments at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;
 - h. The issues that have been passed and the percentage of votes passed respectively;
 - i. Full names and signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this

minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

- 2) Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese minutes shall take effect.
- 3) The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.
- 4) The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.
- 5) The minutes of the General Meeting of Shareholders must be published to shareholders on EVN Finance's website.
- 6) The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the approved resolutions and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at EVN Finance's head office.

Article 36. Request to cancel the decisions of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receipt of the minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for consultation with the General Meeting of Shareholders, shareholders or groups of shareholders owning 05 % (five percent) or more of the total number of ordinary shares may request the Court or Arbitrator to consider annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- 1) The order and procedures for convening a meeting and issuing a decision of the General Meeting of Shareholders fail to comply with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises.
- 2) The contents of the resolution violate the law or this Charter.

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

Article 37. Approving the expected list of persons elected or appointed as members of the Board of Directors, members of the Board of Supervisors, General Director

The expected list of persons elected and appointed as members of the Board of Directors, members of the Board of Supervisors and General Directors of EVN Finance must be approved in writing by the State Bank before electing and appointing these positions. Persons elected and appointed as members of the Board of Directors, members of the Board of Supervisors, and General Directors of EVN Finance must be on the list approved by the State Bank.

Article 38. Cases of not being allowed to hold positions

- 1) The following persons must not be members of the Board of Directors, members of the Board of Supervisors, General Directors, Deputy General Directors and equivalent titles of EVN Finance:
 - a. Persons specified in Clause 2 of this Article;
 - b. Persons who are not allowed to participate in the management and administration of enterprises and cooperatives in accordance with the law on cadres, civil servants and public employees, the enterprise law and the law on corruption prevention and combat;
 - c. Persons who have been owners of private enterprises, general partners of partnerships, general directors (directors), members of the Board of Directors, members of the Board of members, controllers, members of the Board of Supervisors of enterprises, members of the Board of Directors and general directors (directors) of cooperatives at the time of enterprise, the cooperative is declared bankrupt, except for the case of being appointed, appointed or appointed to participate in the management, administration and control of the enterprise, the cooperative being a credit institution is declared bankrupt according to the requirements of the task;

- d. Persons who have been suspended from the title of Chairman or other member of the Board of Directors; the Chairman and other members of the Board of members; The Head of the Board, other members of the Board of Supervisors, the General Director (Director) of EVN Finance or another credit institution as prescribed in Article 47 of the Law on Credit Institutions or being determined by a competent authority to have committed a violation, resulting in the revocation of the License by EVN Finance or another credit institution;
 - e. Relevant persons of members of the Board of Directors, General Directors of EVN Finance, except for the cases specified in Clause 3, Article 69, Point b, Clause 1, Article 73 and Point a, Clause 2, Article 77 of the Law on Credit Institutions;
 - f. Persons with responsibility under inspection conclusion resulting in credit institutions and foreign bank branches being sanctioned for administrative violations in the field of monetary and banking at the highest fine bracket for violations of regulations on licenses, administration, etc administration, shares, shares, capital contribution, share purchase, credit extension, purchase of corporate bonds, prudential ratios in accordance with the law on handling of administrative violations in the field of currency and banking.
- 2) The following persons must not be Chief Accountant, Branch Director, Director (General Director) of EVN Finance's subsidiaries:
- a. Underage persons; people who have difficulties in recognizing and mastering behavior; persons who are restricted or have lost their civil act capacity;
 - b. Persons who are being examined for penal liability and are serving prison sentences; are serving administrative handling measures at compulsory detoxification establishments or compulsory education establishments; are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs;
 - c. Persons who have been convicted of crimes of serious crime or higher;

- d. Persons who have been convicted of the crime of infringing upon property but have not yet had their criminal records expunged;
 - e. Government officials, civil servants and managers at the division level or higher in enterprises in which the State-owned proportion is from 50% or more of charter capital, except for persons appointed as representatives to manage the State's contributed capital, of enterprises in which the State holds 50% or more of charter capital in EVN Finance or are appointed. appointing and appointing to participate in the management, administration and control of EVN Finance according to the requirements of the task;
 - f. Officers, non-commissioned officers, professional soldiers, defense workers and public employees in agencies and units of the Vietnam People's Army; professional officers, non-commissioned officers, police workers in agencies and units of the Vietnam People's Police, except for persons appointed as representatives to manage the State's contributed capital, except for persons appointed to act as representatives of the management of the State's contributed capital, of enterprises in which the State holds 50% or more of charter capital in EVN Finance.
- 3) Fathers, mothers, spouses, children and brothers and sisters of members of the Board of Directors, General Directors and their spouses must not be Chief Accountants or persons in charge of finance of EVN Finance.

Article 39. Cases of not allowed to hold the concurrent position

- 1) The Chairman of the Board of Directors of EVN Finance must not be an executive or member of the Board of Supervisors of EVN Finance and other credit institutions or managers of other enterprises.
- 2) Members of the Board of Directors of EVN Finance who are not independent members may not concurrently hold one of the following positions:
 - a) Executives of EVN Finance, except for the case of being the General Director of EVN Finance;
 - b) Being a manager, operator of another credit institution, manager of another enterprise, except for the case of being a manager or operator of a

subsidiary of EVN Finance, or of EVN Finance's parent company or in case of implementing the approved compulsory transfer plan;

- c) Controllers, members of the Board of Supervisors of other credit institutions and other enterprises.
- 3) Independent members of the Board of Directors of EVN Finance may not concurrently hold one of the following positions:
 - a) CEO of EVN Finance;
 - b) Managers and executives of other credit institutions; managers of over 02 other enterprises;
 - c) controllers, members of the Board of Supervisors of other credit institutions and other enterprises.
- 4) Members of the Board of Supervisors may not concurrently hold one of the following positions, except for managers, executives and employees of credit institutions receiving compulsory transfer under the approved compulsory transfer plan:
 - a) Managers and executives of EVN Finance or other credit institutions, other enterprises; employees of EVN Finance or subsidiaries of EVN Finance;
 - b) Employees of enterprises whose members of the Board of Directors of EVN Finance are members of the Board of Directors, executives or major shareholders of such enterprises;
- 5) The General Director and Deputy General Director may not be concurrently managers, executives, controllers, members of the Board of Supervisors of other credit institutions or other enterprises, except for the case where the Deputy General Director is the manager or operator of a subsidiary of EVN Finance or of the parent company of EVN Finance.

Article 40. Automatic disqualification

- 1) The following cases are automatically disqualified of being members of the Board of Directors, members of the Board of Supervisors, and the General Director:
 - a. Falling into one of the cases where they are not allowed to hold the positions specified in Article 38 of this Charter;

- b. Being the representative of the contributed capital of an organization that is a shareholder of EVN Finance when that organization ceases to exist;
 - c. No longer being the representative of the contributed capital as authorized by the shareholder being an organization;
 - d. Being expelled from the territory of the Socialist Republic of Vietnam;
 - e. When EVN Finance has its License revoked;
 - f. When the contract for hiring the General Director expires;
 - g. Die.
- 2) The Board of Directors of EVN Finance must send a written report enclosed with documents proving the employee's natural disqualification as prescribed at Points a, b, c, d, f and g, Clause 1 of this Article to the State Bank within 05 (five) working days from the date on which the personnel automatically lose their qualifications and take responsibility for the accuracy and truthfulness of this report; carry out procedures for election and appointment of vacant titles in accordance with law.
- 3) After naturally losing their status, members of the Board of Directors, members of the Board of Supervisors, and General Directors of EVN Finance are still responsible for their decisions during their tenure.

Article 41. Dismissal and deposition

- 1) Except for the case of automatic disqualification as prescribed in Article 39 of this Charter, the Chairman, other members of the Board of Directors, the Head of the Board, members of the Board of Supervisors, and the General Director of EVN Finance shall be dismissed from office in the following cases:
- a. Deposition when there is a resignation letter to the Board of Directors and the Board of Supervisors of EVN Finance.
 - b. Dismiss from office when not participating in the activities of the Board of Directors or the Board of Supervisors for 06 (six) consecutive months, except for force majeure cases;
 - c. Dismissal when failing to meet the standards and conditions prescribed in this Charter and relevant laws;

- d. Dismissal when an independent member of the Board of Directors fails to satisfy the provisions of Clause 3, Article 39 and Clause 2, Article 48 of this Charter;
 - e. Dismissal when members of the Board of Supervisors fail to complete their assigned tasks and tasks;
 - f. Dismissal when a member of the Board of Supervisors seriously violates or repeatedly violates the obligations of a member of the Board of Supervisors in accordance with the Law on Enterprises and this Charter;
 - g. Deposition or dismissal at the proposal of shareholders or groups of shareholders for members of the Board of Directors or members of the Board of Supervisors that such shareholders or groups of shareholders have nominated and approved by the General Meeting of Shareholders;
 - h. Deposition or dismissal at the proposal of the Board of Directors for members of the Board of Directors and members of the Board of Supervisors nominated by the Board of Directors and approved by the General Meeting of Shareholders;
 - i. The General Director is dismissed according to the Decision of the Board of Directors;
 - j. Other cases as prescribed by law, this Charter or resolutions and decisions of the General Meeting of Shareholders.
- 2) The Chairman and members of the Board of Directors, the Head of the Board and members of the Board of Supervisors, the General Director of EVN Finance after being dismissed or dismissed from office shall still be personally responsible for their decisions during their tenure.
- 3) Within 10 (ten) days from the date of approval of the decision on dismissal or dismissal of personnel as prescribed in Clause 1 of this Article, the Board of Directors of EVN Finance must send a written report enclosed with relevant documents to the State Bank.

Article 42. Suspension of the title of the Board of Directors, the Board of Supervisors, and the CEO of EVN Finance

- 1) The State Bank has the right to suspend the exercise of rights and obligations of the Chairman of the Board of Directors, members of the Board of Directors, Head of the Board of Supervisors, members of the Board of Supervisors, and executives of EVN Finance who violate the provisions of Article 43, Clause 10, Article 48 of the Law on Credit Institutions or other relevant provisions of law in the process of performing the assigned rights and obligations without meeting the standards and conditions specified in Article 41 of the Law on Credit Institutions; request competent agencies to dismiss, dismiss, elect, appoint replacements or appoint replacements if deeming it necessary.
- 2) The Special Board of Supervisors has the right to suspend or suspend the exercise of rights and obligations of the Chairman of the Board of Directors, members of the Board of Directors, the Head of the Board of Supervisors, members of the Board of Supervisors, and CEO of EVN Finance when EVN Finance is under special control if it deems it necessary.
- 3) Persons who are suspended or suspended from exercising their rights and obligations under the provisions of Clauses 1 and 2 of this Article must participate in handling shortcomings and violations related to personal liability at the request of the State Bank, the Board of Directors, Board of Supervisors of EVN Finance or Special Board of Supervisors.

CHAPTER IX. RIGHTS, OBLIGATIONS AND RESPONSIBILITIES TO DISCLOSE RELATED INTERESTS OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTORS AND BOARD OF MANAGEMENT

Article 43. Rights and obligations of managers and directors of EVN Finance

- 1) Comply with the law, the Charter of EVN Finance, resolutions and decisions of the General Meeting of Shareholders of EVN Finance; strictly comply with EVN Finance's internal rules and regulations.
- 2) Perform their rights and obligations honestly and carefully, for the benefit of EVN Finance and EVN Finance's shareholders.
- 3) Not allowed to use EVN Finance's information, secrets, business opportunities, abusing EVN Finance's position and assets for personal gain or to serve the interests of other organizations and individuals, harming the interests of EVN Finance and EVN Finance's shareholders.
- 4) Responsible for complying with the restrictive regulations to ensure safety in EVN Finance's banking activities in accordance with the Law on Credit Institutions.
- 5) Ensure the archive of EVN Finance's records to provide data for the management, administration and control of all activities of EVN Finance, inspection, supervision and examination activities of the State Bank.
- 6) Understand the types of risks in EVN Finance's operations.
- 7) Promptly, fully and accurately notify EVN Finance of its interests in other organizations, transactions with other organizations and individuals that may cause conflicts with EVN Finance's interests and may only participate in such transactions when approved by the Board of Directors.
- 8) Not allowed to create opportunities for themselves or their related persons to borrow capital and use other banking services of EVN Finance with preferential and favorable conditions compared to the general regulations of EVN Finance.
- 9) Not allowed to increase salaries, remuneration or request to pay bonuses to managers and executives when EVN Finance suffers losses.

- 10) Within the scope of their assigned rights and obligations, be responsible for fulfilling the State Bank's written request for the contents falling under the State Bank's competence. Implement recommendations, warn of operational risks and safety, warn of risks leading to violations of the law on currency and banking; conclusions, recommendations and decisions on handling of inspection.
- 11) Rights and other obligations as prescribed by law and the Charter of EVN Finance.

Article 44. Provision and disclosure of information

- 1) Members of the Board of Directors, members of the Board of Supervisors, General Director, Deputy General Director and equivalent titles of EVN Finance must disclose to EVN Finance the following information:
 - a. Name, enterprise code, address of the head office of the enterprise or other economic organization in which he/she or his/her or related persons own the contributed capital or shares of 5% or more of the charter capital, including the contributed capital, authorized or entrusted shares to the organization, other individuals in their names;
 - b. Name, enterprise code, address of the head office of the enterprise or other economic organization that they and their related persons are members of the Board of Directors, members of the Board of Members, controllers, members of the Board of Supervisors, General Director (Director);
 - c. Information about the person concerned is an individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the informant;
 - d. Information about the person being the organization, including: name, enterprise code, address of the head office of the enterprise, number of the enterprise registration certificate or equivalent legal documents; legal representative, relationship with the informant.
- 2) Shareholders owning 01% or more of EVN Finance's charter capital must provide EVN Finance with the following information:
 - a. Full name; personal identification number; nationality, passport number, date of issue, place of issue of the foreign shareholder; the number of the

- enterprise registration certificate or equivalent legal papers of the shareholder being an organization; date of issuance and place of issuance of this paper;
 - b. Information about related persons as prescribed at Points c and d, Clause 1 of this Article;
 - c. The number and percentage of their shares in EVN Finance;
 - d. The number and percentage of shares owned by their related persons in EVN Finance.
- 3) The entities specified in Clause 1 and Clause 2 of this Article must send a written provision of information to EVN Finance for the first time and when there is a change in this information within 07 working days from the date of occurrence or change of information. For the information at Points c and d, Clause 2 of this Article, shareholders must only provide information to EVN Finance when there is a change in their share ownership ratio, share ownership ratio of themselves and related persons of 01% of charter capital or more compared to the previous offering.
 - 4) EVN Finance must post and keep the information specified in Clause 1 and Clause 2 of this Article at its head office and send a written report to the State Bank within 07 working days from the date EVN Finance receives the information provided. Annually, EVN Finance discloses the information specified at Points a, b, d, Clause 1, and Points a, c, d, Clause 2 of this Article to the General Meeting of Shareholders of EVN Finance.
 - 5) EVN Finance must publicly disclose information about the full name of the individual, the name of the organization being the shareholder owning 01% or more of the charter capital and the information specified at Points c and d, Clause 2 of this Article on EVN Finance's website within 07 working days from the date EVN Finance receives the information provided.
 - 6) Entities providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete and timely and must take responsibility for the provision and public disclosure of such information.

CHAPTER X. BOARD OF DIRECTORS

Article 45. Board of Directors

- 1) The Board of Directors is the governing body with the full right to decide and perform the rights and obligations of EVN Finance on behalf of EVN Finance, except for matters under the jurisdiction of the General Meeting of Shareholders.
- 2) The Board of Directors must have at least 05 (five) members and no more than 11 (eleven) members, of which at least two are independent members. The Board of Directors must have at least two-thirds of the total number of members being independent members and members who are not executives of EVN Finance. The number of members for each term shall be decided by the General Meeting of Shareholders. The number of independent members of the Board of Directors of EVN Finance must ensure the following provisions: (i) There must be at least 02 independent members in case EVN Finance has less than 08 members on the Board of Directors; (ii) There must be at least 03 independent members in case EVN Finance has from 09 to 11 members on the Board of Directors.
- 3) The term of the Board of Directors shall not exceed 05 (five) years. The term of a member of the Board of Directors shall be the same as the term of the Board of Directors. The term of an additional or replacement member of the Board of Directors shall be the remaining term of the Board of Directors. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.
- 4) In case the number of members of the Board of Directors is not enough as prescribed in EVN Finance's Charter, within 90 (ninety) days from the date on which the minimum number of members is insufficient, EVN Finance must supplement the number of members of the Board of Directors. The order, procedures and dossiers of application for approval of the expected list of election and appointment of the Chairman and members of the Board of Directors shall comply with the regulations of the State Bank. The results of the election, dismissal and dismissal of the Chairman and members of the Board of Directors

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

- 5) The Board of Directors uses the seal of EVN Finance to perform its duties and powers.
- 6) The Chairman of the Board of Directors must be a person with Vietnamese nationality and reside in Vietnam during the tenure.
- 7) The Board of Directors must establish Committees to assist the Board of Directors in performing its tasks and powers, including the Risk Management Committee and the Personnel Committee. The Board of Directors shall decide on the tasks and powers of these two Committees in accordance with the regulations of the Governor of the State Bank.
- 8) The principles for nominating persons to the Board of Directors are as follows:
 - a. Shareholders and groups of shareholders owning from 5% to less than 20% of the total number of ordinary shares may nominate a maximum of one candidate;
 - b. A group of shareholders owning from 20% to less than 30% of the total number of ordinary shares may nominate a maximum of two candidates;
 - c. The group of shareholders owning from 30% to less than 40% of the total ordinary shares may nominate up to three candidates;
 - d. The group of shareholders owning from 40% to less than 50% of the total ordinary shares may nominate a maximum of four candidates;
 - e. The group of shareholders owning more than 50% of the total number of ordinary shares may nominate up to five candidates;
 - f. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate, the remaining number of candidates nominated by the incumbent Board of Directors or a group of shareholders or a group of shareholders owning or representing more than 5% of the total number of ordinary shares is nominated;

Article 46. Rights and Duties of the Board of Directors**1) Powers and duties of the Board of Directors:**

- a. Submit to the General Meeting of Shareholders for decision and approval of matters falling under the competence of the General Meeting of Shareholders specified in Clause 1, Article 26 of this Charter.
- b. Decide on the establishment of branches, representative offices, and non-business units of EVN Finance.
- c. Appoint, dismiss, discipline, suspend and decide on salaries, bonuses and other benefits for the titles of General Director, Deputy General Director and other executives under their competence according to internal regulations of the Board of Directors.
- d. Approve the plan for capital contribution, purchase and sale of shares and contributed capital of EVN Finance at other enterprises and investment funds, the value of capital contribution, the expected purchase price or the book value in case of sale of shares and contributed capital is less than 20% of EVN Finance's charter capital stated in the latest audited financial statements
- e. Appointing a representative of EVN Finance's contributed capital at enterprises and investment funds.
- f. Approve EVN Finance's decision on investment, purchase and sale of fixed assets, the investment level, expected purchase price or historical cost in case of sale of fixed assets with a value of 10% or more of EVN Finance's charter capital stated in the latest audited financial statements, except for the investment, purchase and sale of fixed assets under the decision-making competence of the General Meeting of Shareholders. For transactions and contracts of lower value, the Board of Directors has the right to decide, decentralize and delegate decision-making authority to all levels in EVN Finance.
- g. Approve, decide and approve transactions, borrowing contracts, domestic and foreign capital mobilization, pledges, mortgages, and other forms of security using EVN Finance's assets valued at 35% or more of the total asset value recorded in EVN Finance's latest financial statements, except

for transactions and contracts under the approving competence of the General Meeting of Shareholders. For transactions and contracts of lower value, the Board of Directors has the right to decide, decentralize and delegate decision-making authority to all levels in EVN Finance.

- h. Decide and approving credit grants with a value of 10% or more of EVN Finance's charter capital stated in the latest audited financial statements. The Board of Directors has the right to delegate and delegate the authority to decide on credit grants to all levels in EVN Finance, except for transactions that are subject to the decision-making authority of the General Meeting of Shareholders or must be decided by the Board of Directors in accordance with the provisions of law and this Charter.
- i. Decide on credit grants as prescribed in Clause 7, Article 136 of the Law on Credit Institutions, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders.
- j. Approve contracts, other transactions of EVN Finance with a value of less than 20% of EVN Finance's charter capital stated in the latest audited financial statements between EVN Finance and members of the Board of Directors, members of the Board of Supervisors, General Directors, major shareholders of EVN Finance; relevant persons of managers, members of the Board of Supervisors, major shareholders of EVN Finance; subsidiaries and associates of EVN Finance.
- k. Approve contracts, other transactions with a value of 10% or more of EVN Finance's charter capital are recorded in the latest audited financial statements. For transactions and contracts of lower value, the Board of Directors has the right to decide, decentralize and delegate decision-making authority to all levels in EVN Finance.
- l. Inspect, supervise and direct the General Director to perform assigned tasks; annually evaluate the working efficiency of the General Director.
- m. Promulgate internal regulations related to the organization, governance and operation of EVN Finance in accordance with the provisions of the Law on Credit Institutions and other relevant laws, except for those under the jurisdiction of the General Meeting of Shareholders.

- n. Decide on risk management policies and supervise the implementation of risk prevention measures of EVN Finance.
- o. Consider and approve the annual report.
- p. Decide to offer new shares within the number of shares entitled to be offered for sale.
- q. Decide on the offering price of shares and convertible bonds of EVN Finance.
- r. Deciding to repurchase shares of EVN Finance is according to the approved plan.
- s. Propose a plan for profit distribution, dividends to be paid; To decide on the deadline and procedures for paying dividends or handling losses incurred in the course of business.
- t. Prepare relevant contents and documents for submission to the General Meeting of Shareholders for decision on matters falling under the competence of the General Meeting of Shareholders, except for those under the tasks and powers of the Board of Supervisors.
- u. Approve the program and operation plan of the Board of Directors, programs, contents and documents for the General Meeting of Shareholders; Convene the General Meeting of Shareholders or collect shareholders' opinions in writing to approve resolutions and decisions of the General Meeting of Shareholders.
- v. Organize, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- w. Promptly notify the State Bank of information that negatively affects the membership of the Board of Directors, the Board of Supervisors and the General Director.
- x. To nominate additional persons who meet the conditions and criteria to the Board of Directors or the Board of Supervisors in case the shareholders do not run for office, to nominate a sufficient number of candidates for members of the Board of Directors, members of the Board

of Supervisors or candidates who do not meet the criteria as prescribed by law and this Charter.

- y. To decide on the establishment and prescribe the functions, tasks and powers of the Committees, including the Personnel Committee, the Risk Management Committee and other Committees as decided by the Board of Directors in each period.
 - z. To decide on the establishment and prescribe the functions, tasks and powers of councils including the Credit Council, the Investment Council and other councils in accordance with law under the competence of the Board of Directors.
 - aa. To approve and approve the bond issuance plan, except for the case of bond issuance falling under the competence of the General Meeting of Shareholders in accordance with this Charter and the provisions of law.
 - bb. To decide, approve, and implement contents related to EVN Finance's restructuring plan associated with the handling of bad debts and/or similar options in accordance with law, or at the request of the State Bank and other competent state agencies.
 - cc. Other tasks and powers as prescribed by law.
- 2) When performing its functions, rights and obligations, the Board of Directors shall comply with the provisions of law, this Charter and resolutions of the General Meeting of Shareholders. In case a resolution passed by the Board of Directors is contrary to the provisions of law or this Charter and causes damage to EVN Finance, the members who approve the resolution shall jointly bear personal responsibility for that resolution and shall compensate EVN Finance for the damage; members who oppose the approval of the above resolution shall be exempted from liability. In this case, shareholders owning shares of EVN Finance have the right to request the Court to suspend the implementation or cancel the above resolution or decision.

Article 47. Rights and obligations of the Chairman, Vice Chairman and members of the Board of Directors

- 1) The Board of Directors elects a member of the Board of Directors as the Chairman. The Chairman of the Board of Directors of EVN Finance has the following powers and tasks:
 - a. To formulate programs and plans for the operation of the Board of Directors and take responsibility for the exercise of their rights and obligations.
 - b. Convene and chair meetings of the Board of Directors.
 - c. On behalf of the Board of Directors, sign documents under the promulgation competence of the Board of Directors.
 - d. To organize the adoption of resolutions and decisions of the Board of Directors.
 - e. Supervise the process of organizing the implementation of decisions of the Board of Directors.
 - f. Chair the meeting of the General Meeting of Shareholders.
 - g. Ensure that members of the Board of Directors receive complete, objective and accurate information and have sufficient time to discuss issues that must be considered by the Board of Directors.
 - h. Assign specific tasks to each member of the Board of Directors.
 - i. Supervise the members of the Board of Directors in the exercise of their assigned rights, obligations and duties
 - j. Only another member of the Board of Directors is authorized to exercise the rights and obligations of the Chairman of the Board of Directors during the period of absence or inability to perform tasks.
 - k. Annually evaluate the working efficiency of each member and Committees of the Board of Directors and report to the General Meeting of Shareholders on the results of this evaluation.
 - l. Sign documents authorizing one of the members of the Board of Directors to undertake their duties during their absence.
 - m. Perform other powers and tasks according to the internal regulations of the Board of Directors.

- n. The Chairman of the Board of Directors is the legal representative during the time when the title of General Director has not been appointed.
 - o. Other rights and obligations as prescribed by law and EVN Finance's Charter.
- 2) In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing the Vice Chairman of the Board of Directors or another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is automatically disqualified from being a member of the Board of Directors, the remaining members shall elect one of the members to temporarily hold the position of Chairman of the Board of Directors according to the majority principle.
- 3) The Vice Chairman of the Board of Directors is a member of the Board of Directors and is elected by the Board of Directors according to the principles of organization and operation of the Board of Directors. The Vice Chairman of the Board of Directors has all the powers and responsibilities of members of the Board of Directors and has additional powers and tasks as assigned/authorized by the Board of Directors/Chairman of the Board of Directors from time to time.
- 4) Members of the Board of Directors have the following rights and obligations:
- a. Exercise the rights and obligations of members of the Board of Directors in accordance with the internal regulations of the Board of Directors and the assignment of the Chairman of the Board of Directors in an honest manner for the benefit of EVN Finance and shareholders, promote the independence of independent members of the Board of Directors in exercising their rights, obligation; take responsibility for the exercise of their rights and obligations.
 - b. Consider the financial statements prepared by the independent auditor, give opinions or request EVN Finance's executives, independent auditors and internal auditors to explain issues related to the report.
 - c. Request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors.

- d. Attend meetings of the Board of Directors, discuss and vote on issues falling under the tasks and powers of the Board of Directors as prescribed in this Charter. To be responsible to the General Meeting of Shareholders and the Board of Directors for its decisions. In case the voting content has a conflict of interest with any member, that member is not allowed to participate in voting.
- e. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- f. Explain to the General Meeting of Shareholders and the Board of Directors the performance of assigned tasks upon request.
- g. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and managers of units in EVN Finance to provide information and documents on the financial situation and business activities of EVN Finance and units in EVN Finance. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.
- h. Members of the Board of Directors is not allowed to authorize others to attend the meeting of the Board of Directors to decide on the contents specified at Points a, c, d, f, h, j, k, m, n, o, s, Clause 1, Article 47 of this Charter.
- i. Promptly and fully report to the Board of Directors on remuneration received from subsidiaries, associates and other organizations;
- j. Report to the Board of Directors at the latest meeting on transactions between companies, subsidiaries or companies in which EVN Finance controls more than 50% of charter capital with members of the Board of Directors and related persons of such members; transactions between EVN Finance and companies in which members of the Board of Directors are founding members or be the manager of the enterprise in the last 03 years before the time of transaction;
- k. Disclose information when trading shares of EVN Finance in accordance with the law.

1. Other rights and obligations as prescribed by law and EVN Finance's Charter.

Article 48. Standards of Member of the Board of Directors

- 1) Persons elected as members of the Board of Directors must meet the following criteria and conditions:
 - a. Not falling into the case of not being allowed to hold the position specified in Article 38 of this Charter;
 - b. Have professional ethics as prescribed by the Governor of the State Bank;
 - c. Have a university degree or higher;
 - d. Have one of the following conditions: Having at least 03 years as a manager or executive of a credit institution; having at least 05 years of being a manager of an enterprise operating in the finance, accounting, auditing industry or of another enterprise with an equity capital of at least equal to the legal capital level for the corresponding type of credit institution; have at least 05 years of working directly at the professional department of a credit institution or foreign bank's branch; have at least 05 (five) years of direct working in the professional department of finance, banking, accounting and auditing.
- 2) Independent members of the Board of Directors must fully meet the criteria and conditions specified in Clause 1 of this Article and meet the following criteria and conditions:
 - a. Not being a person who is working for EVN Finance or a subsidiary of EVN Finance or has worked for EVN Finance or a subsidiary of EVN Finance for the previous 03 consecutive years;
 - b. Not being a regular salary and remuneration beneficiary of EVN Finance in addition to the allowances of members of the Board of Directors entitled to as prescribed;
 - c. There are no spouses, natural fathers, adoptive fathers, natural mothers, adoptive mothers, natural children, adopted children, brothers, sisters, siblings and spouses of these persons who are major shareholders of EVN

Finance, managers or controllers, members of the Board of Supervisors of EVN Finance or subsidiaries of EVN Finance;

- d. Not represents to own shares of EVN Finance; not directly or indirectly owning 01% of EVN Finance's charter capital or voting shares or more;
- e. Not being a manager or member of the Board of Supervisors of EVN Finance at any time in the preceding 05 consecutive years.

Article 49. Remuneration of members of the Board of Directors

- 1) EVN Finance has the right to pay remuneration to members of the Board of Directors according to business results and performance.
- 2) Remuneration, salaries and other benefits of members of the Board of Directors shall be paid according to the following provisions:
 - a. Members of the Board of Directors are entitled to remuneration and bonuses. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;
 - b. Members of the Board of Directors shall have the right to be paid for meals, accommodation, travel and other reasonable expenses that they pay when performing their assigned tasks;
- 3) The remuneration of members of the Board of Directors shall be included in EVN Finance's business expenses in accordance with the law on corporate income tax and must be expressed in a separate section in EVN Finance's annual financial statements, which must be reported to the General Meeting of Shareholders at the annual meeting.

Article 50. Replacement of Board members

- 1) Within 15 (fifteen) days from the date on which the Chairman of the Board of Directors automatically loses his or her status as a member of the Board of Directors, the members of the Board of Directors shall organize a meeting of the Board of Directors to elect a member of the Board of Directors (fully qualified, conditions according to current regulations) as Chairman of the Board of Directors.

- 2) The Chairman of the Board of Directors and Vice Chairman of the Board of Directors who wish to resign as Chairman/Vice Chairman must send an application to the Board of Directors. Within 60 (sixty) days from the date of receipt of the application, the Board of Directors must hold a meeting to consider and decide and carry out the procedures for dismissal, dismissal and election of the Chairman of the Board of Directors and Vice Chairman of the Board of Directors according to current regulations.
- 3) A member of the Board of Directors wanting to resign must submit an application or document to the Board of Directors for submission to the General Meeting of Shareholders for decision.
- 4) In case the minimum number of members of the Board of Directors as prescribed in this Charter is insufficient, within 90 (ninety) days from the date on which the number of members of the Board of Directors is insufficient as prescribed, the Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors.
- 5) In other cases, the most recent meeting of the General Meeting of Shareholders will elect a new member of the Board of Directors to replace the member of the Board of Directors who is dismissed or supplemented with the missing members.
- 6) The Chairman, Vice Chairman and members of the Board of Directors who are dismissed or dismissed from office shall be responsible for handing over the work to the newly elected Chairman and members of the Board of Directors for handling; At the same time, they must take personal responsibility for their decisions during the time they are eligible to hold that position.

Article 51. Meetings of the Board of Directors

- 1) The Board of Directors approves the decision by voting at the meeting, collecting opinions in writing or other forms according to EVN Finance's regulations. Each member of the Board of Directors has one vote.
- 2) The Chairman of the Board of Directors shall be elected at the first meeting of the term of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the

highest percentage of votes. In case there is more than one member with the highest and equal number of votes or the percentage of votes, the members shall vote on the principle of majority to elect 01 (one) person among them to convene a meeting of the Board of Directors.

- 3) The Board of Directors shall meet regularly at least once a quarter and may convene extraordinary meetings to promptly resolve urgent matters. The Board of Directors' meetings shall be convened by the Chairman of the Board of Directors or the Vice Chairman/member of the Board of Directors authorized by the Chairman of the Board of Directors. The Chairman of the Board of Directors must convene a Board of Directors' meeting in one of 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 05 other managers;
 - c. At the request of at least 02 members of the Board of Directors;
 - d. Other cases as prescribed by law;
- 4) Within 07 (seven) working days from the date of receipt of the written request for an extraordinary meeting of the Board of Directors of one of the entities specified in Clause 3 of this Article, the Chairman of the Board of Directors must convene and conduct an extraordinary meeting of the Board of Directors. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

In case, after two subsequent requests, the Chairman of the Board of Directors does not convene a meeting of the Board of Directors, members of the Board of Directors and members of the Board of Supervisors must immediately report in writing to the State Bank and conduct a meeting of the Board of Directors to handle the work. at the same time, decide on the dismissal of the title of Chairman, elect a member of the Board of Directors to ensure the conditions for holding the title of Chairman, submit it to the State Bank for approval in accordance with current regulations, or decide on the organization of an extraordinary General Meeting of Shareholders to handle the shortcomings,

problems that cannot be solved (if any). If the Board of Directors does not have enough members to attend the meeting and approve the decision, the Board of Supervisors is responsible for convening an extraordinary General Meeting of Shareholders in accordance with current regulations to handle the shortcomings and problems of EVN Finance.

- 5) Venue and form of meeting: Board of Directors meetings will be conducted at EVN Finance's head office or other locations specified by the Board of Directors. The form of face-to-face meeting or a combination of meetings via direct telephone or electronic means for cases where members cannot attend at the convened venue for objective reasons.
- 6) Notice and Meeting Agenda: The notice of the meeting of the Board of Directors must be sent to the members of the Board of Directors at least **03 (three)** working days before the date of the meeting. The notice of the meeting of the Board of Directors shall be made in Vietnamese, which clearly states the agenda, time and place of the meeting and must be accompanied by necessary documents on the issues to be discussed and voted on at the meeting of the Board of Directors and also the votes for members of the Board of Directors who are unable to attend the meeting. These Board members will send their votes to the Board prior to the meeting.
- 7) Number of members to attend: A meeting of the Board of Directors shall be conducted when $\frac{3}{4}$ (three-quarters) or more of the members of the Board of Directors directly attend or through a substitute who is one of the authorized members of the Board of Directors. In case of convening the first meeting of the Board of Directors but not enough members attending as prescribed, the Chairman of the Board of Directors must convene the second meeting of the Board of Directors within 07 (seven) days from the date of the planned first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.
- 8) Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
 - a. Attend and vote directly at the meeting;

- b. Authorizing other persons to attend the meeting as prescribed in Clause 14 of this Article;
 - c. Attend and vote through online conference or other similar forms;
 - d. Send votes to the meeting via mail, fax or email;
- 9) In case of sending voting ballots to the meeting by mail, the voting ballots must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one hour before the opening. The voting ballots may only be opened in the presence of all attendees.
- 10) Disclosure of benefits: Members of the Board of Directors, if they are found to be directly or indirectly related to a contract, an agreement or a tentative contract or an agreement to be concluded with EVN Finance, here, the Board of Directors shall consider whether to enter into such contracts or agreements, if it later learns of the existence of such interests or in any other case, such member shall notify at the first meeting of the Board of Directors after such member learns of the relevant interests.
- 11) Majority vote: A decision of the Board of Directors shall be approved if approved by a majority of the members of the Board of Directors entitled to vote at the meeting. In case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman of the Board of Directors to chair the meeting (in case the Chairman of the Board of Directors is absent).
- 12) In case the Board of Directors collects written opinions or other forms as prescribed at Point d, Clause 8 of this Article to adopt a decision on an issue, the decision shall be considered to be of equivalent validity as a decision adopted by the members of the Board of Directors at a meeting convened and ordinarily organized, if:
 - a. To obtain the written consensus or other forms as prescribed in Clause 8 of this Article of the majority of the members of the Board of Directors who have the right to participate in voting on the issue of giving opinions;

- b. The number of members of the Board of Directors entitled to vote in writing or other forms as prescribed in Clause 8 of this Article must meet the conditions on the number of members required to conduct meetings of the Board of Directors;
- 13) Minutes: Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. The minutes of the meeting of the Board of Directors must be made in Vietnamese and may be made in a foreign language and must be signed by all members of the Board of Directors attending the meeting. Minutes made in Vietnamese and in foreign languages have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply. The chairperson, the person recording the minutes and the signatories of the minutes shall be responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting, if all other members of the Board of Directors attend and agree to approve the minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, this Record shall take effect. The minutes of the meeting clearly state that the chairman and the person recording the minutes refuse to sign the minutes of the meeting. The signatory of the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson and the person taking the minutes shall be personally responsible for the damage caused to the enterprise due to refusal to sign the minutes of the meeting in accordance with the provisions of the Law on Enterprises, this Charter and relevant laws. The minutes of the meeting of the Board of Directors and the documents used in the meeting must be kept at the company's head office.
- 14) Persons invited to attend the meeting of the Board of Directors: Members of the Board of Supervisors, the General Director and may have other managers and experts, but are not allowed to participate in voting.

- 15) Members of the Board of Directors must fully attend meetings of the Board of Directors. Members of the Board of Directors may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

Article 52. Assisting apparatus of the Board of Directors

- 1) The Board of Directors establish and maintain the Assisting Apparatus consisting of Committees and individuals within the company as deemed necessary from time to time.
- 2) The Board of Directors must establish Committees under the Board of Directors under Clause 7, Article 45 of this Charter and may set up other Assisting Committees if it deems it necessary. Specific tasks and powers, number and criteria of Committee members shall be decided by the Board of Directors in accordance with the provisions of law.
- 3) The board may assign tasks to one or several individuals. The roles and tasks prescribed by the Board of Directors are in accordance with the provisions of law.
- 4) The Board of Directors of EVN Finance must appoint at least 01 person in charge of corporate governance to support corporate governance at EVN Finance. The person in charge of EVN Finance's administration must not simultaneously work for an approved auditing organization that is auditing EVN Finance's financial statements. The person in charge of corporate governance has the rights and obligations in accordance with the law and internal regulations of the Company.

CHAPTER XI. GENERAL DIRECTOR

Article 53. General Director

- 1) The Board of Directors appoints the General Director.
- 2) The General Director is the highest executive of EVN Finance, responsible to the Board of Directors for the exercise of his rights and obligations.
- 3) The General Director is the legal representative of EVN Finance. The tenure of the General Director shall not exceed 05 (five) years. The General Director can be reappointed for an unlimited number of terms.
- 4) In case of vacancy of the General Director, the Board of Directors of EVN Finance must appoint the General Director within 90 days from the date of vacancy of the General Director.

Article 54. Appointment and dismissal of the General Director

- 1) The Board of Directors shall issue a decision on the appointment and dismissal of the General Director. The order, procedures and dossiers on the appointment and dismissal of the General Director shall comply with the regulations of the State Bank and the Regulation on appointment and dismissal of EVN Finance.
- 2) The General Director, after the appointment decision of the Board of Directors, may assume the work of the newly appointed title; The former General Director shall be responsible for handing over the work to the new General Director for handling and shall be personally responsible for his/her decisions during the period in which he or she is eligible to hold such position.
- 3) In case the General Director is automatically deprived of the status of General Director, the Board of Directors must immediately appoint a Deputy General Director or a Head of a unit in the Company (in case there is no Deputy General Director) to satisfy the conditions prescribed by the State Bank and not fall into the subjects specified in Article 38 of this Charter to undertake the obligations of The General Director and immediately submit a written report enclosed with documents proving the disqualification of the personnel to the State Bank within 05 (five) working days from the date of identification of the person who is automatically disqualified and take responsibility for the accuracy, honesty of this report.

- 4) Within a maximum period of 90 (ninety) days from the date on which the General Director automatically loses his or her status as General Director or the Board of Directors issues a decision on dismissal or dismissal of the General Director, the Board of Directors must find a replacement and carry out the procedures for appointing a new General Director in accordance with law.
- 5) In case the General Director seriously violates the provisions of law, the State Bank and the Charter of EVN Finance, the Board of Directors has the right to temporarily suspend the executive right of the General Director, and at the same time must immediately appoint a Deputy General Director or a Head of a unit in the Company (in case there is no Deputy General Director) to ensure the conditions as prescribed of the State Bank, not subject to the provisions of Article 38 of this Charter to take charge of the work of the General Director and immediately send a written report and proposal for handling of violations, as well as the title of General Director, to the State Bank for settlement according to current regulations.
- 6) During the time when the General Director has not been officially appointed, the Chairman of the Board of Directors and members of the Board of Directors, the Head of the Board of Supervisors and members of the Board of Supervisors, who are in charge of the obligations of the General Director are fully responsible with the law and shareholders for all activities of EVN Finance.

Article 55. Rights and obligations of the General Director

The General Director has the following rights and obligations:

- 1) Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 2) Decide on matters under its jurisdiction related to EVN Finance's daily business activities.
- 3) Establish and maintain an effective internal control system.
- 4) Prepare and submit to the Board of Directors for approval of financial statements. To take responsibility for the accuracy and truthfulness of financial statements, statistical reports, settlement data and other financial information.

- 5) Promulgate according to the competence of internal regulations; operational processes and procedures for operating the business operation system and management information system.
- 6) Report to the Board of Directors, the Board of Supervisors, the General Meeting of Shareholders and competent state agencies on the operation and business results of EVN Finance.
- 7) Decide on the application of measures beyond its competence in case of natural disasters, enemy sabotage, fires or incidents, and to take responsibility for such decisions and promptly report to the Board of Directors.
- 8) Propose the organizational and management structure of EVN Finance to the Board of Directors or the General Meeting of Shareholders for decision according to its competence.
- 9) Request the Board of Directors to hold an extraordinary meeting in accordance with the law.
- 10) Appoint and dismiss management and executive positions of EVN Finance, except for titles under the decision-making authority of the General Meeting of Shareholders and the Board of Directors.
- 11) Sign contracts and other transactions in the name of EVN Finance in accordance with the Charter and internal regulations of EVN Finance.
- 12) Propose a plan to use profits and handle losses in EVN Finance's business.
- 13) Recruitment, discipline, dismissal; decide on salaries and bonuses of employees according to their competence.
- 14) Decide on the establishment and stipulate the functions, tasks and powers of the councils in each period, including: Risk Management Council, Debt and Credit Asset Management Council, and other councils under the decision of the General Director, complying with the law and internal regulations of EVNFinance, except for cases falling within the competence of the Board of Directors.
- 15) Decide on appointment/establishment and stipulating the functions, tasks and powers of other individuals/units, complying with the law and internal regulations of EVNFinance, except for cases within the authority of the Board of Directors.

16) Other rights and obligations as prescribed by law.

Article 56. Standards of the General Director

- 1) Not falling into the subjects specified in Clause 1, Article 38 of this Charter;
- 2) Have professional ethics as prescribed by the State Bank;
- 3) Have a bachelor's degree or higher in one of the disciplines of finance, banking, economics, business administration, law, accounting, auditing;
- 4) Have one of the following conditions: Having at least 05 (five) years as an operator of a credit institution; having at least 05 (five) years of working as General Director (Director), Deputy General Director (Deputy Director) of an enterprise with an equity capital of at least equal to the legal capital level for each type of credit institution and having at least 05 years of working directly in the field of finance, banking, accounting, auditing; have at least 10 (ten) years of direct working in the fields of finance, banking, accounting and auditing;
- 5) Reside in Vietnam during the tenure.

CHAPTER XII. BOARD OF SUPERVISORS

Article 57. Composition and tenure and the structure of the Board of Supervisors

- 1) The Board of Supervisors shall supervise and evaluate the observance of the provisions of law, internal regulations, the Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 2) The Board of Supervisors have at least 03 (three) members and not more than 05 (five) members.
- 3) The tenure of the Board of Supervisors shall not exceed 05 (five) years. The tenure of members of the Board of Supervisors is according to the tenure of the Board of Supervisors. The tenure of a member that is supplemented or replaced is the remaining term of the term. The Board of Supervisors of the newly ended term continues to operate until the Board of Supervisors of the new term takes over the work.
- 4) Persons elected to hold the position of Head of the Board and members of the Board of Supervisors shall be responsible for receiving, handing over and undertaking the work of the elected titles. Those who are dismissed or dismissed from office shall be responsible for handing over their jobs to newly elected persons; at the same time, they must take personal responsibility for their decisions during the time they are qualified to hold that position.
- 5) The principles for nominating persons to the Board of Supervisors are implemented as follows:
 - a. Shareholders and groups of shareholders owning from 5% to less than 20% of the total number of ordinary shares may nominate a maximum of one candidate;
 - b. A group of shareholders owning from 20% to less than 30% of the total number of ordinary shares may nominate a maximum of two candidates;
 - c. The group of shareholders owning from 30% to less than 40% of the total ordinary shares may nominate up to three candidates;
 - d. The group of shareholders owning from 40% to less than 50% of the total ordinary shares may nominate a maximum of four candidates;

- e. The group of shareholders owning more than 50% of the total number of ordinary shares may nominate up to five candidates;
 - f. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate, the remaining number of candidates nominated by the incumbent Board of Directors or the incumbent Board of Supervisors or shareholders or groups of shareholders owning or representing more than 5% of the total number of ordinary shares are nominated;
- 6) The Board of Supervisors has an assisting department and an internal audit department to perform its tasks.

Article 58. Tasks, rights and responsibilities of the Board of Supervisors

The Board of Supervisors has the following tasks, rights and responsibilities:

- 1) Be loyal to the interests of EVN Finance and shareholders; do not use information, know-how, business opportunities of EVN Finance, position, title and use assets of EVN Finance for personal gain or to serve the interests of other organizations or individuals.
- 2) Supervise the management and operation activities of EVN Finance in compliance with the provisions of law, internal regulations, Charter and Resolutions, decisions of the General Meeting of Shareholders, Board of Directors; be responsible to the General Meeting of Shareholders in performing assigned tasks and powers according to the provisions of the Law on Credit Institutions and this Charter.
- 3) Issue internal regulations of the Board of Supervisors; annually review internal regulations of the Board of Supervisors, internal regulations on accounting and reporting.
- 4) Organize the implementation of internal audit functions; provide complete, accurate and timely information and documents related to the management and operation of EVN Finance to perform assigned tasks and powers; have the right to use EVN Finance's resources to perform assigned tasks and powers; hire independent experts, consultants and external organizations to perform tasks but still be responsible for the performance of the tasks of the Board of Supervisors.

- 5) Supervise the financial status, appraise the financial statements for the first 6 (six) months of the year and annually of EVN Finance; report to the General Meeting of Shareholders on the results of the appraisal of the financial statements, assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial reporting. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval by the Board of Directors
 - 6) Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of EVN Finance under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors;
 - 7) Supervise the compliance with the provisions in Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in EVN Finance's operations;
 - 8) Check accounting books, other documents and the management and administration of EVN Finance's operations when deemed necessary or in the following cases:
 - According to resolutions and decisions of the General Meeting of Shareholders;
 - At the request of the State Bank;
 - At the request of major shareholders or groups of major shareholders in accordance with the provisions of law.
- The Board of Supervisors carry out the inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days after the end of the inspection, the Board of Supervisors shall have to report and explain the matters requested for inspection to the requesting organization or individual.
- 9) Promptly notify the General Meeting of Shareholders and the Board of Directors, when detecting that EVN Finance's managers and executives have violated the law, EVN Finance's Charter, internal regulations, resolutions and decisions of the

General Meeting of Shareholders and the Board of Directors; request the violator to immediately stop the violation and take remedial measures (if any).

- 10) Make a list of founding shareholders within 05 years from the date of being the founding shareholder, shareholders owning 01% or more of charter capital, capital contributors and related persons of members of the Board of Directors, members of the Board of Supervisors, General Director of EVN Finance, shareholders owning 01% or more of charter capital; Keep and update changes to this list.
- 11) Request the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the Law on Credit Institutions and the Charter of EVN Finance.
- 12) Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision to seriously violate the provisions of the Law on Credit Institutions or exceed its assigned competence and other cases as prescribed in the Charter of EVN Finance.
- 13) Appoint, dismiss, discipline, suspend and decide on salaries and other benefits for positions in the internal audit department.
- 14) Promptly report to the State Bank on the violations specified in Clauses 7, 9 and 12 of this Article and violations on the shareholding ratio and related persons in accordance with the Law on Credit Institutions.
- 15) Other duties and powers as prescribed by law and the Charter of EVN Finance.

Article 59. Rights and obligations of the Head of the Board and members of the Board of Supervisors

- 1) The Head of the Board of Supervisors has the following rights and obligations:
 - a. To organize the performance of the tasks and obligations of the Board of Supervisors specified in Article 58 of this Charter and take responsibility for the performance of its rights and obligations.
 - b. Convene and chair the meeting of the Board of Supervisors.
 - c. On behalf of the Board of Supervisors, sign documents under the competence of the Board of Supervisors.

- d. On behalf of the Board of Supervisors, convene an extraordinary General Meeting of Shareholders specified in Article 58 of this Charter or request the Board of Directors to hold an extraordinary meeting.
 - e. Attending meetings of the Board of Directors, they have the right to express their opinions but are not allowed to vote.
 - f. Request to record his/her opinion in the minutes of the meeting of the Board of Directors if his/her opinion differs from the resolution or decision of the Board of Directors and report to the General Meeting of Shareholders.
 - g. Prepare the work plan of the Board of Supervisors and assign tasks to the members of the Board of Supervisors.
 - h. Ensure that members of the Board of Supervisors receive complete, objective, accurate information and have enough time to discuss issues that must be considered by the Board of Supervisors.
 - i. Supervise and direct the performance of assigned tasks and rights and obligations of members of the Board of Supervisors.
 - j. Only authorize another member of the Board of Supervisors to exercise the rights and obligations of the Head of the Board of Supervisors during the time of absence or inability to perform tasks.
 - k. Other rights and obligations as prescribed by law and the Charter of EVN Finance.
- 2) Members of the Board of Supervisors have the following rights and obligations:
- a. Comply with the law, this Charter and internal regulations of the Board of Supervisors and perform the tasks assigned by the Head of the Board of Supervisors honestly and carefully for the benefit of EVN Finance and shareholders, and take responsibility for the performance of their rights and obligations.
 - b. Elect a member of the Board of Supervisors as the Head of the Board of Supervisors.
 - c. Request the Head of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors.

- d. Control business activities, control accounting books, assets, financial statements and propose remedial measures.
- e. Request managers, executives, officers and employees of EVN Finance to provide data and explain business activities to perform assigned tasks.
- f. Report to the Head of the Board of Supervisors on irregular financial activities and take responsibility for his evaluation and conclusions.
- g. Attend meetings of the Board of Supervisors, discuss and vote on issues falling under the tasks and powers of the Board of Supervisors, except for matters with conflicts of interest with such members.
- h. Other rights and obligations as prescribed by law and this Charter.

Article 60. Remuneration and other benefits of members of the Board of Supervisors

- 1) Members of the Board of Supervisors are paid remuneration according to their work and enjoy other benefits according to the Decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and annual operating budget of the Board of Supervisors.
- 2) Members of the Board of Supervisors are entitled to pay for meals, accommodation, travel and expenses for using independent consulting services at a reasonable level. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 3) The remuneration and operating expenses of the Board of Supervisors shall be included in EVN Finance's business expenses in accordance with the law on corporate income tax and relevant laws and must be expressed as a separate item in EVN Finance's annual financial statements.

Article 61. Standards of members of the Board of Supervisors

- 1) Not falling into the subjects specified in Clause 1, Article 38 of this Charter;
- 2) Have professional ethics as prescribed by the State Bank;
- 3) Have a university degree or higher in one of the following disciplines: economics, business administration, law, accounting, auditing;

- 4) Have at least 03 (three) years of direct working in the field of banking, finance, accounting or auditing;
- 5) Not being a related person of EVN Finance's manager;
- 6) The Head of the Board of Supervisors must reside in Vietnam during the tenure;
- 7) Not being a member or employee of an auditing organization approved to audit EVN Finance's financial statements in the previous 03 consecutive years.

Article 62. Replacement of members of the Board of Supervisors

- 1) Members of the Board of Supervisors shall automatically lose their qualifications or be dismissed or dismissed from the office according to the cases specified in this Charter. The order, procedures and dossiers of application for change and approval of the election, appointment and dismissal of the Head of the Board and members of the Board of Supervisors shall comply with the regulations of the State Bank.
- 2) Within 15 (fifteen) days from the date on which the Head of the Board of Supervisors automatically loses his or her status as a member of the Board of Supervisors, the members of the Board of Supervisors shall organize a meeting of the Board of Supervisors to elect a member of the Board of Supervisors (fully meeting the criteria and conditions prescribed by the State Bank) as the Head of the Board of Supervisors.
- 3) The Head of the Board of Supervisors wanting to resign as Head of the Board of Supervisors, must send an application to the Board of Directors and the Board of Supervisors. Within 60 (sixty) days from the date of receipt of the application, the Board of Supervisors must hold a meeting to consider and decide and carry out the procedures for dismissal, dismissal and election of the Head of the Board of Supervisors according to current regulations.
- 4) Members of the Board of Supervisors who wish to resign must send an application to the Board of Supervisors for submission to the nearest General Meeting of Shareholders for decision.

- 5) In case the minimum number of members of the Board of Supervisors is insufficient as prescribed by the Charter of EVN Finance, within 90 (ninety) days from the date on which the number of members of the Board of Supervisors is insufficient as prescribed, the Board of Supervisors must request the Board of Directors to convene the General Meeting of Shareholders to elect additional members of the Board of Supervisors.
- 6) In other cases, the nearest meeting of the General Meeting of Shareholders shall elect new members of the Board of Supervisors to replace the members of the Board of Supervisors who are dismissed or supplemented with missing members.

CHAPTER XIII. THE RIGHT TO LOOK UP BOOKS AND RECORDS OF THE EVN FINANCE JOINT STOCK COMPANY

Article 63. The right to look up books and records

- 1) Shareholders have the right to vote for the right, either directly or through a lawyer or authorized person, by a written request:
 - a. Look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; considering, lookup, extracting or copying the company's charter, minutes of meetings and resolutions of the General Meeting of Shareholders. A request by the authorized person must be accompanied by the power of attorney of the shareholder he or she represents or a notarized copy of this power of attorney.
 - b. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts, etc transactions must be made through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
- 2) Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Executives have the right to check and look up the register of shareholders, the list of shareholders and other books and records of EVN Finance for purposes related to their tasks, on the condition that such information is kept confidential.

- 3) EVN Finance will have to save this Charter and its additional amendments, Establishment and Operation License, Business Registration Certificate, regulations, documents proving ownership of assets, annual financial statements certified by the Independent Auditor, etc. Resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, accounting books and any other papers as prescribed by law at the head office or another place in the operation area of the head office provided that the shareholders and the business registration agency are notified of the the point where these papers are stored.
- 4) The Company's Charter is published on the Company's website.

CHAPTER XIV. EMPLOYEES

Article 64. Employees

- 1) The General Director will have to develop a Regulation related to the recruitment, hiring, furloughing of employees, salaries, social insurance, welfare, commendation and discipline for EVN Finance's employees to submit to the Board of Directors for consideration or approval.
- 2) Employees in EVN Finance are responsible for properly and fully complying with: internal rules, regulations and regulations on labor management; other internal regulations and regulations of EVN Finance; implement decisions on recruitment, transfer, discipline, reward and welfare of EVN Finance.

CHAPTER XV. PROFIT DISTRIBUTION

Article 65. Dividends

- 1) The dividend paid to ordinary shares is determined based on the net profit realized and the dividend payment deducted from EVN Finance's retained earnings. EVN Finance is only entitled to pay dividends of ordinary shares when the following conditions are met:
 - a. EVN Finance has fulfilled its tax obligations and other financial obligations in accordance with the law;
 - b. Having completed setting up EVN Finance's funds and fully compensated for previous losses in accordance with the provisions of law and regulations of competent State agencies;
 - c. Immediately after paying the set dividend, EVN Finance still ensures full payment of debts and other property obligations due;
- 2) Dividends can be paid in cash, in shares of EVN Finance or in other assets specified in this Charter. If payment is made in cash, it must be made in Vietnam Dong and can be paid by cheque or postal deposit payment order to the permanent address or contact address of the shareholder.
- 3) Dividends must be paid in full within 06 (six) months from the end of the Annual General Meeting of Shareholders or other deadlines after completing the procedures as prescribed by law. The Board of Directors shall carry out procedures for information disclosure, finalize the list of shareholders entitled to receive dividends, time and form of dividend payment in accordance with law.
- 4) In case a shareholder transfers his/her shares during the period between the end of the list of shareholders and the time of dividend payment, the transferor is the recipient of dividends from EVN Finance.
- 5) In case of paying dividends in shares, EVN Finance is not required to carry out the procedures for offering shares as prescribed in Articles 123, 124 and 125 of the Law on Enterprises.

CHAPTER XVI. CONTROL SYSTEM, INTERNAL AUDIT, RESERVE FUND, FISCAL YEAR, ACCOUNTING SYSTEM

Article 66. Internal Control System

- 1) The internal control system is a collection of mechanisms, policies, processes, internal regulations, and organizational structure of EVN Finance and is implemented to ensure the prevention, detection and timely handling of risks.
- 2) EVN Finance must build an internal control system to ensure the following requirements:
 - a. Efficiency and safety in operation; protecting, managing and using assets and resources safely and effectively;
 - b. The financial information system and management information are honest, reasonable, complete and timely;
 - c. Comply with the law and internal regulations, processes and regulations;
- 3) EVN Finance builds an internal control system and deploys technology application in internal control activities in accordance with the regulations of the Governor of the State Bank.

Article 67. Internal Audit

- 1) Internal audit is a specialized unit under the Board of Supervisors that performs internal audit activities of EVN Finance.
- 2) Internal audit conducts independent and objective review and assessment of the appropriateness and compliance with the credit institution's internal mechanisms, policies, procedures and regulations; makes recommendations to improve the effectiveness of systems, procedures and regulations, contributing to ensuring that the credit institution operates safely, effectively and in accordance with the law.
- 3) Internal audit results must be reported to the Board of Supervisors and sent to the Board of Directors and General Director of EVN Finance.
- 4) Internal audit principles comply with current laws.

Article 68. Financial Regime

- 1) EVN Finance complies with the financial regime in accordance with the law.
- 2) The Board of Directors, the Board of Supervisors, and the General Director of EVN Finance are responsible before the law and State management agencies for the observance of EVN Finance's financial regime.

Article 69. Use of funds

- 1) EVN Finance is allowed to use capital to serve business activities, construction investment, and procurement of fixed assets in accordance with the law.
- 2) EVN Finance is allowed to change the structure of capital and assets in service of the development of operations in accordance with the law.
- 3) EVN Finance is allowed to transfer capital and assets between branches or between subsidiaries with legal status, independent accounting in accordance with the law.

Article 70. Funds

- 1) Annually, EVN Finance must set aside from after-tax profits in accordance with the provisions of law, this Charter, the Financial Regulation and other relevant internal regulations to establish and maintain the following funds:
 - Reserve fund to supplement charter capital;
 - Financial Reserve Fund;
 - Other reserve funds as prescribed by law.
- 2) In addition to the funds in Clause 1 of this Article, EVN Finance may deduct from after-tax profits to establish, manage and use funds in accordance with EVN Finance's internal regulations, including:
 - Professional Development Investment Fund;
 - Reward Fund;
 - Welfare Fund;
 - Other funds in accordance with the regulations of the State Bank and current legal provisions;
- 3) The level of appropriation for funds shall be decided by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 71. Accounting and Taxation

- 1) EVN Finance implements the accounting and statistics regime in accordance with the law.
- 2) EVN Finance's fiscal year starts on January 1 and ends on December 31 of the same calendar year. The first Fiscal Year begins on the date of issuance of the license and ends on December 31 of the same calendar year.
- 3) EVN Finance prepares accounting books in Vietnamese. EVN Finance must make accounting books according to the type of business. Such books must be accurate, up-to-date, systematic, and sufficient to prove and account for transactions.
- 4) EVN Finance performs accounting according to the accounting account system prescribed by the State Bank.
- 5) EVN Finance performs the obligations of taxpayers in accordance with the law.

CHAPTER XVII. ANNUAL REPORTS, INFORMATION DISCLOSURE, DISCLOSURE OF FINANCIAL STATEMENTS

Article 72. Report

- 1) EVN Finance must implement the reporting and information provision regime in accordance with the law on accounting, statistics, and statistical investigation.
- 2) EVN Finance must report on business activities periodically according to the regulations of the Governor of the State Bank.
- 3) In addition to the reports specified in Clauses 1 and 2 of this Article, EVN Finance is responsible for promptly reporting in writing to the State Bank in the following cases:
 - a. Abnormal developments in professional activities may seriously affect EVN Finance's business situation;
 - b. Changes in organization, management, operation, financial situation of major shareholders and other changes that seriously affect EVN Finance's business operations; purchase, sale, transfer of shares and capital contributions of major shareholders;
 - c. Changing the name of EVN Finance's branch; suspension of business activities for less than 05 working days; listing stocks on the domestic stock market;
- 4) EVN Finance's subsidiaries and associated companies (if any) are responsible for sending their financial statements and operation reports to the State Bank when requested.
- 5) Within 90 (ninety) days from the end of the fiscal year, EVN Finance must send annual reports to the State Bank in accordance with law.

Article 73. Disclosure of information and disclosure of financial statements

- 1) EVN Finance is obliged to fully and accurately and promptly disclose financial statements, annual reports, periodic and irregular information on the situation of business, finance and banking governance in accordance with the law on credit institutions, law on securities and securities market and guiding documents and requirements of competent management agencies.

- 2) The disclosure of information must ensure the principles of timeliness, completeness, accuracy and transparency, in accordance with the provisions of law; Ensure shareholders have fair access to information.
- 3) Within 120 (one hundred and twenty) days from the end of the fiscal year, EVN Finance must publicize its financial statements in accordance with the law.

CHAPTER XVIII. INDEPENDENT AUDIT

Article 74. Independent Audit

- 1) Before the end of the fiscal year, EVN Finance must select an independent auditing organization that meets the requirements prescribed by the Governor of the State Bank to audit the financial statements and provide assurance services for the operation of the internal control system in the preparation and presentation of financial statements in the following fiscal year. Within 30 days from the date of deciding to select an independent auditing organization, EVN Finance must notify the State Bank of the selected independent auditing organization.
- 2) EVN Finance will have to prepare and submit annual accounting reports to the independent audit firm after the end of each fiscal year.
- 3) EVN Finance's independent audit organization will check, authenticate and report on the basis of annual accounting reports of EVN Finance's revenues and expenditures and must prepare an Audit Report and submit such report to the Board of Directors within 90 (ninety) days from the end of each fiscal year.
- 4) A copy of the Audit Report will have to be sent attached to EVN Finance's annual financial statements.
- 5) In case the audit report of EVN Finance's annual financial statements contains material exceptions, conflicting audit opinions or rejection, EVN Finance must invite the representative of the approved auditing organization to audit EVN Finance's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above are responsible for attending the Annual General Meeting of Shareholders of EVN Finance.
- 6) The specific audit of EVN Finance's activities is carried out in accordance with the provisions of the Law on Credit Institutions, the law on independent audit and the State Bank's guiding documents.

CHAPTER XIX. REORGANIZATION, DISSOLUTION, BANKRUPTCY AND LIQUIDATION OF ASSETS

Article 75. Reorganization of EVN Finance

EVN Finance is reorganized in the form of division, separation, consolidation, merger, transformation of legal form, transformation of non-bank credit institution after being approved in writing by the State Bank.

Article 76. Dissolution and termination of EVN Finance's operation

EVN Finance is dissolved or terminated in the following cases:

- 1) EVN Finance does not propose to extend the License or request for extension but is not approved in writing by the State Bank upon the expiration of the operation term.
- 2) The license is revoked;
- 3) Cases of dissolution or termination of operation in accordance with law.

Article 77. Liquidation of EVN Finance assets

- 1) In case EVN Finance is declared bankrupt, the liquidation of EVN Finance's assets shall be carried out in accordance with the provisions of the law on bankruptcy.
- 2) Upon dissolution or termination of operation as prescribed in Article 76 of this Charter, EVN Finance must liquidate assets under the supervision of the State Bank and in accordance with the order and procedures for liquidation of assets prescribed by the Governor of the State Bank.
- 3) In the process of supervising the liquidation of EVN Finance's assets specified in Clause 2 of this Article, if EVN Finance is found to be unable to fully pay debts, the State Bank shall issue a decision to terminate the liquidation of assets and request EVN Finance to implement the bankruptcy plan of the credit institution according to the provisions of Section 5, Chapter X and Article 203 of the Law credit institutions.
- 4) All costs related to the liquidation of assets are borne by EVN Finance.

Article 78. EVN Finance's bankruptcy

The bankruptcy of EVN Finance shall comply with the provisions of Article 203 of the Law on Credit Institutions and the law on bankruptcy.

CHAPTER XX. INTERNAL DISPUTE RESOLUTION

Article 79. Internal Dispute Resolution

- 1) Whenever a dispute or complaint is related to the work of EVN Finance or to the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Law on Credit Institutions and its guiding documents and any other laws or administrative regulations, among:

- a. A shareholder or shareholders and EVN Finance; or
- b. Any shareholder or shareholders and the Board of Directors, the Board of Supervisors, the General Director or the Management Officer.

The parties involved will try to resolve that dispute through negotiation and mediation.

Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and shall require each party to present the practical elements related to the dispute within 21 (twenty-one) working days from the date the dispute arises. If the dispute involves the Board or the Chairman of the Board, either party may appoint an independent expert to mediate the dispute resolution process.

- 2) If no decision is reached in the conciliation within 4 (four) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, either party may bring the dispute to an Arbitration Body or a competent People's Court for settlement.
- 3) Each party will bear its own costs related to the negotiation and mediation procedures. The costs of the Arbitrator/Court shall be made in accordance with the award of the Arbitrator/Court.

CHAPTER XXI. INFORMATION AND SECURITY

Article 80. Provision of information

- 1) EVN Finance is allowed to exchange information about activities with other credit institutions.
- 2) EVN Finance is responsible for reporting information related to business activities to the State Bank and being provided by the State Bank with information of customers who have credit relations with credit institutions and foreign bank branches in accordance with the regulations of the Governor of the State Bank.

Article 81. Confidentiality obligations

- 1) Employees, managers, executives of EVN Finance and related persons are not allowed to disclose customer information and business secrets of EVN Finance.
- 2) EVN Finance must ensure the confidentiality of customer information at EVN Finance in accordance with the law.
- 3) EVN Finance is not allowed to provide EVN Finance's customers' information to other organizations and individuals, except at the request of competent state agencies in accordance with the provisions of law or with the approval of customers.

CHAPTER XXII. IMPLEMENTATION TERMS

Article 82. Enforcement Terms

- 1) This Charter consists of 22 Chapters, 82 Articles, approved by the General Meeting of Shareholders on 2025, and replaces the Charter of organization and operation of EVN Finance approved by the General Meeting of Shareholders on March 27, 2024.
- 2) This Charter takes effect from the time specified in the Decision promulgated together with this Charter.
- 3) In case the provisions of the law related to the operation of EVN Finance have not been mentioned in this Charter, or in case there are provisions of the law that are different from the provisions in this Charter, the provisions of such law shall naturally apply and govern the operation of EVN Finance.

LEGAL REPRESENTATIVE

MAI DANH HIEN

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

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