

REGULATION
ON CORPORATE GOVERNANCE AT VIETNAM PROSPERITY JOINT STOCK
COMMERCIAL BANK

BOARD OF DIRECTORS

- Pursuant to Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam dated June 17, 2020 and its implementation guidelines (“*Law on Enterprises*”);
- Pursuant to Law on Securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019 and its implementation guidelines (“*Law on Securities 2006*”)
- Pursuant to Law on Credit Institutions No. 32/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam dated January 18, 2024 and its implementation guidelines (“*Law on Credit Institutions*”);
- Pursuant to Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law (“*Decree 155*”)
- Pursuant to Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in the Government’s Decree No. 155/2020/ND- CP dated December 31, 2020 elaborating the implementation of a number of articles of the Securities Law (“*Circular 116*”);
- Pursuant to Circular 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information on the stock market (“*Circular 96*”);
- Pursuant to the Charter of Vietnam Prosperity Joint Stock Commercial Bank (“*Charter*”);
- Pursuant to Resolution of the Annual General Meeting No. ... dated ...

REGULATES THAT:

Chapter I

GENERAL PROVISIONS

Article 1. Objectives, Subject and Scope of Application

1. Objectives: This regulation stipulates basic corporate governance principles with an aim to:

- a) Fine-tune and systemize the Bank's corporate governance practices to improve its transparency and fulfil the Bank's commitment in effective corporate governance through the development and enhancement of:
 - A framework of effective management based on corporate values;
 - Board of Directors and executives with strategic vision in the best interests of the Bank and its shareholders ;
 - Protect shareholder rights and guarantee equal treatment for all shareholders, including minority and foreign shareholders; seek ways to enhance shareholder value in a sustainable manner;
 - Recognize the statutory rights of stakeholders and encourage proactive collaboration between the Bank and its stakeholders to maximize the benefits for the Bank and its shareholders;
 - Proper and transparent information disclosures, efficient risk management and internal control system.
 - b) Ensure the Bank's operation in compliance with the legal regulations, the charter and the best banking standards and practices.
 - c) Improve business performance to fulfil business targets and boost the Bank's prestige.
2. Scope of regulation: This regulation on corporate governance stipulates the roles, rights and obligations of the AGM, the Board of Supervisory, the Board of Directors, CEO; Order and procedures of the AGM; nominate, elect, relief from duty of and dismiss members of the Board of Directors, Supervisory Board, CEO and other activities in accordance with the provisions of the Charter and other applicable legal regulations.
 3. Subject and scope of application: this regulation applies to:
 - a) The Board of Directors, the Supervisory Board, the CEO.
 - b) As part of their rights and obligations to the Bank's governance, all VPBank's employees are obliged to comply with this regulation.

Article 2. Interpretation of Terms

1. In this regulation, otherwise specified, the terms hereinafter are construed as follows:
 - a) **VPBank/the Bank:** Vietnam Prosperity Joint Stock Commercial Bank.
 - b) **Charter/ VPBank Charter:** VPBank's charter issued from time to time.
 - c) **Independent board member:** a board member who meets the requirements set forth in the charter and relevant statutory regulations.
 - d) **Affiliated person:** an individual or organization in accordance with VPBank's charter.
 - e) **Person incharge corporate governance:** the person whose rights and obligations are set forth in Article 16 of this regulation.
 - f) **Service provider:** The party providing services during the organization of the Shareholders' General Meeting.
2. In this regulation, headings and footnotes are intended to facilitate convenient tracking without affecting the content. Reference to some articles of VPBank's legal documents,

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charter and internal documents shall include their amendments, supplements or replacements.

3. Any term that is not defined in this article shall be construed depending on each specific circumstance in this regulation and in line with relevant VPBank's regulations and the law.

Article 3. Corporate governance principles¹

The bank's corporate governance consists of a set of principles to effectively manage the Bank given its direction in the interest of the Bank and its shareholders. Corporate governance principles include:

1. The governance structure shall be reasonable and effective;
2. Ensure the effectiveness of the Board of Directors and the Supervisory Board; strengthen the accountability of the Board of Directors to the company and its shareholders;
3. Ensure the rights and equality of shareholders;
4. Ensure the roles of investors, the securities market and intermediate organizations in assisting corporate governance;
5. Respect and protect the lawful rights and interests of the parties in corporate governance;
6. Establish an effective internal control system and risk management framework. Ensure integration between strategy, risk, control, and effective supervision of the bank's internal control system.
7. Punctually, adequately, accurately and transparently disclose information about the company's operation; ensure equal accessibility of information to all shareholders.

Article 4. General governance structure

The bank's governance structure consists of:

1. **Annual General Meeting:** which is the supreme governing body of the Bank, entitling shareholders to engage in the Bank's governance activities.
2. **The Board of Directors:**
 - a) Which is the governing body responsible for the Bank's strategic directions, fully entitled to decision-making and exercise of rights and obligations on behalf of VPBank aside from matters within the competence of the Annual General Meeting².
 - b) Has the right to establish committees and councils which support the Board of Directors to exercise its rights and obligations, including Human Resources Committee, Risk Committee, Credit Council, Asset and Liability Management Council, Executive Committee and other committees and councils from time to time.
3. **The Supervisory Board:** is elected by the AGM to supervise, evaluate the compliance with the law, internal regulations, the Charter, resolutions, and decisions of the General Meeting of Shareholders, as well as the Board of Directors³.

¹ Article 40 Law on Securities

² Article 50, Law on Enterprises

³ Article 51, Law on Enterprises

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Chapter II

ANNUAL GENERAL MEETING

Article 5. Roles, rights, and responsibilities of the Annual General Meeting

1. Roles of the AGM⁴

The Annual General Meeting constitutes all voting shareholders, is the ultimate decision maker of VPBank, and has the right to decide on the most important matters of the Bank in accordance with the law and the charter.

The Annual General Meeting operates through annual meetings, extraordinary general meetings and ballot voting.

2. The Annual General Meeting shall have the rights and obligations according to VPBank's Charter⁵.

Article 6. Procedure of the Annual General Meeting passing the Resolutions by Voting

1. Calling the annual general meeting:

a) The Annual General Meeting⁶:

The Board of Directors convenes the Annual General Meeting within four (4) months from the end of a fiscal year or otherwise regulated by the law.

b) The extraordinary general meeting:

The Board of Directors or the Supervisory Board or shareholder/groups of shareholders who are eligible convenes the extraordinary General Meetings in some specific cases set forth in the charter.⁷

2. Preparing list of eligible attendees

The meeting convener shall make the list of eligible attendees. The list of eligible attendees shall be prepared based on VPBank's shareholder register. Such list must be made as soon as the decision to convene the meeting is made and must be completed no more than 10 (ten) days prior to the date on which meeting invitations are sent according to the Charter⁸.

3. Notice about the finalization of the list of eligible meeting attendees

VPBank publishes the list of eligible meeting attendees at least twenty (20) days prior to the deadline for registration⁹.

4. Notice about the Annual General Meeting:

The convener shall send meeting invitations to all eligible shareholders no more than 21 days prior to the opening day of the meeting. The notice about the Annual General

⁴ Article 138, 139, Law on Enterprises

⁵ Article 37 of the Charter

⁶ Clause 1, Article 67, Law on Credit Institutions; Clause 1, Article 38 of the Charter

⁷ Clause 3,4,5 Article 38 of the Charter

⁸ Article 40 of the Charter

⁹ Clause 1 Article 273 Decree 155

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Meeting shall be made according to Article 42 of the Charter.

5. Agenda, content of the Annual General Meeting¹⁰:

- a) The convener of the Annual General Meeting must prepare meeting agenda, content, and materials;
- b) A shareholder or group of shareholders holding from 5% of the total common shares of VPBank shall be entitled to recommend the issues to be included in the Annual General Meeting agenda according to the Charter.

6. Attending the Annual General Meeting by proxy:

Shareholders, representatives of institutional shareholders shall be entitled to have another or some individuals, other organizations to act as proxy to attend the meeting according to the Charter.¹¹

7. Registration of meeting attendance

- a) On the scheduled date for the meeting, shareholders and proxies attend on time to register. Registration time is specified in the invitation;
- b) Each registrant is provided with a voting card or voting ballot corresponding to the matters to be voted in the agenda;
- c) If the requisite quorum is present by the end of registration time, the meeting chair can commence the meeting without necessarily waiting for all voting shareholders;
- d) Any shareholder or proxy who attends after the meeting commencement is entitled to register and vote on the not-yet-voted matters. In that case, the validity of preceding voted matters remains unchanged.

8. Conditions for AGM to take place:

- a) The Annual General Meeting shall be entitled to take place when attended by shareholders representing 50% of total voting shares or more;
- b) If the first meeting fails to take place due to failure to satisfy conditions as stipulated in paragraph a of this clause, the deadlines and conditions for convening the AGM the second and third time shall be governed by the Charter.¹²

9. Procedures for passing resolutions of the Annual General Meeting

- a) The Annual General Meeting shall discuss and vote on each matter or each group of matters outlined in the agenda under the coordination of the meeting chairperson;
- b) Each shareholder in attendance shall be provided with a “voting card” or “voting ballot” issued by the Bank. One voting card can be used to vote on multiple matters. Voting on issues at the Annual General Meeting will be carried out in accordance with the Regulations on attending the Annual General Meeting.
- c) Decisions of the Annual General Meeting shall be passed upon meeting all regulations of the Bank’s Charter and have the greatest values in the Bank. All units and individuals

¹⁰ Article 41 of the Charter

¹¹ Article 39 of the Charter

¹² Article 43 of the Charter

(including members of the Board of Directors, Supervisory Board, Executives, shareholders, etc.) are responsible to implement.

10. Methods of voting and counting ballots¹³

- a) The voting shall be implemented with for, against, and abstain votes.
- b) Upon the proposal of meeting chair, Annual General Meeting votes on the Ballot Counting Committee consisting of no more than three members. The Committee operates under the direction of meeting chair. In the case of sensitive matters or upon shareholders' request from time to time, the Annual General Meeting agrees to appoint a neutral body nominated by the Board of Directors for ballot collection and counting.
- c) Methods of voting and counting ballots shall be in accordance with Regulation on organization of the Annual General Meeting and sent to shareholders along with Annual General Meeting documents by the Board of Directors.

11. Requirements for a resolution to be passed:

A resolution of the Annual General Meeting shall be passed if it meets all requirements according to VPBank's Charter¹⁴.

12. Announcement of ballot counting result: the ballot counting result shall be announced by the chairperson of the meeting before the end of the meeting.

13. Objecting a resolution of the AGM¹⁵:

Within 90 days from the receipt of the resolution or minutes of the AGM or the vote counting record, shareholders or group of shareholders holding 05% of common shares or more is entitled to request the court or an arbitral tribunal to consider invalidating the AGM's resolution in part or in full in the following cases:

- a) The procedures for convening the AGM and issuing decisions prescribed in Law on Enterprises and the Charter are severely violated, except for a resolution that is ratified by 100% of the voting shares.
- b) The contents of the resolution violate the law or the Charter.

14. Meeting minutes of the Annual General Meeting:

The Annual General Meeting shall be documented in the meeting log of VPBank and can be recorded or written and archived in other electronic forms.

The making of meeting minutes of the Annual General Meeting must be implemented according to the Charter¹⁶.

15. Publishing the resolutions of the Annual General Meeting:

The Annual General Meeting's resolutions shall be informed to meeting attendees within fifteen (15) days from the date of approval, published on VPBank's websites, and reported

¹³ Article 44 of the Charter

¹⁴ Clause 3 Article 45 of the Charter

¹⁵ Article 151 Law on Enterprises

¹⁶ Article 47 of the Charter

to the State Securities Commission and Ho Chi Minh Stock Exchange within twenty-four (24) hours upon their approval¹⁷.

Article 7. Process and procedure on AGM Resolution Approval through Ballot Voting

1. The Board of Directors has the right to conduct voting by ballot with shareholders to pass the Annual General Meeting's decisions (with respect to matters that must not be decided by voting at the Annual General Meeting in accordance with Clause 45.2 of the Charter) if deemed necessary in the interests of VPBank. Cases where written opinions of shareholders are allowed and not allowed, performed according to the provisions of the Charter. The collection of written opinions of shareholders is carried out in accordance with the provisions of the Charter.¹⁸.
2. The order and procedures for passing resolutions of shareholders in the form of ballot voting: comply with the Charter.
3. Resolutions passed by ballot voting have the same validity with decisions passed by the Annual General Meeting.
4. The bank must send and publish sufficient materials and ensure sufficient time for shareholders' consideration before casting ballots as is the case of the Annual General Meeting.

Article 8. Online Annual General Meeting

1. Where necessary, the Board of Directors may decide to hold the Annual General Meeting online. The meeting shall adopt modern technologies which enable shareholders to participate and share their comments and vote either electronically or by other electrical forms.
2. The notice convening the Annual General Meeting passing resolutions in the form of an online conference is sent to shareholders by electronic means or combined with other methods (if necessary). Each shareholder shall register his/her/its accurate telephone number, address and/or email address to receive the notice and the account for participating in the online Annual General Meeting/electrical voting and is fully accountable for the registered information.
3. Shareholders who agree to participate in the Annual General Meeting passing the resolutions online will confirm according to the confirmation methods in the notice sent to shareholders.
4. The conditions for holding the Annual General Meeting passing the resolutions online are determined similarly to the case of holding the Annual General Meeting passing the resolutions by ballot voting.
5. The resolutions of the Annual General Meeting passing resolutions online is passed when it reaches the adequate ratio as in the case of holding the Annual General Meeting passing resolutions by ballot voting.
6. Each shareholder shall use the account provided by the service provider and participate in the online Annual General Meeting, vote electronically on all eligible issues.

¹⁷ Clause 3 Article 4, Item 10.3.b and Item 11.1.c, Circular 96/2020/TT-BTC

¹⁸ Article 46 of the Charter

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7. Shareholders shall ensure the security of username, password and other authentications provided by the service provider to ensure that only the eligible shareholders shall participate and vote on the system provided by the service provider. The voting results will be summarized based on the username, password and identity of the shareholders and therefore are considered the reflection of the shareholders' will. VPBank shall not liable for any disputes (if any) between the shareholders and the service provider related to the confirmation of attendance and vote online via the shareholders' account. The shareholders are liable before the law and VPBank for the online voting via their account on the online Annual General Meeting/electronic voting system provided by the service provider.
8. The Board of Directors shall issue the Regulation on participation in the Annual General Meeting passing resolutions online. Detailed stipulations on online Annual General Meeting to pass a resolution shall be in accordance with the Regulation on participation in online Annual General Meeting, instructions of service provider from time to time, and notified to shareholders along with Annual General Meeting documents by the Board of Directors.
9. Preparation of Minutes of the Annual General Meeting and announcement of its Resolutions under the form of online passing are carried out similarly to the case of holding the offline Annual General Meeting passing resolutions by ballot voting

Article 9. Process and procedure of AGM passing resolutions through the combination of in-person and online meeting

1. In case of necessity, the Board of Directors can decide on the form of the Annual General Meeting passing resolutions through the combination of in-person and online meeting. The meeting will combine modern technological solutions so that a number of shareholders can attend and express opinions at the meeting, vote by electronic voting or other electronic forms. Shareholders who do not attend the online meeting will attend the meeting in person.
2. The notice convening the Annual General Meeting to pass resolutions through the combination of in-person and online meeting is sent to shareholders by electronic means combined with other methods (if necessary). Shareholders must register their accurate phone number, contact address and/or email to ensure they receive notification letters and an access account to attend/vote online and take full responsibility for this registered information.
3. Shareholders who agree to participate online to pass resolutions in the form of an offline conference combined with an online meeting will make confirmation according to the methods in the notice sent to shareholders by electronic means.
4. Shareholders who agree to directly participate to pass resolutions in the form of an offline conference combined with an online meeting will register to attend similarly to the case of holding the Annual General Meeting passing resolutions by direct voting at AGM.
5. Conditions for conducting the Meeting to pass resolutions in the form of an offline conference combined with an online meeting are determined similarly to the case of holding the Annual General Meeting passing a resolution by direct voting at AGM.

6. The resolution of the Annual General Meeting is approved when it reaches the adequate ratio as in the case of holding the Annual General Meeting passing resolutions by ballot voting.
7. Shareholders attending online will use the access account provided by the Service Provider and join online meeting and electronic voting for all VPBank votes in which shareholders are entitled to vote.
8. Shareholders attending online must be responsible for keeping their usernames, passwords and other identification factors provided by the Service Provider confidential to ensure that only eligible shareholders can attend/vote online on the system provided by the Service Provider. Voting results are compiled and announced by the Service Provider based on the usernames, passwords and identities of the shareholders and therefore are considered the reflection of the shareholders' will. VPBank shall not be liable for any disputes (if any) between the shareholders and the service provider related to the confirmation of attendance and vote online via the shareholders' account. The shareholders are liable before the law and VPBank for the online voting result via their account on the online Annual General Meeting/electronic voting system provided by the service provider.
9. The shareholders participate in- person shall vote at the meeting as in the case of holding the Annual General Meeting by ballot voting.
10. The Board of Directors shall issue the Regulation on participation in the Annual General Meeting passing resolutions via the combination of online and in-person voting when convene the meeting. Detailed stipulations shall be conducted in accordance with the Regulation on participation in combination of online and in-person Annual General Meeting and instructions of service provider from time to time, and notified to shareholders along with the Annual General Meeting documents by the Board of Directors.
11. Preparation of Minutes of the Annual General Meeting and announcement of its Resolutions under the form of online passing are carried out similarly to the case of holding the offline Annual General Meeting passing resolutions by ballot voting.

Chapter III

BOARD OF DIRECTORS¹⁹

Article 10. Roles, Rights, and Responsibilities of the Board of Directors

1. Roles of the Board of Directors

- a) The Board of Directors is VPBank's governing body which is fully entitled to decision-making and exercise of rights and obligations on behalf of VPBank aside from matters within the competence of the Annual General Meeting and the Supervisory Board.

¹⁹ The articles in this chapter as per regulations in Section III, Chapter VIII, Decree 155

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- b) The Board of Directors shall develop its Regulation on the Organization and Operations to submit to the Annual General Meeting for approval. The Board of Directors shall issue internal regulations on the organization, governance, and operations of VPBank, except for issues under the authority of the Supervisory Board and the Annual General Meeting, according to relevant regulations of the law and the Bank's Charter.
 - c) The Board of Directors shall have the rights to decide on the medium-term development strategies and plans and annual business plans of VPBank and other tasks and rights according to the Bank's Charter and relevant legal regulations.
2. Rights and obligations of the Board of Directors and members of the Board of Directors according to VPBank's Charter.²⁰

Article 11. Nomination, Election, Dismiss, and Relief from Duty of the Board Members

1. Term, number and structure of members of the Board of Directors:

The term of the Board of Directors is five (5) years. The term of members of the Board of Directors is according to the term of the Board of Directors. The members of the Board of Directors can be elected or re-appointed with unlimited number of terms. An individual shall only be elected as an independent member of VPBank's Board of Directors for no more than two consecutive terms. The term of the added or replaced member of the Board of Directors is the remaining term of the Board of Directors. The Board of Directors continues to operate until the successive one takes over. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until the new members is elected to replace them and take over the work.²¹

2. VPBank's Board of Directors consists of at least five (5) members and no more than eleven (11) members. The number of members of the Board of Directors is subject to the Annual General Meeting's decision. From the term of 2025 onwards, the Board of Directors must have at least 02 independent members who are Independent Members of the Board of Directors, two-thirds of the total members must be independent members of the Board of Directors and non-executive members of VPBank²².
3. Standards and conditions of members of the Board of Directors:
- a) Members of the Board of Directors must meet all standards and conditions as prescribed in the Charter.²³
 - b) An individual and related person of that individual or the person representing the capital contribution of an organizational shareholder and their related person may participate in the Board of Directors but must not exceed 02 members of the Board of Directors of VPBank, except in the case of being a representative of the State's capital contribution or a mandatory takeover party.²⁴

²⁰ Article 51, 52 and 53 of the Charter

²¹ Clause 3, Article 145, Law on Enterprises and Clause 4, Article 49 of the Charter

²² Clause 2, Article 49 of the Charter

²³ Clause 50 of the Charter

²⁴ Clause 3, Article 69 of Law on Credit Institutions

4. The nomination of Board of Directors members:

- a) Shareholders, group of shareholders holding more than 5% of the total common stock have the right to nominate members of the Board of Directors, yet the list of candidates shall be sent to the Board of Directors according to the time limit regulated by the Board of Directors:
 - Common shareholders forming a group to nominate candidates for the Board of Directors shall inform the meeting participants of the group meeting prior to the opening of the Annual General Meeting.
 - Shareholders or a group of shareholders as regulated at this Article shall be entitled to nominate a number of candidates according to Charter²⁵.
- b) Relevant information about the Board of Directors candidates (if finalized) must be announced on the Bank's website at least ten (10) days prior to the Annual General Meeting commencement for shareholders' informed decision.²⁶

Information on candidates for the Board of Directors shall include at least:

- Name, date of birth;
 - Educational level;
 - Working experience;
 - Other managerial positions (including the title of Board of Directors of other companies);
 - Other interests related to the Bank or the bank's related parties;
 - Other information (if any) according to the Charter.
- c) The Board of Directors candidates shall have a commitment letter about the integrity, accuracy and appropriateness of their information and pledge to fulfil the tasks of Board of Directors members in a decent, loyal and prudent manner and in the best interests of the Bank should they be elected.

5. The election of Board of Directors members²⁷

The election of members of the Board of Directors shall be executed in the form of cumulative voting in which the total number of votes of each shareholder is equal to his/her shares multiplying number of candidates of the Board of Directors. Shareholders have the right to pool all their votes on one candidate or allocate their votes to different candidates. The candidate elected to the Board of Directors shall be identified according to regulation on election of VPBank from time to time.

6. The dismiss, relief from duty of members of the Board of Directors

Dismissing and relief from duty of members of the Board of Directors shall be executed according to Article 29 of the Charter.

7. Announcement on the election, dismiss, and relief from duty of the member of the Board of Directors

²⁵ Clause 1, Article 11 of the Charter

²⁶ Article 274 of Decree 155

²⁷ Clause 5 Article 45 of the Charter

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- a) Within ten (10) business days since the decision on dismiss and relief from duty of the members of the Board of Directors takes effect, the Board of Directors reports to the State Bank of Vietnam together with all relevant materials²⁸.
 - b) Within twenty-four (24) hours since the decision on election, dismiss, or relief from duty of the members of the Board of Directors takes effect and the resignation letter of the members of the Board of Directors, VPBank shall disclose the information on its website (clearly state the time it takes effect according to the Law on Enterprises and the Charter). In addition, the Bank shall report to the State Securities Commission and Ho Chi Minh Stock Exchange²⁹.
8. Introduction of candidates for the Board of Directors
- In case the number of candidates does not reach the required minimum, the incumbent Board of Directors can refer more candidates or facilitate another round of nomination as per the Bank's regulation. The referred candidates must be publicly announced before the Annual General Meeting casts votes on the Board of Directors members in accordance with legal regulations.³⁰
9. Election, dismiss, and relief from duty of the Chairperson of the Board of Directors:
- a) The Board of Directors shall elect, relieve from duty, and dismiss the Chairperson of the Board of Directors among the members of the Board of Directors³¹.
 - b) The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors held within 07 (seven) working days of electing such Board of Directors. The meeting shall be convened and chaired by the member with the highest number or percentage of votes. When more than one member has the highest, equal number or percentage of votes, 01 (one) of them shall be chosen to convene the meeting according to majority principle.³²
 - c) Dismissing and relief from duty of the Chairperson of the Board of Directors shall be implemented according to Article 29 of the Charter regarding the dismiss and relief from duty of members of the Board of Directors.

Article 12. Remuneration and Other Benefits for the Board members

The remuneration and other benefits of the members of the Board of Directors are regulated in Clause 4, Article 35 of VPBank's Charter

Article 13. Process and Procedure for Convening the Board meetings

The Board of Directors can convene ordinary or extraordinary meetings. The ordinary meeting is held by the Board of Directors Chairman anytime if deemed necessary but at least every quarter. Board meetings can be held at VPBank's head office or other venues. Board meetings can be held in person, via teleconference or videoconference. Board meetings comply with the process and procedure set forth in the Charter and the law. Main

²⁸ Clause 4 Article 29 of the Charter

²⁹ Item 11.1.1, Circular 96/2020/TT-BTC

³⁰ Clause 3 Article 274 Decree 155

³¹ Clause 1 Article 156 Law on Enterprises

³² Clause 1 Article 157 Law on Enterprises

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regulations on the process and procedure for convening the Board meetings are as follows³³:

1. The Chairperson of the Board of Directors must convene meetings of the Board of Directors in one of the cases stipulated under Clause 55.3 of the Charter.
2. Meeting invitation: when convening a meeting, the Chairman or convener shall send the meeting invitations at least 03 days prior to the meeting. The invitation shall be prepared according to the Charter.³⁴
3. Supervisory Board members' right to attend meetings of the Board of Directors³⁵
 - a) The Chairman of the Board of Directors or the convener shall send meeting invitations and relevant materials to the Supervisory Board's members as is the case with members of the Board of Directors.
 - b) The Supervisory Board's members shall be entitled to attend meetings of the Board of Directors and discuss but not vote.
4. Meeting requirements: Board meetings is held only when at least three-fourths (3/4) of the members attend. In case the number of attendees does not reach the mentioned ratio, the meeting shall be convened for the second time within seven (7) days since the first time. For the second time, the meeting is held only when half of the members attend.³⁶
5. Voting methods:
 - a) The Board of Directors shall adopt its decisions in the manner of voting at meetings, or obtaining written opinions, or via online meetings, via online voting or other online forms in accordance with VPBank's regulations from time to time. Each member of the Board of Directors shall have one vote.
 - b) Where ballots are sent by post, they should be contained in a sealed envelope and handed to Chairperson of the meeting of Board of Directors at least one hour before the opening. The ballots shall be only opened under witness of all attendees.³⁷
6. The approval of resolutions of the Board:
 - a) In the event of voting at the meeting, board decisions are passed if the majority of votes approve including in person and in absentia (those who does not attend the meeting yet vote by ballots). If majority cannot be reached, the final decision is subject to the Chairman or the meeting chairperson (in case the Chairman of the Board of Directors does not convene the meeting).
 - b) In the case of ballot voting, Board of Directors decisions are passed if the majority of members of the Board of Directors who are entitled to vote approve.
7. Make board meeting minutes:³⁸
 - a) Board meetings shall be taken minutes of and can be recorded, written and archived in other electronic forms. Meeting minutes shall be taken according to the Charter.

³³ Article 55 of the Charter

³⁴ Clause 5 Article 55 of the Charter

³⁵ Clause 7 Article 157 Law on Enterprises; Clause 5, Article 55 of the Charter

³⁶ Clause 8, Article 157 Law on Enterprises; Clause 6, Article 55 of the Charter

³⁷ Clause 10, Article 157 of Law on Enterprises and Clause 4, Article 54 of the Charter

³⁸ Clause 10 Article 55 of the Charter

- b) Where the chairperson and minute-taker refuse to sign the meeting minutes but all other members of the Board of Directors in attendance sign the minutes which cover all the items specified under the Charter, the minutes shall take effect. Other relevant issues related to the minutes of the Board of Directors' meetings shall be handled in accordance with Article 10 of Article 55 of the Charter.
8. Board resolutions and decisions are of the utmost validity during the interval of the Annual General Meetings and are invalid only when vetoed by the Annual General Meeting. All individuals and units of the Bank including the Board of Directors are obliged to execute resolutions and decisions of the Board of Directors.

Article 14. Authority and Process of the Board Members' Ballot Voting³⁹

The voting by ballots of the members of the Board of Directors shall be conducted according to the Regulation on organizations and operations of the Board of Directors from time to time.

Article 15. The Board of Directors Committees⁴⁰

The Board of Directors is entitled to establish advisory committees to support the Board of Directors in its execution of rights and obligations, specifically:

1. The Board of Directors must establish Risk Management Committee and Human Resources Committee and provide for the decision-making mechanisms for proposals of these two committees.
2. The Board of Directors is obliged to issue the regulations on organization and operations of the committees in line with the requirements of the State Bank of Vietnam and relevant law after establishing such committees.
3. Each committee must consist of at least three (3) members including one Board of Directors member as chairman and other members decided, appointed and dismissed by the Board of Directors in accordance with the Charter. Each committee shall have at least half of the number of members having voting right is non-executive members. Each Board of Directors member can only be the chairman of one committee. Risk Committee must consist of at least one independent Board of Directors member⁴¹.
4. The roles, responsibilities, power of committees reporting to the Board of Directors and each committee member; the nomination, self-nomination, election, relief of duty, dismissal of members of the committees reporting to the Board shall be governed by relevant regulations on the organization and operations of such committees issued by the Board of Directors.

Article 16. VPBank's Governance Manager⁴²

1. The Board of Directors must appoint at least 01 person as the VPBank's governance manager. The VPBank's governance manager may concurrently act as the VPBank's secretary as per Clause 5, Article 156, Law on Enterprises.

³⁹ Article 56 of the Charter

⁴⁰ Clause 8 Article 49 of the Charter

⁴¹ Clause 2, Article 25 Circular 40/2011/TT-NHNN

⁴² Article 281 Decree 155

2. The VPBank's governance manager shall not concurrently work for an independent audit firm performing financial reports audit for the Bank.
3. Notify the appointment, dismissal of the VPBank's governance manager: Within 24 hours of making the decision to appoint, dismiss relieve of duty the VPBank's governance manager, receiving the resignation letter from the VPBank's governance manager, VPBank shall disclose such information on the Bank's websites (specifying effective time according to Law on Enterprises and the Charter) and notify the State Securities Commission and Ho Chi Minh Stock Exchange.
4. For the corporate governance manager's rights and obligations, see Charter.

Chapter IV

SUPERVISORY BOARD

Article 17. Roles, rights and obligations of the Supervisory Board

1. Roles of the Supervisory Board
 - a) The Supervisory Board shall be elected by the Annual General Meeting to execute internal audit and control and evaluate the compliance with the law, internal regulations, the Charter, resolutions and decisions of the Annual General Meeting and the Board of Directors on behalf of shareholders.
 - b) The Supervisory Board shall be liable to the law and the Annual General Meeting for the execution of assigned tasks and powers. While performing their duties, the Supervisory Board can use their powers as per legal regulations and the Charter.
 - c) The Supervisory Board shall develop and escalate the Regulation on Organization and Operations to the Annual General Meeting for approval and implementation on the basis of relevant legal regulations and the Charter.
2. The Supervisory Board's rights and obligations shall be governed by the Charter⁴³.

Article 18. Term, number of members, and organization of the Supervisory Board⁴⁴

1. The term of the Supervisory Board is 5 (five) years; the office term of the Board's members follows the term of the Board of Supervisors. Members of the Board of Supervisory may be re-elected or re-appointed for an unlimited number of terms. The term of office of a member who is newly added or replaced is the remaining term of the Supervisory Board. The Board of Supervisory of the expired term continues to operate until the new Board of Supervisory takes over the work⁴⁵.
2. The Board of Supervisory of VPBank continues to maintain a structure of three (03) members as in the current term, of which at least one-half (1/2) of the total members are specialists, not concurrently holding other positions or duties at VPBank or other enterprises until the end of the current term. From the term of 2025 onwards or when VPBank elects, appoints, supplements, or replaces members of the Board of Supervisory,

⁴³ Article 59 of the Charter

⁴⁴ Article 51 Law on Credit Institutions; Article 58 of the Charter; Article 286 Decree 155

⁴⁵ Clause 4 Article 51, Law on Credit Institutions

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the Board of Supervisory of VPBank shall have five (05) members. The Head of the Supervisory Board must reside in Vietnam during his or her term of office⁴⁶;

3. When the number of Supervisory Board members is less than the minimum requirement regulated in Clause 2 of this Article, within 90 days after the number of members becomes insufficient, VPBank shall add members to the Supervisory Board as per regulations, except for the case regulated in Clause 5, Article 166 of Law on Credit Institutions.
4. The Board of Supervisors has a supporting department that uses the bank's seal to perform its tasks.

Article 19. Standards and conditions for members of the Supervisory Board

The members of the Supervisory Board shall meet the standards and conditions stipulated in the Charter⁴⁷.

Article 20. Nomination and election of members of the Supervisory Board⁴⁸

1. Shareholders or groups of shareholders holding 5% or more of the total common shares shall be entitled to nominate people to the Supervisory Board as follows:
 - a) Common shareholders who form a group that satisfies the prescribed conditions to nominate people to the Supervisory Board shall notify the group of shareholders attending the meeting before the opening of the Annual General Meeting and within the time frame announced by the Board of Directors.;
 - b) Common shareholders are entitled to accumulate voting rights to nominate candidates for the Supervisory Board as prescribed in Clause 1, Article 11 of the Charter. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the Annual General Meeting, the remaining number of candidates will be decided by the Board of Directors and the Supervisory Board and other shareholders nominated.
2. In case the number of candidates for the Supervisory Board through nomination is still insufficient to meet the required number according to regulations, the existing Supervisory Board will introduce additional candidates or organize nominations according to the Charter. The introduction of additional candidates by the existing Supervisory Board must be clearly announced before the Annual General Meeting votes to elect members of the Supervisory Board in accordance with the legal regulations.

Article 21. Method of election of members of the Supervisory Board⁴⁹

Voting to elect members of the Supervisory Board for a new term or to elect additional or replace members of the Supervisory Board must be carried out by cumulative voting method, accordingly, each shareholder has a total number of votes equivalent to the total shares owned multiplied by the number of elected members of the Supervisory Board and shareholders have the right to give all or part of their total votes to one or several candidates.

⁴⁶ Clause 2, Article 51 and Clause 8, Article 210 of Law on Credit Institutions 2024

⁴⁷ Clause 7 Article 58 of the Charter

⁴⁸ Clause 1, Article 11 of the Charter

⁴⁹ Clause 5, Article 45 of the Charter

The elected members of the Supervisory Board are decided according to the provisions of VPBank's Regulations on Election from time to time.

Article 22. Dismiss and relief from duty of the Supervisory Board

1. Relief from duty, dismissal of a Supervisory Board member shall be contemplated according to Regulation on the Organization and Operations of the Supervisory Board issued from time to time.
2. Notification about election, dismissal, relief from duty a Supervisory Board member:
VPBank shall notify and publish information on the election, dismissal, and relief of duty of members of the Supervisory Board in accordance with the applicable laws.

Article 23. Remuneration and other benefits of the Supervisory Board members

Remuneration and other benefits of the Supervisory Board shall be governed by Charter.⁵⁰

Article 24. Other regulations on the Supervisory Board

The duties and powers of the Supervisory Board, the head of Supervisory Board, and members of the Supervisory Board, the passing of Supervisory Board's decisions, the procedure for organizing meetings and collecting ballots of the Supervisory Board and other regulations shall be in accordance with the Bank's Charter, other internal documents and relevant legal regulations.

Chapter V

CHIEF EXECUTIVE OFFICER

Article 25. Roles, Rights, and Responsibilities of the Chief Executive Officer

1. The Chief Executive Officer is the highest manager responsible for the daily business operations of VPBank, subject to supervision by the Board of Directors and the Supervisory Board, and accountable to the Board of Directors and the law for the exercise of delegated rights and duties.
2. The CEO assigns tasks/delegates authority to Deputy CEOs, Head of DivisionHead of Centers under the CEO, and other executives to implement resolutions and decisions of the Board of Directors and directives of the CEO.
3. Rights and obligations of the CEO as stipulated in the Charter⁵¹.

Article 26. Term, Standards, and Criteria for the Chief Executive Officer⁵²

1. The Chief Executive Officer's term of office shall not be more than 05 years. The Chief Executive Officer can be re-appointed unlimited number of times.
2. The Chief Executive Officer shall meet all standards and criteria according to the Bank's Charter⁵³.

Article 27. Appointment, Relief from Duty, Agreement Signing of the Chief Executive Officer

⁵⁰ Clause 4 Article 35 of the Charter

⁵¹ Article 65 of the Charter

⁵² Article 65 of the Charter

⁵³ Article 64 of the Charter

1. The Chief Executive Officer is appointed by the Board of Directors among members of the Board of Directors or hired by contracts.
2. The Chairman of the Board of Directors shall sign the labour contract with the Chief Executive Officer according to legal regulations in case of hiring the Chief Executive Officer under labour contract.
3. The dismissal, relief of duty, termination of labour contract with the Chief Executive Officer shall be carried out according to VPBank's internal regulations and relevant legal regulations.

Article 28. Notice on the Appointment, Relief from Duty, Labour Agreement Signing, Labour Agreement and Termination of the Chief Executive Officer

VPBank shall notify and disclose information on the appointment, relief of duty, and contract signing and contract termination with the Chief Executive Officer according to the applicable law.

Article 29. Pay and Other Benefits of the Chief Executive Officer

The Board of Directors shall decide the salary and other benefits for the Chief Executive Officer according to internal regulations issued by the Board of Directors.⁵⁴

Chapter VI

COORDINATION BETWEEN THE BOARD OF DIRECTORS, SUPERVISORY BOARD AND CHIEF EXECUTIVE OFFICER

Article 30. Principles of coordination

The Board of Directors, the Supervisory Board, and the Executive Board (CEO, Deputy CEOs, and Department Heads directly under the CEO) shall coordinate their activities according to the following principles:

1. Always focus on the Bank's common interests.
2. Strictly comply with the law and the Bank's regulations.
3. Have their tasks finished at the highest level of responsibility, sense of honesty, collaboration and regular discussion to tackle difficulties and bottlenecks (if any).

Article 31. Details of the coordination between the Board of Directors, Supervisory Board and Chief Executive Officer

1. Convening the Board of Directors meetings⁵⁵

The Supervisory Board and Chief Executive Officer have the right to propose convening Board of Directors meetings to discuss and solve the issues within the Board of Directors' competence. This proposal must be made in written form and clearly states the purpose, motions and decisions within the Board of Directors' competence. The Board of Directors Chairman must convene the Board of Directors meeting within 15 days since the proposal day. In case the Board of Directors Chairman does not convene a meeting as proposed,

⁵⁴ Clause 1 Article 51 of the Charter

⁵⁵ Clause 4 Article 55 of the Charter; Clause 5 Article 157 Law on Enterprises

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- he/she must be responsible for any damages to VPBank; the person who proposed a meeting has the right to take the place of the Board of Directors to convene such meetings.
2. Participating in the Board of Directors meetings, notifying the Board of Directors' resolutions and decisions to the Supervisory and the Chief Executive Officer:
 - a) The Chief Executive Officer is entitled to participate in the meetings of the Board of Directors and the Annual General Meeting. The Chief Executive Officer is responsible for reporting on the program, the execution of the business plans, financial results, profit distribution plan, development and business orientations in the near future. Answering the Annual General Meeting's questions regarding banking managerial tasks. In case of any differences with the Board of Directors' resolutions, the Chief Executive Officer can voice his/her opinion in the Annual General Meeting.⁵⁶
 - b) The Head of the Supervisory Board participates in the Board of Directors meetings, raises his/her opinion and makes recommendations but is not entitled to vote on the Board of Directors' resolutions. The Supervisory Board regularly notifies the Board of Directors of the performance result of the Supervisory Board, and consults the Board of Directors before submitting the reports, conclusions and recommendations to the Annual General Meeting and directly report to the Annual General Meeting. The head of the Supervisory Board has the right to request that his/her opinions be included in the minutes of the Annual General Meeting and report them in the Annual General Meeting if the opinions are different from the decisions of the Board of Directors⁵⁷.
 - c) 01 copy of the Annual General Meeting's resolutions and decisions must be sent to the Supervisory Board head for supervision and to the Chief Executive Officer for information and such resolutions and decisions will be executed after issuance.
 3. The coordination between the Chief Executive Officer and the Board of Directors in implementing the assigned tasks.
 - a) The Chief Executive Officer is responsible for facilitating the execution of contents in board resolutions and decisions. The Chief Executive Officer shall make timely reports to the Chairperson of the Board of Directors on existing or potential negative impacts of such execution on the Bank's business for the Board of Directors' consideration. In case the Board of Directors does not issue to supersede the mentioned documents, the Chief Executive Officer is obliged to continue such execution.
 - b) All the mid-year and full-year performance review meetings, and other regular ones require the presence of the representative of the Board of Directors' office for discussion, further instructions and governance of the implementation of the issued

⁵⁶ Article 13 Regulation on the Chief Executive Officer's management No. 327/2005/QĐ-HĐQT and amended and supplemented documents

⁵⁷ Article 46 of Law on Credit Institutions

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orientations, policies, resolutions, decisions and regulations of the Board of Directors⁵⁸.

- c) The Chief Executive Officer is responsible for reporting to the Board of Directors, Supervisory Board and the Annual General Meeting on the operation, efficiency and business performance, partnership and other issues related to the operations of VPBank in accordance with the law and the Charter⁵⁹. The Chief Executive Officer or authorized Deputy Chief Executive Officer is responsible for regularly exchanging and submitting daily (if necessary) or weekly reports on VPBank's operations to the Board of Directors' Chairman.
 - d) Members of the Board of Directors have the right to request the Chief Executive Officer, Deputy Chief Executive Officer or other managers of VPBank (including but not limited to Chief Accountant, Heads of Centres under the Division, Heads of Departments/Functions at the Head Office; Directors, Branches, Transaction Offices and equivalent positions according to the regulations of VPBank from time to time) to provide information and documents regarding finance and business operations of VPBank, its units and subsidiaries.
 - e) The Chief Executive Officer is entitled to apply measures beyond his / her authority in emergencies (natural calamities and enemy-inflicted destruction, fires, and incidents) and takes responsibility for such decisions and must then notify the Board of Directors for further solutions.
 - f) The Chief Executive Officer is entitled to refuse the execution of the decisions, recommendations and requests of the Chairman, Vice Chairman and members of the Board of Directors if he / she finds them illegal and contrary to the regulations of the State Bank of Vietnam, Charter and must immediately notify the Supervisory Board.
4. Cooperation in management and supervision among members of the Board of Directors, Supervisory Board and the Chief Executive Officer
- a) Supervisory Board's relationship with the Board of Directors
 - The Supervisory Board is responsible for regularly informing the Board of Directors of business performance; The Supervisory Board can consult the Board of Directors prior to submitting the report and making proposals to the Annual General Meeting.
 - The Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other managers must provide information and materials on the management, governance, and business operations of VPBank at the request of the Supervisory Board fully, accurately, and in a timely manner.
 - The Supervisory Board shall closely collaborate with the Board of Directors in the operations. The Board's members are provided with documents and data

⁵⁸ Article 13 Regulation on the Chief Executive Officer's management No. 327/2005/QĐ-HĐQT and amended and supplemented documents

⁵⁹ Article 13 Regulation on the Chief Executive Officer's management No. 327/2005/QĐ-HĐQT and amended and supplemented documents

required for their works by the Board of Directors. The Supervisory Board shall work objectively and independently in the supervision and monitoring of the Bank's business performance, management, and governance and concurrently be responsible for cooperating with the Board of Directors in supervising and steering violation correction and handling as recommended by the Supervisory Board after each inspection.

- The Supervisory Board reserves the rights to require of Board of Directors members, the Chief Executive Officer, members of Internal Audit and independent auditors to attend Supervisory Board's meetings and response to the issues that the Supervisory Board members are interested in.
- The Supervisory Board shall promptly notify the Board of Directors in writing within 48 (forty-eight) hours of finding out that Board of Directors members, the Chief Executive Officer, or managers commit acts of violating laws or the Charter and require the violators to terminate such violations and take remedial measures⁶⁰.

b) Supervisory Board's relationship with the Chief Executive Officer:

- The Chief Executive Officer is subject to the monitoring and supervision by the Supervisory Board regarding their tasks. The Chief Executive Officer shall provide necessary reports, documents and information periodically or ad-hoc (as requested by the Supervisory Board) to the Supervisory Board; and shall monitor and steer the functions to correct and handle violations, including his/her own, as recommended by the Supervisory Board after each inspection.
- The Supervisory Board can leverage VPBank's internal examination and supervision system to perform tasks, request functions and officers to clarify their actions, provide steering documents, records and other relevant documents (if necessary) to support examination or audit.
- When conducting examination and supervision, the Supervisory Board shall need to inform of the work plan in advance with the Supervisory Board head's written notice to ensure that the impacts to VPBank's daily business is mitigated.

CHAPTER VII⁶¹

PREVENTING CONFLICTS OF INTERESTS AND TRANSACTIONS WITH PARTIES HAVING SHARED INTERESTS

Article 32. The Responsibility of Being Honest and Avoiding Any Conflicts of Interests among Members of the Board of Directors, Executives

1. Members of the Board of Directors, Supervisory Board, executives must publish the related interests in accordance with Law on Enterprise and relevant legal documents.

⁶⁰ Clause 5 Article 288 Decree 155

⁶¹ Section 6 Chapter VIII, Decree 155

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2. Members of the Board of Directors, Supervisory Board, executives and persons related to these members shall not be allowed to use the information obtained by their positions for their self-interests or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, Supervisory Board, executives shall be obliged to notify the Board of Directors and the Supervisory Board of the transactions between the Bank, its subsidiaries and the companies which the Bank contributes over 50% of charter capital and that member or affiliated persons of that member in accordance with the law.
4. Members of the Board of Directors shall not vote on transactions benefiting themselves or their affiliated persons in line with regulations of Law on Enterprises and the Charter.
5. Members of the Board of Directors, Supervisory Board, executives and affiliated persons shall not use undisclosed information of the Bank or disclose such information to others to conduct related transactions.

Article 33. Transactions with affiliated persons

1. When conducting transactions with affiliated persons, the Board of Directors / Executives must ensure the written contracts inked on the principle of equal and voluntary basis.
2. Content of the contract with affiliated persons must be clear, specific and disclosed to shareholders upon their requests.

Article 34. Ensuring legal rights of the parties having interests related to the Bank

1. The Bank must perform its responsibility towards the community and people having interests related to the Bank in accordance with the applicable laws and the Bank's Charter.
2. The bank must comply with legal regulations on labour, and environment and society.

Chapter VIII

ASSESSMENT OF OPERATIONS, COMMENDATIONS AND DISCIPLINES FOR MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, CHIEF EXECUTIVE OFFICER AND EXECUTIVES

Article 35. Performance Reviews of Members of the Board of Directors and the Supervisory Board, the Chief Executive Officer and executives

1. Criteria for performance review:

The criteria for performance review of the members of the Board of Directors, Supervisory Board, CEO and executives are as follows:

- a) Measuring goal achievement: completion level, volume, quality and personal performance and development and the performance of the unit;
- b) Behaviour appraisal: based on the following five core values of VPBank

The above criteria may be changed or updated according to the decision of the Board of Directors from time to time.

2. Competence and measuring methods:

- a) The Board of Directors Chairman and the Board of Directors are responsible for reviewing and reporting on the performance of each Board of Directors member, any committees under the Board of Directors, CEO and executives at least once per year.
- b) The Supervisory Board has the responsibility to the report on its performance and the performance of each member; and the supervisory result of members of the Board of Directors, Chief Executive Officer and executives.

Article 36. Commendation and Rewards

1. Members of the Board of Directors and the Supervisory Board, the Chief Executive Officer, and executives delivering good performance in governing and managing the Bank and carrying out other assigned tasks will be considered for rewards and commendation in accordance with the applicable laws and the Bank's regulations.
2. The Annual General Meeting will decide on the appropriate rewards for members of the Board of Directors and Supervisory Board in accordance with the Charter and the law⁶².
3. The Board of Directors will decide on the rewards for the Chief Executive Officer under the authority of the Board of Directors in accordance with VPBank's regulations from time to time. The types and levels of commendation, and the order and procedures for considering rewards will be implemented in accordance with the decisions issued by the Board of Directors in each period.
4. Members of the Board of Directors, Supervisory Board, Chief Executive Officer and other managers are not allowed to request bonuses when VPBank incurs losses.⁶³

CHAPTER IX

IMPLEMENTATION PROVISIONS

Article 37. Implementation Provisions

1. This regulation was adopted by the Annual General Meeting on2024
2. This regulation shall take effect from July 1, 2024 and supersede the corporate governance regulation of Vietnam Prosperity Joint Stock Commercial Bank No. 132/2021/QC-HĐQT dated June 14, 2021,
3. Any issues which are not covered by this regulation shall be governed by related legal provisions and VPBank's other regulations. In case of any conflicts between provisions herein and Charter on the same issue, then the items in the Charter shall prevail. In case of any divergence between provisions of this regulation and the law, such provisions shall automatically be invalid.
4. The amendments and supplements to this regulation shall be decided by the Board of Directors as empowered by the Annual General Meeting or issued by the Board of Directors upon the Annual General Meeting's approval. Members of the Board of Directors, Supervisory Board, the Chief Executive Officer, other managers and relevant individuals and units shall be responsible for implementing this Resolution.

⁶² Article 37 of the Charter

⁶³ Clause 2, Article 33 of the Charter

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Recipients:

- Board of Directors; Supervisory Board (for report);
- The Board of Management;
- Heads of regions/branches/transaction offices;
- Leaderships of divisions, centres, departments and functions of the H.O.;
- VPBank staff;
- Office for filing.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

Chairman

NGO CHI DZUNG

Function	Management
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RELATED DOCUMENTS

Internal documents:

No.	Title	Document number	Date of issue
1	Charter of Vietnam Prosperity Joint Stock Commercial Bank		April 29, 2021
2	Regulation on organization and operation of the Board of Directors	131/2021/QC-HĐQT	June 8, 2021
3	Regulation on organization and operation of the Supervisory Board	01/2021/QC-BKS	May 14, 2021
4	Regulation on Management of the Chief Executive Officer	327/2005/QĐ-HĐQT	August 30, 2005

External documents:

No.	Title	Document number	Place of issue	Date of issue
1	Law on enterprises and amending and supplementing documents	59/2020/QH14	National Assembly	June 17, 2020
2	Law on securities	54/2019/QH14	National Assembly	November 26, 2019
3	Law on credit institutions	47/2010/QH12	National Assembly	June 16, 2010
4	Law amending and supplementing some articles of the Law on credit institutions	17/2017/QH14	National Assembly	November 20, 2017
5	Circular of the regulations on implementation of the Law on Securities	155/2020/NĐ-CP	Government	December 31, 2020
6	Circular guiding a number of articles on corporate governance at public companies in	116/2020/TT-BTC	Ministry of Finance	December 31, 2020

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	Decree 155/2020/NĐ-CP dated December 31, 2020 of the Government on guidelines on implementation of some articles of the Law on Securities			
7	Circular guiding information disclosure on securities market.	96/2020/TT-BTC	Ministry of Finance	November 16, 2020

AMENDED/SUPPLEMENTED/REPLACED DOCUMENT

No.	Title	Document number	Date of issue	Status
1	Corporate governance regulation of Vietnam Prosperity Joint Stock Commercial Bank	410/2020/QC-HĐQT	June 1, 2020	Invalid

KEY WORD (updated on VPBeOffice for searching purpose)

Corporate governance

FORMS OF COMMUNICATION/TRAIN

Q&A	Email (Illustrated image/content)	Centralized training	Others

CONTACT POINT

Board of Directors office

Tel: (ext.....) Email: