

REGULATION
ON THE ORGANIZATION AND FUNCTIONING OF THE SUPERVISORY
BOARD OF SEABANK

THE GENERAL ASSEMBLY
OF SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

- Pursuant to the Law on Credit Institutions 2024;
- Pursuant to the Law on Enterprises 2020;
- Pursuant to the Law on Securities 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020, guiding the implementation of some provisions of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020, of the Ministry of Finance guiding the governance of public companies in accordance with Decree No. 155/2020/ND-CP;
- Pursuant to the Charter of Southeast Asia Commercial Joint Stock Bank;
- Pursuant to the Minutes of the vote counting to obtain opinions of the General Meeting of Shareholders of Southeast Asia Commercial Joint Stock Bank regarding the approval of the amendments and supplements to the Charter on the organization and functioning of the Supervisory Board of SeABank;
- Pursuant to the current operational situation of SeABank,

Promulgate a Regulation on organization and functioning of the Supervisory Board of Southeast Asia Commercial Joint Stock Bank:

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope & Regulated entities

1. Regulations on organization and functioning of the Supervisory Board of Southeast Asia Commercial Joint Stock Bank (“SeABank”):
 - a. Regulations on functions, tasks and powers of the Supervisory Board and Members of the Supervisory Board of SeABank;
 - b. Regulations on the organizational structure, personnel, principles, mechanisms and methods of functioning of the Supervisory Board of SeABank;
 - c. Standards and conditions for members of the Supervisory Board;
 - d. Adjust the working relationship between the Supervisory Board and shareholders; between the the Supervisory Board and the Supervisory Board, General Director, external agencies, organizations and individuals; and between members of the Supervisory Board with each other.
2. This Regulation applies to the Supervisory Board of SeABank and related Units and individuals of SeABank.

Article 2. Definitions¹

1. **“SeABank/Bank”**: Southeast Asia Commercial Joint Stock Bank.
2. **“Regulation”**: Regulation on organization and functioning of the Supervisory Board of Southeast Asia Commercial Joint Stock Bank.
3. **“Charter”**: the Charter of SeABank.
4. **“SB”**: the Supervisory Board of SeABank.
5. **“Head of the SB”**: SeABank’s Head of the Supervisory Board.
6. **“Member of the SB”**: a member of SeABank’s Supervisory Board.
7. **“BOD”**: SeABank’s Board of Directors.
8. **“SeABank System”**: includes SeABank, public service units, affiliated units, subsidiaries and associated companies of SeABank.
9. **“Managers”**: includes the Chairman of the Board of Directors, other members of the Board of Directors, the General Director and other specified management positions in the Charter of SeABank.
10. **“SeABank Executives”**: includes the General Director, Deputy General Directors, Chief Accountant, Branch Directors² and other equivalent positions of SeABank appointed by the Board of Directors as SeABank Executives.
11. **“Subsidiary”** of the SeABank is a company that falls within any of the following cases: (i) SeABank or SeABank and its related persons owns/owns over 50% of the charter capital or voting shares of that company; (ii) SeABank has the right to appoint a majority or all of members of the Board of Directors or the Board of Members or the Director General (Director) of the company; (iii) SeABank has the right to amend the Charter of the company; (iv) SeABank or SeABank and its related persons directly or indirectly controls/control the ratification of resolutions and decisions of the Board of Members or General Meeting of Shareholders or the Board of Directors of the company.
12. **“Related Company”**: is a company in which SeABank or SeABank and related persons of SeABank own more than 11% of charter capital or more than 11% of voting shares, but is not a Subsidiary of SeABank.
13. **“Major shareholder”**: means a shareholder of a credit institution that is joint-stock company. This shareholder owns 05% or more of the voting shares of that credit institution, including voting shares indirectly owned by such shareholders.
14. **“Related person”** is defined in Clause 24, Article 4 of the Law on Credit Institutions 2024 for the organizational and operational areas of SeABank regulated by the law on credit institutions. For information disclosure and other matters not regulated by the law on credit institutions, related person is determined according to the provisions of the Law on Enterprises and the Law on Securities.
15. **“Family relations”** include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, younger sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law of wife, brother-in-law of husband, sister-in-law of wife, sister-in-law of husband.
16. **“SBV ”**: State Bank of Vietnam.

¹Article 4 of the Law on Credit Institutions 2024.

² According to the Branch Operation Registration Certificate.

17. “**Enterprise Law**”: the Enterprise Law passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and amendments and supplements (if any).
18. “**SeABank Charter**”: the Charter of organization and operation of SeABank, approved in writing by the General Meeting of Shareholders in 2024, and amendments, supplements, and replacements (if any) of this Charter.

Article 3. Position and role of the Supervisory Board (SB)

The Supervisory Board is responsible for overseeing the operations of SeABank to ensure compliance with applicable laws, internal regulations, the bank’s charter, and the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. The Supervisory Board shall conduct thorough supervision and evaluation of these elements to maintain proper governance and operational integrity.³

Article 4. Functioning principles of the Supervisory Board⁴

1. The Supervisory Board operates on a collective basis. Members of The Supervisory Board are individually responsible for their work and jointly responsible for the General Meeting of Shareholders and the law for the work and decisions of the Supervisory Board.
2. The members of the Supervisory Board perform the function of inspecting and supervising banking activities under the assignment of the Head of the Supervisory Board according to the following basic principles:
 - a. The Supervisory Board discusses and votes to decide on matters within the functions, duties and powers of the SeABank Supervisory Board through meetings or by asking for written opinions. The organization of meetings and asking for written opinions are carried out in accordance with the provisions of this Regulation, the Charter of SeABank and relevant legal provisions.
 - b. Members of the Supervisory Board attend meetings of the Board of Directors, express opinions and make recommendations, but do not participate in voting on resolutions of the Board of Directors; regularly inform the Board of Directors about the results of the Supervisory Board's activities; consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders and directly report to the General Meeting of Shareholders.
 - c. Members of the Supervisory Board must have adequate health, capacity, qualities and sense of responsibility; have professional qualifications, knowledge and practical experience; and must be subject to assignment by the Head of the Supervisory Board.
 - d. The members of the Supervisory Board are responsible before the General Meeting of Shareholders and before the law for their work results, opinions and decisions during their term of office.
 - e. The Supervisory Board is organized and operated according to the principle of compliance with the provisions of law, the Charter and regulations of SeABank.
 - f. All developments and information collected during the monitoring process of the Supervisory Board must be reviewed and evaluated honestly and objectively based on documents that have been checked on-site or through the reporting information system.

CHAPTER II

³Clause 1, Article 51 of the Law on Credit Institutions 2024.

⁴Article 2 Regulations on organization and operation of the sample Control Board issued with Appendix IV of Circular No. 116/2020/TT-BTC.

MEMBERS OF THE SUPERVISORY BOARD**Article 5. Rights and obligations of members of the Supervisory Board⁵**

1. Observe the law, SeABank's charter, Resolutions of the General Meeting of Shareholders, and internal regulations of the Supervisory Board. Members must perform the tasks assigned by the Head of the Supervisory Board with integrity, diligence, and for the benefit of SeABank and its shareholders, being fully responsible for the exercise of their rights and obligations.
2. Perform assigned rights and duties honestly, carefully and to the best of their ability to ensure maximum legitimate interests of SeABank and shareholders.
3. Members must be loyal to the interests of SeABank and its shareholders, and refrain from abusing their position, title, or using SeABank's information, know-how, business opportunities, or assets for personal gain or to serve the interests of other individuals or entities.
4. Request the Head of the Supervisory Board to convene extraordinary meetings.
5. Monitor business activities, accounting books, assets, and financial statements, and recommend necessary corrective measures when issues arise.
6. Request managers to report and explain financial status and business results of subsidiaries, plans, projects, programs for investment and development and other decisions on management and administration of the SeABank.
7. Request managers, executives and employees of the SeABank to provide statistics and explain business operations in order to perform the assigned tasks.
8. Report any abnormal financial activities to the Head of the Supervisory Board and take responsibility for the accuracy of their assessment and conclusions.
9. Attend meetings of the Supervisory Board, discuss and vote on matters within the scope of tasks and powers of the Supervisory Board, except for those that conflict with their interests.
10. Exercise other rights and fulfill other obligations defined by the law and the SeABank's charter.
11. In the event of a violation of the obligations specified in Clauses 1 to 10, causing damage to SeABank or others, the members of the Supervisory Board shall be personally or jointly liable for compensating such damage. Any income or benefits gained through the violation must be returned to the Bank.
12. In case a violation is discovered by any member of the Supervisory Board, the member must notify the Supervisory Board in writing and request the violator to cease the violation and implement corrective actions..

Article 6. The term of office and the composition of the Supervisory Board⁶

1. The Supervisory Board of the SeABank shall have at least 05 members.
2. Member of the Supervisory Board must meet the conditions specified in this Regulation, SeABank's Charter and the provisions of law, and is not necessarily a shareholder of SeABank.
3. The Supervisory Board must have more than half of its members accounted for in Vietnam.

⁵ Article 54 of the Law on Credit Institutions 2024, Article 173 of the Law on Enterprises 2020 and Article 3 of the Regulations on organization and operation of the sample Supervisory Board issued with Appendix IV of Circular No. 116/2020/TT-BTC.

⁶Law on Credit Institutions 2024; Article 168.1 of the Law on Enterprises 2020.

4. The term of the Supervisory Board shall not exceed 05 years. The Supervisory Board of the previous term shall continue to operate until the Supervisory Board of the new term takes over its work.
5. A member of the Supervisory Board shall have the same terms of office as the Supervisory Board. The term of office of an added or replaced member of the Supervisory Board is the remaining term of the Supervisory Board.
6. Those elected to hold the positions of Head of the Board and Member of the Supervisory Board are responsible for receiving and taking over the work of the elected position. Those who are dismissed or removed from office are responsible for handing over the work to the newly elected people; at the same time, they must take personal responsibility for their decisions during the time they hold that position.
7. When the number of members of the Supervisory Board is less than the minimum number of members prescribed in the SeABank's charter, within 90 days from the date on which the minimum number of members is insufficient, the SeABank shall elect and add members to the Supervisory Board in order to ensure that the minimum number of members.

Article 7. Standards and conditions for election and appointment as a member of the Supervisory Board

1. Members of the Supervisory Board must be trustworthy, ethical, professional and knowledgeable in banking operations and meet the requirements on professional qualifications and ethics as prescribed by the State Bank and in accordance with SeABank's Charter.
2. Members of the Supervisory Board must meet the conditions and standards prescribed in Article 68 of SeABank's Charter.
3. Those who are not members of the Supervisory Board of SeABank shall comply with Article 71 of the Charter of SeABank.
4. Cases where members of the Supervisory Board do not hold the same position are implemented according to Article 72 of SeABank's Charter.
5. A member of the Supervisory Board of SeABank must not be (i) a relative of a member of the Board of Directors, the General Director and other managers; (ii) a manager of the Bank; (iii) not working in the accounting and finance department of the Bank; (iv) not a member or employee of an auditing organization approved to audit the Bank's financial statements in the previous 3 consecutive years; (v) not a relative of a manager of the Bank and the Bank's parent company.
6. Other standards and conditions as prescribed by other relevant laws and SeABank's Charter.

Article 8. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal and removal are based on the majority principle⁷.
2. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, banking, auditing, law, business administration or a major related to the Bank's business activities.
3. The Head of the Supervisory Board must reside in Vietnam during the term of office.
4. Rights and obligations of the Head of the Supervisory Board are stipulated in Article 63 of SeABank's Charter.

⁷Article 168.2 Law on Enterprises 2020

Article 9. Nomination, candidacy and election of members of the Supervisory Board

1. The nomination and candidacy of members of the Supervisory Board are carried out in accordance with Article 73 of SeABank's Charter, the Bank's internal regulations on governance and the Bank's Board of Directors' instructions/notifications/regulations from time to time.
2. In case the number of candidates nominated by shareholders or groups of shareholders is not enough, the incumbent Supervisory Board shall nominate additional candidates or organize nominations according to the order, procedures and conditions in the SeABank Charter, the Internal Regulations on Bank Governance and this Regulation.⁸
3. The General Meeting of Shareholders decides on the number of Supervisory Board members with the approval of shareholders representing more than 50% of the total votes of all shareholders attending the meeting or when approved by shareholders representing more than 50% of the total votes of all shareholders in the case of obtaining written opinions and organizing the election, dismissal, removal, additional election, replacement of members of the Supervisory Board in the form of cumulative voting. With that, each shareholder has a total number of votes corresponding to the total number of shares owned x (multiplied) by the number of elected members of the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates.⁹
4. The elected members of the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Charter of SeABank is reached. In case two or more candidates have the same number of votes for the final member of the Supervisory Board, a re-election will be held among the candidates with the same number of votes or selection will be made according to the criteria of the Charter of SeABank or the Election Rules.¹⁰
5. The members of the Supervisory Board will elect, dismiss, and remove the Head of the Supervisory Board.
6. The list of Supervisory Board members to be elected must be approved in writing by the State Bank of Vietnam before the election of these positions. The order, procedures, and documents for requesting approval of the list of Supervisory Board members to be elected and appointed shall be implemented in accordance with the State Bank's regulations in each period.

Article 10. Automatic deactivation of status

Automatically divested Supervisory Board membership is carried out according to the article 75 under SeABank's Charter.

Article 11. Dismissal, removal of Supervisory Board members

Head of the Supervisory Board and Supervisory Board members are dismissed or removed according to the article 76 under SeABank's Charter.

Article 12. Supervisory Board member replacement

1. Within no more than 15 days from the date the Head of the Supervisory Board is automatically disqualified, the Supervisory Board members are responsible for organizing a Supervisory Board meeting to elect a member of the Supervisory Board (who meets the standards and conditions according to this Regulation) as Head of the Supervisory Board.

⁸Article 285 of Decree No. 155/2020/ND-CP.

⁹ Clause 4, Article 67 of the Law on Credit Institutions 20 24.

¹⁰Clause 3, Article 148 of the Law on Enterprises 2020.

2. The Head of the Supervisory Board who wishes to resign from his position must submit an application to the Board of Directors and the Supervisory Board. Within 60 days from the date of receipt of the application, the Supervisory Board must hold a meeting to consider the decision and carry out the procedures for dismissal, removal and election of a new Head of the Supervisory Board in accordance with current regulations.
3. A member of the Supervisory Board who wishes to resign from his/her position must submit an application to the Board of Directors and the Supervisory Board for submission to the nearest General Meeting of Shareholders for decision.
4. In other cases, the nearest meeting of the General Meeting of Shareholders will elect new members of the Supervisory Board to replace the dismissed or removed members of the Supervisory Board or to supplement the missing members.

Article 13. Notice of election, appointment, dismissal of the Supervisory Board member¹¹

1. In case the candidates for the Supervisory Board have been identified, SeABank shall publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Bank's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must have a written commitment to the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully and in the best interests of the Bank if elected as a member of the Supervisory Board. Information related to candidates for the Supervisory Board to be published includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work process;
 - d. Other management positions;
 - e. Benefits related to the Bank and its related parties;
 - f. Other information (if any) as prescribed in SeABank Charter;
2. SeABank shall notify the results of the election, dismissal, and removal of members of the Supervisory Board in accordance with the regulations guiding information disclosure and report to the State Bank within 10 days from the date of approval of the election, dismissal, and removal decisions as prescribed.

CHAPTER III**THE SUPERVISORY BOARD****Article 14. Tasks and powers of the Supervisory Board¹²**

1. Supervise administration and management by the credit institution of the observance of law, internal regulations, Charter, resolutions and decisions of General Meeting of Shareholders, the Board of Directors; be responsible before the law, before the General Meeting of Shareholders in performing assigned duties, powers and Supervisors activities as prescribed by law and SeABank's Charter.

¹¹Article 274 of Decree No. 155/2020/ND-CP and Article 10 of the Regulations on organization and operation of the sample Control Board issued with Appendix IV of Circular No. 116/2020/TT-BTC.

¹²Article 5 2 Law on Credit Institutions 2024 and Article 170 of LDN 2020, Article 288 of Decree No. 155/2020/ND-CP of the Government.

2. Supervise administration and management by the credit institution of the observance of law, internal regulations, Charter, resolutions and decisions of General Meeting of Shareholders, the Board of Directors.
3. Develop the organization and operation regulations of the Supervisory Board to submit to the General Meeting of Shareholders for approval; Issue internal regulations of the Supervisory Board, and review internal regulations of the Supervisory Board and those of the credit institution on accounting and report every year.
4. The Supervisory Board shall have an assistance department and an internal audit department to perform its tasks. The Supervisory Board shall appoint, dismiss, discipline, suspend and decide on salaries and other benefits for positions in the internal audit department and the assistance unit.
5. Conduct internal audit; get access to and be fully, accurately and promptly provided with information and documents related to administration and management conducted by the credit institution; be entitled to use resources of the credit institution to perform the assigned tasks and powers, hire experts, independent consultancy units and external organizations to perform its tasks and take responsibility for performance of tasks of the Supervisory Board.
6. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Bank's Financial Statements; decide on the approved audit organization to inspect the Bank's activities when deemed necessary.
7. Assess the completeness, legality and honesty of SeABank's business situation report, first 6-month and annual financial report, management assessment report of the Board of Directors; report to the Annual General Meeting of Shareholders on the results of financial report assessment, assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial reporting. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.
8. Review contracts and transactions with related parties under the approval authority of the Board of Directors or General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval of the Board of Directors or General Meeting of Shareholders.
9. Supervise financial status of the SeABank; Inspect accounting books, other documents and management and administration of the credit institution's operations when necessary or According to resolutions and decisions of the General Meeting of Shareholders or As required by the State Bank or major shareholders under law. The Supervisory Board implements inspection shall be conducted within 07 working days from the date of receipt of requests. Within 15 days after completing inspection, the Supervisory Board shall report and explain matters inspected to requesting organizations and individuals.
10. Make a list of founding shareholders within 05 years from the date of having the first founding shareholders, shareholders owning at least 01% of charter capital, capital contributors and related persons of members of the Board of Directors and Supervisory Board members and General Director (Director) of the credit institution and shareholders owning at least 01% of charter capital; keep and update changes in this list.
11. The Supervisory Board shall have an assistance department and an internal audit department to perform its tasks.

12. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, and operation of the Bank's business activities (if any).¹³
13. Promptly notify in writing within 48 hours to the General Meeting of Shareholders and the Board of Directors when discovering that the Bank's managers and executives have committed violations of the law, the Charter, internal regulations of SeABank, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, and at the same time request the violators to stop the violations and have solutions to remedy the consequences (if any).¹⁴
14. Propose the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Credit Institutions, the Charter of SeABank, the Regulations on organization and operation of the Board of Directors and other relevant regulations.
15. Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of SeABank's Charter, the provisions of law or makes a decision that exceeds the assigned authority and other cases as prescribed in SeABank's Charter.
16. The Chairman of the Board of Directors is requested to convene a meeting of the Board of Directors.
17. Attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Bank.
18. Ensure coordination of activities with the Board of Directors, General Director and shareholders.
19. Witness the Board of Directors organizing the vote counting and making the vote counting minutes if requested by the Board of Directors in case of collecting shareholders' opinions in writing to pass the resolution of the General Meeting of Shareholders.
20. Supervise approval and implementation of projects on investment, purchase and sale of fixed assets, other contracts and transactions of SeABank decided by the General Meeting of Shareholders, the Board of Directors. On an annual basis, prepare and send supervision reports to the General Meeting of Shareholders, the Board of Directors.
21. Supervise the compliance with regulations in Chapter VII of the Law on Credit Institutions No. 32/2024/QH15 on restrictions so as to maintain safety for operations of SeABank.
22. Promptly report to the State Bank on violations against regulations in Clauses 13, 15 and 21 of this Article and those on holdings of shares/stakes and related persons according to the Law on Credit Institutions No. 32/2024/QH15.
23. Perform other tasks and powers under SeABank's charter.

Article 15. Right to provide information to the Supervisory Board¹⁵

1. Members of the Supervisory Board shall receive the following information and documents at the same time and in the same manner as members of the Board of Directors:
 - a. Meeting invitation, voting form for Board of Directors members and accompanying documents;

¹³Clause 7, Article 170 of the Law on Enterprises 2020.

¹⁴ Clause 8, Article 52, Law on Credit Institutions 2024; Article 165, Law on Enterprises 2020; Article 170.8, Law on Enterprises 2020 ; Clause 5, Article 288, Decree 155/2020/ND-CP.

¹⁵Article 171 of the Law on Enterprises 2020.

- b. Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and Board of Directors;
 - c. Report of the General Director submitted to the Board of Directors or other documents issued by SeABank.
2. Supervisory Board Members have the right to access SeABank's records and documents kept at the Head Office, branches and other locations; have the right to go to locations where SeABank's managers and employees work during working hours.
 3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operations, and business activities of SeABank upon request of members of the Supervisory Board or the Supervisory Board (in accordance with the provisions of law).
 4. The Supervisory Board and Supervisory Board members are not allowed to disclose SeABank's secrets.

Article 16. Responsibilities of the Supervisory Board in convening extraordinary meetings of the General Meeting of Shareholders

1. The Supervisory Board is responsible for taking the role of the Board of Directors to convene the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:
 - a. The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
 - b. At the request of a shareholder or group of shareholders as prescribed in Clause 2 of 35 Article Charter of SeABank;
 - c. When there is a request to convene an extraordinary meeting of the General Meeting of Shareholders by the Supervisory Board but the Board of Directors does not implement it.
2. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate the Bank for any damages arising.
3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article will be reimbursed by the Bank.

CHAPTER IV**THE SUPERVISORY BOARD'S MEETING****Article 17. The Supervisory Board's meeting**

1. The meetings of the Supervisory Board are held in the following forms:
 - a. Regular meetings: The Supervisory Board meets regularly at least twice a year.
 - b. Extraordinary meeting: Convened to promptly resolve urgent matters and at the request of:
 - i. Chairman of the Board of Directors;
 - ii. From two-thirds or more of the Board of Directors members;
 - iii. Head of the Supervisory Board;
 - iv. From two-thirds of the Supervisory Board members or more;
 - v. General Director;

The request must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Supervisory Board.

2. Supervisory Board meetings will be held at SeABank's Head Office or another location as decided by the Head of the Supervisory Board or the location where the Head of the Supervisory Board attends the meeting.
3. Meeting format and method: The meeting of the Supervisory Board may be held in the form of a face-to-face conference or an online conference, or in the form of a face-to-face conference combined with an online conference, or by electronic voting or other electronic forms as decided by the Head of the Supervisory Board. The order and procedures for meetings and voting of the Supervisory Board shall be decided and guided by the Head of the Supervisory Board, ensuring that they are consistent with the actual situation of the Bank.
4. Notice and Agenda: The Supervisory Board meeting shall be held 05 days after the notice is sent to the members of the Supervisory Board. The notice of the Supervisory Board meeting shall be made in writing in Vietnamese, clearly stating the agenda, time, location and must be accompanied by necessary documents on the issues to be discussed and voted on at the Supervisory Board meeting and ballots for members of the Supervisory Board who cannot attend the meeting. These members of the Supervisory Board shall send their ballots to the Supervisory Board before the meeting.

Meeting notices are sent by post, email or other means, but must be guaranteed to reach the address of each member of the Supervisory Board registered at SeABank.

5. Within 15 (fifteen) days from the date of receipt of the written request for an extraordinary meeting of the Supervisory Board from one of the subjects specified in Point b, Clause 1 of this Article, the Head of the Supervisory Board must convene and conduct an extraordinary meeting of the Supervisory Board. In case the Head of the Supervisory Board fails to convene a Supervisory Board meeting after two consecutive requests, the person requesting the meeting has the right, on behalf of the Head of the Supervisory Board, to convene the Supervisory Board meeting. In case the Head of the Supervisory Board fails to convene a Supervisory Board meeting as requested, the Head of the Supervisory Board shall be responsible for any damages caused to the Bank.
6. In case the Supervisory Board convenes a regular meeting for the first time but does not have enough members to attend as prescribed, the Head of the Supervisory Board must convene a second meeting of the Supervisory Board within no more than 15 (fifteen) days. After two meetings of the Supervisory Board are convened without enough members to attend, the Head of the Supervisory Board must notify the Board of Directors and propose to convene an extraordinary General Meeting of Shareholders within no more than 30 days so that shareholders can consider the qualifications of the Supervisory Board members.
7. Number of participants required:
 - a. A meeting of the Supervisory Board is considered valid when at least $\frac{2}{3}$ (two-thirds) of the total number of Supervisory Board members attend the meeting. In case of not attending the meeting in person, a Supervisory Board member has the right to authorize another Supervisory Board member to vote or send his/her voting opinion in writing directly or via email to the Head of the Supervisory Board.
 - b. In Supervisory Board meetings, the Supervisory Board has the right to request members of the Board of Directors, the Board of Management, internal auditors and independent auditors to attend and answer issues of concern to the Supervisory Board members.
8. Vote:

- a. Decisions of the Supervisory Board are passed if approved by the majority of the Supervisory Board members who are entitled to vote at the meeting. In case of equal votes, the final decision will belong to the opinion of the Head of the Supervisory Board or the Supervisory Board member authorized by the Head of the Supervisory Board to preside (in case the Head of the Supervisory Board is absent).
 - b. A member of the Supervisory Board who has an interest related to the issue being decided by the Supervisory Board will not be allowed to participate in voting on that issue and will not be counted in the number of delegates required to be present at the meeting, and will not be authorized by another Supervisory Board member to participate in voting on that issue.
 - c. If any doubt arises at a meeting concerning the interests of a member of the Supervisory Board or the voting rights of a member of the Supervisory Board and such doubt is not resolved voluntarily by that member of the Supervisory Board agreeing to waive his/her voting rights, such doubt shall be referred to the Chairman of the meeting. The Chairman's decision shall be final and conclusive except in cases where the nature or extent of the interests of the relevant member of the Supervisory Board is not yet clear.
9. In case the Supervisory Board collects opinions in writing: The Head of the Supervisory Board may collect opinions from members to pass a decision on a matter within his/her authority. Collecting opinions in writing may be done electronically according to the decision of the Head of the Supervisory Board. A decision of the Supervisory Board collected in writing is considered to have the same validity as a decision passed by Supervisory Board members at a meeting convened and held normally, if:
- a. Written consent of the majority of members of the Supervisory Board with the right to vote on the issue submitted for consultation;
 - b. The number of Supervisory Board members who have the right to vote in writing must meet the requirements on the number of members required to hold a Supervisory Board meeting as prescribed in Clause 7 of this Article.
10. Report:
- a. The meeting of the Supervisory Board must be recorded fully, clearly and in detail in the meeting minutes. The meeting minutes of the Supervisory Board are prepared in Vietnamese. The secretary and the members of the Supervisory Board attending the meeting must sign the meeting minutes and are jointly responsible for the accuracy and truthfulness of the minutes. The meeting minutes of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board¹⁶.
 - b. In case a member directly attending the meeting does not sign the minutes, the reason must be clearly stated; if the reason is not clearly stated, the vote of that member on the contents at the meeting shall be considered invalid.
 - c. The meeting chair is responsible for arranging to prepare and send the Minutes of the Supervisory Board meeting to the members of the Supervisory Board no later than 07 days from the date of the Supervisory Board meeting, except in cases where the Minutes will be considered conclusive evidence of the work conducted at those meetings, except in cases where there are complaints related to the content of the Minutes within 10 days from the date of sending the Minutes.

Article 18. Inspection activities of Supervisory Board

¹⁶Article 289 of Decree 155/2020/ND-CP

1. The Supervisory Board performs the task of inspecting and supervising financial activities in SeABank and its subsidiaries through inspecting the management and use of capital, investment activities, compliance with accounting regimes, asset management, etc.
2. The Supervisory Board uses its Internal Audit Department to conduct independent and objective inspection, review and assessment of the appropriateness and compliance with the mechanisms, regulations, internal policies, procedures and processes established in the Bank; make recommendations to improve the effectiveness of systems, processes and regulations, contributing to ensuring safe, effective and legal banking operations.
3. Test form:
 - Remote check.
 - On-site inspection: regular or surprise.
4. Testing method:
 - Backtesting.
 - Participate in giving opinions on decisions, policies, and the issuance of internal regulations under the authority of the Board of Directors to ensure compliance with the provisions of law, SeABank's Charter and protect the rights of shareholders.

Article 19. Annual report

The Reports of the Supervisory Board at the Annual General Meeting of Shareholders include the following contents:

1. Report on the Bank's business results, on the performance of the Board of Directors and General Director to submit to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
2. Self-assessment report on performance of the Supervisory Board and Supervisory Board members.
3. Remuneration, operating expenses and other benefits of the Supervisory Board and each Supervisory Board member.
4. Summary of Supervisory Board meetings and conclusions and recommendations of the Supervisory Board; results of monitoring the Company's operations and finances.
5. Report on the assessment of transactions between the Bank, subsidiaries, other companies in which the Bank controls fifty percent (50%) or more of the charter capital with members of the Board of Directors, General Director and related persons of such members; transactions between the Bank and companies in which members of the Board of Directors are founding members or managers within the last 3 years prior to the time of the transaction.
6. Report on the results of monitoring the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of SeABank under the decision-making authority of the General Meeting of Shareholders and the Board of Directors.
7. Results of monitoring of the Board of Directors, the General Director and other executives.
8. Results of the assessment of the coordination of activities between the Supervisory Board, the Board of Directors, the General Director and shareholders.
9. And other contents that the Board of Directors deems necessary.

Article 20. Salaries, bonuses and other benefits of Supervisory Board¹⁷

1. Expenses (including salaries, remuneration, bonuses, other benefits and reasonable expenses for meals, accommodation, travel, costs of using independent consulting services and other benefits during the performance of work) of the Supervisory Board are included in SeABank's business expenses according to the provisions of the law on corporate income tax, relevant laws and must be recorded as a separate item in SeABank's annual financial statements.
2. The General Meeting of Shareholders decides on remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board based on SeABank's business results and the Supervisory Board's performance, in accordance with the provisions of law and SeABank in each period.
3. The total remuneration and operating expenses of the Supervisory Board must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

Article 21. Disclosure of related interests and transactions with members of the Supervisory Board and their related persons

1. Members of the Bank's Supervisory Board shall publicly disclose relevant interests in accordance with the provisions of law and the provisions of SeABank's Charter, the Bank's internal regulations on governance and other relevant internal regulations.
2. Transactions with members of the Supervisory Board and their related persons shall comply with the provisions of law and the provisions of the SeABank Charter, the Internal Regulations on Bank Governance and other relevant internal regulations.

Article 22. Working relationship

1. For shareholders:
 - a. The members of the Supervisory Board are elected by the General Meeting of Shareholders. In the process of performing their responsibilities and duties, the Supervisory Board and its members must always respect the interests of shareholders and be responsible to shareholders for determining the accuracy and honesty of data and records related to SeABank's operations.
 - b. Report to the Annual General Meeting of Shareholders on the activities of the Supervisory Board and the results of monitoring the Bank's activities in accordance with the provisions of law and regulations of SeABank in each period¹⁸.
2. For the Board of Directors:
 - a. The Supervisory Board has an independent relationship with the Board of Directors and is the unit that performs the function of supervising the activities of the Board of Directors;¹⁹
 - b. The Supervisory Board must closely coordinate with the Board of Directors during its operations;
 - c. The Supervisory Board operates with a relatively independent and objective capacity in the process of inspecting and controlling business activities, management and

¹⁷Article 172 of the Law on Enterprises 2020

¹⁸Article 290 of Decree 155/2020/ND-CP.

¹⁹Article 21 Regulations on organization and operation of the Supervisory Board Model issued with Circular No. 116/2020/TT-BTC.

operations of the bank; at the same time, the Supervisory Board is responsible for coordinating with the Board of Directors to monitor and direct the process of correcting and handling violations according to the Supervisory Board's recommendations after each inspection and audit.

- d. The members of the Board of Directors, the General Director and members of the Executive Board must provide all information and documents related to SeABank's operations upon request of the Supervisory Board and the Secretary must ensure that all copies of financial information and other information provided to the members of the Board of Directors as well as minutes of Board of Directors meetings must be provided to the members of the Supervisory Board at the same time they are provided to the Board of Directors.
 - e. The Head of the Supervisory Board and Supervisory Board members are allowed to attend meetings of the Board of Directors, express opinions and make recommendations, but do not participate in voting on resolutions of the Board of Directors; regularly inform the Board of Directors about the results of the Supervisory Board's activities; consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders and directly report to the General Meeting of Shareholders.
 - f. Before December 15 of each year, the internal audit plan for the following year approved by the Supervisory Board must be sent to the Board of Directors and General Director of SeABank.
3. For the Board of Management/Heads of Divisions/Departments/Business Units and functional units (hereinafter referred to as "Unit Head"):
- a. The Supervisory Board has an independent relationship with the Board of Management (BOM), and is the unit that performs the function of supervising the activities of Board of Management/Heads of Divisions/Departments/Business Units and functional units;²⁰
 - b. The BOM/Unit heads are subject to the inspection and supervision of the Supervisory Board in the performance of their management duties. Periodically or suddenly (upon request of the Supervisory Board), provide all necessary reports, documents and information to the Supervisory Board; at the same time, must be responsible for monitoring and directing the professional apparatus to correct and handle violations according to the recommendations of the Supervisory Board after each inspection and re-inspection, including the mistakes of the General Director/Director of the Branches themselves.
 - c. The Supervisory Board is allowed to use the SeABank internal inspection and control system to perform the Supervisory Board's duties; request functional departments and employees directly performing the tasks to explain the work done, present directive documents, vouchers, records and other relevant documents (when necessary) in the operation to serve the inspection or audit.
 - d. The Supervisory Board discusses with the General Director on the Internal Audit Policy, Internal Audit Plan and approves these Policy Plans based on agreement with the Board of Directors;
 - e. When performing inspection and control duties, members of the Supervisory Board must ensure that they do not impact SeABank's daily business operations.

²⁰Article 20 Regulations on organization and operation of the Supervisory Board Model issued with Circular No. 116/2020/TT-BTC.

4. Senior management oversight of internal audit:²¹
 - a. Oversee and assess the Supervisory Board members' and internal auditors' implementation of work ethics;
 - b. Oversee the internal audit department:
 - i. Carrying out internal audit;
 - ii. Reviewing and assessing internal audit's effectiveness and the Head of Internal Audit's task results;
 - iii. Rectifying problems and limitations in internal control upon request from the State Bank, independent auditing firms and other relevant authorities;
 - c. Review and evaluate to ensure the effectiveness of internal audit work; take primary responsibility for ensuring the quality of internal audit activities;
 - d. Ensure that internal audit has a proper position within SeABank and that there are no unreasonable obstacles to internal audit activities;
 - e. Develop, amend, supplement and regularly improve internal regulations on the organization and operation of internal audit;
 - f. Approve internal audit policies (except for the cases specified in Point d of this Clause); approve and adjust the annual internal audit plan upon the proposal of the Head of Internal Audit, ensuring that the internal audit plan is risk-oriented;
 - g. Ensure effective coordination with independent auditors, State auditors, State Bank (Banking Inspection and Supervision Agency and State Bank branches);
 - h. Report directly to all agencies and levels within SeABank and outside SeABank in accordance with the law and SeABank's regulations; Submit reports to the State Bank in accordance with regulations.
5. Between members of the Supervisory Board:²²
 - a. Supervisory Board Members are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of the Supervisory Board as prescribed by law and SeABank's Charter and this Regulation.
 - b. Supervisory Board Members must be united and close to each other, must truly respect each other, must help and encourage each other to complete all assigned tasks; at the same time, Supervisory Board members must strongly build, consolidate the SeABank for the Bank's development and interest.
 - c. The Head of the Supervisory Board is the person who coordinates and assigns the general work of the Supervisory Board but does not have the right to dominate its members. Supervisory Board Members must be responsible for reporting to Head of of the Supervisory Board on operational situations of SeABank.

CHAPTER V

TERMS ON ENFORCEMENT

Article 23. Implementation

²¹Article 13 of Circular 13/2018/TT-NHNN.

²²Article 19 Regulations on organization and operation of the Supervisory Board Model issued with Appendix IV of Circular No. 116/2020/TT-BTC.

1. This regulation is built based on SeABank's Charter, current legal regulations and has been approved by the General Meeting of Shareholders according to the Minutes of the written vote on / /2024.
2. This Regulation takes effect from
3. Members of the Supervisory Board of SeABank elected or appointed before the effective date of this Regulation who do not meet the provisions of Articles 7 and 8 of this Regulation shall continue to hold office until the end of their term or until the end of the term of election or appointment.
4. By the effective date of this Regulation, if the number of SeABank's Supervisory Board members does not comply with the provisions of Clause 1, Article 6 of this Regulation, the minimum number of 03 members shall continue to be maintained until the end of the term of the Supervisory Board or the members of the Supervisory Board, unless in case where SeABank elects, appoints, or replaces members of the Supervisory Board.
5. Amendments and supplements to this Charter shall be approved by the General Meeting of Shareholders. In case of any changes to the legal documents stated in this Charter, the new regulations shall automatically apply.
6. The Head of the Supervisory Board has the right to guide and specify in detail the contents of this Regulation to perform assigned tasks in accordance with the provisions of law, SeABank's Charter and this Regulation.
7. Members of the Supervisory Board, the Board of Directors, Head /Deputy Head of Internal Audit and Internal Auditors, and relevant individuals, departments have the responsibility to enforce of this Regulation.

**ON BEHALF
OF THE GENERAL ASSEMBLY
HEAD OF SUPERVISORY BOARD**

(signature, full name and seal)