

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/To: - Ủy Ban Chứng khoán Nhà nước

- State Securities Commission of Vietnam

**- Sở Giao dịch Chứng khoán Việt Nam/Sở Giao dịch Chứng
khoán TP HCM/Sở Giao dịch Chứng khoán Hà Nội**

**- Vietnam Exchange/Ho Chi Minh Stock Exchange/Hanoi
Stock Exchange**

1. Tên tổ chức/Name of organization: Công ty Cổ phần Chứng khoán BIDV/*BIDV Securities
Joint Stock Company*

Mã chứng khoán/Mã thành viên/Stock code/Broker code: BSI/002

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2. Nội dung thông tin công bố/Contents of disclosure:

- Quyết định của Hội đồng quản trị số: 310/QĐ-BSC ngày 18/04/2025 về việc Ban hành Quy chế
nội bộ về quản trị công ty/*Decision of the Board of Directors No.: 310/QĐ-BSC dated
18/04/2025 on Promulgation of Internal Regulations on Company Administration.*

- Quyết định của Hội đồng quản trị số: 311/QĐ-BSC ngày 18/04/2025 về việc Ban hành Quy chế
hoạt động của Hội đồng quản trị/*Decision of the Board of Directors No.: 311/QĐ-BSC dated
18/04/2025 on promulgating operating regulations of the Board of Directors*

3. Thông tin này đã được công bố trên **trang thông tin điện tử của công ty** vào ngày ~~18/4~~ /2025 tại đường dẫn: <https://www.bsc.com.vn/quan-he-co-dong>

This information was published on the company's website on April 18, 2025, as in the link: <https://www.bsc.com.vn/quan-he-co-dong>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/Attached documents:

- Văn bản liên quan đến nội dung công bố thông tin/*Document related to the content of disclosure*

TỔNG GIÁM ĐỐC

GENERAL DIRECTOR 



NGUYỄN DUY VIỄN



**BIDV SECURITIES
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No. 310/QD-BSC

Hanoi, April 18, 2025

DECISION

Re: Promulgation of Internal Regulation on Company Administration

BOARD OF DIRECTORS OF BIDV SECURITIES JOINT STOCK COMPANY

Pursuant to the Charter of BIDV Securities Joint Stock Company;

Pursuant to Resolution No. 01/NQ-DHDCD dated April 18, 2025 of the General Meeting of Shareholders;

To meet the requirements of management in accordance with the organizational and operational model of the BIDV Securities Joint Stock Company.

HEREBY DECIDES:

Article 1. To promulgate, together with this Decision, the "Internal Regulation on Company Administration" of BIDV Securities Joint Stock Company.

Article 2. This Decision takes effect from the date of its signing and replaces Decision No 969/QD-BSC date December 17, 2024 of the Board of Directors of BIDV Securities Joint Stock Company on Promulgating the Internal Regulation on Company Administration.

Article 3. Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, Head of Departments at Headquarter, Branch Director, and related units and individuals are responsible for the implementation of this Decision.

Recipients:

- As Article 3;
- Board of Supervisors;
- Archive at: BSC, BODs' Office.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



Ngo Van Dzung

**BIDV SECURITIES
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

**INTERNAL REGULATION
ON COMPANY ADMINISTRATION**

*(Issued together with Decision No. 310/QD-BSC dated April 18, 2025
of the Board of Directors of BIDV Securities Joint Stock Company)*

Hanoi, April 18, 2025

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CHAPTER 1. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1.1. Scope of regulation: Internal Regulation on Company Administration stipulate the contents of the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, exemption and dismissal of members of the Board of Directors, Board of Supervisors , General Director and other activities in accordance with the Company's Charter and other current provisions of law.

1.2. Subjects of application: This Regulation is applicable to members of the Board of Directors, Board of Supervisors, General Director and related persons.

Article 2. Interpretation of terms

Words or terms used in this Regulation have the meanings given to them in the Charter of BSC.

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CHAPTER 2. GENERAL MEETING OF SHAREHOLDERS

Article 3. General Meeting of Shareholders

3.1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once a year and within four (04) months from the end of the financial year. Unless otherwise provided for in the Company's Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

3.2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on issues in accordance with the law and the Company's Charter, especially through the audited annual financial statements. In the event that the Company's audit report of annual financial statement contains material exceptions, conflicting opinions or objections, the Company must invite a representative of an approved auditing organization conducting the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.

3.3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

3.3.1. The Board of Directors considers it necessary for the benefit of the Company;

3.3.2. The number of remaining members of the Board of Directors and Board of Supervisors is less than the minimum number of members as prescribed by law;

3.3.3. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the written request is made in many copies and has all the signatures of the relevant shareholders;

3.3.4. At the request of the Board of Supervisors;

3.3.5. Other cases as prescribed by law and Company's Charter.



3.4. Convening the Extraordinary General Meeting of Shareholders

3.4.1. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or remaining members of the Board of Supervisors as specified at Point 3.3.2 of this Article or receiving the request specified at Points 3.3.3 and 3.3.4 of this Article;

3.4.2. In case the Board of Directors does not convene the General Meeting of Shareholders as prescribed at Point 3.4.1 of this Article, within the next thirty (30) days, the Board of Supervisors replaces the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Law on Enterprises;

3.4.3. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed at Point 3.4.2 of this Article, the shareholder or group of shareholders specified at Point 3.3.3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises and the Company's Charter;

3.4.4. Procedures for holding the General Meeting of Shareholders are as prescribed in Clause 5, Article 140 of the Law on Enterprises and the Company's Charter.


Article 4. Rights and obligations of General Meeting of Shareholders

Rights and obligations of the General Meeting of Shareholders comply with the provisions of law and the Company's Charter.

Article 5. Authorization to attend the General Meeting of Shareholders

5.1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

5.2. The authorization for an individual or organization to attend the General Meeting of Shareholders according to the provisions of Clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual and organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the authorization duration, signatures of the authorizing party and the authorized party.



5.3. The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when attending the meeting. In case of re-authorization, the meeting attendee must present the original authorization document (which shows the content allowing the authorized person to re-delegate to another person) of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

5.4. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs:

5.4.1. The authorizer has died, has limited civil act capacity or has lost his civil act capacity;

5.4.2. The principal has cancelled the appointment of the authorization;

5.4.3. The authorizer has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is re-convened.

Article 6. Meeting convening, meeting agenda and invitation to the General Meeting of Shareholders

6.1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes the Extraordinary General Meeting of Shareholders according to the cases specified in Clause 17.3, Article 17 of the Company's Charter.

6.2. The invitation to the General Meeting of Shareholders is sent to all shareholders by a method to ensure it reaches the contact address of the shareholder, and at the same time published on the website of the Company and the State Securities Commission, Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening of the meeting (from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted at the meeting are sent to shareholders and/or posted on the Company's website. In case the document is not attached to the notice of the General Meeting of Shareholders, the



meeting invitation must clearly state the link to all meeting documents for shareholders to access, including:

6.2.1. Meeting agenda, documents used in the meeting;

6.2.2. List and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (in case of election thereof);

6.2.3. Votes;

6.2.4. Draft resolutions for each issue in the meeting agenda.

6.3. Shareholders or groups of shareholders as prescribed in Clause 15.2, Article 15 of the Company's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the meeting. The proposal must clearly state the name of shareholders, the number of each class of shares of the shareholder, and the issues proposed to be included in the agenda.

6.4. The convener of the General Meeting of Shareholders has the right to refuse the proposals specified in Clause 6.3 of this Article if it falls into one of the following cases:

6.4.1. The proposal is sent not in accordance with the provisions of Clause 6.3 of this Article;

6.4.2. At the time of the proposal, the shareholder or group of shareholders does not hold five percent (05%) or more of the ordinary shares as prescribed in Clause 15.2 Article 15 of the Company's Charter;

6.4.3. The proposed issue is not within the scope of the decision-making authority of the General Meeting of Shareholders;

6.4.4. Other cases as prescribed by law and this Charter.

6.5. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 6.3 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 6.4 of this Article; the proposal is officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 7. Conditions and formalities of the meeting and voting at the General Meeting of Shareholders

Conditions and formalities of the meeting and voting at the General Meeting of Shareholders shall comply with the provisions of law and the Company's Charter.



Article 8. Authority and procedure for adopting Resolutions of the Shareholders' Meeting in form of consulting opinion in writing

8.1. The Board of Directors has the right to collect written opinions of shareholders to adopt all issues within the competence of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company.

8.2. The order and procedures for collecting shareholders' written opinions shall comply with the provisions of the Company's Charter and this Regulation.

8.3. A resolution shall be passed in the form of collecting written opinions of shareholders if it is approved by the number of shareholders holding more than fifty percent (50%) of the total number of votes of all shareholders with voting rights and has the same value as the resolution passed at the General Meeting of Shareholders.

Article 9. Order and procedures for the General Meeting of Shareholders to approve a resolution by means of an online conference or a combination of face-to-face conference with an online conference

Based on the situation of each period, the Board of Directors may decide on the form of the General Meeting of Shareholders in the form of an online conference or a combination of face-to-face conference with an online conference. The order and procedures for the General Meeting of Shareholders to approve a resolution by means of an online conference or a combination of a face-to-face conference with an online conference shall comply with the Regulation on guiding electronic voting of the Company, the Company's Charter, the provisions of the Law on Enterprises, the Law on Securities and relevant legal documents.

Article 10. Resolutions and Minutes of the General Meeting of Shareholders

10.1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. Minutes must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

10.1.1. Name, head office address, enterprise code;

10.1.2. Time and place of the General Meeting of Shareholders;

10.1.3. Agenda and contents of the meeting;

10.1.4. Full name of the chairperson and secretary;

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10.1.5. Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;

10.1.6. Number of shareholders and total number of votes of shareholders attending the meeting, Appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

10.1.7. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, for, against or blank votes; the corresponding ratio on the total number of votes of shareholders attending the meeting;

10.1.8. The issues passed and the respective percentage of votes passed;

10.1.9. Full name and signature of the chairperson and secretaries. In case the chairperson or a secretary refuses to sign the meeting minutes, this minutes will take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in this Article. The chairperson and secretary of the meeting or another person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

10.2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretaries of the meeting or other persons who sign the minutes must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

10.3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content of the minutes in Vietnamese shall prevail.

10.4. Resolutions, Minutes of the General Meeting of Shareholders, Appendix of the list of shareholders registered to attend the meeting with signatures of shareholders, written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on disclosure of information on the securities market and must be kept at the head office of the Company.

Article 11. Method of protesting, requesting cancellation of minutes and resolutions of the General Meeting of Shareholders

11.1. Shareholders voting against resolutions on the reorganization of the Company or changes in the rights and obligations of shareholders specified in the Company's Charter have the right to request the Company to redeem their shares in accordance with the

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provisions of the Charter. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for requesting the company to redeem.

11.2. A request for the Company to redeem shares must be sent in writing to the Company within 10 (ten) days from the date of the General Meeting of Shareholders approves the resolution on the matters specified in Clause 11.1 of this Article.

11.3. Within 90 (ninety) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the vote counting results to collect opinions of the General Meeting of Shareholders, the shareholder or group of shareholders owning 5% or more the total number of ordinary shares or more has the right to request a Competent Court or Arbitrator to consider and annul the decision of the General Meeting of Shareholders in the cases specified in the Law on Enterprises and the Company's Charter. All costs related to the procedure for requesting annulment of a resolution of the General Meeting of Shareholders shall be paid by the requester.

11.4. In the case specified in Clause 11.3 of this Article, such resolutions shall remain effective until another decision is made by the Court or Arbitrator, except for the application of provisional emergency measures under the decision of a competent authority.

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CHAPTER 3. BOARD OF DIRECTORS

Article 12. Nomination and self-nomination of members of the Board of Directors

12.1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for shareholders to learn about these candidates before voting. Each candidate for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to perform their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidate for the Board of Directors to be disclosed includes:

12.1.1. Full name, date, month and year of birth;

12.1.2. Qualifications;

12.1.3. Working process;

12.1.4. Other management titles (including the positions of the Board of Directors of other companies);

12.1.5. Interests related to the Company and its related parties;

12.1.6. Other information (if any) as prescribed in the Company's Charter;

12.1.7. The public companies must be responsible for disclosing information about the companies in which the candidates are holding the position of member of the Board of Directors, other management positions and interests related to the of the candidates for the Board of Directors (if any).

12.2. The shareholder or group of shareholders owning at least ten percent (10%) of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

12.3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still not enough as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations according to the provisions of the Company's Charter, Internal Regulation on company administration and Operation Regulation of the Board of Directors. The introduction of more candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors in accordance with the law.



12.4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

Article 13. Number, composition and term of office of members of the Board of Directors

13.1. The number of members of the Board of Directors is at least three (03) people and at most eleven (11) people, including: (01) a Chairman of the Board of Directors, (01) a Vice Chairman of the Board of Directors, independent members and members. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of the Company in each period.

13.2. The term of office of a member of the Board of Directors shall not exceed (05) five years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. 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 new members are elected to replace and take over the job.

13.3. The structure of the Board of Directors must ensure that at least one third (1/3) of the total number of members of the Board of Directors are non-executive members. The Company minimizes members of the Board of Directors concurrently holding executive positions of the Company to ensure the independence of the Board of Directors.

13.4. The total number of independent members of the Board of Directors must ensure the following provisions:

13.4.1. Have at least one (01) independent member in case the Company has between three (03) and five (05) members of the Board of Directors;

13.4.2. Have at least two (02) independent members in case the Company has between six (06) and eight (08) members of the Board of Directors;

13.4.3. Have at least three (03) independent members in case the Company has between nine (09) and eleven (11) members of the Board of Directors.

13.5. A member of the Board of Directors shall no longer be a member of the Board of Directors in the event of being exempted, dismissed or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.



13.6. The appointment of members of the Board of Directors must be disclosed in accordance with the law on disclosure of information on the stock market.

13.7. Members of the Board of Directors are not necessarily shareholders of the Company

13.8. The Board of Directors is elected by the General Meeting of Shareholders on the principle of cumulative voting.

Article 14. Rights and obligations of the Board of Directors

14.1. The Board of Directors is the managerial body of the Company, has full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the discretion of the General Meeting of Shareholders.

14.2. The rights and obligations of the Board of Directors are prescribed by the Company's Charter and the other provision of the law.

Article 15. Salaries, remunerations, bonuses and other benefits of members of the Board of Directors

15.1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance.

15.2. Members of the Board of Directors are entitled to remunerations and bonuses. Remuneration is calculated according to the number of working days necessary to complete the tasks of a member of the Board of Directors and the remuneration per day. The Board of Directors estimates the remuneration of each member on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

15.3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, shown in a separate section in the Company's annual financial statements and must report to the General Meeting of Shareholders at the annual meeting.

15.4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other jobs beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a fixed salary, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.



15.5. Members of the Board of Directors have the right to be paid all expenses of travel, accommodation, meals and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

15.6. The members of the Board of Directors may be purchased liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 16. Qualification of members of the Board of Directors

16.1. Members of the Board of Directors must meet the following criteria and conditions:

16.1.1. Not be prohibited from establishing and managing enterprises in Vietnam in accordance with the Law on Enterprises;

16.1.2. Have professional qualifications, experience in business management or experience in the field of securities, finance, banking and not necessarily a shareholder of the Company;

16.1.3. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors of up to five (05) other companies;

16.1.4. A member of the Board of Directors must not concurrently be a member of the Board of Directors, a member of the Members' Council, the General Director (Director) of another securities company;

16.2. Independent members of the Board of Directors must meet the following criteria and conditions:

16.2.1. Not be a person working for the company, its parent company or its subsidiary; is not a person who has worked for the company, its parent company or its subsidiary for at least three (03) consecutive years;

16.2.2. Not be a person receiving salary or remuneration from the company, except for the allowances that the members of the Board of Directors are entitled to as prescribed;

16.2.3. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or siblings is a major shareholder of the company; or is a manager of the company or its subsidiary;



16.2.4. Not be a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the company;

16.2.5. Not be a person who used to be a member of the Board of Directors or Board of Supervisors of the company for at least the previous five (05) years, except for the case of being appointed continuously for two (02) terms.

16.3. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the conditions specified in Clause 16.2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date of not meeting the criteria and conditions. The Board of Directors must notify the case that an independent member of the Board of Directors no longer fully meets the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receiving the notice of the relevant independent member of the Board of Directors.

Article 17. Chairman, Vice Chairman of the Board of Directors

17.1. The Chairman of the Board of Directors, the Vice Chairman of the Board of Directors is elected, dismissed, removed by the Board of Directors from among the members of the Board of Directors.

17.2. The Chairman of the Board of Directors must not concurrently be the General Director of the Company.

17.3. The Chairman of the Board of Directors has the following rights and obligations:

17.3.1. Formulate program and plan of activities of the Board of Directors;

17.3.2. Prepare agenda, content and documents for the meeting; convene, preside over and act as chairman of the meeting of the Board of Directors;

17.3.3. Organize the adoption of resolutions and decisions of the Board of Directors;

17.3.4. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

17.3.5. Chairman of the General Meeting of Shareholders;

17.3.6. Other rights and obligations as prescribed by law and the Company's Charter.

17.4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, removed, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the



Board of Directors in accordance with the law and the Company's Charter until the new Chairman of the Board of Directors is elected. The Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or decision of dismissal, removal.

17.5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors according to the principles specified in the Company's Charter. In case the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are deceased, are missing, are detained, are serving a prison sentence, are serving administrative handling measures at a compulsory drug rehabilitation establishment, compulsory education establishment, flees from place of residence, is restricted or lost capacity for civil acts, has difficulties in cognition or behavior control, is banned from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one (01) person from among the members to hold the Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

Article 18. Meetings of the Board of Directors

The order and procedures for a meeting of the Board of Directors shall comply with the provisions of the Company's Charter, the Operation Regulation of the Board of Directors and the provisions of law.

Article 19. Exemption, dismissal, replacement and addition of members of the Board of Directors

19.1. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

19.1.1. Fail to meet the standards and conditions as prescribed in Article 16 of this Regulation;

19.1.2. A resignation letter is given and approved;

19.1.3. Other cases as prescribed by law.

19.2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

19.2.1. Not participate in activities of the Board of Directors for 6 consecutive months, except for force majeure cases;



19.2.2. Other cases as prescribed by law.

19.3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; exempt or dismiss members of the Board of Directors, except for the cases specified in Clauses 19.1 and 19.2 of this Article.

19.4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

19.4.1. The number of members of the Board of Directors is reduced by more than one third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one third;

19.4.2. The number of independent members of the Board of Directors is reduced, not guaranteed the ratio as prescribed in Company's Charter;

19.5. Except for the cases specified at Points 19.4.1 and 19.4.2 of this Article, the General Meeting of Shareholders elects a new member to replace the member of the Board of Directors who has been exempted or dismissed at the nearest meeting.

19.6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

Article 20. Company Secretary

When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

20.1. Support to organize the General Meeting of Shareholders and meetings of the Board of Directors; and record meeting minutes;

20.2. Support members of the Board of Directors in the exercise of their assigned rights and obligations;

20.3. Support the Board of Directors in applying and implementing Company Administration principles;

20.4. Support the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

20.5. Other rights and obligations at the request of the Board of Directors.



Article 21. Person in charge of company administration

21.1. The Board of Directors must appoint at least one (01) person in charge of company administration to support Company Administration at the enterprise. The person in charge of company administration may concurrently act as the company secretary according to the provisions of Article 37 of the Company's Charter.

21.2. The person in charge of company administration must not concurrently work for an approved auditing company that is auditing the financial statements of the Company.

21.3. The person in charge of company administration has the following rights and obligations:

21.3.1. Advise the Board of Directors in organizing the General Meeting of Shareholders according to regulations and relevant works between the Company and shareholders;

21.3.2. Prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;

21.3.3. Advise on the procedure of meetings;

21.3.4. Attend meetings;

21.3.5. Advise on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

21.3.6. Provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors and members of Board of Supervisors;

21.3.7. Monitor and report to the Board of Directors on the Company's information disclosure activities;

21.3.8. Act as the point of contact with stakeholders;

21.3.9. Keep information confidential in accordance with the provisions of law and the Company's Charter;

21.3.10. Other rights and obligations as prescribed by law and the Company's Charter.

Article 22. Supporting Sub-committees of the Board of Directors

22.1. The Board of Directors can set up an affiliated Sub-committee to take charge of development policy, human resources, salary and bonus, internal audit, risk management, the number of members of the committee is decided by the Board of Directors to ensure compliance with legal regulations. The committee's activities must comply with the

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regulations of the Board of Directors. Resolutions of the committee will only take effect when a majority of members attend and vote for approval at the meeting of the committee.

22.2. The implementation of decisions of the Board of Directors, or of a committee directly under the Board of Directors must be in accordance with the current legal provisions and provisions of the Company's Charter, Internal regulations on company administrations.

CHAPTER 4. BOARD OF SUPERVISORS

Article 23. Rights and obligations of the Board of Supervisors

23.1. The rights and obligations of the Board of Supervisors shall comply with the provisions of law and the Company's Charter.

23.2. In addition, the Board of Supervisors has the right to be provided with information, specifically as follows:

23.2.1. Documents and information must be sent to the Board of Supervisors at the same time and in the same manner as for members of the Board of Directors, including:

a. Meeting invitation, opinion form of members of the Board of Directors and enclosed documents;

b. Resolutions, decisions and meeting minutes of the General Meeting of Shareholders and the Board of Directors;

c. Report of the General Director submitted to the Board of Directors or other documents issued by the company.

23.2.2. Supervisors have the right to access files and documents of the company kept at the head office, branches and other locations; and have the right to go to the workplace of the company's managers and employees during working hours.

23.2.3. The Board of Directors, members of the Board of Directors, the Director or General Director, and manager as under the Company's Charter must provide fully, accurately and promptly information and documents on the management, administration and business activities of the company at the request of the Supervisor or the Board of Supervisors.

Article 24. Salary, remunerations, bonuses and other benefits of Supervisors

24.1. Supervisors are paid salary, remunerations, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remunerations, bonuses and other benefits and the annual operating budget of the Board of Supervisors;

24.2. Supervisors are paid for meals, accommodation, travel, expenses for using independent consulting services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;



24.3. Wages and operating expenses of the Board of Supervisors are included in the company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be included in a separate section in the company's annual financial statements.

Article 25. Nomination and self-nomination of members of the Board of Supervisors (Member)

25.1. The self-nomination and nomination of members of the Board of Supervisors shall be carried out in the same manner as prescribed in Clauses 28.1 and 28.2, Article 28 of the Company's Charter.

25.2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is not enough, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination according to the provisions of the Company's Charter, Internal regulation on company administrations and Operation regulation of the Board of Supervisors. The introduction of more candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 26. Composition and term of the Board of Supervisors

26.1. The Board of Supervisors of the Company has from three (03) to five (05) supervisors. The specific number of members of the Board of Supervisors will be decided by the General Meeting of Shareholders in accordance with the Company's operational requirements from time to time. The term of the Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms

26.2. In case the Supervisors end their term at the same time, but the Supervisor of the new term has not been elected, the Supervisor whose term has expired will continue to exercise his/her rights and obligations until the Supervisor for the new term is elected and takes her/his duties.

Article 27. Operation method and meetings of the Board of Supervisors

The operation method of the Board of Supervisors is carried out in accordance with the provisions of the Company's Charter, the Operation Regulation of the Board of Supervisors and the Control Process approved by the General Meeting of Shareholders.

Article 28. Standards of Supervisors

28.1. Supervisors must have the following standards and conditions:



28.1.1. Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

28.1.2. Be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the enterprise;

28.1.3. Not being a person with a family relationship with the members of the Board of Directors, the General Director and manager;

28.1.4. Not be a company manager; and not be necessarily a shareholder or employee of the company;

28.1.5. Not work in the accounting and finance department of the company;

28.1.6. Not be a member or employee of an audit organization approved to audit the company's financial statements for the previous 3 years;

28.1.7. Not being a person with a family relationship with the corporate manager of the company and the parent company; the representative of the capital portion of the enterprise, the representative of the state capital portion at the parent company and at the company.

28.1.8. Other standards and conditions as prescribed by relevant laws and the Company's Charter.

28.2. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise. The head of the Board of Supervisors of the company must not concurrently be a member of the Board of Supervisors or a manager of another securities company.

Article 29. Exemption and dismissal of Supervisors

29.1. A member of the Board of Supervisors shall be dismissed in the following cases:

29.1.1. No longer meet the standards and conditions to be a Supervisor as prescribed in Article 28 of Company's Charter;

29.1.2. A resignation letter is given and approved.

29.2. A member of the Board of Supervisors is dismissed in the following cases:

29.2.1. Fail to complete assigned tasks or works;

29.2.2. Fail to perform his/her rights and duties for six (06) consecutive months, except in case of force majeure;

29.2.3. Repeated violations, serious violations of the Supervisor's obligations under the provisions of the Enterprise Law and the Company's Charter;

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29.2.4. Other cases according to the resolution of the General Meeting of Shareholders.

Article 30. Head of the Board of Supervisors

30.1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; election, exemption and dismissal are on the principle of majority. The Board of Supervisors must have more than half of the Supervisors residing in Vietnam. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to business activities of the enterprise.

30.2. Rights and obligations of the Head of Board of Supervisors:

30.2.1. Convene a meeting of the Board of Supervisors;

30.2.2. Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;

30.2.3. Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

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CHAPTER 5. GENERAL DIRECTOR

Article 31. Appointment, dismissal, duties and powers of the General Director

31.1. The Board of Directors appoints one member of the Board of Directors or hires another person to act as the General Director.

31.2. The General Director is the person who runs the company's daily business; under the supervision of the Board of Directors; takes responsibility before the Board of Directors and before the law for the performance of assigned rights and obligations.

31.3. The term of the General Director shall not exceed 5 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

31.4. The General Director has rights and obligations as prescribed by law and the Company's Charter.

31.5. The General Director must manage the daily business of the company in accordance with the law, the Company's Charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of operating contrary to the provisions of this Clause, causing damage to the company, the General Director shall be responsible before law and must compensate for the damage to the company.

31.6. The Board of Directors has the right to appoint, dismiss, sign contracts, terminate contracts with the General Director and appoint a new General Director to replace. The announcement of appointment, dismissal, contract signing and contract termination for the General Director shall comply with the law on information disclosure of listed companies.

Article 32. Standards and conditions to be the General Director

The General Director of the Company must meet the following standards and conditions:

32.1. Not be prohibited from establishing and managing enterprises in accordance with the Law on Enterprises;

32.2. The General Director must not concurrently work for a securities company, fund management company or another enterprise; The General Director must not be a member of the Board of Directors or a member of the Members' Council of another securities company.



32.3. The General Director must meet the standards specified in Clause 5, Article 74 of the Law on Securities.

32.4. Other standards and conditions as prescribed by law.

Article 33. Salary, bonus and other benefits of the General Director

The Board of Directors decides the salary, bonus and other benefits of the General Director according to the results and business performance.

Salaries, bonuses and other benefits of the General Director are shown in a separate section in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Exemption and dismissal of the General Director

The General Director is exempted or dismissed in the following cases:

34.1. No longer meet the standards and conditions to be the General Director as prescribed in this Article;

34.2. Have a resignation letter;

34.3. According to the decision of the Board of Directors;

34.4. Other cases as prescribed by law.



**CHAPTER 6. OPERATION COORDINATION AMONG
THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS
AND THE GENERAL DIRECTOR**

Article 35. Principles of coordination

The Board of Directors, the Board of Supervisors and the General Director coordinate in operation according to the following principles:

35.1. Always for the common interests of the Company.

35.2. Strictly comply with relevant provisions of law, Charter and internal regulations of the Company.

35.3. Work with the highest sense of responsibility, honesty, cooperation and regular communication to solve problems and difficulties (if any).

Article 36. Operation coordination among the Board of Directors, the Board of Supervisors and the General Director

Specific regulations on the operation coordination among the Board of Directors, the Board of Supervisors and the General Director shall comply with the provisions of the Charter, Operation Regulation of the Board of Directors, Operation Regulation of the Board of Supervisors and other internal regulations of the Company.



**CHAPTER 7. EVALUATION, ACTIVITIES OF REWARD AND DISCIPLINE
FOR MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE BOARD OF SUPERVISORS
AND MEMBERS OF THE BOARD OF MANAGEMENT**

Article 37. Performance evaluation of members of the Board of Directors, the Board of Supervisors and the Board of Management

37.1. Evaluation object

37.1.1. The Board of Directors evaluates the activities of the members of the Board of Directors and the positions appointed by the Board of Directors.

37.1.2. The Board of Supervisors evaluates the activities of the members of the Board of Supervisors.

37.1.3. The General Director evaluates the activities of the positions appointed by the General Director.

37.2. Implementation organization

The evaluation of the activities of the members of the Board of Directors, the Board of Supervisors and the Executive Board is carried out on the basis of performance results, business orientation of the Company as assigned by the General Meeting of Shareholders and ensuring the principles of fairness, publicity and transparency.

Article 38. Reward

38.1. Members of the Board of Directors, the Board of Supervisors and the Executive Board with achievements in the management and administration of the Company and other assigned tasks will be considered and rewarded in accordance with the law and the Company.

38.2. Forms of reward, specific standards on reward forms, order and procedures for reward will be implemented in accordance with the Company's Regulation on emulation and commendation.

Article 39. Discipline

39.1. If the members of the Board of Directors, the Board of Supervisors and the Executive Board, in the course of performing their duties, violate the provisions of the law, the Company's Charter and other regulations of the Company, depending on the nature, severity and consequences of the violation, they will be disciplined in accordance with the law and/or the Company.

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39.2. The Board of Directors has the authority to decide on discipline for the positions appointed by the Board of Directors. The General Director has the authority to decide on discipline for the positions appointed by the General Director.

39.3. Principles of handling disciplinary violations, forms of handling disciplinary violations, order and procedures for handling disciplinary violations will be implemented in accordance with the Regulation on disciplinary handling and material responsibility of the Company.

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CHAPTER 8. IMPLEMENTATION TERM

Article 40. Implementation provisions

40.1. This Regulation consists of eight (08) Chapters and forty (40) Articles and takes effect from the date of approval by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

40.2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Directors and approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

40.3. In case there are provisions of the Law related to corporate governance that have not been mentioned in this Regulation, or there are new provisions of the Law; If the Company's Charter is different from or contradicts the provisions of this Regulation, such new provisions of the Law and the Company's Charter shall naturally be applied and adjusted to the Company's governance activities.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Ngo Van Dzung



**BIDV SECURITIES
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No. 311/QD-BSC

Hanoi, April 18, 2025

DECISION

Re: Promulgation of the Operation Regulation of the Board of Directors

BOARD OF DIRECTORS OF BIDV SECURITIES JOINT STOCK COMPANY

Pursuant to the Charter of BIDV Securities Joint Stock Company;

Pursuant to Resolution No. 01/NQ-DHDCD dated April 18, 2025 of the 2025 Annual General Meeting of Shareholders of BIDV Securities Joint Stock Company.

HEREBY DECIDES:

Article 1. To promulgate, together with this Decision, the "**Operation Regulation of the Board of Directors**" of BIDV Securities Joint Stock Company.

Article 2. This Decision takes effect from the date of its signing and replaces Decision No. 970/QD-BSC dated 17/12/2024 of the Board of Directors of BIDV Securities Joint Stock Company on Promulgating the Operation Regulation of the Board of Directors.

Article 3. Members of the Board of Directors, the General Director, Deputy General Director(s), the Chief Accountant, Managers of Departments at the Head Office, the Branch Director, the relevant units and individuals shall be responsible for the implementation of this Decision.

Recipients:

- As Article 3;
- Board of Supervisors
- Archive at BSC, BODs' Office.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



Ngo Van Dzung

OPERATION REGULATION OF THE BOARD OF DIRECTORS

*(Issued together with Decision No. 31/QD-BSC dated April 18, 2025
of the Board of Directors of BIDV Securities Joint Stock Company)*

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Operation Regulation of the Board of Directors stipulate the organizational structure, operation principles, authorities and obligations of the Board of Directors and its members in order to operate according to provisions of the Law on Enterprises, the Company's Charter and other relevant laws.

2. Subjects of application: This Regulation is applicable to the Board of Directors and its members.

Article 2. Operation principles of the Board of Directors

1. The Board of Directors operates under a collective principle. Members of the Board of Directors assume individual responsibilities for their own work and jointly responsibility to the General Meeting of Shareholders, the law on the resolutions, decisions of the Board of Directors over the development of Company.

2. The Board of Directors assigns tasks to the General Director to arrange and run the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Securities Law, relevant laws and the company's Charter, including the right to be provided with information and documents on the financial situation, business activities of the Company and of its units.

2. Members of the Board of Directors have obligations as prescribed in the company's Charter and the following obligations:

a) To perform their duties in an honest and prudent manner for the best interests of shareholders and the Company;

b) To attend all meetings of the Board of Directors and provide opinions on the issues to be discussed;

c) To timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations;

d) To report to the Board of Directors, at the latest meeting, the transactions between the Company, its subsidiaries and other companies in which the Company holds control over 50% or more of the charter capital with members of the Board of Directors and related persons of such member; transactions between the Company and such company of which a member of the Board of Directors is a founding member or manager of the enterprise during the last 3 years before the time of the transaction;

dd) To make information disclosure when conduct transactions of shares of the Company in accordance with the law.

3. Independent members of the Board of Directors of a listed company must make an evaluation report on the operation of the Board of Directors.

Article 4. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director(s) and managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units.

2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are prescribed by the company's Charter.

Article 5. Term of office and number of members of the Board of Directors

1. The number of members of the Board of Directors is at least three (03) people and at most eleven (11) people, including: (01) a Chairman of the Board of Directors, (01) a Vice Chairman of the Board of Directors, independent members and members. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of the Company in each period.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms of office.

3. Where all members of the Board of Directors end their terms of office at the same time, such members will continue to be members of the Board of Directors until new members are elected to replace and take over the tasks, except otherwise provided for in the company's Charter.

4. The company's Charter specifies the number, rights, obligations, method of organization and coordination of activities of independent members of the Board of Directors.

Article 6. Criteria and conditions for members of the Board of Directors

1. Members of the Board of Directors must satisfy the following criteria and conditions:

a) Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Obtain professional qualifications, experience in business administration or in the fields of securities, finance, banking and not necessarily be a shareholder of the Company;

c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of up to five (05) other companies;

d) Member of the Board of Directors may not concurrently be a member of the Board of Directors, a member of the Members' Council, or the General Director (Director) of another securities company;

dd) Members of the Board of Directors must not be family members of the General Director and managers of the company; the manager, the person authorized to appoint managers of the parent company;

e) Other criteria and conditions according to the company's Charter.

2. Independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following criteria and conditions:

a) Not be a person who is working for the Company, its parent company or its subsidiary; not be a person who has worked for the Company, its parent company or its subsidiary for at least 03 consecutive years;

b) Not be a person who is receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to receive according to regulations;

c) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, sibling is a major shareholder of the Company; be a manager of the Company or its subsidiary;

d) Not be a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

dd) Not be a person who used to be a member of the Board of Directors or the Board of Supervisors of the Company for at least previous 5 years, except for the case of being appointed for 2 consecutive terms;

e) Other criteria and conditions according to the company's Charter.

3. Independent members of the Board of Directors must notify the Board of Directors that they no longer fully satisfy the criteria and conditions specified in Clause 2 of this Article and are naturally no longer independent members of the Board of Directors from the date of failing to satisfy the criteria and conditions. The Board of Directors must notify the case that independent members of the Board of Directors no longer fully satisfy the criteria and conditions at the latest meeting of the General Meeting of Shareholders or must convene a meeting of the General Meeting of Shareholders to additionally elect or replace independent members of the Board of Directors within 06 months from the date of receiving the notice of the relevant independent members of the Board of Directors.

Article 7. Chairman, Vice Chairman of the Board of Directors

1. The Chairman of the Board of Directors, the Vice Chairman of the Board of Directors is elected, dismissed, removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors of the Company must not concurrently be the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Prepare action programs and plans of the Board of Directors;
- b) Prepare the agenda, contents and documents for the meeting; convene, preside over and act as chairman of meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing and implementing resolutions and decisions of the Board of Directors;
- dd) Act as the chairman of meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, removed, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the law and the Company's Charter. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors according to the principles specified in the Company's Charter. In case the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are deceased, are missing, are detained, are serving a prison sentence, are serving administrative handling measures at a compulsory drug rehabilitation establishment, compulsory education establishment, flees from place of residence, is restricted or lost capacity for civil acts, has difficulties in cognition or behaviour control, is banned from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one (01) person from among the members to hold the Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

5. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

- a) Assist in convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Assist members of the Board of Directors in exercising their assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing company administration principles;

d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in the compliance with the obligation to provide information, publicize information and administrative procedures;

dd) Other rights and obligations as prescribed in the company's Charter.

Article 8. Exemption, dismissal and supplement of members of the Board of Directors

1. The General Meeting of Shareholders shall exempt a member of the Board of Directors in the following circumstances:

a) Such member fails to satisfy criteria and conditions of a member of the Board of Directors as prescribed in Article 155 of the Law on Enterprises.

b) Such member submitted a letter of resignation which was approved;

c) Other cases specified by laws and the company's Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following circumstances:

a) Such member fails to participate in activities of the Board of Directors for six (06) consecutive months, except for force majeure events;

b) Other cases specified by laws and the company's Charter.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; exempt or dismiss a member of the Board of Directors, other than the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors shall convene a meeting of the General Meeting of Shareholders to elect additional member(s) of the Board of Directors in the following circumstances:

a) Number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter. In this case, the Board of Directors

must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one third;

b) The number of independent members of the Board of Directors is reduced, the ratio is not guaranteed as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the case specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace those who have been exempted or dismissed in the latest meeting.

Article 9. Methods of election, exemption and dismissal of members of the Board of Directors

1. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate a person to the Board of Directors. Unless otherwise provided for in the company's charter, the nomination of a person to the Board of Directors shall be as follows:

a) The ordinary shareholders forming a group to nominate a person to the Board of Directors must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, a shareholder or group of shareholders specified in this Clause is entitled to nominate one or several persons according to the decision of the General Meeting of Shareholders as a candidate for the Board of Directors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be decided by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize to nominate in accordance with provisions of the company's Charter, the Internal regulation on company administration and the Operation regulation of the Board of Directors. The introduction of more candidates by the incumbent Board of

Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. Unless otherwise provided for in the company's Charter, the voting to elect members of the Board of Directors must be done by cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of owned shares multiplied by the number of elected members of the Board of Directors and shareholders have the right to give all or part of their total votes to one or several candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or conducting selection according to the criteria on election regulations or the company's Charter.

4. The election, exemption and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 10. Notice of election, exemption and dismissal of members of the Board of Directors

1. If the candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that the shareholders can learn about these candidates before voting, candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of disclosed personal information and must commit to perform the duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working process;
- d) Other managerial titles (including the title of Board of Directors of other companies);

dd) Interests related to the Company and its related parties;

e) Other information (if any) as prescribed in the company's Charter;

g) The public company must be responsible for disclosing information about the companies in which the candidate is holding the position as a member of the Board of Directors, other managerial positions and interests related to the company of the candidate for the Board of Directors (if any).

2. The announcement on election, exemption and dismissal results of members of the Board of Directors shall comply with regulations guiding the information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the governing body managing the Company and has full authority to act on behalf of the Company to decide and exercise the rights and obligations of the company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors are prescribed by the law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Decide the strategy, medium-term development plan and annual business plan of the Company;

b) Propose classes of shares and total number of shares authorized to be offered for sale of each class;

c) Decide to sell unsold shares within the number of shares authorized to be offered for sale of each class; decide to raise additional capital in other forms;

d) Decide the selling price of shares and bonds of the Company;

dd) Decide to redeem shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within its authority and within the limits prescribed by law;

g) Decide on solutions for market development, marketing and technology;

h) Approve purchase, sale, borrowing, lending agreements and other contracts, transactions valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company, unless the company's Charter stipulates a different ratio or value, and unless contracts and transactions fall under the discretion of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, exempt and dismiss the Chairman, the Vice Chairman of the Board of Directors; appoint, exempt, conclude contracts, terminate contracts with the General Director and other important managers as provided for in the company's Charter; decide on the salaries, remunerations, bonuses and other benefits of such managers; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company and decide on the remuneration and other benefits of such persons;

k) Supervise and direct the General Director and managers in running the day-to-day business of the Company;

l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches and representative offices and on the capital contribution and purchase of shares from other enterprises;

m) Approve the agenda, content of documents in service of a meeting of the General Meeting of Shareholders, convene a meeting of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt a resolution;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or dealing with losses incurred in the course of business;

p) Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;

q) Decide to issue the Operation Regulation of the Board of Directors, the Internal Regulation on Company administration after being approved by the General Meeting of Shareholders; decide to issue the Operation Regulation of the Committees/Sub-Committees/Units under the Board of Directors, the Regulation on information disclosure of the Company;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law and the company's Charter.

3. The Board of Directors shall adopt resolutions, make decisions by voting at the meeting, collect opinions in writing or in other forms prescribed by the company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to provisions of the law, the resolution of the General Meeting of Shareholders, or the company's Charter, causing damage to the Company, the members who agreed to approve such resolution or decision must be jointly and personally liable for such resolution or decision and must compensate damages to the Company; Members who object to the adoption of the above resolution are exempt from liability. In this case, shareholders of the Company have the right to request a Court to suspend the implementation of or to annul the aforesaid resolution or decision.

Article 12. Duties and authorities of the Board of Directors in approving and concluding transaction contracts

1. The Board of Directors approves contracts, transactions with a value of less than 35% or transactions leading to the total transaction value arising within 12 months from the date of the first transaction with a value less than 35% of the total value of assets recorded in the latest financial statement or a smaller percentage or value as prescribed in the company's Charter between the Company and one of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, managers and related persons of these entities;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;
- Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.

2. Representative of the Company who signs a contract or transaction must notify the members of the Board of Directors and the Board of Supervisors of the entities involved in such contract or transaction and enclose the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless otherwise

provided for in the company's Charter; members of the Board of Directors who have interests related to the parties in the contract or transaction have no right to vote.

Article 13. Responsibilities of the Board of Directors in convening an extraordinary meeting of the General Meeting of Shareholders

1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

- a) The Board of Directors considers it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; The request to convene a meeting of the General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with the signatures of relevant shareholders or the written request made in many copies and contain full signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- dd. Other cases as prescribed by law and the company's Charter.

2. Convening an extraordinary meeting of the General Meeting of Shareholders

Unless otherwise provided for in the company's Charter, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, remaining independent members of the Board of Directors or remaining members of the Board of Supervisors are less than the minimum number of members as prescribed in the company's Charter or from the date of receiving a request specified at Points c and d, Clause 1 of this Article;

3. The convener of the General Meeting of Shareholders must perform the following tasks:

- a) Make a list of shareholders entitled to attend the meeting;
- b) Provide information and settle complaints related to the list of shareholders;
- c) Prepare the agenda and contents of the meeting;
- d) Prepare documents for the meeting;

dd) Prepare a draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and the Board of Supervisors;

e) Determine the time and venue of the meeting;

g) Send a notice of meeting invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

Article 14. Decentralization and authorization of the Board of Directors

The Board of Directors decentralizes and authorizes with specific limits for the Chairman of the Board of Directors and the General Director to perform the tasks of managing the day-by-day operations of the Company. The decentralization and authorization are expressed by the votes of members of the Board of Directors and approved in accordance with provisions of the Board of Directors on approving decisions of the Board of Directors; shall be made in writing in a form consistent with provisions of the law at the request of the General Director or in cases where the Board of Directors considers necessary. In cases where there is no decentralization or authorization of the Board of Directors, the maximum limit within the scope of the General Director's settlement in operating is the highest degree permitted by the law and BSC's Charter.

Article 15. Sub-committees assisting the Board of Directors.

1. The Board of Directors may establish a sub-committee to take in charge of development policy, human resources, salary and bonus, internal audit, and risk management. The number of members of a sub-committee is determined by the Board of Directors in accordance with provisions of the law. Activities of the sub-committee must comply with regulations of the Board of Directors. The resolution of a sub-committee will only take effect when the majority of members participate and vote "adopt" at a meeting of the sub-committee.

2. The implementation of decisions of the Board of Directors, or of a sub-committee under the Board of Directors, must be in conformity with current legal provisions and provisions of the company's Charter and Internal Regulation on corporate governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days after the completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member who gains the highest number or the highest percentage of votes. In case more than one member gains the same highest number or the same highest percentage of votes, the members shall elect by a majority principle to select 01 person among them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Board of Directors or an independent member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) Other cases prescribed by the company's Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; The person making the request has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of meeting invitation at least 03 working days before the meeting date, unless otherwise provided for in the company's Charter. The

notice of meeting invitation must specify the time and venue of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting invitation must be enclosed with the documents used at the meeting and the vote of members.

The notice of invitation to a meeting of the Board of Directors may be sent by letter of invitation, by telephone, by fax, by electronic means or by other methods prescribed by the Company's Charter and shall be guaranteed to reach the contact address of each member of the Board of Directors which has been registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting invitation and attached documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors is conducted when 3/4 of the total number of members attend the meeting. In case a meeting convened as prescribed in this Clause does not have enough attending members as prescribed, it may be convened for a second time within 07 days from the intended date of the first meeting, unless the Company's Charter stipulates a different shorter time limit. In this case, the meeting will be conducted if more than half of members of the Board of Directors attend the meeting.

9. The Board of Directors meeting may be held in the form of an online conference (video or tele-conference) between Board members when all or some members are in different locations, provided that each participating member can:

- a) Hear every other Board member participating in the meeting speak; and
- b) If desired, this Board member can speak to all other attendees simultaneously.

The exchange between members may take place directly via telephone, through other communication means, or a combination of all these methods. A Board member participating in such a meeting is considered to be "present" at the meeting. In this case, the meeting location shall be the place where the largest group of Board members gather, or if no such group exists, it is the location where the Chairperson of the meeting is present.

10. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote in accordance with Clause 12 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send votes to the meeting by mail, fax, members of the Board of Directors' email;
- dd) Send votes by other means as prescribed in the company's Charter.

11. In case of sending the vote to the meeting by mail, such vote must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least 1 hour before the opening of the meeting. The vote is only opened in the presence of all meeting attendees.

12. Members must attend all meetings of the Board of Directors. Members may authorize others to attend the meeting and vote if approved by a majority of members of the Board of Directors.

13. Unless the company's Charter stipulates a higher percentage, resolutions and decisions of the Board of Directors may be adopted if approved by a majority of the attending members; In case of a tie vote, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.

Article 17. Organization of collecting written opinions from the Board of Directors

1. The Chairman of the Board of Directors has the authority to decide on collecting written opinions from Board members to approve matters within the Board's jurisdiction.

2. The company secretary shall prepare the opinion collection form and the necessary documents related to the matters requiring consultation. The opinion collection form and accompanying documents must be delivered in person or via a secure method to reach the contact address of each Board member.

3. Voting method for Opinion Collection form:

a. The opinion collection form must include the following key contents: Name, head office address, business registration certificate number of BSC; purpose of opinion collection; full name of the Board member; subjects for consideration; voting options,

including: Approve, Disapprove, and No Opinion; deadline for submitting the opinion collection form; full name and signature of the Chairperson of the Board of Directors.

b. Board members may select only one of the three (03) voting options on the opinion collection form.

c. If a member of the Board of Directors does not choose any of the above three (03) voting options or does not send a valid Vote to the company within the prescribed time limit, such member is considered to have chosen the option "No opinion".

d. In case a member of the Board of Directors has selected one of the voting options but concurrently provide additional opinions attached to the voting option, the Company Secretary will summarize the opinions of such member of the Board of Directors according to the selected voting option, along with the additional comments in the Minute summarizing opinions.

4. A valid opinion collection form must be signed by member of the Board of Directors or sent from personal email of member of the Board of Directors and sent to BSC in accordance with regulations, clearly shows the opinions of a member of the Board of Directors and is marked for voting in accordance with regulations on the matter being consulted. Opinion collection forms in either of the two forms mentioned above shall have equal validity.

5. The authority to sign the proposal/report submitted to the Board of Directors for consultation belongs to the Board of Management, the head of Committees/Sub-Committees/Units under the Board of Directors, or other units as requested by the Board of Directors/Chairman of the Board of Directors in each specific case. The person signing the proposal/report submitted to the Board of Directors shall be responsible to the Board of Directors for their proposal and for the accuracy, completeness, and integrity of the presented content as well as the attached documents.

6. The company secretary participating in collecting written opinions from the Board of Directors members shall be jointly responsible for the honesty and accuracy of the minutes summarizing the opinions; and jointly responsible for any damages arising from decisions approved due to dishonest or inaccurate opinion summaries.

7. Resolutions/Decisions shall be approved based on the written consent of the majority of Board of Directors members eligible to vote. Resolutions/Decisions approved through written opinion collection shall have the same validity and effect as

Resolutions/Decisions approved by the Board of Directors members at a duly convened and conducted Board of Directors meeting.

8. Responsibilities of relevant units in coordinating the written opinion collection process from the Board of Directors:

a) During the process of collecting written opinions from the Board of Directors, based on the review of the consultation dossier or the opinions of Board of Directors members, the company secretary has the right to request the proposing unit and/or units related to the consultation content to provide information, supplement documents, and reports to clarify the consultation content and complete the consultation dossier. The requested units shall be responsible for coordinating to provide complete information as requested by the company secretary and shall be responsible for the accuracy, integrity, and completeness of the information they provide.

b) The proposing unit requesting the consultation shall be responsible for providing consultation documents in both Vietnamese and English to the company secretary in cases when opinions need to be collected from foreign Board of Directors members and/or when the consultation dossier includes foreign-language documents. The content of the consultation documents in Vietnamese and English must be complete, accurate, and consistent. The person signing the proposal/report submitted to the Board of Directors shall be responsible for the accuracy, integrity, and completeness of the documents in both Vietnamese and English.

c) In case it is necessary for the written opinion collection process from the Board of Directors, the company secretary has the right to request the proposing unit to send the consultation dossier documents in electronic file format. The unit sending the electronic file must be responsible for ensuring the accuracy, completeness, consistency, and identical content between the electronic file and the hard-copy documents in the consultation dossier.

9. The written opinion request file kept at the Company Secretary includes the following documents:

a) Opinion collection form: original document

b) Documents attached to the Opinion collection form: stamped document

c) Supplementary documents, explanatory reports and responses to Board of Directors members' opinions (if any) as stipulated in Point a, Clause 7 of this Article: stamped document;

d) Minutes summarizing opinions: original document

e) Resolution/Decision of the Board of Directors (if any): stamped document;

f) Other documents as decided by the Board of Directors/Chairman of the Board of Directors.

Article 18. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be made in minutes and may be recorded and stored in other electronic forms. Minutes must be made in Vietnamese and may also be made in a foreign language, including the following principal contents:

a) Name, head office address, enterprise code;

b) Time and venue of the meeting;

c) Purpose, agenda and contents of the meeting;

d) Full name of each member attending the meeting or authorized person to attend the meeting and method to attend the meeting; full names of members not attending the meeting and reasons;

dd) Issues discussed and voted on at the meeting;

e) Summarize opinions of each member attending the meeting according to the order of developments of the meeting;

g) Voting results, clearly stating the members agreeing, disagreeing and abstaining;

h) Issues which have been passed and corresponding rate of approval;

i) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson, the person recording minutes refuse signing the meeting minutes, but if the minutes is signed by all other individual members of the Board of Directors who attend the meeting and contains all contents as prescribed at Points a, b, c, d, dd, e, g and h, clause 1 of this Article, this minute shall take effect.

3. The chairperson, the person recording the minutes and the signatories in the minutes must be responsible for the honesty and accuracy of the content of the meeting of the Board of Directors.

4. Minutes of meetings of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.

5. The minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in content between the Vietnamese and foreign language versions, the content in the minutes in Vietnamese version shall prevail.

Chapter V

REPORT AND DISCLOSURE OF BENEFITS

Article 19. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a) Report on business results of the Company;
- b) Financial statements;
- c) Report on assessing the management and administration of the Company;
- d) Appraisal report of the Board of Supervisors.

2. The report specified at Points a, b and c, Clause 1 of this Article must be submitted to the Board of Supervisors for approval no later than 30 days before the opening date of the Annual General Meeting of Shareholders unless otherwise provided for by the company's Charter.

3. The report specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders if the company's Charter does not provide for a longer time limit. Shareholders who own shares of the Company continuously for at least 01 year have the right to directly consider the reports specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

Article 20. Remuneration, bonus and other benefits of members of the Board of Directors

1. The company has the right to make payment for remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to receive work remuneration and bonuses. Remuneration for work is calculated according to the number of working days required to complete the tasks of a member of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration level for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, shown in a separate item in the Company's annual financial statements and must report to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may receive additional remuneration payment in the form of a lump-sum salary by time, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to receive payment for all expenses for travel, meals, accommodation and other reasonable expenses that they had to pay when performing their responsibilities as members of the Board of Directors of the Company, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

6. Members of the Board of Directors may receive liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the company's Charter.

Article 21. Disclosure of related interests

Unless otherwise provided for in the company's Charter, the disclosure of interests and related persons of the Company shall comply with the following provisions:

1. Members of the Board of Directors of the Company must declare their related interests to the company, including:

a) Name, enterprise code, head office address, business lines of the enterprise in which they own contributed capital or shares; ratio and time of ownership of such contributed capital or shares;

b) Name, enterprise code, head office address, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which related interests arise; the amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendments and supplements.

3. Members of the Board of Directors, on behalf of individuals or on behalf of other persons to perform any tasks in any form within the scope of the Company's business, must explain the nature and content of such work to the Board of Directors and only be allowed to perform such work when approved by a majority of the remaining members of the Board of Directors; if such work is performed without declaration or without the approval of the Board of Directors, all income from such activities shall be owned by the Company.

Chapter VI

RELATIONS OF THE BOARD OF DIRECTORS

Article 22. Relation among members of the Board of Directors

1. The relation among members of the Board of Directors is a cooperative one. Members of the Board of Directors are responsible for informing each other about related issues in the process of handling their assigned tasks.

2. In the process of handling tasks, an assigned member of the Board of Directors with main responsibility must actively coordinate to handle, in case of any problem related to the field undertaken by other members of the Board of Directors. In case of

differing opinions among members of the Board of Directors, the member bearing the main responsibility shall report to the Chairman of the Board of Directors for consideration and making decision according to his/her authority or hold a meeting or collect opinions from the members of the Board of Directors in accordance with the law, the Company's Charter and this Regulation.

3. In case there is a re-assignment among members of the Board of Directors, members of the Board of Directors must hand over relevant work, files and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors.

Article 23. Relation with the Board of Management

In the role of administration, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors examines and supervises the implementation of resolutions.

Article 24. Relation with the Board of Supervisors

1. The relation between the Board of Directors and the Board of Supervisors is a cooperative one. The working relation between the Board of Directors and the Board of Supervisors follows the principles of equality and independence, while closely coordinate and support each other in the process of performing tasks.

2. When receiving inspection records or general reports of the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and make timely corrections.

Chapter VII

IMPLEMENTATION TERMS

Article 25. Implementation provisions

1. This Regulation consists of seven (07) Chapters, twenty-five (25) Articles and shall take effect from the date of approval by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Directors and approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

3. In case there are legal provisions related to the operation of the Board of Directors

of the Company that are not mentioned in this Regulation, or if there are new legal provisions; Company Charter provisions that differ from or conflict with the provisions of this Regulation, then such new legal provisions and the Company Charter shall automatically apply and govern the operations of the Board of Directors of the Company

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**




Ngo Van Dzung

