



SeABank

Internal regulations on corporate governance of SeABank

TABLE OF CONTENTS

CHAPTER I GENERAL REGULATIONS 4

Article 1. Purpose, scope, and applicable subjects 4

Article 2. Definitions and Abbreviations 5

Article 3. Fundamental Principles of Corporate Governance 6

Article 4. Governance Framework and Organizational Structure of SeABank 6

CHAPTER II GENERAL MEETING OF SHAREHOLDERS 7

Article 5. Roles, rights and obligations of the General Meeting of Shareholders 7

Article 6. Authority to convene the General Meeting of Shareholders 7

Article 7. List of shareholders entitled to participate in the GMS 8

Article 8. Agenda of the GMS 9

Article 9. Invitations to the GMS 10

Article 10. Exercising the right to attend the GMS 11

Article 11. Conditions for conducting the GMS 13

Article 12. Meeting and voting protocols 13

Article 13. Minutes of the GMS 15

Article 14. Reporting operation of the BOD and BOS at Annual GMS 16

Article 15. Authority and Procedures for ratification of resolutions of the GMS 17

Article 16. Conditions for ratification of resolutions of the GMS 19

Article 17. Effect of the resolution of the GMS 20

Article 18. Requesting invalidation of a resolution of the GMS 20

Article 19. Reporting resolutions and decisions of GMS 20

CHAPTER III BOARD OF DIRECTORS 20

Article 20. Roles and responsibilities of BOD 20

Article 21. Structure and qualifications by the BOD 21

Article 22. Process for inheritance, self-nomination, and selection of members of the BOD: 22

Article 23. Automatic termination, dismissal, discharge and additional election/replacement of members of the BOD 24

Article 24. Remuneration, bonuses and other benefits of members of the BOD 24

Article 25. Procedures for convening meetings of the BOD and obtaining written opinions of members of the BOD 25



Article 26.	Committees/Councils and bodies under the Board of Directors	25
Article 27.	Eligibility criteria for the Person in charge of company administration of SeABank.....	25
Article 28.	Rights and obligations of the person in charge of company administration	26
Article 29.	Cases of removal and dismissal of the Person in charge of company administration of SeABank.....	26
Article 30.	Disclosure of information on the appointment, removal, and dismissal of the Person in charge of corporate governance of SeABank	26
CHAPTER IV SUPERVISORY BOARD.....		27
Article 31.	Roles, obligations and powers of the BOS and its members	27
Article 32.	Term, number and structure of members of the BOS	27
Article 33.	Eligibility criteria and requirements for members of the BOS	27
Article 34.	Regulations on succession, selection, nomination, self-nomination, and election of members of the BOS.....	27
Article 35.	Automatic termination, removal and dismissal of members of the BOS.....	28
Article 36.	Notification of election, removal and dismissal of members of the BOS.....	28
Article 37.	Meetings and adoption of resolutions of the BOS	29
Article 38.	Right of the BOS to access information.....	29
Article 39.	Salaries, bonuses and other benefits of Controllers	29
CHAPTER V GENERAL DIRECTOR.....		30
Article 40.	Roles and duties of the CEO	30
Article 41.	Term, eligibility criteria and requirements of the CEO	30
Article 42.	Appointment and execution of employment contract with the CEO	30
Article 43.	Removal and termination of employment contract of the CEO.....	30
Article 44.	Notification and disclosure of information on the appointment, removal, execution and termination of employment contract of the CEO	31
Article 45.	Salary and other benefits of the CEO.....	31
Article 46.	Succession plan for the CEO.....	31
CHAPTER VI WORKING RELATIONSHIP AMONG THE BOD, THE BOS, AND THE CEO		32
Article 47.	Principles of coordination	32
Article 48.	Coordination between the BOD and the CEO, other BOM.....	32
Article 49.	Coordination between the BOD and the BOS.....	33

Article 50. Coordination between the Supervisory Board and the Executive Management and other managers	34
CHAPTER VII PREVENTION OF CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS	35
Article 51. Rights and obligations of BOM and Executives of SeABank	35
Article 52. Responsibility for honesty and prevention of conflict of interest	36
Article 53. Provision and disclosure of information	36
Article 54. Transactions with related parties.....	38
Article 55. Transactions with shareholders, managers of the Bank and their related parties	38
Article 56. Ensuring the legitimate rights of stakeholders of SeABank	38
CHAPTER VIII REGULATIONS ON PERFORMANCE EVALUATION, REWARDS AND DISCIPLINARY ACTIONS APPLICABLE TO MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE EXECUTIVE MANAGEMENT AND OTHER MANAGERS OF SEABANK.....	39
Article 57. Methods and procedures for performance evaluation of the BOD, the BOS, the BOM and other Executives.....	39
Article 58. Performance evaluation criteria	39
Article 59. Rewards and disciplinary actions.....	40
CHAPTER IX HANDLING OF VIOLATIONS AND EFFECTIVENESS	41
Article 60. Handling of violations.....	41
Article 61. Transitional provisions and implementation.....	41

**INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE OF SEABANK**

BOARD OF DIRECTORS OF SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

- Pursuant to the Law on Enterprises 2020 and its amendments, supplements regulations;
- Pursuant to the Law on Credit Institutions 2024 and its amendments, supplements regulations;
- Pursuant to the Law on Securities 2019 and its amendments, supplements regulations;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its implementing regulations;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guidelines for implementation of some articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some articles of the Law on Securities;
- Pursuant to the Charter on organization and operations of Southeast Asia Commercial Joint Stock Bank;
- Pursuant to the Resolution No. 12 of the General Meeting of Shareholders of Southeast Asia Commercial Joint Stock Bank dated 22 April 2026;
- Pursuant the vote-counting minutes for the written opinion solicitation of the Board of Directors dated May 12, 2026 regarding the approval of the issuance of the internal regulations on corporate governance of SeABank;
- In consideration of practical circumstances,

Issues Internal Regulations on Corporate Governance of Southeast Asia Commercial Joint Stock Bank as follows:

**CHAPTER I
GENERAL REGULATIONS**

Article 1. Purpose, scope, and applicable subjects

1. Scope of regulation: the Internal Regulations on Corporate Governance of Southeast Asia Commercial Joint Stock Bank (SeABank) provide for the roles, rights, and obligations of the General Meeting of Shareholders (“GMS”), the Board of Directors

(“BOD”), the Supervisory Board (“BOS”), and the General Director (“CEO”); the procedures for conducting GMS; the nomination, self-nomination, dismissal, and discharge, performance evaluation, and planning of members of the BOD, BOS, and the CEO; as well as other matters prescribed by the Charter of SeABank and other applicable regulations of law.

2. Applicable subjects: These Regulations are applied to members of the BOD, BOS, the CEO, and related persons.

Article 2. Definitions and Abbreviations

1. SSC: State Securities Commission of Vietnam;
2. SeABank/Bank: Southeast Asia Commercial Joint Stock Bank;
3. GMS: General Meeting of Shareholders;
4. BOD: Board of Directors;
5. BOS: Supervisory Board;
6. BOM: Board of Management/ Executive Board;
7. CEO: General Director;
8. HRC: Human Resources Committee under the BOD;
9. RMC: Risk Management Committee under the BOD;
10. Charter of SeABank (or the “Charter”) means the Charter on organization and operations of SeABank, as adopted by the General Meeting of Shareholders on 22 April 2026, and any amendments or supplements thereto (if any).
11. “Law on Credit Institutions” (or the “Law on Credit Institutions 2024”):
 - a. The Law on Credit Institutions No. 32/2024/QH15 issued by the National Assembly of the Socialist Republic of Vietnam on 18 January 2024;
 - b. The Law amending and supplementing a number of articles of the Law on Credit Institutions No. 96/2025/QH15 issued by the National Assembly of the Socialist Republic of Vietnam on 27 June 2025;
 - c. Any amendments or supplements thereto (if any).
12. “Law on Enterprises” (or the “Law on Enterprises 2020”):
 - a. The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;
 - b. The Law amending and supplementing a number of articles of the Law on Enterprises No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on 11 January 2022;

- c. The Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2025;
 - d. Any amendments or supplements thereto (if any).
13. Other terms and expressions in this Regulations shall be performed in accordance with the provisions of the SeABank's Charter.

Article 3. Fundamental Principles of Corporate Governance¹

This Regulation is established on the basis of the following fundamental principles:

1. To ensure that the Bank's governance framework and organizational structure are appropriate, effective, and compliant with relevant laws and regulations, the SeABank's Charter. In addition, this regulation is applied best practices in corporate governance as well as the Bank's actual conditions from time to time;
2. To ensure that administration is strategic, systematic, sustainable and aligned with practical conditions as well as the sustainable development orientation of the industry and SeABank in each period;
3. To ensure the effective operation of the BOD, the BOS, the CEO; and to enhance the responsibility of the BOD;
4. To ensure the rights of shareholders and the equitable treatment of all shareholders;
5. To respect and ensure the lawful rights and interests of relevant stakeholders in the Bank's governance.
6. To disclosure information timely, accurate, and transparent on the Bank's operations, enhance accountability, and ensure equal access to information for shareholders;
7. To ensure the role of investors, the securities market, and intermediary institutions in supporting the Bank's corporate governance activities.

Article 4. Governance Framework and Organizational Structure of SeABank

The governance framework and organizational structure of SeABank comprise:

1. The GMS;
2. The BOD;
3. The BOS;
4. The CEO.

¹ Article 40 Securities Law 2019.

CHAPTER II**GENERAL MEETING OF SHAREHOLDERS****Article 5. Roles, rights and obligations of the General Meeting of Shareholders**

1. Role of the GMS: The GMS, comprising all shareholders with voting rights, is the highest decision-making entity of SeABank.
2. Rights and obligations of the GMS: be implemented in accordance with Article 38 of the SeABank's Charter and applicable laws from time to time.

Article 6. Authority to convene the General Meeting of Shareholders²

1. The GMS shall be held annually once a year. Besides, the GMS may convene extraordinary meetings. The location of the GMS shall be determined as the place where the Chairman attends the meeting within the territory of Vietnam.
2. The BOD shall convene both annual and extraordinary GMS meetings. The BOD shall convene an extraordinary GMS in the cases specified in Clause 4 of this Article.
3. The annual GMS shall be held within four (04) months from the end of the fiscal year. The BOD may decide to extend the deadline for convening the annual GMS where necessary, but not exceeding six (06) months from the end of the fiscal year.
4. The BOD shall convene an extraordinary GMS in the following cases:³
 - a. The Board of Directors considers that it is necessary for interests of SeABank;
 - b. The number of remaining members of the BOD, BOS is smaller than the minimum number of members specified in the law or the Charter of SeABank;
 - c. As required by a shareholder or a group of shareholders that holds over 10% of total ordinary shares⁴;
 - 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, breaches obligations of managers, or makes decisions beyond its delegated authority. In such cases, the shareholder or group of shareholders shall act in accordance with Clause 4, Article 35 of the Charter of SeABank;⁵
 - e. At the request of the BOS;
 - f. To decide on matters as requested by the State Bank of Vietnam in the event of occurrences affecting the safety of SeABank's operations;⁶
 - g. Other cases as prescribed by law.

² Article 139, Article 140 Enterprises Law 2020 and Article 39 SeABank's Charter

³ Clause 2 Article 67 Law on Credit Institutions 2024.

⁴ Clause 2d Article 67 Law on Credit Institution 2024 and Clause 4c Article 39; Clause 3 Article 35 SeABank's Charter.

⁵ Clause 2 Article 35, Clause 4d Article 39 SeABank's Charter, Clause 2 Article 115 Enterprises Law 2020.

⁶ Point e Clause 2 Article 67 Law on Credit Institutions 2024.

5. An extraordinary GMS: When the number of members of the BOD or the BOS falls to the level specified in in Point a, Clause 4 of this Article, or from the date of receipt of a request as prescribed in Points b, d, e, and f, Clause 4 of this Article, the BOD shall The Board of Directors shall convene an extraordinary GMS within **90 days**.
6. If an extraordinary GMS is not held by the BOD as specified in Clause 5 this Article, the BOS shall convene the GMS within the following thirty **(30) days**, on behalf of the BOD.
7. If an extraordinary GMS is not held by the BOS, the shareholder or a group of shareholders as prescribed in Point b, Clause 2, and Clause 3, Article 35 of the Charter of SeABank shall have the right, on behalf of SeABank, to convene the GMS in accordance with the Charter of SeABank, these Regulations, and applicable laws and regulations.
8. The person who convenes the GMS shall⁷:
 - a. Prepare a list of shareholders entitled to participate in the GMS;
 - b. Provide information and settle complaints relevant to the aforementioned list;
 - c. Draw up the meeting agenda and determine the form and method of voting;
 - d. Prepare documents for the meeting;
 - e. Draft the resolution of the GMS according to the meeting agenda; prepare a list and detailed information about the candidates for members of the BOD, BOS;
 - f. Determine the meeting time and location;
 - g. Send the invitation to each and every shareholder who have the right to attend the meeting in accordance with regulations;
 - h. Perform other tasks serving the meeting.
9. All reasonable expenses incurred for convening and conducting a GMS shall be reimbursed by SeABank; for the avoidance of doubt. Such expenses shall not include costs paid by shareholders to attend the GMS, such as accommodation, travel, and other related expenses.

Article 7. List of shareholders entitled to participate in the GMS⁸

1. The list of shareholders entitled to participate in the GMS shall be compiled according to the SeABank's shareholder register numbers, the securities holders register of SeABank. The list shall contain full names, mailing addresses, nationalities, legal document numbers of shareholders that are individuals; names, EID numbers or legal document numbers, headquarters addresses of shareholders that are organizations; quantities of shares of each type and each shareholder registration date and number of each shareholder.

⁷ Clause 5 Article 140 Enterprises Law 2020.

⁸ Article 141 Enterprises Law 2020 and Article 40 SeABank's Charter.

2. The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days prior to the date of disclosure of the invitation to the GMS. SeABank shall disclose information regarding the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date.⁹
3. Shareholders are entitled to access and make copies of names and mailing addresses of shareholders on the list; request correction of errors or addition of information about themselves on the list. The bank's executives shall promptly provide information in the shareholder register, revise and add information as requested by the shareholders; pay compensation for damage caused by the failure to provide or to accurately and promptly provide shareholder registration numbers as requested. The procedures for requesting provision of information in the shareholder register shall be specified in the company's charter.

Article 8. Agenda of the GMS¹⁰

1. The person who convenes the GMS shall prepare the agenda, format and method.
2. The shareholder or group of shareholders specified in Clause 2 Article 35 of SeABank's Charter is entitled to propose additional issues to the GMS agenda. The proposal shall be made in writing and sent to the SeABank at least 03 working days before the opening date unless another period is specified in the SeABank's charter. The proposal shall contain the names of shareholders and the proposed issues.
3. In case the proposal mentioned in Clause 2 of this Article is rejected by the person who convenes the GMS, a written response and explanation must be provided at least 02 days before the opening day. A proposal may only be rejected in the following cases:
 - a. The proposal is sent against the regulations of Clause 2 of this Article;
 - b. The issue exceeds the jurisdiction of the GMS;
 - c. Other cases prescribed by the SeABank's charter and/or the law.
4. The person who convenes the GMS shall include the issues proposed in accordance with Clause 2 of this Article in the draft agenda, except in the cases specified in Clause 3 of this Article. The issues will be included in the official agenda if their inclusion is accepted by the GMS.
5. The General Meeting of Shareholders shall discuss and vote to adopt resolutions on matters included in the meeting agenda. A resolution that is ratified by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and issuing such resolution prescribed in this Law and the SeABank's charter are not followed.¹¹

⁹ Clause 1 Article 273 Decree 155/2020/ND-CP.

¹⁰ Article 142 Enterprises Law 2020.

¹¹ Clause 2 Article 152 Enterprises Law 2020.



6. Procedures for voting resolutions in the form of an online meeting, a hybrid meeting (in-person combined with online), or by electronic voting or other electronic means as decided by the BOD, ensuring alignment with the bank's actual circumstances and compliance with applicable laws and regulations (if any), including but not limited to the following contents:
 - 6.1. Procedures for voting resolutions in the form of an online GMS, including the following:
 - a. Notice of convening an online GMS;
 - b. Procedures for registration to attend the online GMS;
 - c. Authorization of representatives to attend the online GMS;
 - d. Conditions for convening the meeting;
 - e. Forms of voting resolutions of the online GMS;
 - f. Methods of online voting;
 - g. Methods of vote counting conducted online;
 - h. Announcement of vote-counting results;
 - i. Preparation of minutes of the GMS;
 - j. Disclosure of resolutions of the GMS.
 - 6.2. Procedures for convening the GMS and voting resolutions in the form of a hybrid meeting (in-person combined with online), including procedures for organizing the meeting and voting, comprising the following:
 - a. Notice of convening the GMS;
 - b. Procedures for registration to attend the GMS;
 - c. Authorization of representatives to attend the GMS;
 - d. Conditions for convening and conducting the meeting;
 - e. Forms of adoption of resolutions of the GMS;
 - f. Methods of voting;
 - g. Methods of vote counting;
 - h. Announcement of vote-counting results;
 - i. Preparation of minutes of the GMS;
 - j. Disclosure of resolutions of the GMS.
 - 6.3. Electronic voting methods or other electronic forms as decided by the BOD, in line with the Bank's actual circumstances.

Article 9. Invitations to the GMS¹²

1. The person who convenes the GMS shall send invitations to all shareholders on the list of shareholders entitled to participate in the GMS at least **21 days** before the opening day unless an earlier time is specified in the SeABank's charter.

¹² Article 143 Enterprises Law 2020 and Article 42 SeABank's Charter

2. The invitation shall contain the participant's name, headquarters address, EID number, time and location of the meeting and other requirements; full name, personal identification number; time and venue of the meeting, and requirements applicable to meeting attendees.
3. The notice of invitation shall be delivered by methods ensuring receipt by shareholders. It includes email and/or registered contact address and/or mobile phone number and/or other means registered by the shareholder with SeABank or the shareholder's securities depository institution. At the same time, the invitation shall be published on the official website of SeABank, the State Securities Commission of Vietnam, the Ho Chi Minh City Stock Exchange¹³; and in a central or local daily newspaper where deemed necessary.
4. An invitation shall be sent together with:
 - a. The meeting agenda, meeting documents and the draft resolution on each issue in the agenda;
 - b. The list and detailed information of candidates in the case of election of the BOD and the BOS's member;
 - c. The voting card.
 - d. Draft resolutions.
5. The schedule and meeting documents related to GMS may be uploaded on the SeABank's website and/or sending physical invitations and documents. If the meeting documents are not attached to invitation, the invitation shall contain instructions on how to download the documents.
6. If SeaABank has been notified by a shareholder and/or obtained data by the Vietnam Securities Depository and Clearing Corporation the shareholder's email address and/or mobile phone number, the notice of the General Meeting of Shareholders would be sent to such email address and/or mobile phone number. It shall be deemed a valid method of delivery to the shareholder.
7. Shareholders are responsible for updating any changes to their email address, mobile phone number, or any other identification information with SeABank or the depository member where their shares are deposite. SeABank shall not be liable if the invitation fails to reach shareholders due to unnotified changes or late update.

Article 10. Exercising the right to attend the GMS¹⁴

1. Shareholders and representatives of shareholders that are organizations may directly participate in the GMS or authorize one or some other organizations and individuals to

¹³ Clause 3 Article 18 Forms of Charter attached to Circular No.116/2020/TT-BTC

¹⁴ Article 144 Enterprises Law 2020 and Article 43 SeABank's Charter



participate the GMS, or participate in the GMS in one of the forms specified in Clause 4 of this Article.

2. The authorization of participants in the GMS shall be made in writing. The authorization letter shall be made in accordance with civil laws. It includes at least the following contents: the name of the authorizing shareholder; personal ID/EID; name of the authorized individual or organization; number of shares authorized; contents of the authorization; scope of authorization; term of authorization; and signatures of the authorizing party and the authorized party. In the case where the shareholder is a legal entity, the document must have the seal and signature of the capital representative and/or the legal representative of the shareholder. The authorized individual or organization have to show the original power of attorney upon registration for attendance prior to entering the meeting.

The authorized representative attending have to submit the authorization letter before entering the meeting room. In case of re-authorization, the attendee have to present the original authorization letter of the shareholder and the authorization letter of the representative of the institutional shareholder (if not previously registered with SeABank).

3. The voting ballot of an authorized representative attending the meeting, within the scope of authorization, shall remain valid in the following cases, except where:
 - a. The authorizing person has died, limited legal capacity, or has lost legal capacity;
 - b. The authorizing person has revoked the authorization;
 - c. The authorizing person has revoked the authority of the authorized representative.
 - d. This provision shall not apply where SeABank has received notice of any of the above events prior to the opening of the General Meeting of Shareholders or prior to the reconvening of the meeting.
4. It will be considered that a shareholder attends and votes at the GMS in the following cases:
 - a. The shareholder directly participates in and votes at the GMS;
 - b. The shareholder authorizes another organization or individual to participate in and vote at the meeting;
 - c. The shareholder participates and votes online or through other electronic methods;
 - d. The shareholder sends the votes to the GMS by post, fax or email;
 - e. The shareholder sends the votes by other means specified in the SeABank's charter.

Article 11. Conditions for conducting the GMS¹⁵

1. The GMS shall be conducted when it is participated by a number of shareholders that represent **more than 50% of the votes**.
2. In case the conditions for conducting the meeting prescribed in Clause 1 of this Article are not fulfilled, the second invitation shall be sent within 30 days from the first meeting date unless otherwise prescribed by the SeABank's charter. The second GMS shall be conducted when it is participated by a number of shareholders that represent **at least 33% of the votes**.
3. In case the conditions for conducting the second meeting prescribed in Clause 2 of this Article are not fulfilled, the third invitation shall be sent within 20 days from the second meeting date unless otherwise prescribed by the SeABank's charter. The third GMS shall be conducted regardless of the number of votes represented by the participants.
4. Only the GMS has the right to change the agenda enclosed with the invitation prescribed in Article 142 of Enterprises Law 2020.

Article 12. Meeting and voting protocols¹⁶

Unless otherwise prescribed by the SeABank's Charter, the following meeting and voting protocol shall be followed:

1. Prior to the opening of the meeting, SeABank shall conduct the registration of shareholders attending the GMS until all shareholders entitled to attend the meeting have been duly registered, in the following order:
 - a. Upon registration, SeABank shall issue to each shareholder or authorized representative with voting rights a voting card. This voting card includes the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of voting rights of such shareholder. The GMS shall discuss and vote on each matter included in the meeting agenda.
 - b. Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the opening shall have the right to register immediately. They have the right to participate in and vote at the meeting upon completion of registration. The Chairman shall not be required to suspend the meeting to allow late-arriving shareholders to register. The validity of resolutions already adopted prior to their arrival shall remain unchanged.
2. Election of the President, Secretary and Election board:
 - a. The President of the BOD shall assume the chair or authorize a member of BOD to chair the GMS if it is convened by the BOD. In case the chair is not present or is

¹⁵ Article 145 Enterprises Law 2020 and Article 44 SeABank's Charter.

¹⁶ Article 146, 147, 150 Enterprises Law 2020 and Article 45 SeABank's Charter, Article 20 Model Charter attached to Circular 116/2020/TT-BTC.

- 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 chief of the BOS shall preside over the election of the GMS chair. In that case the person that receives the most votes will be the chair;
- b. Except for the cases specified in Point a of this Clause, the person that signs the decision to convene the GMS shall preside over the election of the chair by the GMS, in which case the person that receives the most votes will be the chair;
 - c. The chair shall designate one or some persons as the secretary(ies) of the GMS;
 - d. The GMS shall elect one or some people as the election board as requested by the chair;
3. The meeting agenda shall be ratified by the GMS during the opening session. The agenda shall specify the duration of each issue therein;
 4. The chair is entitled to implement necessary and reasonable measures to maintain order during the meeting and adhere to the ratified agenda and serve the majority of the participants, specifically:
 - a. Arrange seating at the venue of the GMS;
 - b. Ensure the safety of all persons present at the meeting venue(s);
 - c. Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the GMS shall have full authority to modify the above measures and to implement all necessary measures. Such measures may include the issuance of entry passes or the application of other selection methods.
 5. The GMS shall discuss and vote on each issue on the agenda. Votes include affirmative votes, negative votes and abstentions. The voting result shall be announced by the Chair before the meeting ends, unless otherwise prescribed by the company's charter.
 6. Members of the BOD and the BOS must attend the AGM to respond to shareholders' questions at the meeting (if any). In cases of where attendance can not attend (force majeure), such members must submit a written report to the BOD and the BOS.¹⁷
 7. In the event that the Bank's audited annual financial statements contain material qualifications, adverse audit opinions, or a disclaimer of opinion, SeABank shall invite a representative of the approved auditing firm to attend the AGM. The representative shall be responsible for attending the said meeting.¹⁸
 8. The person who convenes or chair the GMS has the rights to:
 - a. Request all participants to facilitate inspection and other lawful and reasonable security measures;

¹⁷ Clause 4 Article 273 Decree 155/2020/ND-CP

¹⁸ Clause 4 Article 273 Decree 155/2020/ND-CP

- b. Request a competent authority to maintain order during the meeting; expel those who do not comply with the chair's instructions, deliberately disrupt order, obstruct the meeting progress or disobey security requirements;
9. The chair is entitled to postpone the GMS that has a sufficient number of participants for up to 03 working days from the initial opening day or change the meeting location in the following cases:
- a. The current meeting location does not have enough seats for all participants;
 - b. Communication devices at the current meeting location are not adequate for all participant to discuss and vote;
 - c. One or some participants disrupt the meeting and thus threaten the fairness and legality of the meeting;
10. In case the chair postpones or suspends the GMS against Clause 9 of this Article, the GMS shall elect another participant to chair the meeting until the end; all resolutions ratified at the meeting shall be effective.

Article 13. Minutes of the GMS¹⁹

1. The minutes of the GMS shall be recorded by audio recordings and other methods, and shall contain the following information:
 - a. The company's name, EID number, headquarter address;
 - b. Time and location of the GMS;
 - c. The meeting agenda;
 - d. Summary of the meeting, comments at the GMS on each issue on the agenda;
 - e. The number of shareholders and the total number of voting rights of shareholders attending the meeting; the appendix containing the list of registered shareholders and their representatives attending the meeting, together with the corresponding number of shares and voting rights;
 - f. The total number of votes for each matter, clearly specifying the voting method; the total number of valid and invalid votes; votes in favor, votes against, and abstentions; and the corresponding percentages of the total voting rights of shareholders attending the meeting;
 - g. The matters approved and the corresponding ratios;
 - h. Full names and signatures of the Chairman and the Secretary. In the event that the Chairman and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed and approved by all other attending members of the BOD. The minutes must clearly state the refusal of the Chairman and/or the Secretary to sign.

¹⁹ Article 150 Enterprises Law 2020

The signatories is responsible for the accuracy and truthfulness of the contents of the minutes. The Chairman and the minute-taker is responsible individually for any damage caused to SeABank arising from their refusal to sign the minutes in accordance with this Article and applicable laws and regulations.

2. The minutes of the GMS must be completed and approved prior to the closing of the meeting. The Chairman and the Secretary of the meeting, or any other persons signing the minutes, are jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. The Vietnamese and foreign language copies of the minutes have the same legal value. In case of any discrepancy between them, the Vietnamese copy shall prevail.
4. The minutes of the GMS shall be sent to all shareholders within 15 days from the ending date of the meeting; the vote counting record may be uploaded to the SeABank's website.
5. The minutes of the GMS, the list of registered participants, the ratified resolutions and documents enclosed with the invitations shall be retained at the SeABank's headquarters.
6. Resolutions, minutes of the GMS, the appendix of the list of shareholders registering to attend the meeting bearing shareholders' signatures, authorization letter, all documents attached to the minutes (if any), and related documents accompanying the notice of invitation must be disclosed. It is in accordance with laws and regulations on information disclosure in the securities market and must be retained at the head office of SeABank.
7. If SeABank applies advanced technology to organize the GMS via an online format, it shall be implemented in accordance with specific regulations issued by the BOD from time to time. This method has to ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with applicable laws and regulations.

Article 14. Reporting operation of the BOD and BOS at Annual GMS²⁰

1. The report on operation of the BOD to be presented at the AGM as prescribed in Point c Clause 3 Article 139 of the Law on Enterprises and the SeABank's charter shall have the following contents:
 - a. Remunerations, operating costs and other benefits of the Board of Directors and each of its members according to the law.
 - b. Summaries of the meetings of the BOD and its resolutions/decisions.
 - c. Reports on transactions according to the law.

²⁰ Article 280, Article 290 Decree 155/2020/ND-CP

- d. Activities of independent members of the BOD and their opinions about the operation of the BOD.
 - e. Operation of the Committees of the BOD.
 - f. Results of supervision of the CEO and other executives.
 - g. Future plans.
2. The report on operation of the BOS to be presented at the AGM as prescribed in Point d, f Clause 3 Article 139 of the Law on Enterprises and the SeABank's charter shall have the following contents:
- a. Remunerations, operating costs and other benefits of the BOS and each of its members according to the law.
 - b. Summaries of meetings of the BOS and its resolutions/decisions.
 - c. Results of supervision of the bank's operation and finance.
 - d. Evaluation of transactions of related persons according to the law.
 - e. Report on the results of supervision over the approval of investment projects, the purchase and sale of fixed assets, contracts, and other transactions of SeABank falling under the decision-making authority of the GMS and the BOD.
 - f. Results of supervision of the performance of the BOD, the CEO and other executives of the company.
 - g. Evaluation of the cooperation between the BOS, the BOD, the CEO and shareholders.

Article 15. Authority and Procedures for ratification of resolutions of the GMS²¹

The authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the GMS shall be implemented in accordance with the following provisions:

1. The BOD shall have the authority to obtain shareholders' written opinions in order to adopt resolutions on all matters under GMS's competence where deemed necessary for the interests of SeABank. It includes matters as prescribed in Clauses 1 and 2, Article 38 of the SeABank's Charter, except for the cases specified in Clause 4, Article 38 of the SeABank's Charter.
2. The BOD shall prepare the questionnaires, the draft resolution and explaining documents; send it to all voting shareholders at least 10 days before the deadline for submission of the questionnaires unless a longer period is specified in the SeABank's charter. The list of shareholders to receive the questionnaires shall be compiled in

²¹ Article 148 and Article 149 Enterprises Law 2020 and Article 46 SeABank's Charter.

accordance with Clause 1 and Clause 2 Article 141 of this Law. Questionnaires and documents shall be sent in accordance with Article 143 of this Law.

3. The vote counting record shall have the following information:
 - a. The company's name, EID number, headquarter address;
 - b. Purposes that needs voting;
 - c. Full name, contact address, nationality, and legal identification number in respect of individual shareholders; or legal identification number and head office address in respect of organizational shareholders; or full name, contact address, nationality, and legal identification number in respect of the representative of an institutional shareholder; together with the number of shares of each class and the corresponding voting rights of the shareholder;
 - d. The issue that needs voting;
 - e. Quantities of affirmative votes, negative votes and abstentions on each issue;
 - f. The deadline for returning the completed opinion solicitation forms to SeABank;
 - g. Full name and signature of the Chairman of the BOD.
4. Shareholders may send answered questionnaires to the company by post, fax or email as follows:
 - a. An answered questionnaire sent by post shall bear the signature of the shareholder (if the shareholder is an individual) or the shareholder's authorized representative or legal representative (if the shareholder is an organization), be placed in a closed envelope which must not be opened before vote counting time;
 - b. An answered questionnaire sent by fax or email shall be kept confidential until the vote counting time;
 - c. Answered questionnaires that are submitted after the deadline or opened before vote counting time (for those sent by post) or revealed (for those sent by fax or email) shall be considered invalid. Questionnaires that are not submitted shall not be counted as votes.
5. Voting by other electronic means shall be decided by the BOD and specifically guided when conducting the solicitation of shareholders' written opinions, in alignment with the Bank's actual circumstances.
6. 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 the company. The vote counting record shall have the following information:
 - a. The company's name, EID number, headquarter address;
 - b. Purposes and the issue that needs voting;

- c. Quantities of voters, votes casted, valid votes and invalid votes, voting method and a list of voters;
- 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 the President of the BOD, vote counting supervisors and vote counters.

The members of the BOD, vote counters and vote counting supervisor are jointly responsible for the accuracy and honesty of the vote counting record; for the damage caused the decisions that are ratified due to inaccurate or dishonest vote counting.

7. The vote counting record and the resolution shall be sent to all shareholders within 15 days from the date of vote counting completion or uploaded on the SeABank's website;
8. Answered questionnaires, the vote counting record, the ratified resolution and relevant documents enclosed with the answered questionnaires shall be retained at the SeABank's headquarters;
9. An resolution that is ratified through questionnaire survey has the same value as those ratified at the GMS.

Article 16. Conditions for ratification of resolutions of the GMS

The resolutions of the GMS are approved by the following rules:

1. The GMS shall adopt decisions within its authority by voting at the meeting or by obtaining written opinions.
2. A resolution on one of the following issues will be ratified if it is voted for by a number of shareholders that represent at least **65%** (a specific ratio shall be specified in the company's charter) of votes of all participants, except for the cases specified in SeABank's Charter:
 - a. Amendment and supplementation of the SeABank's Charter;
 - b. Approval of plans to change the charter capital; approval of share issuance plans, including the class of shares and the number of new shares to be offered;
 - c. Investment or sale of assets that are worth at least 20% of the charter capital written in the latest financial statement, unless another ratio or value is specified in the company's charter;
3. For decisions on matters specified in point r, clause 1, Article 38 of the SeABank's Charter, such decisions must be approved by shareholders representing more than 65% of the total voting rights of all shareholders attending the meeting.
4. A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares.

In case of questionnaire survey, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares²².

Article 17. Effect of the resolution of the GMS²³

1. The resolution of the GMS takes effect from the day on which it is ratified or on the effective date specified therein.
2. A resolution that is ratified by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and issuing such resolution prescribed in this Law and this charter are not followed;
3. In case a shareholder or group of shareholders requests the court or an arbitral tribunal to consider invalidating the resolution as prescribed in Article 17 this Regulation, the resolution shall remain effective until the effective date of the decision on invalidation of such resolution, except for the cases in which temporary emergency measures are implemented under a decision of a competent authority.

Article 18. Requesting invalidation of a resolution of the GMS²⁴

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders mentioned in Clause 2 Article 35 of SeABank's Charter is entitled to request the court or an arbitral tribunal to consider invalidating the resolution in part or in full in the following cases:

1. The procedures for convening the GMS and issuing decisions prescribed in this Law and the SeABank's charter are not followed, except for the cases specified in Clause 2 Article 16 of this Regulations;
2. The contents of the resolution violations the law or the SeABank's charter.

Article 19. Reporting resolutions and decisions of GMS²⁵

Within 15 days from the date on which meeting of the GMS ends or the vote count finishes in case of collection of written opinions, SeABank shall send all resolutions and decisions ratified by the GMS to the State Bank of Vietnam.

CHARTER III

BOARD OF DIRECTORS

Article 20. Roles and responsibilities of BOD²⁶

1. The BOD is a governing body that has the full power to decide and exercise the rights and fulfill the obligations of SeABank, except for matters to be decided by the GMS.

²² Clause 6 Article 148 Enterprises Law 2020

²³ Article 152 Enterprises Law 2020 and Article 47 SeABank's Charter.

²⁴ Article 151 Enterprises Law and Article 48 SeABank's Charter

²⁵ Article 668 Enterprises Law and Article 49 SeABank's Charter

²⁶ Article 50 Law on Credit Institutions 2024.

2. Roles and responsibilities of the BOD: performed according Article 51 SeABank's Charter and the law from time to time.
3. Rights to information of members of the BOD²⁷
 - a. Members of the BOD are entitled to request the CEO, Deputy CEO and other executives of SeABank to provide information and documents about the finance and business performance of SeABank and its units.
 - b. The requested executives shall provide information and documents fully and accurately as requested by the BOD. The procedures for requesting and providing information shall be specified in the SeABank's charter.

Article 21. Structure and qualifications by the BOD²⁸

1. Term, number, and structure of the BOD
 - a. The term of BOD shall not exceed 05 years. A member of the BOD shall have the same term of office as the BOD. The term of an additional or replacing member of the BOD is the remaining term of the BOD. The BOD of the previous term shall continue to operate until the BOD of the new term takes over its work.
 - b. The SeABank's BOD shall have between 5 and 11 members. The number of members in each term of office shall be decided by the GMS. The BOD shall have at least 02 independent members. Two-third of total members of the BOD shall be independent members and members that are not executives of SeABank.
 - c. An individual and his/her related persons or representatives of stakes of an institutional shareholder and their related persons may be elected to hold the position of no more than 02 members of the BOD²⁹.
 - d. The BOD shall be responsible to the GMS for performance of the assigned tasks and powers according to regulations of this Law and the charter of the credit institution.
 - e. The composition of the BODs ensures diversity in terms of expertise, experience, age, gender, cultural background, perspectives, and individual attributes, thereby aligning with the actual and governance needs from time to time.
2. Criteria and requirements for the Chairman of the BOD, members of the BOD, and independent members of the BOD:
 - a. The eligibility criteria and requirements applicable to the Chairman of the BOD, members of the BOD, and independent members of the BOD who are newly elected or replaced/supplemented: shall comply with the provisions set out in Article 67 of the SeABank's Charter and relevant regulations.
 - b. When reviewing and approving the list of candidates to the BOD based on nominations or self-nominations by shareholders, the BOD may consider applying

²⁷ Article 151 Enterprises Law 2020 and Article 48 SeABank's Charter.

²⁸ Article 50 SeABank's Charter; Article 69 Law on Credit Institutions 2024

²⁹ Clause 3 Article 69 Law on Credit Institutions 2024.



additional criteria and requirements in line with international best practices and corporate governance standards. The BOD can take into account candidates' qualifications, commitments, and their expected roles within the BOD, in order to ensure diversity and effectiveness in the Board's composition.

Article 22. Process for inheritance, self-nomination, and selection of members of the BOD³⁰:

1. The BOD shall develop an inheritance plan for BOD's members based on proposals from the CEO and/or the HRC, with a view to mitigating potential risks arising from resignation, automatic disqualification, dismissal, or discharge accordance with applicable laws and/or the SeABank's Charter. Accordingly, the BOD may determine the number and list of potential candidates who satisfy the eligibility criteria and requirements for those positions sourced from the following:
 - a. The Board of Executive (including the Board of Management, Heads of Divisions/Departments/Units), and/or other managerial personnel who meet the eligibility criteria and requirements applicable to members/ independent member of the BOD. In addition, this position requires at least five (05) years of working with the Bank, unless otherwise decided by the BOD.
 - b. Nominations introduced by members of the BOD, the BOM, and/or professional recruitment agencies.
 - c. Nominations introduced by shareholders or groups of shareholders in accordance with applicable regulations.
2. The incumbent BOD shall introduce the above-mentioned candidates for shareholders or groups of shareholders to nominate. In cases where shareholders fail to nominate a sufficient minimum number of candidates for membership of the BOD as required by applicable laws and regulations, the BOD will nominate.
3. Process for nomination, self-nomination, and selection of members of the BOD³¹:
 - a. The BOD shall (i) notify shareholders entitled to attend the GMS of the number of members to be elected or supplemented to the BOD, the expected number of independent members. Besides, the eligibility criteria and requirements applicable to such positions, to enable shareholders to nominate or self-nominate candidates are also supplied in accordance with applicable laws and the SeABank's Charter; and (ii) provide guidance on the procedures, documentation, timelines, and other relevant matters relating to nomination and self-nomination. The number of candidates that each shareholder or group of shareholders is entitled to nominate or self-nominate shall be determined in accordance with Clause 1, Article 73 of the SeABank's Charter.

³⁰ Article 73 SeABank's Charter

³¹ Article 73 SeABank's Charter

- b. Based on the list of candidates nominated or self-nominated by shareholders, the BOD shall assess their qualifications, prepare and ratify the proposed list of candidates for election.
- c. The BOD shall have the right to nominate additional or replacement candidates who meet such criteria. On the other hand, the BOD shall organize the nomination of the remaining candidates in accordance with the procedures, and conditions as determined by the BOD in the event that the number of candidate is sufficient, or ineligible requirements,
- d. In respect of candidates who do not satisfy the prescribed eligibility criteria and requirements, the BOD shall clearly notify the reasons to such candidates and nominating shareholder(s) or group of shareholders.
- e. The BOD shall prepare and submit an application dossier to the SBV for approval of the proposed list of candidates in accordance with applicable laws and regulations.
- f. Individuals elected as members of the BOD must be included in the list of candidates approved by the SBV. The election of BOD's members shall be completed within six (06) months from the date of the State Bank of Vietnam's written approval of the proposed list of candidates.
- g. SeABank shall notify the SBV of the list of elected and appointed holders of the positions within 10 days from the date of such election and appointment.³²
- h. The nomination and self-nomination of members of the BOD shall comply with the provisions of the Law on Enterprises, other relevant laws and regulations, and the following provisions³³
- i. In the event that candidates for the BOD have been identified, SeABank shall disclose information about the candidates for members of the BOD at least 10 days before its meeting date on the SeABank's website. Candidates for member of the BOD have to provide a written undertaking confirming the truthfulness and accuracy of the disclosed personal information. Candidates have to commit to performing their duties with integrity, due care, and in the best interests of SeABank if elected as members of the BOD. Information relating to candidates for the BOD to be disclosed shall include: full name; date of birth; professional qualifications; employment history; other managerial positions held (including other positions of the BOD of SeABank, if any); interests related to SeABank and

³² Clause 3 Article 44 Law on Credit Institution 2024

³³ Clause 4 Article 41 Securities Law 2019; Article 25 Model Charter attached to Circular 116/2020/TT-BTC, Clause 3 Article 274 Decree 155/2020/ND-CP

its related parties; and other information (if any) as prescribed in the SeABank's Charter³⁴.

SeABank shall be responsible for disclosing information on companies where the candidate currently holds the position of member of the Board of Directors, other managerial positions, and interests related to SeABank of the candidate for the Board of Directors (if any);

- ii. In case the quantity of candidates is not sufficient as prescribed by the Law on Enterprises, the current BOD may nominate additional candidates or hold a nomination as prescribed by the SeABank's charter and the company's administration regulations. The introduction of additional candidates by the incumbent BOD must be clearly disclosed prior to the GMS voting on the election of members of the BOD, in accordance with applicable laws and regulations³⁵.

Article 23. Automatic termination, dismissal, discharge and additional election/replacement of members of the BOD

1. Automatic termination of membership of the BOD: The BOD shall implement in accordance with Article 75 of the SeABank's Charter.
2. Cases of dismissal and discharge of members of the BOD: Implementation shall be in accordance with Article 76 of the SeABank's Charter.
3. Additional election and replacement of members of the BOD:
 - a. Where an incumbent member of the BOD is elected prior to the effective date of this Regulation resigns, the dismissal or automatic termination will perform in accordance with applicable regulations. The BOD shall carry out the additional election or replacement of such member. The procedures for such additional election/ replacement shall be conducted in the same manner as for a new election.
 - b. SeABank shall conduct an additional election of members of the BOD within 90 days from the date on which the number of members falls below the minimum required under applicable laws or the bank's internal regulations.

Article 24. Remuneration, bonuses and other benefits of members of the BOD

The remuneration, bonuses and other benefits of members of the BOD shall be implemented in accordance with the Law on Credit Institutions, the Law on Enterprises, the SeABank Charter, and specific regulations of the BOD on remuneration, bonuses, expenditures and official expenses applicable to the BOD from time to time.

³⁴ Clause 3 Article 274 Decree 155/2020/ND-CP

³⁵ Clause 3 Article 148 Enterprises Law 2020, Clause 3 Article 25 Model Charter attached to Circular 116/2020/TT-BTC, Clause 3 Article 38 SeABank's Charter

Article 25. Procedures for convening meetings of the BOD and obtaining written opinions of members of the BOD

Implementation shall be in accordance with the provisions of the SeABank's Charter and the Regulation on the organization and operation of the BOD.

Article 26. Committees/Councils and bodies under the Board of Directors

1. The BOD shall establish committees to assist in the performance of its duties and powers, including. It concludes at least the RMC and the HRC. The BOD shall determine the duties and powers of these two (02) committees in accordance with the regulations of the Governor of the State Bank of Vietnam. The organizational structure, functions and responsibilities of the RMC and the HRC shall comply with the regulations of the State Bank of Vietnam. The organizational structure has to more than one-half (1/2) of the voting members of each committee are non-executive members.³⁶
2. Each committee (RMC/ HRC) shall comprise at least three (03) members, including a Chairman who is a member of the BOD. Other members appointed and removed by the BOD in accordance with internal regulations and the SeABank Charter. A member of the BOD may serve as Chairman of only one committee. The RMC must have at least one (01) member is an independent member of the BOD.³⁷
3. The BOD may establish an Audit Committee as a specialized body under the BOD. The Audit Committee shall have at least two (02) members.³⁸
4. The BOD may establish an Environmental, Social and Governance (ESG) Committee as a specialized body under the BOD, to advise and assist the BOD in formulating and implementing the Bank's ESG strategy (if necessary).

Article 27. Eligibility criteria for the Person in charge of company administration of SeABank³⁹

1. The BOD shall appoint at least one (01) person in charge of company administration of SeABank⁴⁰ who will assist in administration works and may concurrently hold the position of the company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprise⁴¹.
2. The person in charge of corporate governance of SeABank must satisfy the following criteria:

³⁶ Clause 5 Article 50 Law on Credit Institution 2020, Clause 2 Article 6 Circular 83/2025/TT-NHNN (effective date from 01/07/2025)

³⁷ Clause 2 Article 17 Circular 34/2024/TT-NHNN

³⁸ Article 161 Enterprises Law 2020

³⁹ Article 59 SeABank's Charter, Clause 1 Article 281 Decree No.155/2020/Nd-CP

⁴⁰ The Person in charge of company administration may concurrently hold the position of Company Administration Secretary in accordance with the Vietnam Corporate Governance Code (2026 edition).

⁴¹ Clause 3 Article 60 SeABank's Charter



- a) Having knowledge of the law;
- b) The person in charge of company administration must not concurrently be employed by an independent auditing firm that is auditing SeABank's financial statements;
- c) Other criteria as prescribed by applicable laws, the SeABank's Charter, and regulations of the BOD, with a view to aligning with corporate governance principles and standards of Vietnam and/or international best practices.

Article 28. Rights and obligations of the person in charge of company administration⁴²

1. Provide consultancy for the BOD in organizing the GMS and performance of relevant tasks between the bank and shareholders;
2. Prepare for meetings of the BOD, the BOS and the GMS as requested by the BOD or the BOS;
3. Provide consultancy on meeting procedures;
4. Participate in the meetings;
5. Provide consultancy on procedures for lawful issuance of resolutions of the BOD;
6. Provide financial information, minutes of meetings of the BOD and other information for members of the BOD and the BOS;
7. Supervise and report to the BOD on the company's information disclosure;
8. Assist in contact between parties with relevant interests;
9. Protect confidentiality of in accordance with regulations of law and the SeABank's charter;
10. Other rights and obligations prescribed by law and the SeABank's charter.

Article 29. Cases of removal and dismissal of the Person in charge of company administration of SeABank

The dismissal or discharge of the Person in charge of company administration of SeABank shall be decided by the BOD, in accordance with SeABank's internal regulations from time to time.

Article 30. Disclosure of information on the appointment, removal, and dismissal of the Person in charge of corporate governance of SeABank⁴³

1. Within twenty-four (24) hours from the issuance of a decision on the appointment, dismissal or discharge of the Person in charge of company administration, or upon receipt of a resignation letter from such person, SeABank shall disclose information on such decisions in accordance with the laws on securities.

⁴² Clause 3 Article 281 Decree No.155/2020/ND-CP

⁴³ Point 1, Clause 1, Article 11, Circular 96/2020/TT-BTC

2. SeABank shall submit to the State Securities Commission and the Ho Chi Minh City Stock Exchange the disclosure statement of internal persons in accordance with the laws on information disclosure on the securities market.

CHAPTER IV SUPERVISORY BOARD

Article 31. Roles, obligations and powers of the BOS and its members⁴⁴

1. The BOS shall supervise and evaluate the compliance with applicable laws, internal regulations, the SeABank Charter, and resolutions of the GMS and the BOD.
2. The duties and powers of the BOS shall be implemented in accordance with Article 62 of the SeABank Charter and SeABank's regulations from time to time.
3. The duties and powers of members of the BOS shall be implemented in accordance with Article 63 of the SeABank Charter and SeABank's regulations from time to time.

Article 32. Term, number and structure of members of the BOS

The term, number and structure of members of the BOS shall be implemented in accordance with Article 61 of the SeABank Charter.

Article 33. Eligibility criteria and requirements for members of the BOS

The eligibility criteria and requirements for members of the BOS shall be implemented in accordance with Article 68 of the SeABank Charter, applicable laws and regulations, and SeABank's internal regulations from time to time, with a view to aligning with international best practices in corporate governance.

Article 34. Regulations on succession, selection, nomination, self-nomination, and election of members of the BOS

1. The BOS shall develop a inherit plan in order to mitigate potential risks arising from resignation, automatic termination, dismissal or discharge of members of the BOS in accordance with applicable laws and SeABank's regulations from time to time.
2. The BOS shall determine the number and potential candidates who satisfy the eligibility criteria and requirements applicable to members of the BOS under applicable laws and SeABank's regulations, sourced from the following:
 - a) The Bank's Executive (including the Board of Management, Heads of Divisions/Departments/Units), and/or other managerial personnel who meet the eligibility criteria and requirements to become members of the BOS. The candidate(s) must have at least five (05) years of working with the Bank, unless otherwise decided by SeABank; or

⁴⁴ Article 51, 52, 53 and 54 Law on Credit Institution 2024; Article 62, 63 SeABank's Charter



- b) Nominations introduced by members of the BOD, members of the BOS, the BOM, and/or professional recruitment or executive search firms;
 - c) Nominations introduced by shareholders or groups of shareholders in accordance with applicable regulations.
3. The incumbent BOS shall introduce potential candidates for shareholders or groups of shareholders to nominate. In case number of candidates for membership of the BOS is under minimum, the BOS may directly nominate as required by applicable laws.
 4. The process for nomination and self-nomination of members of the BOS shall be implemented in accordance with Clause 3, Article 21 of this Regulation, Article 73 of the SeABank Charter, and relevant regulations/guidelines on nomination and self-nomination of members of the BOD and the BOS of SeABank from time to time.
 5. The election of members of the BOS shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the BOS. All or part of such votes to one or more candidates may be allocated. Candidates elected as members of the BOS shall be determined based on the number of votes received, in descending order, starting from the candidate with the highest number of votes. It lasts until the required number of members of the BOS reached in accordance with SeABank's regulations from time to time. In the event that two (02) or more candidates receive an equal number of votes for the final seat, a re-election shall be conducted among such candidates. On the other hand, the selection shall be made in accordance with the applicable election regulations or the SeABank Charter⁴⁵.

Article 35. Automatic termination, removal and dismissal of members of the BOS

The automatic termination, dismissal or discharge of members of the BOS shall be implemented in accordance with Articles 75 and 76 of the SeABank Charter.

Article 36. Notification of election, removal and dismissal of members of the BOS⁴⁶

1. Within twenty-four (24) hours from the issuance of a decision on the election, dismissal or discharge of a member of the BOS, or upon receipt of a resignation letter from such member, SeABank shall disclose on SeABank's website (including the effective date in accordance with the Law on Enterprises and the Charter). Concurrently, SeABank has to report to the State Securities Commission and the Ho Chi Minh City Stock Exchange.
2. The results of the election or appointment of members of the BOS shall be notified to the State Bank of Vietnam within ten (10) days from the date of such election or appointment, and disclosed in accordance with regulations on information disclosure.

⁴⁵ Clause 3 Article 148 Enterprises Law 2020

⁴⁶ Point 1, Clause 1, Article 11, Circular 96/2020/TT-BTC; Clause 3 Article 44 Law on Credit Institution 2024

3. Within ten (10) days from the date of approval of a decision on the dismissal or discharge of members of the BOS, the BOD shall submit a written report, together with relevant supporting documents, to the State Bank of Vietnam⁴⁷.

Article 37. Meetings and adoption of resolutions of the BOS

Meetings and the adoption of resolutions of the BOS shall be conducted in accordance with Article 64 of the SeABank Charter and SeABank's regulations from time to time.

Article 38. Right of the BOS to access information⁴⁸

1. Documents and information must be provided to members of the BOS at the same time and in the same manner as the BOD, including:
 - a) Notices of meetings, voting ballots for collecting opinions of members of the BOD, and accompanying documents;
 - b) Resolutions, decisions, and minutes of meetings of the GMS and the BOD;
 - c) Reports of the CEO submitted to the BOD or other documents issued by SeABank.
2. Members of the BOS shall have the right to access files and documents of SeABank kept at the head office, branches, and other locations; and to visit the workplaces of managers and employees of SeABank during working hours.
3. The BOD, Members of the BOD, the CEO, and other managers shall provide full, accurate, and timely information and documents relating to the management, and business operations of SeABank at the request of BOS.

Article 39. Salaries, bonuses and other benefits of Controllers⁴⁹

1. Controllers' salaries, bonuses, other benefits and operating budget shall be decided by the GMS. The GMS shall determine the salaries, remuneration, bonuses, and other benefits of the BOS, as well as the annual operating budget of the BOS.
2. Reasonable costs of food, stay, travel, independent counseling services of BOS shall be reimbursed. The total salaries and costs must not exceed the annual operating budget of the BOS which has been approved by the GMS, unless otherwise prescribed by the GMS;
3. Salaries and operating costs of the BOS shall be recorded as the company's expenses in accordance with regulations of law on corporate income tax and relevant laws and placed in a separate section in the company's annual financial statements.

⁴⁷ Clause 3 Article 46 Law on Credit institution 20024

⁴⁸ Article 12 Model Charter attached to Circular 116/2020/TT-BTC, Article 171 Enterprises Law 2024

⁴⁹ Article 172 Enterprises Law 2020

**CHAPTER V
GENERAL DIRECTOR**

Article 40. Roles and duties of the CEO⁵⁰

1. The CEO is the highest executive who responsible for the day-to-day business operations of SEABANK. The CEO is subject to the supervision of the BOD. The CEO shall be accountable to the law, the GMS, the BOD, and the BOS for the performance of the assigned rights and obligations.
2. The duties and powers of the CEO: shall be implemented in accordance with Article 66 of the SeABank Charter and applicable laws, as well as other regulations of SeABank from time to time.

Article 41. Term, eligibility criteria and requirements of the CEO

1. The term of office of the CEO shall not exceed five (05) years. The specific duration of each term shall be determined by the BOD. The CEO may be reappointed for an unlimited number of terms. The appointment, dismissal and discharge of the CEO shall be carried out in accordance with the Bank's Charter, the Law on Credit Institutions 2024, and regulations of the State Bank of Vietnam⁵¹.
2. The eligibility criteria and requirements for the CEO shall be implemented in accordance with Article 69 of the SeABank Charter.

Article 42. Appointment and execution of employment contract with the CEO

1. The BOD shall appoint one of its members as the CEO or hire another individual to serve as the CEO⁵².
2. The proposed list of candidates for CEO must be approved by the State Bank of Vietnam prior. The procedures and process for obtaining such approval shall comply with applicable laws and regulations.

Article 43. Removal and termination of employment contract of the CEO

1. The dismissal and termination of the employment contract of the CEO shall be implemented in accordance with Articles 75 and 76 of the SeABank Charter and SeABank's regulations from time to time.
2. In the event of a vacancy in the position of the CEO, the BOD shall appoint a new CEO within ninety (90) days from the date such vacancy arises⁵³.

⁵⁰ Article 55 Law on Credit Institutions 2024, Article 162 Enterprises Law 2020, Article 65 SeABank's Charter

⁵¹ Clause 3 Article 65 SeABank's Charter

⁵² Clause 2 Article 65 SeABank's Charter

⁵³ Clause 3 Article 55 Law on Credit Institution 2024.

Article 44. Notification and disclosure of information on the appointment, removal, execution and termination of employment contract of the CEO

1. Within ten (10) days from the date of appointment, SeABank shall notify the State Bank of Vietnam of the appointment of the CEO⁵⁴.
2. Within ten (10) days from the date when the CEO's removal is approved, the BOD shall submit a written report, together with relevant supporting documents, to the State Bank of Vietnam⁵⁵.
3. Within twenty-four (24) hours from the issuance of a decision on the appointment, dismissal, discharge or termination of the CEO, or upon receipt of a resignation letter from the CEO, SeABank shall disclose such information on its official website. Concurrently, SeABank reports to the State Securities Commission and the Ho Chi Minh City Stock Exchange⁵⁶.

Article 45. Salary and other benefits of the CEO⁵⁷

1. The CEO shall be entitled to salary and bonuses based on business performance and efficiency. The salary and bonuses of the CEO shall be determined by the BOD.
2. The salary of the CEO shall be accounted for as an operating expense of SeABank in accordance with the laws on corporate income tax. It shall be presented as a separate item in SeABank's annual financial statements. The CEO's salary shall be reported to the GMS.

Article 46. Succession plan for the CEO

1. Objective: The succession plan for the CEO shall be developed to ensure continuity and consistency in the position of the Bank's CEO. This plan is to ensure that the successor possesses the necessary qualifications, experience and satisfies the eligibility criteria and requirements to assume the position of CEO in accordance with applicable laws and the Bank's regulations from time to time; etc.
2. The CEO or the HRC may develop a succession plan to address unexpected personnel changes, or for a term of three (03) to five (05) years, or on a long-term basis. This plan includes the number and candidate(s) who meet the eligibility criteria and requirements for the position of CEO in accordance with applicable laws and SeABank's regulations from time to time. It comes from the following sources:
 - a) The Bank's Executive (including the BOM, Heads of Divisions/Departments/Units), and/or other managerial personnel who meet the eligibility criteria and requirements

⁵⁴ Clause 3 Article 44 Law on Credit Institution 2024.

⁵⁵ Clause 3 Article 46 Law on Credit Institution 2024.

⁵⁶ Article 163 Enterprises Law 2020

⁵⁷ Article 163 Enterprises Law 2020

- applicable to the position of CEO. The candidate(s) must have at least five (05) years of service with the Bank; or
- b) Nominations introduced by members of the BOD, the BOM, and/or professional recruitment or executive search firms.
3. The incumbent CEO or the HRC shall introduce potential candidates for consideration and evaluation by the BOD. After that, submitting to the SBV for approval prior to the appointment of the CEO (if necessary).

CHAPTER VI

WORKING RELATIONSHIP AMONG THE BOD, THE BOS, AND THE CEO

Article 47. Principles of coordination

The BOD, the BOS, the CEO, and other Executives (hereinafter collectively referred to as the “BOM”) shall coordinate their activities in accordance with the following principles:

1. Always acting in the best interests of SeABank;
2. Strictly complying with applicable laws and SeABank’s internal regulations;
3. Performing their duties with the highest sense of responsibility, loyalty, cooperation, and maintaining regular communication to jointly resolve any issues or difficulties (if any).

Article 48. Coordination between the BOD and the CEO, other BOM

The BOD shall stipulate in detail the working relationship among the BOD, the BOM, and other executives from time to time, ensuring the following fundamental principles:

1. The BOD shall be accountable to the GMS, shareholders, and to the law, for the ultimate performance results of SeABank.
2. The BOD shall perform its governance functions in accordance with the SeABank Charter, this Regulation, and SeABank’s internal regulations, in compliance with applicable laws. The BOD shall decide on matters relating to the SeABank’s objectives, except for those falling within the authority of the GMS (excluding matters authorized by the GMS to the BOD) and matters requiring approval from the State Bank of Vietnam.
3. The BOD shall direct the BOM to fully implement resolutions and decisions of the Annual/ Extraordinary GMS, the provisions of the SeABank Charter, applicable laws, and SBV’s obligations. BOM shall inspect and supervise all activities of SeABank.
4. At meetings of the BOD, the Chairman of the BOD/ the meeting chair shall invite the CEO, Deputy CEO, or other relevant executives, in accordance with SeABank’s work

allocation and delegation of authority. The attendees shall report, and provide opinions (if any).

5. At regular/ ad hoc meetings or other important meetings of the CEO, Deputy CEO, and equivalent positions, the meeting chair may invite the Chairman of the BOD or relevant members, depending on the agenda. The attendee shall attend and provide opinions (if any).
6. The CEO, or a duly authorized person shall be responsible for submitting written reports to the BOD and the GMS on the performance of assigned duties on a periodic basis (quarterly, semi-annually, annually) or upon request.
7. The BOD shall have the right to require the BOM and relevant units to provide reports and to comply with reporting obligations in order to perform its governance and oversight functions in accordance with the SeABank Charter, internal regulations, and applicable laws. Information and data provided to the BOD must be truthful, objective, timely, and accurately. It has to reflect SeABank's operations, in line with governance requirements and applicable laws.
8. The CEO of SeABank shall be responsible for establishing and maintaining information and report to the BOD. The mechanism includes methods for transmitting and receiving reports, ensuring timeliness, efficiency, and confidentiality. The CEO shall be responsible for the quality of information and reports provided to the BOD.
9. The BOD shall facilitate the BOD's members, the BOM, and other executives to participate in training, capacity-building, and researching in order to enhance their knowledge, and improve governance capabilities at SeABank.

Article 49. Coordination between the BOD and the BOS⁵⁸

1. The Chairman of the BOD or the convener shall send meeting notices and accompanying documents to BOS's members at meetings of the BOD.
The BOS shall have the right to attend BOD's meetings. The BOS shall participate in discussions, but not have voting rights.
2. The BOS has rights to request the BOD to convene an extraordinary meeting, or to request the BOD to convene an extraordinary GMS in accordance with applicable laws and the SeABank Charter.
3. In addition to periodic reports, members of the BOS shall have the right to request the BOD to provide information and documents. Those documents relate to the management, administration, and business operations of SeABank.

⁵⁸ Article 157 Enterprises Law 2020, Clause 8, 10 Article 52 Law on Credit Institution 2024.

4. The BOD shall ensure that all meeting minutes, financial information, and other documents are provided to BOS's members at the same time and manner as those provided to members of the BOD.
5. The BOS shall promptly notify the BOD upon detecting that any Executives has committed violations of law, the SeABank Charter, internal regulations, or resolutions of the GMS or the BOD. The BOS shall request such violator to immediately cease the violation and implement remedial measures (if any).

Article 50. Coordination between the Supervisory Board and the Executive Management and other managers

1. Coordination in the implementation of assigned tasks
 - a) Where deemed necessary, the BOM and other Executives may invite the BOS to attend BOM's meetings or other meetings. When attending, the BOS may provide comments (if any). Upon conclusion of the meeting, the Chairman and/or the secretary of the meeting shall provide the BOS with one (01) copy of the meeting minutes.
 - b) The BOM and other Executives, including Heads of Divisions/Departments/Units at SeABank's Head Office, shall submit periodic reports (monthly, quarterly, annually) to the BOS in accordance with SeABank's regulations.
 - c) In addition to periodic reports, upon request of the Head of the BOS, the BOM and other Executives shall provide information and relevant reports to the specialized BOS's member.
 - d) In the event that identified risks may materially affect SeABank's reputation or business operations, the BOM and other Executives shall promptly report to the Head of the BOS and the specialized BOS's member.
 - e) The BOM and other Executives shall provide all necessary conditions to the Head and members of the BOS to access timely information and reports.

2. Other coordination

Members of the BOS shall be entitled to participate in professional training programs, domestic and international study visits in order to enhance their knowledge and improve their professional capacity.

**CHAPTER VII
PREVENTION OF CONFLICTS OF INTEREST
AND RELATED PARTY TRANSACTIONS**

Article 51. Rights and obligations of BOM and Executives of SeABank⁵⁹

1. Comply with laws, the SeABank's Charter, resolutions and decisions of the GMS.
2. Exercise their rights and fulfill their obligations in an honest and prudent manner, for the interests of the SeABank and SeABank's shareholders.
3. Do not use information, secrets, take advantage of business opportunities of the SeABank or abuse their positions and titles and the SeABank's assets for self-seeking purposes or interests of other organizations and individuals, thereby harming the interests of the SeABank and SeABank's shareholders.
4. Be responsible for compliance with regulations on restrictions in order to maintain safety in operations of SeABank according to regulations of this Law.
5. Promptly, fully and accurately notify the SeABank of possible conflicts of interests arising from the SeABank's benefits in other institutions or its transactions with other organizations and individuals and only conduct such transactions when the BOD gives consent.
6. Shall not engage in any unlawful competition with SeABank or create conditions for any third party to harm the interests of SeABank
7. Be prohibited from enabling themselves or their related persons to take loans or use other banking services of SeABank with conditions that are better and favorable than those under the credit institution's general regulations.
8. Neither have their salaries and remuneration increased nor request bonuses when the bank suffers losses.
9. Keep dossiers and records of SeABank in order to provide statistics for the SeABank for the purposes of management, administration and control of its activities and for the State Bank's inspection, supervision and examination.
10. Be knowledgeable about risks arising from operations of the bank.
11. Within the scope of their rights and obligations, respond to written requests from the State Bank for contents under the jurisdiction of the State Bank. Follow recommendations and warnings about risk and operational safety, and risk of violations against regulations on monetary and banking; implement conclusions, recommendations and decisions related to inspection.

⁵⁹ Article 48 Law on Credit Institution 2024.

12. Other rights and obligations according to the law and SeABank's Charter.

Article 52. Responsibility for honesty and prevention of conflict of interest⁶⁰

1. Members of the BOD, BOS, CEO, Deputy CEO and other Executives shall disclose their relevant interests in accordance with Article 51 this Regulation and relevant legislative documents.
2. Members of the BOD, the BOS, the CEO, other Executives and their related persons may only use the information obtained from their positions to serve the interests of the bank.
3. Members of the BOD, BOS, BOM and other Executives shall send written notices to the BOD and the BOS of the transactions between SeABank, subsidiary companies, companies over 50% of charter capital of which is held by SeABank with them or with their related persons as prescribed by law.
4. Members of the BOD must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and SeABank's charter.
5. Members of the BOD, the BOS, the CEO, other Executives and their related persons must not use or reveal internal information for carrying out relevant transactions.
6. Members of the BOD, the BOS, the CEO, other Executives shall not buy, sell, or otherwise trade shares of SeABank or subsidiaries if they grab information that may affect the price of such shares. On the other hand, that information is not available to other shareholders.

Article 53. Provision and disclosure of information⁶¹

1. Each member of the BOD, the BOS or the BOM or the CEO or Deputy CEO and the holder of another equivalent title of SeABank shall notify the SeABank of the following information:
 - a. Name, enterprise ID number, headquarter address of another enterprise or business organization in which he/she, individually or together with his/her related persons, holds shares or stakes worth at least 5% of its charter capital, including shares or stakes held by other organizations or individuals under his/her authorization or entrustment;
 - b. Name, enterprise ID number, headquarter address of another enterprise or business organization of which he/she and his/her related persons are members of the Board of Directors, Board of Members or Board of Controllers or the Director General (Director);

⁶⁰ Article 291 Decree 155/2020/ND-CP

⁶¹ Article 49 Law on Credit Institution 2024 and Article 164 Enterprises Law 2020.

- c. Information about each related person that is an individual, including full name; personal identification number; nationality, passport number, date of issuance, place of issuance (in case of a foreigner); relationship with information provider;
 - d. Information about each related person that is an organization, including name, enterprise ID number, headquarter address, number of enterprise registration certificate or a document of equivalent legitimacy; legal representative, relationship with information provider.
2. The shareholder owning at least 01% of charter capital of SeABank shall provide the following information for the SeABank:
 - a. Full name; personal identification number; nationality, passport number, date of issuance, place of issuance in case where the shareholder is a foreigner; number of enterprise registration certificate or a document of equivalent legitimacy in case where the shareholder is an organization; date of issuance and place of issuance of such document.
 - b. Information about each related person according to regulations in Point c and Point d Clause 1 of this Article;
 - c. His/her holdings in SeABank;
 - d. His/her related person's holdings in SeABank;
3. Persons specified in Clause 1 and Clause 2 of this Article shall notify SeABank in writing of initial provision of information and any change in such information within 07 working days from the date on which the information is disclosed or changed. The shareholder is only required to provide the information specified in point c and point d Clause 2 of this Article for SeABank when his/her holdings or his/her related person's holdings is changed by at least 01% of charter capital of SeABank in comparison with that of the preceding provision.
4. SeABank shall post and store information specified in Clauses 1 and 2 of this Article at its headquarter and send a written report to the State Bank within 07 working days from the date on which SeABank receives the provided information. On annual basis, SeABank shall disclose information specified in points a,b,d Clause 1 and points a,c,d Clause 2 of this Article to GMS.
5. SeABank shall disclose information about full name of the individual or name of the organization that is the shareholder owning at least 01% of SeABank's charter capital and information specified in point c and point d Clause 2 of this Article on website within 07 working days from the date on which it receives the provided information.
6. Organizations and individuals that provide and disclose information shall ensure that the information is provided and disclosed in an honest, accurate, full and prompt manner, and assume their responsibilities for such provision and disclosure.

7. The BOS shall have the right to require persons obligated to disclose related interests as prescribed in Clause 1 of this Article to provide and periodically update information on their related persons.
8. The BOS shall prepare, maintain and promptly update, upon any changes, and disclose the list of founding shareholders, shareholders holding one percent (1%) or more of the charter capital, members of the BOD, the BOS, Executives, and other managerial positions as required by applicable laws and the SeABank Charter. It includes information of related persons of SeABank and their corresponding contracts and transactions with the Bank.
9. The storage, disclosure, access, extraction, and copying of the list of related persons and declared related interests as prescribed in this Article shall be implemented in accordance with applicable laws.

Article 54. Transactions with related parties

1. When entering into transactions with related parties, the Bank shall execute written agreements on the basis of equality and voluntariness, in compliance with applicable laws and SeABank's regulations from time to time.
2. The authority and procedures for approval of transactions with related parties shall be implemented in accordance with applicable laws, the SeABank Charter, and SeABank's internal regulations from time to time.
3. SeABank shall adopt necessary measures to prevent shareholders and their related parties from conducting transactions that may result in the misappropriation or loss of the Bank's capital, assets, or other resources.

Article 55. Transactions with shareholders, managers of the Bank and their related parties

Transactions with shareholders, managers of the Bank, and their related parties shall be conducted in accordance with applicable laws, the SeABank Charter, and other relevant regulations of the Bank from time to time.

Article 56. Ensuring the legitimate rights of stakeholders of SeABank

1. SeABank shall respect the legitimate rights and interests of stakeholders. SeABank is responsibilities toward the community and stakeholders in accordance with applicable laws, the Bank's Charter, and the Bank's internal regulations from time to time.
2. SeABank shall comply with applicable laws and regulations on labor, environment, and social matters.

CHAPTER VIII
REGULATIONS ON PERFORMANCE EVALUATION, REWARDS AND
DISCIPLINARY ACTIONS APPLICABLE TO MEMBERS OF THE BOARD OF
DIRECTORS, THE SUPERVISORY BOARD, THE EXECUTIVE MANAGEMENT AND
OTHER MANAGERS OF SEABANK

Article 57. Methods and procedures for performance evaluation of the BOD, the BOS, the BOM and other Executives

1. Subject to the decision of the BOD, the performance evaluation of members of the BOD, BOS (in the case of evaluation of BOS members), members of the BOM, and other Executives may be conducted using one or more of the following methods:
 - a. Self-assessment;
 - b. Semi-annual performance evaluation;
 - c. Annual performance evaluation conducted at year-end;
 - d. Ad hoc confidence voting or surveys;
 - e. Other methods as determined by the BOD from time to time.
2. The BOD shall conduct performance evaluations of its members and the CEO.
3. The BOS shall conduct performance evaluations of its members and positions appointed by the BOS. The procedures for such evaluations shall be implemented in accordance with the regulations of the Supervisory Board from time to time.
4. The CEO shall evaluate the performance of Deputy CEO and other positions appointed by the CEO in accordance with SeABank's regulations from time to time.
5. The engagement of an independent third party to conduct performance evaluations of members of the BOD, the BOS, the BOM, and other Executives shall be decided by the Chairman or the Standing Vice Chairman of the BOD. It is compliance with the Bank's governance needs.
6. The classification of members of the BOD, the BOS, the BOM, and other Executives shall be based on performance results, experience, and professional competencies of such members, in accordance with SeABank's regulations from time to time (if any).

Article 58. Performance evaluation criteria

The performance evaluation criteria for members of the BOD, the BOS, the BOM, and other Executives shall include:

1. Work performance results, including:
 - a. The level of completion, workload, quality, and efficiency of assigned duties in accordance with each individual's functions and responsibilities and/or assigned tasks, delegated authority, and authorization (if any);

- b. The development and performance results of the unit(s) and/or project(s) under the individual's responsibility;
 - c. The overall performance of the Bank, which may include Environmental, Social and Governance (ESG) indicators;
2. Ethics, conduct and compliance, including moral standards, lifestyle, mindset, and compliance with the SeABank Charter, SeABank's policies, and applicable laws and regulations;
3. Professional attitude and development, including commitment and professional development, integrity, openness to feedback, organizational discipline, and sense of responsibility in assigned duties and current position;
4. Management capability, including leadership style, approach, and attitude in managing work;
5. Collaboration and teamwork, including cooperation within the unit and with other units, as well as the level of trust and credibility among employees;
6. Other criteria as prescribed by SeABank from time to time.

Article 59. Rewards and disciplinary actions

1. Rewards:
 - a. Members of the BOD, the BOS, the BOM, and other Executives who demonstrate achievements in the governance and management of SeABank/ other assigned duties shall be considered for rewards in accordance with applicable laws and/or SeABank's regulations.
 - b. Forms of rewards, specific criteria, and the procedures for granting rewards shall be implemented in accordance with applicable laws and/or SeABank's regulations from time to time.
2. Disciplinary actions:
 - a. Members of the BOD, the BOS, the BOM, and other Executives who violate applicable laws, the SeABank Charter, or other relevant regulations of SeABank in the course of performing their duties shall, depending on the nature, severity, and consequences of such violations, be subject to disciplinary actions in accordance with applicable laws and SeABank's regulations.
 - b. The principles for handling disciplinary violations and the procedures for handling to members of the BOD, the BOS, the BOM, and other Executives shall be implemented in accordance with SeABank's regulations from time to time.

**CHAPTER IX
HANDLING OF VIOLATIONS AND EFFECTIVENESS**

Article 60. Handling of violations

1. Upon detecting that any employee of SeABank (including members of the BOD, the BOS, the BOM) has committed a violation of this Regulation, the detecting person must promptly report such violation to the Chairman of the BOD and the Head of the BOS.
2. Any violation of this Regulation shall be reviewed and subject to disciplinary action by the BOD or competent authority of SeABank in accordance with applicable laws and/or SeABank's regulations. In cases where such violation causes damage to SeABank, the violating person shall also be liable to compensate SeABank for such damage in accordance with applicable regulations.

Article 61. Transitional provisions and implementation

1. This Regulation shall take effect from 12/05/2026. The Internal regulation on corporate governance issued in April 2023 will be replaced by this regulation.
2. Managers, executives, and other title holders of SeABank who were elected or appointed prior to the effective date of this Regulation but do not meet the eligibility criteria may continue to hold their positions until the expiry of their term or tenure.
3. Matters not provided for in this Regulation shall be governed by the SeABank Charter and relevant provisions of law. In the event of any inconsistency between this Regulation and the SeABank Charter on the same matter, the SeABank Charter shall prevail.
4. If any amendments to the SeABank Charter and/or applicable laws that result in provisions of this Regulation being inconsistent with such Charter and/or laws, those amended provisions shall prevail.
5. Any amendment or supplementation to this Regulation shall be approved by the GMS.
6. Members of the BOD, the BOS, the BOM, other Executives, and all officers and employees of SeABank shall be responsible for implementing this Regulation./.

**ON BEHALF OF THE BOD
CHAIRMAN OF THE BOD**

(signed and sealed)

LÊ VĂN TÂN



