

REGULATION ON THE ORGANIZATION AND OPERATIONS OF THE SUPERVISORY BOARD

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REGULATION ON THE ORGANIZATION AND ACTIVITIES OF THE SUPERVISORY BOARD

THE SUPERVISORY BOARD

- Pursuant to Law on Credit Institutions No 32/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and documents guiding the implementation of this Law (“Law on Credit Institutions”)
- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, 9th session on June 17, 2020;
- Pursuant to Circular 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on public company governance in Decree No. 155/2020/ND-CP;
- Pursuant to Circular 13/2018/TT-NHNN dated May 18, 2018 of the State Bank of Vietnam regulating the internal control system of commercial banks and foreign bank branches and Circular No. 40/2018/TT-NHNN, issued by SBV on December 28, 2018, amending and supplementing a number of articles of Circular No. 13/2018/TT-NHNN;
- Pursuant to the Charter of Vietnam Prosperity Joint Stock Commercial Bank (VPBank);
- Pursuant to the Resolution of VPBank's Annual General Meeting 2024 No. /2024/NQ-DHDCD-VPBank dated April , 2024.

CHAPTER I

GENERAL REGULATIONS

Article 1. Position and Role of the Supervisory Board

The Supervisory Board is a body elected by the Annual General Meeting to supervise and evaluate the compliance with the law, internal regulations, Charter and resolutions and decisions of the Annual General Meeting and the Board of Directors¹.

Article 2. Tasks and Powers of the Supervisory Board²

1. Supervise the Bank's governance and management activities in compliance with laws, internal regulations, Charter and resolutions and decisions of the Annual General Meeting and VPBank's Board of Directors; Be responsible before the Annual General Meeting for performing assigned tasks and powers according to the provisions of the Law on Credit

¹ Article 51 and article 67 Law on credit institution 2024

² Article 52 Law on Credit Institutions 2024

Institutions and VPBank's Charter;

2. Promulgate internal regulations of the Supervisory Board according to legal regulations from time to time; Annually review the internal regulations of the Supervisory Board and VPBank's internal regulations on accounting and reporting;
3. Organize and carry out internal audit; have access to and be provided with complete, accurate and timely information and documents related to VPBank's governance and administration, and 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 must still be responsible for the performance of the Supervisory Board's tasks;
4. Monitor financial status, appraise VPBank's first-half and annual financial reports; Report to the Annual General Meeting on the results of financial report appraisal; Evaluate the reasonableness, legality, honesty and level of caution in accounting, statistics and financial reporting. The Supervisory Board can consult with the Board of Directors before submitting reports and recommendations to the Annual General Meeting;
5. 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 Annual General Meeting and the Board of Directors. Annually, prepare and send reports on supervision results to the Annual General Meeting and the Board of Directors;
6. Supervise compliance with regulations in Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in VPBank's operations;
7. Inspect accounting books, other documents and management and administration of VPBank when necessary or in the following cases:
 - a. According to the resolutions and decisions of the Annual General Meeting;
 - b. At the request of the State Bank or at the request of major shareholders or groups of major shareholders in accordance with the Law. The Supervisory Board shall carry out the inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested to be inspected to the requesting organization or individual;

To carry out this work, all relevant departments in the bank need to provide records, documents, and explanations as soon as requested by the Supervisory Board and be fully responsible before the law delay in provision affects the Supervisory Board's inspection time.

8. Promptly notify the Annual General Meeting and the Board of Directors when detecting

VPBank managers' and executives' violation of the law, VPBank's Charter, internal regulations, resolutions and decisions of the Annual General Meeting and the Board of Directors; Request the violator to immediately stop the violation and find solutions to overcome the consequences (if any);

9. Prepare a list of founding shareholders within 05 years from the date of being a founding shareholder, shareholders owning 01% of charter capital or more and affiliated persons of members of the Board of Directors, member of the Supervisory Board, the Chief Executive Officer of VPBank, shareholder owning 01% or more of charter capital; maintain and update changes to this list;
10. Request the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary Annual General Meeting in accordance with the provisions of the Law on Credit Institutions and VPBank's Charter (if any);
11. Convene an extraordinary Annual General Meeting in case the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions, or exceeds assigned authority or other cases as prescribed in VPBank's Charter;
12. Appoint, relieve from duty, discipline, suspend and decide on salaries and other benefits for positions in the internal audit function;
13. Promptly report to the SBV on violations specified in Clauses 6, 8 and 11 of this Article and violations of share ownership ratio and affiliated persons according to the provisions of the Law on Credit Institutions;
14. Decide on the organizational structure, tasks and powers of the Internal Audit function according to legal provisions³;
15. Carry out supervision of the internal audit function in carrying out work according to legal provisions; Supervise and evaluate the adherence to professional ethical standards by members of the Supervisory Board, internal auditors and other contents according to legal provisions and internal regulations of the Supervisory Board⁴;
16. Issue the annual internal audit plan at the request of the Head of Internal Audit after consulting with the Board of Directors and the Chief Executive Officer⁵;
17. Approve the Internal Audit self-assessment report and approve the report on internal audit results to send to the Board of Directors and Chief Executive Officer⁶;

³ Article 68, Circular 13/2018/TT-NHNN (amendment) for reference

⁴ Article 13, Circular 13/2018/TT-NHNN (amendment)

⁵ Clause 2, Article 70, Circular 13/2018/TT-NHNN (amendment)

⁶ Point b, Clause 1, Article 72, Circular 13/2018/TT-NHNN (amendment)

18. Other tasks and powers according to relevant legal regulations and VPBank's Charter.

Article 3. Powers and Obligations of the Head of the Supervisory Board⁷

1. Organize and implement the tasks and powers of the Supervisory Board according to the provisions of this Regulation and take responsibility for the implementation of his/her powers and obligations;
2. Convene and chair meetings of the Supervisory Board;
3. Sign documents on behalf of the Supervisory Board within the authority of the Supervisory Board;
4. On behalf of the Supervisory Board, convene an extraordinary general meeting according to the provisions of Clause 11, Article 52 of the Law on Credit Institutions or request the Board of Directors to convene an extraordinary meeting;
5. Attend meetings of the Board of Directors, have the right to express opinions but do not have the right to vote;
6. Request to have his/her opinion recorded in the minutes of the Board of Directors meeting if that opinion is different from the resolutions and decisions of the Board of Directors and report to the Annual General Meeting;
7. Prepare work plans and assign specific tasks to each member of the Supervisory Board;
8. Ensure that members of the Supervisory Board receive complete, objective, accurate information and have enough time to discuss issues that the Supervisory Board must consider;
9. Supervise and direct members of the Supervisory Board in performing assigned tasks and powers and obligations of members of the Supervisory Board;
10. Authorize another member of the Supervisory Board to exercise the powers and obligations of the Head of the Supervisory Board only during periods of absence or inability to perform duties;
11. Other powers and obligations according to relevant legal regulations and VPBank's Charter.

Article 4. Powers and Obligations of Members of the Supervisory Board⁸

1. 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 the tasks and powers of the Supervisory Board honestly and carefully in the interest of VPBank and

⁷ Article 53 Law on credit institutions 2024

⁸ Article 54 Law on credit institutions 2024

shareholders; Take responsibility for exercising their powers and obligations;

2. Elect a member of the Supervisory Board to be the Head of the Supervisory Board;
3. Request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board;
4. Supervise business activities, check accounting books, assets, financial reports and recommend remedial measures;
5. Require managers to report and explain the financial status, business results of subsidiaries, plans, projects, development and investment programs and other decisions in the management and administration of VPBank;
6. Require managers, executives, and employees of VPBank to provide data and explain business activities to perform assigned tasks;
7. Report to the Head of the Supervisory Board on VPBank's unusual financial activities and take responsibility for his/her assessments and conclusions;
8. Attend meetings of the Supervisory Board, discuss and vote on issues falling within the tasks and powers of the Supervisory Board, except for issues that conflict with the interests of that member;
9. Other powers and obligations according to relevant legal regulations and VPBank's Charter.

Article 5. Salaries, remuneration, bonuses and other benefits of member of the Supervisory Board⁹

1. Members of the Supervisory Board shall be paid salaries, remunerations, bonuses and other benefits according to the decisions of the Annual General Meeting. The Annual General Meeting decides on the total salary, remuneration, bonus, other benefits and annual operating budget of the Supervisory Board;
2. Depending on the nature and scope of work of each member of the Supervisory Board, members of the Supervisory Board may sign a labour contract with VPBank. Members of the Supervisory Board shall be paid for meals, accommodation, travel, and the cost of using independent consulting services at reasonable rates. This total remuneration and expense shall not exceed the total annual operating budget of the Supervisory Board approved by the Annual General Meeting, unless the Annual General Meeting decides otherwise;
3. Remunerations, salaries and operating expenses of the Supervisory Board shall be booked as VPBank's business expenses in accordance with the law on corporate income tax and

⁹ Article 172 Law on Enterprises 2020

other relevant legal regulations.

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CHAPTER II

ORGANIZATION AND OPERATIONS

1. ORGANIZATIONAL STRUCTURE

Article 6. Standards and conditions for members of the Supervisory Board

The Head and members of Supervisory Board shall meet standards and conditions stipulated under the relevant legal regulations and VPBank's Charter.

1. Standards and conditions for members of the Supervisory Board¹⁰:
 - a) Not in the prohibited case to hold positions specified in Clause 1, Article 42 of the Law on Credit Institutions;
 - b) Have professional ethics according to regulations of the Governor of the State Bank of Vietnam;
 - c) Have a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, and auditing;
 - d) Have at least 03 years of working in finance, banking, accounting, and auditing;
 - e) Not being an affiliated person of the manager of VPBank;
 - f) Head of the Supervisory Board must reside in Vietnam during his term of office.
2. Members of the Supervisory Board shall ensure compliance to the regulation on holding the same positions as prescribed in Article 43 of the Law on Credit Institutions.

Article 7. Automatic Loss of Position¹¹

1. A member of the Supervisory Board shall automatically lose his/her position in the following cases:
 - a. Stipulated in regulation on not being allowed to hold positions at Article 42 of Law on Credit Institution;
 - b. Being the representative of the equity stake of the institutional shareholder which legal capacity is terminated;
 - c. No longer being the representative of the equity stake according to the authorization of an institutional shareholder;

¹⁰ Article 41 Law on credit institutions 2024

¹¹ Article 45 Law on credit institutions 2024

- d. Being deported from the territory of the Socialist Republic of Vietnam;
 - e. The License on Establishment and Operations of VPBank is revoked;
 - f. Passing away.
2. The Board of Directors of the credit institution shall have a report enclosed with documents proving that the personnel automatically lose their position as prescribed in Clause 1 of this Article (except for the cases stated in Point e, Clause 1) send to the State Bank of Vietnam within 05 working days from the date the employee automatically loses his/her position and is responsible for the accuracy and truthfulness of this report; Carry out procedures for election and appointment of vacant positions according to the legal regulations¹²;
3. From the date the Head of the Supervisory Board automatically loses his position as prescribed in Clause 1 of this Article, the members of the Supervisory Board are responsible for holding a meeting of the Supervisory Board to elect a member to be the Head of the Supervisory Board. While the Head of the Supervisory Board has not yet been elected, in case there are issues which need to be resolved, the remaining members of the Supervisory Board shall elect a member to be the Chairperson of the meeting to conduct the meeting.
4. After automatically losing their status, members of the Supervisory Board shall still be responsible for their decisions during their term of office.¹³

Article 8. Nomination, Self-nomination, Dismissal and Relief from Duty¹⁴

1. Nomination and Self-nomination for members of the Supervisory Board are regulated in VPBank's Charter;
2. Except for the cases of automatic loss of position specified in Article 7 of this Regulation, the Head and other members of the Supervisory Board are relieved of duty or dismissed in one of the following cases:
- a. Dismissed when submitting a resignation letter to the Supervisory Board;
 - b. Dismissed when not participating in the activities of the Supervisory Board for 06 consecutive months, except in cases of force majeure;
 - c. Dismissal when not meeting the standards and conditions for the position of member of the Supervisory Board according to the law from time to time;
 - d. Other cases as prescribed by relevant laws and VPBank's Charter.

¹² Article 45 of Law on Credit Institutions 2024

¹³ Clause 4, Article 45 of Law on Credit Institutions 2024

¹⁴ Article 46 of the Law on Credit Institutions 2024

3. In case of relief from duty or dismissal from office of a member of the Supervisory Board as per Clause 2 of this Article, within 24 hours from the occurrence of one of the abovementioned events, the Supervisory Board must convene a meeting. After convening the meeting, the Supervisory Board shall notify the BOD and send relevant documents as evidence so that the BOD escalates to the AGM for official approval and make information disclosure according to legal regulations. The Supervisory Board shall be held liable for the accuracy and truthfulness of the documents before the law;
4. From the date of receiving the letter of resignation from the head of the Supervisory Board without losing his/her position as a member, the Supervisory Board must hold a meeting to consider, make decision, and carry out procedures for relief from duty and election of a new head of the Supervisory Board. During the time when the Head of Supervisory Board has not been elected, in case of arising tasks, the remaining members of Supervisory Board shall elect one member as the chairperson of the meetings;
5. After being relieved from duty or dismissed, Head and members of Supervisory Board shall be responsible for their decisions during their term of office;
6. The BOD shall send a report enclosed with related documents to the SBV within ten working days from the date of passing the decision on relief of duty or dismissal.

Article 9. Provision and disclosure of information¹⁵

1. Supervisory Board member shall provide VPBank with the following information:
 - a. Name, business registration certificate, head office address of the enterprise, other economic institutions in which he/she or his/her affiliated persons owns/own a capital share or shares in his/her/their name(s) or authorizes/authorize or entrusts/entrust other organizations and individuals to own 5% or more of its charter capital;
 - b. Name, business registration certificate and head office address of the enterprise of which he/she or his/her affiliated persons is/are a member/members of the BOD, Member Council or Supervisory Board or Chief Executive Officer (Director);
 - c. Information of affiliated persons, including: full name; personal identification number; Nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider;
 - d. Information about the affiliated person being organization, including: name, enterprise code, head office address, Business Registration Certificate number or equivalent legal documents; Legal representative, relationship with information provider.

¹⁵ Article 49 of the Law on Credit Institutions 2024

2. The declaration specified in Clause 1 of this Article must be made in writing, providing information for the first time and when there is a change in this information to VPBank within seven (07) working days from the date of information change;
3. Members of the Supervisory Board and their affiliated persons are only entitled to use the information to serve the interests of VPBank¹⁶;
4. Members of the Supervisory Board are obliged to report in writing to the BOD, Supervisory Board the transactions between VPBank, subsidiaries, other companies which VPBank holds more than 50% of their charter capital with the Supervisory Board members or their affiliated persons in accordance with applicable laws. For the above-mentioned transactions which are approved by the AGM or BOD, VPBank shall disclose information on these resolution in accordance with legal regulations on securities regarding information disclosure¹⁷;
5. Members of the Supervisory Board and their affiliated persons are not entitled to use, or disclose internal information to other person to conduct related transaction¹⁸;
6. Members of the Supervisory Board ensure the provision and public disclosure of information honestly, accurately, completely and promptly and must be responsible for the provision and public disclosure of information.

Article 10. Organizational structure of the Supervisory Board¹⁹

1. VPBank's Supervisory Board continues to maintain the structure of three (03) members as in the current term, of which at least one-half (1/2) of the total members are full-time and do not simultaneously hold positions, other jobs at VPBank or other enterprises until the end of the current term. From the 2025 term or when VPBank elects, appoints additional or replaces members of the Supervisory Board, the Supervisory Board of VPBank will have five (05) members²⁰. The Supervisory Board elects a member to be the Head of the Board. The Head of the Supervisory Board must reside in Vietnam during his term of office²¹;
2. The term of the Supervisory Board is five years. The office term of the Board's members follow the term of the board. The office term of an added or replaced member is the

¹⁶ Clause 3 Article 18 Form of Regulation on Organization and Operations of the Supervisory Board issued with Circular 116/2020/TT-BTC on December 31, 2020 by the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP

¹⁷ Clause 4 Article 18 Form of Regulation on Organization and Operations of the Supervisory Board issued with Circular 116/2020/TT-BTC on December 31, 2020 by the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP

¹⁸ Clause 5 Article 18 Form of Regulation on Organization and Operations of the Supervisory Board issued with Circular 116/2020/TT-BTC on December 31, 2020 by the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP

¹⁹ Article 51 Law on credit institutions 2024

²⁰ Clause 8, Article 210 of Law on Credit Institutions 2024

²¹ Clause 3, Article 41 and Clause 2, Article 51 of the Law on Credit Institutions 2024

remaining term of the Supervisory Board. The Supervisory Board of the previous term shall operate until the Supervisory Board of the new term takes over its work²²;

3. If the candidates for Supervisory Board are identified, VPBank shall disclose their profile for at least ten days prior to the AGM date on VPBank's portal so that shareholders are able to know about them before voting. These candidates must provide a written commitment on the truthfulness, accuracy of their profile and that they will exercise their duties with truthfulness, prudence and for the highest interests of the company should they be elected. The profile of Supervisory Board members includes²³:
 - a) Full name, date of birth;
 - b) Professional qualification;
 - c) Working experience;
 - d) Other managerial positions;
 - d) Interests related to VPBank and other related parties;
 - e) Others (if any), as required by the bank's Charter;
 - g) VPBank is responsible for disclosing information of the company(s) which such candidates are holding managerial position(s) and interests related to such company(s) (if any).
4. When the number of members of the Supervisory Board is less than the minimum number of members stipulated in the Law on Credit Institutions, within 90 days after the number of members becomes insufficient, VPBank shall sufficiently add members to the Supervisory Board according to the regulation²⁴ except for the case of continuing maintain three members until the end of the Supervisory Board term, member of the board is as mentioned in Clause 1 of this Article;
5. Supervisory Board has an assistant team who is allowed to use the bank's seal to perform their tasks.

²² Clause 4, Article 51 of the Law on Credit Institutions 2024

²³ Article 10 Form of Regulation on Organization and Operations of the Supervisory Board issued with Circular 116/2020/TT-BTC on December 31, 2020 by the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP

²⁴ Article 51 Law on credit institutions 2024

SECTION 2. OPERATIONS

Article 11. Business relationships

- 1. For shareholders:** members of the Supervisory Board are elected by the Annual General Meeting and are legal representatives of VPBank shareholders. In the process of performing their duties, members of the Supervisory Board must always respect the interests of shareholders and be responsible before the Annual General Meeting in carrying out assigned tasks and powers.
- 2. With the BOD:**
 - a. The Head of Supervisory Board shall attend BOD meetings, raise opinions and recommendations, but shall not vote on BOD resolutions. The Board shall regularly discuss with the BOD about Supervisory Board's operations, and directly report to the AGM.
 - b. The Supervisory Board shall be independent of the Board of Directors and play the role of supervising the Board of Directors' activities.²⁵
 - c. The Board of Directors implements the recommendations of the Supervisory Board and Internal Audit to the Board of Directors in the Internal Audit results report (if any) in accordance with the law.²⁶
- 3. With the CEO/Branch Managers, and other specialized functions:**
 - a. The CEO/Branch Managers and specialized functions are subject to the monitoring and supervision by the Supervisory Board regarding performing their execution tasks;
 - b. The CEO receives internal reports on internal audit, organizes the implementation of recommendations of the Supervisory Board to the CEO in the internal audit results report (if any) in accordance with the law;
 - c. When conducting examination and supervision, members of the Supervisory Board shall need to inform of the work plan in advance with the Head of Supervisory Board or authorized person's written notice to ensure that the impacts to VPBank's daily business is mitigated. The Supervisory Board has the right not to inform of the work plan in advance to ensure information security if necessary.

4. Among Supervisory Board members

²⁵ Clause 1 Article 170 Enterprise Law; Article 20 Form of Regulation on Organization and Operations of the Supervisory Board issued with Circular 116/2020/TT-BTC on December 31, 2020 by the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP

²⁶ Article 65, Circular 13/2018/TT-NHNN for reference

The Supervisory Board members shall be independent of one another but cooperative in carrying out joint work²⁷, working towards targets and the sustainable development of VPBank, and its compliance with applicable laws, and interact to fulfil all assigned tasks.

Article 12. Meetings of Supervisory Board²⁸

1. Meetings of Supervisory Board occur periodically at least once a quarter and can be convened extraordinarily to promptly handle ad-hoc tasks. The Supervisory Board may meet at VPBank's headquarters or elsewhere. The Supervisory Board meeting can be an in-person or an online meeting;
2. Supervisory Board meeting shall be conducted where it is attended by at least three forth (3/4) of the Board's members or authorized persons. When the number of participants in the first meeting is less than the required number, the second meeting shall be convened by the Head of the Supervisory Board within no more than seven days after the proposed opening date of the first meeting. The second meeting shall be conducted where it is attended by at least 50% of the Supervisory Board's members. When the number of participants in the second meeting is less than the required number, Head of Supervisory Board shall notify the BOD and consider the solutions. Each Supervisory Board member shall have one vote. When any member cannot present directly, he/she may assign his/her voting right in writing to another member (who also has voting right). Supervisory Board member whose interests related to the issue to be voted on shall not be able to vote on or to be authorized by another member to participate in voting on that issue;
3. A Supervisory Board's decision shall be passed if it is approved by at least 51% of Supervisory Board members having voting right. In cases when the numbers of votes are equal, the vote of the Head of Supervisory Board or the authorized person of Head of Supervisory Board shall prevail;
4. Supervisory Board meetings shall be recorded in written form and can be sound recorded or recorded and stored in other electronic forms. The minutes shall contain the following information:
 - a. Name, address of the head office of VPBank;
 - b. Purpose, agenda, and purpose; time and venue of the meeting;
 - c. Full name of each meeting attendant or authorized person; full name of absentees and their reasons;

²⁷ Article 19 in the Form of Regulation on Organization and Operations of the Supervisory Board issued with Circular 116/2020/TT-BTC on December 31, 2020 by the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP

²⁸ Article 157, 158 Enterprise Law 2020 for reference

- d. Issues discussed and voted at the meeting; summary of the meeting;
 - e. Voting results which specify who vote for, against or abstain;
 - f. Issues passed;
 - g. Full name and signature of all attendants or authorized persons. When any meeting attendee does not sign the minutes, the reason shall be specified, otherwise the vote of that member on issues at the meeting shall not be counted.
- 5. Supervisory Board meeting minutes shall be made in Vietnamese and one foreign language as the case maybe. All meeting attendees shall sign the minutes and shall be jointly liable for the truthfulness and accuracy of the minutes;
 - 6. Meeting minutes and documents used at the meetings shall be filed at Internal Audit Division, VPBank's head office;
 - 7. The two versions of minutes in Vietnamese and foreign language have the same validity. In case of any discrepancy between two versions of the minutes, the Vietnamese version shall prevail.

Article 13. Procedures for of Supervisory Board Members' voting by ballot

- 1. The Head of Supervisory Board may decide on its members' voting by ballot instead of meeting, then execute as such
- 2. The Supervisory Board's assistant team shall prepare ballot forms and necessary documents related to the issues of concern. The ballot forms and attachments can be sent via post office, fax, email or other secured means to the address of each Supervisory Board member
- 3. Ballot form shall contain the following content:
 - a. Name, address of the head office of VPBank;
 - b. Purpose of the voting by ballot;
 - c. Full name and position of the Board's member;
 - d. Issues requiring voting;
 - e. Voting options including: for, against and abstention;
 - f. Deadline for submitting the answered ballot to VPBank;
 - g. Full name and signature of Head of Supervisory Board
- 4. The answered ballot shall be signed by the member of the Supervisory Board and sent to VPBank in accordance with its regulations
- 5. Assistant team shall count the ballots and make ballot counting minutes. The ballot counting minutes shall specify the following main content:

- a) Name, address of the head office of VPBank;
 - b) Purpose and issues required to ask for opinions;
 - c) Total number of ballots delivered, total number of ballots collected, number of valid ballots, and number of invalid ballots. The minutes must contain a list of Supervisory Board members who have participated in voting;
 - d) Total number of for, against and abstention ballots on each issue of required;
 - e) Full name and signature of the ballot counter.
6. Assistant team taking part in Supervisory Board members' voting by ballot shall be jointly liable for the truthfulness and accuracy of the ballot counting minutes; for losses arising from such decisions which are passed as a result of untruthful or inaccurate counting of ballots;
7. Ballot counting minutes and decisions passed by the Supervisory Board members based on vote counting result shall be sent to the Board's members within 15 days from the closing date of ballot counting.
8. Answered ballots, ballot counting minutes, full text of passed decisions and relevant documents attached with the inquiry form shall be kept at VPBank's head office.
9. Decisions adopted by ballots voting from Supervisory Board members shall be as valid as those adopted at the Supervisory Board meetings if:
- a. The issues required to ask for opinions were approved by at least 51% of Supervisory Board members which have the right to vote on the issues;
 - b. The number of members having the right to vote by ballot shall meet the conditions on number of members required to conduct Supervisory Board meeting.

CHAPTER III**IMPLEMENTATION PROVISIONS****Article 14. Validity and implementation**

1. This Regulation shall take effect from July 1, 2024, replacing Regulation No. 01/2021/QC-BKS dated May 14, 2021 on Organization and Operations of the Supervisory Board;
2. Issues not mentioned in this Regulation shall be implemented in accordance with relevant provisions of the law and other regulations of VPBank. When any contents in this Regulation are contrary to the law and VPBank's Charter, such contents shall automatically cease to be effective;
3. The amendment and supplementation to this Regulation shall be decided by the Supervisory Board after being mandated/approved by the AGM. The Supervisory Board, BOM and related individuals and units shall be responsible for implementing this Regulation.

Recipients:

- *Board of Directors and Supervisory Board;*
- *BOM;*
- *Branches;*
- *HO departments/offices/centers;*
- *Supervisory Board (for filing).*

**P.P. SUPERVISORY BOARD
HEAD OF SUPERVISORY BOARD**

KIM LY HUYEN

DOCUMENT MANAGEMENT INFORMATION

Document number	01
Type	Other internal documents
Amended internal document	Charter of Vietnam Prosperity Joint Stock Commercial Bank
Basis for policy issuance	N/A
Form	Regulation
Division-level owner	Supervisory Board Internal Audit Division
Centre-level owner	N/A
Department-level owner	Auditing Policies and Consolidation Department
Division-level implementer	All departments under the management of the Division-level implementer at Internal Audit Division
Centre-level implementer	N/A
Division-level implementer	Supervisory Board Internal Audit Division
Professional domain	Level 1: Executive governance Level 2: Organization & operations of Supervisory Board Level 3: N/A
Implementation channel	N/A
Customer segment	N/A
Authorized issuer	Head of Supervisory Board
Signed-off by	Head of Supervisory Board – Kim Ly Huyen
Expiry date	N/A
Contact point	CSKT-KTNB@vpbank.com.vn
Most recent review date	N/A
Next review date	N/A
Frequency of review	N/A
Replaced document	Regulation on organization and operations of Supervisory Board No. 01/2021/QC-BKS dated 14 may 2021
Amended/supplemented document	N/A
Summary	Regulation on organization and operations of Supervisory Board

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RELATED DOCUMENTS

1. Related internal documents

No.	Name	Code	Date of issuance
1	Charter of Vietnam Prosperity Joint Stock Commercial Bank		

2. Legal regulations

No.	Name	Code	Date of issuance
1	Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024	32/2024/QH15	18/01/2024
2	Law on Enterprises	59/2020/QH14	17/6/2020
3	Decree detailing the implementation of a number of articles of the Securities Law	155/2020/NĐ-CP	31/12/2020
4	Circular guiding a number of articles on public company governance in Decree No. 155/2020/ND-CP	116/2020/TT-BTC	31/12/2020
5	Circular regulating the internal control system of commercial banks and foreign bank branches	13/2018/TT-NHNN	18/05/2018
6	Circular amending and supplementing a number of articles of Circular No. 13/2018/TT-NHNN	40/2018/TT-NHNN	28/12/2018

3. Other documents for reference (if any):

STT	Name of Document	Code	Date of issuance
1	N/A		

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