Ngân Hàng Thương Mại Cổ Phần Việt Nam Thịnh Vượng
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CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 184 /2026/CVHDQT - VPB
No.: 184/2026/CVHDQT - VPB

Hà Nội, ngày 27 tháng 10 năm 2026
Hanoi, October 27 , 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
IRREGULAR INFORMATION DISCLOSURE

Kính gửi: Ủy ban Chứng khoán Nhà nước
Sở Giao dịch chứng khoán TP HCM
Sở Giao dịch chứng khoán HN

To: State Securities Commission
Ho Chi Minh Stock Exchange
Hanoi Stock Exchange

1. **Tên tổ chức/*Organization:* Ngân hàng Thương mại Cổ phần Việt Nam Thịnh Vượng**/*Vietnam Prosperity Joint-Stock Commercial Bank ("VPBank")*

- Mã chứng khoán/*Stock symbol:* VPB

- Địa chỉ/*Address:* 89 Láng Hạ, Phường Đống Đa, Thành phố Hà Nội/ *89 Lang Ha, Dong Da ward, Hanoi*

- Điện thoại/*Telephone:* (84-24) 3928 8869 - Fax: (84-24) 3928 8867

2. Nội dung thông tin công bố/*Content of disclosure*

Ngân hàng TMCP Việt Nam Thịnh Vượng (VPBank) công bố thông tin về việc sửa đổi nội dung vốn điều lệ tại điều 8 Điều lệ Ngân hàng thương mại cổ phần Việt Nam Thịnh Vượng như sau: "Vốn điều lệ của VPBank là: 100.000.000.000.000 đồng (*một trăm nghìn tỷ đồng*). Tổng số vốn điều lệ của VPBank được chia thành 10.000.000.000 cổ phần với mệnh giá là 10.000 đồng/cổ phần".

Vietnam Prosperity Joint Stock Commercial Bank (VPBank) hereby announces the amendment to the charter capital provision under Article 8 of the Charter of Vietnam Prosperity Joint Stock Commercial Bank as follows:

"The charter capital of VPBank is VND 100,000,000,000,000 (one hundred trillion Vietnamese dong). The charter capital of VPBank is divided into 10,000,000,000 shares, each having a par value of VND 10,000."

3. Thông tin này đã được công bố trên trang thông tin điện tử của VPBank vào ngày ..27../10/2026 tại đường dẫn: https://www.vpbank.com.vn/en/quan-he-nha-dau-tu/*This information was published on VPBank's website on October 27, 2026 at the link: https://www.vpbank.com.vn/en/quan-he-nha-dau-tu.*

Chúng tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby committed that the information provided is true and correct and we are completely responsible before the law for the published information./.*

ĐẠI DIỆN CỦA TỔ CHỨC
NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT
CHỦ TỊCH HĐQT
ORGANIZATION REPRESENTATIVE
LEGAL REPRESENTATIVE
CHAIRMAN

M.S.D.N: 0100233... - C.T.C.P
NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN VIỆT NAM THỊNH VƯỢNG
THÀNH PHỐ HÀ NỘI

NGÔ CHÍ DŨNG

583 - C.T.C.P
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HÀ NỘI

Address: 89 Lang Ha, Dong Da Ward, Hanoi City
Business code: 0100233583

Hanoi, October 27 2026

DECISION OF THE BOARD OF DIRECTORS OF

VIETNAM PROSPERITY JOINT STOCK COMMERCIAL BANK ("VPBANK")

No. 317/2026/QD-HDQT

on the change to the charter capital in the Charter of VPBank

- *Pursuant to the Law on Credit Institutions No. 32/2024/QH15 and its amending and supplementing documents;*
- *Pursuant to the Charter of Vietnam Prosperity Joint Stock Commercial Bank (VPBank) 2026;*
- *Pursuant to the Resolution of the General Meeting of Shareholders dated 23/07/2026.*
- *Pursuant to the Resolution of the Board of Directors No. 212/2026/NQ-HDQT dated 30/07/2026.*
- *Pursuant to Document No. 2340/QD-NHNN of the State Bank dated 20/10/2026 on amending the charter capital in License on Establishment and Operation of VPBank,*

RESOLVED

Article 1. Approval of the update to the charter capital amount in Clause 1, Article 8 of the Charter of Vietnam Prosperity Joint Stock Commercial Bank 2026 as follows: "The charter capital of VPBank is VND 100,000,000,000,000 (*one hundred trillion VND*). The total charter capital of VPBank is divided into 10,000,000,000 shares with a par value of VND 10,000/share".

Article 2. Approval of the full text of the Charter of Vietnam Prosperity Joint Stock Commercial Bank (VPBank), incorporating the updated charter capital amount specified in Article 1 above.

Article 3. This Resolution takes effect from the date of signing. Members of the Board of Directors, the CEO and relevant units are responsible for the implementation of this Resolution.

Recipients
- *As Article 3;*
- *The Board of Directors, the Supervisory Board;*
- *Filed at the BOD Office.*

PP. BOARD OF DIRECTORS
CHAIRMAN

<Signed>

NGÔ CHÍ DŨNG

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☆ ☆ ☆

CHARTER
of the

VIETNAM PROSPERITY JOINT STOCK COMMERCIAL BANK (VPBANK)

October 2026

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CHAPTER I: GENERAL PROVISIONS

Article 1. Interpretation of terms

1. In this Charter, unless the context otherwise requires, the following terms and expressions shall have the meaning set out below:

1.1. "Law" means Codes, Laws, Ordinances, Decrees, Decisions, Circulars and other relevant legal documents stipulated in Law on the promulgation of legal documents.

1.2. "Law on Credit Institutions" means the Law No. 32/2024/QH15 adopted by the National Assembly of Vietnam on January 18th 2024, taking effect from July 01, 2024 and its amendments and supplements from time to time.

1.3. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of Vietnam on June 17, 2020, taking effect from January 01, 2021 and its amendments, supplements from time to time.

1.4. "Law on Securities" means the Law No. 54/2019/QH14 adopted by the National Assembly of Vietnam on November 26, 2019 and its amendments and supplements from time to time.

1.5. "SBV" means the SBV of Vietnam (the SBV).

1.6. "VPBank" means Vietnam Prosperity Joint Stock Commercial Bank.

1.7. "Establishment date" means the date on which the SBV of Vietnam grants the establishment and operation license to VPBank.

1.8. "Legal capital" means the minimum capital required by law to establish a credit institution, branch(es) of a foreign bank[1].

1.9. "Charter capital of VPBank" means the total face value of shares of VPBank that have been sold to its shareholders.[2]

1.10. "Major Shareholder" means the shareholders who own 5% or more of voting shares capital of VPBank, including those shares indirectly owned.[3]

1.11. "Stock" means a certificate that shall be issued by VPBank or a book entry that confirms the ownership of one or a number of shares of VPBank

1.12. "Securities register" means a written document or electronic folders, or both, containing information on all VPBank's shareholders as stipulated in the Article 13 of this Charter.

1.13. "VSD, or VSDC" means Vietnam Securities Depository and Clearing Corporation.

1.14. "Subsidiary company of VPBank": [4]means a company that falls in one of the following cases:

a) VPBank or VPBank and its related persons owns/own over 50% of its charter capital or over 50% of its voting share capital;

b) VPBank has the right to directly or indirectly appoint a majority of or all members of the BOD , Members' Council, or CEO;

c) VPBank has the right to decide the amendment or supplementation of its Charter;

d) VPBank or VPBank and its related persons directly or indirectly controls/control the adoption of the resolutions, decisions of the AGM, BOD , and Members' Council of the Company.

1.15. "Executives of VPBank":[5]include CEO, Deputy CEO, Chief Accountant, Branch Managers of VPBank. Other than these, there are no other equivalent positions considered the Executives of

[1] Clause 44, article 4, Law on Credit Institutions.
[2] Clause 42, article 4, Law on Credit Institutions.
[3] Clause 8, article 4, Law on Credit Institutions.
[4] Clause 9, article 4, Law on Credit Institutions.
[5] Clause 25, Article 4 of Law on Credit Institutions

VPBank.

1.16. "Directors of VPBank[6]": include the Chairman and other members of the BOD and the CEO. Other than these, there are no other equivalent positions considered the Directors of VPBank.

1.17. "Related person" [7]means an organization or individual that has relations with another organization or individual in any of the following cases:

a) The parent company with its subsidiary and vice versa; the parent company with the subsidiary of a subsidiary and vice versa, the credit institution with its subsidiary and vice versa; the credit institution with subsidiary of a subsidiary and vice versa, the subsidiaries of the same parent company, the subsidiaries of the same credit institution; subsidiary of a subsidiary under the same parent company or under the same credit institution, the Director, Executives, member of the Supervisory Board of the parent company or of the credit institution, the individual or organizations having competent authority to appoint these persons with the subsidiary company and vice versa;

b) The company or credit institution with its directors, supervisors, members of the Supervisory Board, or with the company or organizations having competent authority to appoint these persons and vice versa;

c) The company or credit institution with the organization or individuals owning 5% or more of the charter capital or voting share capital of that company or credit institution and vice versa;

d) Individuals with spouses; biological parents; adopted parents; stepfather, stepmother; parents-in-law; biological children; adopted children; stepchildren of spouses; daughters-in-law; sons-in-law; biological brothers, sisters of the same parents; half brothers and sisters; brother-in-law, sister-in-law on the wife or husband's side, sister-in-law, brother-in-law, brother-in-law, brother-in-law, sister-in-law, sister-in-law of a person of the same parents or half-father, half-mother (hereinafter referred to as wife , husband, father, mother, child, brother, sister); paternal and maternal grandparents; grandchildren and great-grandchildren; uncle, aunt, aunt, uncle, uncle and nephew;

e) The company or credit institution with the related individuals (as defined at point d above) of the Directors, supervisors, members of Supervisory Board, capital contributors or shareholders owning 5% or more of the charter capital or voting share capital of that company or credit institution and vice versa;

f) An individual authorized to represent the contributed capital of an organization or individual as specified in sub-items a, b, c, d, and e above may act as the authorized representative for such organization or individual; individuals authorized to represent the contributed capital of the same organization may also act as representatives for one another.

g) Legal entities, other individuals whose relations pose potential risks to the operations of VPBank as defined under the Bank's internal regulations or written requests from the State Bank of Vietnam (SBV) through supervision and inspection activities on a case by case basis.

The definition of "Related Person" in this Clause shall apply to matters relating to organization, operation, and other contents as prescribed by the Law on Credit Institutions; for information disclosure and other matters concerning related persons as provided under the Law on Enterprises and the Law on Securities, such laws shall apply in accordance with the principle of application of law.

1.18. "Person with familial relations" means spouses, biological father and mother, adoptive father and mother, father- and mother-in-law, biological and foster child, son- and daughter-in-law,

[6] Clause 26, Article 4 of Law on Credit Institutions
[7] Clause 24, Article 4 of Law on Credit Institutions

biological siblings, and biological siblings of spouses.[8]

1.19. "Individual legal documents" means one of the following: ID card, ID Citizen card, passport, and other legal ID papers.[9]

1.20. "Corporate legal documents" means one of the following: decision on establishment, business registration certificate, and other equivalent documents.[10]

1.21. "Certificate of Enterprise Registration" means a physical or electronic document bearing enterprise registration information provided for the enterprise by a business registration authority.[11]

1.22. "*Independent members of the BOD*" shall mean members of the BOD who satisfy the criteria and conditions stipulated in Article 50 of this Charter.[12]

1.23. *"Associate company"* shall mean a company in which VPBank or VPBank and its related persons owns/own over 11% of the Charter Capital or voting share capital of the company, but not a subsidiary company of VPBank.

1.24. *"Contact address"* is the registered address of the head office for the organization; address of permanent residence or place of work or other address of an individual registered with VPBank[13].

1.25. Plan for restructuring a credit institution under special control (hereinafter referred to as ***restructuring plan***) refers to one of the following cases:[14]

- Recovery plan;
- Plan for merger, consolidation, transfer of all shares and contributed capital;
- Mandatory transfer plan;
- Dissolution plan;
- Bankruptcy plan.

1.26. "The internal person of VPBank[15]": is the Chairman of the BOD (who is also the legal representative), members of the BOD , CEO and deputy CEOs, Chief Financial Officer, chief Accountant, Head of and members of the Supervisory Board; Company secretary, person in charge of corporate governance, person authorized to disclose information. Other than these positions, there are no equivalent positions considered internal person of VPBank.

1.27. "VPBank" or "Bank": Is Vietnam Prosperity Joint Stock Commercial Bank with basic information as described in Article 2 of this Charter.

2. In this Charter, any reference to one or more regulations or other legal documents shall include its amendments, supplementation or replacements.

3. The headings (Chapter, Section, Article) in this Charter are inserted for convenience only and do not affect the content of this Charter.

4. Words, terms and concepts that are not defined in this Charter shall be construed according to provisions of applicable laws.

Article 2. Name, form, seal, head office, network and duration of operation

[8] Clause 22, Article 4 of Law on Enterprises
[9] Clause 16, Article 4 of Law on Enterprises
[10] Clause 17, Article 4 of Law on Enterprises
[11] Clause 15, Article 4 of Law on Enterprises
[12] Clause 11, Article 4 of Law on Credit Institutions
[13] Clause 13, Article 4 of Law on Enterprises
[14] Clause 29, Article 4 of Law on Credit Institutions
[15] Clause 45, Article 4 of Law on Credit Institutions

1. Name of the Bank:

a) Full name in Vietnamese: Vietnam Prosperity Joint Stock Commercial Bank.

b) Full name in English: Vietnam Prosperity Joint Stock Commercial Bank

c) Abbreviated name: VPBank.

2. Form: VPBank is a commercial bank organized in the form of Joint Stock Company, having legal status in conformity with Vietnamese laws.

3. The engraving, registration, management and use of VPBank's seal shall comply with provisions of applicable laws and VPBank's internal regulations.

4. Head office:

a) Address : No. 89 Lang Ha street, Dong Da ward, Hanoi city

b) Website : www.vpbank.com.vn Email: ir@vpbank.com.vn

5. VPBank is entitled to establish its subsidiaries, branches, transaction offices, representative offices, non-productive units and other forms of commercial presence in Viet Nam and abroad to achieve the objectives of VPBank in accordance with applicable laws.

6. Duration of operation of VPBank shall be ninety-nine (99) years as from the establishment date and may be extended in accordance with applicable laws.

Article 3. Objectives, fields of business and scope of operation

1. The objective of VPBank is to become a top-ranking retail bank among joint stock commercial banks in Viet Nam in terms of business scale, market share and service quality. On that basis, VPBank shall make the highest profits for its shareholders, create stable jobs and career development opportunities for employees, and make considerable contributions to the State Budget and to the general development of the economy and society as well.

2. VPBank operates mainly in the fields of finance and banking, performs business activities according to the License granted by the SBV and other activities in line with provisions of applicable laws.

Article 4. Main operations

1. VPBank carries out banking activities and other business activities in accordance with the provisions of the Law on Credit Institutions and related legal regulations, including the following activities:

a) VPBank's banking activities[16]:

(i) Receiving demand deposits, term deposits, savings deposits and deposits of other types.

(ii) Issuing deposit certificates.

(iii) Granting credit in the forms specified in the Law on Credit Institutions and relevant legal regulations.

(iv) Opening current accounts for customers.

(v) Providing payment instruments.

(vi) Supplying A2A payment services according to the provisions of the Law on Credit Institutions and relevant legal regulations.

[16] Article 107 of Law on Credit Institutions

b) Borrowing, depositing money, purchasing and selling valuable papers [17]

(i) VPBank may borrow loans from the State Bank in the form of re-financing under the Law on State Bank of Vietnam.

(ii) VPBank may purchase or sell valuable papers from/to the State Bank under the Law on State Bank of Vietnam.

(iii) VPBank may grant and borrow loans, make and receive deposits, purchase and sell valuable papers on a definite term from/to credit institutions and foreign bank branches in accordance with regulations of the Governor of the State Bank.

(iv) VPBank may borrow loans from foreign countries in accordance with regulations of law.

c) Opening accounts[18]

(i) VPBank shall open a payment account at the State Bank.

(ii) VPBank may open a payment account at a credit institution that may provide via-account payment services.

(iii) VPBank may open an offshore payment account in accordance with the law on foreign exchange.

d) Organization of and participation in payment systems[19]

(i) VPBank may organize internal payment systems and participate in the national inter-bank payment system.

(ii) VPBank may participate in international payment systems according to the provisions of the Law on Credit Institutions.

e) Capital contribution and share purchase[20]

(i) VPBank may establish, acquire subsidiaries, affiliated companies or contribute or buy shares of other enterprises according to the provisions of the Law on Credit Institutions.

(ii) VPBank and subsidiaries may purchase or hold shares of other credit institutions under conditions and within the limits provided by the Governor of State Bank.

f) Foreign exchange trade and provision of foreign exchange services and derivative products[21]

After obtaining the State Bank's written approval, VPBank may trade and provide domestic and foreign clients with the following products and services:

(i) Foreign exchange;

(ii) Derivatives regarding interest rates, foreign exchange, currency and other financial products.

g) Entrustment and agents, assignment of agents of VPBank[22]

(i) VPBank is entitled to entrust, undertake entrustment or act as agents in banking operations, or assign agents to make payment in accordance with regulations of the Governor of State Bank.

(ii) VPBank may carry out insurance agency activities in accordance with the law on insurance business within the scope of insurance agency activities as specified by the Governor of State Bank.

h) Other business activities of VPBank[23]

(i) VPBank may carry out other business activities in accordance with regulations of the Governor of State Bank

- Cash management, treasury services provided for credit institutions and foreign bank branches, asset management and preservation and leasing of security cabinets and safes;
- Money transfer, collection, payment and other payment services without accounts;
- Purchase and sale of the State Bank's bills and corporate bonds; purchase and sale of other

[17] Article 108 of Law on Credit Institutions
[18] Article 109 of Law on Credit Institutions
[19] Article 110 of Law on Credit Institutions
[20] Article 111 of Law on Credit Institutions
[21] Article 112 of Law on Credit Institutions
[22] Article 113 of Law on Credit Institutions
[23] Article 114 of Law on Credit Institutions

valuable papers, except for the valuable papers specified at Point a, Clause 2 of this Article;

- Monetary brokerage services;
- Gold trade;
- Other services related to factoring and letters of credit;
- Consultancy on banking operations and other business activities specified in licenses.

(ii) VPBank may carry out other business activities in accordance with regulations of relevant laws

- Purchasing and selling debt instruments of the Government, government-backed bonds, and local government bonds;
- Issuing bonds;
- Conducting securities depository activities;
- carrying out supervisory bank activities;
- Acting as agents that manage collateral of lenders which are international financial institutions, foreign credit institutions, credit institutions, foreign bank branches.

(iii) VPBank is entitled to carry out other business activities related to banking operations other than those specified in Clause 1 and Clause 2 of this Article according to regulations of the Governor of the State Bank and other relevant laws.

2. The banking activities and other business operations of VPBank are recorded in the current license [24] listed below and may be subject to change or supplementation according to each period:

a) Receiving demand deposits, term deposits, savings deposits and deposits of other types.

b) Granting credit in the following forms:

(i) Lending;

(ii) Discounting and re-discounting negotiable instruments and other valuable papers;

(iii) Bank guarantee;

(iv) Issuing credit cards;

(v) Domestic factoring;

(vi) Other forms of credit extension after obtaining approval from the SBV.

c) Opening current accounts for customers.

d) Providing domestic payment services:

(i) Providing payment instruments;

(ii) Providing payment services such as check, payment order, payment authorization, collection, authorized collection, letter of credit, bank card, and collection and payment services as customer's agent.

e) Opening accounts:

(i) Opening accounts at the SBV;

(ii) Opening accounts at other credit institutions, foreign bank branches.

f) Organizing its own internal payment systems and participating in the national inter-bank payment system;

g) Services of cash management, banking consultancy, finance consultancy; services of asset management, preservation, safe leasing;

h) Corporate finance consultancy, consultancy in purchase, sale, integration, merger of enterprises and investment consultancy;

i) Participating in the bidding, purchase, and sale of treasury bills, negotiable instruments, government bonds, the SBV's bills and other valuable papers in the monetary market;

j) Buying, selling government bonds, corporate bonds;

[24] Clause 1, Article 99 of the Law on Credit Institutions; VPBank's current License (as amended and supplemented).

k) Monetary brokerage services;

l) Issuing certificates of deposits, promissory notes, treasury bills and bonds to mobilize capital as per Law on Credit Institutions, Law on Securities, regulations of the Government and guidance of the SBV;

m) Borrowing from the SBV in the form of refinancing according to Law on State Bank of Vietnam and guidance of the SBV;

n) Borrowing, lending, making/taking deposits to/from credit institutions, foreign bank branches, local and foreign financial institutions according to the laws and guidance of the SBV;

o) Contributing capital, buying shares as per regulations of the laws and guidance of the SBV;

p) Entrusting, receiving entrustment or acting as an agency in areas related to banking activity, insurance and asset management in accordance with legal provisions and guidance of the SBV, including:

(i) Receiving entrustment and conducting lending entrustment;

(ii) Entrusting and receiving entrustment for purchase of corporate bonds, capital contribution and purchase of shares;

(iii) Acting as an insurance agency;

(iv) Other activities of entrustment, receiving entrustment, agency related to banking activities, insurance and asset management in accordance with legal provisions and guidance of the SBV.

q) Trading and providing FX services in the domestic and international markets within scopes regulated by the SBV from time to time[25], including the following services:

(i) Basic FX trading and service provision in the domestic market including:

- Conducting spot FX purchase and sale transactions;
- Conducting FX forward, swap, option transactions;
- Taking deposits, making loans in foreign currencies from/to customers being non-bank credit institutions;
- Foreign currency-based factoring and guarantee;
- Issuing and acting as an issuing agency for international bank cards, making payments, acting as agency for payment by international bank cards;
- Providing services of remittance and payment in foreign currencies in the territory of Vietnam, Foreign currency receipt and payment services;
- Buying, selling, discounting, rediscounting negotiable instruments and other valuable papers in foreign currencies;
- Assigning credit institutions, foreign bank branches or economic organizations to act as an agency to provide some FX services such as foreign currency exchange, receipt and payment services;
- Providing foreign currency asset management and preservation; receiving FX- based lending entrustment;
- Acting as an agency to issue valuable papers in foreign currencies;
- Providing FX consulting services to customers
- Opening current accounts in foreign currencies at other commercial banks, foreign bank branches permitted to conduct FX services;
- Borrowing and making FX loans from/to other permitted credit institutions, domestic financial institutions;
- Making deposits, taking deposits in foreign currencies with other permitted credit institutions;

[25] FX activities in the local and international market can be changed subject to the guidance of the SBV from time to time

- Opening current accounts for foreign credit institutions;
- Receiving deposits in foreign currencies from foreign credit institutions;
- Conducting FX-based interest rate derivative transactions in the domestic markets as per guidance of the SBV;
- Conducting other FX-based interest rate derivative transactions in the domestic markets when the SBV has guidance documents and VPBank is permitted to conduct such transactions in VND by the SBV.
- Conducting other FX activities in the domestic market in accordance with the regulations of the State Bank.

(ii) VPBank is entitled to trade and provide basic FX services in the international market, including:

- International payment, remittance;
- Conducting spot FX purchase and sale transactions in the international market;
- Conducting FX forward, swap transactions with foreign financial institutions to hedge and mitigate risks for FX forward contracts, swap transactions that have been signed and performed with local customers;
- International factoring and guarantee in foreign currencies;
- Overseas lending to clients being non-bank credit institutions
- Making deposits overseas (including term and current deposits);
- Conducting FX-based interest rate derivative transactions in the international market as per guidance documents of the SBV;
- Conducting other FX-based interest rate derivative transactions in the international markets when the SBV has guidance documents and VPBank is permitted to conduct such transactions in VND by the SBV.
- Conducting other FX activities in the international market in accordance with the regulations of the State Bank.

r) Trading, providing interest-rate-based derivative product as per legal regulations and guidance of the SBV;

s) Securities depository;

t) Gold bar trading;

u) E-wallet;

v) Investment in government bond futures;

w) Debt sale and purchase;

x) Supervisory bank under the Law on Securities;

y) Providing Commodity price derivatives products;

z) Agent banking in accordance with regulations of the Governor of the State Bank of Vietnam

aa) Cash services

bb) Other activities compliant with the regulations of the laws or license, approval granted by competent authorities from time to time.

Article 5. Interest rates, fees in VPBank's business activities[26]

1. VPBank shall be entitled to determine and required to publicly quote its deposit interest rates and fees of provided services in its business activities.

2. VPBank and its customers shall be entitled to agree with customers on interest rates, fees for credit granting in the banking activity in accordance with provisions of applicable laws.

[26] Article 100 of Law on Credit Institutions

Article 6. VPBank's E-banking[27]

The activities of VPBank are conducted electronically in accordance with the regulations of the State Bank Governor and the legal provisions regarding electronic transactions.

Article 7. Real estate trading[28]

VPBank shall be prohibited from real estate trading, except for the following cases:

1. Purchasing, investing, owning real estates which are used as a premise for business locations, workplaces or warehouses which directly serves the operational activities of VPBank;
2. Leasing a part of the business premise in accordance with legal regulations;
3. Holding real estate due to handling of debts in accordance with legal regulations.

CHAPTER II:

CHARTER CAPITAL, SHAREHOLDERS, SHARE, STOCK, BOND

SECTION I: CHARTER CAPITAL

Article 8. Charter capital

1. The charter capital of VPBank is VND 100,000,000,000,000 (*one hundred trillion VND*). The total charter capital of VPBank is divided into 10,000,000,000 shares with a par value of VND 10,000/share.
2. VPBank shall have to maintain its actual Charter capital shall not be lower than the legal capital. The actual Charter capital is determined by Charter capital and share capital surplus accumulated undistributed profits and minus accumulated unsettled losses as reflected in accounting books.29

Article 9. Change of the Charter capital

1. VPBank is entitled to change its Charter capital once the approval by the Annual General Meeting (AGM), approval in writing by the SBV are obtained and in accordance with the provisions of applicable laws.
2. After obtaining the approval for changing the Charter capital, VPBank shall be required to:[30]

a) Amend and supplement VPBank's Charter in line with these approvals. The BOD shall have to update provisions related to Charter capital and issue the amended Charter which reflect the changes.

b) Disclose the changes within seven working days since SBV's approval on one communication channel of the SBV and a printed journal for three consecutive issues or on a Vietnamese electronic journal.

3. VPBank's Charter capital shall be raised from the following sources:

a) The reserve fund to supplement the charter capital; Share Premium Fund; retained earnings and other funds in accordance with provisions of applicable laws;

b) Public offering, private placement, including debt-convertible share issuance, debt converting, converting debts into share capital;

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[27] Article 105 of Law on Credit Institutions
[28] Article 139 of Law on Credit Institutions
[29] Clause 2, 3 Article 28 of Law on Credit Institutions
30 Clause 4, Article 37of Law on Credit Institutions

c) Converting convertible bonds into common stocks;

d) Other sources in accordance with provisions of applicable laws.

4. VPBank' Charter capital can be decreased in one of the following forms:

a) VPBank repurchases, revokes and disposes treasury stocks whose face value is equal to the capital amount expected to be reduced;

b) Other forms in accordance with provisions of applicable laws.

SECTION II: SHAREHOLDERS

Article 10. Shareholders

1. Shareholders means the individuals or institutions who own at least one share of VPBank and possess the rights and obligations equivalent to the number of shares they own.

2. The appointment of the proxy(s) of the institutional shareholders at VPBank shall comply with the following regulations [31]and other provisions of applicable laws (if any):

a) A proxy of an institutional shareholder must be an individual who is authorized in writing on behalf of that shareholder to exercise rights and obligations under the provisions of the Enterprise Law and this Charter.

b) An institutional shareholder who owns at least 10% of total common shares may authorize up to 03 proxies to exercise their rights in accordance with applicable laws. Where there are more than one proxy, it is required to specify the number of shares for each of them. In case the number of shares for each proxy is not specified, the number of shares will be equally distributed among them. The appointment, termination or change of the proxy shall be notified in writing to VPBank as soon as possible and be only effective to VPBank upon VPBank's receipt of such notification. The written authorization shall contain the key content as follows:

- Name, business identification number, address of head office of shareholders;
- Number of proxies and the proportion of shares per each of them;
- Full name, permanent address, nationality, citizenship card, identity card, Passport or other legal personal identity documents of each proxy;
- The authorization period for each proxy, clearly stating the starting date of the authorization;
- Full names and signatures of legal representatives of shareholders and proxy.

c) The proxy of an institutional shareholder shall satisfy the following criteria and conditions[32]:

- Not being prohibited from establishing and managing enterprises;[33]
- A shareholder being the company where contributed capital or shares owned by the State accounts for more than 50% of its Charter capital or total voting shares is not allowed to appoint persons having family relation of the company's managers and the persons having the authority to appoint the company's managers as authorized representatives in other companies.

Article 11. The rights of shareholders[34]

1. Common shareholders shall have the following rights:

[31] Article 14 of Law on Enterprises
[32] Clause 5, Article 14 of the Law on Enterprises
[33] Clause 2, Article 17 of the Law on Enterprises
[34] Article 60, 61 of Law on Credit Institutions

a) To attend and give their opinions at the AGM and exercise their voting right in person or through their proxy or in other forms as stipulated by laws; each common share carries one vote;

b) To receive dividends as per Resolutions of the AGM;

c) To be given priority to buy new offered shares corresponding to the proportion of shares of each shareholder at VPBank;

d) To transfer shares or right to buy shares to other shareholders of VPBank or other institutions or individuals in accordance with the law on Credit Institutions and this Charter;

e) To consider, look up and extract information in the list of voting shareholders entitled to vote and request for amendment of inaccurate information;

f) To consider, consult and extract or make copy Charter of the credit institution, book of AGM minutes, resolutions, decisions of the AGM;

g) To receive a part of the remaining assets equivalent to the number of shares owned at the credit institution when it dissolves or goes bankruptcy;

h) To authorize in writing another person to exercise their rights and obligations; the proxy shall not be permitted to stand for election in his/her own capacity;

i) A shareholder or group of shareholders holding 5% or more of the total common shares shall be entitled to nominate candidates to the BOD and the Supervisory Board in accordance with the following regulations but the list of candidates must be sent to and within the time limit set out by the BOD:

- Common shareholders that form a group satisfying the provided conditions to nominate candidate(s) to the BOD and the Supervisory Board must notify the grouping to the shareholders that attend the AGM prior to the opening of the AGM and within the time limit set out by the BOD ;
- Shareholders holding common shares shall be entitled to aggregate voting rights to nominate candidates to the BOD and the Supervisory Board: a shareholder or a group of shareholders shall be entitled to nominate one (01) candidate if owning from 10 % to less than 20% of the total number of voting shares, maximum two (02) candidates if owning from 20% to less than 30% of the total number of voting shares; maximum three (03) candidates if owning from 30% to less than 40%, maximum four (04) candidates if owning from 40% to less than 50%, maximum five (05) candidates if owning from 50% to less than 60%, maximum six (06) candidates if owning from 60% to less than 70%, maximum seven (07) candidates if owning from 70% to less than 80%, maximum nine (09) candidates if owning from 80% to less than 90%;

In case the number of nominees nominated by shareholders or groups of shareholders is less than the eligible number of nominees, the remaining numbers shall be nominated by the BOD, Supervisory Board.[35]

2. Voting preferred shareholders:[36]

a) Voting preferred shareholders are entitled to similar rights of the common shareholders, except as regulated in point b below.

b) Voting preferred shareholders are not entitled to transfer their shares to other persons, except for the right to transfer those shares to others.

[35] Clause 5, Article 115 of Law on Enterprises

[36] Clause 4 Article 60 Law on Credit Institutions

3. Dividend preferred shareholders:[37]

a) Dividend preferred shareholders are entitled to similar rights of the common shareholders, except as regulated in point b below;

b) Dividend preferred shareholders are not entitled to the rights to vote, attend the AGM, and nominate candidates to the BOD and Supervisory Board, unless the Resolution of the AGM makes unfavorable changes to the rights and obligations of the dividend preferred shareholders.

Article 12. The obligations of shareholders[38]

1. Shareholders of VPBank shall be required to perform the following obligations:

a) Make full payment corresponding to the shares that they are committed to buy within the period stipulated by VPBank; to take responsibility for liabilities and other asset obligations of VPBank within the scope of the capital contributed to VPBank;

b) Shall not withdraw the contributed share capital from VPBank in any form that results in the reduction of the charter capital, unless otherwise stipulated by article 65 of the law on Credit Institution on the credit institution buy back shares of the shareholders;

c) Take responsibility before the law for the legality of the source of capital to contribute, purchase, transfer shares at VPBank; Not use the source of credit granted by credit institutions, foreign bank branches, proceedings from corporate bond issuance, to buy, receive the transfer of shares of VPBank; Not contribute capital, buy shares of VPBank under the name of other individuals, legal entities in any forms except for the case of entrustment as regulated by the law;

d) To comply with the Charter and the internal regulations of VPBank;

e) To implement the resolutions, decisions of the AGM, BOD.

f) To take liability when, in the name of VPBank in any form, perform an illegal act, carries out business and other transactions for personal benefits or for the benefit of another organization or individual.

g) Secure the information provided by VPBank in accordance with this Charter and the applicable laws; only use the provided information to exercise and protect their legal rights and interests; providing, shall not copy or send information provided by VPBank to other organizations and individuals.

2. Any shareholder who receives investment entrust for another organization, individual shall be required to provide VPBank with information about the actual owner of the shares that they receive as investment entrust in VPBank. VPBank shall be entitled to suspend their shareholders' right in case it is found out that they fail to provide authentic information about the actual owner of the shares.

Article 13. The register of shareholders and making the list of shareholders[39]

1. Securities owner register:

a) VPBank registers a securities register at VSD in accordance with applicable laws. The register shall be in the form of a document or an electronic file, or both.

[37] Clause 3 Article 60 Law on Credit Institutions
[38] Article 119 of Law on Enterprises, Article 62 of Law on Credit Institutions
[39] Article 64 of the Law on Securities 2019;

b) The securities register shall contain the contents in accordance with VSD's regulations from time to time.

c) The Register shall be managed, monitored and updated by VSD. The provided lists of written documents or electronic files at requests of VPBank from time to time shall be kept at VPBank's Head Office. Shareholders shall have the right to examine, look up or make an extraction or copy of their names and contact addresses in the list of shareholders.

d) In case of shareholders' change of contact addresses, they must notify VPBank or other agencies competent of update in a timely manner to register the update with VSD. VPBank shall not be responsible for not being able to contact shareholders since the Bank is not notified of change of addresses by shareholders.

2. The establishment of the shareholder list:

The BOD shall decide the time of establishment of the list of shareholders that can enjoy shareholders' rights and disclose the information in accordance with the applicable regulations.

SECTION III: SHARES

Article 14. Shares

1. The face value of each VPBank's share is VND 10,000 (ten thousand VND).
2. At the time of ratifying this Charter, all VPBank's shares are common shares; all VPBank's shareholders are common shareholders.
3. Where necessary, VPBank can issue other types of shares in line with applicable laws.
4. Each share of the same type shall entitle its holder to equal rights, obligations and interests.

Article 15. Share ownership cap[40]

1. For local investors:
   a) An individual shareholder is not entitled to hold more than 5% of the charter capital of VPBank.
   b) An institutional shareholder is not entitled to hold more than 10% of the charter capital of VPBank.
   c) A shareholder and his/her related persons are not entitled to hold more than 15% of the charter capital of VPBank.
   d) A major shareholder of VPBank and his/her related persons shall not hold more than 5% of the charter capital of another credit institution.
   e) The total foreign shareholding/foreign ownership ratio shall not exceed the maximum level prescribed by law.
   f) The share ownership limits specified in points a and b of this Clause 1 include the indirect shares. The share ownership limits specified in points c and d of this Clause 1 includes shares entrusted by shareholders to other organizations or individuals to purchase shares and does not include ownership of shares by related persons being a subsidiary of that shareholder according to the provisions of Point a, Clause 9, Article 4 of the Law on Credit Institutions.

The above ownership limits take effect from July 1, 2024 according to the provisions of the Law on Credit Institutions. From July 1, 2024, shareholders, shareholders and related persons who own

[40] Article 63 of Law on Credit Institutions

shares in excess of the said limits specified in this Article are entitled to maintain their shares but are not entitled to increase their shares until compliance with regulations on share ownership limits according to the provisions of the Law on Credit Institutions, except in the case of receiving dividends in shares.[41]

2. For foreign investors: Foreign investors are entitled to purchase VPBank' shares:[42]
   a) The holding of a foreign individual shall not exceed 5% of charter capital of VPBank.
   b) The holding of a foreign organization shall not exceed 15% of charter capital of VPBank except for the case specified at Clause c of this Article.
   c) The holding of a foreign strategic investor shall not exceed 20% of charter capital of VPBank.
   d) The holding of a foreign investor and the concerned persons of such foreign investor shall not exceed 20% of the charter capital of VPBank.
   e) The total foreign shareholding/foreign ownership ratio shall not exceed the maximum level prescribed by law
   f) The ownership limits specified in Points a, b, c, d, e of this Clause 2 includes the capital that foreign investors entrust to other organizations and individuals to buy shares.
3. In case individuals and organizations hold convertible bonds, they shall comply with the ownership limits stipulated in this Article after the conversion of the bonds into stocks.

Article 16. Sale of shares[43]

1. The BOD shall determine the timing, method of and price of shares eligible for sale in the total shares eligible for sale. The sale price of offered shares shall not be lower than the market price at the time of offering or the latest value of shares recorded in books, except the following cases:
   a) Shares sold to all shareholders according to VPBank's existing share ratio;
   b) Shares sold to brokers or underwriters. In this case, the specific amount of discount or rate of discount shall be decided by the BOD.
   c) Initial public offering is not for founding shareholders.
   d) Other cases and discounted rate are based on the AGM's Resolution.
   e) The offering of additional shares (public offering, private offering or issuance of additional purchase rights to increase charter capital...) shall be implemented in accordance with the provisions of the Law on Securities and other applicable laws.

Article 17. Withdrawal of shares[44]

1. VPBank is entitled to withdraw the number of shares that have not been fully and timely paid by shareholders within the time limit informed by VPBank in line with provisions of applicable laws.
2. The order and procedures for withdrawing shares shall comply with applicable laws.

[41] Clause 11, Article 210 of Law on Credit Institutions
[42] Decree 01/2014/ND-CP; Decree 69/2025/ND-CP
[43] Article 124, 126 of Law on Enterprises
[44] Article 10 of the Model charter of the public company issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding certain provisions on the management of public companies of Decree No. 155/2020/ND-CP ("Circular 116/2020/TT-BTC").

Article 18. Transfer of shares[45]

1. All shares shall be freely transferred, unless otherwise stipulated in this Charter, regulations during the issuance or other applicable laws.
2. The transfer of VPBank's shares listed on Hochiminh Stock Exchange and registered at VSD shall be conducted in accordance with regulations on securities and securities market.
3. The following cases to transfer shares by VPBank shareholders are subject to written approval by SBV before the transfer is conducted.[46]

   a) Purchase, receive the transfer of shares which results in becoming a major shareholder; shareholders, the purchaser, the transferee of shares is responsible to cooperate with VPBank to conduct the application procedures in accordance with this point;

   b) Other cases as stipulated by applicable laws.
4. Individual shareholders, institutional shareholders whose representatives of their share capital are members of the BOD, Supervisory Board or CEO are not entitled to transfer their shares during their term of office. These representatives do not include state capital representative, if any.[47]
5. During the period of addressing consequences caused by personal liabilities under the AGM's resolution or the SBV's decision, members of the BOD or the Supervisory Board, the CEO are not entitled to transfer their shares, except that:

   a) They act as authorized representatives of institutional shareholders being merged, integrated, split, separated, dissolved or bankrupted in accordance with applicable laws;

   b) They are forced to transfer their shares under a judgment of the Court.

   c) Transfer their shares to other investors in order to carry out the plan to recovery, plan to transfer entire contributed capital, plan on mandatory transfer as approved[48].

Article 19. Repurchase of shares and stocks

1. VPBank shall be entitled to repurchase its shares if the following requirements are met[49]:

   a) Having the decision of the AGM on the passing of share reacquisition to reduce the charter capital and the plan for reacquisition, in which stating the amount, time, and principle for reacquisition pricing;

   b) Having sufficient resources to reacquire the shares from equity surplus, development and investment fund, undistributed profit after tax, other funds related to equity to fund charter capital according to regulations of the law;

   c) Having a securities company assigned to conduct the transaction;

   d) Meeting all conditions according to legal regulations in case VPBank falls into the conditional industry;

   e) Not fall into the following cases[50]

[45] Article 127 of Law on Enterprises, Article 37 of Law on Credit Institutions, Article 64 of Law on securities
[46] Article 37 of Law on Credit Institutions
[47] Clause 1, Article 64 of Law on Credit Institutions
[48] Clause 2, Article 64 of Law on Credit Institutions
[49] Article 36 of Law on securities
[50] Article 36 of Law on securities

- Have overdue debt according to the latest audited financial statements; in case VPBank plans to reacquire the shares after more than six months from the end of the fiscal year, the identification of overdue debt shall be based on the audited or reviewed financial statement of the latest six months;
- VPBank is in the process of share offering and issuance to increase the capital, except where exemptions apply or otherwise provided by law;
- VPBank's shares is offered to the public;
- VPBank has reacquired its shares within six months from the date of reporting the reacquisition results or the share offering and issuance to increase capital ends less than six months from the date of ending of share offering and issuance, unless exempted or otherwise stipulated by law.

f) In case of repurchasing the shares in accordance with the ownership ratio at VPBank or legally effective judgement and decision of the Court, decision of the arbitrator, or by call auction, VPBank shall not be entitled to repurchase the shares from:

- Internal persons and their related persons according to regulations of Law on Securities;
- Holders of shares restricted to transfer according to legal regulations and this Charter;
- VPBank's major shareholders;

2. Repurchase of shares upon request of shareholders:[51]

   a) A shareholder voting against the re-organization of VPBank or the alternation of the rights and obligations of shareholders stipulated in this Charter shall be entitled to request VPBank to repurchase his shares. The request shall be required to be in writing and specify the name and address of the shareholder, the number of shares of each type, the proposed price, and the reason for such request to VPBank. The request shall be required to be sent to the head office of VPBank within ten (10) days from the date on which the Annual General Meeting passes decisions on the related matter.

   b) VPBank shall be required to repurchase shares upon request by the shareholder within ninety (90) days from the date of receipt of such a request at the price agreed by two parties. Where such a price fails to be agreed, either shareholder shall be entitled to sell shares to other people or all the parties shall be entitled to call for a price determination by a price appraisal organization. VPBank shall recommend at least three professional price appraisal organizations so that the shareholder is able to select and such selection shall be the final decision.

3. Repurchase of shares from employees according to regulations on share issuance to VPBank's employees, repurchase of fractional shares under the plan for share issuance to pay dividends, share issuance using equity in accordance with applicable laws.

4. The repurchase of shares and stocks regulated in Clause 2 and Clause 3 of this Article is exemplified by the regulations in Item 1.a, 1.b, 1.c and 1.d of this Article.[52]

5. Payment condition, execution of repurchased share and reduction of the Charter Capital of VPBank (due to share repurchase and where required by law) is compliant with the regulation of the law from time to time.

6. VPBank is entitled to repurchase shares of shareholders in accordance with this Article only if after the full payment to settle the repurchase, VPBank shall still ensure all prudential ratios in banking activities and its actual charter capital is not reduced to lower than its legal capital and ensure other

[51] Article 132 of the Law on Enterprises
[52] Clause 2, Article 36 of the Law on Securities

relevant conditions stipulated by the SBV.[53]

7. After the shares have been repurchased, the Share Ownership Certificates evidencing ownership (if any) must be cancelled immediately after full payment for the corresponding shares has been made.

8. After the repurchased shares are fully paid, if the total value of assets recorded in the accounting books of VPBank is reduced by more than ten (10) per cent, VPBank shall be required to notify all creditors thereof within fifteen (15) days from the date on which the repurchased shares are fully paid.

9. Types of fund stock held by VPBank shall not receive dividends or have voting rights or be entitled to distribution of residual assets where VPBank' goes bankrupt[54].

10. Share repurchase reporting and disclosures, and the implementation of share repurchase: in accordance with securities regulations and VPBank's regulations from time to time.

Article 20. Inheritance of shares

1. The inheritance of shares shall comply with the provisions of this Charter, the Civil Code, Law on Enterprises and other provisions of applicable laws.

2. Registering the inheritor information on VPBank's Shareholder registration book in accordance with the regulations and guidelines of the VSD and relevant legal provisions. The inheritor shall become VPBank's shareholder on the date VSD records the information, entitled to the rights and obligations of shareholder corresponding to the number of shares they inherited in accordance with provisions of this Charter and other applicable laws.

3. The inheritors of the shareholder being members of the BOD, the Supervisory Board, CEO and other managerial officers shall not be authorized to automatically inherit the rights to hold such positions.

SECTION IV: STOCKS AND BONDS

Article 21. Stocks[55]

1. VPBank's stock is a type of securities that certifies the legal rights and benefits of the owner to one or more shares of VPBank. VPBank's stock can be a book entry or electronic data. VPBank's stock is listed on Hochiminh Stock Exchange and registered at VSD.

2. Any errors in the content and form of a stock issued by VPBank shall not affect the rights and interests of its owner. The Chairman of the BOD and the CEO shall be jointly liable for any damage caused to VPBank by such errors.

3. Stocks of VPBank shall not be used as collateral for loans provided by VPBank.

4. For stocks which are issued in the form of certificates, VPBank shall be required to issue new stocks for the shareholders within 30 days from the date that the shareholders make full payment for the shares committed to purchase.

5. In case the Share ownership certificate is lost, damaged or destroyed in other forms, shareholder is entitled to VPBank's reissuance upon his/her request. Shareholder's request must detail:
   a) The certificate is lost, burnt, or destroyed in other forms; in case of loss, shareholder shall

[53] Article 65 of Law on Credit Institutions

[54]

[55] Article 121 of Law on Enterprises; Clause 5 Article 134 of Law on Credit Institutions; Clause 2, Article 4 of Law on securities 2019

pledge that he/she has disclosed such information on public media within 15 days and if found, such stock shall be returned to VPBank for destruction;

b) Information about certificate which is lost, damaged, or destroyed in other forms.

c) Shareholder shall take full responsibility for any disputes arising from the re- issuance of new share ownership certificate.

Article 22. Issuance of bonds[56]

1. VPBank shall have the right to issue bonds, convertible bonds and other types of bonds under provisions of applicable laws but shall comply with the Law on Credit Institutions, Law on Securities, and other relevant regulations.

2. The Annual General Meeting has the authority to approve the issuance of convertible bonds, the issuance of warrant-linked bonds.

3. The BOD has the authority to decide on the plan for domestic and international bond issuance, except for those under the power of the Annual General Meeting at clause 2 this Article.

4. The authority to decide on bond listing shall be in accordance with the law.

CHAPTER III: ORGANIZATION AND MANAGEMENT STRUCTURE OF VPBANK

SECTION I: GENERAL PROVISIONS

Article 23. Organizational management structure and legal representative[57]

1. Organizational management structure of VPBank includes:
   a) AGM;
   b) BOD card;
   c) The Supervisory Board;
   d) CEO;

2. The Chairman of BOD shall be the legal representative of VPBank.

Article 24. Internal supervision system

1. VPBank shall be required to set up an internal control system in order to ensure following requirements:[58]

   a) Efficiency and safety in operation; protecting, managing, utilizing, on a safe and efficient manner, their assets and resources;

   b) The system of correct, reasonable, adequate and timely financial management information;

   c) Compliance with Laws and internal regulations, processes and provisions.

   d) Other requirements in accordance with applicable laws in each period.

2. The assessment of the entire or a part of the internal control system of VPBank shall be conducted in accordance with applicable laws.

Article 25. Internal Audit[59]

[56] Clause 3, Article 20 of Decree No. 155/2020/ND-CP and Point c, Clause 3, Article 18 of the Securities Law; Clause 2, Article 13, and Clause 1, Article 28 of Decree No. 153/2020/ND-CP.
[57] Clause 1, Article 40 of Law on Credit Institutions
[58] Clause 2, Article 57 of Law on Credit Institutions, Clause 1, Article 5 of Decree 13/2018/TT-NHNN
[59] Article 58 of Law on Credit Institutions

1. Internal Audit is a unit which is under the management and direct control of the Supervisory Board and performs the internal audit for VPBank.

2. Internal Audit carries out the independent and objective review, audit on conformity and compliance with the internal regulations, policies, procedures and processes; propose recommendations to enhance the efficiency of systems, processes, regulations to enhance efficiency, thus contribute to safe and efficient and compliant operations of VPBank.

3. Internal audit results shall be timely reported to the Supervisory Board and sent to the BOD, CEO.

4. Operational structure, tasks, rights, responsibilities, of the Internal Audit; internal audit policy and plan; reporting and document retention regime of the Internal Audit shall be required to follow the regulations of the SBV.

Article 26: Cases in which individuals are not allowed to undertake positions.[60]

1. The following persons shall not be permitted to undertake the position of Chief Accountant, branch Manager or, CEO, Director of a subsidiary of VPBank[61]:

   a) Minors; persons having difficulty in cognition and behavior control; persons having limited or loss of their civil act capacity;

   b) Persons are under criminal liability prosecution, are serving a prison sentence; are serving administrative measures at compulsory drug rehabilitation facilities or compulsory corrective education establishments; being banned by the Court from holding certain positions, practicing certain professions or doing certain jobs;

   c) Persons have been convicted of crimes ranging from severe crimes or higher;

   d) Persons who have been convicted of property infringement but have not had their criminal records erased;

   e) Officials, civil servants, public employees, managers at department level or higher in enterprises in which the State holds 50% or more of the charter capital, except persons appointed as representatives to manage the State capital contribution, of an enterprise in which the State holds 50% or more of the charter capital at a credit institution or are nominated, appointed, or assigned to participate in the governance, management, control of a credit institution as required;

   f) Officers, non-commissioned officers, professional military men, national defense workers of agencies and units under the Vietnam People's Army: officers, professional non- commissioned officers, police men of agencies and units under the Vietnam People's Police, except those assigned to represent the State's capital share, of enterprises which state owns 50% or higher charter capital at VPBank;

2. Parents (include adoptive parents), spouses, children (include adoptive children) and biological siblings of a member of the BOD, CEO and the spouses of these persons shall not be entitled to undertake the position of the Chief Accountant or a person in charge of financial matters of VPBank.[62]

3. The following persons shall not be permitted to be a member of the BOD, member of the Supervisory Board, CEO, Deputy CEO of VPBank:[63]

   a) Persons who are covered by Paragraph 1 of this Article;

[60] Article 42 of Law on Credit Institutions
[61] Clause 2, Article 42 of Law on Credit Institutions
[62] Clause 3, Article 42 of Law on Credit Institutions
[63] Clause 1, Article 42 of Law on Credit Institutions

b) Persons who are not permitted to take part in the management or operation enterprises or cooperatives in accordance with applicable laws on public officer, public servant and laws on anti-corruption;

c) Persons who have been the owner of a private enterprise, a partnership member of a partnership company, CEO (managing director), members of the BOD , member of the Members Council, the supervisor, member of the Supervisory Board of an enterprise, member of a cooperative's BOD or CEO (managing director) at the time where the cooperative declared bankruptcy, except for the cases where these persons are nominated, appointed, or assigned to participate in the governance, management, control of a credit institution declared bankruptcy as required;

d) Persons who have been suspended the Chairperson of the BOD, member of the BOD, Chairperson, member of the Members' Council, Head, members of the Supervisory Board, CEO (managing director) of a credit institution in accordance with provisions of the Article 47 of the Law on Credit Institutions or persons determined by a competent authority to commit violation resulting in the revoke of license of a credit institution;

e) Related persons to members of the BOD, CEO, except as stipulated in point 3, article 69 of the Law on Credit Institutions.

f) Persons who are held liable under audit findings which lead to administrative sanctions on a credit institution, branch of a foreign bank for violations in the banking and monetary sector with the highest amount of financial penalty for violations of regulations on license, management, governance, stock, share, capital contribution, credit extension, corporate bond purchase, prudential ratios as stipulated by the law on handling administrative violations the banking and monetary sector.

g) Other cases as stipulated by applicable laws.

Article 27. Persons who are not allowed to concurrently undertake different positions.[64]

1. The Chairperson of the BOD of VPBank is not allowed to be concurrently an executive officer, member of the Supervisory Board of VPBank and of another credit institution, executive of other enterprises[65].

2. Members of the Board of Directors of VPBank shall comply with the cases of ineligibility to concurrently hold other titles or positions as prescribed in Point c, Clause 1, Article 5 of Circular 83/2025/TT-NHNN during the validity period of this provision."

3. Non-independent member of VPBank's BOD is not allowed to concurrently hold one of the following positions:[66]

   a) Executive of VPBank, except for the case of being CEO of VPBank;

   b) Managers, executives of other credit institutions, managers of other enterprises, except in the case of managers, executives of subsidiaries of VPBank or of the parent company of VPBank or in cases of implementation compulsory transfer plan which has been approved;

4. Independent member of VPBank's BOD is not allowed to concurrently hold one of the following positions:[67]

   a) Executive of VPBank;

[64] Article 43 of Law on Credit Institutions
[65] Clause 1, Article 43 of Law on Credit Institutions
[66] Clause 2, Article 43 of Law on Credit Institutions
[67] Clause 3, Article 43 of Law on Credit Institutions

b) Manager, executive of other credit institutions; managers of 02 or more other businesses;

c) Supervisors, members of the Supervisory Board of other credit institutions, other enterprises.

5. A member of VPBank's Supervisory Board is not allowed to concurrently hold one of the following positions, except for being a manager, executive, or employee of the credit institution under a pre-approved compulsory transfer plan;[68]

a) Manager, executive of VPBank, other credit institutions, other businesses; employees of VPBank or VPBank subsidiaries;

b) Employees of an enterprise where a member of the BOD of VPBank is a member of the BOD, an executive or a major shareholder of that enterprise.

6. The CEO, Deputy CEO of VPBank are not allowed to concurrently be managers, supervisors, or members of the Supervisory Board of other credit institutions, other enterprises, except in the case that deputy CEO of VPBank is the manager, executive of a subsidiary of VPBank or of the parent company of VPBank[70].

Article 28. Case of natural disqualification.[72]

1. The following cases in the natural disqualification to a member of the BOD, member of the Supervisory Board, CEO of VPBank:

a) Being one of the disqualification cases as stipulated in article 42 of the Law on Credit Institutions and point 3, article 26 of this Charter;

b) Is the representative of the capital stake of an institutional shareholder of VPBank and that institution is terminated;

c) No longer representing the capital stake as authorized by the institutional shareholder;

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

e) When the Establishment and Operation License of VPBank is revoked;

f) When the labor contract of the CEO expires;

g) Dead.

2. The BOD of VPBank shall submit a written report attached with proofs of natural disqualification persons as stipulated in point a, b, c, d, f and g, clause 1 of this article to the SBV within 05 working days since the date when the said persons are disqualified and take responsibility on the accuracy, truthfulness of this report; perform procedures of election, appointment of vacant in accordance with of applicable laws.

3. After the natural disqualification, the members of the BOD, members of the Supervisory Board, CEO of VPBank still shall be responsible for their decisions during the term of office.

Article 29. Dismissal, relief from duty[73]

1. Except the natural disqualification under article 45 of the Law on Credit Institution and article 28

[68] Clause 4, Article 43 of Law on Credit Institutions

[70] Clause 5, Article 43 of the Law on Credit Institutions

[72] Article 46 of Law on Credit Institutions

[73] Article 46 of Law on Credit Institutions

of this Charter, the Chairperson, members of the BOD, Head, members of the Supervisory Board, CEO of VPBank shall be relived from duty, dismissed in one of following cases:

a) Dismissal upon a resignation application submitted to the BOD, Supervisory Board of VPBank;
b) Relief from duty if not participating in the activities of the BOD, Supervisory Board for six (06) consecutive months, except for force majeure cases;
c) Relief from duty if fails to meet standards, conditions stipulated at the article 41 of the Law on Credit Institutions, article 50 of this Charter (applicable to Chairperson and members of the BOD), point 7 article 58 of this Charter (applicable to Head and members of the Supervisory Board), point 2 article 64 of this Charter (applicable to CEO)
d) Relief from duty independent BOD member if fails to meet requirements at the clause 2 article 41 and clause 3 article 43 of the LCIs.
e) Other cases in accordance with applicable laws.

Besides the cases stipulated in Paragraph 1 of this Article, a member of the BOD and a member of the Supervisory Board shall be dismissed or relived from his duty any time upon a decision by the AGM

3. After being dismissed or relived from duty, Chairperson and members of the BOD, Head and members of the Supervisory Board, CEO of VPBank remained liable for his/her decisions during his/her term of office.

4. Within ten (10) working days since the adoption of the dismissal or relief decision of the persons specified in Paragraph 1 of this Article, VPBank's BOD shall send a report enclosed with relevant documents to the SBV.

Article 30. Suspension, temporary suspension[75]

1. The SBV is entitled to suspend or temporarily suspend the executions of the rights and obligations of Chairperson, other BOD members, Head and other members of Supervisory Board and Executives of VPBank who violate the provisions in article 43, clause 10 article 48 of the LCIs or other applicable laws during their execution of assigned rights and obligations or fail to meet standards, requirements of the article 41 of the LCIs; require competent authority to dismiss, relive, elect and appoint replacement or designate replacement if necessary.

2. Special Supervisory Board is entitled to suspend, temporarily suspend the execution of rights and obligations of VPBank's Chairperson and BOD members, the Head and members of the Supervisory Board and executives who are put in special control status if necessary.

3. The person who shall be suspended, temporarily suspended from the execution of rights, obligations as stated in this article shall be liable for taking part in handling outstandings and violations related to personal liability upon request by the SBV, BOD, Supervisory Board of VPBank or the Special Supervisory Board.

Article 31. Election, appointment[76]

1. The list of persons who are to be elected, appointed as members of the BOD, Supervisory Board, CEO of VPBank is subject to approval in writing by SBV prior to election, appointment of such positions. Persons who are elected, appointed shall be required to be in the list that has been approved by the SBV. The process, procedures, files for approving the list for election, appointment of these positions shall be implemented in accordance with the requirements of the SBV Governor.

[75] Article 47 of Law on Credit Institutions
[76] Article 44 of Law on Credit Institutions

2. VPBank shall notify the SBV of the list of persons who are elected, appointed to the titles specified in Clause 1 of this Article within ten (10) days since the election, appointment.

Article 32. Information disclosure, publish related parties[77]

1. Members of the BOD, Supervisory Board, CEO, Deputy CEOs of VPBank shall be obliged to disclose the following information:
    a) Name, registration ID, head office address, of other enterprises, economic organizations in which they or they and their affiliated persons own contributed capital or shares in their name(s) own 5% or more of its charter capital, including capital contribution, entrusted shares to other individuals or organizations;
    b) Name, registration ID, head office address, of other enterprises, economic organization where they or their related persons are members of the BOD, Members' Council, controller, member of the Supervisory Board, CEO (managing director);
    c) Information on the related individuals, including: full name, personal ID, nationality, passport number, date of issue, place of issue for foreigners; relationship with the informant;
    d) Information on the related institutions, including: name, enterprise ID, head office address, registration certificate number or equivalent legal document; legal representative, relationship with the informant.
2. Shareholders who own 01% or more of VPBank's charter capital must provide VPBank with the following information:
    a) Full name; personal ID; nationality, passport number, date of issue, place of issue of foreign shareholders; business registration number or equivalent legal documents of the shareholder being an institution; date of issue and place of issue of this document;
    b) Information on related persons as stipulated in points c and d, Clause 1 of this article;
    c) Number and ownership ratio of VPBank shares;
    d) Number and ownership ratio of VPBank shares by his/her related person.
3. Persons specified in clauses 1 and 2 of this article must disclose information to VPBank in writing for the first time and when there is change(s) therein within 07 working days from the date of occurrence of information or its changes.
   For information at points c and d, clause 2 of this article, shareholders shall only provide information to VPBank when there is a change in their ownership ratio, their ownership ratio and the related persons ownership ratio to 01% or more of VPBank's charter capital against the last disclosure.
4. VPBank shall disclose and archive the information specified in Clauses 1 and 2 of this Article at VPBank's headquarters and send a written report to the SBV within 07 working days from the date of receipt. Annually, VPBank discloses information specified in points a, b, d clause 1 and points a, c, d clause 2 of this article to the AGM.
5. VPBank shall disclose information on the full names of individual and institutional shareholders who own 01% or more of VPBank's charter capital and the information specified in points c and d, clause 2 of this article on its portal within 07 working days from the date of receipt.
6. Informant must ensure that the information is truthful, accurate, complete, and timely and be responsible for such disclosure.

Article 33. Rights and obligations of managers and executives of VPBank[78]

1. Comply with the law, VPBank's Charter, resolutions and decisions of the Annual General Meeting;
2. Perform rights and obligations in an honest and cautious manner for the benefits of VPBank and its shareholders;

[77] Article 49 of Law on Credit Institutions, Article 164 of Law on Enterprises
[78] Article 48 of Law on Credit Institutions, Article 165 of Law on Enterprises

3. Not to be entitled to usage of VPBank's information, know-how and business opportunities, or abuse of position, power and VPBank's assets for personal gain or for serving the interests of other organizations or individuals, causing harm to benefits of VPBank and its shareholders;

4. Responsible for complying with restrictive regulations to ensure safety in banking operations of credit institutions under the provisions of the Law on Credit Institutions;

5. Ensure storage of VPBank's records to provide data for the management, administration and control of all Bank activities, and for the State Bank of Vietnam's inspection, supervision and examination;

6. Knowledgeable about all types of risks in credit institution operations;

7. Notify VPBank timely, fully and accurately of their benefits in other organizations, transactions with other organizations and individuals which might conflict with VPBank's interests and participate in such transaction only when approved by the Board of Directors;

8. Not to be entitled to facilitation of themselves or their related persons specified in Clause 1, Article 1 of this Charter to borrow a loan or use VPBank's other services with more preferential and favorable conditions than VPBank's general provisions;

9. Not to be entitled to remuneration and salary increase or bonus request when VPBank suffers losses;

10. Within the assigned rights and obligations, be responsible for executing written requests of the State Bank for contents falling under the authority of the State Bank. Make recommendations, warn of risks and operational safety, warn of risks leading to violations of monetary and banking laws; conclusions, recommendations and decisions on handling inspections;

11. Entitled to remuneration, salaries, and other benefits as stipulated in this Charter and regulations of relevant laws.

12. Entitled to participate in the management and operation of VPBank within the scope of their rights and obligations as prescribed by VPBank and regulations of relevant laws.

13. Other obligations as prescribed in this Charter and the provisions of applicable law.

Article 34. The transaction subject to approval of the AGM and the BOD

1. Contracts (except where prohibited or restricted by law) signed between VPBank and the following entities shall be subject to the approval of the AGM or the BOD:
   a) Members of the BOD, members of the Supervisory Board, CEO;
   b) Major Shareholders of VPBank;
   c) Related persons of managers and members of VPBank's Supervisory Board, Major Shareholders;
   d) The enterprise is a subsidiary or an affiliated company of VPBank. The approval and consent for contracts and transactions between VPBank and its subsidiaries or affiliated companies, in the case of implementing a mandatory transfer plan, shall be carried out in accordance with the Law on Credit Institutions.
   e) Other cases as prescribed by law (if any). The competent authority for approval in such cases shall act in accordance with the applicable legal regulations.
2. Contracts specified in point a, b,c d Clause 1 of this Article with the value at 20% (twenty percent) or higher of VPBank's charter capital as indicated in the latest audited financial statement shall be approved by the AGM[79].
3. Contracts and transactions specified in Points a, b, c, and d Clause 1 of this Article, with a value of less than or equal to 20% (twenty percent) of VPBank's charter capital as recorded in the latest audited financial statements, must be approved by the Board of Directors[80].

[79] Point r, Clause 3, Article 67 of Law on Credit Institutions
[80] Clause 9, Article 70 of Law on Credit Institutions

4. The contract shall be invalidated and handled in accordance with the Court's decision and provisions of applicable law when it is signed inconsistently with the provisions of this Article; The person signing the contract, shareholder, members of the BOD, relevant Director or CEO shall jointly compensate for any damages incurred and return to VPBank the benefits gained from the performance of that contract[81].

5. VPBank shall make public the relevant contracts in accordance with applicable laws

Article 35. Remuneration, salaries and other benefits of members of the BOD and the Supervisory Board, and CEO[82]

1. Remunerations, bonuses, and other benefits of members of the BOD and Supervisory Board shall be considered and decided by the AGM based on actual situation and business performance of VPBank and in compliance with the provisions of law from time to time.

2. Salary, bonuses and other benefits of the CEO shall be considered and decided by the BOD.

3. Remuneration, bonuses and other benefits of members of the BOD shall be paid in compliance with following regulations:

   a) Work remuneration shall be calculated in accordance with the number of work days needed to complete the duties of a member of the BOD and the remuneration rate per day.

   b) Members of the BOD shall be entitled to reimbursement for meals, accommodation, travel and other reasonable expenses incurred during the assignment fulfilment.

4. Members of the Supervisory Board shall be entitled to salaries, remunerations, bonuses and other benefits as follows:

   a) Members of the Supervisory Board shall be entitled to salaries, remunerations, bonuses and other benefits as per decisions of the AGM. The AGM shall make decisions on total salaries, remunerations, bonuses, other benefits and annual operating budget of the Supervisory Board.

   b) Depending on the nature and scope of work of each member of the Supervisory Board, members of the Supervisory Board may enter into a labor contract with VPBank. Members of the Supervisory Board shall be entitled to meals, accommodation, travel, and independent consulting services at reasonable rates. This total remuneration and expense shall not exceed the annual operating budget of the Supervisory Board approved by the AGM, except other decisions by the AGM.

5. The remuneration of BOD members and pay of CEO or Director and other managers, and salaries and operating expense of the Supervisory Board shall be included in the business expenses of VPBank in accordance with the law on corporate income, applicable laws and shall be presented as a separate item in the annual financial statements of VPBank, and shall be reported to the AGM.

6. The Board of Directors shall decide on the general principles and payment mechanism. Based on the total remuneration, bonuses, and other benefits of the members of the Board of Directors and the Supervisory Board approved annually by the General Meeting of Shareholders, the Chairman of the Board of Directors shall determine the specific payments for members of the Board of Directors, and the Head of the Supervisory Board shall determine the specific payments for other members of the Supervisory Board.

SECTION II: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

[81] Clause 5, Article 167 of the Law on Enterprises
[82] Article 163 and 172 of Law on Enterprises

Article 36. The annual general meeting of shareholders (AGM)[83]

1. All shareholders with voting rights constitute the AGM that acts as the highest decision- making body of VPBank.

2. Shareholders as an organization shall be entitled to authorize one or more individuals to perform its rights in accordance with applicable laws and must comply with the provisions of Article 10 of this Charter.

Article 37. Tasks and powers of the AGM[84]

1. Approve development directions of VPBank.

2. On the amendment and supplementation of VPBank's Charter; The BOD shall announce the Charter, update the changes and adjustments in the Charter upon approval/ acceptance/passing by the AGM.

3. Approve the regulations on the organization and operation of the BOD and Supervisory Board, the internal governance regulation; and operational regulations of the Board of Directors and Supervisory Board;

4. Decide on the number of members of the BOD, the Supervisory Board in each term of office; to elect, dismiss, remove from office, add members to or replace members of the BOD and Supervisory Board in accordance criteria, conditions provisions on the and specified in this Charter and other related provisions of applicable laws;

5. Decide on remunerations, bonus and other benefits of members of the BOD and Supervisory Board and the operating budget of the BOD and Supervisory Board

6. Review and handle in compliance with authority violations of the BOD and Supervisory Board causing damages to VPBank and VPBank's shareholders;

7. Decide on the organizational and management structure of VPBank;

8. Adopt plans on the charter capital adjustment and share offering including types and quantity of new shares to be offered;

9. Approve the buyback of sold shares;

10. Adopt plans on the issue of convertible bonds;

11. Approve the proposed remedial plan in case of early intervention in accordance with the provisions of Article 143 of the Law on Credit Institutions;

12. Approve the annual financial statements and plans for profit distribution after VPBank's tax and other financial obligations are fulfilled;

13. Adopt the reports of the BOD and Supervisory Board on the performance of their assigned tasks and powers;

14. Decide to establish or convert legal forms of overseas commercial presence and subsidiaries of VPBank;

15. Approve the plan for capital contribution and share purchase of VPBank at enterprises and other credit institutions where the capital contribution value, expected purchase price or book value in case of selling shares or capital contribution from 20% or more of VPBank's charter capital stated in the latest audited financial statements;

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[83] Clause 1, Article 138 of Law on Enterprises

[84] Article 138 of Law on Enterprises, Article 67 of Law on Credit Institutions, Clause 4 Article 239 of Decree 155/2020/ND-CP

16. Decide to invest in, buy or sell fixed assets of VPBank where the investment level, expected purchase price or original price in case of selling fixed assets shall be valued at 20% or more of VPBank's charter capital as indicated in the latest audited financial statement;

17. Approve contracts valued at 20% or more of VPBank's charter capital indicated in the latest audited financial statement between VPBank and members of the BOD and Supervisory Board, the CEO, major shareholders, related persons of managers, subsidiaries or affiliated companies of VPBank, except in cases where commercial banks are implementing a mandatory transfer plan;

18. Decide on division, separation, consolidation, merger and conversion of legal form, dissolution or request for the Court to open bankruptcy procedures for VPBank;

19. Decide on an independent auditing company Meeting the requirements as stipulated by the Governor of the SBV to be selected to audit financial statements and perform assurance services for the operation of the internal control system in preparing and presenting financial reports in the next financial year; dismiss independent auditors when deemed necessary;

20. To decide the solutions to major financial changes of VPBank;

Article 38. The Annual General Meeting[85]

1. The General Meeting holds an annual meeting once a year. In addition to the annual meeting, the General Meeting may hold extraordinary meetings. The location of the General Meeting shall be in the territory of Vietnam. In case the General Meeting is held simultaneously in many different locations, the meeting location of the General Meeting is determined to be the place where the chairman attends the meeting.

2. Annual general meeting shall be convened within four months from the last date of fiscal year, except otherwise required by applicable laws. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The format of annual general meeting shall be in line with relevant legal regulations. Annual general meeting shall discuss and approve the following issues:

   a) The key performance indicators in the annual business plan of VPBank;

   b) The annual financial reports;

   c) Report of the BOD on management and performance of each member of the BOD;

   d) Report of the Supervisory Board on VPBank's business results, and the performance of the BOD and the CEO;

   e) Self-assessment by Supervisory Board and its members;

   f) Dividends for each type of shares;

   g) Other issues within its competence.

3. The BOD shall convene an extraordinary General Meeting in the following cases: [86]

   a) The BOD considered the meeting is necessary for VPBank's benefits;

   b) The remaining number of members of the BOD shall be less than the minimum number of members as prescribed in Clause 2, Article 49 of this Charter [87];

   c) The remaining number of members of the Supervisory Board shall be less than the minimum number of members as prescribed in Clause 2, Article 49 of this Charter;[88]

   d) At the written request of a shareholder or group of shareholders owning more than 10% of

[85] Article 138, 140 of Law on Enterprises, Article 67 of Law on Credit Institutions
[86] Clause 2, Article 67 of Law on Credit Institutions
[87] Point b, Clause 2 Article 67, Clause 1 Article 69 of Law on Credit Institutions
[88] Point c, Clause 2 Article 67, Clause 2 Article 51 of Law on Credit Institutions

VPBank's total common shares. [89] The summoning request for the General Meeting of Shareholders must be made in writing and must include the full name, address, contact information, nationality, legal document number of the individual shareholder; name, business registration number, or legal document number of the organization, main office address for organizational shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total shares of VPBank, based on and the reason for requesting the convening of the General Meeting of Shareholders. Shareholders or groups of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of a General Meeting of Shareholders.

e) At the request of the Supervisory Board;[90]

f) Decide the content at the request of the State Bank when an event that affects the safety of VPBank's operations occurs;[91]

g) Other cases in accordance with provisions of this Charter and of applicable laws.

The BOD must convene the General Meeting within 90 days from the date of the above events, except for the cases specified in Points a and g, Clause 3 of this Article.

4. In case the BOD fails convene the General Meeting as specified in Clause 3 of this Article, within the next thirty (30) days, the Supervisory Board in replacement of the Board of Directors shall convene the General Meeting.[92]

5. In case the Supervisory Board fails convene the General Meeting as prescribed in Clause 4 of this Article, the shareholder or group of shareholders owning more than 10% of VPBank's total common shares shall be entitled to a request VPBank' representative to convene the General Meeting.[93]

6. Meeting conveners shall execute the following to organize an AGM:

a) Preparing the list of Shareholders eligible to attend the meeting;

b) Providing information and settling complaints related to the list of Shareholders;

c) Setting up meeting agenda and content

d) Preparing documents for the meeting;

e) Drafting meeting Resolution based on tentative working agenda, list and detail profile of candidates where shall be an election for the member(s) of the BOD or Supervisory Board;

f) Decide on time and venue for the meeting;

g) Sending invitation to each of eligible shareholders in accordance with provisions of this Charter and applicable laws.

7. The shareholders shall not be entitled to these expenses incurred while attending the General Meeting, including accommodation and travel expenses.

8. In the event that the Board of Directors and the Board of Supervisors fail to convene the General Meeting of Shareholders as prescribed in Clauses 3 and 4 of this Article, they shall be held liable

[89] Point d, Clause 2 Article 67 of Law on Credit Institutions
[90] Point d, Clause 2 Article 67 of Law on Credit Institutions
[91] Point e, Clause 2 Article 67 of Law on Credit Institutions
[92] Clause 2, Article 140 of Law on Enterprises
[93] Clause 4, Article 140 of Law on Enterprises

in accordance with the provisions of law.

Article 39. Attendance right in the AGM[94]

1. The authorized representative of a shareholder shall be an organization directly attends the meeting or authorizes in writing one or several other individuals or organizations to attend the meeting through one of the forms specified in Clause 3 of this Article.

2. Delegating individuals or organizations to represent at the AGM must be documented. The authorization document shall be made in accordance with civil law regulations and must clearly state the name of the individual or organization being delegated and the number of shares being delegated. Individuals or organizations delegated to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room.

3. A shareholder's attendance and voting at the AGM are deemed eligible if he/she:

   a) Attends and votes in person at the AGM;

   b) Appoints a proxy to attend and vote at the AGM;

   c) Attends and votes at the virtual AGM, casts electronic ballot or other electronic forms;

   d) Sends the ballot to the AGM by post, fax, email;

   e) Sends the ballot in other electronic means stipulated/informed by VPBank prior to the AGM.

   Shareholders' participation and voting through online meetings, electronic voting, or other electronic forms, or by sending voting ballots to the meeting via postal mail, fax, email, or other electronic means, shall be implemented based on actual circumstances from time to time, ensuring compliance with applicable laws and regulations, as well as the proper retention of documents of the General Meeting of Shareholders (including the storage of shareholders' voting ballots.

4. The appointment of proxy at AGM must be documented. Proxy form shall be in line with VPBank's template; otherwise, in line with applicable civil laws which specifies proxy-assigning shareholder's name, proxy's name and number of authorized shares, specific authorizations, authorization scope, authorization period, and signatures of the shareholder and the proxy. The proxy shall present proxy form upon check-in at the AGM. In case of sub-proxy, the attending person shall present the original proxy form of the shareholder or authorized representative of the institutional shareholder (if not yet registered with VPBank) [95]

5. Numbers of authorized persons attending the AGM:

   a) An individual shareholder shall be entitled to a maximum authorization of 01 (one) person to attend meetings.

   b) An institutional shareholder holding less than 10% of the total common shares shall be entitled to a maximum authorization of 01 (one) person to attend meetings.

   c) An institutional shareholder holding 10% or more of the total common shares shall be entitled to a maximum authorization of 03 (three) persons to attend meetings.

Article 40. List of shareholders eligible to attend the AGM[96]

1. The list of shareholders eligible to attend the AGM shall be made based on the Register of VPBank's stock owners under the management of VSD. The list shall be made in accordance with the rules and regulations of VSD and relevant legal regulations.

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[94] Article 144 of Law on Enterprises

[95] Article 16 of the sample Charter of public company issued under Circular No. 116/2020/TT-BTC.

[96] Article 141 of Law on Enterprises

Article 41. Agenda and contents of the Annual General Meeting[97]

1. Person who convenes the Annual General Meeting shall be responsible for preparing the list of shareholders eligible to attend the meeting and to vote; prepare the agenda and contents of the meeting.

2. A shareholder or group of shareholders holding from 5% or more of the total common shares of VPBank shall be entitled to recommendations to be included in the Annual General Meeting agenda. Such recommendations shall be in writing and sent to VPBank no later than seven (07) working days [98]prior to the opening date of such meeting. The recommendation shall explicitly state name of shareholder, the number of each type of shareholder's shares, and issues proposed to be included in the meeting agenda.

3. Person who convenes the Annual General Meeting but refuses the recommendation as stipulated in Clause 2 this Article shall provide response in writing with explicit reasons for refusal at least two (2) working days prior to the opening date of such meeting. Person who convenes the Annual General Meeting shall be entitled to the recommendation refusal only if:

   a) That recommendation is not sent within the time limit, or does not contain all information or correct contents as prescribed in Clause 2 of this Article;

   b) Issues that are proposed to be included in the meeting agenda do not fall within competence of the Annual General Meeting;

   c) The recommendation of shareholders is not for VPBank's general benefits.[75] reviews

   d) At the time of making recommendation(s), the shareholder or group of shareholders do not hold at least 5% of the total common shares according to VPBank's Charter;

4. Except for the events provided in Paragraph 3 of this Article, persons who convenes the Annual General Meeting shall accept and incorporate the recommendation made in accordance with Clause 2 of this Article into the meeting agenda and contents; the recommendation shall be officially added to the meeting agenda and contents if it is approved by the Annual General Meeting.

Article 42: Invitation of the Annual General Meeting[99]

1. Person who convenes the Annual General Meeting shall send a meeting invitation to all shareholders eligible to attend the meeting at least twenty-one (21) working days [100]prior to the opening date of the meeting, specifically:

   a) The meeting invitations shall be sent by a guaranteed method to shareholders' contact addresses (including email, message, post, or other means in line with VPBank's regulations from time to time) and disclosed on VPBank's website, disclose information in accordance with regulations;

   b) The meeting invitations shall include: name, address of the head office, Business code, place of business registration of VPBank; name and contact address of shareholder, time, venue of the meeting and other requirements for the meeting participants (if any);

2. The meeting invitations shall be enclosed with a standard form of authorization, meeting agenda, a vote as well as discussion documents as a basis to adopt decisions and draft resolution on each issue at the meeting.

3. The meeting invitations and other relevant attached materials shall be posted on the websites of VPBank, and information will be disclosure State Securities Committee and Hochiminh Stock

[97] Article 142 and Clause 2 Article 115 of Law on Enterprises
[98] Article 142 of Law on Enterprises
[99] Article 143 of Law on Enterprises
[100] Clause 1, Article 143 of Law on Enterprises

Exchange in accordance with relevant legal regulations

Article 43. Conditions for proceeding the Annual General Meeting[101]

1. The Annual General Meeting shall take place if attending shareholders represent from 50% of total voting shares.

2. If the first meeting fails to take place due to failure to satisfy conditions as stipulated in Clause 1 of this Article, the second meeting shall be convened within thirty (30) days from the proposed opening date of the first meeting. The second meeting shall take place if attending shareholders represent from 33% of total voting shares.
3. In case the second meeting fails to open due to failure to satisfy conditions as stipulated in Paragraph 2 of this Article, the third meeting shall be convened within twenty (20) days from the proposed opening date of the second meeting. In this situation, The meeting shall always take place regardless of the total number of votes of attending shareholders.
4. Any changes in the meeting agenda enclosed with the meeting invitations as stipulated in Article 42 of this Charter shall be able to be done only by the Annual General Meeting.

Article 44. Formality and voting method of the Annual General Meeting[102]

1. The election of the chairperson, secretary and vote scrutiny committee of the Annual General Meeting shall be regulated as follows:
   a) The Chairman of the BOD shall act as chairperson or authorize another BOD member to act as chairperson of AGM convened by the BOD; if the Chairperson is absent or temporarily unable to work, the remaining members of the BOD shall elect one of them to act as the chairperson of the meeting in the principle of majority; if no one is elected to be the chairperson, the Head of the Supervisory Board shall direct the AGM to vote for a meeting chairperson who receives the highest votes from among the attendees; [103]
   b) Except for the case specified in Point a of this Clause, the person who signs to convene the AGM shall direct the AGM to elect the chairperson who receives the highest number of votes;
   c) The chairperson should be entitled to appointment of no more than two persons to jointly run the meeting;
   d) The chairperson shall appoint one or more persons to act as secretary of the meeting.
   e) The Annual General Meeting shall elect one or several persons for the vote scrutiny committee based on recommendation of the chairperson.[104]
2. To register for the meeting:
   a) In the opening date, shareholders and authorized representatives shall come to the place of meeting on time as noticed to register to attend the meeting. Time for registration shall comply with the meeting invitation;
   b) Upon registration, participants shall be provided with voting papers or voting cards or ballots corresponding to the number of issues to be voted in meeting's agenda;
   c) After the time for the registration, the chairperson shall start the meeting if the minimum conditions for the meeting to take place have been satisfied, not be required to wait for all shareholders to start the meeting;
   d) Shareholders or authorized representatives come after the opening of the meeting shall be entitled to registration and to vote right afterward. In this case, validity of the previous votes

[101] Article 145 of Law on Enterprises
[102] Article 146 of Law on Enterprises
[103] Point a, clause 2, Article 146 of Law on Enterprises
[104] Clause 2, Article 146 of Law on Enterprises

shall not be affected[105].

3. The meeting agenda and contents shall be adopted by the Annual General Meeting at the opening session. The agenda shall define the time for each issue in the meeting.
4. The chairperson has the right to resort to necessary methods to chair the meeting appropriately to ensure orderly, and in compliance with agenda adopted and reflecting desire of majority of participants.
5. The Annual General Meeting shall discuss and vote on each issue of meeting agenda. There shall be three options on the voting ballot, including for, against, and abstain. The chairperson shall announce the results of the voting counts prior to the closing of meeting.
6. Before and during the meeting, the convener or chairperson of the Annual General Meeting shall have the following rights:
   a) To require all people attending the meeting to be checked or subject to other legitimate and appropriate security measures;
   b) Request competent agencies to maintain order during the meeting; to expel from the Annual General Meeting anyone who fails to comply with the chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.
7. The chairperson shall have the right to adjourn the Annual General Meeting for which sufficient attendees have registered and adjourn it only according to regulations to another time or to change the location of the meeting in the following cases:
   a) There shall be not enough space for the participants at the current meeting venue;
   b) Means of communication at the meeting venue are not sufficient for the participation, discussion and voting of attending shareholders;
   c) One or more participants disturb or obstruct the meeting so that the meeting shall not be able to proceed fairly and legally;
   d) The maximum time for any adjournment of a meeting shall be three days since the date of the proposed opening of the meeting.
8. In case the chairperson adjourns or postpones an Annual General Meeting contrary to the provisions of Clause 7 in this Article, the Annual General Meeting shall elect another person from the attendees to replace the chairperson in conducting the meeting until its completion; all resolutions adopted at that meeting are effective.
9. The General Meeting of Shareholders may also be held in the form of an online meeting, a hybrid meeting combining in-person and online participation, or other appropriate forms. In such cases, the General Meeting of Shareholders shall apply modern technological solutions to enable shareholders to attend and/or express opinions at the online meeting, and to vote through electronic voting or other electronic means.

Article 45. Ratification for the decisions of the Annual General Meeting[106]

1. The Annual General Meeting shall adopt decisions within its competence in the form of voting at meeting or collecting opinions in writing.
2. When approved by the number of shareholders representing more than 50% of the total votes of all shareholders: in case of soliciting Clause 3,4,5 this Article[107].
3. Decisions on the following issues shall be approved by the number of shareholders representing more than 65% of the total votes of all attending shareholders or when approved by the number of shareholders representing more than 65% of the total votes of all shareholders in case of written

[105] Clause 6, Article 146 of Law on Enterprises
[106] Clause 4 Article 67 of Law on Credit Institutions
[107] Point b, Clause 4 Article 67 of Law on Credit Institutions

opinions:

- Adoption of changes on charter capital; adoption of share offering options, including types of shares and number of shares to be offered;
- VPBank's decision on investment and trading of fixed assets shall be approved where the investment level, expected purchase price or original price in case of selling fixed assets has a value of 20% or more in comparison with VPBank's charter capital recorded in the latest audited financial statements;

4. Decisions on division, separation, consolidation, merger, conversion of legal form, dissolution or request to the Court to open bankruptcy procedures for VPBank shall be approved by shareholders representing more than 65% of the total votes of all attending shareholders. [108]
5. The election of members of the BOD and the Supervisory Board for a new term or the additional election or replacement of members of the BOD and the Supervisory Board shall be performed by cumulative ballots, whereby the number of votes given to each shareholder shall be equal to the total number of their shares multiplied by the number of elected members of the BOD and the Supervisory Board and shareholders shall be entitled to all or part of their votes given to one or several candidates. The elected members of the BOD or Supervisory Board shall be determined according to the provisions of VPBank's Election Regulations from time to time.
6. Decisions on the following contents shall be ratified by voting at meetings of the General Meeting of Shareholders:[109]
   (i) Approve development orientations of VPBank.
   (ii) Decide the number of members of the Board of Directors and Board of Controllers in each term of office; elect, dismiss, add or replace members of the Board of Directors and Board of Controllers according to the criteria and requirements specified in Law on Credit Institutions and this charter.
   (iii) Consider and handle violations that are committed by the Board of Directors or Board of Controllers and cause damage to VPBank and its shareholders according to its jurisdiction.
   (iv) Decide division, amalgamation, merger, conversion of legal forms or dissolution of, or request the Court to establish bankruptcy procedures for VPBank.
7. Resolutions and decisions adopted with 100% of the total number of voting shares shall be lawful and valid even if the order and procedures for convening the meeting and adopting that resolution and the meeting agenda and format are not performed in accordance with regulations, violating the Enterprise Law and this Charter.[110]
8. The decisions of the General Meeting shall be disclosed and notified to shareholders in compliance with relevant legal regulations.

Article 46: Authority and procedures for collecting written opinions from shareholders [111]

1. The BOD shall be entitled to shareholders' written ballots collected to adopt resolutions and decisions of the General Meeting at any time if deemed necessary for VPBank's benefits, except for mandatory issues adopted at the General Meeting in accordance with the provisions of this Charter.
2. The collection of shareholders' written opinions may also be conducted in the form of electronic voting. In such cases, one, some, or all activities related to the collection of shareholders' written opinions shall be carried out on an electronic system, on the principle of ensuring compliance with

[108] Point d, Clause 4 Article 67 of Law on Credit Institutions
[109] Clause 5 Article 67 of Law on Credit Institutions
[110] Clause 2, Article 152 of Law on Enterprises
[111] Article 149 of Law on Enterprises

applicable laws and regulations.

3. The BOD shall prepare ballots, draft resolutions and decisions of the General Meeting and documents explaining draft resolutions and decisions. The ballots enclosing draft decisions and explanatory documents shall be sent to shareholders by a method that ensures to reach the shareholder's contact address of each shareholder with voting rights, or send an email from VPBank's email address (vanphonghdqt@vpbank.com.vn or ir@vpbank.com.vn or another email address as determined and officially announced by the Board of Management on VPBank's website) to the shareholder's email address registered with VPBank or VSD no later than ten (10) days before the deadline to return the ballots.

4. The ballot shall contain the following contents:
   a) Name, address of the head office, corporate registration code of VPBank;
   b) Purpose of obtaining written opinions;
   c) Full name, contact address, nationality, number of individual legal documents in case of individual shareholder; name, corporate registration code or number of legal documents and head office address in case of institutional shareholder or full name, contact address, nationality, number of individual legal documents in case of an individual representing an institutional shareholder; number of shares of each type and number of shareholders' votes;
   d) Issues on which it shall be necessary to obtain ballots in order to adopt a resolution;
   e) Voting options which consist of agreement, disagreement, or no opinion;
   f) Time-limit within which the completed ballot shall be required to be returned to VPBank;
   g) Full name and signature of the Chairman of the BOD .

5. Shareholders can return their ballots to VPBank by one of the following options:
   a) In case of sending mail, the ballots returned shall contain the signature of individual shareholders, of the legal representatives or of the authorized representatives of institutional shareholders. The ballots returned to VPBank shall be put in a sealed envelope and no one shall be permitted to open the envelope prior to the vote counting.
   b) In case of sending fax or email or other form, ballots returned to VPBank via email shall be kept confidential until the vote counting.

6. Any ballots returned to VPBank after the expiry of the time-limit stated in the ballots or any ballots which have been opened when sent by mail or leaked when sent via fax, email shall be invalid. Un-returned ballots shall be considered abstention.

7. The BOD shall conduct vote counting and prepare the minutes under the witness and supervision of the Supervisory Board or shareholders not holding VPBank management positions. The minutes shall contain the following contents:
   a) Name, address of the head office and corporate registration code of VPBank;
   b) Purposes and issues subject to the written opinion obtained to adopt resolutions and decisions;
   c) Number of shareholders with total numbers of votes cast, classified into valid and invalid votes and the method of casting votes, enclosing an appendix listing the shareholders who have voted.
   d) Total number of votes for, against and abstentions on each issue voted upon;
   e) The issue which have been adopted and relevant percentages of voting;
   f) Full name and signature of the Chairman of the BOD, the person who supervises the vote counting, and the ballot counter.

   The members of the BOD, the person who supervise the vote counting, and the ballot counter shall be jointly responsible for the truthfulness and accuracy of the minutes of vote counting and shall be jointly liable for any damage arising from decisions adopted due to dishonest or inaccurate vote counting;

8. The minutes of vote counting, and the resolutions shall be sent to all shareholders within fifteen

(15) days since the ending of the ballot counting. Sending the minutes of vote counting and resolutions can be replaced by posting on VPBank's website within 24 hours from the time the vote counting ends.

9. Within fifteen (15) days since the ending of the ballot counting, all resolutions, decisions approved by the General Meeting of Shareholders must be sent to the State Bank.[112]
10. The returned ballot, minutes of vote counting, the full text of adopted resolution and other related documents attached with the ballot shall be retained at the head office of VPBank.
11. Resolutions and decisions adopted in the form of collecting written shareholders' ballots have the same validity as resolutions adopted at the General Meeting in accordance with legal regulations.

Article 47: Minutes of the Annual General Meeting[113]

1. Annual General Meeting shall be minuted and may be audio-recorded, or recorded and stored in another electronic form. The minutes must contain the following main contents:
   a. Name, address of the head office, number of business registration of VPBank;
   b. Time and venue of the meeting;
   c. Agenda and contents of the meeting;
   d. Full names of Chairperson and secretary;
   e. Summary of the meeting progress and opinions made at the meeting on each issue set out in the meeting agenda;
   f. Numbers of shareholders and total votes of the attending shareholders; the appendix listing the shareholders who have registered to attend the meeting or their authorized representatives together with their shares and their corresponding votes;
   g. Total of votes for each issue voted on, specifying total number of votes for, against and abstentions; the corresponding to percentage compared to the total votes of attending shareholders; Total number of votes for each issue voted on, specifying the number of votes, for, against, and abstentions; and the corresponding percentage on the total number of votes of shareholders attending the meeting
   h. Adopted issues and corresponding voting proportion;
   i. Full names, signatures of chairperson and secretary

   Where the chairperson and secretary refuse to sign the minutes, the minutes shall take effect only if signed by all other members of the BOD in attendance and contain all the content as prescribed in this Clause. The minutes shall specify clearly in writing that the chairperson and secretary refuse to sign.
2. The minutes shall be made in Vietnamese and maybe in another foreign language, and the two versions shall have the same legal validity. In the event where the two versions differ in contents, the Vietnamese version shall prevail.
3. The meeting minutes shall be fully prepared and approved before the closing of the meeting.
4. The chairperson and secretary or other people signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the minutes. The meeting minutes shall be sent to all shareholders within a period of fifteen (15) days since the closing of the meeting.
5. Within fifteen (15) days since the ending of the ballot counting, all resolutions, decisions approved by the General Meeting of Shareholders must be sent to the State Bank
6. The Annual General Meeting's resolutions and minutes, the appendix listing the shareholders having registered to attend and related documents shall be kept at the Company's headquarters.

[112] Article 68 of Law on Credit Institutions
[113] Article 150 of Law on Enterprises

Article 48. Requirement for revocation of the Annual General Meeting's decisions[115]

1. Within ninety (90) days from the receipt of the resolutions, or minutes of the Annual General Meeting or of the voting results for obtaining opinions of the Annual General Meeting, shareholders or group of shareholders possessing from 5% of total shares and higher shall be entitled to a request to the Court or Arbitrator to consider and revoke a resolution or part of a resolution of the Annual General Meeting in the following cases:
   a) The order and procedures for convening and decision making of the Annual General Meeting are in severe violations of the provisions of this Charter and of Law on Enterprises, excluding the cases stipulated in Clause 7, Article 45 of this Charter.;
   b) Content of resolutions on legal infringement or violation of this Charter.
2. The order and procedures for handling such cases at the Court, Arbitrator shall be implemented in accordance with relevant provisions of applicable laws.
3. In case there is request from a shareholder or a group of shareholders to the Court or Arbitrator to cancel the AGM's resolution as prescribed in this Article, the resolution is still in effect until the Court or Arbitrator delivers the cancellation decision, except in the case of applying interim emergency measures in accordance with a decision of a competent authority .[116]

SECTION III: THE BOARD OF DIRECTORS

Article 49. Composition, structure and term of office of the BOD [117]

1. The BOD shall be a management body of VPBank, which shall be entitled to act on behalf of VPBank in determining and exercising all rights and obligations of VPBank except those falls within the competence of the Annual General Meeting.
2. The BOD of VPBank shall have at least 05 members and not more than 11 members, the specific number of members shall be decided by the Annual General Meeting. At least 02 independent members, two-thirds of the total members of the BOD shall be non-executives of VPBank.[118]
3. Individuals and related persons of such individual or persons who are representatives of contributed capital of an organization and their related persons shall be entitled to the participation of the BOD, but shall not exceed two (02) member of the BOD, except for the representative of the State's capital contribution, or a mandatory transferee. [119]
4. The term of office of the BOD shall be 05 years, which shall be followed by that of the BOD's members. Members of the BOD shall be entitled to be re-elected for unlimited number of terms of office, unless otherwise provided by law. The added or substituting members of the BOD shall have term of office as the remaining one of the BOD. The BOD of the recently ended term continues to work until the new BOD take over the tasks. In case all members of BOD ended term at the same time, those members continue to be members of the BOD until new members are elected to replace them and assume their duties[120].
5. In case the BOD has fewer members than the minimum number of members as prescribed in Clause 2, Article 49 of this Charter, within 90 days from the date the minimum number of members is not enough, VPBank shall elect additional members to ensure the minimum number of members, except for the cases stipulated in Clause 5, Article 166 of the Law on Credit Institutions[121].
6. The BOD uses VPBank's seal to perform its tasks and powers.

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[115] Article 151 of Law on Enterprises
[116] Clause 3, Article 152 of Law on Enterprises
[117] Articles 50, 69 of Law on Credit Institutions;
[118] Article 69 of Law on Credit Institutions
[119] Clause 3, Article 69 of Law on Credit Institutions
[120] Clause 3, Article 154 of Law on Enterprises
[121] Clause 2, Article 50 of the Law on Credit Institutions

7. The BOD shall have an assisting department. Functions and tasks of the assistance mechanism for the BOD shall be decided by the BOD.

8. The BOD shall set up Committees and Councils to assist the BOD in performing its tasks and powers, specifically:

   a) The BOD shall establish at least 02 Committees: Risk Management Committee and Personnel Committee to assist the BOD in executing duties and powers. Each committee shall ensure personnel structure compliance with legal regulations.

   b) The BOD shall stipulate the regulations, functions, duties, powers decision-making mechanisms regarding proposals of the committees stated above and other committees and councils in accordance with the provisions of SBV's Governor and applicable laws (if any).

9. Nomination and self-nomination of members of the BOD[123]

   a) Shareholder or group of shareholders nominate candidates for the Board of Directors in accordance with the provisions of this Charter.

   b) In case the number of candidates is smaller than the minimum number, the incumbent Board of Directors shall nominate more candidates or organize the nomination.

   c) VPBank publishes information about candidates for the Board of Directors according to legal regulations.

Article 50: Criteria and conditions to be a member of the BOD [124]

1. A member of the BOD shall satisfy the following criteria and conditions: [125]

   a) Not prohibited from holding a certain position specified in Article 26 of this Charter;

   b) Having professional ethics comply to regulations of Governor of the State Bank;

   c) Having a bachelor's degree or higher;

   d) Having one of the following conditions: At least three (03) years as a manager or executive of a credit institution; At least five (05) years as an executive of a finance, accounting or auditing enterprise or of another enterprise with equity capital not smaller than the legal capital of a credit institution that is a joint stock company; at least five (05) years working in a professional department of a credit institution or foreign bank branch; or at least five (05) years working in a finance, banking, accounting, or auditing department.[126]

2. An independent member of the BOD shall satisfy not only the criteria and conditions specified in Clause 1 of this Article but also the following ones:

   a) Neither currently working for VPBank or a VPBank's Subsidiary nor having ever worked for VPBank or a VPBank's Subsidiary for the three (03) preceding years;

   b) Not receiving regular salary or remunerations from VPBank other than allowances entitled to by members of the BOD;

   c) Not having a spouse, sibling or spouses of these persons who are VPBank's major shareholders, managers, members of the Supervisory Board or a subsidiary;

   d) Neither represent VPBank's share ownership; nor together with related persons directly or indirectly owning 01% or more of charter capital or voting share capital of VPBank

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[123] Clause 3, Article 274 of Decree 155/2020/ND-CP, Article 25of the sample Charter of public company issued under Circular No. 116/2020/TT-BTC.

[124] Article 41 of Law on Credit Institutions

[125] Clause 1, Article 41 of Law on Credit Institutions

[126] Point d, Clause 1, Article 41 of Law on Credit Institutions

e) Not being a manager or a member of VPBank's Supervisory Board at any time within the 05 preceding years;

Article 51. Tasks and Powers of the Board of Director[127]

1. The BOD has the following tasks and powers:
   a) To submit to the AGM to decide and approve the content within the tasks and powers of the AGM specified in Article 37 of this Charter.
   b) to decide the establishment of VPBank's branches, representative offices, and public service units and on amendments and supplements related to the establishment of these branches, representative offices, and public service units[100]
   c) To appoint, remove from office, dismiss, discipline, suspend, and decide on salaries, bonuses and other benefits for the CEO, Deputy CEO, and other executives fall under the BOD's authority pursuant to internal regulations of the BOD. At the same time, the BOD may decentralize specific decision-making authority within this scope, in accordance with VPBank's internal regulations ;
   d) To appoint representatives for VPBank's contributed capital, authorized representatives at other enterprises and credit institutions;
   e) To adopt plans on capital contribution and purchase or sale of shares and contributed capital of VPBank in other enterprises or credit institutions whose capital contribution value, expected purchase price or book value in case of selling shares or contributed capital with a value of less than 20% of VPBank's charter capital recorded in the latest audited financial statement;
   f) To decide to invest in, purchase and sell VPBank's fixed assets in which the investment, expected purchase price or original price in case of selling fixed assets with a value of 10% or more of VPBank's charter capital recorded in the latest audited financial statement, except for investments, purchases or sales of fixed assets under the decision authority of the AGM. For transactions and activities outlined in point (f) with a value below 10% of VPBank's charter capital as recorded in the most recent audited financial statements, the Board of Directors implements a decision-making mechanism, which includes principles for identifying individuals and entities authorized to approve, ensuring alignment with the actual situation of VPBank.
   g) The BOD decides on credit grants pursuant to the provisions of Clause 7, Article 136 of the Law on Credit Institutions, except for transactions under the decision-making authority of the AGM;
   h) To approve other contracts and transactions with a value of less than 20% of VPBank's charter capital recorded in the latest audited financial statements between VPBank and members of the BOD and the Supervisory Board, CEO, VPBank's major shareholder; related persons of managers; VPBank's subsidiaries and affiliated companies;
   i) To approve other contracts and transactions with a value of 10% or more of VPBank's charter capital recorded in the latest audited financial statement; For transactions and activities outlined in point (i) with a value below 10% of VPBank's charter capital as recorded in the most recent audited financial statements, the Board of Directors implements a decision-making mechanism, which includes principles for identifying individuals and entities authorized to approve, ensuring alignment with the actual situation of VPBank.
   j) To examine, supervise and direct the CEO in performing assigned tasks; annually evaluate the CEO's performance;
   k) To issue internal regulations related to VPBank's organization, management and operation in

[127] Article 153 of Law on Enterprises; Article 70 of Law on Credit Institutions; Clause 3, The sample Charter of public company andRegulation on organization and operations of BOD issued under Circular No. 116/2020/TT-BTC.

compliance with applicable laws, except for the issues falling under the competence of the AGM and the Supervisory Board (include regulations on disclosure of information);

l) To decide on risk management policies and supervise the implementation of risk prevention methods of the credit institution;

m) To review and approve annual reports;

n) To decide to offer new shares within the limit of shares entitled to be offered;

o) To decide on offer prices of shares and convertible bonds of VPBank;

p) To decide to repurchase VPBank's shares in accordance with the approved plan;

q) To propose the plan on distributions of payable profits and dividends; to determine the time period and procedures for paying dividends or handling losses arising in business;

r) To prepare relevant contents and documents for submission to the AGM to decide on issues within its competence, except for issues within the competence of the Supervisory Board;

s) To approve the BOD's operation schemes and plans, and schemes, contents and documents used for the AGM; to convene the AGM or obtain shareholder's written opinions to adopt the decisions and resolutions of the AGM;

t) To organize, implement, examine and supervise the performance of resolutions and decisions of the AGM and the BOD;

u) To promptly notify the State Bank of information that negatively affects the status of members of the BOD and Supervisory Board, and of the CEO;

v) To decide on VPBank's strategy, medium-term development plan and annual business plan;

w) Propose the types of shares in which how many shares of each type shall be offered for sale.

x) To decide on selling issue regulations regarding the mobilization of additional capital for VPBank in any form not within the authority of the General Meeting of Shareholders.

y) To decide on solutions for market development, marketing and technology;

z) To elect and dismiss the Chairman of the BOD; appoint, dismiss, sign contracts, and terminate contracts for the General Director and other positions according to the regulations of the BOD;

aa) Decide, organize implementation, and issue internal documents to exercise the ownership role, shareholder rights, or capital contributor rights at subsidiaries, affiliated companies, or other entities in which VPBank contribute capital or shares (including but not limited to the nomination/appointment/dismissal of members of the Board of Directors, members of the Supervisory Board, and determination of their remuneration and other benefits).;

bb) To decide on VPBank's internal organizational structure and internal management regulations;

cc) To submit annual financial reports to the AGM;

dd) To propose the reorganization or dissolution of the company; and to request the company's bankruptcy;

ee) Approve the signing of audit contracts with auditing firms on the list of independent auditing organizations approved and selected by the General Meeting of Shareholders;

ff) To promulgate the BOD's regulations and internal regulations on corporate governance after being approved by the AGM; the BOD shall undertake the issuance and publication of the Charter, updating any changes or adjustments to the Charter corresponding to issues approved, endorsed, or passed by the AGM.

gg) To propose the Governor of the State Bank to approve issues in compliance with the law;

hh) To decide on VPBank's bond issuance plan (including bonds offered for sale abroad), except for the bond issuance under the authority of the AGM according to this Charter;;

ii) To regulate matters related on capital mobilization and asset transfer between units within VPBank.

jj) To perform tasks and duties decentralized and assigned by the AGM in accordance with the AGM's resolution;

kk) To decide to liquidate poor quality assets; damaged assets that could not be restored; technically outdated assets that have no use or are used ineffectively and could not be sold; used assets exceeding their prescribed useful life and could not continue to be used. The BOD may delegate specific decision-making authority within this scope, in accordance with VPBank's internal regulations;

ll) To regulate issues related to the mechanism for determining the compensation in handling property losses at VPBank. The BOD may delegate specific decision-making authority within this scope, in accordance with VPBank's internal regulations.

mm) To approve VPBank's annual financial plan;

nn) To decide, approve and execute issues related to the VPBank restructuring plan in accordance with the law or at the request of the competent state management agency;

oo) To decide, approve and execute agreements and arising issues related to foreign shareholders, including but not limited to agreements on governance, management, personnel, operations... and VPBank's activities;

pp) To decide on amending, supplementing, adjusting, or changing contents related to mandatory transfer acceptance and the content of the mandatory transfer plan, adjusting the mandatory transfer plan to comply with legal regulations (including but not limited to specific deadlines of the transfer plan; transactions, support measures for VPBank and/or the transferee credit institutions in line with actual conditions during plan implementation; approving contract contents, specific transactions of VPBank with the transferee credit institutions and related parties, and all other related content); and decide on and carry out other tasks related to implementing and executing the mandatory transfer plan.

qq) Other duties and powers as prescribed in this Charter, relevant legal regulations, and resolutions/decisions of the AGM;

2. When performing its functions and duties, the BOD shall comply with the law, this Charter and the AGM's decisions. If a decision adopted by the BOD is in breach of the law, this Charter or the AGM's resolutions/decisions causing damages to VPBank, members of the BOD who have approved that decision shall be jointly responsible for such decision and shall compensate for VPBank; members who have disapproved of the aforementioned decision shall be exempted from their responsibility. In this case, VPBank's shareholders shall be entitled to a request to the Court in suspending or terminating such resolutions or decisions. [128]

3. Where necessary, the BOD shall appoint a company secretary. The company secretary shall have the following rights and obligations: [129]

a) Assist in convening and organizing the AGM, the BOD's meetings; take meeting minutes;

b) Assist the members of the BOD in exercising their rights and obligations;

c) Assist the BOD in adopting and implementing VPBank governance principles;

d) Assist VPBank in developing shareholder relationships and protecting shareholders' legitimate rights and interests, in complying with the obligation to provide and publicize information, and in administrative procedures;

e) Other rights and obligations in compliance with the law and provisions of this Charter.

[128] Clause 4, Article 153 of Law on Enterprises
[129] Clause 5, Article 156 of Law on Enterprises

Article 52. Rights and Obligations of Chairman of the BOD [130]

1. The Chairman of the BOD shall be elected and dismissed by the BOD from among the members of the BOD elected by the AGM. The Chairman of the BOD should be elected at the first meeting of the BOD within seven (07) working days from the closing date of that BOD election. This meeting is 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 percentage of votes, the members vote in accordance with the majority principle to select one (01) person among them to convene a BOD meeting[131]. The Chairman of the BOD shall permanently reside in Vietnam throughout the term.
2. Rights and obligations of the Chairman of the BOD:
   a) To set up routine and action plans of the BOD; responsible for exercising rights and obligations;
   b) To prepare or to arrange for preparing programs, contents and documents for meetings; to convene and chair the BOD meetings;
   c) To sign documents on behalf and within the authority of the BOD;
   d) To organize the adoption of decisions and resolutions of the BOD;
   e) To supervise the implementation of decisions and resolutions of the BOD;
   f) To chair the AGM;
   g) To ensure that all members of the BOD receive sufficient, objective and exact information and have enough time to discuss the issues to be considered by the BOD;
   h) To assign specific tasks to each member of the BOD;
   i) To supervise members of the BOD in performing assigned rights, obligations and duties;
   j) To evaluate the work performance of each member and committee of the BOD and report the evaluation results to the AGM;
   k) To authorize to only one other member of the BOD to exercise the rights and obligations of the Chairman of the BOD the event of absence or inability to perform duties.
   l) To execute missions and tasks as assigned and allocated by the AGM in accordance with the resolutions of the AGM and BOD;
   m) To request to convene extraordinary AGM in accordance with the provisions of this Charter;
   n) To implement other rights and obligations in accordance with the provisions of this Charter and the applicable laws.
3. In case the Chairman of the BOD has resigned or has been dismissed, the BOD shall elect a replacement within ten (10) days from the date of receipt of the Chairman's resignation or the date on which the Chairman has been dismissed;[132]
4. In case the Chairman of the BOD is absent or unable to perform the duties, the Chairman shall authorize in writing a member of the BOD to perform the rights and duties of the Chairman of the BOD. In case there is no authorized person or the Chairman dies, goes missing, is detained, is serving a prison sentence, is serving administrative measures at a compulsory detoxification or education unit, ran away from place of residence, has limited or lost civil act capacity, has limited cognition and behavioral control, has been banned by the Court from holding a position, practicing a profession or working a certain job, the remaining members shall elect one member to be Chairman of the BOD in accordance with the principle that a majority of the remaining members agree until a new decision is made by the BOD.

Article 53. Rights and Obligations of members of the BOD[133]

1. To perform duties, rights and obligations of a member of the BOD in accordance with internal

[130] Article 156, Clause 1, Article 157 of Law on Enterprises; Article 71 of Law on Credit Institutions
[131] Clause 1, Article 157 of Law on Enterprises
[132] Clause 4, Article 29, The sample Charter of public company and Clause 7, Article 4 Regulation on organization and operations of BOD issued under Circular No. 116/2020/TT-BTC.
[133] Article 72 of Law on Credit Institutions; Article 159 of Law on Enterprises, Article 277 Decree 155/2020/ND-CP

regulations of the BOD and the assignment of the Chairman in an honest and prudent way for benefits of VPBank and shareholders; to promote the independence of independent members of the BOD in performing rights and obligations which these members shall be responsible.

2. To review audit and financial reports prepared by independent auditors, give opinions or request VPBank executives, independent and internal auditors to explain and clarify issues related to the reports.
3. To request the Chairman to convene an extraordinary BOD meeting.
4. To attend the BOD meetings, discuss and vote on issues falling within the BOD's duties and rights as prescribed in the Law on credit institutions and in this Charter; to be responsible to the AGM and the BOD for every decision made. In case the voting issues conflicts with any member's interests, that member shall not cast their vote.
5. Members of the BOD shall not authorize others to attend the BOD meeting to decide on issues specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18 of Article 70 in the Law on Credit Institutions.
6. To execute resolutions and decisions of the AGM and the BOD.
7. To explain to the AGM and BOD on the execution of assigned tasks when requested.
8. To make information disclosures after conducting VPBank share transactions in compliance with the law.[134]
9. To report promptly and fully to the BOD on remunerations received from subsidiaries, affiliated companies and other organizations;
10. To report to the BOD at the latest meeting on transactions between VPBank, subsidiaries, or companies controlled by VPBank with over 50% of charter capital and members of the BOD and their related persons; transactions between VPBank and a company in which a member of the BOD is a founding member or an executive within the last 3 years prior to the transaction time.
11. To appoint, dismiss and remove the tittle of the Chairman of the BOD;
12. Members of the BOD have rights to request the CEO, Deputy CEO or other executives of VPBank to supply information and documents regarding the financial and business situations of VPBank, VPBank's units and subsidiaries[135];
13. Each independent member of the Board of Directors shall prepare an assessment report on the activities of the Board of Directors
14. To be insured for liability by VPBank. This insurance does not cover the liabilities of BOD members related to violations of laws and regulations specified in this Charter.
15. To perform other duties and rights in accordance with provisions of this Charter and applicable laws.

Article 54. Ratification for the decisions of the BOD[137]

1. The BOD shall adopt its decisions in the manner of voting at meetings, obtaining written opinions, via online meetings, online voting or other online forms in accordance with VPBank's regulations from time to time. [138]Each member of the BOD shall have one vote.

2. When adopted in the manner of voting at meetings, decisions of the BOD shall be adopted by the majority of "for" votes, including votes of attending members and of members who do not attend but vote by written opinions. In case no majority vote is established, final decision shall be adopted in favor of the vote by Chairman of the BOD or AGM's Chair (in case the Chairman does not convene the meeting). [139]

3. When adopted in the manner of obtaining written opinions, decisions of the BOD shall be adopted if being agreed by the majority of voting members of the BOD.
4. When ballots are sent by post, they should be contained in a sealed envelope and handed to Chaiman of the BOD at least one (01) hour before the opening. The ballots shall be only opened

[134] Point dd, clause 2, Article 277 Decree 155/2020/ND-CP
[135] Article 159 of Law on Enterprises; Article 277 Decree 155/2020/ND-CP

[137] Article 153, 157 of Law on Enterprises
[138] Point c, clause 9 Article 153, 157 of Law on Enterprises
[139] Clause 12, Article 157 of Law on Enterprises

under witness of all attendees.[140]

Article 55. Procedures of BOD meeting[141]

1. The BOD shall meet at least one every quarter or extraordinarily. A meeting of the BOD shall be able to be convened by the Chairman at any time when necessary. Meeting of the BOD shall take place at the head office of VPBank or another place. BOD's meetings shall be held face-to- face or online (in the form of teleconference or videoconference or other electronic means), given that for online meetings (for instance, teleconference, videoconference or other electronic means), every participant is able to: a) hear other BOD member's speeches; and b) giving their speech to all other participating members simultaneously, if desired. The venue of the online meeting is considered where the meeting chair presents.

2. The first meeting of the BOD in a term of office shall be convened within seven working days from the date when the election for the BOD of such term shall be closed. This meeting shall be convened and chaired by the member who has gained the highest number of votes or highest proportion of votes. If there are two or more members who have the highest and same number of votes or proportion of votes, members shall vote in the principle of absolute majority to select one of them to take responsibility to convene the meeting. In this BOD meeting, the Chairman shall be elected and other decisions within the competence of the BOD shall be adopted.

3. The Chairman shall convene a BOD meeting in the following cases: [142]

   a) When requested by the Supervisory Board or independent member(s) of the BOD;

   b) When requested by the CEO or at least of five other executives;

   c) When requested by at least two members of the BOD;

   d) Other cases stipulated in this Charter and relevant laws.

4. The request stated in Clause 3 shall be made in writing and shall specify the purpose and issues which need to be discussed and decided within the competence of the BOD. The Chairman shall convene meetings of the BOD within seven working days from the receipt of the request. If the Chairman fails to convene the BOD meetings as requested, he/she shall be responsible for any damages caused to VPBank; the person who has requested shall have the right to convene the meeting of the BOD in replacement of the BOD.

5. The Chairman of the BOD or the convenor sends a meeting invitation and attached documents to members of the BOD and Supervisory Board. When convening a meeting, the convener shall send a meeting invitation at least three (03) working days before the date of meeting. The invitation shall specify time, place, agenda, and issues proposed to be discussed and decided. Other relevant meeting materials and voting paper shall be attached to the meeting invitation. The meeting invitation shall be sent by post, telephone, fax, email or other means, which shall reach the address registered at VPBank of each member of the BOD. In urgent cases, the convener shall send the invitation one (01) working day prior to the date of meeting, relevant materials shall be sent right at the meeting. Details of the urgent cases, time and form of urgent meeting invitation shall be implemented in accordance with internal regulations issued by the BOD.

6. A meeting of the BOD shall be conducted if there shall be an attendance of at least 3/4 (three fourths) of total members of the BOD. If there are insufficient members required for the meeting as stipulated in this clause, the second convening of the meeting shall be conducted within 7 (seven) days from the original planned date. In this case, the meeting shall be conducted if there shall be

[140] Clause 10, Article 157 of Law on Enterprises
[141] Article 157 of Law on Enterprises
[142] Clause 3, Article 157 of Law on Enterprises

an attendance of over half of total members of the BOD.

7. Member(s) of the BOD are deemed participate and vote at the meeting in the following cases:

a) Participate and vote in person at the meeting;

b) Authorize another person to participate and vote as per of this article;

c) Participate and vote at the online meeting, vote online or other electronic means;

d) Sending ballot(s)/ opinions to the meeting by post, fax, email;

e) Sending ballot(s) by other means as provided in this Charter.

8. Meeting minutes of the BOD :[143]

a) All meetings of the BOD shall be recorded in minutes and could be audio-recorded, saved and stored under other electronic forms. Meeting minutes shall have the following main contents:

- Name, address of the head office, number of the business registration certificate;
- Time and venue of the meetings
- Purposes, agenda and contents of the meetings;
- Full names of each attending member or their authorized persons and method of attending; Names of members who do not attend the meetings and reasons for their absence;
- Issues discussed and voted in the meetings; summary of opinions of each attending member under the meeting sequence;
- Result of voting which indicates the members who agree, who do not agree and members who give no opinion;
- Issue adopted and corresponding voting rate;
- Full name and signature of Chairperson and minute takers, except for the cases specified in Point e of this Clause.

b) Chairperson, minutes takers and others who sign on the meeting minutes shall be responsible on fairness and accuracy of the content therein.

c) Meeting minutes shall be made in Vietnamese and could be in a foreign language, and the validity of these two versions shall be the same. In case of any differences between the contents of these two versions, the Vietnamese one shall prevail.

d) All meeting minutes and other relevant materials used during the meetings shall be retained at the head office of VPBank.

e) In case Chairperson and minutes takers refuse to sign the meeting minutes that is approved by all other members of the BOD participating in the meeting and covers sufficiently all the contents then the meeting minutes is deemed valid. The meeting minutes clearly state that the Chairperson and minutes takers refused to sign the minutes. Those who sign the minutes are responsible on the accuracy and truthfulness of its content. Chairperson and minutes taker shall hold their personal liability to any damages caused to VPBank as consequences of their refuse to sign the minutes in accordance with Law On Enterprise, Charter of VPBank and other relevant laws.

Article 56. Procedures for obtaining written opinions of members of the BOD

[143] Article 158 of Law on Enterprises

The written opinions from BOD members shall be obtained in forms of paper, email or other facilities and tools as accepted by VPBank's internal management policies and procedures, including but not limited to by the document management system, electronic workflow, etc. at each time.

Article 57. Corporate governance coordinator of VPBank[144]

1. The BOD shall appoint at least one (01) person as the corporate governance coordinator of VPBank to support the effective governance of the Bank. The term of office of the corporate governance coordinator of VPBank is determined by the BOD, which shall not exceed five (05) years. Corporate governance officer can also be corporate secretary simultaneously in accordance with Clause 5 at Article 156.5 of the Law on Enterprise.
2. The corporate governance coordinator shall meet the following conditions:
   a) Not currently working for the external audit company which is auditing VPBank's financial reports.
   b) Other criteria as stipulated in applicable law, this Charter and the BOD's decisions.
3. Corporate governance coordinator of VPBank shall have the following rights and obligations:
   a) To advise the BOD on the organization of the AGM in accordance with regulations and other related works between VPBank and shareholders;
   b) To prepare meetings of the BOD, Supervisory Board and AGM on request of the BOD or Supervisory Board;
   c) To advise on meeting procedures;
   d) To attend meetings;
   e) To advise on processes for making resolutions of the BOD in accordance with the provisions of law;
   f) To provide financial information, copies of the minutes of BOD meetings and other information to members of the BOD and Supervisory Board;
   g) To monitor and report to the BOD on the disclosure of VPBank's information;
   h) Being contact person between related parties;
   i) To ensure confidentiality of information in accordance with the provisions of applicable law and VPBank's Charter;
   j) To perform other rights and obligations in compliance with legal regulations and VPBank Charter.

SECTION IV: THE SUPERVISORY BOARD

Article 58. The Supervisory Board

1. The Supervisory Board is an agency elected by the AGM to supervise and evaluate the compliance with the law, internal regulations, Charter and resolutions and decisions of the AGM and BOD.
2. The Board of Supervisors of VPBank shall comprise five (05) members[146]. The Board of Supervisors shall elect one member to act as the Head of the Board of Supervisors. The Head of the Board of Supervisors must reside in Vietnam throughout their term of office.
3. The Supervisory Board shall have an internal audit division and assistance division to perform its tasks.
4. The term of office of the Supervisory Board shall be for five (05) years. *The term of office of a*

[144] Article 281 of Decree 155/2020/ND-CP

[146] Clause 2, Article 51 of the Law on Credit Institutions

Supervisory Board member shall be aligned with the term of Supervisory Board. The term of office of additional or replacement member shall be the remaining time of such term. The Supervisory Board of the previous term shall operate until the Supervisory Board of a new term take over its tasks.

5. In case the Supervisory Board has more members than the minimum number of members specified in Clause 2 of this Article, within 90 days from the date of insufficient number of members, VPBank shall elect additional members, ensuring the minimum number of members, except for the cases specified in Clause 5, Article 166 of the Law on Credit Institutions.
6. Criteria and conditions for members of the Supervisory Board:[148]
   a) Not subject under the case of being ineligible for holding positions as specified in Clause 1, Article 42 of the Law on Credit Institutions;
   b) To possess professional ethics in accordance with regulations of the Governor of the State Bank;
   c) To have a bachelor degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, and auditing;
   d) Have at least three (03) years of direct work in the fields of finance, banking, accounting, and auditing;
   e) Not to be a related person of the managerial officers of VPBank;
   f) The Head of the Board of Controllers shall reside in Vietnam during his/her term of office
7. Nominate for candidacy of the Supervisory Board[149]
   a) Shareholders or shareholder groups nominate candidates for the Supervisory Board in accordance with the provisions of this Charter.
   b) In case the number of candidates for the Supervisory Board nominated and proposed by shareholders or shareholder groups is still insufficient and less than the required number they are entitled to nominate, the incumbent Supervisory Board shall introduce additional candidates or organize additional nominations.
   c) VPBank carries out the disclosure of information about candidates for the Supervisory Board in accordance with legal regulations.

Article 59. Tasks and Powers of the Supervisory Board[150]

1. To supervise the governance and management activities of VPBank in compliance with laws, internal regulations, Charter and resolutions and decisions of the AGM and VPBank's BOD; be responsible before the AGM for performing assigned tasks and powers; in accordance with the provisions of the Law on Credit Institutions and VPBank's Charter.
2. To issue internal regulations of the Supervisory Board in accordance with the legal provisions; to review annually the Supervisory Board and VPBank's internal regulations on accounting and reporting.
3. To access and provide complete, accurate and timely information and documents related to VPBank's governance and operations, and to have the right to use VPBank's resources to perform assigned tasks and powers; can hire experts, independent consultants and outside organizations to perform tasks but shall still be responsible for the performance of the Supervisory Board's tasks.
4. To appraise VPBank's first-half and annual financial reports; report to the AGM on its appraisal of annual financial reports and evaluate the rationality, lawfulness, truthfulness and prudence in

[148] Article 41 of Law on Credit Institutions, Article 286 of Decree 155/2020/ND-CP
[149] Clause 1, Article 285 of Decree 155/2020/ND-CP, Article 36 The sample Charter of public company under Circular No. 116/2020/TT-BTC.
[150] Article 52 of Law on Credit Institutions

accounting, statistical work and financial reporting. The Supervisory Board shall consult the BOD's opinions before submitting its reports and recommendations to the AGM.

5. To supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of VPBank under the decision authority of the AGM and BOD; annually prepare and send reports on supervision results to the AGM and BOD.

6. Supervise compliance with regulations in Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in credit institution operations.

7. To examine accounting books, other documents and the management and administration of VPBank's operations if it is necessary or in the following cases:

   a) Pursuant to resolutions or decisions of the AGM.

   b) Or at the request of the State Bank, major shareholders or groups of major shareholders in accordance with provisions of applicable laws; The Supervisory Board shall conduct examination within 7 (seven) working days since the date of receiving request. The Supervisory Board shall report and explain examined issues to organizations and individuals who made requests within 15 days since the ending of examination.

   To carry out this task, all relevant departments within the bank shall provide documents, records, and explanations promptly upon request by the Supervisory Board, and shall bear full legal responsibility if any delay in providing such information affects the Supervisory Board's inspection timeline.

8. Promptly notify the AGM and BOD when discovering that VPBank's managers and executives have violated the law, the Charter, internal regulations of VPBank, resolutions and decisions of the AGM and the BOD; request the violators to immediately stop the violation and have solutions to remedy the consequences (if any):
   - For violations by managers who are the Chairman or members of the Board of Directors: Promptly notify the General Meeting of Shareholders;
   - For violations by other managers and executives: Promptly notify the Board of Directors.

9. To make a list of founding shareholders within 05 years from the date of being a founding shareholder, shareholders owning 01% or more of charter capital and related persons of members of the BOD and Supervisory Board, CEO (Directors) of VPBank; save and update changes to this list;

10. To request the BOD to hold an extraordinary meeting or to convene an extraordinary meeting of the AGM in accordance with the provisions of the Law on Credit Institutions and VPBank's Charter;

11. To convene an extraordinary AGM in case the BOD makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds assigned authority or other cases as stipulated in this Charter;

12. To appoint, dismiss, discipline, suspend and decide on salaries and other benefits for positions in the internal audit division;

13. Promptly report to the State Bank on violations specified in Clauses 6, 8 and 11 of this Article and violations of share ownership ratio, and related persons in accordance with provisions of this Law.

14. To regulate the organizational structure, functions, duties, and powers of the Internal Audit Department in accordance with the provisions of law.

15. Supervise and assess the implementation of professional ethical standards by members of the Supervisory Board and internal auditors; supervise and assess the Internal Audit Department and the Head of Internal Audit in performing their functions and duties in accordance with applicable laws and the internal regulations of the Supervisory Board from time to time (if any).[152]

[152] Article 13, Circular 13/2018/TT-NHNN (amended, supplemented, effective until the end of 30/06/2026); Article

16. To issue the annual internal audit plan at the request of the Chief Internal Auditor after consulting with the BOD and CEO.[153]

17. To approve the internal audit self-assessment report and approve the internal audit results report to submit to the BOD and CEO;[154]

18. Other duties and rights as prescribed in this Charter and relevant laws.

Article 60. Rights and obligations of Head of the Supervisory Board[156]

1. To organize the implementation of the duties and rights of the Supervisory Board Board in compliance with the provisions of Article 52 of the Law on Credit Institutions and this Charter;
2. To convene and chair the Supervisory Board's meetings;
3. To sign documents within the Supervisory Board's competence on behalf of the Supervisory Board;
4. To convene extraordinary meetings of the Annual General Meeting on behalf of the Supervisory Board or request the BOD to convene extraordinary meetings in accordance with provisions in this Charter;
5. The head of Supervisory Board shall preside over the election of the chair of the AGM in case the President is absent or temporarily unable to work while the remaining members of the BOD cannot elect a chair. In this case, the person who receives the most votes shall chair the meeting[140];
6. To attend meetings of the BOD, to voice opinions in these meetings but to have no right to vote. To request for recording his opinions in minutes of the BOD when his opinions differ from the resolutions and decisions of the BOD and report to the Annual General Meeting if required;
7. To prepare action plans for and assigned tasks to members of the Supervisory Board pursuant to internal regulations of VPBank;
8. To ensure that all members of the Supervisory Board receive comprehensive, objective and accurate information and have sufficient time to discuss the issues that shall be required to be considered by the Supervisory Board;
9. To supervise and direct members of the Supervisory Board to perform their assigned tasks, rights and obligations;
10. To authorize only one member of the Supervisory Board to perform his/her tasks when absent or shall not perform the tasks;
11. To perform other rights and obligations in accordance with provisions in VPBank's Charter and applicable laws.

Article 61. Rights, duties of Members of the Supervisory Board[158]

1. To comply with the law, VPBank's Charter, internal regulations of the Supervisory Board and perform tasks assigned by the Head of the Supervisory Board to implement dutiess and rights of the Supervisory Board honestly and carefully. , for the benefit of VPBank and shareholders; be responsibile for exercising obligations and rights;
2. To elect a member as the chief of Supervisory Board;
3. To request the Head of the Supervisory Board to convene an extraordinary meeting of the

13 of Circular 83/2025/TT-NHNN (Effective from 01/07/2026);

[153] Clause 2, Article 70 of Circular No. 13/2018/TT-NHNN (amended, supplemented), effective until 30/06/2026); Clause 2, Article 69 of Circular 83/2025/TT-NHNN (Effective from 01/07/2026)

[154] Point b, Clause 4, point d Clause 2, Article 9 of Circular No. 83/2025/TT-NHNN

[156] Article 53 of Law on Credit Institutions

[158] Article 54 of Law on Credit Institutions

Supervisory Board;

4. To control business activities, to examine accounting books, assets, financial reports and to recommend corrective actions;

5. To request managers to report and explain the financial status and business results of subsidiaries, plans, projects, development investment programs and other decisions in the management and operation of VPBank;

6. To request managers, executives, and staffs of VPBank to provide figures and to explain business activities in order to perform the assigned tasks;

7. To report to the Chief of the Supervisory Board on VPBank's irregular financial operations and take responsibility for their own assessments and conclusions;

8. To attend the Supervisory Board's meetings, to discuss and vote on the issues within the tasks and rights of the Supervisory Board, except for those having conflict of interest with the said member.

9. Other rights and duties in accordance with provisions in this Charter and applicable laws.

Article 62. Meeting of the Supervisory Board

1. The Supervisory Board shall meet periodically, once a quarter at least, and shall be convened to irregular meetings to deal with unforeseen issues in time. Meetings of the Supervisory Board shall be held at VPBank head office or another location. Meetings of the Supervisory Board can be conducted offline or online
2. The meeting of the Supervisory Board shall be carried out when there are at least three forth of members of the Supervisory Board attending in person or via authorized persons. Where the first regular meeting of the Supervisory Board shall be convened with inadequate number of attending members as prescribed, the Head of the Supervisory Board shall have to convene the second meeting of the Supervisory Board within the next 07 days rom the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the members of the Supervisory Board attend. After two convocations of the meeting of the Supervisory Board with inadequate number of attending members, the Head of the Supervisory Board shall have to inform the BOD and consider resolution. Each attending member of the Supervisory Board shall have one vote at the meeting of the Supervisory Board. If a member of the Supervisory Board is not able to attend the meeting, he/she shall be entitled to authorize his/her voting right in written form to another member of the Supervisory Board (a person who shall be entitled to vote) to vote on behalf of. A member of the Supervisory Board who has interest related to issues to be brought forward for the decision of the Supervisory Board shall not be entitled to participate in the voting on those issues and simultaneously shall not be authorized by other members of the Supervisory Board to participate in the voting on those issues.
3. The decisions of the Supervisory Board shall be adopted if they are agreed by at least 51% of attending members of the Supervisory Board who are eligible for voting. Where the votes are split equal, the final decisions shall be subject to the side supported by the Head of Supervisory Board or authorized by the Head of Supervisory Board.
4. The Supervisory Board's meeting minutes are officially made in Vietnamese and may be made in foreign languages, and shall be signed by all attending members of the Supervisory Board who shall be jointly responsible for the Minutes' accuracy. and truthfulness

Article 63. Collecting written opinions of members of Supervisory Board

Decisions adopted by ballots voting from Supervisory Board members shall be as valid as those adopted at the Supervisory Board meetings if

a) It is approved in written form by at least 51% of the members of the Supervisory Board entitled to participate in voting on the issue brought forward for opinions;

b) The number of the members of the Supervisory Board entitled to vote in writing

SECTION V: THE CHIEF EXECUTIVE OFFICER

Article 64. The Chief Executive Officer[160]

1. The BOD shall appoint one member of the BOD or hire another person to serve as the CEO. The CEO shall manage daily operation of VPBank, under the supervision of the BOD and the Supervisory Board and be accountable to the BOD and the law for his/her performance of assigned rights and obligations.
2. Criteria and conditions of the CEO:[161]
   a) Having capacity for civil act and not prohibited about conditions as stipulated in Clause 1, Article 42 of Law on Credit Institutions and Article 26of this Charter;
   b) Having professional ethics under regulations by the Governor of the State Bank of Viet Nam;
   c) Possessing a bachelor degree or higher in finance, banking, economics, business administration, law, accounting, auditing.
   d) Meeting one of the following conditions: at least 05 years' experience of working as manager in a credit institution or CEO (Director), Deputy CEO (Deputy Director) of an enterprise whose owner's capital is equal to the legal capital at the minimum for a bank and having at least 05 years of direct working experience in finance, banking, accounting, or audit field, at least 10 years of directly working in finance, banking, accounting or audit fields.[162]
   e) Residing in Vietnam during his/her term of office.
3. The term of the CEO shall be required not to exceed 05 years. The CEO shall be entitled to be re-appointed for unlimited number of terms[163]. When his/her term expires, the CEO shall be responsible for managing VPBank's daily operation until the SBV approve the tentative list of nominees, unless otherwise decided by the BOD.

Article 65. Tasks and Powers of the CEO[164]

1. The CEO has the following tasks and powers:
   a) To organize the implementation of the resolutions and decisions of the AGM and the BOD;
   b) To decide on issues related to daily business activities of VPBank within his/her competence and which are not under the authorities of the BOD;
   c) To establish and maintain an efficient internal control system;
   d) To prepare and submit financial reports to the BOD for approval or to report to competent authorities for approval while taking responsibility for the accuracy and truthfulness of financial reports, statistical reports, settlement data and other financial information;
   e) To issue internal rules, regulations within his/her competence; to establish technical processes and procedures to run the business management system, management information system;
   f) To report to the BOD, Supervisory Board, AGM and competent authorities the business activities and results of VPBank in accordance with applicable laws and this charter;
   g) To decide the application of the measures beyond his/her competence in case of natural disasters, enemy inflicted devastation, fire, incidents and take responsibility for that decision and to report to the BOD in timely manner.
   h) To propose the internal organizational structures and internal operational structures of

[160] Article 64, 162 of Law on Enterprises; Article 55, 56 of Law on Credit Institutions
[161] Clause 4, Article 41 of Law on Credit Institutions
[162] Clause 4, Article 41 of Law on Credit Institutions
[163] Clause 2, Article 162 of Law on Enterprises
[164] Article 162 of Law on Enterprises; Article 56 of Law on Credit Institutions

VPBank and submit to the BOD or AGM to decide within their mandates;

i) To request the BOD to convene extraordinary meetings in accordance with provisions in this Charter.

j) To appoint, relieve from duty and demote managerial officers and others in accordance with internal regulations of VPBank, except those to be decided by the AGM, the BOD;

k) To sign contracts on behalf of VPBank in accordance with provisions this Charter and other related provisions.

l) To propose plans to use profits, pay dividends and deal with business losses;

m) To decide on recruitment, salaries, bonus and allowances (if any) of VPBank's employees within his/her competence.

n) To organize the implementation of business plans and investment projects of VPBank;

o) To establish and maintain the internal control system of VPBank.

p) Execute missions and tasks as assigned by the AGM and BOD or by the resolutions of the AGM, resolutions, decisions by the BOD;

q) Develop financial plan, business plan for the next year based on annual business orientation and submit for BOD's approval. Based on the approved plan, assign implementation plan and targets for different units;

r) Approve the plan for utilization of foreign loans and the restructuring plan of foreign borrowings;

s) Other rights and duties as prescribed by law, this Charter, and resolutions of the Board of Directors.

2. The CEO shall be required to manage daily business of VPBank in accordance with the provisions of applicable laws, this Charter, labour contract signed with VPBank and decisions of the BOD. In case his management is contrary to provisions in this article and causes damages to VPBank, the CEO shall take responsibility before the law and compensate VPBank for any damages.

Article 66. Supporting apparatus to the CEO

The supporting apparatus to the CEO include the deputy CEOs, chief accountant, and head of divisions, departments, centers at VPBank's Head Office; director of branches, and other titles, councils, committees, departments as stipulated by VPBank.

SECTION VI: EMPLOYEES AND TRADE UNION

Article 67. Employees and Trade Union

1. The establishment and operation of trade union at VPBank shall be performed in compliance with provisions of applicable laws.
2. The CEO shall be responsible for formulating the regulations, provisions related to the recruitment, employment, wages, social insurance, welfare benefits, rewards and discipline and other issues for the VPBank's employees as well as the VPBank's relations with the trade union, to report them to the BOD for approval in compliance with provisions of applicable laws and decisions of the Annual General Meeting.

CHAPTER IV:
RELATIONSHIP BETWEEN VPBANK AND ITS SUBSIDIARIES AND AFFILIATES

Article 68 – Management of VPBank's Capital Contribution in Other Enterprises

1. The Board of Directors of VPBank shall decide, organize implementation, or issue internal documents to appoint VPBank's authorized representatives to manage and represent VPBank's capital contribution and to exercise VPBank's rights and obligations at credit institutions and

enterprises in which VPBank contribute capital or shares (including subsidiaries and affiliates), in accordance with VPBank's regulations and the charters of the investee credit institutions and enterprises.

2. VPBank shall decide on the level of capital contribution or share purchase for the establishment or adjustment of its equity interest in other credit institutions and enterprises, in accordance with VPBank's business strategy and plan.

3. The rights and obligations of VPBank's authorized representatives/capital representatives at other credit institutions and enterprises shall be defined by the Board of Directors and in accordance with applicable laws from time to time..

Article 69 – Control, Association, and Cooperation with Subsidiaries and Affiliates

1. With respect to subsidiaries and affiliates, VPBank shall exercise control, oversight, and other rights of an owner, capital contributor, or shareholder in accordance with applicable laws, VPBank's internal regulations, and the charters of such subsidiaries and affiliates, including one, several, or all of the following aspects:

a) Approving or voting to approve (within its authority) the charter, and any amendments or supplements to the charter of subsidiaries and affiliates.

b) Approving or voting to approve (within its authority) the orientation, direction, and business strategy.

c) Approving or voting to approve (within its authority) the annual business plan.

d) Approving or voting to approve (within its authority) the business plans of subsidiaries and affiliates, as well as their outward investment activities.

e) Receiving and approving, or voting to approve (within its authority), the management reports and the annual audited financial statements of subsidiaries and affiliates.

f) Cooperating and forming alliances with subsidiaries and affiliates to carry out activities and business operations in accordance with legal regulations and mutual agreements.

g) Receiving profits and covering incurred expenses; bearing risks associated with VPBank's capital contribution or shareholding in subsidiaries and affiliates.

h) Other matters as stipulated in the charters of subsidiaries and affiliates, VPBank's internal regulations, and in compliance with applicable laws.

Subsidiaries and affiliates of VPBank shall be collectively referred to in this Charter as 'Member Units'. VPBank shall support the Member Units by setting and providing overall development directions that leverage their respective strengths, while avoiding unhealthy internal competition and the fragmentation of resources among them. Cooperation, commercial support, and investment activities among the Member Units shall be based on commercial terms, ensuring a balance of interests among the parties and in compliance with applicable laws.

2. VPBank shall not directly make decisions or participate in the management of its subsidiaries and affiliates, except as stipulated in Article 70 of this Charter or in cases where a restructuring plan approved in accordance with the law is being implemented. This provision does not exclude the right of VPBank's representatives to participate in the management, administration, and supervision structures of subsidiaries and affiliates.

Article 70 – Rights and Obligations of VPBank with Respect to Single-Member Limited Liability Subsidiaries

VPBank shall exercise the rights and obligations specified in Article 69 of this Charter, as well as the following additional rights and obligations:

1. VPBank shall determine the organizational structure of the single-member limited liability company in accordance with the Law on Enterprises and other relevant legal regulations.

2. VPBank shall decide on the appointment, dismissal, removal, commendation, and disciplinary actions for the Chairman and Members of the Members' Council or the Chairman of the Company, as well as Members of the Supervisory Board and Controllers.
3. VPBank shall decide and/or delegate authority to the Members' Council or the Chairman of the company to decide on the appointment, dismissal, commendation, and disciplinary actions for other positions within the subsidiary, in accordance with VPBank's regulations and/or the charter of the subsidiary.
4. VPBank shall exercise other rights and obligations of the owner as stipulated in this Charter, the charter of the single-member limited liability subsidiary, the Law on Enterprises, the approved restructuring plan, and other relevant legal regulations.

Article 71 – Rights and Obligations of VPBank with Respect to Multi-Member Limited Liability Subsidiaries and Joint Stock Companies

VPBank shall exercise the rights and obligations specified in Article 69 of this Charter, as well as the following additional rights and obligations:

1. VPBank shall exercise its controlling rights as a shareholder or capital contributor through its appointed representative, who shall exercise rights and obligations at the General Meeting of Shareholders and serve as a member of the Board of Directors or Members' Council of the subsidiary that is a joint stock company or a multi-member limited liability company.
2. Other rights and obligations as provided in this Charter, the charters of the respective subsidiaries and affiliates, the relevant provisions of the Law on Enterprises, the approved restructuring plan in accordance with the law, and other applicable legal regulations.

Article 72 – Relationship between VPBank and its Affiliates

VPBank shall have the rights and obligations of a shareholder or capital contributor in its affiliates in accordance with the charters of such affiliates, capital contribution or share purchase agreements, and shareholder or capital contributor agreements, in compliance with applicable laws.

CHAPTER V:
FINANCE -ACOUNTING REGIMES, INFORMATION DISCLOSURE, REPORTING

SECTION I: GENERAL PROVISIONS

Article 73. Financial regimes, fiscal year[165]

1. VPBank's financial regimes shall be implemented in accordance with provisions of the Law on Credit Institutions and other provisions of applicable laws.
2. Based on guiding documents on financial regimes, VPBank shall be responsible for the foundation of the financial regulations applicable to VPBank then submit for the BOD's approval.
3. VPBank's fiscal year shall start on January 01 and end on December 31 of the calendar year.
4. VPBank shall be financially autonomous, responsible for its business activities and fulfil its obligations and commitments in accordance with provisions of applicable laws.

Article 74. Accounting

1. VPBank applies the accounting in accordance with provisions of the Ministry of Finance, the SBV and other applicable laws.

[165] Article 151 of Law on Credit Institutions

2. Accounting books of VPBank shall be made in Vietnamese and be archived in accordance with both accounting and other applicable laws. [167]
3. VPBank shall use Vietnamese Dong ("đ" or "VND" for local and international symbols respectively) in its accounting. Where economic and financial functions are in foreign currencies, they shall be accounted in such original foreign currency and equivalent Vietnamese Dong at the actual exchange rate, unless otherwise there are different requirements by law. Whereas the foreign currency has no exchange rate against Vietnamese Dong, it shall be converted to another currency which can be convertible into Vietnamese Dong.[168]

Article 75. Reporting[169]

1. VPBank follows accounting and disclosure regime in accordance with laws on accounting and statistics. VPBank shall perform periodical reporting in accordance with regulations by the Governor of the SBV.
2. Apart from the reports stipulated in clause 1 of this article, VPBank shall promptly submit written reports to SBV on the following cases:
   a) Unusual professional activities which may cause material impacts to VPBank's business performance;
   b) Changes in the organization, management, governance, financial status of major shareholders and other changes which may cause material impact to VPBank's performance; buy, sell, transfer of shares by major shareholders;
   c) Change in name of VPBank's branches, suspension of transactions for less than 05 working days, listing in domestic's stock exchange.
3. VPBank's subsidiaries and affiliates shall submit their financial and operation reports to the SBV when requested.
4. VPBank shall submit its annual report to SBV in accordance with the legal regulations within 90 days since the end date of the fiscal year.
5. VPBank shall prepare and release its annual reports in accordance with existing laws on securities and stock market.
6. The disclosure of the VPBank's financial reports shall be in line with provisions of applicable laws.

Article 76. Independent audit

1. Before the end of the fiscal year, VPBank must select an independent auditing firm that meets the eligibility requirements stipulated by the Governor of the State Bank of Vietnam to audit its financial statements and provide assurance services on the operation of the internal control system related to the preparation and presentation of financial statements for the following fiscal year. Within 30 days from the date of selecting the independent auditing firm, VPBank must notify the State Bank of Vietnam of the selected firm.[170]
2. During the audit process, VPBank shall have the obligation to: [171]:
   a) Fully, accurately, truthfully, promptly, and objectively provide all necessary information and documents as requested by practicing auditors and auditing firms or branches of foreign auditing firms in Vietnam, and be legally responsible for the information and documents

[167] Clause 2, Article 54 The sample Charter of public company under Circular No. 116/2020/TT-BTC.
[168] Clause 1, Article 10 of Law On Accounting
[169] Article 152 of Law on Credit Institutions
[170] Article 59 of Circular No. 51/2024/TT-NHNN
[171] Article 39 of the Law on Independent Audit (as amended and supplemented))

provided.

b) Comply with requests from practicing auditors and auditing firms or branches of foreign auditing firms in Vietnam regarding the collection of audit evidence in accordance with auditing standards, and make necessary adjustments to errors so that the audit report does not contain qualified opinions on matters not permitted to be qualified under the law. In cases where VPBank does not make such adjustments as recommended by the auditing firm or its branch, VPBank must provide a written explanation upon request of the competent state authority.

c) Coordinate with and facilitate the practicing auditors in performing the audit.

d) Refrain from any acts that limit the scope of audit matters.

e) Review the recommendations of the auditing firm or branch of a foreign auditing firm in Vietnam regarding any deficiencies or errors in the financial statements and in legal compliance, and take timely corrective measures.

f) Promptly and fully report any violations of laws or breaches of the audit contract by practicing auditors, auditing firms, or branches of foreign auditing firms in Vietnam to the competent state authorities.

g) Pay the audit service fees as agreed in the contract.

h) In case VPBank enters into audit contracts with the same auditing firm or branch of a foreign auditing firm in Vietnam for three or more consecutive years, it must request the auditing firm or its branch to change the practicing auditor signing the audit report.

i) Other obligations as prescribed by law.

j) The specific auditing of VPBank's operations shall be conducted in accordance with the Law on Credit Institutions, the Law on Independent Audit, and other relevant applicable laws and regulations.

Article 77. Use of capital[172]

1. VPBank shall be entitled to use its capital for business activities, investment in construction and procurement of fixed assets in accordance with provisions of applicable laws.
2. VPBank shall be entitled to change capital and assets structure to serve its business development activities in line with provisions of applicable laws.
3. The transfer of capital and assets between branches of VPBank shall be carried out in accordance with internal regulations issued by the competent authority of VPBank

SECTION II: FUNDS APPROPRIATION AND DISTRIBUTION OF PROFIT

Article 78. Funds appropriation

1. VPBank shall be entitled to set up the following funds:
   a) Reserve to supplement charter capital;
   b) The financial reserve fund;
   c) Other funds internally stipulated by VPBank in line with provisions of applicable laws.

2. Issues related to the setting up and use of such funds shall be conducted in line with provisions of

[172] Article 5 of Decree 135/2025/ND-CP

applicable laws and internal regulations of VPBank.

Article 79. Distribution of dividend[173]

1. The Annual General Meeting shall decide the profit distribution plan, ratio and form of dividends to be distributed annually based on proposal of the BOD, in accordance with related provisions of applicable laws. The BOD may propose to the AGM to approve the full or partial distribution of dividends in shares and the BOD is the agency that implements this decision.
2. VPBank shall only distribute dividends to the shareholders only when it meets the following conditions:
   a) All tax and financial obligations have been fulfilled in accordance with applicable laws.
   b) VPBank makes sufficient reserves and offsets preceding losses in accordance with applicable laws and this charter;
   c) After full distribution of its dividends, VPBank still ensures settlement of all debts and other liabilities at maturity.
3. Based on applicable laws, the BOD shall pass the resolutions, decisions to determine a specific date to finalize the list of shareholders, based on which, shareholders are eligible to receive dividend in cash or shares, notifications or other documents;
4. Dividend can be paid either in cash, by VPBank's shares or by other assets as decided by the AGM. When the payment is in cash, it shall be paid in Vietnamese Dong and shall be paid by payment methods according to legal regulations. The cash dividend also can be paid via bank account transfer if the shareholder has registered and provided VPBank with his/her account information or units appointed by VPBank. VPBank shall not be liable for any losses arising from such bank account transfer if VPBank has made the transfer strictly according to the detailed information on the bank account provided by the shareholder.
5. No payable interests on dividend or other money amount related to a stock shall be paid by VPBank.
6. The BOD shall be entitled to decide to pay in advance dividends to the shareholders if this payment is based on VPBank's business operations and profits and in compliance with related provisions of applicable laws.

SECTION III: INFORMATION DISCLOSURE AND REPORTING REGIME

Article 80. Information disclosure and confidentiality[174]

1. VPBank shall inform account holders of the transactions and balance of their accounts opened at VPBank in accordance with its agreements with the account holders.
2. VPBank shall provide the SBV with information related to its business activities and is entitled to receive the information on VPBank's customer from SBV in accordance with regulations by SBV's Governor.
3. VPBank shall be entitled to exchange information with other credit institutions with respect to banking operation.
4. Employees, managers and executives of VPBank are prohibited from disclosing customer's information and business secrets of VPBank.
5. VPBank shall ensure the confidentiality of information related to customer according to the Government's regulations.
6. VPBank is not allowed to provide customer information at VPBank to other organizations and

[173] Article 135 of Law on Enterprises
[174] Article 12, 13 of Law on Credit Institutions

individuals, except otherwise requested by competent authority in accordance with applicable laws or accepted by the customer.

Article 81. Reporting and information disclosure

1. VPBank shall be responsible for periodically or extraordinarily making and submitting reports to the SBV, State Securities Committee and other competent agencies in line with provisions of applicable laws.
2. VPBank shall be responsible for providing information for the competent State agencies and disclose the information to the public in line with provisions of applicable laws.

Article 82. Document archive regime[175]

1. VPBank shall archive the following documents at its head office, or at other office, working location, warehouses of VPBank or by third party which provide archiving service to VPBank:
   a. VPBank's Charter, amendments of and supplements to the Charter;
   b. VPBank's internal management regulations; Register of shareholders;
   c. Business Registration Certificate; other Certificates and Licenses (if any);
   d. Documents and papers certifying VPBank's asset ownership;
   e. Ballot, votes counting minutes, minutes of the AGM, BOD meeting, other decisions of VPBank;
   f. Prospectus for issue of securities (if any);
   g. Reports of the Supervisory Board, conclusions of the Inspection agency and independent audit organization;
   h. Books of accounts, accounting records, annual financial report;
   i. Other documents as stipulated by law.
2. Duration and method for keeping such documents shall comply with provisions of applicable laws.
3. The CEO shall be responsible for the organization of keeping and managing VPBank's documents in accordance with provisions of this Charter and applicable laws.

CHAPTER V:
DISPUTE SETTLMENT, RE-ORGANIZATION, DISSOLUTION, BANKRUPTCY

Article 83. Settlement of internal disputes

1. Internal disputes include the disputes; claims between shareholders with VPBank; shareholders with the BOD, Supervisory Board, CEO or other managerial officers of VPBank related to the organization and operation of VPBank or rights of shareholders stipulated in this Charter and/or related laws.
2. If any internal dispute arises, firstly, the relevant parties shall strive to settle such dispute by negotiation and mediation based on mutual interest of the parties and in compliance with provisions of applicable laws. Unless the dispute involves the BOD or the Chairperson of the BOD, the Chairperson of the BOD shall preside over settlement of the dispute and shall require each party to present practical elements concerning the dispute within twenty-one working days as from the date the dispute arises. If the dispute involves the BOD and the Chairperson of the BOD, any party shall be entitled to refer such dispute to the competent agencies for settlement. Each party shall bear its own costs in relation to the negotiation and mediation procedures.

[175] Article 11 of Law on Enterprises

3. If no decision is reached through the mediation within ten (10) weeks since the start of the mediation process, any party shall be entitled to refer the dispute to the competent Court for settlement in accordance with provisions of applicable laws. The Court shall decide the party to bear the costs in line with provisions of applicable laws.

Article 84. Re-organization

1. The reorganization of VPBank under the forms of split-up, division, integration, merge, transformation or others shall be conducted in line with provisions of applicable laws.
2. The AGM shall decide on the reorganization of VPBank

Article 85. Dissolution

1. The dissolution of VPBank (if any) is carried out in accordance with the provisions of applicable laws.
2. The conditions, procedures and other issues related to the dissolution of VPBank comply with the provisions of applicable laws.

CHAPTER VI: IMPLEMENTATION PROVISIONS

Article 86. Effect of the Charter, amendments and supplements to the Charter and transition provisions

1. This Charter was adopted by the General Meeting of Shareholders on 22 April 2026 and was amended to update the charter capital provision under Article 8 in accordance with Decision No. 2340/QĐ-NHNN dated 20 October 2026 of the Governor of the State Bank of Vietnam.
2. Amendments and supplements to this Charter shall be approved by the General Meeting of Shareholders.
3. In cases where relevant legal provisions are not addressed in this Charter, or where legal documents require VPBank to act differently from the provisions of this Charter, or where changes in law render any provision of this Charter inconsistent with applicable law, such legal provisions shall automatically apply.

Article 87. Final provision

1. This charter is the only and the official charter of VPBank.
2. This Charter comprises of 07 Chapters, 87 Articles and is made in 10 original copies with equal validity to submit to the SBV, State Securities Commission, other relevant authorities and archive at VPBank.
3. Copies and extracts of this charter shall be made in accordance with VPBank's provisions and relevant applicable laws.

LEGAL REPRESENTATIVE OF VPBANK
CHAIRMAN OF THE BOARD OF DIRECTORS

<Signed>

NGÔ CHÍ DŨNG