

No.: /2026/TTQT-NHNA

Ho Chi Minh City, July , 2026

PROPOSAL
ON THE AMENDMENT AND SUPPLEMENT
OF THE INTERNAL GOVERNANCE REGULATION
OF NAM A COMMERCIAL JOINT STOCK BANK

To: THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18th, 2024 and its amending, supplementing, and implementation-guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020 and its amending, supplementing, and implementation-guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26th, 2019 and its amending, supplementing, and implementation-guiding documents;
- Pursuant to the Charter of Nam A Commercial Joint Stock Bank.

Following the implementation of the Internal Governance Regulation of Nam A Commercial Joint Stock Bank, in order to ensure its alignment with changes in applicable laws and its suitability to actual operational requirements, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements of the Internal Governance Regulation of Nam A Commercial Joint Stock Bank in accordance with the enclosed Draft. The Board of Directors further respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors to promulgate the Internal Governance Regulation of Nam A Commercial Joint Stock Bank replacing the current Regulation, incorporating the amendments and supplements approved by the General Meeting of Shareholders and report to the next Annual General Meeting of Shareholders.

Respectfully submitted./.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Recipients:

- Nam A Bank's Shareholders;
- BOD, BOS;
- Archived: Office of the BOD.

Tran Ngo Phuc Vu

REGULATION

ON THE INTERNAL GOVERNANCE OF NAM A COMMERCIAL JOINT STOCK BANK

*(Issued under Decision No./2026/QĐQT-NHNA dated July, 2026
of the Board of Directors of Nam A Commercial Joint Stock Bank)*

Chapter I

GENERAL PROVISIONS

Article 1. Purpose of issuance, scope of regulation and applicable entities

1. This Internal Governance Regulation provides for the fundamental principles of bank governance with a view to: (i) protecting the legitimate rights and interests of shareholders and Nam A Commercial Joint Stock Bank (Nam A Bank); and (ii) ensuring that Nam A Bank operates in compliance with applicable laws, the Charter of Nam A Bank, and standards and practices in banking operations to achieve the highest efficiency.
2. This Internal Governance Regulation provides for the roles, powers and duties of the General Meeting of Shareholders, the Board of Directors, the Chief Executive Officer; the order and procedures for conducting meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other activities as prescribed in the Charter of Nam A Bank and other applicable laws.
3. This Regulation shall apply uniformly to the Board of Directors, the Board of Supervisors, the Chief Executive Officer, and all units and individuals throughout the Nam A Bank system.

Article 2. Interpretation of terms

In this regulation, the following terms shall have the meanings set out below:

1. **Law on Enterprises** means Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its amendments, supplements and replacements from time to time.
2. **Law on Credit Institutions** means the Law on Credit Institutions No. 32/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 18th, 2024 and its amendments, supplements and replacements from time to time.
3. **Charter of Nam A Bank** means the Charter of Nam A Bank approved by the General Meeting of Shareholders and promulgated from time to time.
4. **Managers of Nam A Bank** include Chairman, members of the Board of Directors, Chief Executive Officer.

5. **Executives of Nam A Bank** include the Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, Branch Directors and other equivalent positions as prescribed by Nam A Bank from time to time.
6. **Independent Member of the Board of Directors** means a member of the Board of Directors who satisfies the standards and conditions prescribed by applicable laws and the Charter of Nam A Bank.
7. **Affiliated Person** means an organization or individual that has a direct or indirect relationship with another organization or individual according to the provisions of the Law on Credit Institutions and relevant legal provisions.
8. **SBV** means the State Bank of Vietnam.
9. **GMS** means the General Meeting of Shareholders.
10. **BOD** means the Board of Directors.
11. **BOS** means the Board of Supervisors.
12. **CEO** means the Chief Executive Officer.

Article 3. Fundamental principles of governance

1. Complying with applicable laws and the Charter of Nam A Bank.
2. Ensuring the rights and interests of shareholders and related persons.
3. Ensuring that Nam A Bank's governance and management framework is open, transparent, effective, compliant with regulations of the SBV and consistent with international standards and practices.
4. Ensuring an appropriate governance structure.
5. Ensuring the effective performance of the BOD, the BOS, the CEO and other executives.
6. Ensuring equitable treatment of all shareholders.
7. Ensuring Nam A Bank's operation is open and transparent in accordance with applicable laws.

Article 4. General governance structure

1. The GMS comprises all shareholders holding voting shares and is the highest decision-making body of Nam A Bank.
2. The BOD:
 - a) The BOD is the governing body of Nam A Bank, responsible for providing strategic direction for Nam A Bank, and has the right to act on behalf of Nam A Bank in deciding and exercising the rights and performing the obligations of Nam A Bank, except for matters falling within the authority of the GMS.

- b) The BOD shall establish committees, councils, boards, offices and other divisions to assist the BOD in performing its powers and duties, including, at a minimum, the Risk Management Committee and the Human Resources Committee. The functions, duties and powers of such committees, councils, boards, offices and odivisions shall be prescribed by the BOD in accordance with applicable laws.
3. The BOS is the body elected by the GMS to represent the shareholders in performing internal audit, supervision and assessment of compliance with applicable laws, internal regulations, the Charter of Nam A Bank, and the resolutions and decisions of the GMS and the BOD.
4. The CEO and other executives:
 - a) The CEO shall be responsible for the day-to-day management of Nam A Bank's business operations and for implementing the strategies approved by the BOD.
 - b) The CEO shall assign duties to and/or authorize members of the Board of Management (BOM) and other executives to organize the implementation of the resolutions and decisions of the BOD, the decisions and direction of the CEO.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Article 5. Roles, powers and obligations of the GMS

1. The GMS comprising all shareholders holding voting shares, is the highest decision-making body of Nam A Bank and shall have the power to decide on the most important matters of Nam A Bank in accordance with applicable laws and the Charter of Nam A Bank.
2. The GMS shall operate through Annual General Meetings of Shareholders (Annual GMS), Extraordinary General Meetings of Shareholders (Extraordinary GMS), and the collection of shareholders' written opinions.
3. The GMS shall exercise its powers and perform its obligations in accordance with applicable laws and the Charter of Nam A Bank.

Article 6. Authority to convene and forms of the GMS

1. Annual GMS: The BOD shall convene the Annual GMS within four (04) months from the end of each fiscal year, unless an extension is permitted under applicable laws. The Annual GMS shall not be conducted by way of collecting shareholders' written opinions.
2. Extraordinary GMS: The BOD, the BOS or shareholder(s)/group(s) of shareholders shall have the right to convene an Extraordinary GMS in the circumstances prescribed by the Charter of Nam A Bank.
3. A GMS of Nam A Bank may be conducted in the form of physical meeting, virtual meeting or hybrid meeting combining physical attendance and virtual participation.

Article 7. Order and procedures for conducting physical GMS

The order and procedures for conducting a GMS shall be implemented in accordance with this Regulation, the Charter of Nam A Bank and applicable laws. The principal provisions governing the order and procedures are as follows:

1. Notice of the record date for determining shareholders entitled to attend the GMS:
Nam A Bank shall disclose information on the determination of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date.
2. List of shareholders entitled to attend the GMS:
 - a) The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days before the date on which the invitation notice is sent.
 - b) The list shall be prepared based on the register of shareholders and the register of securities holders of Nam A Bank.
 - c) The list shall include the full name, contact address, nationality and legal identification number of each individual shareholders; the name, enterprise identification number or legal establishment documents, and the head office address of each institutional shareholders; the number of shares of each class held; and the shareholder registration number and registration date of each shareholder.
 - d) Each shareholder shall have the right to to be provided with the information relating to such shareholder as recorded in the list of shareholders entitled to attend the GMS.
 - e) Shareholders shall have the right to request the convener of the GMS to correct inaccurate information or supplement necessary information relating to such shareholders in the list of shareholders entitled to attend the meeting.
3. Invitation notice of the GMS:
 - a) The convener of the GMS must send a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the meeting date (calculated from the date the notice is sent or validly delivered). The notice must be sent by a guaranteed method to the contact address of the shareholders and simultaneously published on the electronic information page (website) of Nam A Bank and the State Securities Commission, as well as the stock exchange where Nam A Bank's shares are listed or registered for trading.
 - b) The notice shall specify the name, head office address and enterprise identification number of Nam A Bank; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements applicable to attendees.
 - c) The following documents shall accompany the notice of the GMS:
 - i. Meeting agenda, meeting materials and draft resolutions for each agenda item;

- ii. Ballot;
- iii. Power of Attorney;
- iv. List of candidates and detailed information relating to candidates where members of the BOD or the BOS are to be elected.

Where the meeting materials are not enclosed with the notice, the notice shall specify the website where shareholders may access such documents.

4. Shareholders' proposals for inclusion in the Meeting Agenda:

- a) A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to Nam A Bank no later than 03 (three) working days before the opening date. Proposals must clearly full name, mailing addresses, nationalities, and legal document numbers of individual shareholders; name, business registration numbers or legal document numbers, headquarters addresses for institutional shareholders; the quantity of each class of shares held by the shareholder, and the issues proposed to be included in the meeting agenda.
- b) In the event that the convener of the GMS refuses the proposal referred to in Point a of this Clause, they must provide a written response, stating the reasons, no later than 02 (two) working days before the opening date of the GMS in accordance with the Charter of Nam A Bank.
- c) The convener shall accept and include the proposal referred to in Point a of this Clause in the draft agenda and contents of the meeting unless it falls within the circumstances referred to in Point b of this Clause. The proposal shall become an official agenda item upon approval by the GMS.

5. Authorization to attend the GMS:

- a) Shareholders, or their authorized representatives, are organizations that can directly attend the meeting or delegate another individual or organization to attend the meeting or participate in the meeting approving one of the forms specified under the Charter of Nam A Bank.
- b) The authorization of an individual or organization to attend the GMS on behalf of a shareholder as prescribed in Point a of this Clause shall be made in writing. The authorization document must be prepared in accordance with civil law and must clearly state the name of the shareholder granting the authorization, the name of the individual or organization receiving the authorization, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

In the event of a delegated authorization, the meeting participant must present the original authorization document from the shareholder, and the representative authorized by the shareholder is an organization (if it has not been previously registered with Nam A Bank).

- c) Before the opening of the GMS or before the meeting is reconvened, if Nam A Bank does not receive notification of any of the following events, then the participation in the GMS and/or the voting ballot of the authorized representative within the scope of the authorization remains valid when:
 - i. The authorizing person has passed away, has limited civil capacity, or has lost civil capacity;
 - ii. The authorizing person has amended, supplemented, replaced or terminated the previous authorization.

6. Registration to attend the GMS:

- a) Prior to the opening of the meeting, Nam A Bank shall conduct shareholder registration procedures. A shareholder entitled to attend who fails to complete registration in accordance with Nam A Bank's instructions shall be deemed not to have attended the meeting.
- b) When registering shareholders, Nam A Bank issues each shareholder or their authorized representative a Ballot, which includes the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes for that shareholder.
- c) Shareholders or authorized representatives who arrive after the meeting has commenced have the right to register immediately and subsequently participate and vote at the assembly right after registration. The Chairman of the meeting is not responsible for pausing the assembly to allow late shareholders to register, and the validity of the matters that have been voted on previously remains unchanged.

7. Conditions for conducting the GMS:

- a) The GMS is held when the number of shareholders and authorized representatives attending the meeting exceeds 50% of the total voting shares.
- b) In the event that the conditions for conducting the meeting prescribed in Point a of this Clause are not fulfilled, the invitation for the second meeting shall be sent within 30 (thirty) days from the first meeting date. The second GMS shall be conducted when it is participated by a number of shareholders that represent at least 33% of the votes.
- c) In the event that the conditions for conducting the second meeting prescribed in Point b of this Clause are not fulfilled, the invitation for the third meeting shall be sent within 20 (twenty) days from the second meeting date. The third GMS shall

be conducted regardless of the number of votes represented by the participants, it shall be considered valid and have the authority to decide on all issues proposed for approval at the first GMS.

- d) Only the GMS shall have the authority to amend the agenda attached to the notice of meeting in accordance with Clause 3 of this Article.

Article 8. Forms and conditions for approving of the decision of the GMS

1. The GMS approves decisions within its authority by voting at the meeting or by obtaining written opinions, as applicable in accordance with the Charter of Nam A Bank.
2. Depending on the matter prescribed in the Charter of Nam A Bank, a Resolution of the GMS shall be adopted upon approval by shareholders representing more than fifty percent (50%) or more than sixty-five percent (65%) of the total votes of attending shareholders or their authorized representatives (in the case of a physical meeting), or by shareholders representing more than fifty percent (50%) or more than sixty-five percent (65%) of the total votes of all shareholders (in the case of collecting shareholders' written opinions).
3. The election of members of the BOD and the BOS must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the BOD or the BOS, and shareholders have the right to allocate all of their votes to one or several candidates.

Article 9. Voting Procedures at the GMS

1. The GMS shall discuss and vote on each agenda item or group of agenda items under the direction of the Chairperson. Voting shall be conducted in accordance with the voting rules applicable to the meeting.
2. Vote Counting: The GMS shall elect vote counters or vote-count supervisors upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be determined by the GMS.
 - a) Vote counting shall commence immediately after the completion of voting.
 - b) The Vote Counting Committee shall verify the validity of the ballots.
 - c) The Vote Counting Committee shall consolidate the voting results and determine whether each proposed matter is approved or not approved.
3. Announcement of voting results: The voting results shall be recorded in writing and announced at the GMS.

Article 10. Order and procedures for conducting a virtual GMS

1. Where necessary, the BOD may decide to convene a virtual GMS. A virtual GMS shall utilize appropriate technological solutions that enable shareholders to attend, express their opinions and cast votes electronically or by other electronic means.
2. Shareholders shall register accurate telephone numbers, contact addresses and/or email addresses to ensure receipt of the access credentials for participation in the virtual GMS and electronic voting, and shall bear full responsibility for the accuracy of such registered information.
3. Shareholders shall use the access account provided by Nam A Bank to attend the virtual meeting and cast electronic votes in all voting sessions for which they are entitled to vote.
4. Shareholders shall be responsible for maintaining the confidentiality of their access account, password and other authentication credentials to ensure that only the shareholder may attend the virtual GMS and cast electronic votes through the online meeting system. Shareholders shall be legally responsible and accountable to Nam A Bank for all electronic votes cast through their respective access accounts on the virtual GMS system.
5. Detailed regulations governing the organization of virtual GMS shall be implemented in accordance with the regulation on the organization of virtual GMS of Nam A Bank approved by the GMS.

Article 11. Order and procedures for conducting a hybrid GMS

1. To maximize shareholders' rights and facilitate their participation, the BOD may, where necessary, decide to convene a hybrid GMS combining physical attendance and virtual participation.
2. The order and procedures for organizing the meeting and conducting voting at a hybrid GMS shall comply with the provisions of Chapter II of this Regulation.

Article 12. Minutes of the GMS

1. The meetings of the GMS must be recorded in minutes and may be audio recorded or saved in other electronic forms.
2. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the main content as stipulated in Clause 1, Article 150 of the Law on Enterprises. In the event of discrepancies between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.
3. The minutes of the GMS must be finalized and approved before the meeting is finished. The Chairman of the meeting and the Secretariat Board, or others, must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

Article 13. Disclosure of the minutes and resolutions of the GMS

1. The notice of the GMS, the minutes of the GMS, the resolutions of the GMS, and other related documents must be disclosed in accordance with the provisions of Laws on information disclosure in the securities market and must be kept at the head office of Nam A Bank.
2. Within 15 (fifteen) days from the date of the completion of the GMS or from the date of the vote counting conclusion (according to the vote counting minutes) in the event of obtaining shareholders' written opinions, Nam A Bank must send all resolutions and decisions approved by the GMS to the SBV.

Article 14. Objection to Resolutions of the GMS

1. Within 90 (ninety) days from the date of receiving the resolution or the minutes of the GMS or the minutes of the results of the shareholders' written opinions, shareholders or a group of shareholders holding five percent (5%) or more of the total ordinary shares have the right to request the Court or Arbitration to review and consider invalidating the resolution or part of the content of the resolution of the GMS in the following cases:
 - a) The order and procedure for convening meetings or obtaining shareholders' written opinions from shareholders and issuing decisions of the GMS must comply with the current legal regulations, and the Charter of Nam A Bank, except where the resolution of the GMS is adopted by one hundred percent (100%) of the total voting shares.
 - b) The content of the resolution violates the Laws or the Charter of Nam A Bank.
2. Shareholders who voted against a resolution on the reorganization of Nam A Bank or on any amendment to the rights and obligations of shareholders as prescribed in the Charter of Nam A Bank shall have the right to request Nam A Bank to repurchase shares in accordance with Article 132 of the Law on Enterprises. Such request shall be made in writing and shall specify the name and address of the shareholder, the number of shares of each class, the proposed selling price, and the reasons for requesting Nam A Bank to repurchase such shares. The request shall be submitted to Nam A Bank within ten (10) days from the date on which the GMS adopts the resolution on the matters specified in this Clause.

Article 15. Authority and Procedures for obtaining Shareholders' Written Opinions

1. The BOD has the right to obtain shareholders' written opinions to approve the decisions of the GMS at any time if deemed necessary for the benefit of Nam A Bank, except for matters which, in accordance with the Charter of Nam A Bank, must be adopted by voting at a meeting of the GMS. The decisions of the GMS may be approved in the form of obtaining written opinions, provided that the approval is obtained from shareholders meeting the ratio specified in in the Charter of Nam A Bank.
2. The BOD must prepare the written opinion ballots, the draft resolution of the GMS, and the explanatory documents for the draft resolution. The BOD must ensure that the

documents are sent and published to the shareholders within a reasonable time for reviewing and voting, and must send them no later than 10 (ten) days before the deadline for receiving the written opinion ballots. The requirements and methods for sending the written opinion ballots and accompanying documents shall be carried out in accordance with the Charter of Nam A Bank.

3. A written opinion ballot shall contain the principal contents prescribed in Clause 3 Article 149 of the Law on Enterprises.
4. The written opinion ballots must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder.
5. The written opinion ballots can be submitted to Nam A Bank by the following methods:
 - a) Sending by letter: The written opinion ballots sent to Nam A Bank must be placed in a sealed envelope and kept confidential until the time of the vote counting;
 - b) Sending by faxes, emails, or other electronic forms: The written opinion ballots sent to Nam A Bank via fax, email, or other electronic means must be kept confidential until the time of the vote counting.
 - c) Sending by other methods as instructed by Nam A Bank.

The written opinion ballots received by Nam A Bank after the deadline specified in the content of the written opinion ballots or those that have been opened in the event of mail submissions or announced before the vote counting in the event of fax or email submissions, are considered invalid. Written opinion ballots that are not submitted are regarded as non-participation in the voting.

6. The BOD conducts the voting and prepares the vote counting minutes in the presence of the Board of Supervisors or shareholders who do not hold management positions at Nam A Bank. Members of the BOD, vote counters, and vote counting supervisors are jointly responsible for the integrity and accuracy of the vote counting minutes; they are also jointly liable for any damages arising from decisions made based on untruthful or inaccurate vote counting.
7. The Vote Counting Minutes shall bear the full names and signatures of the Chairperson of the BOD, the vote-count supervisor and the vote counter, and shall contain the principal contents prescribed in Clause 5 Article 149 of the Law on Enterprises.
8. The resolution of the GMS approved in the form of obtaining written opinions is considered as valid as a resolution directly voted at the GMS.
9. The vote counting minutes and resolutions must be sent to the shareholders within 15 (fifteen) days from the date of completion of the vote counting. The sending of the vote counting minutes and resolutions may be replaced by posting on the electronic information page of Nam A Bank within 24 (twenty-four) hours from the time of completion of the vote counting.

10. The written opinion ballots answered, the vote counting minutes, the full text of the resolution that has been approved, and the related documents sent along with the written opinion ballots must all be kept at the headquarters of Nam A Bank.

Chapter III

BOARD OF DIRECTORS

Article 16. Structure, roles, powers and obligations of the BOD

1. The BOD is the governing body of Nam A Bank and shall have the authority, on behalf of Nam A Bank, to decide on all matters relating to the objectives and interests of Nam A Bank, except for those falling within the authority of the GMS.
2. The BOD shall supervise the CEO and other Executives in the performance of duties.
3. The BOD shall exercise such other rights and perform such other obligations as prescribed by applicable laws and the Charter of Nam A Bank.
4. The BOD must have at least 05 (five) members and no more than 11 (eleven) members. The number of members for each term is decided by the GMS. The Board of Directors must have at least 02 (two) independent members, 2/3 (two-thirds) of the total number of members must be independent members and non-executive members. The total number of independent members of the Board of Directors must account for at least 1/3 (one-third) of the total number of members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors is determined by rounding down.
5. The term of the BOD must not exceed 05 (five) years. The term of a member of the BOD shall follow the term of the BOD. The term of an additional or replaced member of the BOD shall be the remaining term of the BOD. The BOD of the term that has just ended shall continue to operate until the BOD of the new term takes over.
6. An individual and his/her Affiliated Persons or representatives of the capital contribution of an institutional shareholder and their Affiliated Persons may participate in the BOD but not exceed 02 (two) members of the BOD of Nam A Bank, except in the cases of representatives of the State's capital contribution or the mandatory transferee.
7. Where the number of members of the BOD falls below the minimum number prescribed in the Charter of Nam A Bank, Nam A Bank shall elect additional members within ninety (90) days from the date on which the number of members falls below the prescribed minimum to satisfy the minimum requirement, unless Nam A Bank is placed under special control.

Article 17. Procedures for the nomination, self-nomination, election, dismissal and removal of Members of the BOD

1. Qualifications and eligibility requirements for members of the BOD: Members of the BOD shall satisfy all qualifications and eligibility requirements prescribed by applicable laws and the Charter of Nam A Bank.
2. Nomination and self-nomination of candidates for membership of the BOD:
 - a) A shareholder or group of shareholders holding 5% or more of the total ordinary shares has the right to nominate or stand for election to the BOD in accordance with the nomination and candidacy principles set out in Nam A Bank's Charter and relevant law.
 - b) In the event that the number of candidates for the BOD by nomination and candidacy is still insufficient, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the regulations of the Operational Regulations of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly announced before the GMS votes to elect members of the BOD in accordance with legal regulations.
 - c) Information relating to the candidates for membership of the BOD (where such candidates have been identified) shall be disclosed on the official website of Nam A Bank at least ten (10) days before the opening date of the GMS to enable shareholders to review such candidates prior to voting. The information disclosed in respect of each candidate shall include at least the following:
 - i. Full name and date of birth;
 - ii. Professional qualifications;
 - iii. Employment history;
 - iv. Other managerial positions held (including membership of the BOD of other companies);
 - v. Interests relating to Nam A Bank and parties (persons) related to Nam A Bank (if any).
 - d) A BOD candidate must provide a written commitment as to the truthfulness and accuracy of the personal information disclosed, and must commit to performing duties honestly, prudently, and in the best interests of Nam A Bank if elected as a BOD member.
3. Election, dismissal and removal of members of the BOD

The election, dismissal and removal of members of the BOD shall be carried out in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOD of Nam A Bank, and applicable laws.
4. Election, dismissal and removal of the Chairman of the BOD:

- a) The Chairperson of the BOD shall be elected, dismissed or removed by the BOD from among its members. The election, dismissal and removal of the Chairperson of the BOD shall be carried out in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOD of Nam A Bank, and applicable laws.
- b) The Chairperson of the BOD shall be elected at the first meeting of the BOD within seven (7) working days from the completion of the election of the BOD. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. Where more than one (01) member receives the same highest number of votes or voting ratio, the members shall elect one (01) among themselves by majority vote to convene the meeting of the BOD.
- c) Within no more than 10 (ten) days from the date the Chairman of the BOD automatically loses his/her status as a member of the BOD in accordance with the Charter of Nam A Bank, the members of the BOD are responsible for organizing a meeting of the BOD to elect a member of the BOD (who meets the current qualifications and conditions) to serve as the Chairman of the BOD.

Article 18. Remuneration, bonuses and other benefits of Members of the BOD

- 1. The remuneration, bonuses, and other benefits of the members of the BOD are determined based on the results and business performance approved by the GMS.
- 2. Members of the BOD receive compensation for their work and bonuses. Compensation is calculated based on the number of working days required to complete the tasks of each Board member and the daily rate of compensation. The BOD estimates the compensation for each member based on a consensus principle. The total compensation and bonuses for the BOD are determined by the GMS at the annual meeting.
- 3. The remuneration of each member of the BOD is included in the business expenses of Nam A Bank in accordance with the regulations of corporate income tax law, is presented as a separate item in the annual financial statements of Nam A Bank, and must be reported to the GMS at the annual meeting.
- 4. Members of the BOD holding executive positions or members of the BOD working in committees, councils, divisions of the Board or performing other tasks outside the usual duties of a Board member may receive additional compensation in the form of a lump sum payment per occasion, salary, commission, profit percentage, or in other forms as decided by the BOD.
- 5. Members of the BOD have the right to be reimbursed for all expenses in accordance with the operational budget of the Board approved by the GMS and the Operational Regulations of the BOD at any given time.

6. Members of the BOD may have liability insurance purchased by Nam A Bank after obtaining approval from the GMS. This insurance does not cover liabilities of Board members related to violations of the Laws and the Charter of Nam A Bank.

Article 19. Procedures for convening and conducting meetings of the BOD

The order, procedures and manner of convening and conducting meetings of the BOD shall be implemented in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOD of Nam A Bank, and applicable laws.

Article 20. Resolutions and decisions of the BOD

1. Resolutions and decisions of the BOD shall be adopted in accordance with the Charter of Nam A Bank.
2. Upon issuance, one (01) copy of each resolution or decision of the BOD shall be sent to the Head of the BOS for supervisory purposes and one (01) copy shall be sent to the CEO for information and implementation.
3. All units and individuals of Nam A Bank, including members of the BOD, shall be responsible for implementing the resolutions and decisions of the BOD.
4. The CEO shall be accountable to the BOD for directing the proper implementation of the relevant contents of the resolutions and decisions of the BOD. The CEO shall promptly report to the Chairperson of the BOD where he/she considers that the implementation of any resolution or decision of the BOD, at the present time or in the future, may adversely affect the business operations of Nam A Bank, for the BOD's consideration. Where the BOD does not issue a replacement resolution or decision, the CEO shall continue to implement the resolution or decision previously issued by the BOD.

Article 21. Appointment and dismissal of the Corporate Governance Director

1. The BOD appoints at least one (1) person as the Corporate Governance Director of Nam A Bank to support the bank's governance activities effectively. The Corporate Governance Director may also serve as the Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Director must meet the following standards:
 - a) Shall not simultaneously work for the auditing firm that is conducting the audit of Nam A Bank's financial statements;
 - b) Other standards as prescribed by Laws and the decisions of the BOD.
3. The Corporate Governance Director has the following rights and responsibilities:
 - a) Advising the BOD on organizing the GMS in accordance with regulations and related tasks between Nam A Bank and shareholders;

- b) Preparing the meetings of the BOD, the BOS, and the GMS as requested by the BOD or the BOS;
- c) Consulting on the procedures for meetings;
- d) Attending the meetings;
- e) Advising on the procedures for establishing resolutions of the BOD in accordance with the provisions of Laws;
- f) Providing financial information, copies of the Board meeting minutes, and other information to the members of the Board of Directors and the Board of Supervisors;
- g) Monitoring and reporting to the Board of Directors on the information disclosure activities of Nam A Bank;
- h) Serving as the point of contact for stakeholders;
- i) Ensuring the confidentiality of information in accordance with the Laws and this Charter;
- j) Other authorities and responsibilities as stipulated by Laws and these regulations.

Chapter IV

BOARD OF SUPERVISORS

Article 22. Structure, roles, powers and obligations of the BOS

1. The BOS is the body elected by the GMS to supervise the operations of Nam A Bank for the purpose of accurately assessing its business performance and financial condition. The BOS shall represent the shareholders in performing the internal audit function and supervising and assessing compliance with applicable laws, internal regulations, the Charter of Nam A Bank, and the resolutions and decisions of the GMS and the BOD.
2. The BOS shall be accountable before the law and the GMS for the performance of its assigned powers and duties. In the performance of its obligations, the BOS shall exercise the powers prescribed by applicable laws and the Charter of Nam A Bank.
3. The BOS shall formulate, submit to the GMS for approval, and implement the Regulation on the Organization and Operation of the BOS in accordance with applicable laws and the Charter of Nam A Bank.
4. The BOS shall have such other powers and obligations as prescribed by applicable laws and the Charter of Nam A Bank.
5. The BOS must have at least 05 (five) members. The members of the BOS must not be individuals working in the accounting or finance department of Nam A Bank and must not be members or employees of the independent auditing firm that conducted the financial audit of Nam A Bank in the 03 (three) consecutive years prior. The number of members for each term of office must be determined by the GMS.

6. The term of the BOS shall not exceed five (05) years. The term of a member of the BOS shall align with the term of the BOS. Members of the BOS may be re-elected or reappointed for an unlimited number of terms. The term of a member who is added or replaces a member who has automatically lost their position, been dismissed, or removed during the term shall be the remaining duration of that term. The BOS of the concluded term shall continue to operate until the BOS of the new term takes over the responsibilities.
7. In the event that the BOS has less than the minimum number of members required in this Charter, within 90 (ninety) days from the date of insufficient minimum number of members' number, Nam A Bank must elect additional members to ensure the minimum number, except in the cases where Nam A Bank is under special control.

Article 23. Procedures for the nomination, self-nomination, election, dismissal and removal of Members of the BOS

1. Qualifications and eligibility requirements for members of the BOS: Members of the BOS shall satisfy all qualifications and eligibility requirements prescribed by applicable laws and the Charter of Nam A Bank.
2. Nomination and self-nomination of candidates for membership of the BOS:
 - a) A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to nominate or self-nominate candidates for election to the BOS in accordance with the principles for nomination and self-nomination prescribed in the Charter of Nam A Bank and applicable laws.
 - b) In the event that the number of candidates for the BOS nomination and self-nomination is still insufficient, the incumbent BOS may nominate additional candidates or organize nominations in accordance with the regulations set forth in the Operational Regulations of the BOS. The introduction of additional candidates by the incumbent BOS must be clearly announced before the GMS votes to elect members of the BOS in accordance with the law.
 - c) Information relating to the candidates for membership of the BOS (where such candidates have been identified) shall be disclosed on the official website of Nam A Bank at least ten (10) days before the opening date of the GMS to enable shareholders to review such candidates prior to voting. The information disclosed in respect of each candidate shall include at least the following:
 - i. Full name and date of birth;
 - ii. Professional qualifications;
 - iii. Employment history;
 - iv. Other managerial positions held (including membership of the board of supervisors of other companies);

- v. Interests related to Nam A Bank and the related persons of Nam A Bank (if any).
 - d) Candidates for membership of the BOS shall provide a written undertaking confirming the truthfulness and accuracy of the personal information disclosed and undertake to perform their duties honestly, prudently and in the best interests of Nam A Bank if elected as members of the BOS.
3. Election, dismissal and removal of members of the BOS:

The election, dismissal and removal of members of the BOS shall be carried out in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOS of Nam A Bank, and applicable laws.
4. Election, dismissal and removal of the Head of the BOS:
 - a) The Head of the BOS shall be elected, dismissed or removed by the BOS from among its members. The election, dismissal and removal of the Head of the BOS shall be carried out in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOS of Nam A Bank, and applicable laws.
 - b) The Head of the BOS shall be elected at the first meeting of the BOS within seven (7) working days from the completion of the election of the BOS. Such meeting shall be convened and chaired by the members receiving the highest number of votes or the highest voting ratio. Where more than one (01) member receives the same highest number of votes or voting ratio, the members shall elect one (01) among themselves by majority vote to convene the meeting of the BOS.
 - c) Within ten (10) days from the date on which the Head of the BOS automatically ceases to be a member of the BOS in accordance with the Charter of Nam A Bank, the members of the BOS shall convene a meeting of the BOS to elect one (01) member of the BOS who satisfies the applicable qualifications and eligibility requirements to serve as the Head of the BOS.

Article 24. Remuneration, bonuses and other benefits of Members of the BOS

1. Members of the BOS shall be entitled to remuneration, bonuses and other benefits as decided by the GMS. The GMS shall decide on the aggregate remuneration, bonuses, other benefits and the annual operating budget of the BOS.
2. Members of the BOS shall be reimbursed for reasonable accommodation, travel and independent professional advisory service expenses. The aggregate remuneration and such expenses shall not exceed the annual operating budget of the BOS approved by the GMS, unless otherwise decided by the GMS.
3. The remuneration and operating expenses of the BOS is included in the business expenses of Nam A Bank in accordance with the regulations of corporate income tax

law, is presented as a separate item in the annual financial statements of Nam A Bank, and must be reported to the GMS at the annual meeting.

Article 25. Procedures for Convening and Conducting Meetings of the Board of Supervisors

The order, procedures and manner of convening and conducting meetings of the Board of Supervisors shall be implemented in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the Board of Supervisors of Nam A Bank, and applicable laws.

Article 26. Other Provisions Relating to the Board of Supervisors

The duties, powers and other rights of the Board of Supervisors, the Head of the Board of Supervisors and members of the Board of Supervisors; the adoption of resolutions and decisions of the Board of Supervisors; and other matters relating to the Board of Supervisors shall be implemented in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the Board of Supervisors of Nam A Bank, and applicable laws.

Chapter V

CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 27. Powers and obligations of the CEO and other executives

1. The CEO shall be appointed by the BOD from among the members of the BOD or from among other individuals or may be employed by the BOD. The CEO shall be responsible for the day-to-day management of the operations of Nam A Bank, shall be subject to the supervision of the BOD and the BOS, and shall be accountable to BOD and before the law for the exercise of powers and the performance of obligations. The CEO shall have the powers and duties prescribed in the Charter of Nam A Bank.
2. Other executives shall be responsible for managing and operating the activities of the divisions or units under their respective responsibility in accordance with the assignment or authorization of the CEO, and shall organize the implementation of the resolutions and decisions of the BOD and the decisions and directions of the CEO.
3. The BOD shall determine the salary, bonuses and other benefits of the CEO and other executives based on the business performance and operating results of Nam A Bank.
4. The salary of the CEO shall be recognized as an operating expense of Nam A Bank in accordance with the laws on corporate income tax, separately disclosed in the annual financial statements of Nam A Bank, and reported to the GMS at its Annual General Meeting.

Article 28. Qualifications and eligibility requirements for the CEO and other executives

1. Qualifications and eligibility requirements for the CEO:

The CEO shall satisfy all qualifications and eligibility requirements prescribed in the Charter of Nam A Bank, the Law on Credit Institutions and other applicable laws.

2. Qualifications and eligibility requirements for other executives:
 - a) Other executives shall not fall within the categories of persons prohibited from holding managerial positions as prescribed in the Charter of Nam A Bank and applicable laws.
 - b) The deputy CEO cannot simultaneously be a manager, executive, supervisor, or member of the BOS of another credit institution or business, except in cases where the deputy CEO is a manager or executive of a subsidiary of Nam A Bank.
 - c) Other executives shall satisfy one of the following requirements:
 - i. Hold a university degree or higher in finance, banking, economics, business administration, law, accounting, auditing or another discipline relevant to the professional field to be assumed;
 - ii. Hold a university degree or higher in another discipline and have at least three (03) years of direct working experience in finance, banking or the professional field to be assumed.
 - d) Other executives shall reside in Vietnam throughout their term of office.
 - e) The chief accountant shall satisfy the qualifications and eligibility requirements prescribed by the laws on accounting.
 - f) Other executives shall satisfy such other qualifications and eligibility requirements as may be prescribed by Nam A Bank and applicable laws from time to time.

Article 29. Procedures for the appointment, dismissal and removal of the CEO and other executives

1. The BOD shall appoint, dismiss, impose disciplinary measures on, suspend from duty, and determine the salary and other benefits of the CEO, Deputy CEO, chief accountant, corporate secretary, directors of branches, subsidiaries and non-business units, heads of representative offices, and other positions falling within the authority of the BOD in accordance with the internal regulations promulgated by the BOD.
2. The CEO shall appoint, dismiss and remove executives of Nam A Bank, except for positions falling within the decision-making authority of the GMS, the BOD, and other positions as prescribed in the internal regulations of Nam A Bank.
3. The regulation on the appointment, dismissal, removal and execution of employment contracts applicable to the CEO and other executives shall be promulgated by the BOD.

Chapter VI

COORDINATION AMONG THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE CHIEF EXECUTIVE OFFICER

Article 30. Principles of coordination

The BOD, the BOS and the CEO shall coordinate activities in accordance with the following principles:

1. Always act in the best interests of Nam A Bank.
2. Strictly comply with applicable laws and the regulations of Nam A Bank.
3. Perform obligations with the highest sense of responsibility, integrity and cooperation, and maintain regular communication to jointly resolve difficulties and obstacles (if any).

Article 31. Coordination between the BOD and the CEO

1. At meetings of the BOD, the Chairman of the BOD or the chairperson of the meeting shall, depending on the agenda of the meeting, decide whether to invite the CEO or other executives responsible for the relevant matters to attend the meeting and provide comments (if any).
2. At regular or extraordinary meetings of the BOM, or meetings concerning significant matters chaired by a member of the BOM, the chairperson of the meeting shall, depending on the agenda of the meeting, decide whether to invite the Chairperson of the BOD or relevant members of the BOD to attend the meeting and provide comments (if any). In all cases, minutes of the meeting shall be prepared and one (01) copy thereof shall be submitted to the Chairperson of the BOD for reporting purposes.
3. Representatives of the office of the BOD shall attend periodic review meetings, year-end review meetings and regular briefing meetings to facilitate information exchange and strengthen direction to ensure the proper implementation of the policies, guidelines, resolutions, decisions and regulations issued by the BOD.
4. The CEO shall be accountable to the BOD for directing the proper implementation of the relevant contents of the resolutions, decisions and internal communications of the BOD.
5. The CEO shall submit written reports to the BOD upon request. All documents issued by the Board of Management and submitted to competent State authorities at all levels or to mass media agencies in response to their lawful requests shall simultaneously be copied to the Chairperson of the BOD.
6. Where any risk that may materially affect the reputation or business operations of Nam A Bank is identified, or in any other case considered necessary, the CEO and other executives shall promptly report such matter to the Chairperson of the BOD and the member of the BOD directly responsible for the relevant area.
7. The BOD have the right to require the CEO and other executives to report on the performance of their duties, provide information and comply with reporting requirements for the purpose of performing the governance and control functions of Nam A Bank in accordance with the Charter of Nam A Bank, the internal regulations of Nam

A Bank and applicable laws. Information and data provided to the BOD shall be truthful, objective, timely and complete, accurately reflect the operational status of Nam A Bank, and satisfy the governance requirements of Nam A Bank as well as applicable laws.

Article 32. Coordination between the BOD and the BOS

1. The Chairperson of the BOD or the person convening a meeting of the BOD shall send the notice of the meeting and the accompanying documents to the BOS.
2. In addition to periodic reports, members of the BOS have the right to request the BOD to provide information and documents relating to the management, administration and business operations of Nam A Bank.
3. The BOS shall regularly inform the BOD of its operational results. The BOS may consult the BOD before submitting its reports and recommendations to the GMS.
4. The BOD shall ensure that copies of all financial information and other information, as well as the minutes of meetings of the BOD, are provided to the BOS concurrently with their provision to members of the BOD.

Article 33. Coordination between the BOS and the CEO

1. Where deemed necessary, the CEO may invite the Head of the BOS or members of the BOS to attend meetings. The Head of the BOS or members of the BOS may provide comments (if any). The Chairperson and/or the secretary of the meeting shall send a copy of the minutes of the meeting to the BOS.s
2. The CEO and other executives shall facilitate members of the BOS in accessing information and documents upon request.
3. The CEO shall receive internal audit reports, organize the implementation of the recommendations made by the BOS to the CEO in the internal audit reports (if any), and report to the BOS on the implementation of such recommendations.

Chapter VII

PERFORMANCE EVALUATION, COMMENDATION AND DISCIPLINARY ACTIONS APPLICABLE TO MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 34. Methods for evaluating the performance of Members of the BOD, the BOS, the CEO and other executives

1. The BOD shall evaluate the performance of members of the BOD and the CEO.
2. The BOS shall evaluate the performance of members of the BOS.
3. The CEO shall evaluate the performance of members of the BOM and Other Executives under the management of the CEO.

4. Subject to the decision of the BOD or the BOS, the performance evaluation of members of the BOD, the BOS, the CEO and other executives may be conducted by one or more of the following methods:
 - a) Self-assessment;
 - b) Semi-annual performance evaluation;
 - c) Annual performance evaluation conducted at the end of the year;
 - d) Vote of confidence;
 - e) Other methods as determined by the BOD or the BOS from time to time.

Article 35. Performance evaluation criteria

1. Performance in carrying out assigned duties, including the level of completion, workload, quality and effectiveness of the individual's work, and the development and operational results of the relevant unit.
2. Ethical standards, personal conduct, and compliance with the Charter of Nam A Bank, the internal regulations of Nam A Bank and applicable laws.
3. Commitment to continuous learning and professional development, integrity, willingness to accept constructive feedback, organizational awareness, discipline, and sense of responsibility in performing assigned duties and responsibilities of the position held.
4. Management capability, management style and attitude toward work management.
5. Cooperation and teamwork within the unit and with other units, and the level of trust and confidence of employees.

Article 36. Commendation

1. Members of the BOD, the BOS, the CEO and other executives who achieve outstanding performance in the governance and management of Nam A Bank and in performing other assigned duties shall be considered for commendation in accordance with applicable laws and the regulations of Nam A Bank.
2. The forms of commendation, the specific criteria applicable to each form of commendation, and the order and procedures for commendation shall be implemented in accordance with applicable laws, the Charter of Nam A Bank and the internal regulations of Nam A Bank from time to time.

Article 37. Disciplinary actions

1. Where a member of the BOD, the BOS, the CEO or other executives, in the course of performing assigned duties, violates applicable laws, the Charter of Nam A Bank or the internal regulations of Nam A Bank, such member shall, depending on the nature, severity and consequences of the violation, be subject to disciplinary actions in accordance with applicable regulations.

2. The principles, forms, order and procedures for disciplinary actions shall be implemented in accordance with applicable laws, the Charter of Nam A Bank and the internal regulations of Nam A Bank from time to time.

Chapter VIII

IMPLEMENTATION PROVISIONS

Article 38. Implementation provisions

1. Other matters relating to the internal governance of Nam A Bank not provided for in this Regulation shall be governed by applicable laws, the Charter of Nam A Bank and other internal regulations of Nam A Bank. In the event of any inconsistency between this Regulation and the Charter of Nam A Bank with respect to the same matter, the Charter of Nam A Bank shall prevail.
2. In this Regulation, any reference to any legal document or any provision thereof shall include any amendments, supplements or replacement legal documents. Where any provision of this Regulation is inconsistent with, or no longer conforms to, applicable laws, such provision shall automatically cease to be effective; provided, however, that the remaining provisions of this Regulation shall remain unaffected.
3. Where any provision of this Regulation becomes inconsistent with any applicable laws as amended, supplemented or newly promulgated after the effective date of this Regulation, such applicable laws shall apply directly until this Regulation is amended, supplemented or replaced accordingly.
4. Any supplement or amendment to this Regulation must be considered and approved by the GMS.

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

Tran Ngo Phuc Vu

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