

SUMMARY OF PROPOSED AMENDMENTS AND ADDITIONS TO THE CHARTER

| No | Reference | Proposed amendments and additions | Reasons |
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| 1 | Article 1- Interpretation of terms | Adjust and add some concepts | Update in accordance with the Law on Credit Institutions 2024 and perform in accordance with general regulations |
| 2 | Article 2 - Name, form, seal, head office, network and duration of operation | Rewording to be more appropriate | Update in accordance with the Law on Credit Institutions 2024 and Business Registration |
| 3 | Article 4 – Main operations | Rewording to be more appropriate on VPBank's business activities | Ensure compliance with Article 109, Article 110, Article 111, Article 112, Article 113, Article 114 of the Law on Credit Institutions 2024 |
| 4 | Article 6 – Ebanking operations | Change the Article name to "VPBank Electronic Transactions" and rewording to be more appropriate | In accordance with Article 105 of the Law on Credit Institutions 2024 |
| 5 | Article 7 – Real estate trading | <i>Edit clause 2 to: “Leasing a part of the business premise in compliance with applicable legal regulations” and clause 3 to: “Holding real estate due to handling of debts in compliance with applicable legal regulations”</i> | In compliance with Clause 2, Article 139 of the Law on Credit Institutions 2024 |
| 6 | Article 8 – Charter capital | Edit text and add content: <i>“The actual Charter capital is determined by Charter capital and share capital surplus plus accumulated undistributed profits and minus accumulated unsettled losses as reflected in accounting books”</i> | In accordance with the model Charter issued under Circular 116/2020/TT-BTC and Clause 2, Clause 3, Article 28 of the Law on Credit Institutions 2024 |
| 7 | Article 9 – Change of the Charter capital | Add <i>“The BOD shall have to update provisions related to Charter capital and issue the amended Charter which reflect the changes.”</i> Edit the content of disclosing the changes in Charter capital and some other content | In compliance with Clause 4, Article 37 of the Law on Credit Institutions 2024 and in accordance with the provisions of law |
| 8 | Article 10 – Shareholders | Rewording | To ensure compliance with the Law on Enterprises 2020 |
| 9 | Article 11 – The rights of shareholders | Add the right: <i>“To transfer shares or right to buy shares to other shareholders of VPBank or other institutions or individuals in accordance with the law on Credit Institutions and this Charter”</i> At the same time, edit text of some other content | In compliance with Article 61 of the Law on Credit Institutions 2024 |

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| 10 | Article 12- The obligations of shareholders | Rewording | Reduce duplicate content, ensure compliance with Article 62 of the Law on Credit Institutions 2024 and legal regulations |
| 11 | Article 13 - The register of shareholders and making the list of shareholders | Rewording | Edit the expression to be concise and ensure compliance with the law |
| 12 | Article 14 – Shares | Rewording | Edit the expression to be concise and ensure compliance with the law |
| 13 | Article 15 - Share ownership limit | Edit the share ownership cap of institutional shareholders, and share ownership cap of institutional shareholders, shareholders and related persons of these shareholders. <i>Add: “The above ownership limits take effect from July 1, 2024 according to the provisions of the Law on Credit Institutions. From July 1, 2024, shareholders, shareholder and related persons who own shares in excess of the said limits specified in this Article are entitled to maintain their shares but are not entitled to increase their shares until compliance with regulations on share ownership limits according to the provisions of the Law on Credit Institutions, except in the case of receiving dividends in shares”</i> | Ensure compliance with Article 63 of the Law on Credit Institutions 2024 |
| 14 | Article 16 – Sale of shares | Rewording to be more appropriate and some contents | To ensure compliance with legal regulations |
| 15 | Article 18 – Transfer of shares | Remove the following 02 contents: <i>“For shares deposited at VSD, the transfer of ownership takes effects from the date of book entry on the securities depository account at VSD. For shares registered yet deposited at VSD, the transfer of ownership takes effects from the date of record on the Securities Register managed by VSD.”</i> <i>“VPBank shall register the change on information of shareholders in case of those holding undeposited shares at VSD in the Securities Register at VSD at request of relevant shareholders within 24 hours since the receipt of full documents according to regulations of the law.”</i> | Not necessary as they are stipulated in the securities law |

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| 16 | Article 19 – Repurchase of shares and stocks | Rewording to be more appropriate | Ensure compliance with Article 65 of the Law on Credit Institutions 2024 |
| 17 | Article 21 – Stocks | Rewording to be more appropriate | Edit expression in accordance with Clause 5, Article 134 of the Law on Credit Institutions 2024 |
| 18 | Article 23 – Management structure and legal representative | Rewording to be more appropriate on VPBank’s management structure | In accordance with Article 40 of the Law on Credit Institutions 2024 and Article 137 of the Law on Enterprises 2020 |
| 19 | Article 24 – Internal supervision system | Add the content “ <i>Internal control system shall perform the tasks of senior executives’ supervision, internal control, risk management, internal evaluation of capital adequacy and internal audit</i> ” | Article 57 of the Law on Credit Institutions 2024 |
| 20 | Article 25 – Internal Audit | Rewording to be more appropriate | In accordance with Article 58 of the Law on Credit Institutions 2024 |
| 21 | Article 26 - Cases are not allowed to undertake positions | Adjust cases are not allowed to undertake positions | In Accordance with Article 42 of the Law on Credit Institutions 2024 |
| 22 | Article 27 - Persons who are not allowed to concurrently undertake different positions | Edit Rewording to be more appropriate | In accordance with Article 43 of the Law on Credit Institutions 2024 |
| 23 | Article 28 – Natural disqualification | Rewording to be more appropriate, rearrange the order of cases | In accordance with Article 45 of the Law on Credit Institutions 2024 |
| 24 | Article 29 – Dismissal, relief from duty | Remove the content “ <i>VPBank shall disclose the information within 24 hours from the time of changes, new election, re-election, relief from duty, internal resignation letter of internal persons⁵⁵ (VPBank needs to specify the effective date of such changes). At the same time, VPBank shall send the information of new internal persons to the State Securities Commission and the Stock Exchange.</i> ” | Not necessary as this content is prescribed by law |

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| 25 | Article 30 – Suspension, temporary suspension | Remove the content “ <i>Special Supervisory Board is entitled to suspend, temporarily suspend the execution of rights and obligations of VPBank’s Chairperson and BOD members, the Chief and members of Supervisory Board and executives who are put in special control status if necessary</i> ” | Edit in accordance with Article 47 of the Law on Credit Institutions 2024 |
| 26 | Article 31- Election, appointment and Article 32 – Information disclosure and Article 33 – General rights and obligations of managers and executives of VPBank | Rewording to be more appropriate | Edit in accordance with Article 44, Article 48, and Article 49 of the Law on Credit Institutions 2024 |
| 27 | Article 34 - The transaction subject to approval of the AGM and the BOD | Rewording to be more appropriate and add "Other cases as prescribed by law" with the value less than 20% (twenty percent) of VPBank’s charter capital indicated in the latest audited financial statement shall be approved by the BOD | In accordance with Article 70 of the Law on Credit Institutions 2024 |
| 28 | Article 37 - Tasks and powers of the AGM | Adjust and add new powers in accordance with the Law | In accordance with Article 59 and Article 67 of the Law on Credit Institutions 2024 |
| 29 | Article 38 – The Annual General Meeting | Eliminate some unnecessary content and restructure the Article’s content | In accordance with Article 67 of the Law on Credit Institutions 2024 and Article 140 of the Law on Enterprises 2020 |
| 30 | Article 39 – Attendance right in the AGM | Restructure the Article’s content as bellow: <ol style="list-style-type: none"> The authorized representative of a shareholder shall be an organization directly attends the meeting or authorizes in writing one or several other individuals or organizations to attend the meeting through one of the forms specified in Clause 3 of this Article. The appointment of proxy as individuals or organizations at AGM | Ensure compliance with Article 144 of the Law on Enterprises 2020 |

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| | | <p>must be documented. Proxy form shall be in accordance with applicable civil laws which specifies proxy-assigning shareholder's name, proxy's name and number of authorized shares. The proxy shall present proxy form upon check-in at the AGM</p> <p>3. A shareholder's attendance and voting at the AGM are deemed eligible if he/she:</p> <ul style="list-style-type: none"> a) Attends and votes in person at the AGM; b) Appoints a proxy to attend and vote at the AGM; c) Attends and votes at the virtual AGM, casts electronic ballot or other electronic forms; d) Sends the ballot to the AGM by post, fax, email; e) Sends the ballot in other electronic means stipulated/informed by VPBank prior to the AGM. <p>The BOD, based on the actual situation of each period, issues regulations/announcements on that basis to direct shareholder's attendance and voting through online conferences, electronic voting or other electronic forms, send voting ballots to the meeting via post, fax, email or other electronic means, ensuring compliance with legal regulations and document archiving of the AGM (including archiving shareholder votes)</p> <p>4. The appointment of proxy at AGM must be documented. Proxy form shall be in line with VPBank's template; otherwise, in line with applicable civil laws which specifies proxy-assigning shareholder's name, proxy's name and number of authorized shares, specific authorizations, authorization scope, authorization period, and signatures of the shareholder and the proxy. The proxy shall present</p> | |
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| | | <p>proxy form upon check-in at the AGM. In case of sub-proxy, the attending person shall present the original proxy form of the shareholder or authorized representative of the institutional shareholder (if not yet registered with VPBank).</p> <p>5. Numbers of authorized persons attending the AGM:</p> <p>a) An individual shareholder shall be entitled to a maximum authorization of 01 (one) person to attend meetings.</p> <p>b) An institutional shareholder holding less than 10% of the total common shares shall be entitled to a maximum authorization of 01 (one) person to attend meetings.</p> <p>c) An institutional shareholder holding 10% or more of the total common shares shall be entitled to a maximum authorization of 03 (three) persons to attend meetings.</p> | |
| 31 | Article 40 - List of shareholders eligible to attend the AGM | Edit as: <i>The list of shareholders eligible to attend the AGM shall be made based on the Register of VPBank's stock owners under the management of VSD. The list shall be made in accordance with the rules and regulations of VSD and relevant legal regulations.</i> | Edit expressions |
| 32 | Article 42 – Invitation of the Annual General Meeting | Add that The meeting invitations shall follow information disclosure in accordance with regulations | Edit in accordance with Article 143 of the Law on Enterprises 2020 |
| 33 | Article 44 - Formality and voting method of the Annual General Meeting | Rewording to be more appropriate, and add that Meeting attendees may be given voting ballots in case the AGM has an election agenda | Ensure compliance with Article 146 of the Law on Enterprises 2020 |

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| 34 | Article 45 - Ratification for the decisions of the Annual General Meeting | Rewording to be more appropriate in accordance with the new regulations | In accordance with Clause 4, Article 67 of the Law on Credit Institutions 2024 |
| 35 | Article 46 - Authority and procedures for collecting written opinions from shareholders | Add electronic voting and rewording to be more appropriate | Ensure compliance with Article 149 and Article 143 of the Law on Enterprises |
| 36 | Article 47 –Minutes of the Annual General Meeting | Edit Clause 6 as follows: <i>Minutes of the Annual General Meeting, appendices of the list of shareholders registered to attend the meeting, approved resolutions and related documents enclosed with meeting invitations shall be kept at the Company's headquarters in accordance with the law</i> | In accordance with Clause 4, Article 23 of the model Charter of Public Companies issued with Circular 116/2020/TT-BTC |
| 37 | Article 49- Composition, structure and term of office of the BOD | Revise the composition and structure of the BOD and remove some unnecessary content | In accordance with Article 69 and Article 50 of the Law on Credit Institutions 2024 |
| 38 | Article 50 - Criteria and conditions to be a member of the BOD | Rewording to be more appropriate in accordance with the new regulations | In accordance with Article 41 of the Law on Credit Institutions 2024 |

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| 39 | Article 51 - Tasks and Powers of the Board of Director | Edit and add the tasks and powers of the Board of Directors in accordance with the provisions of the Law on Credit Institutions 2024 | In accordance with Article 70 of the Law on Credit Institutions 2024 |
| 40 | Article 52 - Rights and Obligations of Chairman of the BOD | Add the responsibility “responsible for exercising rights and obligations”, “To sign documents on behalf and within the authority of the BOD” and rewording to be more appropriate some contents | In accordance with Article 71 of the Law on Credit Institutions 2024 |
| 41 | Article 53 - Rights and Obligations of members of the BOD | <p>Edit the structure and content of the Article as follows:</p> <ol style="list-style-type: none"> 1. To perform duties, rights and obligations of a member of the BOD in accordance with internal regulations of the BOD and the assignment of the Chairman in an honest and prudent way for benefits of VPBank and shareholders; to promote the independence of independent members of the BOD in performing rights and obligations which these members shall be responsible. 2. To review audit and financial reports prepared by independent auditors, give opinions or request VPBank executives, independent and internal auditors to explain issues related to the reports. 3. To request the Chairman to convene an extraordinary BOD meeting. 4. To attend the BOD meetings, discuss and vote on issues falling within BOD’s duties and rights as prescribed in this Charter; to be responsible to the AGM and the BOD for every decision made. In case the voting issues conflicts with any member’s interests, that member shall not cast their vote. 5. Members of the BOD shall not authorize others to attend the BOD meeting to decide on issues specified in Clauses 2, 4, 6, 7, 8, 9, 10, | In accordance with Clause 3, Article 277 of Decree 155/2020 and Article 72 of the Law on Credit Institutions 2024 |

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| | | <p>12, 13, 14 and 18 of Article 70 in the Law on Credit Institutions.</p> <p>6. To execute resolutions and decisions of the AGM and BOD.</p> <p>7. To explain to the AGM and BOD on the execution of assigned tasks when requested.</p> <p>8. To make information disclosures after conducting VPBank share transactions in compliance with the law.</p> <p>9. Report promptly and fully to the BOD on remunerations received from subsidiaries, affiliated companies and other organizations.</p> <p>10. To report to the BOD at the latest meeting on transactions between VPBank, subsidiaries, or companies controlled by VPBank with over 50% of charter capital and members of the BOD and their related persons; transactions between VPBank and a company in which a member of the BOD is a founding member or an executive within the last 3 years prior to the transaction time.</p> <p>11. To appoint, dismiss and remove the title of the Chairman of the BOD.</p> <p>12. Members of the BOD have the right to request the CEO, Deputy CEO or other executives of VPBank to provide information and documents on the financial and business situations of VPBank and of VPBank's units and subsidiaries.</p> <p>13. Independent BOD member(s) shall make reports evaluating the BOD's activities.</p> <p>14. Liability insurance is purchased by VPBank after approval from the AGM. This insurance does not cover responsibilities of BOD members in violations of the law and of the provisions of this Charter.</p> <p>15. To perform other rights in accordance with provisions of this Charter</p> | |
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| | | and applicable laws. | |
| 42 | Article 54 - Ratification for the decisions of the BOD | Rewording to be more appropriate Clause 1: <i>“The BOD shall adopt its decisions in the manner of voting at meetings, obtaining written opinions, via online meetings, electronic voting or other electronic forms in accordance with VPBank’s regulations from time to time. Each member of the BOD shall have one vote”</i> and remove some unnecessary contents. | Make a technical edit to comply with legal regulations |
| 43 | Article 55 – Procedures of BOD meeting | Remove some duplicate contents and rewording to be more appropriate | Edit in accordance with Article 72 of the Law on Credit Institutions 2024 and Articles 157 and 158 of the Law on Enterprises 2020 |
| 44 | Article 58 – The Supervisory Board | Adjust the number of the Supervisory Board’s members and departments in accordance with legal regulations Adjust the deadline for electing the Supervisory Board’s members in case the number of members and standards and conditions for the Supervisory Board’s members are insufficient | In accordance with Articles 41 and 51 of the Law on Credit Institutions 2024 |
| 45 | Article 59 – Tasks and Powers of the Supervisory Board | Rewording to be more appropriate, add and clarify tasks and powers in accordance with the provisions of law | Edit in accordance with Article 52 of the Law on Credit Institutions 2024 |
| 46 | Article 60 - Rights and obligations of Head of the Supervisory Board | Rewording to be more appropriate and remove some unnecessary contents | Comply with provisions of law |
| 47 | Article 61 - Rights and obligations of Members of the Supervisory Board | Rewording to be more appropriate and remove some unnecessary contents | In accordance with Article 54 of the Law on Credit Institutions 2024 and Article 3 of internal regulations of the Supervisory Board |

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| 48 | Ratification for the decisions of the Supervisory Board | Remove this regulation | Comply with provisions of law |
| 49 | Article 62 – Meeting of the Supervisory Board | Edit Article name. Remove some unnecessary contents and add more contents: <i>“The Supervisory Board’s meeting minutes are officially made in Vietnamese and may be made in foreign languages, and shall be signed by all attending members of the Supervisory Board who shall be jointly responsible for the Minutes’ accuracy. and truthfulness”</i> | Comply with provisions of law |
| 50 | Article 63 – Collecting written opinions of members of Supervisory Board | Rewording to be more appropriate and edit some unnecessary contents | Comply with provisions of law |
| 51 | Article 69 – Accounting work | Edit the Article name and content as follows: 1. <i>VPBank applies the accounting work in accordance with provisions of the Ministry of Finance, the SBV and other applicable laws.</i> 2. <i>Accounting books of VPBank shall be made in Vietnamese and be archived in accordance with both accounting and other applicable laws.</i> 3. <i>VPBank shall use Vietnamese Dong (“đ” or “VND” for local and international symbols respectively) in its accounting. Where economic and financial functions are in foreign currencies, they shall be accounted in such original foreign currency and equivalent Vietnamese Dong at the actual exchange rate, unless otherwise there are different requirements by law. Whereas the foreign currency has</i> | In accordance with the provisions of law |

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| | | <i>no exchange rate against Vietnamese Dong, it shall be converted to another currency which can be convertible into Vietnamese Dong.</i> | |
| 52 | Article 70 – Reporting | Add the case of purchasing, selling or transferring shares of major shareholders, VPBank shall promptly report to the SBV. Remove some unnecessary contents concurrently. | In accordance with Article 152 of the Law on Credit Institutions 2024 |
| 53 | Article 71 – Independent audit | Rewording to be more appropriate | In accordance with Clause 1, Article 59 of the Law on Credit Institutions 2024 |
| 54 | Article 73 – Funds appropriation | Eliminate funds that VPBank does not need to appropriate | In accordance with Clause 2, Article 148 of the Law on Credit Institutions 2024 |
| 55 | Article 74 – Distribution of dividend | Rewording to be more appropriate and clarify the process and procedures for paying dividends | In accordance with Article 51 of the model Charter of Public Companies issued with Circular 116/2020/TT-BTC |
| 56 | Article 75- Information disclosure and confidentiality | Add responsibility of not disclosing customer information according to Government regulations | Comply with general provisions of law |
| 57 | Article 80 – Dissolution | Edit as follows: <i>1. The dissolution of VPBank is carried out in accordance with the provisions of applicable laws.</i> <i>2. The conditions, procedures and other issues related to the dissolution of VPBank comply with the provisions of applicable laws.</i> | Comply with general provisions of law |

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| 58 | Article 81- Effectiveness of the Charter and transition provisions | Edit as follows: <ol style="list-style-type: none"> 1. <i>This Charter was approved by the AGM on [--] and takes effect from July 1, 2024.</i> 2. <i>Managers, executives and other positions of VPBank who are elected and appointed before the effective date of this Charter and do not meet the provisions of articles 41, 42 and 43 of the Law on Credit Institutions are entitled to continue their position until the end of the term or until the expiration of the term of election or appointment. The BOD of a credit institution elected before the effective date of this Charter that does not meet the provisions of Clauses 1 and 3, Article 69 of the Law on Credit Institutions is entitled to continue to operate until the end of its term.</i> 3. <i>VPBank's Supervisory Board continues to maintain the current members as at the effective date of this charter until the end of the term of the Supervisory Board. Members of the Supervisory Board, except where a commercial bank elects, make additional appointment or replacement of members of the Supervisory Board shall be carried out in accordance with this charter.</i> | Follow the general provisions of the Law on Credit Institutions and guiding documents |

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| 59 | Article 82 – Final provisions | Edit as follows: <ol style="list-style-type: none"> 1. <i>This charter is the only and the official charter of VPBank.</i> 2. <i>This Charter comprises of 06 Chapters, 82 Articles and is made in 10 original copies with equal validity to submit to the SBV, State Securities Commission, other relevant authorities and archive at VPBank.</i> 3. <i>Copies and extracts of this charter shall be made in accordance with VPBank’s provisions and relevant applicable laws.</i> | Follow the general provisions of the Law on Credit Institutions and guiding documents |