

**EVNFINANCE JOINT
STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.: 05/QĐ-HĐQT-TCĐL

Hanoi, April 15, 2025

DECISION

***On the Issuance of the Regulation on the Organization and Operation of the Board
of Directors of EVNFinance Joint Stock Company***


**BOARD OF DIRECTORS
OF EVNFINANCE JOINT STOCK COMPANY**

- Pursuant to Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024;
- Pursuant to the Charter of organization and operation of EVNFinance Joint Stock Company;
- Pursuant to Resolution No. 01/NQ DHDCTD TCĐL of the 2025 Annual General Meeting of Shareholders of EVNFinance Joint Stock Company dated April 5, 2025;

DECISION:

Article 1. To issue the 6th amended and supplemented Regulation on the Organization and Operation of the Board of Directors of EVNFinance Joint Stock Company (attached to this Decision).

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 08/QĐ-HĐQT-TCĐL dated March 27, 2024, of the Board of Directors on the issuance of the Regulation on the Organization and Operation of the Board of Directors of EVNFinance Joint Stock Company.

Article 3. Members of the Board of Directors, the General Director, and relevant units and individuals shall be responsible for the implementation of this Decision. 

Recipients:

- As stated in Article 3;
- Board of Supervisors;
- Archives: Governance Office.

ON BEHALF OF BOARD OF DIRECTORS



PHẠM TRUNG KIẾN

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

EVN FINANCE

**REGULATION
ON ORGANIZATION AND ACTIVITIES
OF THE BOARD OF DIRECTORS**

Hanoi, April 2025

EVN Finance Joint Stock Company (hereinafter referred to as EVN Finance or EVN Finance Company) is a joint stock company established in accordance with the 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 shall comply with the provisions of the Company's Charter, current regulations of the State Bank of Vietnam and other relevant current legal provisions.

The Regulation on Organization and operation of the Board of Directors is approved by the Annual General Meeting of Shareholders of EVN Finance at the meeting dated April 5, 2025.

EDIT SUMMARY

REVISION	DATE ISSUED	SUMMARY OF AMENDMENTS
01	16/11/2016	Amendment No. 01, replacing the Regulation on organization and operation of the Board of Directors issued under Decision No. 21/QĐ-TCĐL-HĐQT dated July 24, 2013. Updated to reflect changes in prevailing legal regulations and in accordance with the Company Charter.
02	26/6/2018	Amendment No. 02, replacing the Regulation on organization and operation of the Board of Directors issued under Decision No. 24/QĐ-HĐQT-TCĐL of the Board of Directors dated November 16, 2016. Updated to reflect changes in prevailing legal regulations and in accordance with the Company Charter.
03	27/4/2021	Amendment No. 03, replacing the Regulation on organization and operation of the Board of Directors issued under Decision No. 20A/QĐ-HĐQT-TCĐL of the Board of Directors dated June 26, 2018. Updated to reflect changes in prevailing legal regulations and in accordance with the Company Charter.

04	17/3/2023	<p>Amendment No. 04, replacing the Regulation on organization and operation of the Board of Directors approved by the General Meeting of Shareholders on April 27, 2021.</p> <p>Updated to reflect changes in prevailing legal regulations and in accordance with the Company Charter.</p>
05	15/3/2024	<p>Amendment No. 05, replacing the Regulation on organization and operation of the Board of Directors approved by the General Meeting of Shareholders on March 17, 2023.</p> <p>Updated to reflect changes in prevailing legal regulations and in accordance with the Company Charter.</p>
06	05/4/2025	<p>Amendment No. 06, replacing the Regulation on organization and operation of the Board of Directors approved by the General Meeting of Shareholders on March 15, 2024.</p> <p>Updated to reflect changes in prevailing legal regulations and in accordance with the Company Charter.</p>

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CHAPTER I

GENERAL PROVISIONS

Article 1. Legal basis

1. Law on Enterprises No. 59/2020/QH14 dated 17/06/2020;
2. Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amendments and supplements
3. Law on Securities No. 54/2019/QH14 dated 26/11/2019;
4. Decree No. 39/2014/ND-CP dated 07/5/2014 on the operation of Finance Companies and Financial Leasing Companies;
5. Decree 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of Articles of the Law on Securities;
6. Circular 116/2020/TT-BTC issued by the Ministry of Finance on 31/12/2020 guiding a number of articles on corporate governance applicable to public companies in Decree 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
7. Circular No. 05/2023/TT-NHNN dated June 22, 2023 amending and supplementing a number of articles of Circular No.30/2015/TT-NHNN dated 25/12/2015 regulating the issuance of licenses, organization and operation of non-bank credit institutions.
8. Circular 17/2018/TT-NHNN issued by the SBV on August 14, 2018 amending and supplementing a number of articles of circulars regulating the issuance of licenses, operation networks and foreign exchange activities of credit institutions and foreign bank branches;
9. Circular No. 22/2018/TT-NHNN issued by the SBV on September 5, 2018 guiding procedures and dossiers of approval of the expected list of personnel of commercial banks, non-bank credit institutions and foreign bank branches and Circular No. 13/2020/TT-NHNN dated November 13, 2020 amending and supplementing a number of articles of Circular No. 22/2018/TT-NHNN;
10. Circular 13/2019/TT-NHNN issued by the SBV on August 21, 2019 amending and supplementing a number of articles of circulars related to the issuance of licenses, organization and operation of credit institutions and foreign bank branches;
11. Circular 10/2024/TT-NHNN amending and supplementing a number of articles of Circular No.22/2018/TT-NHNN dated 05/9/2018 guiding procedures and

dossiers for approving the list of expected personnel of commercial banks, non-bank credit institutions and foreign bank branches.

12. Charter of organization and operation of the Company;
13. ISO 9001:2015 standard;
14. Other relevant guiding legal documents and internal regulatory documents.

Article 2. Purpose

To unify the organizational structure of the Board of Directors, clearly delineate the Rights and Obligations of the Board of Directors, the Chairman and Board members, establish the operating mechanism of the Board of Directors, and regulate the relationship of the Board of Directors with shareholders and other units and organizations within the Company..

Article 3. Scope of regulation and subjects of application

1. Scope of regulation: The Regulation on operation of the Board of Directors stipulates the organizational structure, operating principles, rights and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the provisions of the Law on Enterprises, the company's Charter and other relevant provisions of law.
2. Subjects of application: This Regulation applies to the Board of Directors and members of the Board of Directors.

Article 4. Terms, definitions, and abbreviations

1. Company/EVN Finance: EVN Finance Joint Stock Company;
2. Charter: Charter of EVN Finance Joint Stock Company;
3. General Meeting of Shareholders: General Meeting of Shareholders of EVN Finance Joint Stock Company;
4. Board of Directors: Board of Directors of EVN Finance Joint Stock Company;
5. General Director: General Director of EVN Finance Joint Stock Company;
6. Executive Board/ Board of Management: Consists of the General Director, Deputy General Directors, and the Chief Accountant.
7. Board of Supervisors: Board of Supervisors of EVN Finance Joint Stock Company;
8. Executives: Executives of EVN Finance Joint Stock Company include: General Director, Deputy General Directors, Chief Accountant, Branch Directors of the Company;

9. Managers include: Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, General Director and other managers in accordance with the Law and the Company's Charter from time to time;
10. State Bank of Vietnam (SBV): State Bank of Vietnam;
11. Other terms and terms not defined in this Regulation shall be construed as prescribed in the Charter of the EVN Finance Joint Stock Company ;
12. GMS: General Meeting of Shareholders of EVN Finance Joint Stock Company ;
13. BOD: Board of Directors of the Company ;
14. General Director: General Director of the Company;
15. BOS: Board of Supervisors.

Article 5. Principle of operation

1. The Board of Directors organizes and operates on the principle of compliance with the provisions of law, the Charter and the Company's regulations.
2. The Board of Directors of the Company performs the function of formulating policies, plans, programs, orientations and strategies for development, managing, inspecting and supervising the Company's activities, creating all favorable conditions for the General Director to organize the implementation of resolutions and decisions of the Board of Directors according to their functions, the Rights and Obligations of the General Director are specified in the Charter.
3. The Board of Directors works on the principle of collective leadership, individual responsibility and is accountable to the General Meeting of Shareholders for the performance of assigned rights and obligations. In case the resolution passed by the Board of Directors is contrary to the provisions of law or the Company's Charter, causing damage to the Company, the members who approve such resolution must jointly take personal responsibility for such resolution and must compensate the Company and third parties for damages; Members who oppose the passage of the above resolution are exempt from responsibility.
4. Resolutions and Decisions of the Board of Directors are compulsory for all units and individuals in the entire Company system.

CHAPTER II

ORGANIZATIONAL STRUCTURE OF THE BOARD OF DIRECTORS

Article 6. General Mission

1. The Board of Directors is the governing body of the Company, which has the full right to decide and perform the rights and obligations of the Company on behalf of the Company, except for matters under the jurisdiction of the General Meeting of Shareholders.
2. The Board of Directors uses the Company's seal to perform its rights and obligations.

Article 7. Organizational structure and tenure

1. The Board of Directors must have at least 05 (five) members and no more than 11 (eleven) members, including at least two independent members. The Board of Directors must have at least two-thirds of the total number of members who are 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 are at least 02 independent members in case EVN Finance has less than 08 members of the Board of Directors; (iii) There are at least 03 independent members in case EVN Finance has the number of members of the Board of Directors from 09 to 11 members.
2. The tenure of the Board of Directors shall not exceed 05 (five) years. The tenure of a member of the Board of Directors is according to the tenure of the Board of Directors. The tenure of a member of the Board of Directors is supplemented or replaced as the remaining term of the Board of Directors. In case all members of the Board of Directors end their term 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 their duties.
3. In case the number of members of the Board of Directors is not sufficient as prescribed in the Company's Charter, within 90 (ninety) days from the date on which the minimum number of members is not reached, the Company must elect an additional number of members of the Board of Directors in accordance with the regulations of the State Bank and the Company's Charter.

Article 8. Board Member Standards

1. Persons elected as members of the Board of Directors must meet the following criteria and conditions:
 - a. Not falling into the cases of ineligibility to hold the position as prescribed in Article 38 of the Company Charter;
 - b. Have professional ethics as prescribed by the Governor of the State Bank;
 - c. Have a university degree or higher;
 - d. Having one of the following conditions: Having at least 03 (three) years as a manager or executive of a credit institution; having at least 05 (five) years of being a manager of an enterprise operating in the finance, accounting and auditing sectors; of other enterprises with equity 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 years of working directly in the professional department of finance, banking, accounting, 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, a subsidiary of EVN Finance or has worked for EVN Finance or a subsidiary of EVN Finance for at least 03 consecutive years;
 - b. Not being a person who is receiving regular salaries and remuneration 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, passive fathers, natural mothers, passive mothers, natural children, passed children, brothers, sisters, siblings and spouses of these persons who are major shareholders of EVN Finance, managers or supervisors, members of the Board of Supervisors of EVN Finance or subsidiaries of EVN Finance;
 - d. Not representing ownership of shares in EVN Finance; not together with related persons directly or indirectly owning 1% or more of the charter capital or voting shares of EVN Finance;
 - 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 9. Cases of ineligibility to hold positions

The following persons may not be members of the Board of Directors of the Company:

1. Persons specified in Clause 2, Article 38 of the Company's Charter;
2. Persons who are not allowed to participate in management and administration in accordance with the law on cadres, civil servants, public employees, the law on enterprises and the law on corruption prevention and combat;
3. 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, supervisors, 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;
4. Persons who have been suspended from the title of Chairman or other member of the Board of Directors; Chairpersons, 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 violated the License, leading to the revocation of the License by EVN Finance or another credit institution;
5. 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;
6. Persons who bear responsibility as per an inspection conclusion that led to the credit institution or foreign bank branch being administratively sanctioned in the field of monetary and banking operations at the highest penalty bracket for violations regarding licensing, governance and administration, shares, share capital, share purchase, credit extension, purchase of corporate bonds, and prudential ratios as prescribed by the law on handling administrative violations in the monetary and banking sector.

Article 10. Cases of concurrent positions not allowed

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 who are not independent members may not concurrently hold the following positions:
 - a. EVN Finance executives, except for the case of being the General Director of EVN Finance;
 - b. Managers, executives of other credit institutions, managers of other enterprises, except for managers and executives of subsidiaries of EVN Finance, or of the parent company of EVN Finance or in case of implementation of the approved compulsory transfer plan;
 - c. Supervisors, members of the Board of Supervisors of other credit institutions and other enterprises.
3. An independent member of the Board of Directors of a credit institution may not concurrently hold one of the following positions:
 - a. An executive of EVN Finance, unless serving as the General Director of EVN Finance;
 - b. Managers and executives of other credit institutions; managers of over 02 other enterprises;
 - c. Supervisors, members of the Board of Supervisors of other credit institutions and other enterprises.

Article 11. Automatic disqualification

1. The following cases automatically lose the membership of the Board of Directors:
 - a. Falling into one of the cases in which they are not allowed to hold the positions specified in Article 9 of this Regulation;
 - 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 the Company must send a written report enclosed with documents proving the natural disqualification of the subjects as prescribed at Points a, b, c, d, f and g under Clause 1 of this Article to the State Bank within 05 (five) working days. from the date of identification, the above subjects 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 as prescribed in Article 13 of this Regulation.
 3. After naturally losing their status, members of the Board of Directors of the Company must be responsible for their decisions during their tenure.

Article 12. Dismissal and deposition

1. Except for the case of natural disqualification under Article 11 of this Regulation, the Chairman, Vice Chairman and other members of the Board of Directors of the Company shall be dismissed or dismissed from office in the following cases:
 - a. Dismissal upon submission of resignation to the Board of Directors;
 - b. Dismiss from office when not participating in the activities of the Board of Directors for 06 (six) consecutive months, except for force majeure cases;
 - e. Dismissal when failing to meet the standards and conditions specified in the Company's Charter and relevant laws;
 - f. The dismissal of an independent member of the Board of Directors fails to meet the provisions of Clause 3, Article 39 and Clause 2, Article 48 of the Charter;
 - g. Dismissal or deposition at the proposal of shareholders or groups of shareholders for members of the Board of Directors nominated by such shareholders or groups of shareholders and approved by the General Meeting of Shareholders;
 - h. Dismissal or deposition at the proposal of the Board of Directors for members of the Board of Directors nominated by the Board of Directors and approved by the General Meeting of Shareholders;
 - i. Other cases prescribed by the Company's Charter and law or resolutions and decisions of the General Meeting of Shareholders.

- e. When EVN Finance has its License revoked;
 - f. Die.
2. The Board of Directors of the Company must send a written report enclosed with documents proving the natural disqualification of the subjects as prescribed at Points a, b, c, d, f and g under Clause 1 of this Article to the State Bank within 05 (five) working days. from the date of identification, the above subjects 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 as prescribed in Article 13 of this Regulation.
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Article 12. Dismissal and deposition

1. Except for the case of natural disqualification under Article 11 of this Regulation, the Chairman, Vice Chairman and other members of the Board of Directors of the Company shall be dismissed or dismissed from office in the following cases:
 - a. Dismissal upon submission of resignation to the Board of Directors;
 - b. Dismiss from office when not participating in the activities of the Board of Directors for 06 (six) consecutive months, except for force majeure cases;
 - e. Dismissal when failing to meet the standards and conditions specified in the Company's Charter and relevant laws;
 - f. The dismissal of an independent member of the Board of Directors fails to meet the provisions of Clause 3, Article 39 and Clause 2, Article 48 of the Charter;
 - g. Dismissal or deposition at the proposal of shareholders or groups of shareholders for members of the Board of Directors nominated by such shareholders or groups of shareholders and approved by the General Meeting of Shareholders;
 - h. Dismissal or deposition at the proposal of the Board of Directors for members of the Board of Directors nominated by the Board of Directors and approved by the General Meeting of Shareholders;
 - i. Other cases prescribed by the Company's Charter and law or resolutions and decisions of the General Meeting of Shareholders.

6. The Chairman, Vice Chairman and members of the Board of Directors who are dismissed from office shall be responsible for handing over the work to the newly elected Chairman. Vice Chairman and members of the Board of Directors elected by the General Meeting of Shareholders for further settlement; and at the same time must take personal responsibility for their decisions during the period of their status that title.
7. The Chairman of the Board of Directors dies, is declared missing, is detained, is serving a prison sentence, is subject to compulsory rehabilitation or education measures, flees their place of residence, is restricted or loses civil act capacity, difficulties in awareness and behavior control or is prohibited by a court from holding certain positions or practicing certain occupations, the remaining Board members shall elect one among themselves to act as the Chairman of the Board based on the majority consent of the remaining members, until a new decision of the Board is made.

Article 14. Suspension of rights and obligations of the Board of Directors

1. The State Bank of Vietnam has the right to suspend or temporarily suspend the exercise of rights and duties of the Chairman or other Board members of the Company who violate regulations on prohibitions against holding concurrent positions as specified in Article 43 and Clause 10 Article 48 of the Law on Credit Institutions, or other relevant laws during the performance of their duties; or who do not meet the criteria and conditions prescribed in Article 41 of the Law on Credit Institutions. The State Bank may request the competent authority to dismiss, remove, elect, or appoint a replacement, or may designate a replacement if deemed necessary.
2. The Special Board of Supervisors has the right to suspend or temporarily suspend the exercise of rights and duties of the Chairman or other Board members if the Company is placed under special control, if deemed necessary.
3. Persons who is suspended or temporarily suspended from exercising rights and duties under Clauses 1 and 2 of this Article must still cooperate in resolving outstanding issues and violations related to their personal responsibilities upon the request of the State Bank, the Board of Directors, the Company's Board of Supervisors or the Special Board of Supervisors.

Article 15. Assisting apparatus of the Board of Directors

1. The Board of Directors shall establish and maintain the Assisting Apparatus consisting of Committees and individuals in the company as deemed necessary from time to time.
2. The Committees include: Risk Management Committee, Human Resources Committee, other Committees to advise and assist the Board of Directors decided by the Board of Directors from time to time. The reporting mechanism and the relationship between the Committees are specified in the Regulation on Organization of the Committees.
3. 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 may 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 III RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

Article 16. Rights and Obligations of the Board of Directors

The Board of Directors has the following rights and duties:

1. Submit to the General Meeting of Shareholders for decision and approval of matters under the authority of the General Meeting of Shareholders as stipulated in Clause 1, Article 26 of the Company's Charter;
2. Decide on the establishment of branches, representative offices, and non-business units of EVN Finance;
3. Appoint, dismiss, discipline, suspend, and determine salary, bonuses, and other benefits for the positions of General Director, Deputy General Directors, and other executives within the authority of the Board of Directors in accordance with EVN Finance's internal regulations;
4. Approve plans for capital contribution, purchase, and sale of shares or contributed capital of EVN Finance in other enterprises or investment funds, where the investment value, proposed purchase price, or book value in case of sale is less than 20% of EVN Finance's charter capital, as recorded in the most recent audited financial statements;
5. Appoint capital representatives of EVN Finance in other enterprises or investment funds;

6. Approve decisions on investment, purchase, and sale of fixed assets of EVN Finance, where the investment amount, proposed purchase price, or original book value in case of sale is from 10% of EVN Finance's charter capital or more, as recorded in the most recent audited financial statements, except for transactions under the authority of the General Meeting of Shareholders. For transactions or contracts of lesser value, the Board of Directors shall have the right to decide, delegate, and decentralize decision-making authority within EVN Finance;
7. Approve, decide, and ratify loan transactions, capital mobilization (domestic and foreign), pledges, mortgages, and other secured transactions using EVN Finance's assets, with a value of 35% or more of EVN Finance's total assets, as recorded in the most recent financial statements, except for transactions under the approval authority of the General Meeting of Shareholders. For transactions of lesser value, the Board of Directors shall have the right to decide, delegate, and decentralize decision-making authority within EVN Finance;
8. Approve and decide on credit extensions with a value of 10% or more of EVN Finance's charter capital, as recorded in the most recent audited financial statements. The Board of Directors shall have the right to delegate and decentralize decision-making authority within EVN Finance for credit extensions, except for transactions under the authority of the General Meeting of Shareholders or those that must be decided by the Board of Directors in accordance with the law and the Company's Charter;
9. Decide on credit extensions as stipulated in Clause 7, Article 136 of the Law on Credit Institutions, except for transactions under the authority of the General Meeting of Shareholders.
10. Approve other contracts and transactions of EVN Finance with members of the Board of Directors, members of the Board of Supervisors, the General Director, major shareholders of EVN Finance, and related persons of managers, Board of Supervisors members, and major shareholders, as well as subsidiaries and affiliates, where the transaction value is less than 20% of EVN Finance's charter capital, as recorded in the most recent audited financial statements.
11. Approve other contracts and transactions with a value from 10% or more of EVN Finance's charter capital, as recorded in the most recent audited financial statements. For transactions of lesser value, the Board of Directors shall have the right to decide, delegate, and decentralize decision-making authority within EVN Finance.
12. Inspect, supervise, and direct the General Director in performing assigned tasks; conduct an annual evaluation of the performance of the General Director;

13. Issue internal regulations related to organization, governance, and operations of EVN Finance in accordance with the Law on Credit Institutions and other relevant legal provisions, except for matters under the authority of the General Meeting of Shareholders;
14. Decide on risk management policies and supervise the implementation of risk prevention measures at EVN Finance;
15. Review and approve the annual report;
16. Decide on the offering of new shares within the number of shares that may be offered;
17. Decide on the offering price of shares and convertible bonds of EVN Finance;
18. Decide on the repurchase of EVN Finance shares in accordance with the approved plan;
19. Propose plans for profit distribution and dividend rates; decide on the timeframe and procedures for dividend payments or handling business losses;
20. Prepare the content and related documents to submit to the General Meeting of Shareholders for decisions on matters under its authority, except for matters under the duties and powers of the Board of Supervisors;
21. Approve the agenda and activity plan of the Board of Directors; approve the program, content, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions from shareholders to pass resolutions and decisions of the General Meeting of Shareholders;
22. Organize the implementation, inspection, and supervision of the execution of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
23. Promptly notify the State Bank of Vietnam of any information that negatively affects the qualifications of members of the Board of Directors, the Board of Supervisors, or the General Director;
24. Nominate additional candidates who meet the qualifications and standards for the Board of Directors and Board of Supervisors, in cases where shareholders fail to nominate a sufficient number of candidates or where the nominated candidates do not meet the required standards as prescribed by law and the Company's Charter;
25. Decide on the establishment, functions, duties, and powers of committees, including the Human Resources Committee, Risk Management Committee, and other committees, as determined by the Board of Directors from time to time;

26. Decide on the establishment, functions, duties, and powers of councils, including the Credit Council, Investment Council, and other councils, as permitted by law under the authority of the Board of Directors;
27. Approve and consent to bond issuance plans, except in cases where bond issuance falls under the authority of the General Meeting of Shareholders, as specified in the Company's Charter and legal regulations;
28. Decide, approve, and implement matters related to EVN Finance's restructuring plan, associated with handling non-performing loans and/or similar plans, as prescribed by law or as required by the State Bank of Vietnam or other competent state authorities;
29. Appoint the corporate governance officer;
30. Perform other Rights and Obligations as prescribed by the Company's Charter and applicable laws;

Article 17. Rights and Obligations of the Chairman of the Board of Directors and Vice Chairman of the Board of Directors

1. The Board of Directors elects 01 (one) Chairman from among the members of the Board of Directors. The Chairman of the Board of Directors of the Company has the following powers and tasks:
 - a. Develop the programs and work plans of the Board of Directors, and be responsible for the exercise of his own 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. Organize the process of passing resolutions and decisions of the Board;
 - e. Supervise the process of organizing the implementation of decisions of the Board of Directors;
 - f. Act as the chair of the General Meeting of Shareholders;
 - g. Ensure that members of the Board of Directors receive complete, objective, accurate information and have enough 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. To be authorized to decide on the following issues under the competence of the Board of Directors:
 - i. Inspecting, supervising and directing the General Director to perform assigned tasks;

- ii. On behalf of the Board of Directors working with relevant state agencies, organizations and individuals who come to work at the Company need the participation of the Board of Directors;
 - iii. Perform other tasks authorized in writing by the Board of Directors in specific decisions.
- j. Supervise members of the Board of Directors in the performance of their assigned rights, obligations and tasks;
 - k. Only authorize another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors during the time of absence or inability to perform tasks;
 - l. Conduct an annual evaluation of the performance of each Board member and the committees of the Board, and report the results of this evaluation to the General Meeting of Shareholders;
 - m. Sign letters of authorization for one of the Board members to assume the Chairman's duties during the Chairman's absence;
 - n. Convene and preside over extraordinary meetings as necessary with the Executive Management, General Director, and heads of units in the Company to direct and assign tasks to the Executive Management in implementing the Company's operations;
 - o. The Chairman of the Board of Directors is the legal representative of the Company during the time when the title of General Director has not been appointed;
 - p. Approve the recruitment, appointment, dismissal, and salary placement or adjustment for positions as per the Company's internal regulations;
 - q. Other rights and obligations as prescribed by law, Charter and internal regulations of the Company.
2. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors or another member shall be authorized in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no Vice Chairman of the Board of Directors/authorized person or the Chairman of the Board of Directors who automatically loses the status of member of the Board of Directors, the remaining members shall elect one of the temporary members to hold the position of Chairman of the Board of Directors according to the principle of majority.
 3. When deeming it necessary according to the actual organization of activities, the Managing Board shall decide to elect a member of the Managing Board to hold the title of Vice Chairman.

The Vice Chairman of the Board of Directors is a member of the Board of Directors and is elected by the Board of Directors on the principle of majority. The Vice Chairman of the Board of Directors has all the powers and responsibilities of members of the Board of Directors and has the following additional rights and obligations as authorized by the Chairman of the Board of Directors during the time when the Chairman of the Board of Directors is absent or unable to perform his duties:

- a. On behalf of the Chairman of the Board of Directors, administer the activities of the Board of Directors and sign documents under the competence of the Board of Directors when authorized/assigned by the Chairman of the Board of Directors;
- b. On behalf of the Chairman of the Board of Directors, convene and assign members of the Board of Directors to prepare the contents of meetings of the Board of Directors when authorized/assigned by the Chairman of the Board of Directors;
- c. Monitor and urge the performance of tasks of members of the Board of Directors between meetings of the Board of Directors when authorized/assigned by the Chairman of the Board of Directors;
- d. Perform other powers and tasks as authorized/assigned by the Chairman/Board of Directors.

Article 18. Rights and Obligations of members of the Board of Directors

1. 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.
2. 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.
3. Request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors.
4. Attend meetings of the Board of Directors, discuss and vote on issues falling under the Rights and Obligations of the Board of Directors as prescribed in the Company's 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.

5. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. Explain to the General Meeting of Shareholders and the Board of Directors the performance of assigned tasks upon request.
7. 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.
8. Disclose information when trading the company's shares in accordance with the law.
9. Independent members of the Board of Directors must make reports on evaluation of the operation of the Board of Directors.
10. Members of the Board of Directors are 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, o, p, t, Clause 1, Article 46 of the Company's Charter.
11. Timely and fully report to the Board of Directors the remuneration received from subsidiaries, associates and other organizations.
12. Report to the Board of Directors at the latest meeting on transactions between companies, subsidiaries and 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 the company in which a member of the Board of Directors is a founding member or business manager in the last 03 years prior to the time of transaction.
13. Other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER IV

OPERATION MECHANISM OF THE BOARD OF DIRECTORS

Article 19. Regulations on meetings and forms of meetings of the Board of Directors

1. The Board may meet periodically or irregularly. The meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors or the

Vice Chairman of the Board of Directors/members of the Board authorized by the Chairman of the Board of Directors.

2. A meeting of the Board of Directors may be held in the following forms:
 - a. The form of face-to-face meeting at the Company's head office or other locations under the direction of the Chairman of the Board of Directors;
 - b. The form of face-to-face meeting combined with a meeting via direct telephone or electronic means for cases where there are members who are unable to attend at the convened venue for objective reasons, provided that each member participating in the meeting may:
 - Listen to each different member of the Board of Directors participate in the meeting;
 - If he wishes, he or she may address all other participants simultaneously;
 - Communication between members may be conducted directly by telephone or by other electronic means, or a combination of all of these methods.
 - c. The form of written opinion collection comply with the provisions of Article 26 of this Regulation.
3. Decisions passed during a meeting, which may be attended by telephone or electronic means shall be effective immediately upon the conclusion of the meeting but shall then be confirmed by the signatures in the minutes of all Board members attending this meeting.

Article 20. First meeting of the Board of Directors

In case the Board of Directors meets the first meeting at the beginning of each term to elect the Chairman and make other decisions under its competence, it must be conducted within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes. In the event that there is more than one member with the highest and equal number of votes, the members shall vote on the principle of majority, one of whom shall convene a meeting of the Board of Directors.

Article 21. Extraordinary meeting of the Board of Directors

1. The Board of Directors meets periodically at least once a quarter and may be convened irregularly to promptly settle unexpected matters. The meeting of the Board of Directors is chaired by the Chairman of the Association, co-board or vice chairman of the board of directors/ Association members co-administrators

authorized by the Chairman of the Board of Directors to convene. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in one of the following cases:

- a. At the request of the Board of Supervisors or 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 prescribed by the Charter and law.

Proposals must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.

2. 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 subjects specified in Clause 1 of this Article, the Chairman of the Board of Directors must convene and conduct an extraordinary meeting of the Board of Directors. If the Chairman fails to convene a meeting of the Board of Directors as requested, the Chairman 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 or 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 shall convene an extraordinary General Meeting of Shareholders in accordance with current regulations to handle the Company's shortcomings and problems.

Article 22. Announcement and preparation of the contents of the Board of Directors meeting

1. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation 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, clearly stating 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 submit their ballots to the Board prior to the meeting.
2. Meeting invitations are sent by post, fax, email or other means, but must ensure they reach the contact address of each Board member registered with the Company.
3. The Chairman of the Board of Directors or the convener must send the meeting invitation and accompanying documents to the members of the Board of Supervisors and the General Director as for members of the Board of Directors.

Article 23. Regulations on conditions for conducting and voting at the Board of Directors meeting

1. A meeting of the Board of Directors is conducted when 3/4 (three-quarters) or more of the members of the Board of Directors are directly 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.
2. 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. Authorize other persons to attend the meeting and vote if approved by the majority of members of the Board of Directors;
 - c. Attend and vote through online conferences, electronic voting or other electronic forms;

- d. Sending ballots to the meeting by mail, fax or e-mail. e/ To send the ballot papers by other means as prescribed in the company's charter.
3. Members of the Board of Directors who do not attend the face-to-face meeting have the right to vote through written voting. Ballots must be placed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one hour before the opening time. Ballots are only opened in the presence of all attendees.
 4. Each Board member attending the Board meeting will have one vote at the Board meeting. If a member of the Board of Directors is unable to attend the meeting, he or she may authorize in writing to another member of the Board of Directors (who is allowed to vote) to vote on his behalf.

A member of the Board of Directors may authorize a person other than a member of the Board of Directors to attend the meeting and vote on matters at the meeting if there is a written request and is approved by a majority of the members of the Board of Directors.

5. Members of the Board of Supervisors, the General Director who are not members of the Board of Directors, other managers and experts have the right to attend meetings of the Board of Directors, have the right to discuss but not vote. Members of the Board of Directors who have interests related to the issue decided by the Board of Directors shall not be allowed to vote on such issue and shall not be included in the number of delegates requesting to be present at the meeting, and shall not be authorized by other members of the Board of Directors to participate in voting on the issue that.
6. If any doubts arise at a meeting concerning the rights of a member of the Board of Directors or in relation to the voting rights of a member of the Board of Directors and such doubts are not voluntarily resolved by such member of the Board by approving the waiver of voting rights, then that doubt will be forwarded to the Chairman of the meeting. The Chairman's decision shall be final and conclusive unless the nature or extent of the interests of the relevant member of the Board of Directors is unknown.
7. Any member of the Board of Directors who is involved in a contract set out in Article 167 of the Law on Enterprises shall be deemed to have a material interest in that contract.
8. Members of the Board of Directors, if they are aware of being directly or indirectly related to a contract, an agreement or a tentative contract or an

agreement to be entered into with the Company, must report the nature of the relevant interests at the meeting of the Board of Directors, and the Board of Directors shall consider the conclusion of such contracts or agreements. In other cases, such member must notify at the nearest meeting of the Board of Directors after knowing that he or she has related interests.

Article 24. Approval of decisions at the Board of Directors meeting

Resolutions and decisions of the Board of Directors shall be passed and take effect at that time or from the effective date specified in the Resolution or decision if approved by a majority of members of the Board of Directors who are entitled to participate in voting 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).

Resolutions and decisions of the Chairman of the Board of Directors signed and promulgated on behalf of the Board of Directors must be expressed in writing and must be sent to members of the Board of Directors when promulgated in the form of hard copies or scanned copies via email.

Clause 25. Minutes of the Association's meeting Co-Administrator

1. The meeting of the Board of Directors must be fully recorded in minutes and may be recorded, recorded and stored in other electronic forms. The minutes must contain the following principal contents:
 - a. Name, address of the head office, enterprise code;
 - b. Purpose, agenda and content of the meeting;
 - c. Time and venue of the meeting;
 - d. The full name of each member attending the meeting or the person authorized to attend the meeting; full names of members who did not attend the meeting and reasons for not attending the meeting; the full name of the person assigned to be the secretary of the meeting;
 - dd. Issues discussed and voted on at the meeting;
 - e. Summarize the opinions of each member attending the meeting in the order of the meeting;
 - g. The voting results clearly indicate the members who approve, disagree and have no opinions;

- h. The issues that have been passed and the corresponding approval rate;
 - i. Full names and signatures of all members or persons authorized to attend the meeting and the secretary of the meeting.
- 2. The minutes of the meeting of the Board of Directors shall be made in Vietnamese, may be additionally made in a foreign language and must be signed by all members of the Board of Directors attending the meeting and the secretary of the meeting. Minutes made in Vietnamese and in foreign languages have the same legal effect. In case the two minutes have differences in contents, the minutes made in Vietnamese shall have the final validity.
- 3. The chair, the person recording the minutes and the signatories in the minutes shall be responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors.
- 4. In case the chair or the person recording the minutes refuses to sign the minutes of the meeting, but if they be attended and agreed by all other members of the Board of Directors to sign 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 No. 59/2020/QH14 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 chairperson and the person recording the record shall be personally responsible for the damage caused to the enterprise due to refusal to sign Minutes of the meeting according to the rules provisions of the Law Business The company's charter and relevant laws.
- 5. Minutes of meetings of the Board of Directors and documents used in meetings must be kept at the company's head office.

Article 26. Authority and procedures for collecting written opinions of members of the Board of Directors

- 1. When the Board of Directors collects written opinions to pass a decision on a matter, the decision is considered as valid as one passed at a duly convened Board meeting, if both of the following conditions are satisfied at the same time:
 - a. With the written consent of the majority of the members of the Board of Directors, they have the right to vote on the issue to be consulted. 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;

- b. The number of members of the Board of Directors participating in the written vote must meet the conditions on the number of members required to conduct the meeting of the Board of Directors;
2. When the Board of Management, Committees, Councils and units submit matters under the decision-making competence of the Board of Directors, they have completed the dossiers and procedures according to the Company's internal regulations, the individuals assigned to prepare the opinion poll and necessary documents related to the content of the consultation. The opinion collection form and enclosed documents must be sent by security, fax, e-mail or other means to each member of the Board of Directors, but must ensure that each member of the Board of Directors receives sufficient information.
3. Collecting written opinions from Board members may be done by sending emails to each Board member's email address or by sending hard copies via registered mail. The opinions of the Board members serve as the basis for the Chairman of the Board to issue a Resolution. The Board members must subsequently sign the written opinion form and send it back to the assigned person within the prescribed time limit.
4. A written opinion poll must contain the following principal contents:
 - a. Purpose and issues to be consulted;
 - b. The voting plan includes: approval or disapproval or other opinions (if any);
 - c. The date, month and year of recording the opinion poll;
 - d. The full names and signatures of the members of the Board of Directors on each ballot.
5. A valid opinion poll is a ballot signed by a member of the Board of Directors who is consulted and must be marked on the voting plan in accordance with regulations. Invalid votes will not be counted in the number of votes to calculate the rate of approval of the content to be consulted.
6. Members of the Board of Directors are responsible for sending the voted opinion poll to the Company within a maximum period of 05 (five) working days from the date the Company sends the opinion poll. In case a member of the Board of Directors needs an explanation for the matter of asking for opinions, the contents to be explained shall be sent to the person assigned to the task in writing or by email within the time limit specified above. Individuals assigned to the task are responsible for coordinating with relevant units in explaining such contents. The explanation of the departments must be directed by the Board of Management ~

the relevant functional departments are directly responsible for drafting the explanation content, seeking the approval of the General Director or Deputy General Director in charge of the unit, then sending it back to the assigned individual so that the assigned individual can report to the Board of Directors. Members of the Board of Directors are responsible for sending back a valid opinion form about the Company within 02 (two) days from the date of receiving the explanation from the assigned individual or the Board of Management. Upon the expiration of the prescribed time limit, the individual assigned to the task is allowed to synthesize the opinions of the members of the Board of Directors who have participated in voting.

7. Individuals assigned to count votes then make a record of summarizing opinions. A record of summarizing opinions must contain the following principal contents:
 - a. Purpose and issues to be consulted;
 - b. Total number of votes sent, total number of votes collected, number of valid votes, number of invalid votes;
 - c. The total number of votes in favor, the number of votes against and the number of votes with different opinions on each issue to be consulted;
 - d. Results of vote counting: Clearly indicate the issues approved with the percentage of votes for each issue.
8. Individuals assigned to take responsibility for the truthfulness and accuracy of the Minutes of Summary of Opinions, and at the same time take responsibility for damages arising from decisions passed due to untruthful and inaccurate vote counting.
9. The Chairman of the Board of Directors shall sign on behalf of the Board of Directors the Record of summarizing opinions in writing.
10. The opinion polls shall be kept together with the minutes of summarizing opinions at the Company's head office.

Article 27. The process of organizing a Board meeting

1. Preparations:
 - a. Based on the work program of the Board of Directors and arising issues that need to be discussed at the meeting of the Board of Directors for discussion, consideration and decision, the Chairman of the Board of Directors shall assign members of the Board of Directors to direct the preparation of contents

suitable to the responsibilities and tasks of each member for submission to the Board of Directors;

- b. Members of the Board of Directors have the right to request the General Director to direct relevant departments in the Company to research, develop and prepare relevant contents for submission to the Board of Directors;

2. Develop a meeting agenda:

- a. Individuals assigned to be responsible for developing the agenda of the Board of Directors meeting;
- b. The agenda of a Board meeting usually has the following main sections:
 - Certifying matters under the competence of the Board of Directors that have been decided between the previous meeting and the current meeting;
 - Approve the report on the implementation of the business plan, financial results and control report in the period;
 - To approve guidelines, policies and documents under the promulgation competence of the Board of Directors;
 - Pass other specific issues under the jurisdiction of the Board of Directors.

3. Meeting invitation: The Chairman of the Board of Directors directs the individual assigned to send the invitation and content of the meeting agenda to the members of the Board of Directors and guests (if any). The individual assigned to order the Chairman of the Board of Directors to sign the meeting invitation or send an email inviting the meeting 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. In the meeting agenda, it is clearly stated that each member attending the meeting is responsible for preparing specific contents to report to the Board of Directors (if any).

4. Prepare and send documents to members of the Board of Directors: Members of the Board of Directors are assigned to prepare the contents given in the meeting of the Board of Directors to direct topics, relevant departments in the Company in coordination with individuals assigned to complete documents, send them to the members of the Board of Directors before the meeting in accordance with

regulations for members of the Board of Directors to study documents and prepare to participate in the meeting of the Board of Directors.

5. Conduct the Board meeting:

- a. The Chairman of the Board of Directors announces the issues that the Board of Directors has directed to be resolved between the two meetings for the members of the Board of Directors to know. On the basis of monitoring, inspecting and supervising the implementation of resolutions and decisions of the Board of Directors according to their assigned responsibilities and tasks, members of the Board of Directors shall participate in evaluating and summarizing the implementation of resolutions of the Board of Directors in the previous meeting;
- b. Members of the Board of Directors are assigned to prepare specific contents to be presented and reported to the Board of Directors. Members attending the meeting gave their opinions or requested further explanations. The Chairman of the Board of Directors (or the chairperson) shall give his opinion before voting and proceed to vote (if any). The secretary of the meeting records the minutes.

6. Record minutes of meetings: Minutes of meetings comply with the provisions of Article 25 of this Regulation.

CHAPTER V INFORMATION AND REPORTING REGIME

Article 28. Information, reporting, and correspondence regime of the Board of Directors

1. The individual assigned shall be responsible for receiving documents and submissions from committees, councils, the General Director, divisions, departments, units, and individuals within the Company that are submitted to the Board of Directors and the Chairman of the Board, as well as to the Board members. Dossiers submitted to the Board of Directors for approval must fully comply with the Company's internal regulations.
2. The dossier submitted to the Board of Directors must be sent simultaneously in all the following forms: hard copy with seal, PDF file, word copy, excel copy (if any) and prepared by the focal units responsible for submission.

3. All documents to the Company shall be received and classified by the administrative department: For incoming official letters of an important nature or within the scope of responsibility of the Board of Directors, they shall be submitted to the Chairman of the Board of Directors or members of the Board of Directors authorized by the Chairman of the Board of Directors for approval to direct the Board of Management. implementing units.
4. Documents issued by the Board of Directors or the Chairman of the Board are managed on a system separate from the system for documents issued by the Executive Management. The assigned person is responsible for managing the numbering system and archiving those documents. The issuance of documents is carried out by the Company's clerical department in accordance with the Company's regulations on document issuance.
5. The Board of Supervisors shall promptly notify the Board of Directors when detecting violations by the Company's managers and executives as prescribed.
6. The Board of Supervisors shall receive the Minutes of Meetings, Resolutions and Decisions of the Board of Directors at the same time with the members of the Board of Directors. The form of receiving documents is in accordance with the Company's internal regulations on the issuance of documents.
7. The Board of Directors must provide the Board of Supervisors with information on policies, guidelines, operational orientations, plans to increase or decrease charter capital, shareholders, shares, etc. as a basis for the Board of Supervisors to perform its inspection and supervision tasks as prescribed.
8. All official reports sent to the Board of Directors must be signed and clearly state the full name of the responsible person and be preserved in accordance with the Company's regulations on document archiving.

Article 29. Providing information to Board members

1. Providing information to Board members:
 - a. Members of the Board of Directors have the right to request the General Director, Deputy General Director, Block Directors, Heads/Heads of departments, units, Directors of branches to provide information, documents and reports related to the fields under their charge or issues submitted to the Board of Directors for approval;
 - b. The General Director, Deputy General Director, Block Directors, Heads/Heads of Departments, Units, Directors of Branches are responsible for providing information, documents and reports to members of the Board of

- Directors when requested and taking responsibility before law for accuracy, honesty, completeness of the information provided;
- c. In case the information provided does not ensure accuracy, truthfulness and completeness, leading to legal consequences, the subjects providing information must bear personal responsibility or joint responsibility as prescribed by law;
2. The order and procedures for requesting and providing information to members of the Board of Directors shall be carried out by one of the following two methods:
- a. Members of the Board of Directors directly request the General Director, Deputy General Director, Block Directors, Heads/Heads of departments, units, Directors of branches to provide necessary information and documents related to their fields of responsibility or issues submitted to the Board of Directors for approval;
 - b. Members of the Board of Directors may, through their assigned individuals, communicate to the General Director, Deputy General Directors, and heads of units in the Company about the request for information and documents. Individuals are tasked with notifying relevant units of the requirements of members of the Board of Directors and reporting to the Board of Management on the request for information provision. Units receiving requests shall be responsible for reporting and providing information in a timely manner as required by the contents and time limit as notified by the individuals assigned to the task after the information content has been approved by the General Director or Deputy General Director in charge;
 - c. The request for information of members of the Board of Directors needs to be in the form of a specific document or email so that the implementing units provide accurate and timely information.

Article 30. Disclosure of information about the Board of Directors

The disclosure of information about the Board of Directors of EVNFinance is in accordance with the law on information disclosure.

CHAPTER VI

OF THE RELATIONSHIP OF THE BOARD OF DIRECTORS WITH SHAREHOLDERS, THE BOARD OF SUPERVISORS AND THE BOARD OF MANAGEMENT

Article 31. Relationship with the Company's shareholders

The Board of Directors is the agency representing shareholders to perform the Company's governance tasks, therefore it must strictly abide by the regime of information, honest and accurate reports to shareholders on the Company's activities, the results of the implementation of the Resolutions of the General Meeting of Shareholders. The Board of Directors is responsible for answering questions and settling shareholders' proposals in accordance with the provisions of law and the Company's Charter.

Article 32. Relationship between the Board of Directors and the Board of Supervisors

1. The Board of Directors works with the Board of Supervisors on the principle of equality and independence in the process of performing its tasks, and at the same time closely coordinates and supports each other in the process of performing its tasks.
2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, must not delay it without plausible reasons, when there is a written request to present the purpose of the meeting and matters that need to be consulted by the Board of Supervisors.
3. The program, contents and expected issues to be decided at the meeting of the Board of Directors must be sent to the members of the Board of Supervisors at the same time as sent to the members of the Board of Directors.
4. The Board of Supervisors has the right to attend meetings of the Board of Directors, discuss and contribute opinions on issues raised and approved at the meeting, but not to vote at the meeting.
5. The minutes, resolutions and decisions of the Board of Directors shall be sent to the Board of Supervisors in accordance with the Company's internal regulations on document issuance.
6. The Board of Supervisors shall be responsible for promptly notifying the results of the Board of Supervisors' activities and necessary recommendations to the Board of Directors as prescribed.

7. Upon receiving the recommendations of the Board of Supervisors, the Board of Directors shall implement or direct the General Director and relevant units to formulate plans and implement timely corrections, report to the Board of Directors and the Board of Supervisors on implementation results.

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

1. The Board of Directors has the right to decide on the appointment, dismissal and dismissal of the General Director. The order, procedures and dossiers of application for change, approval of the list of personnel, appointment, dismissal and dismissal of the General Director shall comply with the regulations of the State Bank and the regulations on appointment and dismissal of officials of the Company.
2. The Board of Directors promulgates documents specifying the decentralization of authority to decide on the Company's activities.
3. The General Director is responsible for exercising the right to administer the entire system of the Company.
4. The General Director reports to the Board of Directors on the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors, reports on the implementation of business and administrative tasks of the Company and other reports at the specific request of the Board of Directors.
5. The General Director shall be subject to the inspection and supervision of the Board of Directors and the Board of Supervisors for the performance of his/her executive tasks. The Board of Directors shall review the decisions of the General Director on the basis of the proposal of the Board of Supervisors or when deemed necessary.
6. On a quarterly, 6-month and annual basis, the General Director must report to the Board of Directors on the results of the Company's business activities and directions for performing tasks in the coming period.
7. The General Director shall ensure the working conditions and facilities for the Board of Directors and the assisting apparatus of the Board of Directors.
8. In case of necessity, members of the Board of Directors request the Board of Management to arrange a working schedule directly with the leaders of Departments at the Head Office and departments/branches/centers/teams to perform the duties and tasks assigned by the Board of Directors. Immediately after receiving the request, the Board of Management shall be responsible for

arranging and arranging the working schedule at the request of the Member of the Board of Directors.

CHAPTER VII MISCELLANEOUS PROVISIONS

Article 34. Remuneration and operating expenses of the Board of Directors

1. Remuneration 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 for their work. 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 are entitled to payment of food, accommodation, travel and other reasonable expenses that they pay when performing their assigned tasks.
2. The remuneration of members of the Board of Directors shall be included in the business expenses of the EVN Finance Joint Stock Company in accordance with the law on corporate income tax and must be expressed in a separate section in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Reward for the Board of Directors

1. The Board of Directors, within the scope of its duties and powers, fulfills the task of managing the Company and ensures the Company's stable development and efficient business operations—this serves as the basis for considering rewards for the Board as a whole or for individual Board members.
2. Forms and levels of rewards for the Board as a collective or for Board members are determined based on the total remuneration, bonuses, and other related benefits of the Board in a year as approved by the General Meeting of Shareholders, in accordance with the law and the Company Charter. In case the proposed reward exceeds the total remuneration, bonuses, and related benefits already approved by the General Meeting of Shareholders, it shall be submitted to the General Meeting of Shareholders for decision.

Article 36. Provision and public disclosure of interests

1. Members of the Board of Directors must declare to EVNFinance the following information, including:

- 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 head office, of other enterprises and economic organizations that they and related persons are members of the Board of Directors, members of the Board of Members, supervisors, 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 subjects 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 having and changing this information, it must be done 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 of this Article 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 names of individuals and organizations that are shareholders owning 01% or more of 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 VIII ENFORCEMENT PROVISIONS

Article 37. Effectiveness and amendment of the Regulation and other provisions

1. This Regulation was approved by the General Meeting of Shareholders on April 5, 2025 and replaces the Regulation on the Organization and Operation of the Board of Directors of EVN Finance previously approved by the General Meeting of Shareholders on March 15, 2024. Any matters not specified in this Regulation shall be governed by the relevant provisions of law and other internal regulations of EVN Finance.
2. The amendment, supplementation and replacement of this Regulation falls under the authority of the General Meeting of Shareholders.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS



CHAIRMAN
PHẠM TRUNG KIẾN