



**CHARTER OF SOUTHEAST  
ASIA COMMERCIAL  
JOINT STOCK BANK  
(SEABANK)**

☞ April 2026 ☞

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## PREAMBLE

**S**outheast Asia Commercial Joint Stock Bank (hereinafter referred to as “SEABANK”) is a joint stock commercial bank licensed to conduct banking activities and other business operations according to the law. SEABANK operates for profit-making purposes, to meet the financial and banking service needs of organizations and individuals, while contributing to the state’s sustainable development and socio-economic goals. The organization and operations of SEABANK shall be governed by this Charter, the regulations of the State Bank of Vietnam, and other relevant applicable laws and regulations.

### CHAPTER I. GENERAL PROVISIONS

#### SECTION I. DEFINITIONS OF TERMS USED IN THE CHARTER

##### Article 1. Terms and definitions

In this Charter, the terminologies are defined as follows:

1. **“SEABANK”**: Southeast Asia Commercial Joint-stock Bank.
2. **“SBV”**: the State Bank of Vietnam.
3. **“VND”**: the official currency of Vietnam issued by the State Bank of Vietnam.
4. **“Charter”**: the Charter for organization and operations of SEABANK.
5. **“License”**: the License on Establishment and Operation No. 0051/NH5-GP of SEABANK granted by the SBV’s Governor on March 25<sup>th</sup>, 1994 and its amendments, supplements and/or replacement thereto (if any).
6. **“Establishment date”** is deemed as the date SEABANK was signed off the Establishment and Operations License by the SBV.
7. **“GMS”**: SEABANK’s General Meeting of Shareholders.
8. **“BOD”**: SEABANK’s Board of Directors.
9. **“BOS”**: SEABANK’s Supervisory Board.
10. **“SEABANK Managers”** consist of BOD Chairman and members, General Director, and the managerial titles regulated by the BOD<sup>1</sup>.
11. **“SEABANK Executives”** consist of General Director, Deputy General Directors, Chief Accountant, Branch Directors<sup>2</sup> and holders of other equivalent titles at SEABANK appointed by the BOD to work as the executives of SEABANK<sup>3</sup>.
12. **“Independent member of the Board of Directors”**: BOD member satisfying standards, conditions prescribed in Clause 2, Article 67 of this Charter.
13. **“Charter capital”** means the total amount of capital contributed by SEABANK’s shareholders,

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<sup>1</sup> Clause 26, Article 4 of the Law on Credit Institutions 2024

<sup>2</sup> Being the Head of a branch duly licensed to operate in accordance with applicable laws.

<sup>3</sup> Clause 25, Article 4 of Law on Credit Institutions 2024

based on the par value of shares issued and sold to them.<sup>4</sup>

14. “**Legal capital**”: the minimum amount of capital required by laws for the establishment and operation of a bank<sup>5</sup>.
15. “**Equity capital**”: comprises the actual value of a SEABANK's charter capital plus (+) reserve funds plus (+) other certain liabilities minus (-) deductions. The determination of equity shall comply with regulations of the Governor of the State Bank of Vietnam<sup>6</sup>.
16. “**Share**”: The charter capital is divided into units of equal value<sup>7</sup>.
17. “**Sold Shares**” refers to the number of shares that have been fully paid for the shareholders and thus entitled to be offered by SEABANK<sup>8</sup>.
18. “**Stock**”: the certificate issued by SEABANK or a book entry or electric data to confirm the ownership of one or more shares of SEABANK.<sup>9</sup>
19. “**Dividend**” means after-tax profit paid on each share in cash or other assets<sup>10</sup>.
20. “**Shareholder**”: an organization or individual holding at least one of SEABANK’s shares<sup>11</sup>.
21. “**Founding shareholder**” means a shareholder holding at least one ordinary share and signing in the list of founding shareholders of SEABANK.<sup>12</sup>
22. “**Major shareholder**” means a shareholder owning at least 05% of the voting shares of SEABANK, including voting shares indirectly owned.<sup>13</sup>
23. “**Legal document**” of an individual means one of the following documents: ID card, Citizen Identity Card, Passport and other valid personal identification papers.<sup>14</sup>
24. “**Indirect ownership**” means an organization or individual's ownership of SEABANK charter capital through investment entrustment or entity with over 50% owned by such organization, individual.<sup>15</sup>
25. “**Shareholder register**” means a written document or an electronic file of ownership information of SEABANK’s shareholders<sup>16</sup>. A Shareholder register must contain key contents required by the laws.
26. “**Term of Operations**” means the period in which SEABANK is permitted to conduct its business activities as regulated by the laws, commencing from the date on which the Establishment and Operations License was granted to SEABANK by the SBV. SEABANK may extend its term of operations upon the decision of the GMS and the approval of the SBV.

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<sup>4</sup> Clause 42 Article 4 and Clause 1 Article 112 of Law on Enterprises 2020.

<sup>5</sup> Clause 44 Article 4 of Law on Credit Institutions 2024

<sup>6</sup> Clause 45 Article 4 of Law on Credit Institutions 2024

<sup>7</sup> Clause 1 Article 111 of Law on Enterprises 2020

<sup>8</sup> Clause 2 Article 112 of Law on Enterprises 2020.

<sup>9</sup> Article 121 of Law on Enterprises 2020.

<sup>10</sup> Point a, Clause 1, Article 1 of the Law amending and supplementing a number of articles of the Law on Enterprises 2020.

<sup>11</sup> Clause 3 Article 4 of Law on Enterprises 2020

<sup>12</sup> Clause 4 Article 4 of Law on Enterprises 2020.

<sup>13</sup> Article 4.8 of Law on Credit Institutions 2024.

<sup>14</sup> Article 1.1.c of Law amending and supplementing a number of articles of the Law on Enterprises 2020.

<sup>15</sup> Item 4.33 of Law on Credit Institutions 2024.

<sup>16</sup> Clause 1 Article 122 of Law on Enterprises 2020.

27. **“Banking operations”** means SEABANK’s business, regular provision of one or some of the following operations:
- a) Deposit;
  - b) Credit granting;
  - c) Provision of via-account payment service.
28. **“Deposits”**: means SEABANK receives money from an organization or individual as demand or term deposit, savings deposit, issuance of deposit certificates, and other deposit form on the principles of full repayment of principals and interests as per agreements for depositing organization, individual (hereinafter referred to as depositor)<sup>17</sup>.
29. **“Credit granting”** means SEABANK agrees to let an organization or individual use an amount of money on the principle of repayment through the operations of lending, discounting, finance lease, factoring, purchase of corporate bonds, credit card issuance, bank guarantee, letter of credit or other forms of credit granting prescribed by the SBV, including credit granting which is funded by other legal entities and whose risks SEABANK bear as per provisions of the laws.<sup>18</sup>
30. **“Provision of via-account payment service”** is SEABANK’s provision of payment instruments; performance of services of payment by cheque, payment order, payment authorization, collection, collection authorization, bank card, and others for customers via their accounts<sup>19</sup>.
31. **“Lending”** is a form of credit granting under which SEABANK gives or commits to give a customer a sum of money for use for a defined purpose in a certain period, and in the principle of repayment of both principal and interest<sup>20</sup>.
32. **“Factoring”** means a form of credit granting to the purchase of receivables from a seller or advance payment on behalf of a buyer under a contract of goods sales, service provision between such buyer and seller<sup>21</sup>.
33. **“Bank guarantee”** means a form of credit granting under which SEABANK commits to the beneficiary that SEABANK shall fulfill financial obligations on behalf of the liable party where the liable party fails to fulfill or does not fully fulfill its obligations as committed. The customer must acknowledge and repay the debt to SEABANK as agreed upon<sup>22</sup>.
34. **“Discount”** is a form of credit granting, in which SEABANK purchases for a term or purchases with recourse the beneficiary's negotiable instruments and other discounted valuable papers prior to their due date<sup>23</sup>.
35. **“Re-discount”** means SEABANK discounts convertible instruments and other valuable papers that have been negotiated prior to their due date<sup>24</sup>.
36. **“Money brokerage”**: means SEABANK acts as an intermediary party for brokerage charges

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<sup>17</sup> Article 4.27 of Law on Credit Institutions 2024.

<sup>18</sup> Amended in accordance with Article 4.4 of Law on Credit Institutions 2024.

<sup>19</sup> Clause 14 Article 4 of Law on Credit Institutions 2024.

<sup>20</sup> Clause 7 Article 4 of Law on Credit Institutions 2024.

<sup>21</sup> Clause 1 Article 4 of Law on Credit Institutions 2024.

<sup>22</sup> Clause 2 Article 4 of Law on Credit Institutions 2024.

<sup>23</sup> Clause 6 Article 4 of Law on Credit Institutions 2024.

<sup>24</sup> Clause 34 Article 4 of Law on Credit Institutions 2024.

to arrange for the banking operations and others as prescribed by the Law on Credit Institutions 2024 between SEABANK and other credit institutions, foreign bank branches<sup>25</sup>.

37. **“Payment account”**: a demand deposit account of customer opened at SEABANK to use payment services provided by SEABANK<sup>26</sup>.
38. **“Letter of Credit”** means a form of credit via the operations of issuance, confirmation, negotiation of payment and return of letter of credit.<sup>27</sup>
39. **“Derivative”**: a financial instrument valued by predicted changes in the value of an underlying financial asset such as exchange rate, interest rate, foreign exchange, currency or other financial assets<sup>28</sup>.
40. **“Capital contribution, share purchase”** means SEABANK directly or authorizes other organizations to contribute capital to form charter capital; purchases shares of other enterprises, credit institutions, including receiving transfers, purchasing shares and capital contributions of other enterprises and credit institutions; providing capital and contributing capital to subsidiaries and affiliated companies of SEABANK; contributing capital to investment funds<sup>29</sup>.
41. **“Investment in forms of capital contribution or share purchase in order to hold the right to control an enterprise”**: includes investment accounting for over 50% of the charter capital or voting share capital of an enterprise or another investment sufficient to control decisions of the Shareholders' General Meeting or the Members' Council<sup>30</sup>.
42. **“Related person”**: an organization or individual as defined in clause 24 Article 4 of the Law on Credit Institutions 2024 and other relevant provisions of the laws.
43. **“Subsidiary”** means a company that falls into one of the following cases<sup>31</sup>:
  - a) SEABANK or SEABANK and its affiliated persons owns/own over 50% of the charter capital or voting share capital of the company;
  - b) SEABANK has the right appoint a majority or all of members of the Board of Directors or Members' Council or the General Director (Director) of the company;
  - c) SEABANK may modify the charter of the company;
  - d) SEABANK and its affiliated persons directly or indirectly controls/control the adoption of resolutions and decisions of the General Shareholders' Meeting, Board of Directors or Members' Council of the company.
44. **“Affiliated company”** means a company in which SEABANK or SEABANK and its affiliated persons owns/own over 11% of the charter capital or over 11% of the voting share capital, but is not a subsidiary of SEABANK<sup>32</sup>.
45. **“Special control”**: means the SBV decides to put a credit institution under its direct control<sup>33</sup>.

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<sup>25</sup> Clause 20 Article 4 of Law on Credit Institutions 2024.

<sup>26</sup> Clause 35 Article 4 of Law on Credit Institutions 2024.

<sup>27</sup> Clause 36 Article 4 of Law on Credit Institutions 2024.

<sup>28</sup> Clause 32 Article 4 of Law on Credit Institutions 2024.

<sup>29</sup> Clause 16 Article 4 of Law on Credit Institutions 2024.

<sup>30</sup> Clause 18 Article 4 of Law on Credit Institutions 2024.

<sup>31</sup> Clause 9 Article 4 of Law on Credit Institution 2024.

<sup>32</sup> Clause 11 Article 4 Law on Credit Institution 2024.

<sup>33</sup> Clause 19 Article 4 Law on Credit Institution 2024.

46. “**Legislation**” includes all of the laws, ordinances, decrees, regulations, circulars, decisions, and other legal documents issued by the Vietnamese Government agencies from time to time relating to banking operations.
47. “**Law on Enterprises 2020**” means the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020; Law on amendments and supplements to a number of articles of the Law on Enterprises No. 03/2022/QH15 dated January 11, 2022, and Law on amendments and supplements to a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025.
48. “**Law on Credit Institutions 2024**” means the Law on credit institutions No. 32/2024/QH15 dated January 18, 2024; Law on amendments and supplements to a number of articles of the Law on credit institutions No. 43/2024/QH15 dated June 29, 2024; and Law on amendments and supplements to a number of articles of the Law on Credit Institutions No. 96/2025/QH15 dated June 27, 2025.
49. “**Law on Securities 2019**” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and the Law on amendments and supplements to a number of articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024.

## **Article 2. Application of references**

1. In this Charter, any reference to any regulation or legal document includes all of its amendments, supplements or replacing legal documents;
2. Headlines (chapters, articles of the Charter) are used for convenient reference and do not affect the structure and content of this Charter.

## **SECTION II. NAME, HEAD OFFICE, OBJECTIVES AND SCOPE OF OPERATION**

### **Article 3. Name, head office and term of operations of the Bank**

1. Name of the Bank:  
Bank’s full name in Vietnamese: **Ngân hàng TMCP Đông Nam Á.**  
Bank's abbreviated name in Vietnamese: **Ngân hàng Đông Nam Á.**  
Bank's full name in English: **Southeast Asia Commercial Joint Stock Bank.**  
Bank's abbreviated name in English: **SEABANK.**
2. Head Office is located at 198 Tran Quang Khai Street, Hoan Kiem Ward, Hanoi City, Vietnam.
3. The term of operation is 99 years from March 25<sup>th</sup>, 1994. SEABANK may apply for extending or altering its operation term according to the Resolution adopted by the General Meeting of Shareholders and the approval of the SBV.
4. SEABANK's network of operations:  
SEABANK's network of operations includes branches, transaction offices, representative offices, and public service units in the country; branches, representative offices, subsidiaries of commercial bank presence abroad.<sup>34</sup>

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<sup>34</sup> Clause 1 Article 3 Circular No. 61/2025/TT-NHNN dated 31 December 2025 regulations on the operational network of commercial banks.

#### **Article 4. Corporate seal of SEABANK<sup>35</sup>**

1. The BOD decides on the quantity, type, content and design, management and usage of SEABANK's seal in accordance with provisions of the laws, regulations of the State Bank and of the Charter of SEABANK, except for regulation at Clause 3 of this Article.
2. Seal of branch, transaction offices, representative office and other network system of SEABANK must be consistent with the legal seal of the Bank in terms of the content, form and size.
3. Change of specimen seal of branch, transaction office, representative office and other network system of SEABANK due to changes of place, name or managing branch and replacement for damage, fading, and wear shall be decided by General Director.

#### **Article 5. SEABANK's legal representative<sup>36</sup>**

1. SEABANK legal representative is BOD Chairman or General Director as per resolution of SEABANK's BOD from time to time.
2. SEABANK legal representative must reside in Vietnam. If absent from Vietnam, he/she shall authorize in writing to another person who must be a manager or an executive currently residing in Vietnam to perform the rights and obligations of the legal representative of SEABANK.
3. In the event that upon expiry of the authorization period the legal representative has not returned to Vietnam and no further authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative. It lasts until the legal representative of SEABANK resumes duties at SEABANK or until the BOD appoints another person as the legal representative of SEABANK.
4. The BOD shall appoint another person as the legal representative of SEABANK in the following events: the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and perform the obligations of the legal representative, or in the event that such person dies, is missing, is subject to criminal prosecution, is in temporary detention, is serving a prison sentence, is undergoing compulsory administrative measures at a drug rehabilitation center or compulsory education institution, has limited or lost legal capacity, has difficulties in cognition and control of acts, or is prohibited by a Court from holding certain positions, practicing certain professions, or performing certain jobs.
5. SEABANK's legal representative is responsible for:<sup>37</sup>
  - a) Exercising his/her rights and obligations in an honest, prudent, and best manner for SEABANK's lawful interests;
  - b) Being loyal to SEABANK's interests; not using SEABANK's information, know-how, and business opportunities; not abusing position, power and using SEABANK's assets for personal gain or to serve the interests of other organizations or individuals;
  - c) Providing SEABANK promptly, fully and accurately with information about the enterprises that he/she or his/her related person owns or has shares/capital in as prescribed in the laws.

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<sup>35</sup> Article 43 of Law on Enterprises 2020.

<sup>36</sup> Article 11 Law on Credit Institutions 2024 and Article 12 Law on Enterprises 2020.

<sup>37</sup> Article 13 Law on Enterprises 2020.

6. SEABANK's legal representative shall be personally responsible according to the law for any damage to SEABANK due to any breach of responsibilities as regulated in Clause 5 herein.

#### **Article 6. Objectives and strategy of SEABANK**

1. To become a modern, universal retail bank, ranking among the top five choices for banking products and services for SMEs and retail customers in Vietnam.
2. To progressively develop into a modern, diversified banking and financial group, distinguished by service quality and brand reputation.
3. To expand operations in a prudent, secure, sustainable, and comprehensive manner across financial and banking activities; to adopt advanced technologies; to provide convenient and diversified services to enterprises and all segments of the population; to maintain and enhance profitability; and to develop human resources in order to strengthen competitiveness and rapidly adapt to international economic integration.
4. To be the best human resource bank.

#### **Article 7. Operational principals**

1. Autonomy in the operations:<sup>38</sup>
  - a) SEABANK has autonomy in its business activities and take its own responsibility for its business results.
  - b) SEABANK may refuse credit granting; provide other services as it is deemed unqualified, inefficient or incompliant with regulatory laws.
2. Cooperation and competition in the banking operations<sup>39</sup>:

SEABANK may cooperate and compete in the banking operations and other business activities under the laws.

3. Protection of customer interests:<sup>40</sup>

In order to protect the interests of customers, SEABANK shall be responsible for:

- a) Participating in deposit insurance according to the laws and publicly announce participation in deposit insurance at the head office and branches;
- b) Enabling customers to deposit and withdraw money, ensuring the full and due payment of deposit principals and interests as suitably agreed in compliance with provisions of laws and regulations of SEABANK from time to time;
- c) Refusing the investigation, blockage, seizure or transfer of deposits of customers, unless it is requested by the competent state agencies as prescribed by the laws or so consented by customers;
- d) Publicly disclosing deposit interest rates, service fees, rights and obligations of customers for each product and service offered;

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<sup>38</sup> Article 7, Law on Credit Institutions 2024.

<sup>39</sup> Article 9, Law on Credit Institutions 2024.

<sup>40</sup> Article 10, Law on Credit Institutions 2024.

- e) Publicly disclosing official transaction time. In case of transaction suspension, SEABANK shall carry out listing and reporting procedures in accordance with provisions of the laws.<sup>41</sup>

#### **Article 8. Content and scope of operations**

1. SEABANK's business operations includes monetary, credit businesses, finance and monetary services. It serves for production, trading and business development activities of customers from all kind of economic sectors and background.
2. SEABANK carries out all of the banking operations as specified in the Licenses<sup>42</sup> and other activities in compliance with provisions of the laws.
3. SEABANK has a scope of business and operations both domestically and internationally, in accordance with the decisions of the GMS, BOD and the laws from time to time.
4. SEABANK's business activities are carried out in accordance with provisions of the Law on Credit Institutions 2024, the guidance of the SBV and the relevant laws.

### **SECTION III. MAIN OPERATIONS OF SEABANK**

#### **Article 9. Borrowing, deposits<sup>43</sup>**

1. Taking demand deposits, term deposits, savings and others.
2. Issuing certificates of deposit.
3. Taking deposits of credit institutions, foreign bank branches as per regulations of the SBV's Governor<sup>44</sup>.
4. Other forms of borrowing and deposits as prescribed by the laws.

#### **Article 10. Credit granting<sup>45</sup>**

1. Lending;
2. Discount, re-discount;
3. Bank guarantee;
4. Credit card issuance;
5. Domestic factoring; international factoring, subject to SEABANK being licensed to conduct international payment activities;
6. LC;
7. Other forms of credit granting as regulated by the SBV's Governor.

#### **Article 11. Provision of payment means and services<sup>46</sup>**

1. Opening current accounts for customers.

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<sup>41</sup> Clause 5 Article 10 of Law on Credit Institutions 2024.

<sup>42</sup> Article 35 of Law on Credit Institutions 2024

<sup>43</sup> Articles 107, 108 of Law on Credit Institutions 2024.

<sup>44</sup> Clause 3 Article 108 of Law on Credit Institutions 2024.

<sup>45</sup> Clause 3 of Article 108 of Law on Credit Institutions 2024

<sup>46</sup> Clauses 4, 5, and 6 Article 107 of Law on Credit Institutions 2024.

2. Providing of means of payment.
3. Providing the following payment services through following banking accounts:
  - a) Domestic payment services, including check, payment, payment order, collection, collection order, money transfer, bank card, and collection and payment services;
  - b) International payment services upon written approval of the SBV; and other payment services as regulated by the SBV's Governor.

**Article 12. Opening account<sup>47</sup>**

1. SEABANK must open its payment account at the SBV and maintain a required reserve amount on this account.
2. SEABANK can open payment accounts at other credit institutions eligible to provide via-account payment services.
3. SEABANK can open overseas payment accounts as prescribed by the laws on foreign exchange.

**Article 13. Deposit and purchase of valuable papers<sup>48</sup>**

1. SEABANK may borrow loans from the State Bank in the form of re-financing under the Law on State Bank of Vietnam.
2. SEABANK may purchase, sell valuable papers from/to the SBV as per the Law on the State Bank of Vietnam.
3. SEABANK may grant and borrow loans, make and receive deposits, purchase and sell valuable papers on a definite term from/to credit institutions and foreign bank branches in accordance with regulations of the Governor of the State Bank.
4. SEABANK may borrow loans from foreign countries in accordance with regulations of law.

**Article 14. Organization and participation in payment systems<sup>49</sup>**

1. SEABANK organizes its own internal payment, participates in the national interbank payment system.
2. If SEABANK meets conditions as regulated by the Government and approved in writing by the SBV, SEABANK can participate in the international payment system

**Article 15. Trading and provision of foreign exchange services and derivative products<sup>50</sup>**

1. SEABANK deal in and provide to domestic and overseas clients the following products after approved by the SBV:
  - a) Foreign exchange;
  - b) Derivatives of interest rates, foreign exchange, currencies and other financial assets.
2. SEABANK's foreign exchange trading and provision of foreign exchange services to customers are performed as prescribed by the laws on foreign exchange.

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<sup>47</sup> Article 109 of Law on Credit Institutions 2024.

<sup>48</sup> Article 108 of Law on Credit Institutions 2024.

<sup>49</sup> Article 110 of Law on Credit Institutions 2024.

<sup>50</sup> Article 112 of Law on Credit Institutions 2024.

## **Article 16. Entrustment and agency** <sup>51</sup>

1. SEABANK are entitled to entrust, undertake entrustment or act as agents in banking operations, or assign agents to make payment in accordance with regulations of the Governor of State Bank.
2. SEABANK may carry out insurance agency activities in accordance with the law on insurance business within the scope of insurance agency activities as specified by the Governor of State Bank.

## **Article 17. Capital contribution and share purchase**<sup>52</sup>

1. SEABANK may only use its charter capital and reserve fund to contribute capital or purchase shares under Clauses 2, 3, 4 and 6 of this Article.
2. SEABANK shall establish or acquire subsidiaries or associate companies to conduct the following business activities:
  - a) Securities underwriting and securities brokerage; management and distribution of securities investment fund certificates; and securities investment portfolio management and stock trade;
  - b) Financial leasing;
  - c) Insurance.
3. SEABANK may establish or acquire subsidiaries or associate companies operating in fields, including management of debts and utilization of assets, remittance, gold trade, factoring, and issuance of credit cards, consumer credit, intermediary payment services and credit information.
4. SEABANK may contribute capital to, or purchase shares from, enterprises operating in the following fields:
  - a) Insurance, securities, remittance, gold trade, factoring, issuance of credit cards, consumer credit, intermediary payment services and credit information;
  - b) Other fields other than those specified at Point a of this Clause after obtainment of the written approval from the State Bank.
5. SEABANK shall establish or acquire subsidiaries or associate companies according to regulations in Clause 2 and Clause 3 of this Article after obtaining written approval from the State Bank.
6. SEABANK and its subsidiaries may acquire and hold shares of other credit institutions on the conditions and within the limit regulated by the SBV's Governor.
7. Capital contribution to and share purchase from an enterprise by SEABANK and its subsidiaries, affiliates prescribed in Clause 4 of this Article must comply with the ratio prescribed by the SBV.

## **Article 18. Other business activities of SEABANK**<sup>53</sup>

1. SEABANK carries out the following businesses in accordance with the SBV's regulations and the relevant regulatory laws from time to time:

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<sup>51</sup> Article 113 of Law on Credit Institutions 2024.

<sup>52</sup> Article 111 Law on Credit Institutions 2024

<sup>53</sup> Article 105 of Law on Credit Institutions 2024

- a) Cash management service; treasury services for credit institutions, foreign bank branches; asset preservation services, rental of safety boxes.
  - b) Provision of services of remittance, collection, payment and other via-account payment services;
  - c) Purchase, sales of state bank bills, corporate bonds; purchase, sales of other valuable papers, except for purchase, sales of valuable papers as regulated in point a Clause 2 herein;
  - d) Currency brokerage service.
  - e) Gold trading;
  - f) Other services related to factoring, letter of credit;
  - g) Consultation of banking operations and others as specified in the License.
2. SEABANK performs other businesses as regulated in the relevant regulatory laws:
- a) Purchase, sales of debt instruments of the Government, bonds secured by the Government, and bonds of the local government;
  - b) Bond issuance;
  - c) Securities depository;
  - d) Banking supervision;
  - e) Asset management agency for borrowers being international financial institutions, foreign credit institutions, credit institutions, foreign bank branches.
3. Other businesses as regulated by the laws and the SBV.

**Article 19. Electronic transactions in SEABANK’s operations<sup>54</sup>**

SEABANK’s operations are carried out by electronic method as regulated by the SBV’s Governor, the laws on electronic transactions.

**Article 20. Interest rates and fees in SEABANK’s business activities<sup>55</sup>**

1. SEABANK prescribes and publicly discloses its deposit interest rates, service fees in its business activities.
2. SEABANK and its customers may agree on applicable interest rates and credit granting fees during business operation in pursuant with provisions of the laws.

**Article 21. Limitations to ensure operation safety**

In the operation process, SEABANK shall comply with regulations on safety assurance, and other related laws.

**CHAPTER II. CAPITAL, SHARES, STOCKS, BONDS**

**SECTION I. CHARTER CAPITAL, WORKING CAPITAL**

**Article 22. Charter capital**

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<sup>54</sup> Article 105 of Law on Credit Institutions 2024.

<sup>55</sup> Article 100 of Law on Credit Institutions 2024.

1. The charter capital of SEABANK as of the approval date of this Charter is VND **28,450,000,000,000** (Twenty-eight trillion four hundred fifty billion) dong, equivalent to **2,845,000,000 shares**.

Par value of share: VND 10,000 (ten thousand Vietnam Dong).

2. The charter capital is denominated in VND. SEABANK maintains the actual value of the Charter Capital at least equal to the legal capital as prescribed by the laws. The actual value of the Charter Capital is determined by the Charter Capital and the surplus of Share Capital, plus (minus) the accumulated undistributed profits (unresolved accumulated losses) reflected on the accounting books.<sup>56</sup>
3. The charter capital shall be used for the purposes of:
  - a) Buying, investing in fixed assets serving directly to the operations of SEABANK based on principle of the remaining value of fixed assets which is not in excess of 50% charter capital and reserves for supplement of charter capital recorded in the accounting books;<sup>57</sup>
  - b) Contributing capital, purchasing shares under applicable laws and the SBV's regulations;
  - c) Establishing subsidiaries, affiliated companies according to provisions of the laws;
  - d) Granting credits.
  - e) Offering other services according to provisions of the laws.
  - f) Serving other purposes in compliance with provisions of the laws and SEABANK's regulations from time to time.

### **Article 23. Changes of the charter capital**

1. SEABANK shall obtain approval from General Meeting of Shareholders and written approval from the State Bank before carrying out procedures for change in SEABANK's charter capital (increase or decrease).<sup>58</sup>
2. Methods for the charter capital increase of SEABANK<sup>59</sup>:
  - a) Additional reserve fund of charter capital, development investment fund, share premium fund; undistributed profits and other funds as prescribed by law;
  - b) Proceeds from public offering or private placement of shares;
  - c) Conversion of outstanding debt into equity<sup>60</sup>, Proceeds from conversion of convertible bonds to common shares;
  - d) Other sources as decided by the General Meeting of Shareholders according to provisions of the laws.
3. SEABANK's charter capital shall be decreased in following cases:<sup>61</sup>
  - a) SEABANK repurchases its sold shares according to Articles 132 and 133 of the Enterprise

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<sup>56</sup> Article 5 Decree 93/2017/NĐ-CP.

<sup>57</sup> Clause 3, Article 140 Law on Credit Institution 2010 and Article 6 of Decree 93/2017/NĐ-CP.

<sup>58</sup> Point b Clause 1 Articles 37 Law on Credit Institutions 2024.

<sup>59</sup> Article 19.1.b – Circular 34/2024/TT-NHNN

<sup>60</sup> Article 34.2.b Circular 12/2022/TT-NHNN

<sup>61</sup> Clause 5 Article 112 Law on Enterprises.

Law 2020;

b) Other cases prescribed by the laws.

In such cases, SEABANK shall convene an extraordinary meeting or refer to the annual General Meeting of Shareholders to decide the measures to decrease the charter capital upon all other financial measures (using reserve fund for supplementing charter capital; further contribution...) are in vain. The decrease in charter capital shall be conducted together with decrease in face value or number of shares or both.

**Article 24. SEABANK's working capital<sup>62</sup>**

1. Equity capital:
  - a) Charter capital;
  - b) The impairments due to the re-evaluation of assets, exchange rate differences in compliance with legal provisions;
  - c) Share premium;
  - d) The charter capital reserve funds, financial reserve funds, development investment funds;
  - e) Undistributed retained earnings, unhandled accumulated losses;
  - f) Other capital owned by SEABANK.
2. Funded capital:
  - a) Capital mobilized from deposits and from the issuance of certificates of deposit and bonds;
  - b) Entrusted investments capital;
  - c) Loans from credit institutions, financial institutions, and other domestic and foreign organizations and individuals;
  - d) Loans from the State Bank of Viet Nam in accordance with the law;
3. Capital of other sorts as prescribed by the laws.

**Article 25. Use of capital, asset<sup>63</sup>**

1. SEABANK may use its capital to serve its business, investment and development, acquisition of fixed assets in the principal of ensuring capital safety and growth according to provisions of the laws.
2. SEABANK may change the capital and asset structure to serve operational development in compliance with provisions of law.
3. SEABANK may mobilize assets and capital among its branches or among the independent associate companies. The mobilization of assets and capital by SEABANK under this provision comply with regulations of SEABANK from time to time.

**SECTION II. SHARES, STOCKS, BONDS**

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<sup>62</sup> Article 4, Decree No. 93/2017/NĐ-CP

<sup>63</sup> Article 6 Decree No. 93/2017/NĐ-CP.

## **Article 26. Shares**<sup>64</sup>

1. On the date this Charter is ratified, all of the shares of SEABANK are common shares; all of the SEABANK shareholders are common shareholders.
2. SEABANK may have preferred shares, including:
  - a) Dividend preferred shares are shares that provide their holders with higher dividends than those of common shares or with stable annual dividend. Annual dividends include fixed dividend and bonus dividend. Fixed dividends do not depend on SEABANK's business performance, and are only paid when SEABANK is profitable. In case SEABANK makes a loss or makes a profit, which is not enough to pay a fixed dividend, the fixed dividend, paid for dividend-preferred shares will be carried forwards in the following years. The specific fixed dividend level and the method of determining bonus dividends shall be decided by SEABANK's General Meeting of Shareholders and recorded on the shares of the dividend-preferred shares. Members of the BOD, the BOS, General Director and other managers and executives of SEABANK are not allowed to buy dividend-preferred shares issued by SEABANK. SEABANK's General Meeting of Shareholders shall decide the person who is entitled to buy dividend-preferred shares.

Shareholders owning dividend preferred shares have the same rights and obligations as ordinary shareholders do, except for the right to vote, attend the General Meeting of Shareholders, nominate members to the BOD and the BOS, except in cases where a resolution of the General Meeting of Shareholders on the content adversely changing the rights and obligations of shareholders owning preferred shares may be ratified only if ratified by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type, or ratified by preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in case of passing a resolution in the form of obtaining written inputs.
  - b) Voting preferred shares: Voting preferred shares are common shares that have more votes than other common shares. Subjects entitled to own voting preferred shares are defined in accordance with provisions of the laws and regulations of SEABANK from time to time.
3. Every share of the same type will confer upon the holder equal rights, obligations and interest.
4. Common shares cannot be converted into preferred shares. Preferred shares may be converted into common shares under a resolution of the General Meeting of Shareholders.
5. SEABANK may, as so needed to serve the development of the Bank, have other types of shares as permitted by the laws, as ratified by the General Meeting of Shareholders.

## **Article 27. Shares**<sup>65</sup>

1. The Board of Directors shall decide on the issuance and management of shares in the form of physical certificates and/or book-entry records and/or electronic data. Shares of SEABANK shall contain the information as prescribed by law.
2. Each shareholder may be issued shares by SEABANK corresponding to each class of shares to record their contributed capital.

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<sup>64</sup>Article 60 of Law on Credit Institutions 2024 and Article 114 Law on Enterprises 2020.

<sup>65</sup> Article 121 of the Law on Enterprises 2020 and Article 66 of the Law on Credit Institutions 2024.

3. Each issued share shall not represent more than one class of shares.
4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder may request SEABANK to reissue the share certificate. Such request must include the following contents:
  - a) Information on the share certificate that has been lost, damaged, or otherwise destroyed.
  - b) A commitment to assume responsibility for any disputes arising from the reissuance of the new share certificate.
  - c) Payment of fees in accordance with SEABANK's regulations.
5. Shares of SEABANK shall not be used as collateral at SEABANK.
6. SEABANK shall issue new share certificates to shareholders, in case shares are issued in the form of certificates, within 30 days from the date the shareholders have fully paid the subscribed capital and SEABANK has obtained approval from the State Bank of Vietnam for the amendment of its operating license in relation to charter capital in accordance with applicable laws.

#### **Article 28. Shareholding Ratio<sup>66</sup>**

1. An individual shareholder shall not own shares exceeding 5% of the charter capital of SEABANK.
2. An institutional shareholder shall not own shares exceeding 10% of the charter capital of SEABANK.
3. A shareholder and its related persons shall not own shares exceeding 15% of the charter capital of SEABANK. A major shareholder of SEABANK and its related persons shall not own shares amounting to 5% or more of the charter capital of another credit institution.
4. The provisions in Clauses 2 and 3 of this Article shall not apply in cases where SEABANK owns shares in its subsidiaries or affiliates in which SEABANK contributes capital or purchases shares in accordance with Clauses 2 and 3, Article 17 of this Charter.
5. The ownership ratios stipulated in Clauses 1 and 2 of this Article shall include indirect ownership. The ownership ratio stipulated in Clause 3 of this Article shall include shares entrusted by a shareholder to other organizations or individuals for purchase, and shall exclude shares owned by related persons that are subsidiaries of such shareholder.
6. The maximum foreign ownership ratio in SEABANK shall be determined by the General Meeting of Shareholders and/or the Board of Directors (where authorized and delegated by the General Meeting of Shareholders) from time to time, in compliance with applicable laws.

#### **Article 29. Offering of Shares<sup>67</sup>**

1. Offering of shares means the increase by SEABANK in the number and classes of shares authorized for offering in order to increase the Bank's charter capital.
2. Share offerings may be conducted in the following forms:
  - a) Offering to existing shareholders: where SEABANK increases the number of shares authorized for offering and sells all such shares to existing shareholders in proportion to their current shareholding in SEABANK;
  - b) Public offering;
  - c) Private placement.
3. The conditions, order and procedures for share offerings of SEABANK shall comply with the laws on securities.

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<sup>66</sup> Article 63 of the Law on Credit Institutions 2024.

<sup>67</sup> Article 123 of the Law on Enterprises 2020.

Where SEABANK offers shares to existing shareholders and the total number of shares proposed to be offered is not fully subscribed by shareholders and transferees of pre-emptive rights, the Board of Directors shall have the right to sell the remaining shares to existing shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the laws on securities.

4. The Board of Directors shall decide on the timing, method, and offering price of shares. The offering price shall not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except in the following cases:
  - a) Shares offered for the first time to persons other than founding shareholders;
  - b) Shares offered to all shareholders in proportion to their existing shareholding in SEABANK;
  - c) Shares offered to brokers or underwriters; in such case, the specific discount or discount rate must be approved by the General Meeting of Shareholders or its authorized delegate;
  - d) Other cases and the applicable discount levels as determined by the Board of Directors in accordance with the law.
5. Shares of SEABANK may be paid for in Vietnamese Dong, freely convertible foreign currencies, gold, land use rights, intellectual property rights, technology, technical know-how, and other assets that can be valued in Vietnamese Dong in accordance with relevant laws, and must be paid in full in a single payment.

Intellectual property rights used to pay for shares include copyrights, related rights, industrial property rights, rights to plant varieties, and other intellectual property rights as prescribed by intellectual property laws. Only individuals and organizations that are lawful owners of such rights may use these assets to pay for shares.

In cases where shares are paid for by land use rights or assets other than Vietnamese Dong, freely convertible foreign currencies, or gold, such assets must be necessary for the direct operations of SEABANK and must be approved by the General Meeting of Shareholders. The valuation and transfer of land use rights and ownership of such assets shall comply with relevant laws.
6. Shares shall be deemed sold when they are fully paid for and the purchaser's information is duly recorded in the shareholders' register as stipulated in Clause 2, Article 37 of this Charter; from that time, the purchaser shall become a shareholder of SEABANK.
7. Where the offering price of shares is higher than the par value, the difference shall be recorded as share premium.
8. SEABANK shall carry out procedures to amend the charter capital stated in its Operating License in accordance with applicable laws and regulations of the State Bank of Vietnam.<sup>68</sup>

### **Article 30. Transfer of Shares<sup>69</sup>**

1. All shares may be freely transferable unless otherwise provided in this Charter, SEABANK's internal regulations, and/or applicable laws.
2. An individual shareholder, or an institutional shareholder whose representative of capital contribution at SEABANK is a member of the Board of Directors, a member of the Supervisory Board, or the The General Director of SEABANK, shall not transfer their shares during their term of office.
3. During the period of handling consequences arising from personal liabilities in accordance with resolutions or decisions of the General Meeting of Shareholders or decisions of the State Bank of Vietnam, members of the Board of Directors, members of the Supervisory Board, and the The General Director shall not transfer their shares, except in one of the following cases:

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<sup>70</sup> Point b, Clause 1, Article 37 of the Law on Credit Institutions 2024

<sup>69</sup> Article 127 of the Law on Enterprises 2020 and Article 64 of the Law on Credit Institutions 2024.

- a) Where such persons act as authorized representatives of institutional shareholders that are subject to merger, consolidation, division, separation, dissolution, or bankruptcy in accordance with law;
  - b) Where they are required to transfer shares pursuant to a legally effective judgment or decision of a Court;
  - c) Where they transfer shares to other investors to implement an approved recovery plan, plan for transfer of the entire capital contribution, or compulsory transfer plan.
4. Any acquisition or transfer of shares resulting in a person becoming a major shareholder of SEABANK must obtain prior written approval from the State Bank of Vietnam. Shareholders, purchasers, and transferees of shares of SEABANK shall be responsible for requesting and coordinating with SEABANK to carry out procedures for obtaining such approval.
  5. Transfers of shares shall be conducted through transactions on the securities market. The order, procedures, and recording of ownership shall comply with the laws on securities.
  6. In the event that an individual shareholder dies, their heir(s) under a will or by law shall become shareholder(s) of SEABANK.
  7. In the event that an individual shareholder dies without heirs, or the heir refuses or is disqualified from inheritance, such shares shall be handled in accordance with civil law.
  8. A shareholder has the right to donate all or part of their shares in SEABANK to another person or to use shares to settle debts. Individuals or organizations receiving such donations or debt settlements in shares shall become shareholders of SEABANK.
  9. Individuals or organizations receiving shares in the cases specified in this Article shall become shareholders of SEABANK only from the time their information is fully recorded in the Shareholders' Register as stipulated in Clause 2, Article 37 of this Charter.

### **Article 31. Share Repurchase<sup>70</sup>**

1. SEABANK may repurchase shares it has issued (including redeemable preference shares) in accordance with the methods, conditions, order, and procedures provided in this Charter, the 2020 Law on Enterprises, and the laws on securities.
2. SEABANK may only repurchase shares from shareholders if, after full payment of the amount corresponding to the repurchased shares, it still ensures compliance with prudential ratios applicable to banking operations and the actual value of its charter capital is not reduced below the statutory capital level.
3. SEABANK may resell repurchased shares as stipulated in Clauses 1 and 2 of this Article in accordance with the methods, conditions, order, and procedures compliant with the laws on securities.

### **Article 32. Issuance of Bonds**

1. SEABANK shall have the right to issue bonds, convertible bonds, and other types of bonds in accordance with applicable laws and this Charter. The issuance of bonds and convertible bonds must comply with the laws on enterprises, the Law on Credit Institutions 2024, and the laws on securities.
2. The General Meeting of Shareholders shall approve:
  - a) Plans for issuance, repurchase, and conversion of privately placed convertible bonds and privately placed bonds with warrants issued domestically;
  - b) Plans for issuance, repurchase, and conversion of convertible bonds and bonds with warrants issued in international markets.

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<sup>70</sup> Article 65 of Law on Credit Institution 2024 and Article 132,133 of Enterprises Law 2020.

3. The Board of Directors shall approve bond issuance plans and report to the General Meeting of Shareholders at the nearest meeting, except for the cases specified in Clause 2 of this Article. The Board of Directors shall also detail matters not specifically provided in the plans for issuance of convertible bonds, bonds with warrants, and other matters related to SEABANK's bond issuance.

## **CHAPTER III – ORGANIZATIONAL AND MANAGEMENT STRUCTURE OF SEABANK**

### **SECTION I – ORGANIZATIONAL STRUCTURE AND GOVERNANCE**

#### **Article 33. Organizational and Management Structure**

1. The organizational and management structure of SEABANK shall comprise:
  - a) The General Meeting of Shareholders;
  - b) The Board of Directors;
  - c) The Supervisory Board;
  - d) The General Director.
2. The Board of Directors shall promulgate internal regulations on organization, governance, and operations of the Bank in compliance with this Law and other relevant laws, except for matters falling under the authority of the General Meeting of Shareholders.
3. The Board of Directors, the Supervisory Board, and the General Director shall establish mechanisms for delegation of authority, authorization, and assignment of duties within the Board of Directors, Supervisory Board, and the Executive Management, in accordance with applicable laws, ensuring that SEABANK is managed and operated in a safe, effective, and smooth manner.

### **SECTION II – SHAREHOLDERS**

#### **Article 34. Shareholders**

1. SEABANK shall have at least 100 shareholders and no maximum limit, unless otherwise provided by law. Foreign organizations and individuals may only purchase shares of SEABANK in accordance with applicable laws and relevant regulations of SEABANK.
2. The appointment of authorized representatives of institutional shareholders at SEABANK shall be carried out in accordance with the following provisions:
  - a) An authorized representative of an institutional shareholder must be an individual authorized in writing, on behalf of such shareholder, to exercise the rights and obligations in accordance with applicable laws and this Charter.
  - b) An institutional shareholder holding at least 10% of the total ordinary shares of SEABANK may authorize up to three (03) representatives.
  - c) Where a shareholder appoints multiple authorized representatives, it must specify the number of shares corresponding to each representative. If such allocation is not specified, the shares shall be equally divided among the authorized representatives.
  - d) The written authorization appointing an authorized representative must be notified to SEABANK and shall only take effect vis-à-vis SEABANK from the date SEABANK receives such notification. The authorization document must include the following principal contents:

- (i) Name, enterprise code, and head office address of the shareholder;
  - (ii) Number of authorized representatives and the ownership ratio or number of shares corresponding to each representative;
  - (iii) Full name, contact address, nationality, and personal identification number of each authorized representative;
  - (iv) Term of authorization of each authorized representative, clearly stating the effective commencement date;
  - (v) Full name and signature of the legal representative of the shareholder and of each authorized representative.
- e) An authorized representative must meet the following criteria and conditions:
- (i) Not falling under cases prohibited from establishing and managing enterprises;
  - (ii) Other criteria and conditions as prescribed by law.
- f) Responsibilities of authorized representatives of institutional shareholders:
- (i) The authorized representative shall, on behalf of the shareholder, exercise the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with this Charter and applicable laws. Any restriction imposed by the shareholder on the authorized representative in exercising such rights and obligations shall not be effective against third parties.
  - (ii) The authorized representative shall attend all meetings of the General Meeting of Shareholders; exercise the authorized rights and obligations honestly, prudently, and to the best of their ability, and protect the legitimate interests of the appointing shareholder.
  - (iii) The authorized representative shall be liable to the appointing shareholder for any breach of the responsibilities set out in this Article. The appointing shareholder shall be liable to third parties for obligations arising from the exercise of rights and obligations through the authorized representative

## **Article 35. Rights of Shareholders**

### **1. Ordinary shareholders shall have the following rights:<sup>71</sup>**

- a) To attend and speak at meetings of the General Meeting of Shareholders (GMS) and exercise voting rights directly or through an authorized representative. Each ordinary share shall carry one vote.
- b) To receive dividends in accordance with resolutions of the GMS.
- c) To be given priority to subscribe for new shares offered in proportion to each shareholder's holding of ordinary shares in SEABANK.
- d) To transfer shares and/or rights to subscribe for shares to other shareholders of SEABANK or to other organizations or individuals in accordance with this Charter, SEABANK's regulations, and applicable laws.
- e) To review, inspect, and extract information on names and contact addresses in the list of shareholders entitled to vote; and to request correction of inaccurate personal information.
- f) To review, inspect, extract, and copy SEABANK's Charter, minutes of GMS meetings, and resolutions and decisions of the GMS in accordance with SEABANK's regulations and applicable laws.

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<sup>71</sup> Article 61 of the Law on Credit Institutions 2024; Article 115 of the Law on Enterprises 2020; Article 41 of the Law on Securities 2019.

- g) To receive a portion of the remaining assets corresponding to their shareholding in SEABANK upon dissolution or bankruptcy of SEABANK.
  - h) To authorize in writing another person to exercise their rights and obligations; the authorized person may not further delegate and may not nominate themselves as a candidate.
  - i) To nominate or stand for election to the Board of Directors and the Supervisory Board in accordance with this Charter, SEABANK's internal regulations, and applicable laws.
  - j) To be treated equally.
  - k) To access full periodic and ad hoc information disclosed by SEABANK in accordance with applicable laws.
  - l) Other rights as prescribed by law and this Charter..
2. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:<sup>72</sup>
- a) To review, inspect, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for those relating to SEABANK's trade secrets and business secrets.
  - b) To request the convening of a GMS in cases where the Board of Directors seriously violates shareholders' rights, obligations of managers, or makes decisions beyond its authority.
  - c) To request the Supervisory Board to examine specific matters relating to the management and operation of SEABANK when deemed necessary. Such request must be made in writing and include: full name, contact address, nationality, and personal identification number (for individual shareholders); name, enterprise code or legal document number, and head office address (for institutional shareholders); number of shares and date of share registration of each shareholder, total shares held by the group and ownership ratio in SEABANK; matters to be examined and purposes of the examination; and supporting documents and evidence demonstrating the necessity of such request.
  - d) To nominate or stand for election to the Board of Directors and the Supervisory Board of the Bank in accordance with this Charter, SEABANK's regulations, and applicable laws.
  - e) Other rights as provided in this Charter and in accordance with applicable laws.<sup>73</sup>.
3. In addition to the rights stipulated in Clauses 1 and 2 of this Article, a shareholder or group of shareholders holding more than 10% of the total ordinary shares shall have the right to request the convening of a GMS.
4. Shareholders or groups of shareholders specified in point b, Clause 2 and Clause 3 of this Article requesting the convening of a GMS must make such request in writing, including: full name, contact address, nationality, and personal legal identification (for individual shareholders); name, enterprise code or legal document number, and head office address (for institutional shareholders); number of shares and date of share registration of each shareholder, total shares held by the group and ownership ratio in SEABANK; and the grounds and reasons for requesting the GMS.

The request must be accompanied by documents and evidence of violations by the Board of Directors, the extent of such violations, or decisions made beyond authority. The requesting shareholder(s) shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of a GMS.

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<sup>72</sup> Clause 2, Article 115 of the Law on Enterprises 2020 and Clause 18, Article 1 of the Law amending the Law on Enterprises in 2025.

<sup>73</sup> Point d, Clause 2, Article 67 of the Law on Credit Institutions 2024.

## **Article 36. Obligations of Shareholders<sup>74</sup>**

1. Ordinary shareholders shall have the following obligations:
  - a) To provide accurate information and contact address when subscribing for or receiving transfers of shares;
  - b) To fully pay for the number of shares subscribed within the time limit prescribed by SEABANK; and to be liable for debts and other property obligations of SEABANK within the amount of capital contributed to SEABANK;
  - c) To be responsible before the law for the legality of the capital used to contribute, purchase, or receive transfers of shares in SEABANK; not to use funds provided by credit institutions or foreign bank branches to acquire or receive transfers of shares in SEABANK; not to contribute capital or purchase shares in SEABANK under the name of another individual or legal entity in any form, except for entrusted investment in accordance with the law;
  - d) Not to withdraw the contributed capital in the form of ordinary shares from SEABANK in any manner, except where such shares are repurchased by SEABANK or transferred to another person. In case a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons in SEABANK shall be jointly liable for debts and other property obligations of SEABANK within the value of the withdrawn shares and for any damages incurred;
  - e) To comply with the Charter and internal rules and regulations of SEABANK;
  - f) To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
  - g) To maintain confidentiality of information provided by SEABANK in accordance with this Charter and applicable laws; to use such information only for exercising and protecting their lawful rights and interests; and not to disclose, copy, or distribute such information to any other organization or individual;
  - h) To perform other obligations as prescribed in this Charter and in accordance with applicable laws.
2. Shareholders receiving entrusted investments on behalf of other organizations or individuals must provide SEABANK with information on the beneficial owners of the shares held under such entrusted investment. SEABANK shall have the right to suspend shareholder rights of such shareholders if they fail to provide, or provide incomplete or inaccurate information regarding the beneficial owners.
3. Shareholders holding 1% or more of SEABANK's charter capital must provide information to SEABANK in accordance with Article 77 of this Charter.
4. Shareholders must ensure that the information they provide and disclose is truthful, accurate, complete, and timely, and shall be responsible for such provision and disclosure of relevant information in accordance with this Article.

## **Article 37. Register of Shareholders<sup>75</sup>**

1. SEABANK shall establish and maintain a Register of Shareholders from the date of issuance of its Enterprise Registration Certificate. The Register of Shareholders may be in the form of a physical document or an electronic data file recording information on share ownership of SEABANK's shareholders.
2. The Register of Shareholders shall be kept at SEABANK's head office or at the Vietnam Securities Depository and Clearing Corporation and/or other organizations authorized to maintain the register of shareholders.

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<sup>74</sup> Article 62 of the Law on Credit Institutions 2024; Article 119 of the Law on Enterprises 2020.

<sup>75</sup> Article 122 of the Law on Enterprises 2020.

3. In the event that a shareholder changes their contact address, such shareholder must promptly notify SEABANK or the depository member where the shares are deposited for updating in the Register of Shareholders. SEABANK shall not be responsible for any failure to contact a shareholder due to the shareholder's failure to notify such change of address.
4. The updating of changes relating to shareholders in the Register of Shareholders at the request of shareholders shall be carried out in accordance with applicable laws.

### **SECTION III – GENERAL MEETING OF SHAREHOLDERS**

#### **Article 38. General Meeting of Shareholders**<sup>76</sup>

1. The General Meeting of Shareholders (GMS) comprises all shareholders with voting rights and is the highest decision-making body of SEABANK. The GMS shall have the following rights and duties:
  - a) To approve the development orientation of SEABANK;
  - b) To adopt, amend, and supplement the Charter of SEABANK;
  - c) To approve regulations on the organization and operation of the Board of Directors (BOD), the Supervisory Board (SB), and the internal corporate governance regulations of SEABANK;
  - d) To decide on the number of members of the BOD and SB for each term; to elect, dismiss, remove, supplement, and replace members of the BOD and SB in accordance with the conditions and standards prescribed in this Charter and applicable laws;
  - e) To decide on remuneration, bonuses, and other benefits of members of the BOD and SB, and the operating budgets of the BOD and SB;
  - f) To consider and handle, within its authority, violations committed by the BOD and SB causing damage to SEABANK and its shareholders;
  - g) To decide on the organizational and management structure of SEABANK;
  - h) To approve plans for changes in charter capital; to approve plans for share offerings, including types and number of shares to be offered;
  - i) To approve plans for repurchase of shares in accordance with law;
  - j) To approve plans for issuance of convertible bonds;
  - k) To approve remedial plans in cases where SEABANK is subject to early intervention;
  - l) To approve annual financial statements; and plans for distribution of profits after fulfillment of tax and other financial obligations;
  - m) To approve reports of the BOD and SB on the performance of their duties and powers;
  - n) To decide on the establishment or transformation of forms of commercial presence abroad and subsidiaries of SEABANK;
  - o) To approve plans for capital contribution, acquisition, or disposal of shares or capital contributions of SEABANK in enterprises or other credit institutions where the value of such investment, purchase price, or book value (in case of disposal) is equal to or exceeds 20% of SEABANK's charter capital as stated in the most recent audited financial statements;

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<sup>76</sup> Clause 3, Article 67 of the Law on Credit Institutions 2024, and Articles 138, 147, and 148 of the Law on Enterprises 2020.

- p) To approve decisions on investment, acquisition, or disposal of fixed assets of SEABANK where the investment value, purchase price, or original price (in case of disposal) is equal to or exceeds 20% of SEABANK's charter capital as stated in the most recent audited financial statements;
  - q) To approve contracts and transactions with a value equal to or exceeding 20% of SEABANK's charter capital as stated in the most recent audited financial statements between SEABANK and members of the BOD, members of the SB, the General Director, major shareholders of SEABANK, related persons of managers, members of the SB, major shareholders, or subsidiaries and affiliates of SEABANK;
  - r) To decide on division, separation, consolidation, merger, conversion of legal form, dissolution, or request for bankruptcy proceedings of SEABANK;
  - s) To decide on the selection of an independent auditing firm in accordance with Article 83 of this Charter;
  - t) To decide on measures to address significant financial fluctuations of SEABANK;
  - u) Other rights and duties as prescribed in this Charter and applicable laws.
2. Resolutions of the GMS shall be adopted as follows:
- a) The GMS shall adopt resolutions within its authority by voting at meetings or by collecting written opinions.
  - b) Except for the cases specified in points c and d of this Clause and Clause 3, a resolution of the GMS shall be adopted when approved by shareholders representing more than 50% of the total voting rights of attending shareholders, or more than 50% of the total voting rights of all shareholders in the case of written opinion collection.
  - c) Resolutions on the following matters must be approved by shareholders representing more than 65% of the total voting rights of attending shareholders, or more than 65% of the total voting rights of all shareholders in the case of written opinion collection:
    - (i) Approval of plans to change charter capital; approval of share offering plans, including types and number of shares to be offered;
    - ii) Approval of decisions on investment, acquisition, or disposal of fixed assets where the value is equal to or exceeds 20% of SEABANK's charter capital as stated in the most recent audited financial statements.
  - d) Resolutions on matters specified in point r, Clause 1 of this Article must be approved by shareholders representing more than 65% of the total voting rights of attending shareholders..
3. Voting for election of members of the BOD and SB must be conducted using cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the BOD or SB, and may allocate all or part of such votes to one or several candidates. Candidates shall be elected based on the number of votes from highest to lowest until all required positions are filled. In case two or more candidates receive equal votes for the last position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the election regulations<sup>77</sup> or other relevant regulations of SEABANK<sup>77</sup>.
4. Resolutions of the GMS on the following matters must be adopted by voting at a GMS meeting:<sup>78</sup>
- a) Approval of the development orientation of SEABANK;

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<sup>77</sup> Clause 3, Article 148 of the Law on Enterprises 2020.

<sup>78</sup> Clause 5, Article 67 of the Law on Credit Institutions 2024.

- b) Decisions on the number of members of the BOD and SB for each term; election, dismissal, removal, supplementation, and replacement of members of the BOD and SB in accordance with this Charter and applicable laws;
- c) Consideration and handling of violations by the BOD and SB causing damage to SEABANK and its shareholders;
- d) Decisions on division, separation, consolidation, merger, conversion of legal form, dissolution, or request for bankruptcy proceedings of SEABANK.

### **Article 39. Authority to Convene the General Meeting of Shareholders**<sup>79</sup>

1. The Board of Directors (BOD) shall convene annual and extraordinary General Meetings of Shareholders (GMS). The BOD shall convene extraordinary GMS meetings in the cases specified in Clause 4 of this Article.
2. The GMS shall be held annually once a year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The venue and format of the GMS shall be decided by the BOD and shall be determined as the location where the Chairperson attends the meeting, which must be within the territory of Vietnam.
3. The annual GMS must be held within four (04) months from the end of the financial year. The BOD may decide to extend the time for holding the annual GMS where necessary, but not exceeding six (06) months from the end of the financial year.
4. An extraordinary GMS shall be convened by decision of the BOD in the following cases:<sup>80</sup>
  - a. The BOD deems it necessary for the interests of SEABANK;
  - b. The number of remaining members of the BOD or the Supervisory Board (SB) falls below the minimum number as prescribed by law or this Charter;
  - c. At the request of a shareholder or a group of shareholders holding more than 10% of the total ordinary shares;
  - d. At the request of a shareholder or a group of shareholders holding 5% or more of the total ordinary shares in cases where the BOD seriously violates shareholders' rights, obligations of managers, or makes decisions beyond its authority. In this case, such shareholders shall comply with Clause 4, Article 35 of this Charter;
  - e. At the request of the SB;
  - f. Upon request of the State Bank of Vietnam when events occur affecting the safety of SEABANK's operations;
  - g. Other cases as prescribed by law.
5. The BOD must convene a GMS within **90 days** from the date the number of remaining members of the BOD or SB falls below the minimum as prescribed in point b, Clause 4 of this Article, or from the date of receipt of the requests specified in points c, d, e, and f, Clause 4 of this Article.
6. If the BOD fails to convene the GMS in accordance with Clause 5 of this Article, within the following **30 days**, the SB shall replace the BOD in convening the GMS in accordance with this Charter and applicable laws.

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<sup>79</sup> Articles 139 and 140 of the Law on Enterprises 2020.

<sup>80</sup> Clause 2, Article 67 of the Law on Credit Institutions 2024.

7. If the SB fails to convene the GMS, the shareholder(s) or group of shareholders specified in point b, Clause 2 and Clause 3, Article 35 of this Charter shall have the right to represent SEABANK to convene the GMS in accordance with this Charter and applicable laws.
8. The person convening the GMS shall perform the following tasks to organize the meeting:
  - a) Prepare the list of shareholders entitled to attend the GMS based on the shareholder list provided by the Vietnam Securities Depository and Clearing Corporation in accordance with regulations;
  - b) Provide information and resolve complaints related to the shareholder list;
  - c) Prepare the meeting agenda and contents;
  - d) Prepare documents for the meeting;
  - e) Draft resolutions of the GMS according to the proposed agenda; prepare the list and detailed information of candidates in case of election of members of the BOD or SB;
  - f) Determine the time, venue, and format of the meeting;
  - g) Send notices of invitation to each shareholder entitled to attend the meeting in accordance with regulations;
  - h) Perform other tasks to serve the meeting.
9. All reasonable expenses for convening and conducting a GMS shall be reimbursed by SEABANK; for clarity, such expenses shall not include costs incurred by shareholders for attending the GMS, such as accommodation, travel, and other related expenses.

#### **Article 40. List of Shareholders Entitled to Attend the General Meeting of Shareholders<sup>81</sup>**

1. The list of shareholders entitled to attend the General Meeting of Shareholders (GMS) shall be prepared based on the Register of Shareholders, the securities ownership register, and the consolidated list of securities holders entitled to exercise rights provided by the Vietnam Securities Depository and Clearing Corporation.
2. The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days prior to the date of dispatch of the notice of invitation to the GMS. SEABANK must disclose information regarding the preparation of such list at least twenty (20) days prior to the record date.
3. Shareholders shall have the right to inspect, review, extract, and copy names and contact addresses of shareholders in the list of shareholders entitled to attend the GMS; and to request correction of inaccurate information or supplementation of necessary information relating to themselves in such list. The order and procedures for requesting information from the Register of Shareholders shall comply with this Charter and other regulations of SEABANK from time to time.

#### **Article 41. Agenda and Contents of the General Meeting of Shareholders<sup>82</sup>**

1. The person convening the GMS shall prepare the agenda, contents, form, and method of the meeting.
2. Shareholders or groups of shareholders as stipulated in Clause 2, Article 35 of this Charter shall have the right to propose matters to be included in the agenda of the GMS. Such proposals must be made in writing and submitted to SEABANK no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by such shareholder, and the matters proposed to be included in the agenda. The proposal shall be officially included in the agenda and contents of the meeting if approved by the GMS.
3. The person convening the GMS shall have the right to refuse proposals specified in Clause 2 of this Article only in the following cases:

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<sup>81</sup> Article 144 of the Law on Enterprises 2020.

<sup>82</sup> Article 142 of the Law on Enterprises 2020.

- a) The proposal is not submitted in accordance with Clause 2 of this Article;
  - b) The proposed matter does not fall within the decision-making authority of the GMS;
  - c) The proposed matter is inconsistent with the Charter of SEABANK and/or applicable laws.
4. The GMS must discuss and vote on decisions regarding matters included in the agenda. A resolution of the GMS approved by 100% of the total voting shares present at the meeting shall be lawful and effective even if the procedures for convening the meeting and passing such resolution are not in full compliance with applicable laws and this Charter.<sup>83</sup>

**Article 42. Notice of Invitation to the General Meeting of Shareholders**<sup>84</sup>

1. The person convening the General Meeting of Shareholders (GMS) must send a notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting.
2. The notice of invitation must include the name, head office address, enterprise code of SEABANK; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements applicable to attendees.
3. The notice of invitation shall be sent by a method ensuring delivery to the shareholder's contact address and published on SEABANK's website; and may be published in a central or local daily newspaper where deemed necessary.
4. Where shareholders have provided SEABANK and/or SEABANK has obtained from the Vietnam Securities Depository and Clearing Corporation the email address and/or mobile phone number of shareholders, the notice of invitation may be sent to such email and/or mobile number and shall be deemed a valid method of delivery.
5. Shareholders are responsible for updating any changes to their email address, mobile phone number, or other identifying information with SEABANK or the depository member where their shares are deposited. SEABANK shall not be responsible if the notice fails to reach shareholders due to failure to update such information or updates made after the notice has been sent.
6. The notice of invitation must be accompanied by the following documents:
  - a) Meeting agenda, documents to be used at the meeting, and draft resolutions for each item on the agenda;
  - b) Voting ballot.
7. The sending of meeting documents as specified in Clause 6 of this Article may be replaced by posting such documents on SEABANK's website. In such case, the notice of invitation must clearly state the location and method for accessing and downloading the documents.

**Article 43. Right to Attend the General Meeting of Shareholders**<sup>85</sup>

1. Shareholders and authorized representatives of institutional shareholders may attend the GMS in person, or authorize in writing one or more individuals or organizations to attend on their behalf, or participate through one of the forms specified in Clause 3 of this Article.
2. The authorization of an individual or organization to attend the GMS must be made in writing in accordance with applicable laws, the regulations on organization of the GMS, and other relevant regulations. The authorized person must present the original power of attorney upon registration before entering the meeting.
3. A shareholder shall be deemed to have attended and voted at the GMS in the following cases:

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<sup>83</sup> Clause 2, Article 152 of the Law on Enterprises 2020.

<sup>84</sup> Article 143 of the Law on Enterprises 2020.

<sup>85</sup> Article 144 of Law on Enterprises 2020

- a) Attending and voting in person at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting, or other electronic means.

The procedures for meetings and voting conducted via online conference, hybrid (in-person combined with online), electronic voting, or other electronic forms shall be determined and guided by the person convening the GMS, ensuring compliance with SEABANK's actual conditions and applicable laws (if any);

- d) Sending the original voting ballot, duly completed, signed, and sealed (if any), to the meeting via postal service/courier and/or by email to the address and/or email of SEABANK as specified in the notice of invitation;
- e) Sending voting ballots by other means as provided in this Charter and other relevant regulations of SEABANK.

**Article 44. Conditions for conducting the GMS<sup>86</sup>**

1. The GMS is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
2. In case the first meeting does not meet the conditions to be held as prescribed in Clause 1 of this Article, a second meeting shall be convened within 30 days from the date of the first meeting scheduled to open, unless otherwise decided by the GMS or the Board of Directors. The second meeting of the GMS shall be convened when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
3. In case the second meeting of the GMS does not meet the conditions to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the second meeting scheduled to be held. The third meeting of the GMS shall be convened regardless of the total number of votes of the shareholders attending the meeting.

**Article 45. Meeting and voting protocols at the GMS <sup>87</sup>**

The procedures for conducting meetings and voting at the GMS are as follows, unless otherwise provided by the GMS or/and the Board of Directors:

1. Before opening the meeting, shareholders must register to attend the GMS.
2. The election of the Chairman, Secretary and Counting Committee is regulated as follows:
  - a) The Chairman of the BOD shall be the chair or authorize a member of BOD to chair the GMS if it is convened by the BOD. In case the chairman of the BOD is not present or is temporarily unable to work, the remaining members of the BOD shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the head of the BOS shall preside over the election of the GMS chair, in which case the person that receives the most votes will be the chair;
  - b) In other cases, the person who signs the summons for the GMS shall direct the GMS to elect the Chairman of the meeting and the person with the highest number of votes shall be the Chairman of the meeting;
  - c) The Chairman shall appoint one or several persons to act as the Secretary of the meeting;

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<sup>86</sup> Article 145 of Law on Enterprises 2020

<sup>87</sup> Article 146,147 and 150 of Law on Enterprises 2020

- d) The GMS shall elect one or several persons to the ballot counting committee and the voting ballot upon the proposal of the Chairman of the meeting;
3. The agenda and content of the meeting must be approved by the GMS immediately at the opening session. The agenda must clearly and specifically identify the time for each issue in the agenda.
4. The Chairman has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
5. The GMS discusses and votes on each issue in the agenda. Voting is conducted by voting for approval, disapproval, and no opinion. The vote counting results are announced by the Chairman immediately before the closing of the meeting, unless otherwise decided by the GMS.
6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to participate in voting immediately after registration. In this case, the validity of the previously voted contents remains unchanged.
7. The convener or chairman of the GMS has the right to request all meeting attendees to be subject to inspection or other legal and reasonable security measures; request the competent authority to maintain order at the meeting; expel from the GMS those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security inspection requirements.
8. The Chairman has the right to postpone a meeting of the GMS with a sufficient number of registered attendees for no more than three working days from the scheduled opening date and may only postpone the meeting or change the meeting location in the following cases:
  - a) The meeting venue does not have enough convenient seating for all attendees;
  - b) The means of communication at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss and vote;
  - c) There are attendees who obstruct or disrupt order, with the risk of making the meeting not be conducted fairly and legally.
9. In case the Chairman postpones or suspends the GMS contrary to the provisions of Clause 8 of this Article, the GMS shall elect another person from among the attendees to replace the Chairman to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
10. The GMS must be recorded in minutes and may be recorded or recorded and saved in other electronic forms. The minutes of the GMS must include the following main contents<sup>88</sup>:
  - a) Name, head office, enterprise code of SEABANK;
  - b) Time and place of the GMS;
  - c) Meeting agenda and content;
  - d) Full name of the Chairman and secretary;
  - e) Summary of the meeting proceedings and inputs expressed at the GMS on each issue in the meeting agenda;

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<sup>88</sup> Article 150 of Law on Enterprises 2020

- f) Number of shareholders and total number of votes of shareholders attending, appendix of the list of shareholders registered, shareholder representatives attending the meeting with the number of shares and number of votes, corresponding ballots;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage of the total number of votes of shareholders attending the meeting.
- h) Issues approved and corresponding percentage of approved votes.
- i) Full name, signature of the Chairman and secretary.

In case the Chairman, secretary refuse to sign the minutes of the meeting, the minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The minutes of the meeting shall clearly state that the Chairman and secretary refused to sign the minutes of the meeting.

The minutes of the GMS must be prepared in Vietnamese and may be prepared in a foreign language. Minutes prepared in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.

11. The minutes of the GMS must be completed and approved before the end of the meeting.
12. The minutes of the GMS, the appendix of the list of shareholders registered to attend the meeting, the resolutions passed and relevant documents attached to the meeting invitation must be kept at the head office of SEABANK. The minutes of the GMS must be sent to all shareholders within 15 days from the end of the meeting; the sending of the minutes of the GMS can be replaced by posting on the electronic information page of SEABANK.

**Article 46. Ratification of resolutions of the GMS in the form of collecting written opinions <sup>89</sup>**

1. The Board of Directors has the right to collect shareholders' opinions in writing in order to adopt all matters within the authority of the GMS when deemed necessary for the benefit of SEABANK, including the contents stipulated in Clauses 1 and 2 of Article 38 of this Charter, except for the cases specified in Clause 4 of Article 38 of this Charter.
2. The Board of Directors shall prepare ballots for collecting opinions, draft resolutions of the GMS, and explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than 10 days prior to the deadline for returning the ballots or another longer period as decided by the Board of Directors at the time of collecting opinions. The preparation of the list of shareholders to whom ballots are sent shall be carried out in accordance with regulations on information disclosure and the rules of the Vietnam Securities Depository and Clearing Corporation. The requirements and methods of sending ballots and accompanying documents shall be implemented in accordance with Article 42 of this Charter.
3. A ballot must contain the key information as follows:
  - a) name, address of head office, EID number;
  - b) Purpose of collecting opinions;

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<sup>89</sup> Articles 148 and 149 of Law on Enterprises 2020.

- c) If the shareholder is an individual: full name, mailing address, nationality, legal document number; If the shareholder is an organization: name, EID number or legal document number of the organization or full name, mailing address, nationality, legal document number of the organization's representative; quantity of each type of shares and number of votes of the shareholder;
  - d) The issues that need voting;
  - e) The options including affirmative, negative, abstention;
  - f) Deadline for returning to SEABANK the completed ballots of collected opinions;
  - g) Full name and signature of BOD's Chairman.
4. Shareholders may send the completed ballots of collected opinions to SEABANK by mail or email in accordance with the following regulations:
- a) The completed ballot must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization;
  - b) In case of sending a letter, the ballot sent to SEABANK must be contained in a sealed envelope and no one is allowed to open it before the vote counting;
  - c) In case of sending an email, the ballot sent to SEABANK must be kept confidential until the time of vote counting;
  - d) The ballots sent to SEABANK after the deadline specified in the ballot content or opened in case of sending a letter and disclosed in case of sending an email are invalid;
  - e) The ballots that are not returned are considered as non-voting ballots.
5. The BOD shall organize vote counting and issue a vote counting record in the presence of the BOS or the shareholders that are not holding any managerial position in SEABANK. The vote counting record shall have the following information:
- a) Name, headquarter address, EID number;
  - b) Purposes and issue that needs voting;
  - c) Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
  - d) Quantities of affirmative votes, negative votes and abstentions on each issue;
  - e) Ratified decisions and corresponding ratio of affirmative votes;
  - f) Full names and signatures of BOD's Chairman, vote counting supervisors and vote counters.
6. The members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
7. Resolutions of the GMS passed in the form of collecting shareholders' written inputs with the same value as resolutions passed at the GMS.

8. The minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. In case SEABANK has website, the sending of the minutes of vote counting and resolutions can be replaced by posting them on SEABANK's electronic information page.
9. The returned ballots, vote counting minutes, adopted resolutions and related documents attached to the ballots are kept at SEABANK's head office.

**Article 47. Effectiveness of resolutions, decisions of the GMS<sup>90</sup>**

1. Resolutions and decisions of the GMS shall take effect from the date of approval or from the effective date stated in such resolution.
2. A resolution of the GMS passed by 100% of the total number of voting shares is legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of law and this Charter;
3. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the GMS as prescribed in Article 48 of this Charter, such resolutions shall remain effective until the Court or Arbitration's decision to annul such resolution takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

**Article 48. Request for cancellation of resolution, decision made by the GMS<sup>91</sup>**

Within 90 (ninety) days from the date of receipt of the resolution or the minutes of the GMS or the minutes of the vote counting to seek inputs of the GMS, shareholders and groups of shareholders specified in Clause 2, Article 35 of this Charter have the right to request the Court or Arbitration to consider and cancel the resolution or part of the resolution content of the GMS in the following cases

1. The sequences and procedures for convening the GMS and issuing decisions prescribed in relevant laws and this Charter are not followed, except for the cases specified in Clause 2 Article 47 of this Charter;
2. The contents of the resolution violation the laws or SEABANK's Charter.

**Article 49. Report on results of the GMS<sup>92</sup>**

Within 15 days from the date of closing the GMS or from the date of closing the vote counting in case of collecting written inputs, SEABANK must send to the State Bank of Vietnam all resolutions and decisions approved by the GMS.

## **SECTION IV. THE BOARD OF DIRECTORS**

**Article 50. Composition and tenure of BOD<sup>93</sup>**

1. The Board of Directors is the governing body with full authority to decide and exercise the rights and obligations of SEABANK, except for matters under the rights and obligations of the GMS.
2. The Board of Directors of SEABANK has at least 05 members and no more than 11 members,

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<sup>90</sup> Article 152 of Law on Enterprises 2020.

<sup>91</sup> Article 151 of Law on Enterprises 2020.

<sup>92</sup> Article 68 of Law on Credit Institutions 2024

<sup>93</sup> Article 50 of Law on Credit Institutions 2024, Articles 153 and 154 of Law on Enterprises 2020

including at least 02 independent members. 2/3 of the total members of the Board of Directors must be independent members and members must not be executives of SEABANK.<sup>94</sup>

3. Individuals and their related persons or representatives of capital contributions of an organizational shareholder and their related persons may participate in the Board of Directors, but not exceeding 02 members of the Board of Directors.<sup>95</sup>
4. The tenure of the Board of Directors shall not exceed 05 years. The tenure of a member of the Board of Directors shall follow the term of the Board of Directors. The term of an additional or replaced member of the Board of Directors shall be the remaining tenure of the Board of Directors. The Board of Directors of the tenure that has just ended shall continue to operate until the Board of Directors of the new tenure takes over the work.
5. The structure of the Board of Directors aims at diversity in knowledge, experience, age, gender and professional skills of the Board of Directors to ensure that it is suitable for the reality and management needs of the Bank from time to time. When electing members of the Board of Directors, SEABANK must expect that at least one-third of the Board of Directors will participate in the election or re-election at the Annual GMS.
6. BOD shall elect, relieve from office and dismiss its Chairman, Vice-Chairman. The election, relief from office, dismissal, addition, replacement, and automatic loss of status of the Chairman, Deputy Chairman and members of BOD shall be conducted in accordance with the laws and this Charter.
7. In case the Board of Directors has fewer members than the minimum number of members as prescribed in Clause 2 of this Article, within 90 days from the date of insufficient minimum number of members, SEABANK must elect to supplement and ensure sufficient minimum number of members.
8. The Chairman of BOD shall be Vietnamese citizen who resides in Vietnam during his/her term of office.
9. In case foreign shareholders (including Vietnamese residing abroad) participate in the Board of Directors, the following additional conditions must be met, unless the GMS decides otherwise:
  - a) The ratio of the number of members of the Board of Directors must only correspond to the capital contribution ratio of all foreign shareholders at SEABANK;
  - b) Shall not hold the post of Chairman of BOD of SEABANK.
10. BOD shall use the seal of SEABANK in exercising its duties and powers.
11. The Board of Directors has a support unit. The functions, tasks, organizational structure and operation of the support unit are stipulated by the Board of Directors.<sup>96</sup>
12. The Board of Directors passes decisions by voting at meetings, collecting written inputs or other forms as decided by the Chairman of the Board of Directors. Each member of the Board of Directors has one vote.<sup>97</sup>
13. The Board of Directors is responsible to the GMS in performing the assigned duties and powers

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<sup>94</sup> Clause 1 Article 69 of Law on Credit Institutions 2024.

<sup>95</sup> Clause 3 Article 69 of Law on Credit Institutions 2024.

<sup>96</sup> Clause 4, Article 50 of Law on Credit Institutions 2024

<sup>97</sup> Clause 3 Article 153 of Law on Enterprises 2020.

according to this Charter and the relevant legal regulations.<sup>98</sup>

### **Article 51. Duties and rights of BOD<sup>99</sup>**

BOD shall have the following rights and duties:

1. Submit to the GMS to decide and approve the contents within the duties and powers of the GMS as stipulated in Clause 1, Article 38 of this Charter.
2. Decide on the establishment and the organizational structure of branches, representative offices and units of SEABANK domestically and overseas.
3. Decide on the strategy, medium-term development plan and annual business plan of SEABANK.
4. Appoint, dismiss, discipline, suspend and decide on salaries, bonuses, and other benefits for the positions of General Director, Deputy General Director and other executives in accordance with the internal regulations of the Board of Directors of SEABANK from time to time.
5. Approve the plan to contribute capital, purchase or sell shares or capital contributions of SEABANK in other enterprises or credit institutions where the capital contribution value, expected purchase price or book value in case of selling shares or capital contributions is less than 20% of SEABANK's charter capital recorded in the most recent audited financial statements; and appoint representatives of SEABANK's capital contributions in other enterprises or credit institutions, and decide on the remuneration and other benefits of those persons;
6. Approve the decision to invest in, purchase or sell fixed assets of SEABANK where the investment, expected purchase price or original price in case of selling fixed assets is 10% or more of SEABANK's charter capital recorded in the most recent audited financial statements, except for the investment, purchase or sale of assets of SEABANK under the decision-making authority of the GMS;
7. Decide on solutions for market development, marketing and technology transfer.
8. Decide credit granting in special cases to carry out socio-economic tasks according to the Prime Minister's decision and the laws, except for transactions under the decision-making authority of the GMS as prescribed in Clause 7, Article 136 of the Law on Credit Institutions 2024 and its amendments and supplements (if any).
9. Approve other contracts, transactions with value of equal or less than 20% of SEABANK's charter capital specified in the latest financial statement between SEABANK and:
  - a) SEABANK's subsidiaries, affiliates,
  - b) Members of BOD, members of Supervisory Board, General Director, major shareholders, and their affiliated persons.
10. Approve contracts and other transactions with a value of 10% or more of SEABANK's charter capital recorded in the most recent audited financial statements, except for contracts and other transactions under the decision-making authority of the GMS.
11. Inspect, supervise and direct the General Director and other executives in performing his/her assigned task; assess annually the performance of the General Director.

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<sup>98</sup> Clause 4 Article 69 of Law on Enterprises 2020.

<sup>99</sup> Article 70 of Law on Credit Institutions 2024 and Article 153 of Law on Enterprises 2020, Article 278 of Decree 155/2020/NĐ-CP CP

12. Promulgate internal regulations on organization, governance and operation of SEABANK in compliance with provisions of this Charter and relevant laws, except for matters under the authorities of the GMS.
13. Draft Statute on operations of the BOD and internal Statute on corporate governance and submit them to the GMS for approval before promulgation.
14. Decide on risk management policies and supervise the implementation of risk mitigations of SEABANK.
15. Review and approve SEABANK's annual reports.
16. Decide on the offering of new shares issued by SEABANK within the scope of the number of shares authorized for offering; decide to mobilize additional capital in other forms.
17. Decide on the offering price of shares and convertible bonds of SEABANK.
18. Decide on the repurchase of SEABANK's shares according to the approved plan.
19. Propose the profit distribution plan, dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process.
20. Establish and use funds, distribute dividends according to the decision of the GMS.
21. Prepare relevant contents and documents to submit to the GMS for decision, approve contents under the authority of the GMS, except for contents under the duties and powers of the Supervisory Board.
22. Approve the program and operation plan of the Board of Directors; program, contents, documents serving the GMS; convene the GMS or collect shareholders' inputs in writing to approve resolutions and decisions of the GMS;
23. Organize, inspect, and supervise the implementation of resolutions and decisions of the GMS or the Board of Directors.
24. Promptly notify the State Bank of information that negatively affects the qualifications of members of the Board of Directors, the Supervisory Board, and the General Director.
25. Appoint and dismiss persons with the right to represent the commercial or legal representative of SEABANK.
26. Propose the reorganization, dissolution or bankruptcy of the Bank.
27. Perform the duties and powers of the Owner at the Subsidiary and Affiliated Companies established or contributed capital by SEABANK.
28. Other duties and powers as prescribed in this Charter, the Bank's internal regulations and provisions of the laws.

**Article 52. Rights and duties of the Chairman, Vice Chairman, and members of BOD<sup>100</sup>**

1. The Chairman and Vice Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among the members of the Board of Directors elected by the GMS.
2. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member of the Board of Directors to exercise the rights and

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<sup>100</sup> Articles 70, 71 of Law on Credit Institutions 2024 and Article 156 of Law on Enterprises 2020

obligations of the Chairman of the Board of Directors, in accordance with the regulations of SEABANK from time to time. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, flees from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to temporarily hold the position of Chairman of the Board of Directors according to the majority principle until a new decision of the Board of Directors is made.<sup>101</sup>

3. The Chairman of BOD shall have the following rights and duties:
  - a) Prepare the program and plan of activities of the Board of Directors; be responsible for the implementation of its rights and obligations;
  - b) Sign documents under the authority of the Board of Directors for and on behalf of the Board of Directors;
  - c) Assign specific tasks to each member of the Board of Directors to manage the operations of SEABANK;
  - d) Prepare content, programs and documents for meetings; convene, chair and chair meetings to discuss and vote on issues within the duties and powers of the Board of Directors;
  - e) Organize the execution of resolutions and decisions of the Board of Directors;
  - f) Monitor and organize the supervision of the implementation of resolutions and decisions of the Board of Directors;
  - g) Chair the GMS;
  - h) Ensure that members of the Board of Directors receive complete, objective and accurate information and have enough time to discuss issues that the Board of Directors must consider;
  - i) Supervise members of the Board of Directors in the implementation of their assigned powers, obligations and tasks;
  - j) Only authorize another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors during his/her absence or/and inability to perform his/her duties;
  - k) Annually evaluate the performance of each member of the Board of Directors, the Committees/Councils/Boards under the Board of Directors and report to the GMS on the results of this evaluation;
  - l) Exercise other powers and duties of a member of the Board of Directors in accordance with the provisions of law and this Charter.
4. Vice Chairman of BOD shall have the following rights and duties:
  - a) Exercise the duties and rights assigned by the Chairman;
  - b) Exercise other rights and duties as regulated by the laws and in compliance with SEABANK's Charter.

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<sup>101</sup> Clause 4 Article 156 of Law on Enterprises 2020.

5. The members of BOD shall have the following rights and duties:<sup>102</sup>
- a) Exercise the rights and obligations of a member of the Board of Directors in accordance with the provisions of law, the State Bank, the Charter of SEABANK, the internal regulations of the Board of Directors and the assignment of the Chairman of the Board of Directors honestly and carefully, for the benefit of SEABANK and shareholders; promote the independence of independent members of the Board of Directors in exercising their rights and obligations; be responsible for the exercise of their rights and obligations;
  - b) Review the audit report of the financial statements prepared by the independent auditor, give inputs or request the bank's executives, independent auditors and internal auditors to explain and clarify issues related to the report.
  - c) Request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors;
  - d) Attend all meetings of the Board of Directors; discuss and vote on issues within the duties and powers of the Board of Directors as prescribed in this Charter. Be personally responsible before the law, the GMS and the Board of Directors for their inputs; In case the voting content has a conflict of interest with any member, that member shall not be allowed to participate in the voting;
  - e) A member of the Board of Directors shall not authorize another person to attend the meeting of the Board of Directors to decide on the contents specified in Clauses 1, 4, 5, 6, 8, 9, 10, 12, 14, 15, 19, Article 51 of this Charter.
  - f) Implement the resolutions and decisions of the GMS and the Board of Directors.
  - g) Explain to the GMS and the Board of Directors on the performance of assigned tasks at request;
  - h) Elect, dismiss, remove the Chairman of the Board of Directors, Vice Chairman of the Board of Directors;
  - i) Research, evaluate the situation, performance results and contribute to the development of the direction and business plan of SEABANK from time to time.
  - j) Timely and fully report to the Board of Directors on remunerations received by members of the Board of Directors from subsidiaries, affiliated companies and other organizations.
  - k) Report to the Board of Directors at the nearest meeting on transactions between SEABANK, its subsidiaries, companies in which SEABANK holds more than 50% of charter capital, and members of the Board of Directors as well as their related persons; transactions between SEABANK and companies in which a member of the Board of Directors is a founding member or has been a business manager within the past three years prior to the time of the transaction<sup>103</sup>.
  - l) Report to the State Securities Commission, the Stock Exchange and make information disclosure when conducting transactions of SEABANK shares in accordance with provisions of the laws;
  - m) Other rights and obligations as prescribed in this Charter, other provisions of SEABANK and provisions of the laws.

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<sup>102</sup> Article 65 of Law on Credit Institutions 2024.

<sup>103</sup> Point d, Clause 1, Article 277 of Decree 155/2020/NĐ-CP

6. Independent BOD members have the following duties and rights:<sup>104</sup>
  - a) Each independent member of the Board of Directors shall prepare an evaluation report on the activities of the Board of Directors in accordance with the provisions of securities law;
  - b) Perform duties, rights assigned by the Chairman and other tasks of BOD member according to the laws and this Charter.

### **Article 53. Meetings of the BOD**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.
2. Regular meeting: The meeting of BOD shall be held at least quarterly.
3. Extraordinary meeting: An extraordinary meeting of BOD shall be convened by the Chairman of BOD when necessary or at the request of:
  - a) At least two members of BOD;
  - b) The BOS or independent BOD members;
  - c) The General Director or at least 5 (five) other managers;
  - d) Other cases as prescribed in this Charter;

The request must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors. The person with the authority to convene the Board of Directors meeting has the right to refuse the above request if the issues to be discussed and decided are not within the authority of the Board of Directors.

4. Within 07 working days from the date of receipt of the written request for an extraordinary meeting of the Board of Directors from one of the subjects mentioned in Clause 3 of this Article, the Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman must convene a meeting of the Board of Directors.
5. The Chairman of the Board of Directors shall specifically decide on cases of emergency meetings, the notice period and the form of invitation to the Board of Directors' meetings in case of emergency meetings.
6. Venue of meetings: the Board of Directors' meetings shall be held at SEABANK's head office or other locations as prescribed by the Chairman of the Board of Directors.
7. The Board of Directors' meetings may be held in the form of remote agendas via electronic means, which shall take effect immediately upon the end of the meeting. Meetings held via online conferences, electronic voting or other electronic forms shall be conducted in accordance with the Board of Directors' regulations from time to time.

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<sup>104</sup> Article 277 of Decree No. 155/2020/NĐ-CP (Amended by Clause 80, Article 1 of Decree No. 245/2025/ND-CP, effective from 11 September 2025).

#### **Article 54. Conditions for holding a meeting of BOD<sup>105</sup>**

1. A meeting of the Board of Directors shall be held when three-fourths (3/4) or more of the total number of members of the Board of Directors attend the meeting. In case the first regular meeting of the Board of Directors is convened but the number of members attending is not sufficient as prescribed, the Chairman of the Board of Directors shall convene a second meeting of the Board of Directors within 07 days from the date of the first scheduled meeting, unless the Chairman of the Board of Directors decides on a shorter period. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
2. Members of the Board of Directors are deemed to join and vote at the meeting in the following cases:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another member to attend the meeting and vote in accordance with the provisions of this Charter and relevant regulations of SEABANK, except for the case specified in Point e, Clause 5, Article 52 of this Charter;
  - c) Attend and vote via online conference, electronic voting or other electronic forms as prescribed by SEABANK from time to time;
  - d) Send voting ballots to the meeting via mail or email;

In case of sending voting ballots to the meeting by mail, the voting ballots must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one hour before the opening and may only be opened in the presence of all attendees.

#### **Article 55. Notification, agenda, and document of the meeting of BOD<sup>106</sup>**

1. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 05 (five) working days before the scheduled meeting date. The meeting invitation must specify the time and venue, agenda, issues to be discussed and decided. Documents used at the meeting and voting ballots of members must be attached to the meeting invitation.
2. Meeting notices may be sent by written invitation or/and, telephone, or/and email or/and electronic means or other means to the address or/and, email of the members of the Board of Directors.
3. The Chairman of the Board of Directors or the convener must send the meeting invitation and attached documents to the members of the Supervisory Board as to the members of the Board of Directors. The members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote. The members of the Board of Directors, managers, executives or other experts may attend meetings of the Board of Directors upon invitation from the Chairman of the Board of Directors.

#### **Article 56. Voting and adoption of agenda at the meeting of BOD**

1. Each member of the Board of Directors shall have one vote on matters within the authority of the Board of Directors.
2. A resolution of the Board of Directors shall be adopted if approved by the **majority** of the members of the Board of Directors attending the meeting. In case of equal votes, the final decision shall be

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<sup>105</sup> Article 157 of Law on Enterprises 2020.

<sup>106</sup> Article 157 of Law on Enterprises 2020.

made by the Chairman of the Board of Directors or the member of the Board of Directors authorized by the Chairman of the Board of Directors to chair the meeting (in case the Chairman of the Board of Directors is absent)

3. A member of the Board of Directors with interests related to the matter decided by the Board of Directors shall not participate in the vote on that matter and shall not be counted in the number of delegates required to be present at the meeting, and shall not be authorized by another member of the Board of Directors to participate in the vote on that matter.
4. If any doubt arises at a meeting regarding the interests of a member of the Board of Directors or regarding the voting rights of a member of the Board of Directors and such doubt is not voluntarily resolved by that member of the Board of Directors by agreeing to waive his/her voting rights, such doubt shall be referred to the Chairman of the meeting. The Chairman's decision shall be final and conclusive, except in cases where the nature or extent of the interest of the relevant member of the Board of Directors is not yet known.
5. Any member of BOD related to one of the contracts, transactions stated in Article 167 of the Law on Enterprises 2020 shall be deemed to have a material interest in that contract or transactions.

#### **Article 57. Minutes of the meeting of BOD<sup>107</sup>**

1. Minutes of the Board of Directors' meetings must be recorded and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language.
2. The meeting minutes include the following main contents:
  - a) Name, headquarter, EID number;
  - b) Purposes, agenda, and contents of the meeting;
  - c) Time and venue of the meeting;
  - d) Full name of each member attending the meeting or authorized person attending the meeting and meeting method; full name of members not attending the meeting and reason;
  - e) Discussed issues and voting at the meeting;
  - f) Summaries of the inputs of each of the participants in the meeting progress;
  - g) Voting results specifying members of agreement, disagreement, and abstention;
  - h) Adopted resolutions and corresponding ratio of affirmative votes;
  - i) Full names, signatures of the Chairperson and the notetaker, except for the case specified in Clause 3 of this Article.
3. In case the chairperson or the notetaker refuses to sign the meeting minutes, but if all other members of the Board of Directors attend and agree to sign the meeting minutes and have full contents as prescribed in Points a, b, c, d, e, f, g and h, Clause 2 of this Article, the minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the minute taker refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the minute taker shall be personally responsible for any damage caused to SEABANK due to their

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<sup>107</sup> Article 158 of Law on Enterprise 2020.

refusal to sign the meeting minutes in accordance with the provisions of this Charter and the relevant laws.

4. The Chairperson and the notetaker and the signers of the minutes shall be responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes.
5. The Board of Directors' meeting minutes and documents used in the meeting must be kept at SEABANK's head office.
6. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of differences in the content of the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

#### **Article 58. Competence and procedure to collect written inputs of members of BOD**

1. The Chairman of BOD may decide to collect written inputs from members of BOD.
2. The Company Secretary/Person in charge of Corporate Governance/Supporting unit of the Board of Directors shall prepare the ballots for collecting opinions and the necessary documents related to the matters for consultation. The ballots and accompanying documents must be sent by post, email, or other electronic means and must be ensured to reach each member of the Board of Directors.
3. The ballot must have the following main contents:
  - a) Name, address of the head office, EID number;
  - b) Purposes for seeking inputs;
  - c) Full name, position of the member of the Board of Directors;
  - d) Issue to be collected for approval;
  - e) Voting options, including: approval, disapproval and abstention;
  - f) Deadline for response to SEABANK;
  - g) Full name and signature of the Chairman of BOD.
4. The completed ballot must be signed by the Board of Directors member and sent to SEABANK according to SEABANK's regulations, except in the case of written inputs in the form of email or/and other electronic forms.
5. The Chairman of the Board of Directors shall decide whether to collect written inputs in the form of email or other electronic forms. In case of collecting inputs in the form of email or/and other electronic forms, the sending of voting plans via email or/and other electronic forms shall have the same value as voting on a document signed by a member of the Board of Directors.
6. The Board of Directors' Office support unit shall count the votes and prepare a vote counting record under the supervision of at least one independent member of the Board of Directors (or 02 members of the Board of Directors) and at least one member of the Supervisory Board. The vote counting record must include the following main contents:
  - a) Name, headquarter, and EID Number;
  - b) Purpose and issues for which inputs are to be collected;

- c) Total number of votes sent, total number of votes collected, number of valid votes, number of invalid votes. The minutes must include an appendix listing the members of the Board of Directors who participated in the vote;
  - d) The total number of votes in approval, disapproval and abstention on each issue for which inputs were sought;
  - e) Full name and signature of the person in charge of counting votes and the supervisor (if any).
7. The Company Secretary/Person in charge of Corporate Governance/Supporting unit of the Board of Directors shall participate in the process of collecting written opinions from members of the Board of Directors, and the vote-counting supervisor shall be jointly responsible for the honesty and accuracy of the vote-counting minutes; jointly responsible for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.
  8. The minutes of vote counting results together with the resolutions and decisions of the Board of Directors approved based on the vote counting results must be sent to the members of the Board of Directors within 15 days from the date of completion of the vote counting .
  9. The ballots/emails/electronic voting forms that have been answered, the minutes of vote counting, the full text of the adopted resolution and related documents attached to the ballots must all be kept at the head office of SEABANK.
  10. The resolution/decision is adopted in the form of obtaining written inputs of the Board of Directors members based on the approval of the majority of the Board of Directors members with voting rights. This resolution/decision has the same effect and value as the resolution/decision adopted at a meeting convened and organized in accordance with practice.

**Article 59. The supporting Unit of the Board of Directors<sup>108</sup>**

1. The BOD shall have a supporting unit consisting of dedicated supporting staff and/or specialized units. The BOD shall decide on the organizational structure, number and positions, roles, functions, and duties of the supporting unit.
2. The BOD shall appoint at least one (01) person as the Bank Governance Officer to support the Bank's governance activities to be carried out effectively. The Bank Governance Officer must meet the standards, conditions and have the rights and obligations as prescribed by law and relevant regulations of SEABANK, and in alignment with domestic and international best practices and standards of corporate governance. The Bank Governance Officer may concurrently hold the position of Company Secretary in accordance with the provisions of the Law on Enterprises 2020.
3. The BOD must establish Committees to assist the BOD in performing its duties and powers; of which there must be at least a Risk Management Committee and a Human Resources Committee. The BOD decides on the establishment, dissolution, regulations on functions, tasks, powers and operating mechanisms, and approves issues/contents under the authority of these Committees according to the guidance of the State Bank and in accordance with the actual operations of SEABANK.

**Article 60. Right to information of members of the Board of Directors<sup>109</sup>**

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<sup>108</sup> Clauses 4,5 Article 50 of Law on Credit Institutions 2024

<sup>109</sup> Article 156 of Law on Enterprises 2020.

1. Members of the BOD have the right to request members of the Board of Management and managers of units under SEABANK to provide information and documents on the financial situation and business activities of SEABANK and units under SEABANK.
2. Managers are required to promptly, fully and accurately provide information and documents as requested by members of the BOD. The procedures for requesting and providing information are prescribed by the BOD.

## **SECTION V. THE SUPERVISORY BOARD**

### **Article 61. Composition and tenure of the Supervisory Board <sup>110</sup>**

1. The Supervisory Board shall supervise and evaluate the compliance with the provisions of law, internal regulations of SEABANK, this Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Supervisory Board shall have a minimum of five (05) members, of which at least half (1/2) of the total number of members shall reside in Vietnam. The maximum number of Supervisory Board members shall be decided by the General Meeting of Shareholders.
3. The Supervisory Board shall have an internal audit department and a support department to perform its duties. The Supervisory Board shall decide on the functions, tasks, organizational structure and operation of the support department of the Supervisory Board.
4. The tenure of the Supervisory Board shall not exceed five (05) years. The tenure of the Supervisory Board members shall follow the tenure of the Supervisory Board. The tenure of the additional or replaced member shall be the remaining period of the tenure. The Supervisory Board of the tenure that has just ended shall continue to operate until the Supervisory Board of the new tenure takes over the work.
5. In case the number of members of the Supervisory Board is less than the minimum number of members as prescribed in Clause 2 of this Article, within 90 days from the date of insufficient number of members, SEABANK must elect additional members to ensure the minimum number of members.
6. The members of the Supervisory Board shall elect, dismiss, or remove the Head of the Supervisory Board according to the majority principle. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, banking, finance, accounting, auditing, law, business administration, and must satisfy other conditions as stipulated by law, this Charter, and other relevant regulations of SEABANK.

### **Article 62. Duties and rights of the Supervisory Board**

1. Those elected to hold the positions of Head of the Board and members of the Supervisory Board are responsible for receiving and taking over the work of the elected position. Those who are dismissed or removed are responsible for handing over the work to the newly elected people; at the same time, they must take personal responsibility for their decisions during the time they are qualified to hold that position.

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<sup>110</sup> Article 51 of Law on Credit Institutions 2024; Article 168 of Law on Enterprises 2020

2. The Supervisory Board has the rights and obligations to:<sup>111</sup>
- a) Supervise the governance and operation of SEABANK in compliance with the law, internal regulations, Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; be responsible before the law and the General Meeting of Shareholders for the performance of assigned duties and powers and their supervisory activities.
  - b) Issue the Internal Regulations of the Supervisory Board. Annually, review the Internal Regulations of the Supervisory Board and SEABANK's internal regulations on accounting and reporting regimes.
  - c) Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the internal audit department.
  - d) Organize the implementation of internal audit; have access to, and provide complete, accurate and timely information and documents related to the governance and operation of SEABANK; have the right to use SEABANK's resources to perform assigned tasks and powers; hire independent experts, consultants and external organizations to perform tasks but still be responsible for the performance of the tasks of the Supervisory Board.
  - e) Monitor the financial situation, appraise the first 6-month and annual financial reports of SEABANK; report to the General Meeting of Shareholders on the results of the appraisal of financial reports; assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial reporting. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.
  - f) Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of SEABANK under the decision-making authority of the General Meeting of Shareholders. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors.
  - g) Supervise the implementation of the provisions in Chapter VII of the Law on Credit Institutions 2024 on restrictions to ensure safety in the operations of credit institutions.
  - h) Inspect accounting books, other documents and the management and operation of the bank when deemed necessary or in the following cases:
    - (i) According to the resolution or decision of the General Meeting of Shareholders.
    - (ii) At the request of the State Bank of Vietnam or of major shareholders or groups of shareholders in accordance with the provisions of law. The Supervisory Board shall carry out the inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual. The inspection by the Supervisory Board as prescribed in this clause must not hinder or disrupt the normal operations in the management and operation of SEABANK's business activities.

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<sup>111</sup> Article 52 of Law on Credit Institutions 2024, Article 170 of Law on Enterprises 2020.

- i) Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure of management and operation of the Bank's business activities.
- j) Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering that SEABANK's managers and executives have violated the law, the Charter, internal regulations of SEABANK, resolutions and decisions of the General Meeting of Shareholders; request the violators to immediately stop the violation and have solutions to remedy the consequences (if any).
- k) Prepare a list of founding shareholders for a period of five (05) years from the date they become founding shareholders; shareholders owning one percent (01%) or more of the charter capital; and related persons of members of the Board of Directors, members of the Supervisory Board, the General Director of SEABANK, and shareholders owning one percent (01%) or more of the charter capital; and keep, maintain, and update any changes to such list.
- l) Request the Board of Directors to hold extraordinary meetings or request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders in accordance with the provisions of this Charter.
- m) Convene an extraordinary meeting of the General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of this Charter, the provisions of law or exceeds the assigned authority and other cases as prescribed in this Charter.
- n) Have the right to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of SEABANK.
- o) Promptly report the State Bank of Vietnam violations of the provisions in points g, j, m Clause 2 of this Article and violations of the ratio of share ownership, capital contribution, and related persons as prescribed by the Law on Credit Institutions.
- p) Other duties and powers as prescribed by law, the Charter and regulations of SEABANK from time to time

**Article 63. Rights and obligations of the Head and members of the Supervisory Board <sup>112</sup>**

1. The Head of Supervisory Board shall have the following duties and rights:
  - a) Organize the implementation of the duties and rights of the Supervisory Board according to the provisions of this Charter and relevant laws;
  - b) Convene and chair meetings of the Supervisory Board;
  - c) Prepare the agenda for meetings of the Supervisory Board based on the proposals of the members of the Supervisory Board related to the duties and rights of the Supervisory Board; convene and chair meetings of the Supervisory Board;
  - d) Sign documents under the authority of the Supervisory Board on behalf of the Supervisory Board;
  - e) Convene extraordinary meetings of the General Meeting of Shareholders on behalf of the Supervisory Board or request the Board of Directors to convene an extraordinary meeting in

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<sup>112</sup> Articles 53 and 54 of Law on Credit Institutions 2024

accordance with the provisions of law and this Charter;

- f) Attend meetings of the Board of Directors, have the right to express opinions but not the right to vote;
  - g) Request that his/her opinions be recorded in the minutes of the meeting of the Board of Directors in the event that such opinions differ from the resolutions or decisions of the Board of Directors, and report the same to the General Meeting of Shareholders.
  - h) Prepare the work plan of the Supervisory Board and assign specific tasks to each member of the Supervisory Board;
  - i) Ensure that members of the Supervisory Board receive complete, objective, accurate information and have enough time to discuss issues that the Supervisory Board must consider.
  - j) Supervise and direct the implementation of assigned tasks and the rights and obligations of members of the Supervisory Board;
  - k) Only authorize another member of the Supervisory Board to exercise the rights and obligations of the Head of the Board during his/her absence or inability to perform his/her duties;
  - l) Other duties and rights as prescribed in this Charter and the regulatory laws.
2. The members of the Supervisory Board shall have the following duties and rights<sup>113</sup>:
- a) Comply with the provisions of law, SEABANK's Charter, internal regulations of the Supervisory Board and perform tasks assigned by the Head of the Supervisory Board to implement the duties and rights of the Supervisory Board honestly and carefully for the benefit of SEABANK and shareholders; be responsible for the implementation of his/her rights and obligations.
  - b) Elect a member of the Supervisory Board as Head of the Supervisory Board;
  - c) Request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board;
  - d) Control business activities, inspect accounting books, assets, reports, financial statements of the fiscal year and propose to correct violations (if any);
  - e) Request the managers to report and explain the financial status, business results of the subsidiary, plans, projects, development investment programs and other decisions in the management and operation of SEABANK;
  - f) Request managers, executives, and employees of SEABANK to provide data and explain business activities to perform assigned tasks;
  - g) Report to the Head of the Supervisory Board on unusual financial events of SEABANK and be responsible for his/her assessment and conclusion;
  - h) Attend meetings of the Supervisory Board, discuss and vote on issues within the duties and rights of the Supervisory Board, except for issues that conflict with the interests of that member;
  - i) Be responsible against the law and shareholders for determining the accuracy and honesty of data and records related to SEABANK's operations. In case of concealment or failure to

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<sup>113</sup> Articles 54 of Law on Credit Institutions 2024.

promptly propose handling of violations, he/she will be jointly responsible when performing his/her duties;

- j) Be loyal to the interests of SEABANK and shareholders; not to use SEABANK's information, know-how, business opportunities, position, and assets for personal gain or to serve the interests of other organizations or individuals.
  - k) Exercise other rights and duties as prescribed by law and this Charter.
3. Rights to information of the Supervisory Board:<sup>114</sup>
- a) Documents and information must be sent to the Supervisory Board at the same time and in the same manner as to members of the Board of Directors, including:
    - i. Meeting invitations, ballots for members of the Board of Directors and accompanying documents;
    - ii. Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
    - iii. Reports of the General Director submitted to the Board of Directors or other documents issued by SEABANK.
  - b) The Supervisory Board has the right to access SEABANK's records and documents kept at the head office, branches and other locations; has the right to visit the workplace of managers and employees of SEABANK during working hours.
  - c) Members of the Board of Directors, the General Director, members of the Board of Management, and other managers must provide complete, accurate and timely information and documents on the management, operation and business activities of SEABANK upon request of members of the Supervisory Board or the Supervisory Board.

**Article 64. Meetings of the Supervisory Board** <sup>115</sup>

1. The Supervisory Board may issue regulations on meetings of the Supervisory Board and the manner of operation of the Supervisory Board, but must ensure that meetings are held at least twice a year and meetings are held when two-thirds (2/3) or more of the total number of members of the Board of Supervisors attend the meeting. The Supervisory Board may seek written opinions from members of the Supervisory Board on issues within its authority if deemed necessary.
2. Minutes of meetings of the Supervisory Board shall be prepared in detail and clearly in Vietnamese. The Secretary and members of the Supervisory Board attending the meeting shall sign the minutes of the meeting and shall be jointly responsible for the accuracy and truthfulness of the minutes. Minutes of meetings of the Supervisory Board shall be kept to determine the responsibilities of each member.
3. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the independent auditing company to attend and answer issues that members of the Supervisory Board are interested in and need clarification.

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<sup>114</sup> Article 171 Law on Enterprises 2020.

<sup>115</sup> Article 289 Decree No. 155/2020/NĐ-CP.

## **SECTION VI. GENERAL DIRECTOR**

### **Article 65. The General Director and his/her supporting apparatus <sup>116</sup>**

1. The General Director is the highest executive of SEABANK; subject to the supervision of the Board of Directors; responsible before the law, the General Meeting of Shareholders and the Board of Directors, the Supervisory Board for the implementation of assigned rights and obligations.
2. The Board of Directors appoints one of its members as the General Director or hires another person as the General Director.
3. The tenure of the General Director shall not exceed 05 (five) years and the expiration of each tenure shall be decided by the Board of Directors. The General Director may be reappointed for an unlimited tenure. The appointment, dismissal and removal of the General Director shall be carried out in accordance with the provisions of this Charter, the Law on Credit Institutions, and the regulations of the State Bank of Vietnam.
4. Deputy General Directors are the persons in charge of running one or several domains of activities of the SEABANK under the assignment/authorization of the BOD, the General Director.
5. The Chief Accountant shall assist the General Director in directing the implementation of the accountancy and statistics of the SEABANK, and have the rights and duties as prescribed by law.

### **Article 66. Duties and rights of the General Director <sup>117</sup>**

The General Director shall have the following duties and rights:

1. Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
2. Decide on matters within his/her authority relating to the daily business operations of SEABANK in accordance with the provisions of law, the Charter of SEABANK, the labor contract entered into with SEABANK, and in compliance with resolutions and decisions of the Board of Directors; and be responsible for the operational results and business performance of SEABANK.
3. Establish and maintain an effective internal control system in accordance with the guidance of the State Bank and relevant legal regulations.
4. Prepare and submit to the Board of Directors for approval or report to competent authorities for approval of financial reports. Be responsible for the accuracy and honesty of financial reports, statistical reports, settlement data and other financial information.
5. Promulgate, within his/her authority, internal regulations, policies, operational procedures and processes to operate SEABANK's business management system and management information system from time to time, except for matters falling under the authority of the General Meeting of Shareholders, the Board of Directors, or the Supervisory Board.
6. Report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, the State Bank and other competent State agencies in accordance with the provisions of the laws on the operations and business results of SEABANK in accordance with the provisions of SEABANK from time to time.

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<sup>116</sup> Article 55 of Law on Credit Institutions 2024, Article 162 of Law on Enterprises 2020

<sup>117</sup> Article 56 of Law on Credit Institutions 2024; Article 162 of Law on Enterprises 2020.

7. Decide to apply measures beyond its authority in emergency cases (natural disasters, enemy attacks, fires, incidents) and be responsible for such decisions and promptly report to the Board of Directors.
8. Propose and recommend the organizational structure of SEABANK to the Board of Directors or the General Meeting of Shareholders for decision according to its authority.
9. Request to convene an extraordinary meeting of the Board of Directors in accordance with provisions of the laws and this Charter.
10. Appoint, remove, or dismiss managerial and executive positions of SEABANK in accordance with the regulations of SEABANK and the provisions of law applicable from time to time, except for positions falling under the authority of the General Meeting of Shareholders or the Board of Directors.
11. Sign contracts and other transactions on behalf of SEABANK in accordance with the provisions of the Charter and internal regulations of SEABANK from time to time.
12. Propose plans for using profits and handling losses in SEABANK's business.
13. Recruit employees; decide on salaries, bonuses, allowances (if any) of employees according to the authority prescribed in this Charter and internal from time to time.
14. Other rights and duties in accordance with provisions of the laws, the Charter of SEABANK and decisions of the Board of Directors.

## **SECTION VII. CRITERIA AND CONDITIONS FOR MANAGERS, EXECUTIVES AND OTHER TITLES OF SEABANK**

### **Article 67. Criteria and conditions for members of BOD <sup>118</sup>**

1. A member of BOD must fully meet the following criteria and conditions:
  - a) Be other than those specified in Clause 1 of Article 71 of this Charter;
  - b) Have professional ethics as prescribed by the Governor of the State Bank;
  - c) Has a bachelor degree or higher;
  - d) Have at least 03-year experience for a as a manager or executiv at credit institutions; or
  - e) Have at least 05-year experience for the management position of an enterprise operating in the financial, accounting, auditing sector or of another enterprise with a minimum equity capital equal to the legal capital applicable to SEABANK as prescribed by law in each period; or
  - f) Have at least 05 years working directly in the professional department of finance, banking, accounting, auditing.
2. An independent member of the BOD must fully meet the criteria and conditions specified in Clause 1 of this Article and the following criteria and conditions:
  - a) Neither be currently working for SEABANK or its subsidiaries nor have worked for SEABANK or its subsidiary in the previous 3 consecutive years;

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<sup>118</sup> Clause 1 Article 41 of Law on Credit Institutions 2024 and Article 155 of Law on Enterprises 2020

- b) Not being a person who receives regular salary or remuneration from SEABANK, other than the remuneration that members of the Board of Directors are entitled to receive according to regulations;
  - c) Not being a person whose wife, husband, biological father, biological mother, adoptive father, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling and the spouses of these persons are major shareholders of SEABANK, or are SEABANK Managers or members of the Board of Supervisors of SEABANK or a subsidiary of SEABANK;
  - d) Not representing ownership of shares of SEABANK; not together with related persons directly or indirectly owning 01% or more of charter capital or voting shares of SEABANK;
  - e) Not being a SEABANK Manager or member of the Board of Supervisors of SEABANK at any time in the previous 5 consecutive years.
  - f) Other conditions, criteria as prescribed by the relevant laws.
3. An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the criteria and conditions as prescribed in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the criteria and conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replace that independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

**Article 68. Criteria and conditions for members of the Supervisory Board<sup>119</sup>**

A member of the Supervisory Board must fully meet the following criteria and conditions:

- 1. Being other than those specified in Clause 1 of Article 71 of this Charter and not in the following cases:
  - a) Working in the accounting and finance department of SEABANK;
  - b) Being a member or employee of an independent auditing company approved to audit SEABANK's financial statements in the previous 3 consecutive years.
- 2. Having professional ethics as prescribed by the Governor of the State Bank of Vietnam;
- 3. Having a bachelor degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, and auditing;
- 4. Having at least 3 years of direct work experience in the banking, finance, accounting or auditing fields;
- 5. Not being a related person of a SEABANK Manager;
- 6. Not being a SEABANK Manager; not necessarily being a shareholder or employee of SEABANK;
- 7. The Head of the Supervisory Board must reside in Vietnam during his/her term of office.

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<sup>119</sup> Clause 3 Article 41 of Law on Credit Institutions 2024 and Article 169 Law on Enterprises 2020

8. Other conditions, criteria as prescribed by the relevant laws.

**Article 69. Criteria and conditions for the General Director<sup>120</sup>**

The General Director must fully meet the following conditions:

1. Be other than those specified in Clause 1 of Article 71 of this Charter;
2. Having professional ethics as prescribed by the Governor of the State Bank of Vietnam;
3. Having a bachelor degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, and audit;
4. Have at least 05 years as an executive of a credit institution or have at least 05 years as General Director (Director), Deputy General Director (Deputy Director) of an enterprise with minimum equity equal to the legal capital applicable to SEABANK as prescribed by the laws from time to time and have at least 05 years working directly in the fields of finance, banking, accounting, auditing or have at least 10 years working directly in the fields of finance, banking, accounting, and auditing;
5. Residing in Vietnam during the tenure;
6. Other conditions, criteria as prescribed by the relevant laws.

**Article 70. Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches or subsidiaries and holders of equivalent positions in SEABANK<sup>121</sup>**

Deputy General Director, Chief Accountant, Directors of branches, Directors of subsidiaries and equivalent positions must fully meet the following criteria and conditions:

1. Being other than those specified in Clause 2 of Article 71 of this Charter; for a Deputy General Director, be other than those specified in Clause 1 of Article 71 of this Charter;
2. Having a bachelor degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, and audit; or another field relevant to the professional duties to be undertaken; or
3. Have a bachelor degree or higher in a field other than those mentioned in Clause 2 and have at least 03 years of direct work experience in the banking, finance or professional field that he/she will be in charge of;
4. Residing in Vietnam during the tenure;
5. Chief Accountant must also meet the criteria and conditions prescribed by the laws on accounting.

**SECTION VIII. CASES IN WHICH PERSONS ARE NOT ALLOWED TO HOLD POSITIONS OR TO DOUBLEHAT**

**Article 71. Cases prohibited from holding a position<sup>122</sup>**

1. The following persons shall neither be members of BOD, members of the Supervisory Board nor General Director, Deputy General Director and equivalent positions of SEABANK:

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<sup>120</sup> Clause 4 Article 41 of Law on Credit Institutions 2024

<sup>121</sup> Clause 5 Article 41 of Law on Credit Institutions 2024

<sup>122</sup> Article 42 of Law on Credit Institutions 2024

- a) Persons subject to the provisions of Clause 2 of this Article;
  - b) Persons who fall under the categories prohibited from participating in the management or administration of enterprises or cooperatives in accordance with the laws on public officials and civil servants and the laws on anti-corruption.
  - c) Persons who were owners of private enterprises, partners of partnerships, Directors (General Directors), Chairmen and members of the Board of Directors, Board of Members, Supervisory Board of enterprises, members of the Board of Directors and General Directors (Directors) of cooperatives at the time the enterprise or cooperative was declared bankrupt, except in cases where they were assigned, designated, or appointed to participate in the management, operation, and control of enterprises or cooperatives that are credit institutions declared bankrupt according to task requirements;
  - d) Persons who were suspended from the position of Chairman of the Board of Directors, other members of the Board of Directors; Chairman, other members of the Board of Members; Head of the Board, other members of the Supervisory Board; The General Director of a credit institution or a person determined by a competent authority to have committed a violation leading to the revocation of the credit institution's establishment and operation license;
  - e) Persons related to members of the Board of Directors or the General Director, except for the case provided in Clause 3, Article 50 of this Charter;
  - f) Persons responsible according to the inspection conclusion leading to the credit institution or foreign bank branch being sanctioned for administrative violations in the monetary and banking sector at the highest fine level for violations of regulations on licenses, governance, operations, shares, stocks, capital contributions, share purchases, credit granting, corporate bond purchases, and safety assurance ratios according to the provisions of law on handling administrative violations in the monetary and banking sector.
2. The following persons may not act as Chief Accountant or Director of a branch or subsidiary of SEABANK:
- a) Minors and those with restricted civil act capacity or having lost civil act capacity;
  - b) Persons who are being prosecuted for criminal liability, serving a prison sentence; serving an administrative measure at a compulsory drug rehabilitation facility or compulsory education facility; being prohibited by the Court from holding a position, practicing a profession or doing certain work;
  - c) Persons who have been convicted of a serious crime or more;
  - d) People who have been convicted of a crime of property infringement whose criminal record has not yet been cleared;
  - e) Cadres, civil servants, public employees, and managers from the department level or higher in enterprises in which the State holds 50% or more of the charter capital; except for those appointed as representatives to manage the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at credit institutions, or who are appointed, designated, or appointed to participate in the management, operation, and control of credit institutions as required by the task;
  - f) Officers, non-commissioned officers, professional soldiers, workers, and national defense

officials in agencies and units of the Vietnam People's Army; officers, professional non-commissioned officers; and police workers in agencies and units of the Vietnam People's Public Security, except for those appointed as representatives to manage the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at credit institutions;

- g) Failure to ensure standards of professional ethics, management capacity, and professional qualifications as prescribed by the State Bank;
  - h) Other cases as prescribed by SEABANK from time to time.
3. The parents, spouses, children and siblings of the members of the Board of Directors, the General Director and the spouses of these persons cannot be the Chief Accountant or the person in charge of finance of SEABANK.

**Article 72. Cases banned from double hatting<sup>123</sup>**

1. The Chairman of the Board of Directors of SEABANK shall not concurrently be an executive, a member of the Supervisory Board of SEABANK and of another credit institution, and shall not concurrently be a manager of another enterprise.
2. A member of the Board of Directors who is not an independent member shall not concurrently hold one of the following positions:
  - a) Executive of SEABANK, except for the case of being the General Director of SEABANK;
  - b) Manager, executive of another credit institution, manager of another enterprise, except for the case of being a manager, executive of a subsidiary of SEABANK.
  - c) Controller, member of the Supervisory Board of another credit institution, other enterprise
3. An independent member of the Board of Directors of SEABANK shall not concurrently hold one of the following positions:
  - a) Executive of SEABANK;
  - b) Manager, executive of another credit institution; manager of more than 02 other enterprises;
  - c) Controller, member of the Board of Supervisors of another credit institution or other enterprise.
4. A member of the Supervisory Board shall not concurrently hold one of the following positions.
  - a) Manager, operator of SEABANK, or another credit institution, other enterprise, employee of SEABANK or a subsidiary of SEABANK;
  - b) Employee of an enterprise in which a member of the Board of Directors, member of the Board of Members of SEABANK is a member of the Board of Directors, operator or major shareholder of that enterprise.
5. The General Director, Deputy General Director and equivalent positions shall not concurrently be a manager, operator, controller, member of the Supervisory Board of another credit institution or other enterprise, except in cases where the Deputy General Director and equivalent positions are managers or operators of a subsidiary of SEABANK.
6. Other cases as regulated in the relevant laws.

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<sup>123</sup> Article 43 of Law on Credit Institutions 2024

**Article 73. Nomination of candidates for election/additional election of members of Board of Directors, Supervisory Board**<sup>124</sup>

1. Shareholders/groups of shareholders as prescribed in Clause 2 Article 35 of this Charter have the right to run for election or nominate candidates to participate in the election/election of additional members of the Board of Directors and the Supervisory Board of SEABANK. Common shareholders forming groups to nominate people to the Board of Directors and the Supervisory Board must notify and carry out the procedures for the group nomination meeting in accordance with the notice of the Board of Directors and must notify the shareholders attending the meeting before the General Meeting of Shareholders opens. Unless otherwise decided by the Board of Directors, the number of candidates that groups have the right to nominate will be determined as follows:
  - a) Shareholders or groups of shareholders owning from 5% to less than 20% of the total number of voting shares may self-nominate or nominate a maximum of one candidate;
  - b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total number of voting shares may nominate a maximum of two candidates;
  - c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total number of voting shares may nominate up to three candidates;
  - d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total number of voting shares may nominate up to four candidates;
  - e) Shareholders or groups of shareholders owning from 50% to less than 60% of the total number of voting shares may nominate up to five candidates;
  - f) Shareholders or groups of shareholders owning from 60% to less than 70% of the total number of voting shares may nominate up to six candidates;
  - g) Shareholders or groups of shareholders owning from 70% to less than 80% of the total number of voting shares may nominate up to seven candidates;
  - h) Shareholders or groups of shareholders owning from 80% to less than 90% of the total number of voting shares may nominate up to eight candidates.;
2. In case the number of candidates nominated by shareholders or groups of shareholders is not sufficient, the current Board of Directors or the current Supervisory Board may introduce additional candidates or organize the nomination of the remaining candidates according to the order, procedures and conditions prescribed by the Board of Directors. The introduction of additional candidates by the Board of Directors or the Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors or the Supervisory Board in accordance with provisions of the laws.

**Article 74. Approval of lists of nominees for the positions of members of BOD, members of the Supervisory Board, and General Director**<sup>125</sup>

1. The list of candidates to be elected or appointed as members of the Board of Directors, members of the Supervisory Board, and General Director of SEABANK must be approved in writing by

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<sup>124</sup> Clause 5 Article 115 Law on Enterprises 2020, Article 274 and 285 Decree No. 155/2020/NĐ-CP.

<sup>125</sup> Article 44 Law on Credit Institutions 2024

the State Bank of Vietnam before the election or appointment of these positions. Candidates to be elected or appointed as members of the Board of Directors, members of the Supervisory Board, and General Director of SEABANK must be on the list approved by the State Bank of Vietnam.

2. Procedures and documents for approving the list of candidates to be elected or appointed for the positions specified in Clause 1 of this Article shall be implemented in accordance with the guidance of the Governor of the State Bank of Vietnam from time to time.
3. The Board of Directors must notify the State Bank of Vietnam the list of candidates to be elected or appointed for the positions specified in Clause 1 of this Article within 10 days from the date of election or appointment and shall publicize information on the election or appointment results in accordance with the provisions of the law on securities.

**Article 75. Automatic loss of status of members of BOD, members of the Supervisory Board, and General Director** <sup>126</sup>

1. Cases of automatic loss of status as a member of the Board of Directors, member of the Supervisory Board, General Director:
  - a) Being in one of the cases of not being allowed to hold the positions specified in Article 71 of this Charter;
  - b) Being the representative of the capital contribution of an organization that is a shareholder or capital contributing member of SEABANK when that organization ceases to exist;
  - c) No longer being the representative of the capital contribution authorized by the shareholder that is an organization;
  - d) Being expelled from the territory of the Socialist Republic of Vietnam;
  - e) SEABANK's establishment and operation license is revoked;
  - f) Employment contract of the General Director expires;
  - g) Death.
2. The Board of Directors must have a written report with supporting documents on the natural loss of qualifications of the personnel as prescribed in Points a, b, c, d, f, g Clause 1 of this Article sent to the State Bank within 05 working days from the date the personnel naturally lose their qualifications and is responsible for the accuracy and honesty of this report; carry out the procedures for election and appointment of vacant positions as prescribed in this Article and the law.
3. After the natural loss of qualifications, members of the Board of Directors, members of the Supervisory Board, and the General Director of SEABANK must still be responsible for their decisions during their tenure.

**Article 76. Relief from duty, dismissal of the members of BOD, Supervisory Board, and General Director** <sup>127</sup>

1. The Chairman and members of the Board of Directors, the Head and members of the

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<sup>126</sup> Article 45 of Law on Credit Institutions 2024

<sup>127</sup> Article 46 Law on Credit Institutions 2024

Supervisory Board, and the General Director of SEABANK shall be dismissed or removed in the following cases:

- a) Dismissed when there is a resignation letter sent to the Board of Directors and the Supervisory Board of SEABANK;
  - b) Dismissed when not participating in the activities of the Board of Directors (for members of the Board of Directors), the Supervisory Board (for members of the Supervisory Board) for 06 consecutive months, except in cases of force majeure;
  - c) Dismissed when not meeting the standards and conditions specified in Article 67, Article 68, Article 69, Article 70, Article 71, Article 72 of this Charter;
  - d) Dismissed when an independent member of the Board of Directors does not meet the provisions of Clause 2 Article 67, Clause 3 Article 72 of this Charter; except for the case where an independent member was elected before this Charter took effect;
  - e) When the General Meeting of Shareholders deems it necessary<sup>128</sup>;
  - f) As regulated by the SBV and relevant laws <sup>129</sup>;
2. The Chairman and members of the Board of Directors, the Head and members of the Supervisory Board, and the General Director of SEABANK, after being dismissed or removed, shall be personally responsible for their decisions during their tenure.
  3. The Board of Directors must have a written document with relevant documents reporting to the State Bank within 10 days from the date of approval of the decision to dismiss or remove the personnel as prescribed in Clause 1 of this Article and shall disclose information in accordance with the provisions of the securities law.
  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<sup>130</sup>:
    - a) The number of independent members of the Board of Directors is reduced, not ensuring the ratio as prescribed in this Charter and relevant laws;
    - b) In other cases as prescribed by law.
  5. Within one (01) working day from the date the General Director is determined to have automatically lost his/her qualifications as prescribed in Clause 1, Article 75 of this Charter or is dismissed or removed without a replacement, the Board of Directors shall immediately appoint a Deputy General Director to manage the Bank's operations to ensure the Bank's stable and continuous operations and shall report in writing to the State Bank of Vietnam as prescribed by law. The person appointed to manage the bank shall be personally responsible for the assigned tasks during the period of undertaking this task.

## **SECTION IX. DISCLOSURE OF RELATED INTERESTS, RIGHTS AND OBLIGATIONS OF MANAGERS AND EXECUTIVES**

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<sup>128</sup> Clause 3 Article 160 Law on Enterprises 2020

<sup>129</sup> Clause 1 Article 74 Law on Credit Institutions 2024

<sup>130</sup> Clause 4 Article 160 Law on Enterprises 2020

**Article 77. Disclosure of related interests** <sup>131</sup>

1. Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director and equivalent positions of SEABANK must provide SEABANK with information on related interests as prescribed in Article 49 of the Law on Credit Institutions 2024 and Article 160 Law on Enterprises 2020.
2. Shareholders owning 01% or more of SEABANK's charter capital must provide SEABANK with the following information:
  - a) Full name; personal identification number; nationality, passport number, date of issue, place of issue of foreign shareholders; number of Business Registration Certificate or equivalent legal documents of institutional shareholders; date of issue, place of issue of this document;
  - b) Information on related persons as prescribed in Point c and Point d, Clause 1 Article 49 of the Law on Credit Institutions 2024;
  - c) Number and percentage of their shares owned at SEABANK;
  - d) Number and percentage of shares owned by their related persons at SEABANK.
3. Subjects specified in Clause 1 and Clause 2 of this Article must send SEABANK in writing to provide information for the first time and when there is a change in this information within 07 working days from the date of occurrence or change of information.

For the information in Point c and Point d, Clause 2 of this Article, shareholders are only required to provide information to SEABANK when there is a change in their share ownership ratio, their share ownership ratio and that of related persons from 01% or more of SEABANK's charter capital compared to the previous provision.
4. SEABANK must list and keep the information specified in Clause 1 and Clause 2 of this Article at SEABANK's head office, and report to the State Bank of Vietnam as prescribed. Each year, SEABANK shall disclose the information, Clause 1 and Points a, c, d, Clause 2 of this Article to the General Meeting of Shareholders of SEABANK.
5. SEABANK must publicly disclose information about the full name of individuals and organizations that are shareholders owning 01% or more of SEABANK's charter capital, credit institutions, and the information specified in Point c and Point d, Clause 2 of this Article on SEABANK's electronic information page within 07 working days from the date SEABANK receives the information provided.
6. SEABANK must collect and update the list of related persons of SEABANK according to the provisions of Law on Enterprises 2020 and their respective contracts and transactions with the Bank.
7. The retention, disclosure, review, excerpt, and copy of the List of related persons and related interests as prescribed in Clause 1, Clause 2 and Clause 6 of this Article shall be carried out in accordance with the provisions of Law on Enterprises 2020, the regulations of the State Bank and the internal regulations of SEABANK from time to time.
8. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of SEABANK's business

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<sup>131</sup> Article 49 Law on Credit Institutions 2024 and Article 164 Law on Enterprises 2020

operations must explain the nature and content of that work to the Board of Directors and the Supervisory Board and may only perform it with the approval of the majority of the remaining members of the Board of Directors; if they perform it without declaring or without the approval of the Board of Directors, all income from that activity belongs to SEABANK.

#### **Article 78. Rights and obligations of managers and executives of SEABANK<sup>147</sup>**

1. To comply with applicable laws, this Charter, and resolutions and decisions of the General Meeting of Shareholders of SEABANK.
2. To perform assigned rights and obligations in an honest and prudent manner, in the best interests of SEABANK and its shareholders.
3. Not to use information, know-how, or business opportunities of SEABANK, or to abuse position, title, or assets of SEABANK for personal gain or for the benefit of other organizations or individuals in a manner that harms the interests of SEABANK and its shareholders.
4. To be responsible for complying with regulations on restrictions to ensure safety in the banking operations of credit institutions in accordance with the Law on Credit Institutions.
5. To ensure proper retention of SEABANK's records so as to provide data for management, operation, and control of all activities of SEABANK, and for inspection, supervision, and examination by the SBV.
6. To have a thorough understanding of risks in the operations of SEABANK.
7. To promptly, fully, and accurately disclose to SEABANK his/her interests in other organizations, and transactions with other organizations or individuals that may cause conflicts of interest with SEABANK, and to participate in such transactions only upon approval of the BOD.
8. Not to facilitate himself/herself or his/her related persons in obtaining loans or using other banking services of SEABANK on more preferential or favorable terms than those generally applicable under SEABANK's regulations.
9. Not to increase salary, remuneration, or request bonuses when SEABANK incurs losses.
10. Within the scope of assigned rights and obligations, to be responsible for complying with written requests of the SBV on matters within its authority; to implement recommendations and warnings on risks and operational safety, warnings of potential violations of laws on currency and banking; and conclusions, recommendations, and decisions arising from inspections.
11. Other obligations as provided in this Charter.

### **CHAPTER IV – SUBSIDIARIES, EMPLOYEES AND TRADE UNION OF SEABANK**

#### **Article 79. Relationship between SEABANK and its subsidiaries<sup>148</sup>**

1. The General Meeting of Shareholders may establish subsidiaries domestically and overseas to support the operations of SEABANK when necessary, in accordance with applicable laws and this Charter.
2. Unless otherwise provided in the Charter of the subsidiary, the BOD shall perform the rights and obligations of the owner in respect of SEABANK's subsidiaries, including but not limited to:
  - a) To decide on the organizational structure of the subsidiary in accordance with applicable laws and internal regulations of SEABANK;
  - b) To decide on the development orientation, strategy and annual business plan of the subsidiary;

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<sup>147</sup> Article 48 of the Law on Credit Institutions 2024.

<sup>148</sup> Article 76 of the Law on Enterprises 2020 and Article 141 of the Law on Credit Institutions 2024.

- c) To decide on the contents of the subsidiary’s Charter, and to amend, supplement or replace the Charter in accordance with applicable laws and internal regulations of SEABANK;
  - d) To decide on the appointment, dismissal, removal, commendation and discipline of the Chairperson, Director of the subsidiary, Controllers or other positions in accordance with internal regulations issued by the BOD;
  - e) To decide on other matters in accordance with applicable laws and internal regulations of SEABANK from time to time.
3. Other contracts, transactions and relationships between the Bank and its subsidiaries shall be established and implemented independently and on an arm’s length basis as between separate legal entities.
  4. SEABANK shall not interfere in the organization and operations of its subsidiaries beyond the rights and obligations of the owner, capital contributor or shareholder.

**Article 80. Employees and Trade Union**

The establishment and operation of the trade union of SEABANK’s employees shall be carried out in accordance with applicable laws from time to time.

**CHAPTER V – INTERNAL AUDIT AND INTERNAL CONTROL SYSTEM**

**Article 81. Internal control system<sup>149</sup>**

SEABANK shall establish an internal control system as follows:

1. The internal control system is a set of mechanisms, policies, procedures, internal regulations and organizational structure of SEABANK, implemented to control, prevent, detect and promptly handle risks and to achieve the set objectives.
2. SEABANK shall develop the internal control system to ensure the following requirements:
  - a) Efficiency and safety in operations; protection, management and efficient and safe use of assets and resources;
  - b) Financial information and management information systems that are truthful, reasonable, complete and timely;
  - c) Compliance with laws and internal mechanisms, policies, procedures and regulations.
3. The internal control system of SEABANK shall be subject to partial or full evaluation by an independent audit organization when deemed necessary.
4. The organizational structure for implementation, functions, duties and other contents related to the internal control system shall be carried out in accordance with the guidance of the SBV, and in line with internal regulations and the actual operating conditions of SEABANK.

**Article 82. Internal audit<sup>150</sup>**

1. SEABANK shall establish a dedicated internal audit function under the Supervisory Board to perform internal audit activities of SEABANK.
2. Internal audit shall conduct independent and objective reviews and assessments of the adequacy and compliance with mechanisms, policies, procedures and internal regulations of SEABANK; and make

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<sup>149</sup> Article 57 of the Law on Credit Institutions 2024.

<sup>150</sup> Article 58 of the Law on Credit Institutions 2024.

recommendations to enhance the effectiveness of systems, processes and regulations, thereby contributing to ensuring that SEABANK operates safely, efficiently and in compliance with laws.

3. Internal audit results must be reported to the Supervisory Board and submitted to the Board of Directors and the General Director of SEABANK.

#### **Article 83. Independent audit<sup>151</sup>**

1. Prior to the end of each financial year, SEABANK shall select an independent audit organization that meets the requirements prescribed by the Governor of the SBV to audit its financial statements and to provide assurance services on the operation of the internal control system in the preparation and presentation of financial statements for the following financial year.
2. Within 30 days from the date of decision to select the independent audit organization, SEABANK shall notify the SBV of the selected independent audit organization.
3. The specific audit of SEABANK's operations shall be conducted in accordance with the Law on Credit Institutions, laws on independent audit and guidelines of the SBV.

## **CHAPTER VI – FINANCIAL AND ACCOUNTING REGIME, INFORMATION AND REPORTING**

#### **Article 84. Financial regime<sup>152</sup>**

SEABANK shall be financially autonomous. The financial regime of SEABANK shall be implemented in accordance with the Law on Credit Institutions and relevant laws.

#### **Article 85. Financial year<sup>153</sup>**

The financial year of SEABANK shall commence on 01 January and end on 31 December of the same calendar year.

#### **Article 86. Accounting and bookkeeping<sup>154</sup>**

SEABANK shall conduct accounting and bookkeeping in accordance with laws on accounting; and shall be responsible before the law for the accuracy and truthfulness of its revenues and expenditures, and for compliance with regulations on invoices and accounting documents.

#### **Article 87. Distribution of after-tax profits<sup>155</sup>**

1. The remaining profit of SEABANK after offsetting losses of previous years in accordance with the Law on Corporate Income Tax and after payment of corporate income tax shall be distributed in the following order:
  - a) Distribution of profits to joint venture partners in accordance with executed transactions and agreements (if any);
  - b) Offsetting losses of previous years that have exceeded the period allowed for deduction from taxable income;

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<sup>151</sup> Article 59 of the Law on Credit Institutions 2024.

<sup>152</sup> Article 151 of the Law on Credit Institutions 2024.

<sup>153</sup> Article 149 of the Law on Credit Institutions 2024.

<sup>154</sup> Article 150 of the Law on Credit Institutions 2024.

<sup>155</sup> Article 148 of the Law on Credit Institutions 2024.

- c) Allocation of **10%** of after-tax profits to the reserve fund for charter capital supplementation of SEABANK. The maximum level of this fund shall not exceed the charter capital of SEABANK;
- d) The remaining profit after deductions specified in Points a), b), c) of this Clause shall be distributed in the following order:
  - d.1 Allocation of ten percent (10%) to the financial reserve fund;
  - d.2 Distribution for the following purposes:
    - i. Development investment fund;
    - ii. Reward fund;
    - iii. Welfare fund;
    - iv. Management bonus fund;
    - v. Severance allowance reserve fund;
    - vi. Repurchase of shares from employees in accordance with regulations on employee share issuance of the Bank; repurchase of fractional shares under share issuance plans for dividend payment and issuance of shares from equity sources;
    - vii. Other purposes as prescribed by law.
- 2. The distribution of the remaining profit and the specific allocation ratios and levels for the funds and purposes specified in items i, ii, iii, iv, v, vi, vii, viii Point d, Clause 1 shall be decided by the BOD in accordance with relevant laws and the actual operational conditions of SEABANK.

**Article 88. Management and use of funds<sup>156</sup>**

- 1. The reserve fund for charter capital supplementation shall be used to supplement charter capital.
- 2. The financial reserve fund shall be used to offset the remaining portion of losses and damages to assets arising in the course of business after compensation has been received from organizations and individuals causing such losses, from insurance organizations, and after utilization of provisions recorded in expenses; and for other purposes in accordance with applicable laws.
- 3. The development investment fund shall be used for implementation of development investment projects and supplementation of charter capital for SEABANK.
- 4. The management bonus fund and controller bonus fund shall be used for:
  - a) Bonuses for the Chairperson and members of the Board of Directors, the General Director, Deputy General Directors, members of the Supervisory Board, and the Chief Accountant;
  - b) Authority to decide bonus levels as specified in Point a of this Clause shall comply with the Law on Credit Institutions, the Charter and internal regulations of SEABANK.
- 5. The reward fund shall be used for:
  - a) Year-end or periodic bonuses for employees of SEABANK based on labor productivity and performance of each employee;
  - b) Bonuses for individuals and collectives within SEABANK with initiatives in technical or operational improvements bringing business efficiency;
  - c) Bonuses for individuals and organizations outside SEABANK that contribute to SEABANK's business activities;

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<sup>156</sup> Article 27 of Decree No. 135/2025/ND-CP.

- d) Authority to decide bonus levels as specified in Points a), b), c) of this Clause shall comply with the Law on Credit Institutions 2024, the Charter and internal regulations of SEABANK.
6. The BOD and the General Director shall coordinate with the Trade Union Executive Committee in managing and using the welfare fund for:
- a) Investment in construction, repair or supplementation of capital for welfare facilities of SEABANK; contribution to joint welfare projects within the industry or with other entities under contractual agreements;
  - b) Expenditures for sports, cultural and public welfare activities of employees of SEABANK;
  - c) Regular or ad hoc hardship allowances for employees, including retired or incapacitated employees of SEABANK;
  - d) Other welfare-related expenditures.

#### **Article 89. Purchase and investment in fixed assets<sup>157</sup>**

Throughout its business operations, SEABANK shall ensure compliance with limits on investment in and procurement of fixed assets directly serving business activities, based on the principle that the net book value of fixed assets shall not exceed 50% of the charter capital and the reserve fund for charter capital supplementation as recorded in the accounting books of SEABANK.

#### **Article 90. Dividends<sup>158</sup>**

1. Dividends paid to ordinary shareholders shall be determined based on realized net profits, and dividend payments shall be made from retained earnings of SEABANK. SEABANK may only pay dividends to shareholders when it has generated profits, fulfilled tax obligations and other financial obligations; made appropriations to SEABANK's funds and fully offset previous losses in accordance with applicable laws; and, immediately after payment of dividends, SEABANK must still ensure full payment of all due debts and other asset obligations.
2. Dividends must be fully paid within 06 months from the date of conclusion of the AGM of Shareholders, except in cases where dividends are paid in shares. The BOD shall prepare the list of shareholders entitled to receive dividends, determine the dividend amount for each share, and decide the timeline and method of payment no later than 30 days prior to each dividend payment. Notice of dividend payment shall be sent in the same manner as the notice of the General Meeting of Shareholders as stipulated in Clause 3, Article 42 of this Charter, no later than 15 days prior to the dividend payment date.

The notice must include the name and head office address of SEABANK; full name, contact address, nationality, personal identification number of individual shareholders; name, enterprise code or legal document number and head office address of institutional shareholders; number of shares of each type held by shareholders; dividend amount per share and total dividend amount payable to each shareholder; timing and method of dividend payment; full name and signatures of the Chairperson of the BOD and the legal representative of SEABANK.

3. Dividends may be paid in cash, in shares of SEABANK, or in other assets as decided by the BOD.
4. Any dividends or other cash payments relating to a share shall be made in Vietnamese Dong (VND) and may be paid by cheque, bank transfer, or payment order sent by post to the registered address of the beneficiary shareholder, and such shareholder shall bear the associated risks. In addition, any dividends or other cash payments relating to a share may be made via bank transfer when SEABANK has been provided with the shareholder's banking details to enable direct transfer to the shareholder's bank account.

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<sup>157</sup> Article 144 of the Law on Credit Institutions 2024 and Clause 3, Article 5 of Decree No. 135/2025/NĐ-CP.

<sup>158</sup> Article 135 of the Law on Enterprises 2020

SEABANK shall not be liable for any amounts transferred by bank transfer which are not received by the beneficiary shareholder if SEABANK has executed the transfer in accordance with the banking details provided by such shareholder.

5. SEABANK shall not pay interest on any dividends or other amounts payable as dividends, except where dividends are paid into deposit accounts of shareholders at SEABANK.
6. Where a shareholder transfers his/her shares during the period between the record date for determining shareholders entitled to dividends and the dividend payment date, the transferor shall be the person entitled to receive dividends from SEABANK.
7. In the case of dividend payment in shares, SEABANK is not required to carry out procedures for share offering as stipulated in Articles 123, 124 and 125 of the Law on Enterprises 2020. SEABANK shall register the increase of charter capital corresponding to the total par value of shares used for dividend payment in accordance with applicable laws and the actual conditions of the Bank.

#### **Article 91. Disclosure of financial statements<sup>159</sup>**

Within 120 days from the end of the financial year, SEABANK shall disclose its financial statements in accordance with applicable laws.

#### **Article 92. Financial autonomy of SEABANK**

SEABANK shall be financially autonomous and shall bear responsibility for its business operations, and fulfill its obligations and commitments in accordance with applicable laws.

#### **Article 93. Reporting<sup>160</sup>**

1. SEABANK shall comply with reporting regimes in accordance with laws on accounting and statistics, and shall submit periodic or ad hoc operational reports as required by the SBV.
2. In addition to periodic reports as stipulated in Clause 1 of this Article, SEABANK shall be responsible for preparing and submitting ad hoc reports to the SBV and other competent authorities in accordance with applicable laws.

#### **Article 94. Provision and disclosure of information<sup>161</sup>**

1. SEABANK shall provide account holders with information on transactions and account balances at SEABANK in accordance with agreements with such account holders.
2. SEABANK shall report to the SBV information relating to its business operations and may receive from the SBV information on customers having credit relationships with SEABANK in accordance with regulations of the SBV.
3. SEABANK shall disclose information in accordance with laws applicable to public companies.
4. SEABANK shall provide information to State authorities and disclose information to the public in compliance with applicable laws.

#### **Article 95. Confidentiality of information<sup>162</sup>**

1. Managers, executives and employees of SEABANK shall not disclose customer information or business secrets of SEABANK.

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<sup>159</sup> Article 154 of the Law on Credit Institutions 2024

<sup>160</sup> Article 152 of the Law on Credit Institutions 2024

<sup>161</sup> Article 12 of the Law on Credit Institutions 2024

<sup>162</sup> Article 13 of the Law on Credit Institutions 2024

2. SEABANK shall ensure confidentiality of customer information in accordance with regulations of the Government.
3. SEABANK shall not provide customer information to other individuals or organizations, except upon request of competent State authorities in accordance with law or with the consent of the customer.

## **CHAPTER VII – REORGANIZATION, BANKRUPTCY, DISSOLUTION AND LIQUIDATION**

### **Article 96. Reorganization of the Bank<sup>163</sup>**

SEABANK may be reorganized in the form of division, separation, consolidation, merger, or conversion of legal form after obtaining written approval from the SBV. Conditions, dossiers, procedures and processes for approval of such reorganization shall comply with regulations of the SBV.

### **Article 97. Dissolution of the Bank<sup>164</sup>**

SEABANK shall be dissolved in the following cases:

1. The General Meeting of Shareholders approves a resolution on dissolution and termination of operations of SEABANK in accordance with applicable laws and with approval of the SBV;
2. Upon expiry of its operation term, SEABANK does not apply for extension of its license, or applies but is not approved by the SBV;
3. The License for establishment and operation of SEABANK is revoked;
4. SEABANK is subject to early intervention or special control and another credit institution assumes all debt obligations.

### **Article 98. Bankruptcy of the Bank<sup>165</sup>**

1. After the SBV issues a written decision to terminate special control or decides not to apply measures for restoring solvency, or terminates such measures while SEABANK remains insolvent, SEABANK must file a petition to the Court to commence bankruptcy proceedings in accordance with bankruptcy laws.
2. The bankruptcy of SEABANK shall be carried out in accordance with applicable bankruptcy laws.

### **Article 99. Liquidation of the Bank<sup>166</sup>**

1. In the event SEABANK is declared bankrupt, its liquidation shall be carried out in accordance with bankruptcy laws.
2. In case of dissolution under Article 97 of this Charter, SEABANK shall immediately proceed with liquidation under the supervision of the SBV and in accordance with asset liquidation procedures prescribed by the Governor of the SBV.
3. All expenses related to the liquidation shall be borne by SEABANK.

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<sup>163</sup> Article 201 of the Law on Credit Institutions 2024

<sup>164</sup> Article 202 of the Law on Credit Institutions 2024

<sup>165</sup> Article 203 of the Law on Credit Institutions 2024

<sup>166</sup> Article 204 of the Law on Credit Institutions 2024

## **CHAPTER VIII – RESOLUTION OF INTERNAL DISPUTES**

### **Article 100. Resolution of internal disputes**

1. Whenever a dispute or complaint arises relating to the operations of SEABANK or to the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Law on Credit Institutions 2024 and its guiding documents, and any other applicable laws or administrative regulations, between:
  - a) A shareholder or shareholders and SEABANK; or
  - b) Any shareholder or shareholders and the BOD, the Supervisory Board, the Executive Management or other equivalent managerial or executive positions as prescribed by SEABANK,the parties involved shall make efforts to resolve such dispute through negotiation and mediation. Except where the dispute involves the BOD or the Chairperson of the BOD, the Chairperson of the BOD shall preside over the resolution process and request each party to present relevant facts of the dispute within 15 working days from the date the dispute arises, or within 30 working days in case the dispute is complex and involves multiple activities or employees of SEABANK. If the dispute involves the BOD or the Chairperson of the BOD, any party may request a competent authority to appoint an independent expert to act as arbitrator in the dispute resolution process.
2. If no decision is reached through mediation within 90 days from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or a competent court.
3. Each party shall bear its own costs related to negotiation and mediation procedures. Costs of arbitration or court proceedings shall be decided by the arbitration tribunal or the court.

## **CHAPTER IX – IMPLEMENTATION PROVISIONS**

### **Article 101. Implementation and transitional provisions**

1. This Charter was approved by the General Meeting of Shareholders on 22 April 2026 and shall take effect from the date of approval, and shall replace the Charter approved by the General Meeting of Shareholders on 05 November 2024 and by the BOD on...
2. Managers, executives and other positions of SEABANK who were elected or appointed prior to the effective date of the Law on Credit Institutions 2024 (01 July 2024) but do not meet the requirements set out in Articles 67, 68, 69, 70, 71 and 72 of this Charter shall be allowed to continue holding their positions until the end of their term or the expiration of their appointment.
3. The provisions set out in Articles 75 and 76 of this Charter shall not apply to managers, executives and other positions of SEABANK who were elected or appointed prior to the effective date of the Law on Credit Institutions 2024.
4. Matters not provided for in this Charter shall be governed by relevant laws. In the event that any provision of this Charter conflicts with applicable laws, such provision shall automatically cease to have effect, and SEABANK shall apply the corresponding provisions of applicable laws.
5. This Charter consists of 09 chapters and 101 articles, is made in 05 original copies, each having equal legal validity.

**ON BEHALF OF THE GENERAL MEETING OF  
SHAREHOLDERS  
SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK  
CHAIRPERSON  
BOARD OF DIRECTORS**

*(signed)*

**LE VAN TAN**