



SeABank

DRAFT

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

๓ 2024 ๘

Contents

PREAMBLE	7
CHAPTER I. GENERAL PROVISIONS	7
SECTION I. DEFINITIONS OF TERMS USED IN THE CHARTER	7
Article 1. Terms and definitions	7
Article 2. Application of references	11
SECTION II. NAME, HEAD OFFICE, OBJECTIVES AND SCOPE OF OPERATION	11
Article 3. Name, head office and term of operations of the Bank	11
Article 4. Corporate seal of SEABANK	12
Article 5. SEABANK's legal representative	12
Article 6. Objectives and strategy of SEABANK	13
Article 7. Operational principals	13
Article 8. Content and scope of operations	14
SECTION III. MAIN OPERATIONS OF SEABANK	14
Article 9. Borrowing, deposits	14
Article 10. Credit granting	14
Article 11. Provision of payment means and services	15
Article 12. Account opening	15
Article 13. Deposit and purchase of valuable papers	15
Article 14. Organization and participation in payment systems	15
Article 15. Trading and provision of foreign exchange services and derivative products	15
Article 16. Entrustment and agency	16
Article 17. Capital contribution and share purchase	16
Article 18. Other business activities of SEABANK	17
Article 19. Electronic transactions in SEABANK's operations	17
Article 20. Interest rates and fees in SEABANK's business activities	17
Article 21. Limitations to ensure operation safety	17
CHAPTER II. CAPITAL, SHARES, STOCKS, BONDS	17
SECTION I. CHARTER CAPITAL, WORKING CAPITAL	18

Article 22.	Charter capital	18
Article 23.	Changes of the charter capital	18
Article 24.	SEABANK’s working capital.....	19
Article 25.	Use of capital, asset	19
SECTION II.	SHARES, STOCKS, BONDS.....	20
Article 26.	Shares	20
Article 27.	Share certificate	21
Article 28.	Ratio of share ownership	21
Article 29.	Share offering	22
Article 30.	Transfer of shares	23
Article 31.	Repurchase of shares	24
Article 32.	Issuance of bonds	24
CHAPTER III.	SEABANK ORGANIZATIONAL AND MANAGEMENT STRUCTURE	25
SECTION I.	ORANIZATIONAL AND MANAGEMENT STRUCTURE.....	25
Article 33.	Organizational and management structure.....	25
SECTION II.	SHAREHOLDERS	25
Article 34.	Shareholders	25
Article 35.	Rights of shareholders	26
Article 36.	Obligations of shareholders.....	28
Article 37.	Shareholder register	29
SECTION III.	GENERAL MEETING OF SHAREHOLDERS	30
Article 38.	General Meeting of Shareholders	30
Article 39.	Authority for convention of the General Meeting of Shareholders.....	32
Article 40.	List of shareholders entitled to attend the General Meeting of Shareholders.....	34
Article 41.	Agenda and content of a General Meeting of Shareholders.....	34
Article 42.	Invitation to the General Meeting of Shareholders:	35
Article 43.	Right to attend the General Meeting of Shareholders	36
Article 44.	Conditions for conducting the General Meeting of Shareholders.....	36
Article 45.	Meeting and voting protocols	37

Article 46.	Power and method for ratifying resolutions of the GMS by seeking written inputs ..	39
Article 47.	Effectiveness of resolutions, decisions of the General Meeting of Shareholders	41
Article 48.	Request for cancellation of resolution, decision made by the General Meeting of Shareholders	41
Article 49.	Report on results of the General Meeting of Shareholders	42
SECTION IV.	THE BOARD OF DIRECTORS	42
Article 50.	Composition and tenure of BOD	42
Article 51.	Duties and rights of BOD	43
Article 52.	Rights and duties of the Chairman, Vice Chairman, and members of BOD.....	45
Article 53.	Meetings of the BOD.....	48
Article 54.	Conditions for holding a meeting of BOD.....	48
Article 55.	Notification, agenda, and document of the meeting of BOD.....	49
Article 56.	Voting and adoption of agenda at the meeting of BOD	49
Article 57.	Minutes of the meeting of BOD	50
Article 58.	Competence and procedure to collect written inputs of members of BOD	51
Article 59.	Support apparatus of BOD	52
Article 60.	Right to information of members of the Board of Directors.....	53
SECTION V.	THE SUPERVISORY BOARD	53
Article 61.	Composition and tenure of the Supervisory Board	53
Article 62.	Duties and rights of the Supervisory Board	54
Article 63.	Rights and obligations of the Head of BOS and members of the Supervisory Board.	56
Article 64.	Meetings of the Supervisory Board	58
SECTION VI.	GENERAL DIRECTOR.....	58
Article 65.	The General Director and his/her support apparatus	58
Article 66.	Duties and rights of the General Director.....	59
SECTION VII.	CRITERIA AND CONDITIONS FOR MANAGERS, EXECUTIVES AND OTHER TITLES OF SEABANK	60
Article 67.	Criteria and conditions for members of BOD	60
Article 68.	Criteria and conditions for members of the Supervisory Board	61

Article 69.	Criteria and conditions for the General Director	62
Article 70.	Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches or subsidiaries and holders of equivalent positions in SEABANK	62
SECTION VIII. CASES IN WHICH PERSONS ARE NOT ALLOWED TO HOLD POSITIONS OR TO DOUBLEHAT		63
Article 71.	Cases prohibited from holding a position	63
Article 72.	Cases banned from double hatting	64
Article 73.	Nomination of candidates for election/additional election of members of Board of Directors, Supervisory Board	65
Article 74.	Approval of lists of nominees for the positions of members of BOD, members of the Supervisory Board, and General Director	66
Article 75.	Automatic loss of status of members of BOD, members of the Supervisory Board, and General Director	66
Article 76.	Relief from duty, dismissal of the members of BOD, Supervisory Board, and General Director	67
SECTION IX. DISCLOSURE OF RELATED INTERESTS, RIGHTS AND OBLIGATIONS OF MANAGERS AND EXECUTIVES.....		68
Article 77.	Disclosure of related interests	68
Article 78.	Rights and obligations of the managers and executives of SEABANK	70
CHAPTER IV. SUBSIDIARIES, EMPLOYEES AND TRADE UNION OF SEABANK.....		70
Article 79.	Relationship between SEABANK and its subsidiaries	70
Article 80.	Employees and Trade Union	71
CHAPTER V. INTERNAL AUDIT AND CONTROL SYSTEM		71
Article 81.	Internal control system	71
Article 82.	Internal Audit	72
Article 83.	Independent Audit	72
CHAPTER VI. FINANCIAL – ACCOUNTING, INFORMATION – REPORTING REGIMES.....		72
Article 84.	Financial regime.....	72
Article 85.	Fiscal year	73
Article 86.	Accounting	73
Article 87.	Distribution of profits after tax	73

Article 88.	Management and use of funds	73
Article 89.	Purchase of, investment in fixed assets	74
Article 90.	Dividends	75
Article 91.	Disclosure of financial statement	76
Article 92.	SEABANK' autonomy in finance	76
Article 93.	Reporting	76
Article 94.	Provision of information.....	76
Article 95.	Confidentiality.....	76
CHAPTER VII.	REORGANIZATION, BANKRUPTCY, DISSOLUTION, AND LIQUIDATION....	77
Article 96.	Reorganization of the Bank.....	77
Article 97.	Dissolution of the Bank.....	77
Article 98.	Bankruptcy of the Bank	77
Article 99.	Liquidation of the Bank.....	77
CHAPTER VIII.	SETTLEMENT OF INTERNAL DISPUTES.....	78
Article 100.	Settlement of internal disputes.....	78
CHAPTER IX.	IMPLEMENTATION PROVISION.....	78
Article 101.	Implementation provision	78

PREAMBLE

The Southeast Asia Commercial Joint Stock Bank (“SEABANK”) is a joint-stock commercial bank that operates in banking and other business activities for profit as prescribed by law, meeting the financial and banking service needs of organizations and individuals, *while contributing to the state’s sustainable development and socio-economic goals*. SEABANK's organization and operations are conducted in accordance with this Charter, the regulations of the State Bank of Vietnam, and other relevant legal provisions currently in force.

The content of this Charter has been approved by the General Meeting of Shareholders of SEABANK through written consultation of shareholders and relevant resolutions of the Board of Directors.

CHAPTER I. GENERAL PROVISIONS

SECTION I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Terms and definitions

In this Charter, the terminologies are defined as follows:

1. “**SEABANK**”: Southeast Asia Commercial Joint-stock Bank.
2. “**SBV**”: the State Bank of Vietnam.
3. “**VND**”: the official currency of Vietnam issued by the State Bank of Vietnam.
4. “**Charter**”: the Charter for organization and operations of SEABANK.
5. “**License**”: the License on Establishment and Operation No. 0051/NH5-GP of SEABANK granted by the SBV’s Governor on March 25th, 1994 and its amendments, supplements and/or replacement thereto (if any).
6. “**Establishment date**” is deemed as the date SeABank was signed off the Establishment and Operations License by the SBV.
7. “**GMS**”: SEABANK’s General Meeting of Shareholders.
8. “**BOD**”: SEABANK’s Board of Directors.
9. “**BS**”: SEABANK’s Supervisory Board.
10. “**SEABANK Managers**” consist of BOD Chairman and members, General Director, and the managerial titles regulated by the BOD¹.
11. “**SEABANK Executives**” consist of General Director, Deputy General Directors, Chief Accountant, Branch Directors² and holders of other equivalent titles at SEABANK appointed by the BOD to work as the executives of SEABANK³.

¹ Clause 26, Article 4 of the Law on Credit Institutions 2024

² Pursuant to Business Registration Certificate of branch.

³ Clause 25, Article 4 of Law on Credit Institutions 2024

12. “**Independent member of the Board of Directors**”: BOD member satisfying standards, conditions prescribed in Clause 2, Article 67 herein.
13. “**Charter capital**” means the total amount of capital contributed by SEABANK's shareholders, based on the par value of shares issued and sold to them.⁴
14. “**Legal capital**”: the minimum amount of capital required by laws for the establishment and operation of a commercial bank.
15. “**Equity capital**”: means the actual value of charter capital plus reserve funds and certain other liabilities, minus any deductions as stipulated by the Governor of the State Bank of Vietnam (SBV)⁵.
16. “**Share**”: the equal parts divided from the charter capital.
17. “**Sold Shares**” refers to the number of shares that have been fully paid for by shareholders and thus entitled to be offered by SEABANK⁶.
18. “**Stock**”: the certificate issued by SEABANK or a book entry or electric data to confirm the ownership of one or more shares of SEABANK.⁷
19. “**Dividend**” means a net earning on each share paid in cash or other assets.
20. “**Shareholder**”: an organization or individual holding at least one of SEABANK’s shares.
21. “**Founding shareholder**” means a shareholder holding at least one ordinary share and signing in the list of founding shareholders of SEABANK.⁸
22. “**Major shareholder**” means a shareholder owning at least 05% of the voting shares of SeABank, including voting shares indirectly owned.⁹
23. “**Indirect ownership**” means an organization or individual's ownership of SEABANK charter capital through investment entrustment or entity with over 50% owned by such organization, individual.¹⁰
24. “**Shareholder register**” means a written document or an electronic file of ownership information of SEABANK shareholders. A Shareholder register must contain key contents required by the laws.
25. “**Term of Operations**” means the period in which SEABANK is permitted to conduct its business activities as regulated by the laws, commencing from the date on which the Establishment and Operations License was granted to SEABANK by the SBV. SEABANK may extend its term of operations upon the decision of the GMS and the approval of the SBV.
26. “**Banking operations**” means SEABANK’s business, regular provision of one or some of the

⁴ Clause 42 Article 4 and Clause 1 Article 112 of Law on Enterprises 2020.

⁵ Clause 45 Article 4 of Law on Credit Institutions 2024

⁶ Clause 2 Article 112 Law on Enterprises 2020.

⁷ Article 121 Law on Enterprises 2020.

⁸ Clause 4 Article 4 Law on Enterprises 2020.

⁹ Article 4.8 Law on Credit Institutions 2024.

¹⁰ Item 4.33 of Law on Credit Institutions 2024.

following operations:

- a) Deposit;
 - b) Credit granting;
 - c) *Provision of via-account payment service.*
27. “**Deposits**”: means SEABANK receives money from an organization or individual as demand or term deposit, savings deposit, issuance of deposit certificates, and other deposit form on the principles of full repayment of principals and interests as per agreements for depositing organization, individual (hereinafter referred to as depositor)¹¹
28. “**Credit granting**” means SEABANK agrees to let an organization or individual use an amount of money on the principle of repayment through the operations of lending, discounting, finance lease, factoring, purchase of corporate bonds, credit card issuance, bank guarantee, *letter of credit* or other forms of credit granting prescribed by the SBV, including credit granting which is funded by other legal entities and whose risks SEABANK bear as per provisions of the laws.¹²
29. “**Provision of via-account payment service**” is SEABANK’s provision of payment instruments; performance of services of payment by cheque, payment order, payment authorization, collection, collection authorization, bank card, and others for customers via their accounts.
30. “**Lending**” is a form of credit granting under which SEABANK gives or commits to give a customer a sum of money for use for a defined purpose in a certain period, and in the principle of repayment of both principal and interest.
31. “**Factoring**” means a form of credit granting to the purchase of receivables from a seller or advance payment on behalf of a buyer under a contract of goods sales, service provision between such buyer and seller.
32. “**Bank guarantee**” means a form of credit granting under which SEABANK commits to *the beneficiary that SEABANK shall fulfill financial obligations on behalf of the liable party* where the liable party fails to fulfill or does not fully fulfill its obligations as committed. The customer must acknowledge and repay the debt to SEABANK as agreed upon.
33. “**Discount**” is a form of credit granting, in which SEABANK purchases for a term or purchases with recourse the beneficiary's negotiable instruments and other discounted valuable papers prior to their due date.
34. “**Re-discount**” means SEABANK discounts convertible instruments and other valuable papers that have been negotiated prior to their due date.
35. “**Money brokerage**”: means SEABANK acts as an intermediary party for brokerage charges to arrange for the banking operations and others *as prescribed by the Law on Credit Institutions 2024* between SEABANK and other credit institutions, *foreign bank branches.*

¹¹ Article 4.27 of Law on Credit Institutions 2024.

¹² Amended in accordance with Article 4.4 of Law on Credit Institutions 2024.

36. **“Payment account”**: a demand deposit account of customer opened at SEABANK to use payment services provided by SEABANK.
37. **“Letter of Credit”** means a form of credit via the operations of issuance, confirmation, negotiation of payment and return of letter of credit.¹³
38. **“Derivative”**: a financial instrument valued by predicted changes in the value of an underlying financial asset such as exchange rate, interest rate, foreign exchange, currency or other financial assets.
39. **“Capital contribution, share purchase”** means SEABANK *directly or authorizes other organizations to contribute capital to form charter capital; purchases shares of other enterprises, credit institutions, including receiving transfers, purchasing shares and capital contributions of other enterprises and credit institutions; providing capital and contributing capital to subsidiaries and affiliated companies of SEABANK; contributing capital to investment funds..*
40. **“Investment in forms of capital contribution or share purchase in order to hold the right to control an enterprise”**: includes investment accounting for over 50% of the charter capital or voting share capital of an enterprise or another investment sufficient to control decisions of the Shareholders' General Meeting or the Members' Council.
41. **“Related person”**: *an organization or individual as defined in clause 24 Article 4 of the Law on Credit Institutions 2024 and other relevant provisions of the laws:*
42. **“Subsidiary”** means a company that falls into one of the following cases:
- a) SEABANK or SEABANK and its affiliated persons owns/own over 50% of the charter capital or voting share capital of the company;
 - b) SEABANK has the right to directly or indirectly appoint a majority or all of members of the Board of Directors or Members' Council or the General Director (Director) of the company;
 - c) SEABANK may modify the charter of the company;
 - d) SEABANK and its affiliated persons directly or indirectly controls/control the adoption of resolutions and decisions of the General Shareholders' Meeting, Board of Directors or Members' Council of the company.
43. **“Affiliated company”** means a company in which SEABANK or SEABANK and its affiliated persons owns/own over 11% of the charter capital or voting share capital, but is not a subsidiary of SEABANK.
44. **“Special control”**: means the SBV decides to put a credit institution under its direct control.
45. **“Legislation”** includes all of the laws, ordinances, decrees, regulations, circulars, decisions, and other legal documents issued by the Vietnamese Government agencies from time to time

¹³ Clause 36 Article 4 of Law on Credit Institutions 2024.

relating to banking operations.

46. “**Law on Enterprises 2020**” means the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its amendments, supplements thereto (if any).
47. “**Law on Credit Institutions 2024**” means the Law on Credit Institutions passed by the National Assembly of the Socialist Republic of Vietnam on *January 18th, 2024*).

Article 2. Application of references

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

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

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

1. Name of the Bank:
Bank’s full name in Vietnamese: **Ngân hàng TMCP Đông Nam Á.**
Bank's abbreviated name in Vietnamese: **Ngân hàng Đông Nam Á.**
Bank's full name in English: **Southeast Asia Commercial Joint Stock Bank.**
Bank's abbreviated name in English: **SEABANK.**
2. Head Office is located at 198 Tran Quang Khai Street, Ly Thai To Ward, Hoan Kiem District, Hanoi, Vietnam.
3. *SEABANK's network of operations:*
 - a) *SEABANK's business network includes branches, transaction offices, representative offices, and public service units in the country; branches, representative offices, 100%-owned banks and other forms of commercial presence abroad;*
 - b) Headquarters; subsidiaries;¹⁴
 - c) SEABANK's network of operations has been established to pursuit its business development requests of the Bank, and in accordance with the laws, and the regulations of the State Bank of Vietnam.
4. The term of operation is **99 years** from March 25th, 1994. SEABANK may apply for extending or altering its operation term according to the Resolution adopted by the General Meeting of Shareholders and the approval of the SBV.

¹⁴ Article 3 Decree No. 21/2013/TT-NHNN

Article 4. Corporate seal of SEABANK¹⁵

1. The Board of Directors ("BOD") shall determine the quantity, form, content, and design of SeABank's seal in accordance with applicable laws, regulations of the State Bank, and the Bank's Charter.
2. The specimen seals of branches, transaction offices, representative offices, and other units within SeABank's network must maintain consistency with the corporate seal in terms of content, form, and size.
3. Changes to the specimen seals of branches, transaction offices, representative offices, or other units within the network—resulting from changes in location, name, or managing branch, or due to damage, wear, or fading—shall be decided by the General Director and implemented through the relevant state authorities.

Article 5. SEABANK's legal representative¹⁶

1. SEABANK legal representative is the Chairman of BOD or the General Director according to the resolution of SEABANK's BOD from time to time.
2. SEABANK legal representative must reside in Vietnam. When absent from Vietnam, he/she shall authorize in writing to another person who must be a manager or an executive currently residing in Vietnam to perform the rights and obligations *of the legal representative of SEABANK*.
3. In case as at the expiration of the authorization, the legal representative has not returned to Vietnam does not have any further authorization, the authorized person shall continue exercise the rights and obligations of the legal representative until the legal representative of SEABANK returns to work or the BOD designates another person to act as SEABANK's legal representative.
4. In case the legal representative is absent from Vietnam for more than 30 days without authorizing another person to act as SEABANK's legal representative, or dies, goes missing, is being prosecuted for criminal liability, is being detained, is serving a prison sentence, is serving an administrative measure at a compulsory drug rehabilitation facility, a compulsory education facility, has limited or lost civil capacity, has difficulty in cognition, controlling behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the Board of Directors shall appoint another person to be the legal representative of SEABANK.
5. SEABANK's legal representative is responsible for:¹⁷
 - a) Exercising his/her rights and obligations in an honest, prudent, and best manner for SEABANK's lawful interests;
 - b) Being loyal to SEABANK's interests; not using SEABANK's information, know-how, and business opportunities; not abusing position, power and using SEABANK's assets for personal gain or to serve the interests of other organizations or individuals;

¹⁵ Article 43 of Law on Enterprises 2020.

¹⁶ Article 11 Law on Credit Institutions 2024 and Article 12 Law on Enterprises 2020.

¹⁷ Article 13 Law on Enterprises 2020.

- c) Promptly, fully and accurately providing SEABANK with information about the enterprises that he/she or his/her related person owns or has shares/capital in as prescribed in the laws.
6. SEABANK's legal representative shall be personally responsible for any damage to SEABANK due to any breach of responsibilities as regulated in Clause 5 herein.

Article 6. Objectives and strategy of SEABANK

1. Becoming a retail, multi-functional, modern bank with service quality in the top 5 choices of banking services and products for small and medium enterprises and retail customers in Vietnam.
2. Gradually becoming a multi-functional, modern banking-finance group, outstanding in terms of quality of products and services and brand reputation.
3. Expanding its operations in a solid, safe, sustainable and comprehensive manner in the finance and banking; applying modern technology; providing convenient and diverse services to businesses and residents; maintaining and improving the profitability; nurturing and developing human resources in order to upgrade competitiveness and quickly adapt to the process of international economic integration.
4. Be the best human resource bank.

Article 7. Operational principals

1. Autonomy in the operations:¹⁸
 - a) SEABANK has autonomy in its business activities and take its own responsibility for its business results.
 - b) SEABANK may refuse credit granting; provide other services as it is deemed unqualified, inefficient or incompliant with regulatory laws.
2. Cooperation and competition in the banking operations¹⁹:

SEABANK may cooperate and compete in the banking operations and other business activities under the laws.
3. Protection of customer interests:²⁰

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

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

¹⁸ Article 7, Law on Credit Institutions 2024.

¹⁹ Article 9, Law on Credit Institutions 2024.

²⁰ Article 10, Law on Credit Institutions 2024.

- d) Publicly disclosing deposit interest rates, service fees and rights and obligations of customers for each product and service offered;
- e) Publicly disclosing official transaction time. In case of transaction suspension, SeABank shall carry out listing and reporting procedures in accordance with provisions of the laws.²¹

Article 8. Content and scope of operations

1. SEABANK's business operations includes monetary, credit businesses, and finance and monetary services to serve the production, trading and business development activities of customers from all kind of economic sectors and background.
2. *SEABANK carries out all of the banking operations and other business activities as specified in the Licenses²² and other activities in compliance with provisions of the laws.*
3. SEABANK has a scope of business and operations both domestically and internationally, in accordance with the decisions of the GMS, BOD and the laws from time to time.
4. SEABANK's business activities are carried out in accordance with provisions of the Law on Credit Institutions 2024, the guidance of the SBV and the relevant laws.

SECTION III. MAIN OPERATIONS OF SEABANK

Article 9. Borrowing, deposits²³

1. Taking demand deposits, term deposits, savings and others.
2. Issuing certificates of deposit.
3. Borrowing from the SBV in form of refinancing in compliance with the Law on the State Bank of Vietnam.
4. *Borrowing overseas in line with provisions of the laws.*
5. *Borrowing, and taking deposits of credit institutions, foreign bank branches as per regulations of the SBV's Governor²⁴.*
6. Other forms of borrowing and deposits as prescribed by the laws.

Article 10. Credit granting²⁵

1. Lending;
2. Discount, re-discount;
3. Bank guarantee;
4. Credit card issuance;

²¹ Clause 5 Article 10 of Law on Credit Institutions 2024.

²² Article 35 Law on Credit Institutions 2024

²³ Articles 107, 108 Law on Credit Institutions 2024.

²⁴ Clause 3 Article 108 of Law on Credit Institutions 2024.

²⁵ Clause 3 of Article 108 of Law on Credit Institutions 2024

5. Domestic and international factoring for banks licensed for international payments;
6. *LC*;
7. Other forms of credit granting as regulated by the SBV's Governor.

Article 11. Provision of payment means and services²⁶

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

Article 12. Account opening²⁷

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

Article 13. Deposit and purchase of valuable papers²⁸

1. SEABANK purchases, sells valuable papers with the SBV as per the Law on the State Bank of Vietnam.
2. SEABANK lends, makes deposits, takes deposits, trades valuable papers with credit institutions, foreign bank branches as regulated by the SBV's Governor.

Article 14. Organization and participation in payment systems²⁹

1. SEABANK organizes its own internal payment, participates in the national interbank payment system.
2. SEABANK participates in the international payment system *when meeting conditions as regulated by the Government* and approved in writing by the SBV.

Article 15. Trading and provision of foreign exchange services and derivative products³⁰

1. SEABANK deal in and provide to domestic and oversea clients the following products:
 - a) Foreign exchange;

²⁶ Clauses 4, 5, and 6 Article 107 of Law on Credit Institutions 2024.

²⁷ Article 109 Law on Credit Institutions 2024.

²⁸ Clauses 2, 3, Article 108 of Law on Credit Institutions 2024.

²⁹ Article 110 of Law on Credit Institutions 2024.

³⁰ Article 112 of Law on Credit Institutions 2024.

- b) Derivatives of interest rates, foreign exchange, currencies and other financial assets.
- 2. SEABANK's foreign exchange trading and provision of foreign exchange services to customers are performed as prescribed by the laws and regulations on foreign exchange.

Article 16. **Entrustment and agency** ³¹

- 1. Entrust, accept entrustment, act as an agent in banking activities, and assign payment agents according to the regulations of the SBV's Governor.
- 2. Conduct insurance agency activities according to the provisions of the law on insurance business, in accordance with the scope of insurance activities according to the regulations of the SBV's Governor.

Article 17. **Capital contribution and share purchase**

- 1. SEABANK uses its charter capital and reserve funds to contribute capital or purchase shares as prescribed in Clauses 2, 3, 4 and 6 of this Article.
- 2. SEABANK establishes or acquires subsidiaries, affiliated companies to conduct the following business activities:
 - a) Securities underwriting, and securities brokerage; management and distribution of securities investment fund certificates; and securities investment portfolio management and stock trading;
 - b) Financial leasing;
 - c) Insurance.
- 3. SEABANK establishes or acquires subsidiaries, affiliated companies operating in such areas as liability management and asset exploitation, overseas remittance, gold trading, factoring, issuance of credit cards, consumer credit, intermediary payment services and credit bureau.
- 4. SEABANK contributes capital to, purchases shares from, enterprises operating in the following areas:
 - a) Insurance, securities, overseas remittance, gold trading, factoring, issuance of credit cards, consumer finance, intermediary payment services and credit information;
 - b) Other areas not specified at point a of this Clause upon the written approval of the SBV.
- 5. SEABANK establishes, acquires subsidiaries, and affiliates as per provisions of Clauses 2 and 3 herein upon the written approval of the SBV.
- 6. SEABANK and its subsidiaries may acquire and hold shares of other credit institutions on the conditions and within the limit regulated by the SBV's Governor.
- 7. Capital contribution to and share purchase from an enterprise by SEABANK and its subsidiaries, affiliates prescribed in Clause 4 of this Article must comply with the ratio prescribed by the SBV.

³¹ Article 113 of Law on Credit Institutions 2024.

Article 18. Other business activities of SEABANK³²

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

Article 19. Electronic transactions in SEABANK's operations³³

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

Article 20. Interest rates and fees in SEABANK's business activities³⁴

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

Article 21. Limitations to ensure operation safety

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

CHAPTER II. CAPITAL, SHARES, STOCKS, BONDS

³² Article 105 of Law on Credit Institutions 2024

³³ Article 105 of Law on Credit Institutions 2024.

³⁴ Article 100 of Law on Credit Institutions 2024.

SECTION I. CHARTER CAPITAL, WORKING CAPITAL

Article 22. Charter capital

3. The charter capital of SEABANK as of the approval date of this Charter is VND **24,957,000,000,000** (*Twenty four thousand nine hundred fifty seven billion*) dong, equivalent to **2,495,700,000 shares**.

Par value of share: VND10,000 (ten thousand Vietnam Dong).

The charter capital is changed upon the actual charter capital increase of SEABANK from time to time and recorded in the License of SEABANK as per the relevant applicable laws.

4. The charter capital is denominated in VND. SEABANK maintains the actual value of the Charter Capital at least equal to the legal capital as prescribed by the laws. The actual value of the Charter Capital is determined by the Charter Capital and the surplus of Share Capital, plus (minus) the accumulated undistributed profits (unresolved accumulated losses) reflected on the accounting books.³⁵
5. The charter capital shall be used for the purposes of:
- a) Buying, investing in fixed assets serving directly to the operations of SEABANK based on principle of the remaining value of fixed assets which is not in excess of 50% charter capital and reserves for supplement of charter capital recorded in the accounting books;³⁶
 - b) Contributing capital, purchasing shares under applicable laws and the SBV's regulations;
 - c) Establishing subsidiaries, affiliated companies according to provisions of the laws;
 - d) Granting credits.
 - e) Offering other services according to provisions of the laws.
 - f) Serving other purposes in compliance with provisions of the laws and SEABANK's regulations from time to time.

Article 23. Changes of the charter capital

1. The change in the SEABANK's charter capital (increase or decrease) shall be made upon the decision made by the General Meeting of Shareholders and approved in writing by the SBV before such change in compliance with current law provisions.³⁷
2. Methods for the charter capital increase of SEABANK:
- a) Reserves for increment of charter capital; share premium; retained earnings and other funds prescribed by the laws;
 - b) Public offering, private placement;
 - c) Loan conversion, conversion of convertible bonds into common shares;
 - d) Dividend payment in stocks;
 - e) Additional contributions from shareholders;
 - f) Other sources as decided by the General Meeting of Shareholders according to provisions

³⁵ Article 5 Decree 93/2017/NĐ-CP.

³⁶ Clause 3 140, Law on Credit Institution 2010 and Article 6 of Decree 93/2017/NĐ-CP.

³⁷ Point b Clause 1 Articles 37 Law on Credit Institutions 2024.

of the laws.

3. SEABANK's charter capital shall be decreased in following cases:³⁸
 - a) SeABank repurchases its sold shares according to Articles 132 and 133 of the Enterprise Law 2020;
 - b) Other cases prescribed by the laws.

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

Article 24. SEABANK's working capital³⁹

1. Equity capital:
 - a) Charter capital;
 - b) The impairments due to the re-evaluation of assets, exchange rate differences in compliance with legal provisions;
 - c) Share premium;
 - d) The charter capital reserve funds, professional development funds, financial reserve funds;
 - e) Accumulated undistributed profit, unresolved accumulated losses;
 - f) Capital of other sorts under SEABANK's lawful possession.
2. Funded capital:
 - a) Capital raised from deposits of organizations and individuals;
 - b) Entrusted investments;
 - c) Loan from domestic and international credit institutions and financial institutions;
 - d) Loan from the State Bank of Vietnam;
 - e) Capital from the issuance of valuable papers.
3. Capital of other sorts as prescribed by the laws.

Article 25. Use of capital, asset⁴⁰

1. SEABANK may use its capital to serve its business, investment and development, acquisition of fixed assets in the principal of ensuring capital safety and growth according to provisions of the laws.
2. SEABANK may change the capital and asset structure to serve operational development in compliance with provisions of law.

³⁸ Clause 5 Article 112 Law on Enterprises.

³⁹ Article 4, Decree No. 93/2017/NĐ-CP

⁴⁰ Article 6 Decree No. 93/2017/NĐ-CP.

3. SEABANK may mobilize assets and capital among its branches or among the independent associate companies. The mobilization of assets and capital by SEABANK under this provision comply with regulations of SEABANK from time to time.

SECTION II. SHARES, STOCKS, BONDS

Article 26. Shares ⁴¹

1. SEABANK share's face value is VND10,000 (Ten thousand Vietnam dong).
2. On the date this Charter is ratified, all of the shares of SEABANK are common shares; all of the SEABANK shareholders are common shareholders. Common shares may not be converted into preferred shares.
3. SEABANK may have preferred shares, including:
 - a) Dividend preferred shares are shares that provide their holders with higher dividends than those of common shares or with stable annual dividend. Annual dividends include fixed dividend and bonus dividend. Fixed dividends do not depend on SEABANK's business performance, and are only paid when SEABANK is profitable. In case SEABANK makes a loss or makes a profit, which is not enough to pay a fixed dividend, the fixed dividend, paid for dividend-preferred shares will be carried forwards in the following years. The specific fixed dividend level and the method of determining bonus dividends shall be decided by SEABANK's General Meeting of Shareholders and recorded on the shares of the dividend-preferred shares. Members of the BOD, the BOS, General Director and other managers and executives of SEABANK are not allowed to buy dividend-preferred shares issued by SEABANK. SEABANK's General Meeting of Shareholders shall decide the person who is entitled to buy dividend-preferred shares.

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

⁴¹Article 60 of Law on Credit Institutions 2024 and Article 114 Law on Enterprises 2020.

Article 27. Share certificate⁴²

1. BOD decides the issuance and management of shares in the forms certificate and/or book entries and/or electronic data. Share certificate issued by SEABANK shall contain the information as regulated by the laws.
2. Each shareholder shall be provided by SEABANK with share certificate by type to recognize their contributed capital.
3. Each provided share certificate shall not be recorded in different types of shares.
4. In case a share certificate is lost or damaged or shred by any other method, it will be reissued at the request of its holder. The request shall contain:
 - a) Information about the lost or damaged or shred certificate;
 - b) The commitment to take responsibility for disputes caused by its reissuance;
 - c) Fee payment according to SEABANK's regulations.
5. SEABANK shares shall not be used as security measure at SEABANK.
6. SEABANK will issue new shares to shareholders in case the shares are issued in the form of certificates within 30 days from the date the shareholders fully pay for the shares they committed to buy and SeABank has been approved by the State Bank of Vietnam to adjust its operating license regarding charter capital according to regulations.

Article 28. Ratio of share ownership⁴³

1. An individual shareholder may own a number of shares not exceeding 5% of SEABANK's charter capital.
2. An organizational shareholder may own a number of shares not exceeding 10% of SEABANK's charter capital.
3. A shareholder and the related person(s) shall not own shares exceeding 15% of the charter capital of SEABANK. *Major shareholder of SEABANK and the related person(s) shall not own shares exceeding 05% or more of the charter capital of another credit institution.*
4. The provisions in Clauses 2 and 3 of this Article shall not apply to the following cases:
 - a) *Shares of SEABANK's subsidiary or affiliated company is owned a credit institution specified in Clauses 2 and 3, Article 17 of this Charter.*
 - b) *Share ownership of foreign investors as prescribed in Clause 6 of this Article.*
5. The ownership specified in Clauses 1 and 2 of this Article includes the number of shares indirectly owned. *The ownership specified in Clause 3 of this Article includes shares that a shareholder authorize other organizations or individuals to purchase shares and does not include the ownership of shares by the related persons who are subsidiaries of such shareholder.*

⁴² Article 121 Law on Enterprises 2020 and Article 66 Law on Credit Institutions 2024

⁴³ Article 63, Law on Credit Institutions 2024.

6. The maximum foreign ownership ratio at SeABank is 5% of the charter capital.
7. The maximum foreign ownership ratio at SEABANK may change according to the decision of the General Meeting of Shareholders and/or the Board of Directors (as assigned and authorized by the General Meeting of Shareholders) in each period, in accordance with the provisions of relevant laws.

Article 29. Share offering

1. Share offering means SEABANK increases the share volume or types eligible to be offered to increase the Bank's charter capital.
2. Shares may be offered as follows:
 - a) Offering shares to existing shareholders: is an event in which SEABANK increases the volume of shares eligible for offering and sells the whole shares to all of the shareholders in correspondence with their share ownership at SEABANK.
 - b) Public offering.
 - c) Private placement;
3. The conditions, order and procedures for offering shares of SEABANK shall be implemented in accordance with provisions of the law on securities. In case the number of shares expected to be offered is not fully registered by shareholders and transferees, the Board of Directors shall have the right to sell the remaining shares to SEABANK shareholders and others under conditions less favorable than those offered to the shareholders, unless otherwise approved by the General Meeting of Shareholders or *otherwise provided by the law on securities*.
4. *The Board of Directors has the full authority to decide on the time, method and price of selling shares. The selling price of shares must not be lower than the market price at the time of offering or the value recorded in the books at the most recent time, except in the following cases:*
 - a) *Shares offered for the first time to those who are not founding shareholders;*
 - b) *Shares offered to all shareholders in proportion to their existing shares in SEABANK;*
 - c) *Shares offered to brokers or underwriter. In this case, the specific discount amount or discount rate must be approved by the General Meeting of Shareholders or the person authorized by the General Meeting of Shareholders;*
 - d) *Shares offered to SEABANK's employees at a price at least equal to the par value of the shares. The Board of Directors decides on the subjects of SEABANK's employees who are eligible to buy shares, the offering price of shares and other issues related to the offering of shares to these subjects;*
 - e) *Other cases and the discount rate in such cases shall be considered and decided by the Board of Directors in accordance with provisions of the laws.*
5. *SEABANK shares may be purchased in Vietnamese Dong, freely convertible foreign currencies, gold, land use rights, intellectual property rights, technology, technical know-how and other assets that can be valuated in Vietnamese Dong in accordance with the provisions of relevant laws and must be paid in full at one time.*

Intellectual property rights used to contribute capital include copyrights, rights related to copyrights, industrial property rights, rights to plant varieties and other intellectual property

rights in accordance with the provisions of the law on intellectual property. Only individuals and organizations that are legal owners of the above rights have the right to use such assets to contribute capital.

In case of capital contribution in the form of land use rights and other assets other than Vietnamese Dong, freely convertible foreign currencies, or gold, they must be assets directly serving the operations of SEABANK and must be approved by the General Meeting of Shareholders. The valuation and transfer of land use rights and ownership of these assets shall be carried out in accordance with relevant laws.

6. Shares are deemed to be sold when they are fully paid for and information about the buyer specified in Clause 2 Article 38 of this Charter is fully recorded in the shareholder register. From that time, the buyer is a shareholder of SEABANK.
7. *Where the offering price is higher than the par value, the difference shall be recognized as the share premium.*
8. SEABANK carries out the procedures for requesting amendment of the charter capital in the License in accordance with the laws and with the SBV's regulations.⁴⁴

Article 30. Transfer of shares⁴⁵

1. All shares are freely transferrable, unless otherwise stipulated by this Charter, SEABANK's internal regulations and/or otherwise prescribed by the laws.
2. Individual shareholders and institutional shareholders with their representatives for the contributed capital being members of BOD or Supervisory Board or General Director of SEABANK may not transfer their shares during their incumbency.
3. On handling the consequences of personal responsibility according to the resolution or decision of the General Meeting of Shareholders or according to the decision of the State Bank, members of the Board of Directors, members of the Supervisory Board, and the General Director are not allowed to transfer shares, except in one of the following cases:
 - a) Members of the Board of Directors, the Supervisory Board, and the General Director are authorized representatives of shareholders that are organizations that are merged, consolidated, divided, separated, dissolved, or bankrupt in accordance with provisions of the laws;
 - b) Members of the Board of Directors, the Supervisory Board, and General Director are forced to transfer shares according to a court judgment or decision that has come into legal effect;
 - c) Members of the Board of Directors, the Supervisory Board, and General Director transfer shares to other investors to implement the recovery plan, the plan to transfer all capital contributions, or the approved compulsory transfer plan.
4. The purchase or receipt of transferred shares leads to becoming a major shareholder of SEABANK must be approved in writing by the SBV prior to the implementation. *The shareholder, buyers, and transferees of shares and capital contributions of SEABANK are*

⁴⁴ Point b Clause 1 Article 37 Law on Credit Institutions 2024.

⁴⁵ Article 127 Law on Enterprises 2020 and Article 64 Law on Credit Institutions 2024.

responsible for requesting and coordinating with SEABANK to carry out procedures for obtaining approval for the contents herein⁴⁶.

5. The transfer is carried out on the securities market. The order, procedures and recording of ownership shall comply with provisions of the law on securities.
6. In case an individual shareholder dies, the heir according to the will or law of that shareholder becomes a shareholder of SEABANK.
7. In case an individual shareholder dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the number of shares shall be resolved according to provisions of the laws on civil matters.
8. Shareholders have the right to give, donate part or all of their shares at SEABANK to others; use shares to repay debts. Individuals and organizations that are gifted or receive debt payment in shares will be shareholders of SEABANK.
9. The organizations and individuals that receive shares in the cases specified in this Article will only become shareholders when the information specified in Clause 2 Article 38 of this Charter is fully recorded in the shareholder register.

Article 31. Repurchase of shares⁴⁷

1. SEABANK may redeem its shares (including the redeemable preferred shares) in the manner, conditions, methods, procedures, and provisions stipulated in this Charter, the Law on Enterprises 2020 and the laws on securities.
2. SEABANK is only allowed to repurchase shares from shareholders if, after paying in full an amount equivalent to the number of shares repurchased, it still ensures safety ratios in banking operations and the actual value of charter capital does not decrease below the legal capital level of SEABANK.
3. SEABANK has the right to resell the shares purchased according to the provisions of Clauses 1 and 2 of this Article in the manner, conditions, sequences and procedures in accordance with the law on securities.

Article 32. Issuance of bonds

1. SEABANK may issue bonds, convertible bonds, and other types of bonds in accordance with the laws and this Charter. The issuance of bonds and convertible bonds must be compliant with provisions of the corporate laws, Law on Credit Institutions 2024, and the laws on securities.
2. The General Meeting of Shareholders shall approve:⁴⁸
 - a) The plan for issuance, repurchase and exchange of individual convertible bonds and bonds with individual warrants issued domestically.

⁴⁶ Point dd clause 1 Article 37 Law on Credit Institutions 2024

⁴⁷ Article 65 Law on Credit Institutions 2024 and Articles 132,133 Law on Enterprises 2020.

⁴⁸ Article 13 and Article 28 Decree No.153/2020/NĐ-CP of the Governor regulating the offering, private placement in the domestic market and the offering of corporate bonds in the international markets.

- b) The plan for issuance, repurchase and exchange of convertible bonds and bonds with warrants in the international market.
3. The Board of Directors shall approve the bond issuance plan and report to the General Meeting of Shareholders at the nearest meeting, except for the cases specified in Clause 2 of this Article *and shall specify the contents not specified in details in the plan for issuance of convertible bonds, bonds with warrants and other contents related to the issuance of bonds.*

CHAPTER III. SEABANK ORGANIZATIONAL AND MANAGEMENT STRUCTURE

SECTION I. ORGANIZATIONAL AND MANAGEMENT STRUCTURE

Article 33. Organizational and management structure

1. SEABANK organizational and management structure includes:⁴⁹
 - a) The General Meeting of Shareholders;
 - b) The Board of Directors;
 - c) The Supervisory Board;
 - d) General Director.
2. The BOD regulates the structure, functions, and responsibilities of the management and administration systems in alignment with provisions of the laws and the business scale of SEABANK from time to time.
3. The BOD, BOS, General Director shall formulate the authorization and assignment mechanism among the BOD, BOS and General Director in accordance with provisions of the laws, ensuring the safe, efficient and seamless management and governance of the Bank.

SECTION II. SHAREHOLDERS

Article 34. Shareholders

1. SEABANK must have at least 100 shareholders and is not limited in the maximum number of shareholders in line with the relevant regulatory laws⁵⁰. Foreign institutions and/or individuals can only purchase shares of SEABANK in compliance with legal provisions.
2. The designation of the authorized representative at SEABANK shall comply with the following regulations:⁵¹
 - a) An organizational shareholder of SEABANK holds at least 10% of common shares may designate up to 03 authorized representatives.
 - b) In case a shareholder appoints multiple authorized representatives, the number of shares for each representative must be specifically determined. In case the shareholder does not determine the corresponding number of shares for each authorized representative, the

⁴⁹ Article 137 Law on Enterprises 2020.

⁵⁰ Clause 6 Article 60 Law on Credit Institutions 2024.

⁵¹ Article 14 Law on Enterprises 2020.

- number of shares will be divided equally among the number of authorized representatives.
- c) The designation of an authorized representative must be in writing and notified to SEABANK and will only be effective for SEABANK from the date SEABANK receives the notification. The power of attorney must have the following main contents:
 - i. Names, enterprise identification (EID) numbers, headquarters addresses of the shareholder;
 - ii. Number of authorized representatives and percentage of shares, number of shares corresponding to each authorized representative;
 - iii. Full name, contact address, nationality, personal identification number of each authorized representative;
 - iv. Validity of the power of attorney of each authorized representative, specifying the effective date;
 - v. Full names and signatures of the legal representatives of the shareholders and of the authorized representatives.
 - d) An authorized representative shall satisfy the following requirements and conditions:
 - i. Not being prohibited from establishing and managing an enterprise;
 - ii. Other standards and conditions prescribed by the laws.
 - e) Responsibilities of authorized representatives of the organizational shareholders:
 - i. The authorized representative shall, on behalf of the shareholder, exercise the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with the provisions of the Charter and relevant laws. Any restrictions by the shareholder on the authorized representative in exercising the rights and obligations of the corresponding shareholder at the General Meeting of Shareholders shall not be effective against third parties.
 - ii. The authorized representative is responsible for fully attending the meeting of the General Meeting of Shareholders; exercising the authorized rights and obligations honestly, carefully, and to the best of his/her ability, protecting the legitimate interests of the shareholder appointing the representative.
 - iii. The authorized representative is liable to the shareholder appointing the representative due to his/her violation of responsibilities prescribed in this Article. The shareholder appointing such representative is responsible to the third party for the responsibilities arising in relation to the rights and obligations exercised through the authorized representative.

Article 35. Rights of shareholders

1. Common shareholders have the following rights⁵²:
 - a) To transfer shares and/or buying right to other shareholders of SEABANK or other individuals or organizations according to the provisions of SEABANK's Charter and regulations, and relevant legislations.
 - b) To view, look up and extract information from the shareholders book having voting right

⁵² Article 61 Law on Credit Institutions 2024; Article 115 Law on Enterprises 2020; Article 41 Law on Securities 2019.

and request for modification of inaccurate information.

- c) To view, look up, extract or copy the Charter of SEABANK, the book of minutes of meetings of the General Meeting of Shareholders, resolutions, decisions of the General Meeting of Shareholders as per SEABANK's regulations and the relevant laws.
 - d) To receive a part of the remaining assets in proportion to their respective shares owned in SEABANK when SEABANK dissolves or goes bankrupt;
 - e) To authorize others in writing to exercise their rights and obligations; The authorized persons may not re-authorize other persons and shall not stand for election in their own name;
 - f) Self - nominate, nominate candidates to the Board of Directors and Supervisory Board as regulated in this Charter, other internal regulation and the relevant laws;
 - g) To be treated fairly;
 - h) Other rights prescribed by the laws and this Charter.
2. The shareholder or group of shareholders that holds at least 05% of the common shares shall have the rights to:⁵³
- a) Access, extract the minutes of meetings, resolutions and decisions of the BOD, mid-year and annual financial statements, reports of the BOS, contracts and transactions subject to approval by the BOD and other documents except those that involve SEABANK's trade secrets and business know-hows;
 - b) Demand a General Meeting of Shareholder to be convened in the cases the BOD seriously violates the rights of shareholders, obligations of managers or makes decisions beyond its assigned authority;
 - c) Request the BOS to investigate into specific matters relevant to SEABANK's administration and governance where necessary. The request shall be made in writing and contain the information of full names, contact addresses, nationalities, personal identification numbers of individual shareholders; names, EID numbers or legal document numbers, headquarters addresses of organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in total shares of SEABANK; issues to be inspected, purpose of inspection; and attached to the inspection request must be documents and evidence proving the necessity of the inspection request;
 - d) Nominate/self-nominate candidates for the Board of Directors and Supervisory Board of the Bank. The nomination of candidates for the Board of Directors and Supervisory Board shall be carried out in accordance with provisions of the Charter, SEABANK's regulations and the relevant laws.
 - e) Other rights prescribed by SEABANK's Charter and the laws.

⁵³ Clause 2 Article 115 Law on Enterprises 2020.

3. A shareholder or a group of shareholders owning over 10% of the total common shares is eligible to convene the General Meeting of Shareholders⁵⁴.
4. Shareholders and groups of shareholders specified in Point b, Clauses 2 and 3 of this Article requesting to convene a meeting of the General Meeting of Shareholders must be in writing and must include the following contents: full name, contact address, nationality, personal identification number for individual shareholders; name, enterprise code or legal document number, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in total number of shares of SEABANK, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Along with the request to convene a meeting, there must be documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

Article 36. Obligations of shareholders⁵⁵

1. The common shareholders shall have the following obligations:
 - a) To provide information and a precise address upon buying or receiving transfer of shares;
 - b) To pay the full amount corresponding to the number of shares committed to purchase within the time limit specified by SEABANK; be responsible for debts and other financial obligations of SEABANK within the scope of the contributed capital to SEABANK;
 - c) Be responsible to the laws for the legality of capital sources for contributing, purchasing, and receiving transfer of shares at SEABANK; do not use capital sources provided by credit institutions or foreign bank branches to purchase or receive transfer of shares of SEABANK; do not contribute capital or purchase shares of SEABANK under the name of other individuals or legal entities in any form, except in cases of entrustment as prescribed by the laws;
 - d) The capital contributed in the form of common shares must not be withdrawn from SEABANK in any form, except in the case of SEABANK buying back the shares or another person buying back the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this Clause, that shareholder and the person with related interests in SEABANK must be jointly responsible for the debts and other property obligations of SEABANK within the value of the withdrawn shares and any damages incurred;
 - e) To comply with by the Charter and the internal regulations of SEABANK;
 - f) To exercise resolutions, decisions of the General Meeting of Shareholders and the BOD;
 - g) *To keep confidential the information provided by SEABANK according to the provisions of SEABANK's Charter and the laws; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying*

⁵⁴ Point d Clause 2 Article 67 Law on Credit Institutions 2024

⁵⁵ Article 62 Law on Credit Institutions 2024; Article 119 Law on Enterprises 2020.

or sending of information provided by SEABANK to other organizations and individuals.

- h) To fulfill other obligations prescribed by SEABANK's Charter and in compliance with provisions of the laws;
2. Shareholders who receive investment trusts from other organizations or individuals must provide SEABANK with information about the actual owners of the shares they receive investment trusts from in SEABANK. SEABANK has the right to suspend the shareholder rights of shareholders who receive investment trusts in case these shareholders do not provide information or provide incomplete or inaccurate information about the actual owners of the shares⁵⁶.
 2. Shareholder owning 01% or more of SeABank's charter capital must provide SeABank in writing for the first time, or within 07 working days from the date of occurrence or change of the following information:
 - a) Full name; personal identification number; nationality, passport number, date of issue, place of issue of foreign shareholders; number of Certificate of Business Registration or equivalent legal documents of shareholders who are organizations; date of issue, place of issue of this document;
 - b) Information of the related persons includes:
 - i. Information about related persons who are individuals, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider;
 - ii. Information about related persons who are organizations, including: name, enterprise code, head office address of the enterprise, number of Certificate of Business Registration or equivalent legal documents; legal representative, relationship with the information provider.
 - c) Quantity and ownership of shares owned by him/her at SEABANK.
 - d) Quantity and ownership of shares of the related persons at SEABANK.
 3. For information in Points c and d, Clause 3 of this Article, shareholders must only provide information to SeABank when there is a change in their share ownership ratio, their share ownership ratio and that of the related persons from 01% or more of SeABank's charter capital compared to the previous provision.
 4. Shareholders must ensure that the information provided and publicly disclosed is honest, accurate, complete, and prompt, and must be responsible for providing and publicly disclosing relevant information as prescribed in this Article.

Article 37. Shareholder register⁵⁷

1. SEABANK must establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. The shareholder register may be a paper document or an electronic data file recording the information on share ownership of SEABANK shareholders.
2. The shareholder register must be kept at the head office of SEABANK or the Vietnam Securities Depository and Clearing Corporation and/or other organizations with the function of keeping the shareholder register.
3. In case a shareholder changes his/her contact address, he/she must promptly notify SEABANK

⁵⁶ Clause 2 Article 54 Law on Credit Institution 2010

⁵⁷ Article 122 Law on Enterprises 2020

or the depository member where the shareholder has deposited the shares to update the shareholder register. SEABANK is not responsible for not being able to contact the shareholder due to not being notified of the change in the shareholder's address.

4. Updating changes of shareholders in the shareholder register at the request of the shareholder shall be compliant with the relevant laws.

SECTION III. GENERAL MEETING OF SHAREHOLDERS

Article 38. General Meeting of Shareholders⁵⁸

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of SEABANK. The General Meeting of Shareholders has the following powers and duties:
 - a) Approve the development orientation of SEABANK;
 - b) *Approve the Charter, amend and supplement* the Charter of SeABank;
 - c) *Approve* the regulations on organization and operation of the Board of Directors, the Supervisory Board, and the internal regulations on corporate governance of SEABANK;
 - d) Decide on the number of members of the Board of Directors and the Supervisory Board for each term; elect, dismiss, remove, elect additional members, and replace members of the Board of Directors and the Supervisory Board in accordance with the conditions and standards specified in this Charter and relevant legal regulations;
 - e) Decide on the remuneration, bonuses and other benefits for members of the Board of Directors and the Supervisory Board and the operating budget of the Board of Directors and the Supervisory Board;
 - f) Review and handle violations of the Board of Directors and the Supervisory Board that cause damage to SEABANK and its shareholders within its authority.
 - g) Decide *the organizational management* structure of SEABANK;
 - h) Approve the plan to change the charter capital; Approve the plan to offer shares, including the type of shares and the number of new shares to be offered;
 - i) Approve the plan to buy back shares sold in accordance with the provisions of law;
 - j) Approve the plan to issue convertible bonds;
 - k) Approve the proposed remedial plan in case SEABANK is intervened early;
 - l) Approve the annual financial statements; the plan to distribute profits after completing tax obligations and other financial obligations of SEABANK;
 - m) Approve the report of the Board of Directors and the Supervisory Board on the implementation of assigned tasks and powers;
 - n) Decide to establish or convert legal forms of commercial presence abroad, subsidiaries of SeABank;
 - o) Approve the plan to contribute capital, purchase or sell shares or capital contributions of SEABANK in other enterprises or credit institutions where the capital contribution value, expected purchase price or book value in case of selling shares or capital contributions is

⁵⁸ Clause 3 Article 67 Law on Credit Institutions 2024 and Articles 138, 147, and 148 Law on Enterprises 2020

20% or more of SEABANK's charter capital recorded in the latest audited financial statements;

- p) Approve the decision to invest in, purchase or sell fixed assets of SEABANK where the investment level, expected purchase price or original price in case of selling fixed assets is 20% or more of SEABANK's charter capital recorded in the latest audited financial statements;
- q) Approve other contracts or transactions with a value of 20% or more of SEABANK's charter capital recorded in the latest audited financial statements between SeABank and members of the Board of Directors, members of the Supervisory Board, General Director, and major shareholders of SEABANK; related persons of the manager, member of the Supervisory Board, major shareholders of SEABANK; subsidiaries, affiliated companies of SEABANK.
- r) Decide on division, separation, consolidation, merger, conversion of legal form, dissolution or request the Court to open bankruptcy proceedings of SEABANK;
- s) Decide on the selection of an independent auditing organization according to the provisions of Article 83 of this Charter;
- t) Decide on solutions to overcome major financial fluctuations of SEABANK;
- u) Other rights and duties as prescribed in this Charter and relevant legal provisions (if any).

2. The decisions of the General Meeting of Shareholders shall be adopted as follows:

- a) The General Meeting of Shareholders shall pass decisions within its competence by voting at the meeting or by obtaining written inputs.
- b) Except as provided in Points c, d, and e of this Clause, resolutions of the General Meeting of Shareholders shall be passed when approved by shareholders representing *more than 50% of the total votes of those present or, in the case of a written consultation, by shareholders holding more than 50% of the total votes*;
- c) For decisions on the following contents, they must be approved by shareholders representing more than 65% of the total votes of all shareholders attending the meeting *or when approved by shareholders representing more than 65% of the total votes of all shareholders in the case of obtaining written inputs.*
 - i. *Approval of the plan to change the charter capital; approval of the plan to offer shares, including the type of shares and the number of new shares to be offered;*
 - ii. *Approval of the decision to invest, purchase or sell fixed assets of SEABANK, where the investment level, expected purchase price or original price in the case of selling fixed assets with a value of 20% or more of SEABANK is recorded in the latest audited financial statement;*
- d) *For decisions on the content specified in Point r, Clause 1 of this Article, they must be approved by shareholders representing more than 65% of the total number of votes of all shareholders attending the meeting.*

3. The election of members of the Board of Directors and the Supervisory Board must be carried out in the form of cumulative voting. Accordingly, 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 Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or 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 of the Board of Directors and the Supervisory Board is sufficient according to the regulations of SEABANK in each period. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the Election Regulations or the Charter of SEABANK⁵⁹

4. Decisions of the GMS on the following matters shall be adopted by voting at the GMS:⁶⁰
 - a) Approve the orientation for development of SEABANK;
 - b) Decide on the number of members of the Board of Directors and the Supervisory Board for each term; elect, dismiss, remove, elect additional members, and replace members of the Board of Directors and the Supervisory Board in accordance with the conditions and standards specified in this Charter and in accordance with the provisions of law;
 - c) Consider and handle within its authority violations of the Board of Directors and the Supervisory Board that cause damage to SEABANK and its shareholders;
 - d) Decide the division, separation, consolidation, merger, conversion of legal form, dissolution, or request the Court to open bankruptcy proceedings for SEABANK.

Article 39. Authority for convention of the General Meeting of Shareholders⁶¹

1. The BOD convenes the Annual or extraordinary General Meeting of Shareholders. The BOD convene the extraordinary General Meeting of Shareholders according to Clause 5 this Article.
2. The General Meeting of Shareholders meets once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The specific meeting location and format of the General Meeting of Shareholders shall be decided by the Board of Directors and shall be determined as the place where the Chairman attends the meeting and must be within the territory of Vietnam.
3. The General Meeting of Shareholders shall meet annually within 04 (four) months from the end of the fiscal year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than 06 (six) months from the end of the fiscal year.
4. An extraordinary General Meeting of Shareholders shall be convened in accordance with the decision of the Board of Directors to convene the meeting in the following cases⁶²:

⁵⁹ Clause 3 Article 148 Law on Enterprises 2020.

⁶⁰ Clause 5 Article 67 Law on Credit Institutions 2014.

⁶¹ Article 140 Law on Enterprises 2020.

⁶² Clause 2 Article 67 of Law on Credit Institutions 2024

- a) The Board of Directors deems it necessary for the benefit of SEABANK;
 - b) When 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 or as prescribed by the Charter of SEABANK;
 - c) *At the request of a shareholder or group of shareholders owning more than 10% of the common shares;*
 - d) At the request of a shareholder or group of shareholders owning 5% or more of the total common shares in the event that the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority. In this case, the shareholder or group of shareholders shall comply with Clause 4, Article 35 of this Charter;
 - e) At the request of the Supervisory Board;
 - f) Decide on the content as requested by the SBV when an event occurs affecting the operational safety of SEABANK⁶³;
 - g) Other cases as regulated by the laws.
5. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 90 days from the date the number of remaining members of the Board of Directors and the Supervisory Board is as prescribed in Point b) Clause 5 of this Article or the date of receipt of the request as prescribed in Points c), d), e), and f) Clause 5 of this Article.
 6. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 6 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in this Charter and relevant laws.
 7. In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders, the shareholder or group of shareholders as prescribed in Point b Clause 2, Clause 3 Article 35 of this Charter has the right to represent SEABANK to convene a meeting of the General Meeting of Shareholders as prescribed in this Charter and the relevant laws.
 8. The person convening the General Meeting of Shareholders must perform the following tasks to organize a meeting of the General Meeting of Shareholders.
 - a) Prepare a list of shareholders entitled to attend the General Meeting of Shareholders based on the list of shareholders prepared *by the Vietnam Securities Depository and Clearing Corporation as regulated;*
 - b) Provide information and resolve complaints related to the list of shareholders;
 - c) Prepare the agenda and content of the meeting;
 - d) Prepare documents for the meeting;

⁶³ Point e Clause 2 Article 67 of Law on Credit Institutions 2024

- e) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
 - f) Determine the time, location and form of the meeting;
 - g) Send meeting invitations to each shareholder entitled to attend the meeting in accordance with regulations;
 - h) Perform other tasks serving the meeting.
9. All reasonable expenses for convening and conducting a meeting of the General Meeting of Shareholders shall be reimbursed by SEABANK, for clarity purposes, such expenses shall not include expenses incurred by shareholders to attend the General Meeting of Shareholders, such as accommodation and travel expenses and other related expenses.

Article 40. List of shareholders entitled to attend the General Meeting of Shareholders⁶⁴

1. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the Shareholder Register of SEABANK. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared at least 10 days prior to the date of sending the invitation to the General Meeting of Shareholders. SEABANK must disclose the information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.⁶⁵
2. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the list of the Vietnam Securities Depository and Clearing Corporation and/or relevant legal regulations from time to time.
3. Shareholders have the right to check, look up, extract, copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request to correct incorrect information or add necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The order and procedures for requesting information in the shareholder registration book shall comply with the provisions of this Charter and other regulations of SEABANK from time to time.

Article 41. Agenda and content of a General Meeting of Shareholders⁶⁶

1. The person convening the General Meeting of Shareholders must prepare the agenda, content, form and method of the meeting.
2. Shareholders and groups of shareholders as prescribed in Clause 2, Article 35 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to SEABANK at least 03 (three) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the proposed issues to

⁶⁴ Article 141 Law on Enterprises 2020.

⁶⁵ Clause 1 Article 273 Decree No. 155/2020/NĐ-CP.

⁶⁶ Article 142 Law on Enterprises 2020

be included in the agenda. The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

3. The person convening the General Meeting of Shareholders only has the right to reject the proposal specified in Clause 2 of this Article in the following cases:
 - a. The proposal is sent in violation of the provisions of Clause 2 of this Article;
 - b. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders ;
 - c. Issues that are not in accordance with the provisions of the SEABANK Charter and/or not in accordance with provisions of the laws.
4. The General Meeting of Shareholders must discuss and vote to pass decisions on issues included in the meeting agenda. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares attending the meeting are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of law and the SEABANK's Charter ⁶⁷.

Article 42. Invitation to the General Meeting of Shareholders⁶⁸:

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date.
2. The notice of meeting of the General Meeting of Shareholders must include the name, head office address, enterprise code; name, contact address of the shareholder; time, location of the meeting and other requirements for the meeting attendees.
3. *The notice of meeting is sent by a method that ensures it reaches the contact address of the shareholder and is posted on the SEABANK website; published in a central or local daily newspaper when deemed necessary.*

In case the Shareholder has notified SEABANK or/and SEABANK has data from the Vietnam Securities Depository and Clearing Corporation about the email address or/and mobile phone number, the notice of the General Meeting of Shareholders may be sent to that email or/and mobile phone number. In this case, sending the notice of meeting invitation is considered a method of guarantee to the Shareholder.

Shareholder is responsible for updating any changes in information related to email, mobile phone number or any other identification information with SEABANK or the depository member where the Shareholder has deposited the shares. SEABANK is not responsible if the notice of meeting invitation does not reach the Shareholder due to changes that are not updated to SEABANK or updated after the time of sending the notice of meeting invitation.

4. The meeting notice must be accompanied by the following documents:

⁶⁷ Clause 2 Article 152 of Law on Enterprises 2020

⁶⁸ Article 143 Law on Enterprises 2020

- a. Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;
 - b. Voting ballot.
5. Sending meeting documents according to the meeting invitation notice specified in Clause 4 of this Article can be replaced by posting on SEABANK's electronic information page. In this case, the meeting invitation notice must clearly state where and how to download the documents.

Article 43. Right to attend the General Meeting of Shareholders⁶⁹

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting, authorize in writing one or more other individuals or organizations to attend the General Meeting of Shareholders or through one of the forms specified in Clause 3 of this Article.
2. The authorization for individuals or organizations to attend the General Meeting of Shareholders must be made in writing in accordance with the provisions of relevant laws, the regulations on organizing the General Meeting of Shareholders and other relevant regulations. Individuals or organizations authorized to attend the General Meeting of Shareholders must present the original authorization document when registering to attend the meeting before entering the meeting room.
3. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
 - a) Attend and vote directly at the meeting;
 - b) Authorize other individuals or organizations to attend and vote at the meeting;
 - c) Attend and vote via online conference, or electronic voting or other electronic forms;

The order and procedures for meetings and voting via online conference, or in-person conference combined with online, or electronic voting or other electronic forms shall be decided and guided by the Convener of the General Meeting, ensuring that they are consistent with the actual situation of the Bank and in accordance with the provisions of relevant laws (if any).

- d) Send the original voting ballot, signed and stamped (if any) to the meeting by post/delivery or/and email to the address or/and email of SeABank according to the meeting invitation;
 - e) Send voting ballots by other means as prescribed in the Charter and other relevant regulations of SEABANK.

Article 44. Conditions for conducting the General Meeting of Shareholders⁷⁰

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

⁶⁹ Article 144 Law on Enterprises 2020

⁷⁰ Article 145 Law on Enterprises 2020

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

Article 45. Meeting and voting protocols ⁷¹

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

1. Before opening the meeting, shareholders must register to attend the General Meeting of Shareholders.
2. The election of the Chairman, Secretary and Counting Committee is regulated as follows:
 - a) The Chairman of the BOD shall assume the role or 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 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 which case the person that receives the most votes will be the chair;
 - b) In other cases, the person who signs the summons for the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the Chairman of the meeting and the person with the highest number of votes shall be the Chairman of the meeting;
 - c) The Chairman shall appoint one or several persons to act as the Secretary of the meeting;
 - d) The General Meeting of Shareholders shall elect one or several persons to the ballot counting committee and the voting ballot upon the proposal of the Chairman of the meeting;
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders immediately at the opening session. The agenda must clearly and specifically identify the time for each issue in the agenda.
4. The Chairman has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

⁷¹ Article 146,147 and 150 Law on Enterprises 2020 and Article 61 Of Law on Credit Institutions 2024

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

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

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

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

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

Article 46. Power and method for ratifying resolutions of the GMS by seeking written inputs⁷²

1. The Board of Directors has the right to obtain written inputs from shareholders to approve all matters under the authority of the General Meeting of Shareholders when deemed necessary for the benefit of SEABANK, including the contents specified in Clause 1, Clause 2, Article 38 of this Charter and except for the cases specified in Clause 4, Article 38 of this Charter.
2. The Board of Directors prepares ballots, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and sends them to all shareholders with voting rights at least 10 days before the deadline for returning ballots or a longer period as decided by the Board of Directors at the time of obtaining inputs. The preparation of the list of shareholders to send ballots shall comply with the regulations on information disclosure and the regulations of the Vietnam Securities Depository and Clearing Corporation. The

⁷² Articles 148 and 149 Law on Enterprises 2020.

requirements and method of sending ballots and accompanying documents shall comply with the provisions of Articles 42 of this Charter.

3. A ballot must contain the key information as follows:
 - a) name, address of head office, EID number;
 - b) Purposes of input seeking;
 - c) If the shareholder is an individual: full name, mailing address, nationality, legal document number; If the shareholder is an organization: name, EID number or legal document number of the organization or full name, mailing address, nationality, legal document number of the organization's representative; quantity of each type of shares and number of votes of the shareholder;
 - d) The issues that need voting;
 - e) The options including affirmative, negative, abstention;
 - f) Deadline for submission of the answered ballot;
 - g) Full name and signature of BOD's Chairman.
4. Shareholders may send answered ballots to SEABANK by post or email as follows:
 - a) The completed ballot must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization;
 - b) In case of sending a letter, the ballot sent to SEABANK must be contained in a sealed envelope and no one is allowed to open it before the vote counting;
 - c) In case of sending an email, the ballot sent to SEABANK must be kept confidential until the time of vote counting;
 - d) The ballots sent to SEABANK after the deadline specified in the ballot content or opened in case of sending a letter and disclosed in case of sending an email are invalid;
 - e) The ballots that are not returned are considered as non-voting ballots.
5. The BOD shall organize vote counting and issue a vote counting record in the presence of the BOS or the shareholders that are not holding any managerial position in SEABANK. The vote counting record shall have the following information:
 - a) Name, headquarter address, EID number;
 - b) Purposes and issue that needs voting;
 - c) Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
 - d) Quantities of affirmative votes, negative votes and abstentions on each issue;
 - e) Ratified decisions and corresponding ratio of affirmative votes;

- f) Full names and signatures of BOD's Chairman, vote counting supervisors and vote counters.
6. The members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
7. Resolutions of the General Meeting of Shareholders passed in the form of collecting shareholders' written inputs with the same value as resolutions passed at the General Meeting of Shareholders.
8. The minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. In case SEABANK has website, the sending of the minutes of vote counting and resolutions can be replaced by posting them on SEABANK's electronic information page.
9. The returned ballots, vote counting minutes, adopted resolutions and related documents attached to the ballots are kept at SEABANK's head office.

Article 47. Effectiveness of resolutions, decisions of the General Meeting of Shareholders⁷³

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

Article 48. Request for cancellation of resolution, decision made by the General Meeting of Shareholders⁷⁴

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

1. The sequences and procedures for convening the General Meeting of Shareholders and issuing decisions prescribed in relevant laws and this Charter are not followed, except for the cases

⁷³ Article 152 Law on Enterprises 2020.

⁷⁴ Article 151 Law on Enterprises 2020.

specified in Clause 2 Article 47 of this Charter;

2. The contents of the resolution violation the laws or SEABANK's Charter.

Article 49. Report on results of the General Meeting of Shareholders⁷⁵

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

SECTION IV. THE BOARD OF DIRECTORS

Article 50. Composition and tenure of BOD⁷⁶

1. The Board of Directors is the *governing* body with full authority to decide and exercise the rights and obligations of SEABANK, except for matters under the rights and obligations of the General Meeting of Shareholders.
2. The Board of Directors of SEABANK has *at least 05 members and no more than 11 members, including at least 02 independent members. 2/3 of the total members of the Board of Directors must be independent members and members must not be executives of SEABANK.*⁷⁷
3. Individuals and their related persons or representatives of capital contributions of an organizational shareholder and their related persons may participate in the Board of Directors, but not exceeding *02 members of the Board of Directors.*⁷⁸
4. The tenure of the Board of Directors shall not exceed 05 years. The tenure of a member of the Board of Directors shall follow the term of the Board of Directors. *The term of an additional or replaced member of the Board of Directors shall be the remaining tenure of the Board of Directors.* The Board of Directors of the tenure that has just ended shall continue to operate until the Board of Directors of the new tenure takes over the work.
5. The structure of the Board of Directors aims at diversity in knowledge, experience, age, gender and professional skills of the Board of Directors to ensure that it is suitable for the reality and management needs of the Bank from time to time. When electing members of the Board of Directors, SEABANK must expect that at least one-third of the Board of Directors will participate in the election or re-election at the Annual General Meeting of Shareholders.
6. BOD shall elect, relieve from office and dismiss its Chairman, Vice-Chairman. The election, relief from office, dismissal, addition, replacement, and automatic loss of status of the Chairman, Deputy Chairman and members of BOD shall be conducted in accordance with the laws and this Charter.
7. *In case the Board of Directors has fewer members than the minimum number of members as prescribed in Clause 2 of this Article, within 90 days from the date of insufficient minimum*

⁷⁵ Article 68 of Law on Credit Institutions 2024

⁷⁶ Article 50 of Law on Credit Institutions 2024, Articles 153 and 154 Law on Enterprises 2020

⁷⁷ Clause 1 Article 69 Law on Credit Institutions 2024.

⁷⁸ Clause 3 Article 69 Law on Credit Institutions 2024.

number of members, SEABANK must supplement and ensure sufficient minimum number of members.

8. The Chairman of BOD shall be Vietnamese citizen who resides in Vietnam during his/her term of office.
9. In case foreign shareholders (including Vietnamese residing abroad) participate in the Board of Directors, the following additional conditions must be met, unless the General Meeting of Shareholders decides otherwise:
 - a) *The ratio of the number of members of the Board of Directors must only correspond to the capital contribution ratio of all foreign shareholders at SEABANK;*
 - b) *Shall not hold the post of Chairman of BOD of SEABANK.*
10. BOD shall use the seal of SEABANK in exercising its duties and powers.
11. *The Board of Directors has a support unit. The functions, tasks, organizational structure and operation of the support unit are stipulated by the Board of Directors.*⁷⁹
12. The Board of Directors passes decisions by voting at meetings, collecting written inputs or other forms as decided by the Chairman of the Board of Directors. Each member of the Board of Directors has one vote .⁸⁰
13. *The Board of Directors is responsible to the General Meeting of Shareholders in performing the assigned duties and powers according to this Charter and the relevant legal regulations.*⁸¹

Article 51. Duties and rights of BOD⁸²

BOD shall have the following rights and duties:

1. *Submit to the General Meeting of Shareholders to decide and approve the contents within the duties and powers of the General Meeting of Shareholders as stipulated in Clause 1, Article 38 of this Charter.*
2. Decide on the establishment and the organizational structure of branches, representative offices and units of SEABANK domestically and overseas.
3. Decide on the strategy, medium-term development plan and annual business plan of SEABANK.
4. Appoint, dismiss, discipline, suspend and decide on salaries, *bonuses*, and other benefits for the positions of General Director, Deputy General Director and other executives in accordance with the internal regulations of the Board of Directors of SEABANK from time to time.
5. Approve the plan to contribute capital, purchase or *sell* shares or *capital contributions* of SEABANK in other enterprises or credit institutions *where the capital contribution value,*

⁷⁹ Clause 4, Article 50 Law on Credit Institutions 2024

⁸⁰ Clause 3 Article 153 Law on Enterprises 2020.

⁸¹ Clause 4 Article 69 Law on Enterprises 2020.

⁸² Article 70 Law on Credit Institutions 2024 and Article 153 Law on Enterprises 2020, Article 278 Decree 155/2020/NĐ-CP CP

expected purchase price or book value in case of selling shares or capital contributions is less than 20% of SEABANK's charter capital recorded in the most recent audited financial statements; and appoint representatives of SEABANK's capital contributions in other enterprises or credit institutions, and decide on the remuneration and other benefits of those persons;

6. Approve the decision to invest in, purchase or sell fixed assets of SEABANK *where the investment, expected purchase price or original price in case of selling fixed assets is 10% or more of SEABANK's charter capital recorded in the most recent audited financial statements, except for the investment, purchase or sale of assets of SEABANK under the decision-making authority of the General Meeting of Shareholders;*
7. Decide on solutions for market development, marketing and technology transfer.
8. Decide credit facilities in special cases to carry out socio-economic tasks according to the Prime Minister's decision and the laws, except for transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Clause 7, Article 136 of the Law on Credit Institutions 2024 and its amendments and supplements (if any).
9. Approve other contracts, transactions with value of equal or less than 20% of SEABANK's charter capital specified in the latest financial statement between SEABANK and:
 - a) SEABANK's subsidiaries, affiliates,
 - b) Members of BOD, Supervisory Board, General Director, major shareholders, and their affiliated persons.
10. *Approve contracts and other transactions with a value of 10% or more of SEABANK's charter capital recorded in the most recent audited financial statements, except for contracts and other transactions under the decision-making authority of the General Meeting of Shareholders.*
11. Inspect, supervise and direct the General Director and other executives in performing his/her assigned task; assess annually the performance of the General Director.
12. Promulgate internal regulations on organization, governance and operation of SEABANK in compliance with provisions of this Charter and relevant laws, except for matters under the authorities of the General Meeting of Shareholders.
13. Draft Statute on operations of the BOD and internal Statute on corporate governance and submit them to the General Meeting of Shareholders for approval before promulgation.
14. Decide on risk management policies and supervise the implementation of risk mitigations of SEABANK.
15. Review and approve SEABANK's annual reports.
16. Decide on the offering of new shares issued by SEABANK within the scope of the number of shares authorized for offering; decide to mobilize additional capital in other forms.
17. Decide on the offering price of shares and convertible bonds of SEABANK.
18. Decide on the repurchase of SEABANK's shares according to the approved plan.

19. Propose the profit distribution plan, dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process.
20. Establish and use funds, distribute dividends according to the decision of the General Meeting of Shareholders.
21. Prepare relevant contents and documents to submit to the General Meeting of Shareholders for decision, approve contents under the authority of the General Meeting of Shareholders, except for contents under the duties and powers of the Supervisory Board.
22. Approve the program and operation plan of the Board of Directors; program, contents, documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect shareholders' inputs in writing to approve resolutions and decisions of the General Meeting of Shareholders;
23. Organize, inspect, and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors.
24. Promptly notify the State Bank of information that negatively affects the qualifications of members of the Board of Directors, the Supervisory Board, and the General Director.
25. Appoint and dismiss persons with the right to represent the commercial or legal representative of SEABANK.
26. Propose the reorganization, dissolution or bankruptcy of the Bank.
27. Perform the duties and powers of the Owner at the Subsidiary and Affiliated Companies established or contributed capital by SEABANK.
28. Other duties and powers as prescribed in this Charter, the Bank's internal regulations and provisions of the laws.

Article 52. Rights and duties of the Chairman, Vice Chairman, and members of BOD⁸³

1. The Chairman and Deputy Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among the members of the Board of Directors elected by the General Meeting of Shareholders.
2. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors, in accordance with the regulations of SEABANK from time to time. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, flees from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to temporarily hold the position of Chairman of the Board of Directors according to

⁸³ Articles 70, 71 Law on Credit Institutions 2024 and Article 156 Law on Enterprises 2020

the majority principle until a new decision of the Board of Directors is made.⁸⁴

3. The Chairman of BOD shall have the following rights and duties:
 - a) Prepare the program and plan of activities of the Board of Directors; *be responsible for the implementation of its rights and obligations;*
 - b) *Sign documents under the authority of the Board of Directors for and on behalf of the Board of Directors;*
 - c) Assign specific tasks to each member of the Board of Directors to manage the operations of SEABANK;
 - d) Prepare content, programs and documents for meetings; convene, chair and chair meetings to discuss and vote on issues within the duties and powers of the Board of Directors;
 - e) Organize the execution of resolutions and decisions of the Board of Directors;
 - f) Monitor and organize the supervision of the implementation of resolutions and decisions of the Board of Directors;
 - g) Chair the General Meeting of Shareholders;
 - h) Ensure that members of the Board of Directors receive complete, objective and accurate information and have enough time to discuss issues that the Board of Directors must consider;
 - i) Supervise members of the Board of Directors in the implementation of their assigned powers, obligations and tasks;
 - j) *Only authorize another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors during his/her absence or/and inability to perform his/her duties;*
 - k) Annually evaluate the performance of each member of the Board of Directors, the Committees/Councils/Boards under the Board of Directors and report to the General Meeting of Shareholders on the results of this evaluation;
 - l) Exercise other powers and duties of a member of the Board of Directors in accordance with the provisions of law and this Charter
4. Deputy Chairman of BOD shall have the following rights and duties:
 - a) Exercise the duties and rights assigned by the Chairman;
 - b) Exercise other rights and duties as regulated by the laws and in compliance with SEABANK's Charter.
5. The members of BOD shall have the following rights and duties:⁸⁵
 - a) Exercise the rights and obligations of a member of the Board of Directors in accordance

⁸⁴ Clause 4 Article 156 Law on Enterprises 2020.

⁸⁵ Article 65 Law on Credit Institutions 2024.

with the provisions of law, the State Bank, the Charter of SEABANK, the internal regulations of the Board of Directors and the assignment of the Chairman of the Board of Directors honestly and carefully, for the benefit of SEABANK and shareholders; *promote the independence of independent members of the Board of Directors in exercising their rights and obligations; be responsible for the exercise of their rights and obligations;*

- b) Review *the audit report* of the financial statements prepared by the independent auditor, give inputs or request the bank's executives, independent auditors and internal auditors to explain and clarify issues related to the report.
 - c) Request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors;
 - d) Attend all meetings of the Board of Directors; discuss and vote on issues within the duties and powers of the Board of Directors as prescribed in this Charter. Be personally responsible before the law, the General Meeting of Shareholders and the Board of Directors for their inputs; *In case the voting content has a conflict of interest with any member, that member shall not be allowed to participate in the voting;*
 - e) *A member of the Board of Directors shall not authorize another person to attend the meeting of the Board of Directors to decide on the contents specified in Clauses 1, 5, 6, 7, 9, 10, 11, 13, 15, 16, and 22, Article 51 of this Charter.*
 - f) Implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
 - g) Explain to the General Meeting of Shareholders and the Board of Directors on the performance of assigned tasks at request;
 - h) Elect, dismiss, remove the Chairman of the Board of Directors, Vice Chairman of the Board of Directors;
 - i) Research, evaluate the situation, performance results and contribute to the development of the direction and business plan of SEABANK from time to time.
 - j) Timely and fully report to the Board of Directors on remunerations received by members of the Board of Directors from subsidiaries, affiliated companies and other organizations.
 - k) Report to the State Securities Commission, the Stock Exchange and make information disclosure when conducting transactions of SEABANK shares in accordance with provisions of the laws;
 - l) Other rights and obligations as prescribed in this Charter, other provisions of SEABANK and provisions of the laws.
6. Independent BOD members have the following duties and rights:⁸⁶
- a) Prepare evaluation report on BOD operation in accordance to the laws on securities;

⁸⁶ Article 277.3 Decree No. 155/2020/NĐ-CP.

- b) Perform duties, rights assigned by the Chairman and other tasks of BOD member according to the laws and this Charter.

Article 53. Meetings of the BOD

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

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

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

Article 54. Conditions for holding a meeting of BOD⁸⁷

1. A meeting of the Board of Directors shall be held when three-fourths (3/4) or more of the total number of members of the Board of Directors attend the meeting. In case the first regular

⁸⁷ Article 157 Law on Enterprises 2020.

meeting of the Board of Directors is convened but the number of members attending is not sufficient as prescribed, the Chairman of the Board of Directors shall convene a second meeting of the Board of Directors within 07 days from the date of the first scheduled meeting, unless the Chairman of the Board of Directors decides on a shorter period. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

2. Members of the Board of Directors are deemed to join and vote at the meeting in the following cases:
 - a) Attend and vote directly at the meeting;
 - b) Authorize another member to attend the meeting and vote in accordance with the provisions of this Charter and relevant regulations of SEABANK, except for the case specified in Point e, Clause 5, Article 52 of this Charter;
 - c) Attend and vote via online conference, electronic voting or other electronic forms as prescribed by SeABank from time to time;
 - d) Send voting ballots to the meeting via mail or email;

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

Article 55. Notification, agenda, and document of the meeting of BOD⁸⁸

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

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

1. Each member of the Board of Directors shall have one vote on matters within the authority of the Board of Directors.
2. A resolution of the Board of Directors shall be adopted if approved by the majority of the

⁸⁸ Article 157 Law on Enterprises 2020.

members of the Board of Directors attending the meeting. In case of equal votes, the final decision shall be made by the Chairman of the Board of Directors or the member of the Board of Directors authorized by the Chairman of the Board of Directors to chair the meeting (in case the Chairman of the Board of Directors is absent)

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

Article 57. Minutes of the meeting of BOD⁸⁹

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

⁸⁹ Article 158 Law on Enterprise 2020.

contents as prescribed in Points a, b, c, d, e, f, g and h, Clause 2 of this Article, the minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the minute taker refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the minute taker shall be personally responsible for any damage caused to SEABANK due to their refusal to sign the meeting minutes in accordance with the provisions of this Charter and the relevant laws.

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

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

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

02 members of the Board of Directors) and a member of the Supervisory Board. The vote counting record must include the following main contents:

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

Article 59. Support apparatus of BOD⁹⁰

1. The Board of Directors uses the support apparatus and SEABANK's seal to perform its powers and duties.
2. The Board of Directors will have specialized support staff and the Board of Directors will specify the organizational structure, number and position, role, functions and duties of each support member.
3. The Board of Directors shall appoint at least one (01) person as *the Corporate Governance Officer* to support the Bank's management activities to be carried out effectively. The Bank Administration Manager must meet the standards, conditions and have the rights and

⁹⁰ Clauses 4,5 Article 50 Law on Credit Institutions 2024

obligations as prescribed by law and relevant regulations of SEABANK. The Bank Administration Manager may concurrently hold the position of Company Secretary in accordance with the provisions of the Law on Enterprises 2020.

4. The Board of Directors must establish Committees to assist the Board of Directors in performing its duties and powers; of which there must be at least a Risk Management Committee and a Personnel Committee. The Board of Directors decides on the establishment, dissolution, regulations on functions, tasks, powers and operating mechanisms, and approves issues/contents under the authority of these Committees according to the guidance of the State Bank and in accordance with the actual operations of SEABANK.

Article 60. Right to information of members of the Board of Directors⁹¹

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

SECTION V. THE SUPERVISORY BOARD

Article 61. Composition and tenure of the Supervisory Board⁹²

1. The Supervisory Board shall *supervise* and evaluate the compliance with the provisions of law, internal regulations of SEABANK, this Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Supervisory Board shall have *a minimum of five (05) members*, of which at least half (1/2) of the total number of members shall *reside in Vietnam. The maximum number of Supervisory Board members shall be decided by the General Meeting of Shareholders.*
3. The Supervisory Board shall have an internal audit department and *a support department* to perform its duties. *The Supervisory Board shall decide on the functions, tasks, organizational structure and operation of the support department of the Supervisory Board.*
4. The tenure of the Supervisory Board shall not exceed five (05) years. The tenure of the Supervisory Board members shall follow the tenure of the Supervisory Board. The tenure of the additional or replaced member shall be the remaining period of the tenure. The Supervisory Board of the tenure that has just ended shall continue to operate until the Supervisory Board of the new tenure takes over the work.
5. *In case the number of members of the Supervisory Board is less than the minimum number of members as prescribed in Clause 2 of this Article, within 90 days from the date of insufficient*

⁹¹ Article 156 Law on Enterprises 2020.

⁹² Article 51 Law on Credit Institutions 2024; Article 168 Law on Enterprises 2020

number of members, SEABANK must elect additional members to ensure the minimum number of members. The incumbent Supervisory Board shall continue to maintain the minimum number of members less than the number prescribed in Clause 2 of this Article until the end of the tenure or until additional members of the Supervisory Board are elected or replaced.

6. The members of the Supervisory Board shall elect, dismiss, or remove the Head of the Supervisory Board according to the majority principle. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the Bank's business activities.

Article 62. Duties and rights of the Supervisory Board

1. Those elected to hold the positions of Head of the Board and members of the Supervisory Board are responsible for receiving and taking over the work of the elected position. Those who are dismissed or removed are responsible for handing over the work to the newly elected people; at the same time, they must take personal responsibility for their decisions during the time they are qualified to hold that position.
2. The Supervisory Board has the rights and obligations to:⁹³
 - a) *Supervise the management and operation of SEABANK in compliance with the law, internal regulations, Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; be responsible before the law and the General Meeting of Shareholders for the performance of assigned duties and powers and their supervisory activities.*
 - b) Issue the Internal Regulations of the Supervisory Board. Annually, review the Internal Regulations of the Supervisory Board and SEABANK's *internal regulations on accounting and reporting regimes.*
 - c) Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the internal audit department.
 - d) *Organize the implementation of internal audit; have access to, and provide complete, accurate and timely information and documents related to the management and operation of SEABANK; have the right to use SEABANK's resources to perform assigned tasks and powers; hire independent experts, consultants and external organizations to perform tasks but still be responsible for the performance of the tasks of the Supervisory Board.*
 - e) *Monitor the financial situation, appraise the first 6-month and annual financial reports of SEABANK; report to the General Meeting of Shareholders on the results of the appraisal of financial reports; assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial reporting. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.*

⁹³ Article 170 Law on Enterprises 2020.

- f) *Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of SEABANK under the decision-making authority of the General Meeting of Shareholders. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors.*
- g) *Supervise the implementation of the provisions in Chapter VII of the Law on Credit Institutions 2024 on restrictions to ensure safety in the operations of credit institutions.*
- h) Inspect accounting books, other documents and the management and operation of the bank when deemed necessary or in the following cases:
 - (i) According to the resolution or decision of the General Meeting of Shareholders.
 - (ii) *At the request of the State Bank of Vietnam or of major shareholders or groups of shareholders in accordance with the provisions of law. The Supervisory Board shall carry out the inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual. The inspection by the Supervisory Board as prescribed in this clause must not hinder or disrupt the normal operations in the management and operation of SEABANK's business activities.*
- i) Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure of management and operation of the Bank's business activities.
- j) Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering that SEABANK's managers and executives have violated the law, the Charter, internal regulations of SEABANK, resolutions and decisions of the General Meeting of Shareholders; request the violators to immediately stop the violation and have solutions to remedy the consequences (if any).
- k) Make a list of related persons of members of the Board of Directors, members of the Supervisory Board, General Director and shareholders owning 01% or more of charter capital; keep and update changes to this list.
- l) Request the Board of Directors to hold extraordinary meetings or request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders in accordance with the provisions of this Charter.
- m) Convene an extraordinary meeting of the General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of this Charter, the provisions of law or exceeds the assigned authority and other cases as prescribed in this Charter.

- n) Have the right to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of SEABANK.
- o) *Promptly report the State Bank of Vietnam violations of the provisions in points g, k, n, Clause 2 of this Article and violations of the ratio of share ownership, capital contribution, and related persons as prescribed by the Law on Credit Institutions.*
- p) Other duties and powers as prescribed by law, the Charter and regulations of SEABANK from time to time

Article 63. Rights and obligations of the Head of BOS and members of the Supervisory Board⁹⁴

1. The Head of BOS shall have the following duties and rights:
 - a) Organize the implementation of the tasks and powers of the Supervisory Board according to the provisions of this Charter and relevant laws;
 - b) *Convene and chair meetings of the Supervisory Board;*
 - c) Prepare the agenda for meetings of the Supervisory Board based on the proposals of the members of the Supervisory Board related to the tasks and powers of the Supervisory Board; convene and chair meetings of the Supervisory Board;
 - d) Sign documents under the authority of the Supervisory Board on behalf of the Supervisory Board;
 - e) Convene extraordinary meetings of the General Meeting of Shareholders on behalf of the Supervisory Board or propose extraordinary meetings of the Supervisory Board in accordance with the provisions of law and this Charter;
 - f) Attend meetings of the Supervisory Board, have the right to express inputs but not to vote;
 - g) Request to record one's inputs in the minutes of the Supervisory Board' meetings if one's inputs differ from the resolutions and decisions of the Supervisory Board and report to the General Meeting of Shareholders;
 - h) Prepare the work plan of the Supervisory Board and assign specific tasks to each member of the Supervisory Board;
 - i) Ensure that members of the Supervisory Board receive complete, objective, accurate information and have enough time to discuss issues that the Supervisory Board must consider.
 - j) Supervise and direct the implementation of assigned tasks and the rights and obligations of members of the Supervisory Board;
 - k) *Only authorize another member of the Supervisory Board to exercise the rights and obligations of the Head of the Board during his/her absence or inability to perform his/her duties;*

⁹⁴ Articles 53 and 54 of Law on Credit Institutions 2024

- l) Other tasks and powers as prescribed in this Charter and the regulatory laws.
2. The members of the Supervisory Board shall have the following duties and rights:⁹⁵
 - a) *Comply with the provisions of law, SEABANK's Charter, internal regulations of the Supervisory Board and perform tasks assigned by the Head of the Supervisory Board to implement the duties and powers of the Supervisory Board honestly and carefully for the benefit of SEABANK and shareholders; be responsible for the implementation of his/her rights and obligations.*
 - b) Elect a member of the Supervisory Board as Head of the Supervisory Board;
 - c) Request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board;
 - d) Control business activities, inspect accounting books, assets, reports, financial statements of the fiscal year and propose to correct violations (if any);
 - e) *Have the right to request the manager to report and explain the financial status, business results of the subsidiary, plans, projects, development investment programs and other decisions in the management and operation of SeABANK;*
 - f) Request managers, operators, and employees of SEABANK to provide data and explain business activities to perform assigned tasks;
 - g) Report to the Head of the Supervisory Board on unusual financial events of SEABANK and be responsible for his/her assessment and conclusion;
 - h) Attend meetings of the Supervisory Board, discuss and vote on issues within the duties and powers of the Supervisory Board, except for issues that conflict with the interests of that member;
 - i) Be responsible against the law and shareholders for determining the accuracy and honesty of data and records related to SEABANK's operations. In case of concealment or failure to promptly propose handling of violations, he/she will be jointly responsible when performing his/her duties;
 - j) Be loyal to the interests of SEABANK and shareholders; not to use SEABANK's information, know-how, business opportunities, position, and assets for personal gain or to serve the interests of other organizations or individuals.
 - k) Exercise other rights and duties as prescribed by law and this Charter.
 3. Rights to information of the Supervisory Board:⁹⁶
 - a) Documents and information must be sent to the Supervisory Board at the same time and in the same manner as to members of the Board of Directors, including:
 - i. Meeting invitations, ballots for members of the Board of Directors and accompanying documents;

⁹⁵ Article 170 Law on Enterprises 2020 and Article 288 Decree No. 155/2020/NĐ-CP.

⁹⁶ Article 171 Law on Enterprises 2020.

- ii. Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
 - iii. Reports of the General Director submitted to the Board of Directors or other documents issued by SEABANK.
- b) The Supervisory Board has the right to access SEABANK's records and documents kept at the head office, branches and other locations; has the right to visit the workplace of managers and employees of SEABANK during working hours.
 - c) Members of the Board of Directors, the General Director, members of the Board of Management, and other managers must provide complete, accurate and timely information and documents on the management, operation and business activities of SEABANK upon request of members of the Supervisory Board or the Supervisory Board.

Article 64. Meetings of the Supervisory Board⁹⁷

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

SECTION VI. GENERAL DIRECTOR

Article 65. The General Director and his/her support apparatus⁹⁸

1. The General Director is the highest executive of SEABANK; subject to the supervision of the Board of Directors; responsible before the law, the General Meeting of Shareholders and the Board of Directors, the Supervisory Board for the implementation of assigned rights and obligations.
2. The Board of Directors appoints one of its members as the General Director or hires another person as the General Director and will sign a labor contract stipulating the salary, bonus,

⁹⁷ Article 289 Decree No. 155/2020/NĐ-CP.

⁹⁸ Article 55 Law on Credit Institutions 2024, Article 162 Law on Enterprises 2020

benefits and other terms for the General Director.

3. The tenure of the General Director shall not exceed 05 (five) years and the expiration of each tenure shall be decided by the Board of Directors. The General Director may be reappointed for an unlimited tenure. The appointment, dismissal and removal of the General Director shall be carried out in accordance with the provisions of this Charter, the Law on Credit Institutions, and the regulations of the State Bank of Vietnam.
4. Deputy General Directors are the persons in charge of running one or several domains of activities of the SEABANK under the assignment/authorization of the BOD, the General Director.
5. The Chief Accountant shall assist the General Director in directing the implementation of the accountancy and statistics of the SEABANK, and have the rights and duties as prescribed by law.

Article 66. Duties and rights of the General Director⁹⁹

The General Director shall have the following duties and rights:

1. Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
2. Decide on issues within the authority related to the daily business operations of SEABANK in accordance with the assignment of work, delegation of decision-making authority, other regulations of the Board of Directors, SEABANK's Charter and relevant legal regulations; be responsible for the business results of SEABANK.
3. Establish and maintain an effective internal control system in accordance with the guidance of the State Bank and relevant legal regulations.
4. Prepare and submit to the Board of Directors for approval or report to competent authorities for approval of financial reports. Be responsible for the accuracy and honesty of financial reports, statistical reports, settlement data and other financial information.
5. Issue, within the authority, internal regulations, processes and procedures to operate the business management system, reporting information system in accordance with SEABANK's regulations from time to time.
6. Report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, the State Bank and other competent State agencies in accordance with the provisions of the laws on the operations and business results of SEABANK in accordance with the provisions of SEABANK from time to time.
7. Decide to apply measures beyond its authority in emergency cases (natural disasters, enemy attacks, fires, incidents) and be responsible for such decisions and promptly report to the Board of Directors.
8. Propose and recommend the organizational structure of SEABANK to the Board of Directors

⁹⁹ Article 56 Law on Credit Institutions 2024; Law on Enterprises 2020.

or the General Meeting of Shareholders for decision according to its authority.

9. Request to convene an extraordinary meeting of the Board of Directors in accordance with provisions of the laws and this Charter.
10. Appoint, dismiss, and remove management and executive positions of SEABANK, in accordance with the provisions of work assignment, decision-making authority of the Board of Directors and internal regulations on personnel of SEABANK in each period, except for positions under the authority of the General Meeting of Shareholders and the Board of Directors.
11. Sign contracts and *other transactions* on behalf of SEABANK in accordance with the provisions of the Charter and internal regulations of SEABANK from time to time.
12. Propose plans for using profits and handling losses in SEABANK's business.
13. Recruit employees; decide on salaries, bonuses, allowances (if any) of employees according to the authority prescribed in this Charter and internal from time to time.
14. Organize the implementation of the Bank's business operation plan and investment plan when approved by the Board of Directors, in accordance with the provisions of law and internal regulations of SEABANK from time to time.
15. Be subject to inspection and supervision by the Board of Directors, the Supervisory Board, the State Bank and other competent State agencies in the performance of their management duties.
16. Other rights and duties in accordance with provisions of the laws, the Charter of SEABANK and decisions of the Board of Directors.

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

Article 67. Criteria and conditions for members of BOD¹⁰⁰

1. A member of BOD must fully meet the following criteria and conditions:
 - a) Be other than those specified in Clause 1 of Article 71 of this Charter;
 - b) Have professional ethics as prescribed by the Governor of the State Bank;
 - c) Has a bachelor degree or higher;
 - d) Have at least 03-year experience for a management or governance position at credit institutions;, or
 - e) Have at least 05-year experience for the management position of an enterprise operating in the financial, accounting, auditing sector or of another enterprise with a minimum equity capital equal to the legal capital applicable to SEABANK as prescribed by law in each period; or

¹⁰⁰ Clause 1 Article 41 Law on Credit Institutions 2024 and Article 155 Law on Enterprises 2020

- f) Have at least 05 years working directly in the professional department of finance, banking, accounting, auditing.
2. An independent member of BOD must fully meet the criteria and conditions specified in Clause 1 of this Article and the following criteria and conditions:
 - a) Neither be currently working for SEABANK or its subsidiaries nor have worked for SEABANK or its subsidiary in the previous 3 consecutive years;
 - b) Not being a person who receives regular salary or remuneration from SEABANK in addition to the remuneration that members of the Board of Directors are entitled to receive according to regulations;
 - c) Not being a person whose wife, husband, biological father, biological mother, adoptive father, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling and the spouses of these persons are major shareholders of SEABANK, or are managers or members of the Board of Supervisors of SEABANK or a subsidiary of SEABANK;
 - d) Not representing ownership of shares of SEABANK; not together with related persons directly or indirectly owning 01% or more of charter capital or voting shares of SEABANK;
 - e) Not being a manager or member of the Board of Supervisors of SEABANK at any time in the previous 5 consecutive years.
 - f) Other conditions, criteria as prescribed by the relevant laws.
 3. An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the criteria and conditions as prescribed in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the criteria and conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replace that independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

Article 68. Criteria and conditions for members of the Supervisory Board¹⁰¹

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

1. Being other than those specified in Clause 1 of Article 71 of this Charter and not in the following cases:
 - a) Working in the accounting and finance department of SEABANK;
 - b) Being a member or employee of an independent auditing company approved to audit SEABANK's financial statements in the previous 3 consecutive years.

¹⁰¹ Clause 3 Article 41 of Law on Credit Institutions 2024

2. Having professional ethics as prescribed by the Governor of the State Bank of Vietnam;
3. Having a bachelor degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, and auditing;
4. Having at least 3 years of direct work experience in the banking, finance, accounting or auditing fields;
5. Not being a related person of a manager of SEABANK;
6. Not being a manager of SEABANK; not necessarily being a shareholder or employee of SEABANK;
7. *The Head of the Supervisory Board must reside in Vietnam during his/her term of office).*
8. Other conditions, criteria as prescribed by the relevant laws.

Article 69. Criteria and conditions for the General Director¹⁰²

The General Director must fully meet the following conditions:

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

Article 70. Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches or subsidiaries and holders of equivalent positions in SEABANK¹⁰³

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

1. Being other than those specified in Clause 2 of Article 71 of this Charter; for a Deputy General Director, be other than those specified in Clause 1 of Article 71 of this Charter;
2. Having a bachelor degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, and audit;

¹⁰² Clause 4 Article 50 of Law on Credit Institutions 2024

¹⁰³ Clause 5 Article 41 of Law on Credit Institutions 2024

3. Have a bachelor degree or higher in a field other than those mentioned in Clause 2 and have at least 03 years of direct work experience in the banking, finance or professional field that he/she will be in charge of;
4. Residing in Vietnam during the tenure;
5. Chief Accountant must also meet the criteria and conditions prescribed by Laws on Accounting.

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

Article 71. Cases prohibited from holding a position¹⁰⁴

1. The following persons shall neither be members of BOD, members of the Supervisory Board nor General Director, Deputy General Director and equivalent positions of SEABANK:
 - a) Persons subject to the provisions of Clause 2 of this Article;
 - b) Persons subject to the provisions of the law on cadres, civil servants and the law on anti-corruption;
 - c) Persons who were owners of private enterprises, partners of partnerships, Directors (General Directors), Chairmen and members of the Board of Directors, Board of Members, Supervisory Board of enterprises, members of the Board of Directors and General Directors (Directors) of cooperatives at the time the enterprise or cooperative was declared bankrupt, except in cases where they were assigned, designated, or appointed to participate in the management, operation, and control of enterprises or cooperatives that are credit institutions declared bankrupt according to task requirements;
 - d) Persons who were suspended from the position of Chairman of the Board of Directors, other members of the Board of Directors; Chairman, other members of the Board of Members; Head of the Board, other members of the Supervisory Board; The General Director of a credit institution or a person determined by a competent authority to have committed a violation leading to the revocation of the credit institution's establishment and operation license;
 - e) Persons related to members of the Board of Directors or the General Director;
 - f) Persons responsible according to the inspection conclusion leading to the credit institution or foreign bank branch being sanctioned for administrative violations in the monetary and banking sector at the highest fine level for violations of regulations on licenses, governance, operations, shares, stocks, capital contributions, share purchases, credit granting, corporate bond purchases, and safety assurance ratios according to the provisions of law on handling administrative violations in the monetary and banking sector;
2. The following persons may not act as Chief Accountant or Director of a branch or subsidiary

¹⁰⁴ Article 42 of Law on Credit Institutions 2024

of SEABANK:

- a) Minors and those with restricted civil act capacity or having lost civil act capacity;
 - b) People who are being prosecuted for criminal liability, serving a prison sentence; serving an administrative measure at a compulsory drug rehabilitation facility or compulsory education facility; being prohibited by the Court from holding a position, practicing a profession or doing certain work;
 - c) People who have been convicted of a serious crime or more;
 - d) People who have been convicted of a crime of property infringement whose criminal record has not yet been cleared;
 - e) Cadres, civil servants, public employees, and managers from the department level or higher in enterprises in which the State holds 50% or more of the charter capital; except for those appointed as representatives to manage the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at credit institutions, or who are appointed, designated, or appointed to participate in the management, operation, and control of credit institutions as required by the task;
 - f) Officers, non-commissioned officers, professional soldiers, workers, and national defense officials in agencies and units of the Vietnam People's Army; officers, professional non-commissioned officers; and police workers in agencies and units of the Vietnam People's Public Security, except for those appointed as representatives to manage the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at credit institutions;
 - g) Failure to ensure standards of professional ethics, management capacity, and professional qualifications as prescribed by the State Bank;
 - h) Other cases as prescribed by SEABANK from time to time.
3. The parents, spouses, children and siblings of the members of the Board of Directors, the General Director and the spouses of these persons cannot be the Chief Accountant or the person in charge of finance of SEABANK.

Article 72. Cases banned from double hatting¹⁰⁵

1. The Chairman of the Board of Directors of SEABANK shall not concurrently be an executive, a member of the Supervisory Board of SEABANK and of another credit institution, and shall not concurrently be a manager of another enterprise.
2. *A member of the Board of Directors who is not an independent member shall not concurrently hold one of the following positions:*
 - a) *Executive of SEABANK, except for the case of being the General Director of SEABANK;*

¹⁰⁵ Article 43 of Law on Credit Institutions 2024

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

Article 73. Nomination of candidates for election/additional election of members of Board of Directors, Supervisory Board¹⁰⁶

1. Shareholders/groups of shareholders as prescribed in Clause 3.2, Article 35, Article 35 of this Charter have the right to run for election or nominate candidates to participate in the election/election of additional members of the Board of Directors and the Supervisory Board of SEABANK. Ordinary shareholders forming groups to nominate people to the Board of Directors and the Supervisory Board must notify and carry out the procedures for the group nomination meeting in accordance with the notice of the Board of Directors and must notify the shareholders attending the meeting before the General Meeting of Shareholders opens. Unless otherwise decided by the Board of Directors, the number of candidates that groups have the right to nominate will be determined as follows:
- a) Shareholders or groups of shareholders owning from 5% to less than 20% of the total number of voting shares may self-nominate or nominate a maximum of one candidate;
 - b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total number of voting shares may nominate a maximum of two candidates;

¹⁰⁶ Clause 5 Article 115 Law on Enterprises 2020, Article 274 and 285 Decree No. 155/2020/NĐ-CP.

- c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total number of voting shares may nominate up to three candidates;
 - d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total number of voting shares may nominate up to four candidates;
 - e) Shareholders or groups of shareholders owning from 50% to less than 60% of the total number of voting shares may nominate up to five candidates;
 - f) Shareholders or groups of shareholders owning from 60% to less than 70% of the total number of voting shares may nominate up to six candidates;
 - g) Shareholders or groups of shareholders owning from 70% to less than 80% of the total number of voting shares may nominate up to seven candidates;
 - h) Shareholders or groups of shareholders owning from 80% to less than 90% of the total number of voting shares may nominate up to eight candidates.;
2. In case the number of candidates nominated by shareholders or groups of shareholders is not sufficient, the current Board of Directors or the current Supervisory Board may introduce additional candidates or organize the nomination of the remaining candidates according to the order, procedures and conditions prescribed by the Board of Directors. The introduction of additional candidates by the Board of Directors or the Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors or the Supervisory Board in accordance with provisions of the laws.

Article 74. Approval of lists of nominees for the positions of members of BOD, members of the Supervisory Board, and General Director¹⁰⁷

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

Article 75. Automatic loss of status of members of BOD, members of the Supervisory Board, and General Director¹⁰⁸

¹⁰⁷ Article 44 Law on Credit Institutions 2024

¹⁰⁸ Article 45 of Law on Credit Institutions 2024

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

Article 76. Relief from duty, dismissal of the members of BOD, Supervisory Board, and General Director¹⁰⁹

1. The Chairman and members of the Board of Directors, the Head and members of the Supervisory Board, and the General Director of SEABANK shall be dismissed or removed in the following cases:
 - a) Dismissed when there is a resignation letter sent to the Board of Directors and the Supervisory Board of SEABANK;
 - b) Dismissed when not participating in the activities of the Board of Directors (for members of the Board of Directors), the Supervisory Board (for members of the Supervisory Board) for 06 consecutive months, except in cases of force majeure;
 - c) Dismissed when not meeting the standards and conditions specified in Article 67, Article 68, Article 69, Article 70, Article 71, Article 72 of this Charter;
 - d) *Dismissal when an independent member of the Board of Directors does not meet the provisions of Clause 2, Article 67, Clause 3, Article 72 of this Charter; except for the case*

¹⁰⁹ Article 46 Law on Credit Institutions 2024

where an independent member was elected before this Charter took effect;

- e) When the General Meeting of Shareholders deems it necessary¹¹⁰;
 - f) As regulated by the SBV and relevant laws¹¹¹;
2. The Chairman and members of the Board of Directors, the Head and members of the Supervisory Board, and the General Director of SEABANK, after being dismissed or removed, shall be personally responsible for their decisions during their tenure.
 3. The Board of Directors must have a written document with relevant documents reporting to the State Bank within 10 days from the date of approval of the decision to dismiss or remove the personnel as prescribed in Clause 1 of this Article and shall disclose information in accordance with the provisions of the securities law.
 4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases¹¹²:
 - a) The number of independent members of the Board of Directors is reduced, not ensuring the ratio as prescribed in this Charter and relevant laws;
 - b) In other cases, at the nearest meeting, the General Meeting of Shareholders elects new members to replace members of the Board of Directors who have been dismissed or removed.
 5. Within one (01) working day from the date the General Director is determined to have automatically lost his/her qualifications as prescribed in Clause 1, Article 75 of this Charter or is dismissed or removed without a replacement, the Board of Directors shall immediately appoint a Deputy General Director to manage the Bank's operations to ensure the Bank's stable and continuous operations and shall report in writing to the State Bank of Vietnam (through the Inspection and Supervision Agency and the State Bank branch). The person appointed to manage the bank shall be personally responsible for the assigned tasks during the period of undertaking this task.

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

Article 77. Disclosure of related interests¹¹³

1. Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director and equivalent positions of SEABANK must provide SEABANK with information on related interests as prescribed in Article 49 of the Law on Credit Institutions 2024 and the relevant Enterprise Law:

¹¹⁰ Clause 3 Article 160 Law on Enterprises 2020

¹¹¹ Clause 1 Article 74 Law on Credit Institutions 2024

¹¹² Clause 4 Article 160 Law on Enterprises 2020

¹¹³ Article 49 Law on Credit Institutions 2024

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

For the information in Point c and Point d, Clause 2 of this Article, shareholders are only required to provide information to SEABANK when there is a change in their share ownership ratio, their share ownership ratio and that of related persons from 01% or more of SEABANK's charter capital compared to the previous provision.
4. *SEABANK must list and keep the information specified in Clause 1 and Clause 2 of this Article at SEABANK's head office, and report to the State Bank of Vietnam as prescribed. Each year, SEABANK shall disclose the information, Clause 1 and Points a, c, d, Clause 2 of this Article to the General Meeting of Shareholders of SEABANK.*
5. *SEABANK must publicly disclose information about the full name of individuals and organizations that are shareholders owning 01% or more of SEABANK's charter capital, credit institutions, and the information specified in Point c and Point d, Clause 2 of this Article on SEABANK's electronic information page within 07 working days from the date SEABANK receives the information provided.*
6. *SEABANK must collect and update the list of related persons of SEABANK according to the provisions of LDN 2020 and their respective contracts and transactions with the Bank.*
7. *The retention, disclosure, review, excerpt, and copy of the List of related persons and related interests as prescribed in Clause 1, Clause 2 and Clause 6 of this Article shall be carried out in accordance with the provisions of LDN 2020, the regulations of the State Bank and the internal regulations of SEABANK from time to time.*
8. *Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of SEABANK's business operations must explain the nature and content of that work to the Board of Directors and the Supervisory Board and may only perform it with the approval of the majority of the remaining members of the Board of Directors; if they perform it without declaring or without the approval of the Board of Directors, all income from that activity belongs to SEABANK.*

Article 78. Rights and obligations of the managers and executives of SEABANK¹¹⁴

1. Comply with the law, this Charter, resolutions and decisions of the SEABANK General Meeting of Shareholders.
2. Exercise assigned rights and obligations honestly and carefully, for the benefit of SEABANK and shareholders.
3. Do not use information, secrets, business opportunities of SEABANK, abuse position, title and assets of SEABANK for personal gain or to serve the interests of other organizations and individuals, causing harm to the interests of SEABANK and shareholders.
4. *Be responsible for complying with restrictive regulations to ensure safety in banking activities of credit institutions according to the provisions of the Law on Credit Institutions.*
5. Ensure the storage of SEABANK's records to provide data for management, operation and control of all activities of SEABANK, inspection, supervision and examination activities of the State Bank.
6. Understand the types of risks in SEABANK's operations.
7. Timely, fully and accurately notify SEABANK of their interests in other organizations, transactions with other organizations and individuals that may conflict with the interests of SEABANK and may only participate in such transactions when approved by the Board of Directors.
8. Not to create conditions for themselves or their related persons to borrow capital or use other banking services of SEABANK with more preferential and favorable conditions than the general regulations of SEABANK.
9. Not to increase salaries, remuneration or request bonuses when SEABANK suffers losses.
10. *Within the scope of assigned rights and obligations, be responsible for implementing written requests of the State Bank for matters under the authority of the State Bank. Implement recommendations, warnings of risks and operational safety, warnings of risks leading to violations of the law on currency and banking; conclusions, recommendations, and decisions on handling inspections.*
11. Other obligations as prescribed by this Charter.

CHAPTER IV. SUBSIDIARIES, EMPLOYEES AND TRADE UNION OF SEABANK

Article 79. Relationship between SEABANK and its subsidiaries

1. The General Meeting of Shareholders may establish Subsidiaries domestically and internationally to support SEABANK's operations when necessary in accordance with the provisions of law and this Charter.

¹¹⁴ Article 48 Law on Credit Institutions 2024

2. *Unless otherwise provided in the Charter of the Subsidiary*, the Board of Directors or the person authorized by the Board of Directors to exercise the rights and obligations of the Owner at SEABANK's Subsidiaries, specifically including but not limited to:
- a) Decide/Approve the management structure of the Subsidiary in accordance with the provisions of law and internal regulations of SEABANK;
 - b) Decide/Approve the orientation, development strategy and annual business plan of the Subsidiary;
 - c) Decide/Approve the content of the Company Charter, amend and supplement, replace the Charter of the Subsidiary in accordance with the law and internal regulations of SEABANK.
 - d) Decide/Approve the appointment, dismissal, removal, reward, discipline of the Company Chairman, Director of Subsidiary Company or other positions according to internal regulations issued by the Board of Directors.
 - e) Decide/Approve other contents according to SEABANK's internal regulations, in accordance with relevant legal regulations.

Article 80. Employees and Trade Union

The establishment and operation of SEABANK's Trade Union shall be carried out in accordance with the provisions of law. The General Director shall be responsible for planning for the Board of Directors to approve issues related to SEABANK's relationship with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies stipulated in this Charter, SEABANK's regulations and current legal regulations

CHAPTER V. INTERNAL AUDIT AND CONTROL SYSTEM

Article 81. Internal control system ¹¹⁵

SEABANK shall establish an internal control system as follows:

1. The internal control system is a set of mechanisms, policies, procedures, internal regulations, and organizational structure of SEABANK and is organized and implemented to control, prevent, detect, and promptly handle risks and achieve the set requirements.
2. The requirements for SEABANK's internal control system are as follows¹¹⁶:
 - a) Requirements specified in Clause 2, Article 57 of the Law on Credit Institutions 2024;
 - b) Appropriate to the scale, conditions, and complexity of SEABANK's business operations.
 - c) Having sufficient financial, human, and information technology resources to ensure the effectiveness of the internal control system.

¹¹⁵ Article 57 Law on Credit Institutions 2024 and Circular 13/2018/TT-NHNN (amended, supplemented by Circular 40/2018/TT-NHNN

¹¹⁶ Article 5 Circular 13/2018/TT-NHNN

- d) Building and maintaining a culture of control and professional ethics standards for SEABANK.
3. The operation of SEABANK's internal control system must be internally audited and periodically assessed by an independent auditing organization.
4. The organizational structure, functions, tasks, and powers of the internal control system and requirements for internal control staff are implemented according to the guidance of the State Bank and in accordance with the actual operating situation of SEABANK.

Article 82. Internal Audit ¹¹⁷

1. SEABANK shall establish a dedicated internal audit department under the authority of the Supervisory Board to carry out the Bank's internal audit functions.
2. The internal audit shall independently and objectively review and evaluate the adequacy and compliance of SEABANK's internal systems, policies, procedures, and regulations. It shall provide recommendations to enhance the efficiency of these systems, procedures, and regulations, ensuring SEABANK operates safely, efficiently, and in accordance with applicable laws.
3. The results of the internal audit must be reported to the Supervisory Board and the Board of Directors and the General Director of SEABANK.

Article 83. Independent Audit ¹¹⁸

1. Before the end of the fiscal year, SEABANK must select an independent auditing organization that meets the requirements prescribed by the Governor of the State Bank to audit the financial statements and provide *assurance services for the operation of the internal control system in the preparation and presentation of financial statements in the following fiscal year*.
2. Within 30 days from the date of deciding to select an independent auditing organization, SEABANK must notify the State Bank of the selected independent auditing organization.
3. The specific audit of SEABANK's activities is carried out in accordance with the provisions of the Law on Credit Institutions, the law on independent auditing and the guiding documents of the State Bank of Vietnam.

**CHAPTER VI. FINANCIAL – ACCOUNTING, INFORMATION – REPORTING
REGIMES**

Article 84. Financial regime¹¹⁹

SeABank is financially autonomous. SEABANK's financial regime is implemented in accordance with the provisions of the Law on Credit Institutions and relevant laws.

¹¹⁷ Article 41 Of Law on Credit Institutions 2024

¹¹⁸ Article 59 Of Law on Credit Institutions 2024

¹¹⁹ Article 151 of Law on Credit Institutions 2024

Article 85. Fiscal year¹²⁰

SEABANK's fiscal year begins on January 1 and ends on December 31.

Article 86. Accounting¹²¹

SEABANK must perform accounting and bookkeeping in accordance with the provisions of the law on accounting; *be responsible before the law for the accuracy and honesty of revenues and expenditures and comply with regulations on the invoice and accounting voucher regime.*

Article 87. Distribution of profits after tax¹²²

1. After compensating for the previous year's loss in accordance with the provisions of the Law on Corporate Income Tax and paying corporate income tax, the remaining profit shall be distributed in the following order:
 - a) Pay interest to the associated capital contributors according to the provisions of the signed economic contract (if any).
 - b) Compensate for losses in previous years that have expired and are deductible from pre-corporate income tax profits;
 - c) Deduct **10%** into the reserve fund to supplement SEABANK's charter capital. The maximum level of this fund shall not exceed the charter capital of SEABANK;
 - d) Deduct 10% into the financial reserve fund;
 - e) Development investment fund;
 - f) Unemployment allowance reserve fund;
 - g) Reward fund;
 - h) Welfare fund;
 - i) Manager bonus fund;
 - j) The division of the remaining profit and the ratio of deductions for the funds in points e, f, g, h, i of this Clause shall be decided by the Board of Directors in accordance with the provisions of relevant laws and the actual operation situation of SEABANK.
2. SEABANK shall not use the Reserve Fund for supplementing charter capital and the financial reserve fund prescribed in Clause 1 of this Article to pay dividends to shareholders .

Article 88. Management and use of funds¹²³

1. Reserve fund for supplementing charter capital, capital allocated to supplement charter capital.
2. Financial reserve fund is used to compensate for the remaining loss and damage to assets occurring during business operations after compensation from organizations and individuals

¹²⁰ Article 150 Of Law on Credit Institutions 2024

¹²¹ Article 150 Of Law on Credit Institutions 2024

¹²² Article 148 Of Law on Credit Institutions 2024 and Article 23 Decree No. 93/2017/NĐ-CP.

¹²³ Article 24 Decree No. 93/2017/NĐ-CP

causing the loss, from insurance organizations and using the reserve set aside in expenses; used for other purposes as prescribed by the laws.

3. Development investment fund is used to invest in expanding the scale of business operations and innovating technology, equipment, working conditions of SEABANK and supplementing charter capital for SEABANK. Based on the investment needs and capacity of the fund, the Board of Directors decides on the form and method of investment according to the principles of efficiency, safety and capital development.
4. Bonus fund for managers and controllers is used to:
 - a) Bonus for the Chairman and members of the Board of Directors, General Director, Deputy General Director, Controller, Chief Accountant;
 - b) The bonus level is decided by the General Meeting of Shareholders based on the business performance of SEABANK and the level of completion of assigned tasks, based on the proposal of the Chairman of the Board of Directors.
5. The bonus fund is used to:
 - a) Year-end bonuses or regular bonuses for officers and employees in SEABANK. The bonus level is decided by the Board of Directors upon the proposal of the General Director and the SEABANK trade union based on the productivity and work performance of each officer and employee in SEABANK.
 - b) Extraordinary bonuses for individuals and groups of SEABANK who have initiatives to improve techniques and business processes, bringing about business efficiency. The bonus level is decided by the Board of Directors.
 - c) Bonuses for individuals and units outside of SEABANK with economic relations who have fulfilled the contract conditions well and contributed effectively to the business activities of the credit institution. The bonus level is decided by the Board of Directors.
6. *The Board of Directors and the General Director coordinate with the Executive Board of the Trade Union to manage and use the Welfare Fund to:*
 - a) Invest in the construction or repair, supplement capital for the construction of SEABANK's welfare facilities, contribute capital to invest in the construction of common welfare facilities in the industry, or with other units according to the agreed contract ;
 - b) Spend on sports, cultural, and public welfare activities of SEABANK's staff ;
 - c) Spend on regular and ad hoc hardship allowances for staff, including retired or disabled staff, of SEABANK ;
 - d) Spend on other welfare activities.

Article 89. Purchase of, investment in fixed assets¹²⁴

¹²⁴ Article 140 Law on Credit Institutions 2024 and Clause 4 Article 6 Decree No. 93/2017/NĐ-CP, Clause 3 Article 3 Circular No. 16/2018/TT-BTC.

During its business operations, SEABANK always ensures to maintain the investment limit and purchase fixed assets directly serving business operations according to the principle: the remaining value of fixed assets does not exceed 50% of the Charter capital and the reserve fund to supplement Charter capital recorded in SEABANK's accounting books..

Article 90. Dividends¹²⁵

1. Dividends paid to common shareholders are determined based on realized net profits and the dividend payment is deducted from SEABANK's retained earnings. SEABANK is only allowed to pay dividends to shareholders when its business is profitable, has fulfilled its tax obligations and other financial obligations; has set aside SEABANK's funds and fully compensated for previous losses according to the provisions of law; immediately after paying all dividends, SEABANK must still ensure full payment of debts and other financial obligations due.
2. Dividends must be paid in full within 06 months from the date of closing the annual General Meeting of Shareholders, except in the case of dividends paid in shares. The Board of Directors must prepare a list of shareholders entitled to receive dividends, determine the dividend level paid for each share, the payment period and form at least thirty days before each dividend payment. The notice of dividend payment shall be sent in the same manner as the notice of invitation to the General Meeting of Shareholders as prescribed in Clause 3, Article 42 of this Charter at least 15 days before the dividend payment.
3. Dividends may be paid in cash, in shares of SEABANK or in other assets according to the decision of the Board of Directors.
4. Any dividends or other amounts payable in cash in respect of a share shall be in VND and may be paid by cheque, bank transfer or postal money order to the contact address of the beneficial shareholder at the risk of such shareholder. In addition, any dividends or other amounts payable in cash in respect of a share may be paid by bank transfer where SEABANK has been provided with the shareholder's bank details to enable SEABANK to make such payments directly to the shareholder's bank account. SEABANK shall have no recourse for any amounts remitted by SEABANK by bank transfer which are not received by the beneficial shareholder if SEABANK has made the payment in accordance with the bank details provided by the shareholder.
5. SEABANK will not pay interest on any dividends or any other amount of interest on dividends, except in the case where dividends are paid into the shareholder's deposit account at SEABANK.
6. If a shareholder transfers his/her shares between the time of completion of the list of shareholders receiving dividends and the time of dividend payment, the transferor shall be the person receiving dividends from SEABANK.
7. In case of payment of dividends in shares, SEABANK is not required to carry out the procedures for offering shares for sale as prescribed in Articles 123, 124 and 125 of the LDN 2020. SEABANK must register an increase in charter capital corresponding to the total par

¹²⁵ Article 135 Law on Enterprises 2020.

value of the shares used to pay dividends in accordance with the provisions of relevant laws and the actual situation of the Bank.

Article 91. Disclosure of financial statement¹²⁶

Within 120 days from the end of the fiscal year, SEABANK must publicly disclose its financial statements in accordance with provisions of the laws.

Article 92. SEABANK' autonomy in finance

SEABANK is financially autonomous, self-responsible for its business activities, and fulfills its obligations and commitments in accordance with the law.

Article 93. Reporting¹²⁷

1. SEABANK must implement the reporting regime in accordance with the provisions of law on accounting, statistics and periodic or ad hoc reporting of business activities in accordance with the provisions of the State Bank of Vietnam.
2. In addition to the periodic reports as prescribed in Clause 1 of this Article, SEABANK is responsible for preparing and submitting ad hoc reports to the State Bank and relevant competent authorities in accordance with relevant legal provisions.

Article 94. Provision of information¹²⁸

1. SEABANK provides information to account holders about transactions and balances on their accounts at SEABANK according to the agreement with the account holder.
2. SEABANK is responsible for reporting to the State Bank information related to business activities and is provided by the State Bank with information of customers having credit relationships with SEABANK according to the State Bank's regulations.
3. SEABANK is responsible for providing information to State agencies and publicizing information in accordance with provisions of the laws.

Article 95. Confidentiality¹²⁹

1. SEABANK's managers, operators, and employees are not allowed to disclose customer information or SEABANK's business secrets.
2. SEABANK must ensure the confidentiality of SEABANK's customer information according to Government regulations.
3. SEABANK may not provide information relating to accounts, deposits, deposited assets of its clients to other organizations and individuals unless it is so requested by competent State agencies under law or consented by clients.

¹²⁶ Article 154 of Law on Credit Institutions 2024

¹²⁷ Article 152 of Law on Credit Institutions 2024

¹²⁸ Article 12 of Law on Credit Institutions 2024

¹²⁹ Article 13 Law on Credit Institutions 2024

CHAPTER VII. REORGANIZATION, BANKRUPTCY, DISSOLUTION, AND LIQUIDATION

Article 96. Reorganization of the Bank¹³⁰

SEABANK is reorganized in the form of division, separation, consolidation, merger, or legal form conversion after receiving written approval from the State Bank. Conditions, documents, procedures, and approval of reorganization are implemented according to the State Bank's regulations.

Article 97. Dissolution of the Bank¹³¹

SEABANK shall be dissolved in the following cases:

1. The General Meeting of Shareholders approves the decision to dissolve and terminate SEABANK's operations in accordance with the provisions of law and is approved by the State Bank;
2. When the term of operation expires, SEABANK does not apply for an extension of its operating license or applies for an extension but is not approved by the State Bank;
3. The establishment and operation license of SEABANK is revoked.
4. SEABANK is subject to early intervention or special control with a credit institution taking over all debt obligations.

Article 98. Bankruptcy of the Bank¹³²

1. After the State Bank issues a document terminating special control or not applying measures to restore solvency or terminating the application of measures to restore solvency but SEABANK is still insolvent, SEABANK must submit a request to the Court to open bankruptcy proceedings in accordance with the provisions of the law on bankruptcy.
2. The bankruptcy of SEABANK is carried out in accordance with the provisions of the law on bankruptcy.

Article 99. Liquidation of the Bank¹³³

1. In case SEABANK is declared bankrupt, the liquidation of SEABANK shall be carried out in accordance with the provisions of the law on bankruptcy.
2. Upon dissolution in accordance with Article 97 of this Charter, SEABANK shall immediately conduct liquidation under the supervision of the State Bank of Vietnam and in accordance with the order and procedures for liquidation of assets prescribed by the Governor of the State Bank of Vietnam.
3. All costs related to the liquidation shall be borne by SEABANK.

¹³⁰ Article 201 Law on Credit Institutions 2024

¹³¹ Article 202 Law on Credit Institutions 2024.

¹³² Article 203 of Law on Credit Institutions 2024

¹³³ Article 204 of Law on Credit Institutions 2024

CHAPTER VIII. SETTLEMENT OF INTERNAL DISPUTES

Article 100. Settlement of internal disputes

1. Whenever a dispute or complaint relating to the work of SEABANK or the rights of shareholders arises from the Charter or from any rights or obligations prescribed by the Law on Credit Institutions 2024 and its current implementing documents and any other laws or administrative regulations, between:
 - (i) a shareholder/shareholders and SEABANK; or
 - (ii) Any shareholder or shareholders and the Board of Directors, Supervisory Board, General Director or other equivalent management and executive positions as prescribed by SEABANK,

The relevant parties shall attempt to resolve such dispute through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and shall require each party to present the facts relating to the dispute within 15 working days from the date of the dispute arising, or 30 working days from the date of the dispute arising in cases where the dispute is complex and involves many activities or employees of SEABANK. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the competent authority to appoint an independent expert to act as an arbitrator for the dispute settlement process.

2. If no decision is reached in conciliation within 90 days from the commencement of the conciliation process or if the decision of the conciliator is not accepted by the parties, any party may refer the dispute to Arbitration or a competent Court.
3. Each party shall bear its own costs related to the negotiation and conciliation procedures. The costs of Arbitration and Court shall be determined by the Arbitration and Court.

CHAPTER IX. IMPLEMENTATION PROVISION

Article 101. Implementation provision

1. *This Charter was approved by the General Meeting of Shareholders on ___ month ___ year 2024 and takes effect from the date of approval, and replaces the Charter approved by the 2023 Annual General Meeting of Shareholders and the Board of Directors on May 28, 2024.*
2. *Managers, executives and other positions of SEABANK elected and appointed before the effective date of this Charter who do not meet the provisions of Articles 67, 68, 69, 70, 71, 72 of this Charter shall continue to hold their positions until the end of their term or until the end of the term of election or appointment.*
3. *The provisions of Articles 75 and 76 of this Charter shall not be applicable to managers, executives and other positions of SEABANK elected and appointed before the effective date of this Charter.*

4. *In case the Board of Directors of SEABANK does not comply with the provisions in Clauses 2 and 3, Article 50 of this Charter, it shall continue to operate until the end of the Board of Directors' tenure.*
5. *By the effective date of this Charter, if the number of members of the Supervisory Board of SEABANK does not comply with the provisions in Clause 2, Article 61 of this Charter, it shall continue to maintain the minimum number of 03 members until the end of the tenure of the Supervisory Board or the members of the Supervisory Board, except in cases where SEABANK elects, appoints, or replaces members of the Supervisory Board.*
6. Issues not mentioned in this Charter shall be implemented in accordance with relevant legal provisions. If any content of this Charter is contrary to the provisions of law, it shall automatically cease to be effective, and SEABANK shall automatically apply the provisions of the corresponding laws.
7. This Charter consists of 09 chapters, 101 articles, made in 05 original copies and has the same legal value.

**FOR AND ON BEHALF OF THE GENERAL MEETING OF
SHAREHOLDERS OF SOUTHEAST ASIA COMMERCIAL
JOINT STOCK BANK
CHAIRMAN OF BOD**

(signed)

LÊ VĂN TÀN

REGULATIONS
ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS
SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

*The revised and
supplemented content is
italicized.*

GENERAL MEETING SHAREHOLDER OF
SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

- Pursuant to the Law on Enterprises 2020 and its guiding documents;
- Pursuant to the Law on Credit Institutions 2024 and its guiding documents;
- Pursuant to the Law on Securities 2019 and its guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government, detailing the implementation of certain provisions of the Law on Securities and its guiding documents;
- Pursuant to the Charter on the organization and operation of Southeast Asia Commercial Joint Stock Bank;
- Pursuant to the Minutes of the vote counting session to collect shareholders' opinions in writing on ... [day] ... [month] 2024 regarding the amendment and supplementation of certain provisions of the internal governance regulations of Southeast Asia Commercial Joint Stock Bank;
- Based on the actual situation,

Hereby promulgate the Regulations on the organization and operation of the Board of Directors of Southeast Asia Commercial Joint Stock Bank:

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope of Regulation

1. The Regulations on the organization and operation of the Board of Directors of Southeast Asia Commercial Joint Stock Bank ("SeABank") stipulate the organizational structure, principles of operation, working relationships, work resolution processes, succession, and performance evaluation of the Board of Directors and its members in the execution of the functions, duties, and powers of the Board of Directors as prescribed by the Law on Enterprises, the Law on Credit Institutions, SeABank's Charter, and other relevant laws and internal regulations of SeABank.
2. Subjects of Application: These Regulations apply to the Board of Directors, its members, and individuals or units related to the entire SeABank system.

Article 2. Interpretation of Terms

1. "**SeABank**" or "**Bank**" is understood as Southeast Asia Commercial Joint Stock Bank.
2. "**Regulations**" refers to the Regulations on the organization and operation of the Board of Directors of Southeast Asia Commercial Joint Stock Bank.
3. "**BOD**" refers to the Board of Directors of SeABank.
4. "**Chairman of the BOD**" refers to the Chairman of the Board of Directors of SeABank.
5. "**BOD Member**" refers to a member of the Board of Directors of SeABank.

6. "**SeABank System**" refers to SeABank, its subsidiaries, affiliated units, and companies in which SeABank holds a stake, whether directly or indirectly.
7. "**SeABank Management**" includes the Chairman and members of the Board of Directors, the General Director, and other managerial positions as defined by the BOD.
8. "**SeABank Executive Officers**" include the General Director, Deputy General Directors, Chief Accountant, Branch Directors, and other equivalent positions as stipulated in SeABank's Charter.
9. "**Subsidiary**" is a company that falls under one of the following categories:
 - a. SeABank or SeABank and related parties of SeABank own more than 50% of the charter capital or more than 50% of the voting shares of *the company*;
 - b. SeABank has the right to appoint the majority or all members of the BOD, Members' Council, or General Director (Director) of the company;
 - c. SeABank has the right to amend or supplement the charter of the company;
 - d. SeABank *or SeABank* and its related parties directly or indirectly control the passing of resolutions or decisions of the General Meeting of Shareholders, BOD, or Members' Council of the company.
10. "**Affiliate**" refers to a company in which SeABank or SeABank and its related parties own more than 11% of the charter capital or more than 11% of the voting shares, but it is not a subsidiary of SeABank.
11. "**Major Shareholder**" is a shareholder *holding 5% or more of SeABank's voting shares, including shares that the shareholder owns indirectly.*
12. "**Related Party**" *refers to individuals or organizations defined under Clause 24, Article 4 of the Law on Credit Institutions 2024 and other relevant legal provisions.*
13. "**SBV**" is understood as the State Bank of Vietnam.
14. "**Law on Credit Institutions 2024**" (or "**LCIs 2024**") *means the Law on Credit Institutions passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024.*
15. "**Law on Enterprises**" (or "**LOE 2020**") refers to the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements (if any).
16. "**SeABank's Charter**" (or "**Charter**") refers to *the Charter on the organization and operation of SeABank, approved by the General Meeting of Shareholders through written consultation on ... [day] ... [month], 2024, and any amendments or supplements as decided by the BOD from time to time (if any).*

Article 3. Structure of the Board of Directors (BOD)

1. The BOD is the *governing* body of SeABank, fully authorized to represent SeABank in deciding and executing SeABank's rights and obligations, except for matters that fall under the *functions, duties,* and authority of the General Assembly ("GA") or the Supervisory Board ("SB") of SeABank.
2. The term of office of the BOD Members is no longer than 5 years. The term of office of the BOD members coincides with the term of the BOD. *The term of a member who is added or replaced is the remaining term of the current BOD.* The outgoing BOD continues to operate until the new BOD takes over.
3. Composition of the BOD:

- a) The BOD of SeABank must have at least 5 members and no more than 11 members. *The number of BOD members for each term is decided by the GA when approved by shareholders representing more than 50% of the total voting shares of all shareholders attending the meeting.*
 - b) *The BOD must have at least 2 independent members, and 2/3 of the total members must be independent members or non-executive members of SeABank.*
 - c) *Individuals and their related parties, or representatives of capital contributions from a corporate shareholder and their related parties, may participate in the BOD, but the number of these representatives must not exceed 2 members of the BOD.*
 - d) The composition of the BOD ensures diversity in terms of *expertise, experience, age, gender, culture, viewpoints, and personal characteristics* to align with SeABank's practical needs and management requirements.
 - e) The Board of Directors (BOD) elects, dismisses, or removes the Chairman and Vice Chairman(s) from among its members. The election, dismissal, removal, appointment, replacement, and automatic disqualification of the Chairman, Vice Chairman(s), and BOD members must comply with applicable laws and SeABank's Charter. *If there are more than two Vice Chairmen, the BOD may elect a First Vice Chairman or a Standing Vice Chairman, as deemed necessary.*
4. *Criteria and conditions for the Chairman of the BOD, BOD members, and independent BOD members:*
- a) *The criteria and conditions for the Chairman of the BOD, BOD members, and independent BOD members elected or re-elected for a new term must comply with Article 67 of SeABank's Charter and relevant laws.*
 - b) *When considering and approving the list of candidates nominated by shareholders for BOD membership, the BOD may apply additional international governance standards and practices, considering the candidates' qualifications, commitment, and expected roles to ensure diversity and effectiveness within the BOD structure as prescribed in Clause 3 of this Article.*
 - c) *The current Chairman of the BOD, BOD members, and independent BOD members who do not meet the criteria or conditions specified in clause a of this Article are allowed to continue serving until the end of their term or the duration of their election.*
5. The Chairman of the BOD must be a Vietnamese citizen and reside in Vietnam during their term of office.
6. *Foreign shareholders (including overseas Vietnamese) participating in the BOD must meet the following conditions, unless otherwise decided by the GMS:*
- a) *The number of foreign BOD members must be proportional to the total capital contribution of all foreign shareholders at SeABank;*
 - b) *They are not permitted to hold the position of Chairman of the BOD at SeABank.*
7. The BOD establishes an assisting apparatus as stipulated in Article 31 of these Regulations to assist the BOD in performing one or more tasks and powers. *The functions, tasks, structure, and operational mechanism of the assisting apparatus are decided by the BOD.*

Article 4. Provisions on Succession, Selection, Nomination, and Election of BOD Members

1. *The Board of Directors (BOD) develops a succession plan for BOD members based on recommendations from the Chief Executive Officer (CEO) and/or the Human Resources Committee (HRC) to mitigate risks that may arise from BOD members resigning, automatically losing qualifications, being dismissed, or removed according to legal*

regulations and/or the Bank's Charter. Accordingly, the BOD may determine the number and list of potential candidates who meet the standards and conditions prescribed by law and SEABANK's regulations from the following sources for the positions of BOD member and Independent BOD member:

- a) *The Bank's Executive Management (including the Executive Board, Directors of Departments/Divisions/Units), and/or other managerial personnel who meet the applicable standards and conditions for BOD members, Independent BOD members, and have worked at the Bank for a minimum of 5 years; or*
 - b) *Through recommendations from BOD members, the CEO, and/or from other organizations providing professional human resource services.*
- 2.** *The incumbent BOD will present these candidates for shareholders or groups of shareholders to nominate, or for the BOD to nominate in cases where shareholders do not nominate the minimum number of BOD members as stipulated by law.*
- 3.** *Process for selection, nomination, and election of BOD members:*
- a) The BOD (1) notifies shareholders of the number of BOD members to be elected, the number of independent BOD members, and the conditions and standards required for the positions to be elected, so that shareholders can self-nominate or nominate candidates for these positions as prescribed by law and SeABank's Charter, and (2) provides guidelines on procedures, documentation, deadlines, and other relevant content for nomination and election. The number of candidates that groups of shareholders are entitled to nominate is determined in accordance with Clause 1, Article 73 of SeABank's Charter.
 - b) Based on the list of nominees or candidates from shareholders, the BOD assesses the conditions and standards; prepares and approves the list of prospective candidates.
 - c) In cases where shareholders do not nominate enough candidates for the BOD (including independent members), or if candidates do not meet the required conditions and standards, the BOD has the right to nominate additional or replacement candidates who meet the conditions or to organize a nomination process for the remaining candidates following the procedures and conditions set by the BOD.
 - d) For candidates not meeting the required standards or conditions, the BOD shall clearly inform the candidates and the nominating shareholders or groups of shareholders of the reasons.
 - e) The BOD is responsible for preparing and submitting the necessary documentation to the State Bank of Vietnam (SBV) for approval of the list of candidates, as required by law .
 - f) Elected BOD members must be selected from the list approved by the SBV. The election must be completed within 6 months from the date the SBV issues its approval .
 - g) *The results of the BOD member election must be reported to the SBV within 10 days from the date of the election and disclosed in accordance with regulations.*
- 4.** **Method of electing BOD members:** The election of BOD members must be conducted using a cumulative voting system. Accordingly, each shareholder has a total number of votes corresponding to their total shares owned multiplied by the number of BOD members to be elected, and the shareholder can allocate all or part of their votes to one or more candidates. The elected BOD members will be determined based on the number of votes received from highest to lowest until the required number of BOD members is met. In cases where two or more candidates receive the same number of votes for the final BOD position, a re-election will be held among the candidates with the same number of votes, or selection will follow criteria set forth in the election rules or SeABank's Charter.
- 5.** The GMS conducts the election, dismissal, removal, additional election, or replacement of BOD members using the cumulative voting method at the meeting in accordance with the

standards and conditions prescribed by law, the Charter, these Regulations, and the election rules of the meeting.

6. *SeABank will organize additional elections for BOD members to ensure the required number of members within 90 days from the date when the BOD has fewer members than the minimum number stipulated in Clause 3, Article 3 of these Regulations.*

Article 5. Operating Principles of the Board of Directors (BOD)

1. The BOD operates on a collective basis, combined with the management, assignment, and coordination of the Chairman of the BOD and *the Standing Vice Chairman of the BOD, depending on the BOD's work allocation and delegation of authority.*
2. BOD members are individually responsible for their assigned tasks and jointly accountable to the General Meeting of Shareholders and before the law for the resolutions and decisions *passed* by the BOD.
3. Resolutions and decisions of the BOD take effect from the date of approval or the effective date specified in the resolution or decision, and they are binding on all units and individuals throughout the SeABank system.
4. The BOD assigns responsibilities, delegates authority, and/or authorizes members of the Executive Board to organize and implement the BOD's resolutions and decisions.
5. All activities of the BOD, its members, and the BOD's assisting apparatus must ensure compliance with the law, SeABank's Charter, and safeguard the interests of SeABank.

CHAPTER II

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Article 6. Duties and Powers of the BOD¹

1. Manage SeABank in accordance with the law, SeABank's Charter, *and other internal regulations, ensuring the Bank's direction, control, and operations meet the rights, interests, and obligations of stakeholders and align with the Bank's development strategy.*
2. Be accountable to the law, shareholders, and the General Meeting of Shareholders (GMS) for the performance of assigned duties, powers, and the Bank's activities.
3. Decide on the establishment of branches, representative offices, and subsidiaries of SeABank domestically and abroad.
4. Decide on SeABank's medium-term strategy and annual business plan.
5. Appoint, dismiss, discipline, suspend, and decide the salary, *bonuses*, and other benefits for the General Director, Deputy General Directors, and other executive positions per internal regulations.
6. Approve capital contributions, purchases, and *sales* of SeABank's shares or *capital contributions* in enterprises and other credit institutions, *provided the value is less than 20%* of SeABank's charter capital, and appoint SeABank's representatives at such enterprises, determining their compensation and other benefits.
7. Approve investment, purchase, and sale of fixed assets *where the projected value or book value (for sales) is 10% or more* of SeABank's charter capital, except for transactions under the authority of the GA.

¹ Điều 70 Luật các TCTD 2024; Điều 153 Luật Doanh nghiệp 2020, Điều 278 Nghị định số 155/2020/NĐ-CP; Điều 51 Điều lệ SeABank.

8. Decide on credit extensions in special cases to fulfill socio-economic tasks as directed by the Prime Minister and the law, except for transactions under the authority of the GMS as per *Clause 7, Article 136 of the Law on Credit Institutions 2024 and subsequent amendments*.
9. Approve contracts and transactions with a value below 20% of SeABank's charter capital between SeABank and:
 - a) SeABank's subsidiaries or affiliates;
 - b) BOD members, Supervisory Board members, the General Director, major shareholders, or their related parties.
10. *Approve transactions involving the purchase, sale, borrowing, lending, pledging, or mortgaging of assets valued at 35% or more of SeABank's total assets as recorded in the latest financial statements, except for cases where the Charter specifies different rates or values and transactions under the authority of the GA.*
11. *Approve contracts or transactions with a value of 10% or more of SeABank's charter capital, except those under the authority of the GA.*
12. Decide on market development, marketing, and technology transfer strategies.
13. Review and approve SeABank's annual report.
14. Decide on the issuance of new shares and other capital mobilization methods.
15. Decide on the offering price of SeABank's shares and convertible bonds.
16. Decide on the repurchase of SeABank shares *as per the approved plan*.
17. Recommend profit distribution plans, dividend rates, and decide on dividend payout schedules or the treatment of business losses.
18. Allocate and use reserves and distribute dividends as decided by the GA.
19. Promptly notify the State Bank of Vietnam (SBV) of any adverse information affecting the eligibility of BOD members, Supervisory Board members, or the General Director.
20. Appoint and remove individuals with the authority to act as SeABank's legal or commercial representatives.
21. Propose plans for the reorganization, dissolution, or bankruptcy of SeABank.
22. Perform the duties and powers of an owner at subsidiaries and affiliates established or invested in by SeABank.
23. Handle matters related to the GA, including:
 - a) Preparing content and related documents *to be submitted to the General Meeting of Shareholders for decisions and approval on matters within the duties and authority of the General Meeting of Shareholders as stipulated in Clause 1, Article 38 of the Bank's Charter and legal regulations, except for matters within the functions and duties of the Supervisory Board.*
 - b) Approving the agenda, materials, and procedures for GMS meetings, *including voting methods.*
 - c) Convening the GMS or collecting written shareholder opinions to pass resolutions and decisions.
 - d) *Implementing* and supervising the implementation of GMS resolutions and decisions.
 - e) Performing other tasks or transactions as delegated or authorized by the GMS.
24. Handle matters related to the operation of the BOD, including:

- a) Approving the BOD's agenda and activity plan;
 - b) *Implementing* and supervising the implementation of BOD resolutions and decisions.
25. Handle matters related to the Executive Board, including:
- a) Approving the annual business plan proposed by the General Director;
 - b) Monitoring and directing the Board of Management's performance of its duties as stipulated by law and as delegated;
 - c) Annually evaluating the Board of Management's performance;
 - d) Exercising senior management oversight of the Board of Management in compliance with SeABank's internal control systems and relevant laws.
26. Issue SeABank's internal documents and regulations:
- a) Issue internal regulations related to SeABank's organization, governance, and operations in compliance with the Charter and relevant laws, except for matters under the authority of the GMS or the Supervisory Board.
 - b) Develop and propose the BOD's activity regulations and internal corporate governance regulations for GMS approval before issuance.
 - c) Decide on risk management policies and supervise the implementation of risk prevention measures.
 - d) Issue other internal regulations within the BOD's authority as stipulated by SeABank and relevant laws from time to time.
27. Perform other duties and powers beyond the GMS's authority, or as delegated and authorized by the GMS, the Charter, or the law.

CHAPTER III

CRITERIA AND CONDITIONS FOR ELECTION, APPOINTMENT, AND DISMISSAL OF BOD MEMBERS

Article 7. Criteria and Conditions for BOD Members

The criteria and conditions for BOD members are implemented in accordance with Clause 1, Article 67 of SeABank's Charter.

Article 8. Criteria and Conditions for Independent BOD Members

The criteria and conditions for independent BOD members are implemented in accordance with Clause 2, Article 67 of SeABank's Charter.

Article 9. Cases of Ineligibility for Office

Cases in which individuals are ineligible for office are implemented in accordance with Article 71 of SeABank's Charter.

Article 10. Cases of Ineligibility to Hold Concurrent Positions

Cases in which individuals are ineligible to hold concurrent positions are implemented in accordance with Article 72 of SeABank's Charter.

Article 11. Automatic Disqualification, Dismissal, and Removal of BOD Members

1. Automatic disqualification of BOD members is implemented in accordance with Article 75 of SeABank's Charter.

2. Dismissal and removal of BOD members are implemented in accordance with Article 76 of SeABank's Charter.

Article 12. Replacement and Addition of BOD Members

1. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to carry out the rights and responsibilities of the Chairman of the Board of Directors, in accordance with SeABank's regulations from time to time. If no one is authorized or in cases where the Chairman of the Board of Directors passes away, is missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory educational institution, has fled his/her residence, is restricted or has lost civil capacity, has difficulty in perception and behavior control, or is prohibited by the court from holding a position, practicing a profession, or performing certain tasks, the remaining members shall elect one of the members to temporarily hold the position of Chairman of the Board of Directors based on the majority principle until a new decision is made by the Board of Directors.
2. If the Chairman of the BOD is automatically disqualified, the First Vice Chairman, the Standing Vice Chairman, or one of the Vice Chairmen (if neither exists) will temporarily manage the BOD's affairs. Within 10 days from the date the Chairman is disqualified, the BOD must organize a meeting to elect a new Chairman from among the Vice Chairmen or BOD members (who meet the current legal standards and conditions).
3. If the Chairman or Vice Chairman wishes to resign, they must submit a resignation letter to the BOD. The BOD must organize a meeting within 10 days of receiving the resignation to make a decision and carry out the dismissal, removal, and election of a new Chairman or Vice Chairman in accordance with current regulations.
4. A BOD member who wishes to resign must submit a written resignation to the BOD to be presented to the General Meeting of Shareholders for approval.
5. In other cases, the next General Meeting of Shareholders will elect a new BOD member to replace the dismissed or removed member or to fill any vacant positions.
6. Individuals elected to the positions of Chairman, Vice Chairman, or BOD member are responsible for immediately assuming the duties of their elected position. The outgoing Chairman, Vice Chairman, and BOD members must hand over their duties to the newly elected individuals and remain personally responsible for decisions made during their term.

CHAPTER IV**MEMBERS OF THE BOARD OF DIRECTORS****Article 13. Duties and Powers of the Chairman of the BOD**

The Chairman of the BOD is the legal representative of SeABank, unless otherwise decided by the GMS or the BOD. The Chairman has the following duties and powers:

1. Prepare the *work program* and *activity plan of the BOD for submission* to the BOD for approval; be responsible for performing their rights and duties.
2. On behalf of the BOD, *sign documents within the BOD's authority*.
3. Assign specific tasks to each BOD member in managing the Bank and supervise BOD members in performing their assigned *rights, duties, and the tasks assigned and delegated in terms of authority*.

4. *Direct* the preparation of the content, agenda, and materials for meetings; convene, preside over, and chair BOD meetings to discuss and vote on issues within the BOD's duties and powers.
5. Organize the adoption of resolutions and decisions of the Board of Directors and *supervise, or organize the supervision of, the implementation of* the resolutions and decisions of the Board of Directors.
6. *Preside* over the GMS meetings.
7. Ensure that BOD members receive complete, objective, and accurate information and have sufficient time to discuss matters that the BOD must consider.
8. Authorize one of the Vice Chairmen and/or members of the Board of Directors to carry out their duties during periods of absence and/or *inability to perform tasks or participate in handling matters at the Bank.*
9. The Chairman of the Board of Directors, *as the legal representative of the Bank*, may authorize another person in writing to *perform the tasks of the legal representative in accordance with the law and SeABank's regulations from time to time.*
10. Conduct *an annual* performance evaluation of each member of the Board of Directors, the Committees/Councils/Subcommittees under the Board of Directors, and report the evaluation results to the General Meeting of Shareholders;
11. Perform other rights and duties in accordance with the law and the Charter of SeABank..

Article 14. Duties and Powers of the Vice Chairman of the BOD

1. Perform tasks and exercise authority in accordance with legal regulations, the Bank's regulations, *or tasks assigned and/or delegated in terms of authority, or/and job assignments.*
2. *On behalf of the Board of Directors, sign documents under the authority of the Board of Directors as assigned and/or delegated in terms of authority, or/and authorized.*
3. Based on written authorization from the Chairman of the Board of Directors, act on behalf of the Chairman to handle matters under the Chairman's authority in the event of the Chairman's absence..

Article 15. Rights and Obligations of BOD Members and Independent BOD Members

1. Rights and Obligations of BOD Members:
 - a. Perform the rights and duties of a BOD member in compliance with the law, internal regulations, or assignments in an honest and prudent manner, in the interest of SeABank and shareholders, and be responsible for the performance of their duties.
 - b. Review *financial statements* audited by independent auditors, express opinions, or request explanations from executives, auditors, and internal auditors on relevant matters.
 - c. Request the Chairman to convene an extraordinary BOD meeting as needed.
 - d. Attend all meetings of the Board of Directors; discuss and vote on matters within the duties and authority of the Board of Directors in accordance with the Bank's Charter and related internal regulations. Take personal responsibility before the law, the General Meeting of Shareholders, and the Board of Directors for their opinions. *In cases where the voting content involves a conflict of interest or is related to the interests of any member, that member shall not participate in the voting.*
 - e. *Only authorize another member of the Board of Directors to perform the rights and duties of the Chairman of the Board of Directors during periods of absence and/or inability to*

- perform duties, except for matters stipulated in Clauses 1, 5, 6, 7, 9, 10, 11, 13, 15, 16, and 22 of Article 51 of SeABank's Charter.*
- f. Participate in Committees/Subcommittees/Councils, etc., as assigned and tasked by the Board of Directors.*
 - g. Implement the resolutions and decisions of the GMS and the BOD.*
 - h. Provide explanations to the GMS and BOD on task performance when requested.*
 - i. Elect, dismiss, and remove the Chairman and Vice Chairman of the BOD.*
 - j. Analyze and evaluate SeABank's performance and contribute to shaping its business strategy.*
 - k. Report all remuneration received from subsidiaries, affiliates, and other organizations to the BOD.*
 - l. Notify the State Securities Commission and Stock Exchange when conducting transactions involving SeABank shares as required by law.*
 - m. Promptly, fully, and accurately inform SeABank of any conflicts of interest involving other organizations or transactions that may conflict with SeABank's interests. Such opportunities can only be pursued after BOD approval.*
 - n. Must not compete unlawfully with SeABank or allow third parties to harm SeABank's interests.*
 - o. Must not facilitate favorable loan conditions or banking services for themselves or their related parties beyond SeABank's general policies.*
 - p. Must not increase remuneration or request bonuses when SeABank suffers a loss.*
 - q. Be loyal to SeABank and its shareholders, refrain from using SeABank's information, business opportunities, or abusing their position for personal gain or for third-party benefit at the expense of SeABank's interests.*
 - r. Perform other rights and duties as stipulated by law and SeABank's Charter.*
2. Rights and Obligations of Independent BOD Members:
- a. Prepare evaluation reports on the BOD's activities as required by securities laws.
 - b. *Participate in Committees/Subcommittees/Councils as assigned by the BOD.*
 - c. Perform tasks assigned by the Chairman and other rights and duties of a BOD member as stipulated by law and SeABank's Charter.

CHAPTER V

BOARD OF DIRECTOR MEETINGS

AND SOLICITING BOD MEMBERS' OPINIONS IN WRITING

Article 16. Regulations on the First Meeting of the BOD

The first meeting of the BOD for a new term, to elect the Chairman and make other decisions within its authority, must be held within seven (7) working days from the conclusion of the BOD election for that term. This meeting is convened and presided over by the member who received the highest number or percentage of votes. In case of multiple members receiving the same highest number or percentage of votes, the members will elect one of them by majority to convene the BOD meeting.

Article 17. BOD Meetings

1. Regular meetings: The BOD shall hold regular meetings at least once every quarter.
2. Extraordinary meetings: The BOD's extraordinary meetings are convened by the Chairman of the BOD if deemed necessary or upon the request of:
 - a. At least two BOD members;
 - b. The Supervisory Board or an independent BOD member;
 - c. The General Director or at least five (5) other managerial positions;
 - d. Other cases as stipulated in SeABank's Charter.

Requests for a *BOD meeting* must be made in writing, clearly stating the purpose, issues to be discussed, and decisions to be made within the BOD's authority. The person authorized to convene the BOD meeting has the right to decline the request if the issue is not within the BOD's authority.

3. Within seven (7) working days from receiving a written request for an *extraordinary BOD meeting* as per Clause 2 of this Article, the Chairman or an authorized BOD member must convene and hold the meeting. If the Chairman or the authorized person fails to convene the meeting, they will be responsible for any damages incurred by the bank, unless due to force majeure. In such cases, the person requesting the meeting may convene the extraordinary BOD meeting, and the attending BOD members will vote to elect a chairperson for the meeting.

Article 18. Meeting Location

BOD meetings will be held at SeABank's headquarters or another location as decided by the Chairman of the BOD.

Article 19. Notice and Agenda of the Meeting

1. The Chairman of the BOD or the person convening the meeting must send the meeting notice no later than five (5) working days before the scheduled date of the meeting. The BOD meeting notice must be in writing, in Vietnamese, and may include a foreign language version if needed. The notice must specify the meeting agenda, time, location, issues for discussion, and decisions to be made. Necessary documents related to the issues to be discussed and voted on at the BOD meeting, along with voting forms, must accompany the notice.
2. The BOD meeting notice may be sent via invitation *letter and/or phone, and/or email, and/or electronic means*, ensuring it reaches all BOD members.
3. For urgent meetings to address critical issues, the notice period and method will be determined by the Chairman of the BOD.
4. *The Chairman of the BOD or the person convening the meeting must send the meeting notice and accompanying documents to the Supervisory Board members in the same manner as to BOD members. Supervisory Board members have the right to attend BOD meetings, participate in discussions but not vote. Members of the Executive Board, managers, executives, or other experts may attend BOD meetings at the invitation of the Chairman of the BOD.*

Article 20. Conditions for Holding BOD Meetings

1. The BOD shall convene for the first time with the presence of at least 3/4 of the total BOD members, either in person or by proxy. If the meeting does not meet this quorum, it can be reconvened within 7 days from the scheduled date of the first meeting, unless the Charter specifies a shorter time frame. In this case, the meeting is valid if more than 1/2 of the BOD members attend.
2. In cases where a member cannot attend the meeting in person, he/she may authorize another BOD member to vote on his/her behalf or submit his/her vote in writing. If voting in writing, the ballot must be sealed in an envelope and submitted to the meeting chair at least one hour before the meeting begins. The ballot will only be opened in the presence of all attending members.
3. A BOD member is considered to attend and vote at the meeting if they.
 - a) Attend and vote directly at the meeting.
 - b) *Authorize another BOD member to attend and vote on his/her behalf, in accordance with SeABank's Charter and internal regulations, except in cases specified in Point e, Clause 5, Article 52 of the Bank's Charter;*
 - c) Attend and vote through online meetings, electronic voting, or other electronic means as determined by SeABank;
 - d) Votes may be submitted via mail or email. *In the case of mailed votes, the ballots must be sealed and submitted to the Chairman of the Board at least one hour prior to the commencement of the meeting. The ballots shall be opened only in the presence of all meeting attendees to ensure transparency.*

Article 21. Voting and Adoption of Agenda at BOD Meetings

1. Each BOD member present at the meeting shall have a vote. If a member cannot attend, he/she may authorize another member to vote on his/her behalf as per the Bank's Charter and internal regulations or submit a written vote as per Clause 4, Article 20 of these Regulations.
2. *BOD resolutions shall be adopted by a majority of the votes cast by attending members, including votes cast in writing and by proxy. In case of a tie, the Chairman's vote or that of the authorized chairperson (if the Chairman is absent) will decide.*
3. BOD members with an interest in the matter being decided cannot vote on that matter, nor will they be counted toward the quorum, and they cannot receive a proxy from other members for voting on that matter.
4. If any doubt arises regarding a member's interest in a matter or voting rights at a meeting and is not voluntarily resolved by the member waiving their voting rights, the matter shall be referred to the chairperson. The chairperson's decision shall be final, unless the member's interest remains unclear.
5. Any BOD member with a material interest in a contract or transaction mentioned in Clause 1, Article 167 of the Law on Enterprises 2020 is considered to have a material interest in that contract or transaction.

Article 22. Declaration of Interests

A member of the Board of Directors, if aware of a direct or indirect interest in a contract, agreement, or a proposed contract or agreement with SeABank, must disclose the nature of the related interest at the Board of Directors meeting, where the Board will consider whether to enter into such contracts or agreements. If the member becomes aware of his/ her interest later or in any other case, he/she must notify at the first Board of Directors meeting after he/she become aware of the related interest.

Article 23. Solicitation of Written Opinions from BOD Members

1. The BOD Chairman decides when to seek BOD members' opinions in writing.
2. *The BOD Office* prepares the opinion forms and related documents. The forms and documents must be sent by mail, email, or *other electronic means* to ensure they reach all BOD members.
3. A decision made via written opinions is considered equivalent to one made at a regularly convened BOD meeting if:
 - a. *A majority of BOD members must vote in favor of the matter under consideration. In the event of a tie, the Chairman of the Board of Directors shall make the final decision, or in the Chairman's absence, the authority shall rest with the designated BOD member authorized to chair the meeting.*
 - b. The number of BOD members participating in the vote must satisfy the quorum requirements as stipulated for a regularly convened BOD meeting.
4. The opinion form must include:
 - a. Name, head office address, number and date of issuance of the establishment and operation license, *and business registration certificate of SeABank (if applicable)*;
 - b. Purpose of soliciting opinions;
 - c. Full name and position of the BOD member;
 - d. Issues for which opinions are sought;
 - e. Voting options: Approve, Disapprove, or Abstain from resolution;
 - f. Deadline for submitting the completed form to SeABank;
 - g. Full name and signature of the BOD Chairman.
5. Method of sending the Opinion Form: The Chairman of the Board of Directors/Standing Vice Chairman of the Board of Directors shall consider and decide to send the Opinion Form directly to the contact address and/or via the email registered with SeABank by the Board members.
6. Voting methods of the Board of Directors' members:
 - a. In cases where the Opinion Form is sent directly to the contact address of the Board of Directors' members: The members of the Board of Directors shall vote by signing the Opinion Form and returning it to the Office of the Board of Directors within the prescribed deadline. If the deadline for returning the Opinion Form passes, it will be considered as the member having no opinion.
 - b. In cases where the Opinion Form is sent via email or other electronic means, BOD members shall vote directly through these channels. Votes sent from the member's official email or electronic account will be considered valid. Such votes hold the same legal effect as a written vote with the member's signature.
7. Vote counting and issuance of Resolutions:
 - a. The Office of the Board of Directors shall conduct the vote counting, prepare the minutes, and carry out the procedures for issuing the Resolution (i) immediately after receiving all voting ballots from the members of the Board of Directors sent to the address of the Office of the Board of Directors or via the Office's email or other electronic means (if any); (ii) or after the end of the prescribed voting period.
 - b. The Office of the Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of at least one independent member of the Board

of Directors (or two members of the Board of Directors) and a member of the Supervisory Board. The vote counting minutes must include the following main contents:

- Name, head office address, number and date of issuance of the establishment and operation license, and business registration certificate of SeABank (if applicable).
 - Purpose and issues to be voted on.
 - Total number of ballots sent out, total number of ballots returned, number of valid ballots, number of invalid ballots. The minutes must include an annex listing the members of the Board of Directors who participated in the voting.
 - Total number of votes in favor, against, and abstentions for each issue.
 - Full name and signature of the person in charge of vote counting and the supervisor (if any).
8. *The Office of the Board of Directors* involved in collecting the written opinions of the Board of Directors' members and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; they shall also be jointly liable for any damages arising from decisions approved based on dishonest or inaccurate vote counting.
9. The vote counting minutes, along with the Resolution and Decision of the Board of Directors, based on the vote counting results, must be sent to the Board members within 15 days from the end of the vote counting.
10. The Opinion Form/emails/*electronic ballots* that were answered, the vote counting minutes, the full text of the approved resolution, and the documents attached to the Opinion Forms must all be kept at SeABank's head office.
11. Decisions/Resolutions of the Board of Directors approved by collecting written opinions of the members (directly and/or via email *and/or other electronic means*) shall have the same validity as those approved at a Board of Directors meeting.

Article 24. BOD Meeting Minutes

1. All BOD meetings must be recorded in minutes, and may also be recorded through audio or other electronic means. The minutes must be prepared in Vietnamese and may be prepared in another language if necessary, both of which will have equal legal validity. In case of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
2. The chairperson, the minute-taker, and those who sign the minutes are jointly responsible for the accuracy and honesty of the BOD meeting minutes. The chairperson of the BOD meeting is responsible for preparing and sending the meeting minutes to BOD members, and these minutes will be considered conclusive evidence of the proceedings, unless there are complaints about the minutes within 10 days of the date they are sent.
3. The meeting minutes must include the following key contents:
 - a. Name, address of the headquarters, and business registration number of SeABank.
 - b. Date, time, and location of the meeting.
 - c. Purpose, agenda, and content of the meeting.
 - d. Names of members attending or authorized to attend and the method of participation; names of members absent and the reason for their absence.
 - e. Issues discussed and voted on at the meeting.
 - f. A summary of the opinions expressed by each member according to the order of the meeting.

- g. The voting results, specifying the members who agreed, disagreed, or abstained.
 - h. The matters passed and the corresponding voting percentages.
 - i. Names and signatures of the chairperson, attending BOD members, and the minute-taker, unless otherwise stipulated in Clause 4 of this Article.
4. If the chairperson or the minute-taker refuses to sign the minutes, but all other attending BOD members agree and sign the minutes, which contain all the required elements as stipulated in Points a to h of Clause 3 of this Article, the minutes are still valid. The minutes should note that the chairperson or the minute-taker refused to sign. The signatories of the minutes bear joint responsibility for the accuracy and honesty of the minutes. The chairperson and the minute-taker bear personal responsibility for any damages to SeABank due to their refusal to sign, as stipulated in the Charter and relevant laws.
 5. BOD meeting minutes and materials used in the meeting must be kept at SeABank's headquarters.

Article 25. Attendees of BOD Meetings

1. The Head of the Supervisory Board is a regular attendee of BOD meetings. The General Director and other managers or experts may be invited to attend BOD meetings and may express opinions but are not entitled to vote.
2. Guests or related individuals may only attend BOD meetings with written consent or an invitation from the BOD Chairman.

Article 26. BOD Meetings via Online Platforms

1. BOD members may participate and vote in meetings via online platforms or similar methods, provided that:
 - (i) Each member can hear the other participating BOD members; and
 - (ii) Each member can express their opinions to the other members.
2. BOD members attending such a meeting are considered present. The location of the online meeting is the location where the chairperson is present or the location where the largest number of BOD members are gathered.
3. *Resolutions/decisions made by the BOD in such meetings take effect immediately after the meeting concludes. The minutes of the BOD meeting will then be completed in accordance with Clause 3, Article 23 of these Regulations.*

Article 27. Validity of BOD Resolutions and Decisions

1. Unless otherwise stipulated in SeABank's Charter, BOD resolutions and decisions take effect from the date of approval or from the effective date specified in the resolution or decision.
2. In cases where shareholders, a group of shareholders, or a BOD member requests or initiates a lawsuit against a resolution or decision, the contested resolution or decision remains in effect until a court or arbitration decision is made.

CHAPTER VI**RELATIONSHIPS OF THE BOARD OF DIRECTORS****Article 28. Relationship Among BOD Members**

1. The relationship between BOD members is one of coordination. BOD members are responsible for informing each other about related issues during the execution of *assigned tasks or in relation to delegated responsibilities and authority*.
2. When handling tasks, the BOD member primarily responsible must proactively coordinate with others if the task involves areas overseen by other BOD members. If there are differing

opinions among the members, the responsible member must report to the Chairman *or the Standing Vice Chairman* for consideration and decision within their authority, or for organizing a meeting or soliciting opinions from BOD members as per the law, Charter, and these Regulations.

3. In cases of reassignment among BOD members, the members involved must hand over relevant tasks, records, and documents. This handover must be documented in writing and reported to the Chairman/*Standing Vice Chairman of the BOD*.

Article 29. Relationship with the Board of Management

As the governing body, the BOD issues resolutions/decisions for the General Director and the executive team to implement. Simultaneously, the BOD monitors and supervises the implementation of these resolutions/decisions.

Article 30. Relationship with the Supervisory Board

1. The relationship between the BOD and the Supervisory Board is one of coordination. The working relationship between the BOD and the Supervisory Board is based on equality and independence, while ensuring close coordination and mutual support in the performance of duties.
2. Upon receiving inspection reports or summary reports from the Supervisory Board, the BOD is responsible for reviewing and *directing the Board of Management* to promptly develop plans and implement corrective measures.

CHAPTER VII

OTHER PROVISIONS

Article 31. Supporting Apparatus of the BOD

1. The BOD will utilize SeABank's supporting apparatus and seal to carry out its duties and powers.
2. The BOD will have dedicated specialists/*assistants* and will specify the number and responsibilities of each specialist/assistant.
3. The BOD must appoint at least one (1) person as the Corporate Governance Officer to support effective governance. The Corporate Governance Officer must meet the required standards and conditions and have the rights and obligations as prescribed by law and SeABank's regulations. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with the Law on Enterprises 2020.
4. The BOD must establish Committees to assist in fulfilling its duties and powers, including at least two Committees: the Personnel Committee and the Risk Management Committee. The BOD will regulate the establishment, dissolution, duties, powers, and operational mechanisms of these Committees and/or other subordinate entities, ensuring compliance with current laws and SeABank's regulations.
5. *The BOD may establish an Audit Committee as a specialized body under the BOD. The Audit Committee must have at least two (2) members, with other members potentially being non-executive BOD members.*
6. *The BOD may establish an Environmental, Social, and Governance (ESG) Committee as a specialized body under the BOD to advise and assist in the development and implementation of SeABank's ESG strategy.*

Article 32. Annual Reports

1. At the end of the financial year, the BOD must present the following reports to the General Meeting of Shareholders:

- a. SeABank's business performance report;
 - b. Financial statements;
 - c. A report on management and operations;
 - d. The Supervisory Board's assessment report.
 - e. The reports specified in Points a, b, and c of Clause 1 must be submitted to the Supervisory Board for review at least 30 days before the Annual General Meeting of Shareholders, unless otherwise stipulated in the Charter.
2. The reports specified in Clauses 1 and 2, along with the audit report, must be kept at SeABank's headquarters no later than 10 days before the Annual General Meeting of Shareholders, unless the Charter specifies a longer period.

Article 33. Remuneration and Operating Expenses

The Chairman, Vice Chairman, and other BOD members are entitled to remuneration, salaries, bonuses, and other benefits, and necessary and reasonable expenses during the performance of their duties, as determined by the BOD in compliance with applicable laws.

Article 34. BOD Information and Reporting Regime

1. The BOD Office is the designated recipient of information, reports, and correspondence for the BOD, *except for those addressed to specific individual members.*
2. The General Director or an authorized Deputy General Director is responsible for sending reports to the BOD regarding SeABank's operations as required by the BOD's governance duties. The BOD Office must ensure necessary information is distributed to all BOD members upon request.
3. BOD members have the right to request information and documents from the General Director, Deputy General Directors, and heads of units about SeABank's financial status and business operations, as well as the performance of individual units.
4. All official reports from SeABank to the BOD must be signed and clearly state the name of the responsible person and must be stored as confidential documents of SeABank.
5. All documents sent by the General Director to government authorities or public media, in compliance with legal requests, must also be sent to the BOD Chairman/*Vice Chairman* for reporting purposes.
6. BOD members and the BOD Office must comply with State and SeABank regulations on information security and document storage.

Article 35. Effectiveness

1. These Regulations take effect from the date of approval by the General Meeting of Shareholders and replace the Regulations on the Organization and Operation of the BOD of SeABank issued.
2. *In cases where SeABank's BOD does not meet the requirements stipulated in Clauses 3 and 10 of Article 3 of these Regulations, it will continue to operate until the end of its term.*
3. *Managers of SeABank who were elected or appointed before these Regulations take effect, but do not meet the requirements in Articles 6, 7, 8, and 9, will continue in their roles until the end of their term or appointment.*
4. If there are changes to the legal documents mentioned in these Regulations, the new provisions will automatically apply.

5. The Chairman of the BOD of SeABank is responsible for guiding and detailing the contents of these Regulations to ensure compliance with the law, SeABank's Charter, and these Regulations.
6. BOD members, the Executive Board, Directors of Departments/Divisions, Heads of Departments at Headquarters, and Branch Directors, as well as relevant individuals and units at SeABank, are responsible for implementing these Regulations.

CHAIRMAN OF THE BOARD OF DIRECTORS

Recipients:

- Supervisory Board;
- As per Clause 6, Article 35 (for implementation)
- BOD Office (for record-keeping).

LÊ VĂN TÀN

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 BOS 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 chapter, 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 BOS 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.*
2. 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

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.

Supervisory Board, and review internal regulations of the Supervisory Board and those of the credit institution on accounting and report every year.

3. 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*.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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
11. 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

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

the same time request the violators to stop the violations and have solutions to remedy the consequences (if any).¹⁴

12. 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.
13. 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.
14. The Chairman of the Board of Directors is requested to convene a meeting of the Board of Directors.
15. Attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Bank.
16. Ensure coordination of activities with the Board of Directors, General Director and shareholders.
17. 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.
18. 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.
19. 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.
20. Promptly report to the State Bank on violations against regulations in Clauses 14, 16 and 22 of this Article and those on holdings of shares/stakes and related persons according to the Law on Credit Institutions No. 32/2024/QH15.
21. 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;
 - 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.

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.

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 S 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 BOS'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 BOS 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

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:

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

- 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, CEO and other executives.
8. Results of the assessment of the coordination of activities between the BOS, 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

¹⁷Article 172 of the Law on Enterprises 2020

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 BOS and the results of monitoring the Bank's activities in accordance with the provisions of law and regulations of SeABank in each period ¹⁸.
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 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 BOS 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

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.

- 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 BOS '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.
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;

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

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

- 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

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 shall take effect from the date it is approved by the General Meeting of Shareholders, as recorded in the Minutes of vote counting on written opinion collection dated [] / [] / 2024, and shall replace any previously issued regulations or rules.*
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.*

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

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)

**INTERNAL CORPORATE GOVERNANCE REGULATIONS
OF SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK**

*The amended and supplemented
content is italicized*

**BOARD OF DIRECTORS OF
SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK**

- Pursuant to the Law on Enterprises 2020 and its guiding documents;
- Pursuant to the Law on Credit Institutions 2024 and its guiding documents;
- Pursuant to the Law on Securities 2019 and its guiding documents;
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities and its guiding documents;*
- Pursuant to the Charter on organization and operation of Southeast Asia Commercial Joint Stock Bank;
- *Pursuant to the minutes of vote counting for the collection of shareholders' opinions in writing on the amendment and supplementation of certain articles of the Internal Regulation on Governance of Southeast Asia Commercial Joint Stock Bank, dated ... month ... year 2024;*
- Considering the actual situation,

The Internal Corporate Governance Regulations of Southeast Asia Commercial Joint Stock Bank is issued as follows:

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Purpose of Issuance and Scope of Regulation

1. Scope of Regulation: The Internal Corporate Governance Regulations of Southeast Asia Commercial Joint Stock Bank (“SeABank”) stipulates the roles, rights, and obligations of the General Meeting of Shareholders (“GMS”), the Board of Directors (“BOD”), the Supervisory Board (“SB”), the Board of Managers (“BOM”); the procedures for convening the GMS; the nomination, candidacy, election, dismissal, and removal, *evaluation of performance, and succession* planning for members of the BOD, SB, and BOM; and other activities as prescribed in the Charter of SeABank and current legal regulations.
2. Applicable Subjects: This regulation applies to members of the BOD, SB, BGD, and related parties.

Article 2. Basic Principles of Corporate Governance¹

This Regulation is built on the basis of the following basic corporate governance principles:

1. Ensuring a reasonable and efficient governance *framework and organizational management structure of the Bank*, in compliance with relevant legal regulations, the Charter of SeABank, and aiming towards *domestic and international* standards and *best practices in corporate governance*;

¹ Article 40 of the Law on Securities 2019.

2. *Ensuring corporate governance is strategic, comprehensive, systematic, controllable and consistent with the actual situation and sustainable development orientation of the industry and SeABank in each period;*
3. Ensuring the operational efficiency of the Board of Directors, Board of Supervisors, Board of Managers; enhancing the responsibility of the Board of Directors towards the Bank and shareholders;
4. Ensuring the rights of shareholders, equal treatment among shareholders;
5. Respecting and ensuring the rights and legitimate interests of stakeholders in the corporate governance of the Bank;
6. Disclose information promptly, fully, accurately and transparently about the Bank's operations; ensure shareholders have fair access to information;
7. Ensure the role of investors, the stock market and intermediary organizations in supporting the Bank's corporate governance activities.

Article 3. Corporate Governance Framework and Organizational Management Structure of SeABank

Corporate Governance Framework *and Management Structure* SeABank including:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. General Director and the supporting apparatus of the General Director (hereinafter collectively referred to as the “Executive Board”).

Article 4. Interpretation of Terms and Abbreviations

1. SSC: State Securities Commission;
2. SeABank: Southeast Asia Commercial Joint Stock Bank;
3. GMS: General Meeting of Shareholders;
4. BOD: Board of Directors;
5. SB: Supervisory Board;
6. GD: General Director;
7. **“Charter of SeABank” (or Charter)** shall be understood as the Charter on organization and operation of SeABank, *approved according to the minutes of vote counting for the collection of shareholders' opinions in writing dated ... month ... year 2024*, and any amendments, supplements, or replacements (if any) of this Charter.
8. Terms or phrases defined in the Charter of SeABank shall have the same meanings in this Regulation.

CHAPTER II

GENERAL MEETING OF SHAREHOLDERS

Article 5. Roles, Powers, and Duties of the General Meeting of Shareholders

1. Role of the GMS: The General Meeting of Shareholders (GMS), comprising all shareholders with voting rights, serves as the supreme decision-making authority of SEABANK.

2. *Powers and Duties of the GMS:* The General Meeting of Shareholders (GMS) shall exercise its powers and perform its duties in accordance with SEABANK's Charter *and the applicable legal regulations as amended from time to time.*

Article 6. Authority to Convene the General Meeting of Shareholders²

1. The GMS meets annually once a year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS is determined as the place where the Chairperson attends and must be within the territory of Vietnam.
2. The BOD convenes the annual and extraordinary GMS. The BOD convenes an extraordinary GMS in the cases specified in Clause 4 of this Article.
3. The GMS must hold its annual meeting within 04 (four) months from the end of the fiscal year. The BOD may decide to extend the annual GMS in necessary cases, but the extension shall not exceed 06 (six) months from the end of the fiscal year.
4. An extraordinary GMS shall be convened by the BOD in the following cases:
 - a) The BOD deems it necessary for the benefit of SeABank;
 - b) When the number of remaining BOD or SB members is fewer than the minimum required by law or the Charter of SeABank;
 - c) *At the request of a shareholder or group of shareholders owning more than 10% of the total ordinary shares;*
 - d) *At the request of a shareholder or group of shareholders owning at least 5% of the total ordinary shares in case the BOD seriously violates shareholders' rights, breaches the duties of management, or makes decisions beyond its authority. In this case, the shareholder or group of shareholders shall act in accordance with Clause 4, Article 35 of the Charter of SeABank;*
 - e) At the request of the SB;
 - f) At the request of the State Bank of Vietnam (SBV) when an event occurs affecting the safety of SEABANK's operations;
 - g) Other cases as prescribed by law.
5. The BOD must convene a GMS within **90 days** from the date when the number of BOD or SB members falls below the minimum as specified in point b) Clause 4 of this Article, or from the date of receiving a request under points c), e), and f) of Clause 4 of this Article.
6. If the BOD fails to convene the GMS as required in Clause 5 of this Article, the SB shall convene the GMS within the next **30 days**, in accordance with the Charter of SeABank and relevant laws.
7. If the SB fails to convene the GMS, a shareholder or group of shareholders as specified in point b), Clause 2, and Clause 3, Article 35 of the Charter of SeABank shall have the right to represent SEABANK and convene the GMS in accordance with the Charter of SeABank, this Regulation, and relevant laws.
8. The person convening the General Meeting of Shareholders (GMS) must perform the following tasks to organize the meeting:
 - a) Prepare the list of shareholders entitled to attend the GMS;
 - b) Provide information and resolve complaints related to the list of shareholders;
 - c) Develop the agenda, content, and select the voting method for the meeting;

² Article 139, 140 of the Law on Enterprises 2020, and Article 39 of the Charter of SeABank.

- d) Prepare documents for the meeting;
 - e) Draft the resolutions of the GMS according to the proposed content of the meeting; prepare the list and detailed information of candidates in the event of an election of BOD or SB members;
 - f) Determine the time and location of the meeting;
 - g) Send the invitation to the meeting to each shareholder entitled to attend, as prescribed;
 - h) Perform other tasks necessary to facilitate the meeting.
9. All reasonable expenses for convening and conducting a GMS shall be reimbursed by SEABANK. For clarity, such expenses do not include costs incurred by shareholders to attend the GMS, such as accommodation, travel, and other related expenses.

Article 7. List of Shareholders Eligible to Attend the General Meeting of Shareholders (GMS)

1. The list of shareholders eligible to attend the GMS shall be compiled based on SEABANK's Shareholder Register. This list must be finalized no later than 10 days before the meeting invitation is sent. SEABANK must publish a notice on the list preparation at least 20 days prior to the record date.
2. The list of eligible shareholders shall be based on data provided by the Vietnam Securities Depository and Clearing Corporation or as per applicable law.
3. Shareholders have the right to inspect, request extracts, or copy the list and request corrections of inaccurate or missing personal information. Requests shall follow the procedures stipulated in SEABANK's Charter and this Regulation

Article 8. Agenda, Content, and Form of the General Meeting of Shareholders³

1. Shareholders or groups of shareholders, as defined in Clause 2, Article 35 of SEABANK's Charter, may propose agenda items for the GMS. The proposal must be in writing, submitted no later than three working days before the GMS, unless otherwise specified by SEABANK's Charter. It must include the shareholder's name, share details, and the proposed agenda items. The GMS convener must accept and include proposals in the draft agenda unless Clause 3 applies. Proposals are officially added if approved by the GMS.
2. *If the GMS convener refuses the proposal, they must provide written notice of refusal at least two working days before the GMS. Refusals are only permitted if:*
 - a) The proposal was not submitted as per Clause 2;
 - b) The issue is beyond the GMS's decision-making authority;
 - c) The proposal violates SEABANK's Charter or legal regulations.
3. The GMS shall discuss and vote on agenda items. *Resolutions passed by 100% of voting shares present are valid, even if procedural violations occur, provided compliance with voting methods (including online or in-person) is ensured by the BOD.*
4. Modes of conducting meetings:
 - a) GMS may be conducted in person, online, or a combination of both.
 - b) The BOD decides on the appropriate procedures for online or hybrid meetings based on SEABANK's needs and legal requirements

³ Article 142 of the Law on Enterprises 2020.

Article 9. Invitation to the General Meeting of Shareholders⁴

1. The person convening the GMS must send the meeting invitation to all shareholders entitled to attend the meeting **at least 21 days** before the opening date, unless the Charter specifies a longer period.
2. The invitation must include the company name, registered office address, business code, shareholder's contact details, meeting time and location, and any additional attendance requirements.
3. The invitation is sent via email, postal mail, or other registered methods with SEABANK or the Vietnam Securities Depository, ensuring delivery to the shareholders. Additionally, the invitation is posted on SEABANK's website and, if necessary, in national or local newspapers. If a shareholder has provided SEABANK with *an email address or mobile phone number*, the meeting invitation can be sent to that *email or mobile number*.
4. The invitation must include the agenda, meeting materials, draft resolutions, and a voting ballot. These materials may also be made available on SEABANK's website, and the invitation should clearly state how to access them.

Article 10. Right to Attend the General Meeting of Shareholders⁵

1. Shareholders or their authorized representatives (for organizational shareholders) may attend the GMS in person, authorize one or more individuals or other organizations to attend, or participate through the methods in Clause 3.
2. Authorization must be in writing, complying with civil law, and must include: shareholder's name, authorized person, number of shares, authorization scope, duration, and signatures. For organizations, the document must bear the corporate seal and legal representative's signature. The authorized representative must present the original authorization at registration.
3. Shareholders are deemed present and voting in the GMS if they:
 - a) Attend and vote in person;
 - b) Authorize someone (another individual or organization) to attend and vote;
 - c) Vote via online meeting or electronic means as per the Charter;
 - d) *Submit signed ballots by post or email as specified;*
 - e) Vote through other methods as per SEABANK's Charter.

Article 11. Conditions for Conducting the General Meeting of Shareholders⁶

1. The GMS shall be conducted when the attending shareholders represent **more than 50% of** the total voting shares.
2. If the first meeting does not meet the conditions specified in Clause 1, a second meeting shall be convened **within 30 days** unless decided otherwise by the GMS or BOD. The second GMS shall proceed with **at least 33%** of total voting shares present.
3. If the second GMS fails to meet the conditions, the third meeting invitation must be sent **within 20 days**, and the third GMS shall proceed regardless of attendance.
4. Only the GMS has the authority to amend the agenda sent with the meeting invitation as per Article 8⁷.

⁴ Article 143 of the Law on Enterprises 2020 and Article 42 of the Charter of SeABank..

⁵ Article 144 of the Law on Enterprises 2020 and Article 43 of the Charter of SeABank.

⁶ Article 145 of the Law on Enterprises 2020 and Article 44 of the Charter of SeABank.

⁷ Clause 4, Article 145 of the Law on Enterprises 2020.

Article 12. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders⁸

The procedures for conducting meetings and voting at the General Meeting of Shareholders (GMS) shall be as follows, unless otherwise stipulated in the Charter:

1. Before the meeting begins, SEABANK must register the attending shareholders according to the following procedure:
 - a) SEABANK must issue voting cards to each shareholder or authorized representative upon registration, specifying their registration number, full name, and number of voting shares held. Each agenda item will be discussed and voted on separately.
 - b) Shareholders arriving late may register and participate, but the Chairperson is not obligated to pause the meeting for them, and prior votes remain valid.
2. Election of Chairperson, Secretary, and Voting Committee:
 - a) The Chairman of the Board of Directors (BOD) will serve as the Chairperson or may delegate this role to another BOD member for the GMS convened by the BOD. If the Chairman is absent or temporarily unable to work, the remaining BOD members elect one among them as Chairperson by majority vote; if no one is elected, the Head of the Supervisory Board (SB) presides over the GMS to elect the Chairperson, and the person with the highest votes will be the Chairperson
 - b) For other cases, the person signing the meeting invitation will oversee the election, with the highest vote-getter serving as Chairperson.
 - c) The Chairperson appoints one or more Secretaries.
 - d) The GMS will elect the Voting Committee members, as proposed by the Chairperson.
3. The GMS agenda and content must be approved during the opening session. The agenda must clearly specify and allocate time for each item to be discussed.
4. The Chairperson has the right to take necessary and reasonable measures to ensure the meeting proceeds in an orderly manner, in line with the approved agenda, and reflects the will of the majority. These include:
 - a) Arranging seating for attendees at the GMS venue;
 - b) Ensuring the safety of all attendees at the venue;
 - c) Facilitating shareholder participation in (or continuation of) the GMS. The person convening the GMS may change these measures and take necessary steps as needed, such as issuing entry passes or using other selection methods.
5. The GMS will discuss and vote on each issue on the agenda. Voting will be conducted by casting votes in favor, against, or abstaining. The Chairperson will announce the voting results before the meeting concludes, unless otherwise decided by the GMS. Shareholders or authorized representatives arriving after the meeting has begun can still register and have the right to vote immediately after registration. In this case, the validity of previously voted items remains unchanged.
6. Members of the BOD and SB must attend the annual GMS to answer shareholder questions (if any); in cases of force majeure, they must submit a written report to the BOD and SB if they are unable to attend.

⁸ Articles 146, 147, 150 of the Law on Enterprises 2020 and Article 45 of the Charter of SeABank.

7. If the audit report of SEABANK's annual financial statements contains material exceptions, contradictory opinions, or a disclaimer, SEABANK must invite a representative from the auditing organization to attend the GMS, and the auditing representative is required to participate in the meeting.
8. The person convening or chairing the GMS has the following rights:
 - a) Require all attendees to undergo a security check or other lawful and reasonable security measures;
 - b) Request law enforcement authorities to maintain order; expel attendees who fail to comply with the Chairperson's authority, disrupt the meeting, or ignore security requirements.
9. The Chairperson has the right to postpone the GMS for up to three working days from the scheduled start date and may only change the meeting location under the following circumstances:
 - a) The venue does not have enough seating for all attendees;
 - b) Communication facilities at the venue do not ensure effective participation, discussion, or voting;
 - c) Attendees disrupt the meeting, jeopardizing its fair and lawful conduct.
10. If the Chairperson unlawfully postpones or suspends the GMS in violation of Clause 10 of this Article, the GMS shall elect another attendee to serve as Chairperson, and all resolutions passed during the meeting are valid.
11. The GMS must be recorded in minutes, and may also be audio or video recorded or stored electronically. The minutes must include the following key details:
 - a) Name, address of the headquarters, and business registration code of SEABANK;
 - b) Date, time, and location of the GMS;
 - c) Agenda and meeting content;
 - d) Full name of the Chairperson and Secretary;
 - e) Summary of the meeting proceedings and discussions on each agenda item;
 - f) Number of shareholders and voting shares represented, along with an annex of the shareholder list, including shareholders or representatives attending the GMS, with their corresponding shares and voting rights;
 - g) Total voting results for each agenda item, including methods of voting, valid and invalid votes, votes in favour, against, or abstaining, with corresponding percentages;
 - h) Items approved and the voting percentages for each;
 - i) Full name and signature of the Chairperson and Secretary.
12. If the Chairperson or Secretary refuses to sign the minutes, the minutes remain valid if signed by all other BOD members present and meeting the content requirements of this clause. The minutes must state the refusal of the Chairperson or Secretary to sign. The individuals who sign the minutes are jointly responsible for the accuracy and truthfulness of the content. The Chairperson and Secretary are personally liable for any damage caused to SEABANK by refusing to sign the minutes.
13. The GMS minutes must be prepared in Vietnamese and may also be in a foreign language. Both versions have equal legal validity. In the case of discrepancies between the Vietnamese and foreign versions, the Vietnamese version prevails.
14. The GMS minutes must be completed and approved before the meeting concludes.

15. The GMS minutes, annexes of registered shareholders, resolutions passed, and related documents must be kept at SEABANK's headquarters.
16. The GMS minutes must be sent to all shareholders within 15 days of the meeting's conclusion; alternatively, they may be posted on SEABANK's website.
17. If SEABANK uses modern technology to conduct the GMS online, SeABank must ensure shareholders can attend and vote via electronic voting or other electronic means as prescribed by Article 144 of the Law on Enterprises 2020 and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed regulations for implementing several provisions of the Law on Securities.

Article 13. Reports of the Board of Directors and the Supervisory Board at the Annual General Meeting of Shareholders⁹

1. The report on the activities of the Board of Directors (BOD) presented at the Annual General Meeting of Shareholders (GMS) in accordance with point c, Clause 3, Article 139 of the Law on Enterprises, the Charter of SEABANK, and must include the following contents:
 - a) Remuneration, operating expenses, and other benefits of the BOD and its members as prescribed by law and the Charter.
 - b) Summary of BOD meetings and the *resolutions/decisions* of the BOD.
 - c) Report on transactions *as prescribed by law*.
 - d) Activities of independent BOD members and their evaluation of the BOD's performance.
 - e) Activities of committees under the BOD.
 - f) Results of supervision over the Board of General Directors and other executive managers.
 - g) Future plans.
2. The report on the activities of the Supervisory Board (SB) presented at the Annual GMS in accordance with points d and dd, Clause 3, Article 139 of the Law on Enterprises, and must include the following contents:
 - a) Remuneration, operating expenses, and other benefits of the SB and its members as prescribed by law and the Charter of SeABank.
 - b) Summary of SB meetings, conclusions, and recommendations of the SB.
 - c) Results of supervision over the Bank's operations and financial status.
 - d) Evaluation report on transactions *as prescribed by law*.
 - e) Report on the supervision of the approval and implementation of investment projects, purchases, sales of fixed assets, contracts, and other transactions of SeABank that fall under the authority of the GMS or the BOD.
 - f) Results of supervision over the BOD, the Board of General Directors, and other executives.
 - g) Evaluation of the coordination between the SB, the BOD, the Board of General Directors, and shareholders.

Article 14. Adoption of Decisions of the General Meeting of Shareholders in the Form of Collecting Written Opinions¹⁰

⁹ Articles 280 and 290 of Decree No. 155/2020/ND-CP of the Government;

¹⁰ articles 148 and 149 of the Law on Enterprises 2020 and Article 46 of the Charter of SeABank.

1. The BOD is authorized to collect written opinions from shareholders on any matters under the authority of the GMS when deemed necessary for SEABANK's benefit, including those specified in Clauses 1 and 2, Article 38 of SEABANK's Charter, except for cases outlined in Clause 4, Article 38.
2. The BOD shall prepare the opinion collection form, the draft resolution of the GMS, and explanatory documents for the draft resolution and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the completed opinion forms or a longer period as determined by the BOD at the time of collection. The list of shareholders to whom the opinion forms are sent is prepared according to disclosure regulations and based on the list from the Vietnam Securities Depository and Clearing Corporation. The requirements and methods for sending the opinion form and accompanying documents are as stipulated in Article 9 of this Regulation.
3. The opinion collection form must contain the following key elements:
 - i. Name, registered office address, and business registration code;
 - ii. Purpose of collecting opinions;
 - iii. Full name, contact address, nationality, and *identification number* for individual shareholders; name, business registration code, legal documentation number, and registered office address for institutional shareholders, or full name, contact address, nationality, and *identification number* for representatives of institutional shareholders; number and type of shares and voting rights of the shareholder;
 - iv. Issues for which opinions are being sought;
 - v. Voting options, including "agree," "disagree," and "abstain from resolution";
 - vi. Deadline for returning the completed opinion form to SEABANK;
 - vii. Full name and signature of the Chairman of the BOD.
4. Shareholders may submit their completed opinion forms to SEABANK by mail or email under the following conditions:
 - a) The opinion form must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder.
 - b) If sent by mail, the opinion form must be enclosed in a sealed envelope and must not be opened before the vote counting.
 - c) If sent by email, the opinion form must remain confidential until the vote counting.
 - d) Opinion forms submitted after the deadline or that have been opened in the case of mail, or disclosed in the case of email, are considered invalid.
 - e) Opinion forms not returned are considered as no opinion in voting.
5. The BOD shall organize the vote counting and prepare a vote counting minutes under the supervision of the Supervisory Board or a non-managerial shareholder of SEABANK. The vote counting minutes must include the following key details:
 - a) Name, registered office address, and business registration code;
 - b) Purpose and issues for which opinions were collected to pass a resolution;
 - c) Number of shareholders and total voting shares that participated in the voting, distinguishing between valid and invalid votes, and the voting method, along with an annex listing the participating shareholders;
 - d) Total votes "agree," "disagree," and "abstain from resolution" for each issue;
 - e) Issues approved and the corresponding voting percentages;

- f) Full name and signatures of the Chairman of the BOD, the vote supervisor, and the vote counters.
6. The BOD members, vote counters, and vote supervisors are jointly responsible for the truthfulness and accuracy of the vote counting minutes and are liable for any damages arising from decisions passed based on dishonest or inaccurate vote counting.
7. Resolutions of the GMS passed by written opinion collection are as valid as those passed at a physical GMS meeting.
8. The vote counting minutes and resolutions must be sent to all shareholders within 15 days from the completion of vote counting. If SEABANK has a website, the minutes and resolutions may be published on the website instead of being sent directly.
9. The completed opinion forms, vote counting minutes, resolutions, and related documents sent with the opinion form shall be stored at SEABANK's headquarters.

Article 15. Effectiveness of Resolutions and Decisions of the General Meeting of Shareholders¹¹

1. Resolutions and decisions of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date stated in the resolution.
2. A resolution of the General Meeting of Shareholders that is approved by 100% of the total shares with voting rights is valid and effective even if the procedures for convening the meeting and approving the resolution violate the provisions of the law and this Charter.
3. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in Article 16 of this Regulation, such resolution shall remain in effect until a decision to annul it by the Court or Arbitration takes effect, unless a temporary urgent measure is applied by the competent authority.

Article 16. Request for Annulment of Resolutions and Decisions of the General Meeting of Shareholders¹²

Within **90** (ninety) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 35 of the Charter of SEABANK have the right to request the Court or Arbitration to consider and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders were not conducted in accordance with the current regulations and the Charter of SEABANK, except as provided in Clause 2, Article 15 of this Regulation.
2. The content of the resolution violates the law or the Charter.

Article 17. Report on the Results of the General Meeting of Shareholders¹³

Within 15 days from the date the General Meeting of Shareholders concludes, or from the date vote counting ends in the case of written voting, SEABANK must send all resolutions and decisions approved by the General Meeting of Shareholders to the State Bank of Vietnam.

CHAPTER III BOARD OF DIRECTORS

¹¹ Article 152 of the Law on Enterprises 2020 and Article 47 of the Charter of SeABank.

¹² Article 151 of the Law on Enterprises 2020 and Article 48 of the Charter of SeABank.

¹³ Article 68 of the Law on Credit Institutions 2024 and Article 49 of the Charter of SeABank.

Article 18. Roles, Duties, and Powers of the Board of Directors (BOD)¹⁴

1. The Board of Directors is the governing body of SEABANK, which has full authority to act on behalf of the to make decisions and exercise the rights and obligations of SEABANK, except for matters that fall under the authority and obligations of the General Meeting of Shareholders
2. The duties and powers of the Board of Directors shall be carried out in accordance with Article 51 of the Charter of SEABANK, as well as the provisions of the law *and SEABANK's regulations from time to time.*

Article 19. Structure, Term, and Qualifications and Conditions of Members of the Board of Directors¹⁵

1. Term of Office, Number and Composition of Members of the Board of Directors:
 - a) The term of the Board of Directors shall not exceed 5 years. The term of a member of the Board of Directors shall follow the term of the Board of Directors. The term of a member of the Board of Directors who is added or replaced shall be the remaining term of the Board of Directors. The outgoing Board of Directors shall continue to operate until the new Board of Directors takes over.
 - b) The BOD of SEABANK must have at least 5 members and no more than 11 members¹⁶. *The Board of Directors must have at least 2 independent members, and two-thirds (2/3) of the total members must be independent members and non-executive members of SEABANK.*
 - c) *Individuals and their related persons, or representatives of a shareholder organization's capital and their related persons, may participate in the Board of Directors, but they may not exceed 2 members of the Board of Directors¹⁷.*
 - d) The *structure* of the Board of Directors must ensure diversity in expertise, experience, age, gender, culture, and perspectives, personal characteristics of the Board of Directors must align with the actual needs and corporate governance requirements of the Bank from time to time.
2. *Standards and Conditions for the Chairman of the Board, Board Members, and Independent Board Members:*
 - a) *The standards and conditions for the Chairman of the Board, Board Members, and Independent Board Members, including those elected to replace or supplement existing members, must comply with the provisions of Article 67 of SEABANK's Charter and relevant legal regulations.*
 - b) *When considering and approving the list of proposed candidates for election to the Board based on nominations and applications from shareholders, the Board may refer to and apply additional standards and conditions according to international corporate governance best practices. These should be based on the candidates' qualifications, commitments, and their expected role in the Board to ensure diversity and effectiveness in the Board's structure.*
 - c) *In cases where the current Chairman of the Board, Board Members, or Independent Board Members do not fully meet the standards and conditions specified in Point a of this Clause, they may continue to hold their positions until the end of their term or the end of their elected duration as stipulated by regulations.*

¹⁴ Article 50 of the Law on Credit Institutions 2024

¹⁵ Article 50 of the Charter of SeABank; Article 69 of the Law on Credit Institutions 2024

¹⁶ Clause 8, Article 210 of the Law on Credit Institutions 2024

¹⁷ Clause 3, Article 69 of the Law on Credit Institutions 2024

Article 20. Provisions on Succession, Nomination, and Election of Members of the Board of Directors¹⁸

1. *The Board of Directors (BOD) shall develop a succession plan for its members based on recommendations from the CEO and/or the Nominating Committee to minimize risks from resignation, disqualification, or removal under the law or the Bank's Charter. Accordingly, the BOD may determine the number of potential candidates who meet legal and SEABANK requirements at any given time for positions of BOD members, including independent members, from the following sources:*
 - a) *Members of the Bank's Board of Management (including the CEO, Directors of Divisions/Departments/Units) and/or other management personnel who meet the conditions for BOD members or independent members, with a minimum of five years of service at SEABANK; or*
 - b) *Candidates introduced by current BOD members, the Board of Management, and/or professional recruitment service providers.*
2. *The current BOD will introduce these candidates for nomination by shareholders or, in cases where shareholders do not nominate the minimum required number of BOD members, the BOD will nominate candidates as required by law.*
3. **Process for Selection, Nomination, and Candidacy of Members of the Board of Directors¹⁹:**
 - a) **The BOD (1) notifies shareholders of the number of BOD members to be elected, the number of independent BOD members, and the conditions and qualifications required for the positions to be elected, so that shareholders can self-nominate or nominate candidates for these positions in accordance with the law and the Charter of SeABank; (2) provides instructions on the procedures, documents, deadlines, and other related matters for nomination and candidacy. The number of candidates that groups of shareholders are entitled to nominate will be determined in accordance with Clause 1, Article 73 of the Charter of SEABANK.**
 - b) **Based on the list of nominees or candidates from shareholders, the BOD reviews the conditions and qualifications, prepares, and approves the list of proposed candidates.**
 - c) **In the event that shareholders do not nominate enough candidates for BOD members (including independent BOD members), or if the candidates do not meet the required qualifications, the BOD has the right to nominate additional or replacement candidates who meet the conditions and qualifications or organize nominations for the remaining candidates in accordance with the procedures and conditions stipulated by the BOD.**
 - d) **For candidates who do not meet the required qualifications and conditions, the BOD shall clearly inform the candidates and the shareholders or groups of shareholders who nominated those candidates.**
 - e) **The BOD prepares a file to submit to the State Bank of Vietnam (SBV) to request approval of the proposed candidate list in accordance with legal regulations.**
 - f) **Those elected as BOD members must belong to the list approved by the SBV. The election of BOD members must be completed within 6 months from the date of signing the document approving the proposed candidate list by the SBV.**
 - g) **The results of the election of BOD members must be reported to the SBV *within 10 days from the election* date and disclosed in accordance with regulations.²⁰**

¹⁸ Article 73 of the Charter of SeABank

¹⁹ Article 73 of the Charter of SeABank.

²⁰ Article 69 of the Law on Credit Institutions 2024

4. **Method of Electing BOD Members:** The election of BOD members must be conducted by cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total number of shares they own multiplied by the number of BOD members to be elected, and the shareholder may allocate all or part of their total votes to one or several candidates. The candidates elected as BOD members are determined by the highest number of votes, starting with the candidate with the highest vote count until the required number of BOD members is filled, as prescribed by SEABANK at each period. In the case where two or more candidates receive the same number of votes for the final BOD member position, a re-election will be held among the candidates with equal votes or a selection will be made based on the criteria set forth in the election regulations or the Charter of SeABank²¹.

Article 21. Automatic Disqualification, Dismissal, Removal, and Election of Additional/Replacement Members of the BOD

1. **Automatic Disqualification of a BOD Member:** The Board of Directors shall implement this according to Article 75 of the Charter of SeABank.
2. **Cases of Dismissal and Removal of BOD Members:** The implementation shall follow Article 76 of the Charter of SeABank.
3. **Election of Additional/Replacement BOD Members:**
 - 1.1. *When an incumbent BOD member, elected before this Regulation takes effect, resigns, is automatically disqualified, or is dismissed or removed in accordance with the provisions, the Board of Directors shall elect an additional/replacement BOD member. The procedures for electing additional/replacement members shall be the same as for electing new members.*
 - 1.2. *SEABANK shall elect additional BOD members within 90 days from the date the number of members falls below the minimum required by law or the Bank's internal regulations.*

Article 22. Remuneration and Other Benefits of Members of the BOD

The remuneration and other benefits of members of the Board of Directors shall be implemented in accordance with the Charter of SEABANK and Article 33 of the Regulations on the Organization and Operation of the Board of Directors.

Article 23. Procedures for Organizing Meetings of the Board of Directors and Collecting Written Opinions from BOD Members

Implemented in accordance with the provisions of the Charter of SeABank and the Regulations on the Organization and Operation of the Board of Directors of SeABank.

Article 24. Committees/Subcommittees/Councils and Bodies Affiliated with the Board of Directors

1. The Board of Directors (BOD) must establish at least two committees, including the Personnel Committee and the Risk Management Committee. *The BOD may also establish an Audit Committee, an Environmental, Social, and Governance (ESG) Committee, a Sustainability Development Committee, and other committees/subcommittees/councils as deemed necessary.*
2. The BOD shall decide on the establishment, dissolution, *roles, functions*, duties, powers, *organizational structure*, and decision-making mechanisms of other committees/subcommittees and/or bodies affiliated with the BOD, in accordance with legal regulations and the *actual needs* of SEABANK from time to time.
3. The Risk Management Committee and the Personnel Committee must ensure that at least more than half (1/2) of their voting members are non-executive members.

²¹ Clause 3, Article 148 of the Law on Enterprises 2020; Clause 3, Article 38 of the Charter of SeABank

4. The head of each committee must be a member of the Board of Directors and appointed or dismissed by the Board. The Board of Directors shall appoint one independent BOD member as a member of the Risk Management Committee.

Article 25. Standards for the Corporate Governance Manager of SeABank²²

1. The Board of Directors shall appoint at least one Corporate Governance Manager of SeABank to assist with the governance of the Bank. The Corporate Governance Manager may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises 2020²³.
2. The Corporate Governance Manager of the Bank must not simultaneously work for the independent auditing firm that is auditing the financial statements of SeABank.

Article 26. Powers and Responsibilities of the Corporate Governance Manager of the Bank²⁴

1. Advising the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and handling related matters between the Bank and shareholders;
2. Preparing meetings of the Board of Directors, Supervisory Board, and General Meetings of Shareholders as required by the Board of Directors or the Supervisory Board;
3. Advising on the procedures for meetings;
4. Attending meetings;
5. Advising on the procedures for drafting *decisions/resolutions* of the Board of Directors in accordance with legal regulations;
6. Providing financial information, copies of meeting minutes of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board in accordance with the law and the regulations of SEABANK from time to time;
7. Monitoring and reporting to the Board of Directors on the Bank's information disclosure activities;
8. Acting as the point of contact with stakeholders;
9. Maintaining confidentiality of information as required by law and the Bank's Charter;
10. Other rights and obligations as prescribed by law and the Charter of SeABank.

Article 27. Cases of Dismissal and Removal of the Corporate Governance Manager of SeABank

The dismissal or *removal* of the Corporate Governance Manager of SEABANK shall be decided *by the Board of Directors, in accordance* with the internal regulations of SeABank from time to time.

Article 28. Disclosure of Information Regarding the Appointment, Dismissal, and Removal of the Corporate Governance Manager²⁵

1. Within 24 hours of the decision to appoint, dismiss, or remove the Corporate Governance Manager, or upon receiving the resignation letter from the Corporate Governance Manager, SeABank *must disclose information regarding these decisions in accordance with securities laws.*

²² Article 59 of the Charter of SeABank, Clause 1, Article 281 of Decree No. 155/2020/NĐ-CP guiding the Law on Securities

²³ Clause 3, Article 60 of the Charter of SeABank

²⁴ Clause 3, Article 281 of Decree No. 155/2020/NĐ-CP guiding the Law on Securities.

²⁵ Point 1, Clause 1, Article 11 of Circular No. 96/2020/TT-BTC guiding information disclosure in the securities market.

2. SeABank *must send the internal information disclosure form to the State Securities Commission and the Ho Chi Minh City Stock Exchange in accordance with securities laws on information disclosure in the securities market.*

CHAPTER IV SUPERVISORY BOARD

Article 29. Roles, Duties, and Powers of the Supervisory Board and its Members²⁶

1. The Supervisory Board *monitors* and evaluates compliance with the provisions of the law, internal regulations, the Charter of SeABank, and the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The duties and powers of the Supervisory Board shall be implemented in accordance with Article 62 of the Charter of SeABank *and the regulations of SeABank from time to time.*
3. The duties and powers of members of the Supervisory Board shall be implemented in accordance with Article 63 of the Charter of SeABank *and the regulations of SeABank from time to time.*

Article 30. Term, Number, Composition, and Structure of the Supervisory Board Members

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

Article 31. Qualifications and Conditions for Members of the Supervisory Board

The qualifications and conditions for members of the Supervisory Board shall be implemented *in accordance with Article 68 of the Charter of SeABank, applicable laws, SeABank's regulations from time to time, and aligned with international corporate governance standards and practices.*

Article 32. Supervisory Board Succession Planning and Nomination Process

1. *The Supervisory Board shall create a succession plan to mitigate risks arising from the resignation, automatic disqualification, dismissal, or removal of its members, in accordance with legal provisions and SEABANK regulations.*
2. *The Supervisory Board identifies potential candidates meeting the legal and SEABANK criteria from the following sources:*
 - a) *The Bank's Board of Management, including the General Director, Directors of Divisions/Departments/Units, or other management personnel with at least five years of service;*
 - b) *Recommendations from BOD members, the General Director, or professional recruitment agencies.*
3. *The current Supervisory Board will propose candidates for nomination by shareholders or, in case of insufficient nominations, directly nominate candidates as required by law.*
4. The process for nomination and candidacy of Supervisory Board members shall be carried out in accordance with the method of nominating members of the Board of Directors as specified in *Clause 3, Article 20 of this Regulation, Article 73 of the Charter of SeABank, and the regulations/guidelines on the nomination and candidacy of members of the Board of Directors and Supervisory Board of SeABank from time to time.*
5. The election of Supervisory Board members must be conducted by cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total

²⁶ Articles 51, 52, 53, and 54 of the Law on Credit Institutions 2024; Articles 62 and 63 of the Charter of SeABank.

number of shares owned multiplied by the number of Supervisory Board members to be elected, and the shareholder may allocate all or part of their total votes to one or several candidates. The elected Supervisory Board members are determined by the highest number of votes, starting with the candidate with the highest vote count until the required number of Supervisory Board members is filled as stipulated by SeABank from time to time. In the event that two or more candidates receive the same number of votes for the final Supervisory Board member position, a re-election shall be held among the candidates with equal votes, or a selection shall be made based on the criteria outlined in the election regulations or the Charter of SeABank.²⁷

Article 33. Automatic Disqualification, Dismissal, and Removal of Members of the Supervisory Board

The automatic disqualification, dismissal, and removal of members of the Supervisory Board shall be in accordance with Articles 75 and 76 of the Charter of SeABank.

Article 34. Notification of Election, Dismissal, and Removal of Supervisory Board Members²⁸

1. Within 24 hours of the decision to elect, dismiss, or remove a member of the Supervisory Board, or upon receiving a resignation letter from a Supervisory Board member, SeABank must disclose the information regarding these decisions on its website (clearly stating the effective date in accordance with the Law on Enterprises and the Charter); at the same time, it must report to the State Securities Commission and the Ho Chi Minh City Stock Exchange.
2. The results of the election and appointment of Supervisory Board members must be reported to the State Bank of Vietnam *within 10 days from* the date of the election or appointment, and information must be disclosed in accordance with regulations on information disclosure.
3. *Within 10 days* of passing the decision to dismiss or remove Supervisory Board members, the Board of Directors must submit a written report along with related documents to the State Bank of Vietnam²⁹

Article 35. Meetings and Adoption of Decisions by the Supervisory Board

Meetings and adoption of decisions by the Supervisory Board shall be implemented in accordance with Article 64 of the Charter of SeABank and the regulations of SeABank from time to time.

Article 36. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members³⁰

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the level of salaries, remuneration, bonuses, and other benefits for the Supervisory Board and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board are reimbursed for reasonable expenses related to meals, accommodation, travel, and independent consulting services. The total amount of remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

²⁷ Clause 3, Article 148 of the Law on Enterprises 2020.

²⁸ Point 1, Clause 1, Article 11 of Circular No. 96/2020/TT-BTC guiding information disclosure in the securities market; Clause 3, Article 44 of the Law on Credit Institutions 2024

²⁹ Clause 3, Article 46 of the Law on Credit Institutions 2024

³⁰ Article 172 of the Law on Enterprises 2020.

3. The salaries and operating expenses of the Supervisory Board shall be included in SeABank's business expenses in accordance with the corporate income tax laws and other relevant legal regulations, and must be separately listed in the annual financial statements of SeABank.

CHAPTER V GENERAL DIRECTOR

Article 37. Roles, Duties, and Powers of the General Director

1. The General Director is the highest executive responsible for the daily business operations of SeABank, subject to the supervision of the Board of Directors, and accountable to the law, the General Meeting of Shareholders, the Board of Directors, and the Supervisory Board for the exercise of the rights and duties assigned.
2. The duties and powers of the General Director shall be implemented in accordance with Article 66 of the Charter of SeABank, applicable laws, *and other regulations of SeABank from time to time.*

Article 38. Term, Qualifications, and Conditions for the General Director

1. The term of the General Director shall not exceed 5 (five) years, and the specific duration of each term is determined by the Board of Directors. The General Director may be reappointed for an unlimited number of terms. The appointment, dismissal, and removal of the General Director shall be carried out in accordance with this Charter, the Law on Credit Institutions, and the regulations of the State Bank of Vietnam.
2. The qualifications and conditions for the General Director shall be implemented in accordance with Article 69 of the Charter of SeABank.

Article 39. Appointment and Signing of Employment Contract with the General Director

1. The Board of Directors shall appoint one of its members as the General Director or hire another person to serve as the General Director and shall sign an employment contract specifying the salary, bonuses, benefits, and other terms for the General Director.
2. The list of personnel proposed for the position of General Director must be approved by the State Bank of Vietnam prior to the appointment. The procedures for seeking approval from the State Bank of Vietnam shall be carried out in accordance with legal regulations.

Article 40. Dismissal and Termination of Employment Contract with the General Director

1. The dismissal and termination of the employment contract with the General Director shall be carried out in accordance with Articles 75 and 76 of the Charter of SeABank and the regulations of SeABank from time to time.
2. In the event of a vacancy in the position of General Director, the Board of Directors must appoint a new General Director *within 90 days from* the date the position becomes vacant.

Article 41. Notification and Disclosure of Information Regarding the Appointment, Dismissal, Signing, and Termination of the Employment Contract with the General Director

1. *Within 10 days* of the appointment, SeABank must notify the State Bank of Vietnam of the results of the appointment of the General Director.
2. *Within 10 days* of the approval of the dismissal decision regarding the General Director, the Board of Directors must submit a written report along with relevant documents to the State Bank of Vietnam.
3. Within 24 hours of the decision to appoint, dismiss, sign, or terminate the employment contract with the General Director, or upon receiving a resignation letter from the General

Director, SeABank must disclose this information on its website and report it to the State Securities Commission and the Ho Chi Minh City Stock Exchange ³¹.

Article 42. Salary and Other Benefits of the General Director³²

1. The General Director shall receive a salary and bonuses based on business performance and efficiency. The salary and bonuses of the General Director are determined by the Board of Directors.
2. The salary of the General Director shall be included in the business expenses of SeABank in accordance with corporate income tax laws, reflected as a separate item in the SeABank's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 43. Succession Planning for the Chief Executive Officer

1. *Objective: The CEO succession plan is developed to ensure the continuity and consistency of the CEO position within the Bank. It aims to guarantee that the successor possesses the necessary competencies, experience, and meets the required qualifications and conditions to assume the CEO role, in accordance with legal provisions and the Bank's regulations at any given time. Additionally, the plan seeks to reduce the cost of talent acquisition and foster confidence from shareholders, customers, and employees.*
2. *Succession Plan: The CEO or the Nomination and Remuneration Committee (NRC) may establish a succession plan to ensure readiness in case of sudden personnel changes, over a period of 3-5 years, or in the long term. The plan shall specify the number and list of potential candidates who meet the legal and SeABank's requirements for the CEO position at that time, sourced from the following: a. The Bank's Executive Board (including the CEO, Directors of Divisions/Departments/Units), and/or other management personnel who meet the criteria for the CEO position and have been employed at the Bank for at least five years; or b. Recommendations from members of the Board of Directors (BOD), the CEO, and/or professional human resource organizations.*
3. *Nomination Process: The current CEO or NRC shall introduce potential candidates for the BOD's review, evaluation, and submission to the State Bank of Vietnam for approval prior to the official appointment of the CEO, when deemed necessary.*

CHƯƠNG VIII**WORKING RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR****Article 44. Coordination Principles**

The Board of Directors, the Supervisory Board, the General Director, and other Managers and Executives (hereinafter collectively referred to as the Executive Board) shall coordinate their activities based on the following principles:

1. Always act in the best interest of SeABank;
2. Strictly comply with relevant legal regulations and the regulations of SeABank;
3. Work with the highest sense of responsibility, *loyalty*, honesty, *prudence*, cooperation, and maintain regular communication to jointly resolve any challenges or difficulties (if any)

³¹ Point 1, Clause 1, Article 11 of Circular No. 96/2020/TT-BTC guiding information disclosure in the securities market;

³² Article 163 of the Law on Enterprises 2020.

Article 45. Coordination between the Board of Directors and the General Director, Managers, and Other Executives

The Board of Directors shall define specific coordination between the Board of Directors, the Executive Board, and other Managers over time, ensuring the following basic principles:

1. The Board of Directors is accountable to the General Meeting of Shareholders, shareholders, and the law for the ultimate performance of SeABank.
2. The Board of Directors performs the governance of the Bank in accordance with the Charter of SeABank, this Regulation, and SeABank's internal regulations, in compliance with the law. The Board of Directors makes decisions on matters related to the objectives and interests of SeABank, except for matters under the authority of the General Meeting of Shareholders (excluding matters delegated to the Board of Directors by the General Meeting of Shareholders) and matters requiring approval from the State Bank of Vietnam as prescribed by law.
3. The Board of Directors directs the Executive Board to fully implement the resolutions and decisions of the General Meeting of Shareholders (both annual and extraordinary within the term of election), the provisions of SeABank's Charter, legal regulations, the Bank's obligations to the State, and monitors and supervises all activities of SeABank.
4. In Board of Directors meetings, the Chairman of the Board or the meeting's chairperson may, depending on the agenda, invite the General Director, Deputy General Directors, or other Executives responsible for relevant work to attend, report, and participate in discussions, according to SeABank's work assignments and delegation of authority.
5. In periodic or ad hoc meetings held by the General Director, Deputy General Directors, or equivalent positions, or in meetings regarding important matters chaired by the General Director or other Executives, the chairperson may invite the Chairman of the Board or relevant members of the Board of Directors to attend and provide input (if applicable).
6. The General Director of SeABank, or the person authorized or delegated by the General Director, is responsible for submitting written reports to the Board of Directors and the General Meeting of Shareholders on the execution of assigned duties and powers on a periodic basis (quarterly, semi-annually, annually) or upon request.
7. The Board of Directors has the right to request the Executive Board and other units to submit information and comply with reporting requirements in order to fulfill the governance and control functions of the Bank in accordance with the Charter, SeABank's internal regulations, and legal provisions. The information and data provided to the Board of Directors must be accurate, objective, timely, complete, and reflect the true operating conditions of SeABank, in line with governance requirements and legal regulations.
8. The General Director of SeABank is responsible for establishing and maintaining an information reporting system to the Board of Directors, including the methods of sending/receiving information to ensure timeliness, efficiency, safety, and confidentiality, and is accountable for the quality of information and reports provided to the Board of Directors.
9. The Board of Directors facilitates opportunities for members of the Board, the Executive Board, and other Managers to participate in training, skill enhancement, and on-site learning activities both domestically and internationally, to gain experience and improve their governance and management knowledge.

Article 46. Coordination between the Board of Directors and the Supervisory Board³³

³³ Article 171 of the Law on Enterprises 2020.

1. The Supervisory Board shall be invited to attend regular or extraordinary meetings of the Board of Directors. Documents and information must be sent to the Supervisory Board at the same time and in the same manner as to the members of the Board of Directors, including:
 - a. Meeting invitations, voting ballots for members of the Board of Directors, and attaching documents;
 - b. Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors;
 - c. Reports from the General Director, Deputy General Directors, or other equivalent positions presented to the Board of Directors, or other documents issued by the Bank.
2. In addition to periodic reporting information, the Supervisory Board may request the Board of Directors to provide information and documents regarding management, administration, and business activities.

Article 47. Coordination between the Supervisory Board, the Executive Board, and Other Managers

1. Coordination in the Execution of Assigned Tasks
 - a) If deemed necessary, the Executive Board and other Managers may invite the Supervisory Board to attend Executive Board meetings or other meetings. When attending, the Supervisory Board may provide input (if any).
 - b) The Executive Board, other Managers, and Directors of Divisions/Departments at SeABank's Head Office shall submit periodic reports (monthly, quarterly, annually) to the Supervisory Board on their work as required by SeABank's regulations.
 - c) In addition to periodic reports, upon the request of the Head of the Supervisory Board, the Executive Board and other Managers shall provide information and reports related to the areas assigned to the respective Supervisory Board members.
 - d) If any risks are identified that could significantly impact SeABank's reputation or business operations, the Executive Board and other Managers must immediately report to the Head of the Supervisory Board and the Supervisory Board member in charge of that area.
 - e) The Executive Board and other Managers are responsible for facilitating timely access to information and reports for the Head of the Supervisory Board and its members.
2. Other Coordination

Members of the Supervisory Board are entitled to participate in professional training courses and on-site learning activities both domestically and internationally to gain experience and enhance their knowledge.

CHƯƠNG IX PREVENTING CONFLICTS OF INTEREST AND TRANSACTIONS WITH RELATED PARTIES

Article 48. Rights and Obligations of Managers and Executives of SeABank³⁴

1. Comply with the law, the Charter of SeABank, and the resolutions and decisions of the General Meeting of Shareholders of SeABank.

³⁴ Article 48 of the Law on Credit Institutions 2024.

2. Perform the assigned rights and obligations honestly, diligently, and in the best interests of SeABank and its shareholders.
3. Do not use the information, know-how, or business opportunities of SeABank, or abuse one's position, authority, or assets of SeABank to gain personal benefits or to serve the interests of other organizations or individuals that harm the interests of SeABank and its shareholders.
4. Be responsible for complying with the restrictions to ensure safety in the banking operations of SeABank in accordance with the Law on Credit Institutions of 2024.
5. Fully, timely, and accurately notify SeABank of their interests in other organizations and transactions with other organizations or individuals that may conflict with the interests of SeABank, and only engage in such transactions after approval by the Board of Directors.
6. Do not unlawfully compete with SeABank or create conditions for third parties to harm the interests of SeABank.
7. Do not allow oneself or related persons, as defined in Clause 41, Article 1 of the Charter of SeABank, to borrow or use other banking services of SeABank under more favorable or preferential conditions than the general policies of SeABank.
8. Do not increase salaries, remuneration, or request bonuses for managers or executives when the bank is incurring losses.
9. Ensure the proper storage of the Bank's records to provide data for the management, operation, and control of all Bank activities, as well as for inspections, supervision, and audits by the State Bank of Vietnam.
10. Be knowledgeable about the types of risks in the Bank's operations.
11. Within the scope of the assigned rights and obligations, be responsible for fulfilling written requests from the State Bank of Vietnam concerning matters under the authority of the State Bank. Implement risk and operational safety recommendations, warnings about violations of monetary and banking laws, and respond to the conclusions, recommendations, and decisions of inspections.
12. Other rights and obligations as prescribed by law and the Charter of SeABank.

Article 49. Duty of Honesty and Avoidance of Conflicts of Interest³⁵

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and other managers have the responsibility to publicly disclose related interests as stipulated in Article 48 of this Regulation and relevant laws.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use the information obtained through their positions to serve the interests of the Bank.
3. Members of the Board of Directors, members of the Supervisory Board, the Executive Board, and other Executives are obligated to notify the Board of Directors and the Supervisory Board in writing of any transactions between SeABank, its subsidiaries, or companies controlled by SeABank with more than 50% charter capital, and themselves or their related persons, in accordance with the law.
4. Members of the Board of Directors are not allowed to vote on transactions that bring benefits to themselves or their related persons as per the Law on Enterprises and the Bank's Charter.

³⁵ Article 291 of Decree No. 155/2020/NĐ-CP of the Government.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons are prohibited from using or disclosing internal information to others for conducting related transactions.
6. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other members of the Executive Board are prohibited from buying, selling, or trading shares of SeABank or its subsidiaries when they are in possession of information that may affect the stock price, while other shareholders do not have access to such information.

Article 50. Provision and Public Disclosure of Information³⁶

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and equivalent positions at SeABank must disclose to SeABank the following information:
 - a) *The name, business registration number, and headquarters address of any enterprise or economic organization in which they or their related persons hold 5% or more of the charter capital, including capital contributions or shares entrusted to or authorized in the name of others.*
 - b) *The name and headquarters address of any enterprise where they or their related persons are members of the Board of Directors, members of the Members' Council, members of the Supervisory Board, or the General Director (Director).*
 - c) *Information about related individuals, including: full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreigners; and the relationship with the person providing the information.*
 - d) *Information about related organizations, including: the name, business registration number, and headquarters address of the enterprise; business registration certificate number or equivalent legal document; legal representative; and the relationship with the person providing the information.*
2. *Shareholders owning 1% or more of SeABank's charter capital must provide the following information to SeABank: a) Full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreign shareholders; business registration certificate number or equivalent legal document for organizational shareholders; date and place of issue of such documents; b) Information about related persons as stipulated in points c and d of Clause 1 of this Article; c) The number and percentage of shares they own in SeABank; d) The number and percentage of shares owned by their related persons in SeABank.*
3. *The individuals specified in Clauses 1 and 2 of this Article must submit a written notification to SeABank when providing initial information and when there are changes in the information, within 7 working days from the date the information arises or changes. For the information in points c and d of Clause 2, shareholders are only required to notify SeABank when there is a change in the shareholding ratio of 1% or more of the charter capital compared to the previous notification.*
4. *SeABank must list and retain the information specified in Clauses 1 and 2 of this Article at its headquarters and submit a written report to the State Bank of Vietnam within 7 working days from the date it receives the information. Annually, SeABank must disclose the information specified in points a, b, and d of Clause 1 and points a, c, and d of Clause 2 to the General Meeting of Shareholders.*

³⁶ Article 49 of the Law on Credit Institutions 2024 and Article 164 of the Law on Enterprises 2020.

5. *SeABank must publicly disclose information about the names of individuals and organizations that are shareholders owning 1% or more of SeABank's charter capital, and the information specified in points c and d of Clause 2, on its website within 7 working days from the date it receives the information.*
6. *Individuals and organizations responsible for providing and publicly disclosing information must ensure that the information is truthful, accurate, complete, and timely, and they are responsible for the provided and disclosed information.*
7. The Supervisory Board has the right to request those required to disclose related interests under Clause 1 of this Article to periodically provide and update information about their related persons.
8. *The Supervisory Board must immediately update and publicly disclose the list of founding shareholders, shareholders owning 1% or more of the charter capital, members of the Board of Directors, members of the Supervisory Board, executives, and other management positions as stipulated by law and SeABank's Charter, as well as the related persons of these individuals, and the corresponding contracts and transactions between them and the Bank.*
9. The storage, disclosure, review, extraction, and copying of the list of related persons and declared related interests as stipulated in this Article must be conducted in accordance with the law.

Article 51. Transactions with Related Parties

1. When conducting transactions with related parties, the Bank must enter into written contracts based on the principles of equality, voluntariness, and in accordance with the law and the regulations of SeABank at each period of time.
2. The authority and procedures for approving and endorsing transactions with related parties must comply with legal regulations, the Charter of SeABank, and other regulations of SeABank from time to time.
3. SeABank shall implement necessary measures to prevent shareholders and related parties from engaging in transactions that cause losses of capital, assets, or other resources of the Bank.

Article 52. Transactions with Shareholders, Bank Managers, and Their Related Persons³⁷

Transactions with shareholders, Bank managers, and their related persons shall be carried out in accordance with the provisions of the law, the Charter of SeABank, and other relevant regulations of the Bank from time to time.

Article 53. Ensuring the Legal Rights of Parties with Interests Related to SeABank³⁸

1. SeABank respects the legal rights of parties with interests related to SeABank and fulfills its responsibilities to the community and stakeholders of the Bank in accordance with current laws and the Bank's Charter.
2. SeABank complies with legal regulations regarding labor, the environment, and social issues.

CHƯƠNG X

REGULATIONS ON PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE EXECUTIVE BOARD, AND OTHER MANAGERS OF SEABANK

³⁷ Article 293 of Decree No. 155/2020/NĐ-CP of the Government.

³⁸ Article 294 of Decree No. 155/2020/NĐ-CP of the Government.

Article 54. Methods and Procedures for Evaluating the Performance of Members of the Board of Directors, the Supervisory Board, the Executive Board, and Other Managers

1. Depending on the decision of the Board of Directors, the evaluation of the performance of members of the Board of Directors, the Supervisory Board (in the case of evaluating Supervisory Board members), the Executive Board, and other managers may be carried out through one or more of the following methods:
 - a) Self-assessment using the form in *Appendix No. 01 attached to this Regulation*;
 - b) Periodic performance evaluation every 6 months;
 - c) Annual performance evaluation at the end of the year;
 - d) Conducting ad-hoc opinion or confidence polls;
 - e) Other methods as chosen by the Board of Directors at different times.
2. The Board of Directors will evaluate the performance of its members and positions appointed by the Board of Directors. *The process for evaluating the performance of members of the Board of Directors will follow the guidance of the Chairman of the Board.* The process for evaluating positions appointed by the Board of Directors will follow SeABank's regulations at each period of time.
3. The Supervisory Board will evaluate the performance of its members and positions appointed by the Supervisory Board. The process for evaluating the performance of Supervisory Board members and positions appointed by the Supervisory Board will follow the regulations of *the Supervisory Board* from time to time.
4. The General Director will evaluate the work performance of the positions appointed by the General Director and carry out the evaluations in accordance with SeABank's regulations at each period of time.
5. The decision to hire an independent third party to evaluate the performance of members of the Board of Directors, the Supervisory Board, the Executive Board, and other managers will be made *by the Chairman or Permanent Vice Chairman of the Board*, ensuring it aligns with the Bank's governance needs.
6. The classification of *members of the Board of Directors, the Supervisory Board*, and the Executive Board will be based on performance results, experience, and professional skills, as conducted in accordance with SeABank's regulations at each period of time.

Article 55. Criteria for Performance Evaluation

The performance evaluation criteria for members of the Board of Directors, the Supervisory Board, the Executive Board, and other managers include:

1. Work performance results, including:
 - (i) The level of completion, volume, quality, and effectiveness of work based on the individual's functions, tasks, and/or assigned duties, delegated authority, and responsibilities (if applicable);
 - (ii) The development and performance results of the units/projects under their responsibility;
 - (iii) The overall performance of the Bank, *which may include Environmental, Social, and Governance (ESG) indicators (if applicable)*.
2. Ethical standards, lifestyle, mind-set, and compliance with the Charter of SeABank, its policies, and legal regulations;
3. The spirit of learning, professional development, honesty, openness in work, organizational discipline, and sense of responsibility in assigned tasks and positions;

4. Management ability, work management style, and attitude;
5. Teamwork, coordination within the unit and with other units, and the level of trust and respect from employees;
6. Other criteria as stipulated by SeABank from time to time.

Article 56. Rewards and Discipline

1. Rewards:
 - a. Members of the Board of Directors, the Supervisory Board, the Executive Board, and other managers who achieve success in the governance and management of SeABank, or in carrying out other assigned tasks, shall be considered for rewards in accordance with legal regulations and/or SeABank's policies.
 - b. The forms of rewards, specific criteria for rewards, and the procedures for rewarding shall be implemented in accordance with legal regulations and/or the policies of SeABank from time to time.
2. Discipline:
 - a. Members of the Board of Directors, the Supervisory Board, the Executive Board, and other managers who, in the course of performing their duties, violate relevant legal regulations, the Charter of SeABank, or other related regulations of SeABank, shall be subject to disciplinary action depending on the nature, severity, and consequences of the violation, in accordance with legal regulations and the policies of SeABank.
 - b. The principles for handling disciplinary violations, forms of disciplinary action, and the procedures for disciplining members of the Board of Directors, the Supervisory Board, the General Director, and other managers and executives shall be carried out in accordance with SeABank's policies from time to time.

CHAPTER IX**HANDLING VIOLATIONS AND EFFECTIVENESS****Article 57. Handling Violations**

1. If any officer or employee of SeABank (including members of the Board of Directors, the Supervisory Board, and the Executive Board) is found to have violated this Regulation, the person who discovers the violation must immediately notify the Chairman of the Board of Directors and the Head of the Supervisory Board.
2. Any violation of this Regulation will be reviewed and disciplined by the Board of Directors or the appropriate authority of SeABank, in accordance with legal regulations and/or SeABank's policies. In cases where the violation causes damage to SeABank, the violator must also compensate the SeABank for the damages in accordance with regulations.

Article 58. Effectiveness and Amendments

1. This Regulation takes effect from .../.../2024.
2. *Managers, executives, and other titles at SEABANK, who were elected or appointed before the effective date of this Charter and do not meet the requirements outlined in Article 19 of this Regulation, shall continue to hold their positions until the end of their term or the expiration of their appointment period.*
3. *In cases where SEABANK's Board of Directors does not comply with the provisions of Article 18 of this Regulation, they are permitted to continue functioning until the end of the Board's term.*

4. *Upon the effective date of this Charter, if SEABANK's Supervisory Board has fewer members than required under Article 29 of this Regulation, it shall maintain a minimum of three members until the end of the Supervisory Board's term or the term of the respective members, unless SEABANK elects or appoints additional or replacement members for the Supervisory Board.*
5. In the event of a conflict between the provisions of this Regulation and the provisions of the Charter of SeABank on the same matter, the provisions of the Charter of SeABank shall take precedence.
6. Members of the Board of Directors, the Supervisory Board, the Executive Board, other managers, and employees of SeABank are responsible for implementing this Regulation./.

**ON BEHALF OF THE BOD
CHAIRMAN**

LÊ VĂN TÀN