

# **NAM A BANK**

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SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 31/2026/QĐBKS-NHNA

Ho Chi Minh City, July 25<sup>th</sup>, 2026

## **DECISION**

### **On Promulgating the Operating Regulations of the Board of Supervisors of Nam A Commercial Joint Stock Bank**

#### **THE BOARD OF SUPERVISORS OF NAM A COMMERCIAL JOINT STOCK BANK**

*Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18<sup>th</sup>, 2024 and its amending, supplementing, and implementation-guiding documents;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019 and its amending, supplementing, and implementation-guiding documents;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020 and its amending, supplementing, and implementation-guiding documents;*

*Pursuant to the Regulations on internal control systems of commercial banks and foreign bank branches No. 83/2025/TT-NHNN dated December 31<sup>st</sup>, 2025 and its amending, supplementing, and implementation-guiding documents;*

*Pursuant to Resolution of the General Meeting of Shareholders dated July 25<sup>th</sup>, 2026 of Nam A Bank Commercial Joint Stock Bank;*

*Pursuant to the Charter of Nam A Bank Commercial Joint Stock Bank as amended, supplemented and approved by the General Meeting of Shareholders on July 25<sup>th</sup>, 2026.*

#### **HEREBY DECIDES:**

**Article 1.** To issue the “Operating Regulations of the Board of Supervisors of Nam A Commercial Joint Stock Bank”.

**Article 2.** This Decision takes effect from July 25<sup>th</sup>, 2026.

Decision No. 21/2024/QĐBKS-NHNA dated August 12<sup>nd</sup>, 2024 of the Board of Supervisors on the promulgation of the Operating Regulations of the Board of Supervisors of Nam A Commercial Joint Stock Bank shall no longer be valid from the effective date of this Decision.

**Article 3.** Members of the Board of Directors, the Board of Supervisors, the Board of  
BM-QLCL.QLVB.02.28, Effective Date: 05/11/2024

Management, Division Directors, Regional Directors, Head of Departments (Units)/Offices/Centers/Branches/Transaction Offices/ Representative Offices/ Regional Offices/Subsidiary Companies of Nam A Commercial Joint Stock Bank and relevant personnel are responsible for executing the Decision.

**Recipients:**

- As per Article 3 (for implementation);
- BOD, BOS, CEO;
- Nam A Bank staff;
- Archived: BOS, Administration Dept.

ON BEHALF OF THE BOARD OF SUPERVISORS  
~~HEAD OF THE BOARD OF SUPERVISORS~~



Nguyen Minh Tuan

**OPERATING REGULATIONS**  
**OF THE BOARD OF SUPERVISORS OF NAM A COMMERCIAL JOINT STOCK BANK**  
*(Issued under Decision No. 31/2026/QĐBKS-NHNA dated July 25<sup>th</sup>, 2026*  
*of The Board of Supervisors Nam A Commercial Joint Stock Bank)*

**Chapter I**  
**GENERAL PROVISIONS**

**Article 1. Scope and subjects of application**

1. The Regulation on the Operations of the Board of Supervisors stipulates the structure, operating principles, rights, and duties of the Board of Supervisors and its members in accordance with the Law on Credit Institutions, the Law on Enterprises, the Charter of Nam A Commercial Joint Stock Bank (*hereinafter shortly referred to as Nam A Bank*), and other relevant regulations.
2. This Regulation is uniformly applied 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. Operating principles of the Board of Supervisors**

The Board of Supervisors works on a collective principle. The members of the Board of Supervisors bear personal responsibility for their assigned tasks and joint responsibility before the General Meeting of Shareholders and the law for the work and decisions of the Board of Supervisors.

**Article 3. 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 17<sup>th</sup>, 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 18<sup>th</sup>, 2024, and its amendments, supplements and replacements from time to time.
3. **Managers of Nam A Bank** include Chairman, members of the Board of Directors, Chief Executive Officer.
4. **Executives of Nam A Bank** include the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Branch Director and equivalent positions as prescribed by Nam A Bank from time to time.
5. **Internal auditor** is the person who performs internal audits belonging to the Internal Audit Department of Nam A Bank.
6. **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.

7. **SBV** means the State Bank of Vietnam.
8. **GMS** means the General Meeting of Shareholders.
9. **BOD** means the Board of Directors.
10. **BOS** means the Board of Supervisors.
11. **CEO** means the Chief Executive Officer.

## **Chapter II**

### **MEMBERS OF THE BOARD OF SUPERVISORS**

#### **Article 4. Duties and powers of members of the Board of Supervisors**

1. Comply with the law, Nam A Bank's Charter, internal regulations of the Board of Supervisors, and perform duties as assigned by the Head of the Board of Supervisors to honestly and prudently implement the duties and powers of the Board of Supervisors for the benefit of Nam A Bank and its shareholders; be responsible for the performance of their rights and obligations.
2. Elect one member of the Board of Supervisors as the Head of the Board of Supervisors. The election, dismissal, and removal shall follow the majority rule.
3. Request the Head of the Board of Supervisors to convene extraordinary meetings of the Board of Supervisors.
4. Control business operations, accounting books, assets, financial statements, and recommend remedial measures.
5. Request managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs, and other management and executive decisions of Nam A Bank.
6. Request managers, executives, and employees of Nam A Bank to provide data and explain business operations to perform assigned tasks.
7. Report to the Head of the Board of Supervisors on unusual financial activities and take responsibility for their own assessments and conclusions.
8. Attend meetings of the Board of Supervisors, discuss and vote on matters falling under the duties and powers of the Board of Supervisors, except for matters where the member has a conflict of interest.
9. Be loyal to the interests of Nam A Bank and its shareholders; do not abuse position and status, or use information, know-how, business opportunities, and other assets of Nam A Bank for personal gain or to serve the interests of other organizations or individuals.
10. In case of violating the provisions in Clauses 1, 9, and 12 of this Article causing

damage to Nam A Bank or others, the member of Board of Supervisors must bear personal or joint responsibility for compensation. Income and other benefits obtained by the member due to the violation must be returned to Nam A Bank.

11. Upon discovering a member of the Board of Supervisors violating their assigned rights and obligations, a written notice must be sent to the Board of Supervisors, requesting the violator to cease the violation and remedy the consequences.
12. Other rights and obligations prescribed by law and the Nam A Bank's Charter.

#### **Article 5. Term of office and number of members of the Board of Supervisors**

1. The BOS must have at least 05 (five) members. The number of members for each term is decided by the GMS.
2. The term of the BOS shall not exceed 05 (five) years. The term of a member of the BOS shall align with the term of the BOS. Members of the Board of Supervisors may be re-elected or re-appointed 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. BOS of the concluded term shall continue to operate until the BOS of the new term takes over the responsibilities.
3. In the event that the BOS has less than the minimum number of members required in Clause 1 of this Article, 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 for the case specified in Clause 5, Article 166 of the Law on Credit Institutions.

#### **Article 6. Standards and conditions for members of the Board of Supervisors**

Members of the BOS must meet all the following standards and conditions:

1. Not falling into the cases prohibited from holding office as stipulated in Article 7 of this Regulation.
2. Possessing professional ethics as stipulated in Article 9 of this Regulation.
3. Holding a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, or auditing.
4. Having at least 03 (three) years of direct working experience in finance, banking, accounting, or auditing.
5. Not being a related person of a manager of Nam A Bank.
6. The Head of the BOS must reside in Vietnam during their term. More than half of the members of BOS must permanently reside in Vietnam.
7. Not being a member or employee of an auditing firm approved to audit Nam A Bank's financial statements in the preceding 03 (three) consecutive years.
8. Not working in the accounting or finance department of Nam A Bank.



9. Other standards and conditions prescribed by relevant laws and the Charter of Nam A Bank.

#### **Article 7. Cases prohibited from holding office**

The following people are not allowed to be members of the BOS:

1. Minors; individuals with cognitive difficulties or challenges in controlling their behavior; individuals with restricted or lost civil capacity;
2. Individuals who are being prosecuted for criminal responsibility, serving a prison sentence; undergoing administrative handling measures at a compulsory rehabilitation center or a compulsory education facility; or is prohibited by the court from holding a position, practicing a profession, or performing certain jobs.
3. Individuals who have been convicted of a serious crime or higher.
4. Individuals who have been convicted of property infringement and has not had their criminal record expunged.
5. Cadres, civil servants, public employees, and managers at the department level or higher in enterprises where the State holds 50% or more of the charter capital, except for those appointed to represent the management of the State's capital contribution, or those appointed, designated, or assigned to participate in the management, operation, or control of credit institutions as required by their duties.
6. Officers, non-commissioned officers, professional soldiers, workers, and defense officials in agencies and units of the Vietnam People's Army; professional officers and non-commissioned officers, police workers in agencies and units of the Vietnam People's Public Security, except for those appointed to represent the management of state capital contributions or enterprises in which the state holds 50% or more of the charter capital at Nam A Bank.
7. Individuals who are not allowed to participate in the management and operation of enterprises or cooperatives in accordance with the provisions of Laws on officials, civil servants, and public employees, as well as the law on anti-corruption.
8. Individuals who used to be private business owners, partners in a partnership, Chief Executive Officers (managers), members of the Board of Directors, members of the Members' Council, supervisors, members of the Board of Supervisors of an enterprise, or members of the Board of Directors and Chief Executive Officers (managers) of a cooperative at the time the enterprise or cooperative is declared bankrupt, except in the cases where they are appointed, designated, or assigned to manage, operate, or control an enterprise or cooperative that is a credit institution declared bankrupt as required by their duties.
9. Individuals who used to be suspended from the position of Chairman, other members of the Board of Directors; Chairman, other members of the Members' Council; Head, other members of the Board of Supervisors; Chief Executive Officer (Director) of the

credit institution as stipulated in Article 47 of the Law on Credit Institutions, or who have been determined by the competent authority to have committed violations leading to the revocation of the credit institution's License.

10. Affiliated Persons of the members of the Board of Directors and the Chief Executive Officer of Nam A Bank, except in the cases specified in Clause 3, Article 69 of the Law on Credit Institutions.
11. Individuals who are responsible according to the inspection conclusion that leads to the credit institution or foreign bank branch being administratively fined in the highest penalty range for violations of regulations regarding licenses, governance, management, shares, share certificates, capital contributions, share purchases, credit granting, corporate bond purchases, and safety ratio as stipulated by the law on handling administrative violations in the monetary and banking field.

#### **Article 8. Cases of incompatible concurrent positions**

A member of the BOS of Nam A Bank must not hold any of the following positions, except in cases where they are a manager, executive, or employee of a credit institution undergoing compulsory transfer under an approved compulsory transfer plan:

1. The manager, the executive of Nam A Bank, other credit institutions, other businesses; employees of Nam A Bank or its subsidiaries.
2. Employees of the enterprise in which a member of the BOD of Nam A Bank is a member of the BOD, an executive, or a major shareholder of that enterprise.

#### **Article 9. Professional ethics standards for members of the Board of Supervisors**

The professional ethics standards for members of the BOS of Nam A Bank must at least include the following principles:

1. Integrity: Perform assigned tasks straightforwardly and honestly.
2. Objectivity: Perform assigned tasks objectively; evaluate fairly without personal gain or the benefit of others.
3. Confidentiality: Comply with information confidentiality regulations according to the law and Nam A Bank's internal regulations.
4. Responsibility: Perform assigned tasks ensuring progress and quality.
5. Prudence: Perform assigned tasks prudently based on evaluating factors such as the complexity and importance of the audited content, and the likelihood of serious errors occurring during the internal audit process.

#### **Article 10. Authorities and responsibilities of the Head of the Board of Supervisors**

1. Organizing the implementation of the authorities and responsibilities of the BOS as stipulated in Article 17 of this Regulation and be responsible for the exercise of its authorities and responsibilities.
2. Convening and presiding over the meeting of the BOS.



3. On behalf of the BOS, signing documents within the authority of the BOS.
4. On behalf of the BOS, convening an extraordinary GMS as prescribed in the Charter of Nam A Bank, or requesting the BOD to hold an extraordinary meeting.
5. Attending the BOD's meeting, having the right to express opinions but can not vote.
6. Requiring the inclusion of his/her opinions in minutes of meetings of the BOD or Board of Members when these opinions differ from resolutions and decisions of the BOD or Board of Members and report such opinions to the GMS or owners or capital contributors.
7. Preparing the working plan of the BOS and assign specific tasks to each member of the BOS.
8. Ensuring that the members of the BOS receive complete, objective, and accurate information and have sufficient time to discuss the issues that the BOS must consider.
9. Supervising and directing members of the BOS to perform their tasks and execute their authorities and responsibilities.
10. Authorizing only other member of the BOS to exercise the authorities and responsibilities of the Head of the BOS during their absence or inability to perform his/her duties.
11. Request the BOD, the CEO, and other management officers to provide reports related to the governance and executive activities of Nam A Bank, as well as the implementation status of recommendations after inspections, examinations, and audits, in order to report to the BOS.
12. The Head of the BOS shall preside over the GMS to elect the meeting chairperson in the event that the Chairman is absent or temporarily incapacitated and the remaining members of the BOD cannot elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.
13. Authorities and responsibilities in accordance with the provisions of Laws and the Charter of Nam A Bank.

#### **Article 11. Nomination and candidacy for members of the Board of Supervisors**

1. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to nominate or run for a position on the Board of Supervisors according to the nomination and candidacy principles stipulated in the Nam A Bank's Charter and relevant laws. The nomination of persons to the Board of Supervisors is carried out as follows:
  - a. Ordinary shareholders forming a group to nominate or stand as candidates for the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.
  - b. Based on the number of members of Board of Supervisors, the shareholder or



group of shareholders specified in this clause has the right to nominate or run for one or several candidates according to the decision of the General Meeting of Shareholders. In the event that the number of candidates nominated or running by a shareholder or group of shareholders is lower than the number they are entitled to nominate or run for as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated or put forward by the Board of Supervisors and other shareholders.

- c. The list of candidates must be sent to the Board of Directors within the time limit prescribed by the Board of Directors.
2. In the event that the number of candidates for the Board of Supervisors nomination and self-nomination is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the regulations set forth in the Charter of Nam A Bank, the Internal Governance Regulations of Nam A Bank, and this Regulation. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

#### **Article 12. Approval of the tentative list of persons to be elected as members of the Board of Supervisors**

1. The tentative list of persons to be elected as members of the Board of Supervisors of Nam A Bank must be approved in writing by the State Bank prior to the election.
2. The Governor of the State Bank stipulates the dossier and procedures for approving the tentative list of persons to be elected to the positions specified in Clause 1 of this Article.
3. Nam A Bank must notify the State Bank of the list of persons elected to the positions specified in Clause 1 of this Article within 10 (ten) days from the election date.

#### **Article 13. Methods of election, dismissal, removal, and replacement of members of the Board of Supervisors**

1. The election, dismissal, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.
2. Voting to elect members of the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of owned shares multiplied by the number of members of Board of Supervisors to be elected, and the shareholder has the right to cast all or a part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the requisite number of members prescribed in the Nam A Bank's Charter is reached. In the event that 02 (two) or more candidates achieve the same number of votes for the final member

position on the Board of Supervisors, a re-election shall be conducted among the candidates with equal votes.

3. Replacing members of the Board of Supervisors:

- a. Members of the BOS shall automatically lose their qualifications or be dismissed or removed from office in accordance with the provisions of Articles 40 and 41 of the Charter of Nam A Bank. The order, procedures, and documents for requesting changes and approving the election, appointment, dismissal, and removal of members of the BOS shall be carried out in accordance with the provisions of Laws and regulations of the SBV.
- b. If the Head of the BOS wishes to resign, he must submit a letter of resignation to the BOS. Within 60 (sixty) days from the date of receipt of the letter, the BOS must convene a meeting to elect a new Head of the BOS.
- c. A member of the BOS who wishes to resign must submit a resignation letter to the BOS for submission to the nearest GMS for decision.

**Article 14. Cases of automatic loss of member status on the Board of Supervisors**

1. Cases of automatic loss of member status on the Board of Supervisors:

- a. Falling into one of the cases prohibited from holding office as stipulated in Article 7 of this Regulation.
- b. Being the representative of the capital contribution of an organization that is a shareholder of Nam A Bank when that organization is dissolved.
- c. No longer acting as the representative of the contributed capital on behalf of the shareholder or contributing member that is an organization.
- d. Being expelled from the territory of the Socialist Republic of Vietnam.
- e. When Nam A Bank's license is revoked.
- f. Being deceased.

2. After automatically losing their qualifications, the member of the BOS are still responsible for their decisions made during their term.

**Article 15. Cases of dismissal and removal of members of the Board of Supervisors**

1. Except in the cases of automatic disqualification specified in Article 14 of this Regulation, the head and other members of the BOS of Nam A Bank shall be dismissed from his/her position or discharged from duty in one of the following cases:

- a. Discharge from duty if he/she hands in a resignation to the BOS of Nam A Bank
- b. Dismissal if he/she fails to join activities of the BOS for 06 (six) consecutive months, except for force majeure events.
- c. Dismissal if he/she fails to meet the criteria and requirements specified in Article 6 of this Regulation.



- d. When the GMS of Nam A Bank deems it necessary to dismiss or discharge the positions of the head and members of the BOS.
  - e. Other cases as prescribed in the Charter of Nam A Bank.
2. After dismissal or discharge from duty, the Head and other members of the Board of Supervisors must still bear responsibility for their decisions made during their term in office.
3. Within 10 (ten) working days from the date of approval for the decision on dismissal or discharge from duty of any holder specified in Clause 1 of this Article, the Board of Directors of Nam A Bank shall send a report enclosed with relevant documents to the State Bank.

**Article 16. Suspension or temporary suspension of the exercise of rights and obligations of members of the Board of Supervisors**

1. The State Bank has the right to terminate or suspend the execution of the authorities and responsibilities of the Head and members of the BOS who violate Article 43, Clause 10 Article 48 of the Law on Credit Institutions and other relevant legal provisions in the process of exercising assigned authorities and responsibilities or who fail to ensure the standards and conditions prescribed in Article 41 of the Law on Credit Institutions; request competent authorities to dismiss, remove, elect, appoint a replacement or designate a replacement if deemed necessary.
2. The Special Board of Supervisors has the right to terminate or suspend the execution of the authorities and responsibilities of the Head and members of the BOS, and executives placed under special supervision, when necessary.
3. Individuals whose authorities and responsibilities are terminated or suspended under Clauses 1 and 2 of this Article shall participate in remedying problems and handling violations related to their personal responsibilities if requested by the State Bank, the BOD, the BOS or the Special BOS.

**Chapter III**

**THE BOARD OF SUPERVISORS**

**Article 17. Authorities and responsibilities of the Board of Supervisors**

1. Monitoring the management and operation activities of Nam A Bank in compliance with Laws, internal regulations, the Charter, and resolutions and decisions of the GMS and the BOD; being responsible to the GMS for the performance of assigned tasks and authorities in accordance with the provisions of the Law on Credit Institutions and the Charter of Nam A Bank.
2. Issuing internal regulations of the BOS; annually reviewing the internal regulations of the BOS and the internal regulations of Nam A Bank regarding accounting and reporting.

3. The BOS has an Internal Audit department and an assisting department to perform its duties and powers. The specific organizational structure, functions, and duties of the Internal Audit department and assisting department are implemented according to the regulations promulgated by the BOS.
4. Organizing and implementing internal audits; have access to, and be provided with complete, accurate, and timely information and documents related to the management and operation activities of Nam A Bank, have the right to utilize the resources of Nam A Bank (including personnel, finance, information technology, and other resources) to carry out the assigned tasks and responsibilities; may hire experts, independent consultants, and external organizations to perform the tasks but must still be accountable for the execution of the tasks of the BOS.
5. Monitoring the financial status, evaluating the first-half and annual financial statements of Nam A Bank; reporting to the GMS on the results of the financial statement evaluation; assessing the reasonableness, legality, truthfulness, and level of prudence in accounting, statistics, and preparing financial statements. The BOS may consult the BOD before presenting the reports and recommendations to the GMS.
6. Monitoring the approval and implementation of investment projects, the purchase and sale of fixed assets, contracts, and other transactions of Nam A Bank that fall under the decision-making authority of the GMS and the BOD. Annually, prepare and submit a report on the monitoring results to the GMS and the BOD.
7. Monitoring compliance with the regulations in the Law on Credit Institutions regarding restrictions to ensure safety in the operations of Nam A Bank.
8. Checking the accounting records, other documents, and the management and operational activities of Nam A Bank when deemed necessary or in the following cases:
  - a. According to the resolution and decision of the GMS.
  - b. At the request of the State Bank or a major shareholder or a group of major shareholders in accordance with legal regulations. The inspection shall be conducted within 07 (seven) working days from the date of receiving the request. Within 15 (fifteen) days from the end of the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the organization or individual that made the request.
9. Promptly notifying to the GMS and the BOD when discovering that managers or executives of Nam A Bank have committed acts of law violation, violated the Charter, internal regulations of Nam A Bank, or resolutions and decisions of the GMS and the BOD; require the violator to immediately cease the violation and implement corrective measures (if any).
10. Complying a list of founding shareholders within 05 (five) years from the date of becoming a founding shareholder, a list of shareholders owning 01% or more of the



charter capital and Affiliated Persons of members of the BOD, members of the BOS, and the CEO of Nam A Bank, as well as shareholders owning 01% or more of the charter capital; maintain and update changes to this list.

11. Proposing to the BOD to hold an extraordinary Board meeting or request the BOD to convene an extraordinary GMS in accordance with the provisions of the Law on Credit Institutions and the Charter of Nam A Bank.
12. Convening an extraordinary GMS in accordance with the provisions of Clause 3, Article 140 of the Law on Enterprises or in the events where the BOD makes a decision that seriously violates the provisions of the Law on Credit Institutions, Article 165 of the Law on Enterprises, or exceeds the authority granted.
13. Appointing, dismissing, disciplining, suspending, and deciding on salary and other benefits for positions within the internal audit department in accordance with the general mechanism of Nam A Bank.
14. Promptly reporting to the State Bank regarding violations of the provisions in Clauses 7, 9, and 12 of this Article and violations related to the ownership ratio of shares, capital contributions, and Affiliated Persons as stipulated by the Law on Credit Institutions.
15. The BOS of Nam A Bank performs functions and duties related to internal auditing, which include at a minimum:
  - a. Supervising and evaluating the implementation of professional ethical standards by members of the BOS and internal auditors.
  - b. Supervising and evaluating the Internal Audit Department and the Head of Internal Audit in the performance of their functions and duties. The BOS may hire external organizations with expertise to evaluate the quality of the Internal Audit Department's operations.
  - c. Other contents prescribed by the BOS.
16. Review, extract, and copy part or all of the declared contents of the List of related persons and declared related interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.
17. Propose and recommend the GMS to approve an independent auditing organization to audit the Financial Statements of Nam A Bank; or an independent auditing organization to inspect the operations of Nam A Bank when deemed necessary.
18. Witness the BOD organizing vote counting and drafting vote counting minutes if requested by the BOD in the case of collecting written opinions from shareholders to pass resolutions of the GMS.
19. Other duties and powers as prescribed by law and the Charter of Nam A Bank.

#### **Article 18. The Board of Supervisors's right to be provided with information**

1. Documents and information must be sent to the members of the Board of Supervisors at the same time and in the same manner as to the members of the Board of Directors, including:
  - a. Meeting invitations, opinion collection forms for Board members, and accompanying documents.
  - b. Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors.
  - c. Reports from the General Director submitted to the Board of Directors or other documents issued by Nam A Bank.
2. Members of the Board of Supervisors have the right to access records and documents of Nam A Bank stored at the head office, branches, and other locations; and have the right to visit the working places of managers and employees of Nam A Bank during working hours.
3. The Board of Directors, members of the Board of Directors, and the Chief Executive Officer must fully, accurately, and promptly provide information and documents regarding the management, administration, and business operations of Nam A Bank upon the request of a member of the Board of Supervisors or the Board of Supervisors.

#### **Article 19. Responsibilities of the Board of Supervisors in convening extraordinary General Meetings of Shareholders**

1. The BOS is responsible for substituting the BOD to convene GMS within 30 (thirty) days if the BOD fails to convene the GMS in the following cases:
  - a. The number of members of the BOD and the BOS is less than the minimum number of members required by law.
  - b. Upon the request of a shareholder or a group of shareholders owning the ratio stipulated in the Nam A Bank's Charter.
  - c. When the Board of Supervisors requests an extraordinary GMS, but the BOD does not execute it.
  - d. Deciding on matters requested by the State Bank when an event occurs that affects the operational safety of Nam A Bank.
2. If the Board of Supervisors fails to convene the GMS as required, the BOS must compensate Nam A Bank for any resulting damages.
3. Costs for convening and conducting the GMS as stipulated in Clause 1 of this Article shall be reimbursed by Nam A Bank.

### **Chapter IV**

#### **MEETINGS OF THE BOARD OF SUPERVISORS**

#### **Article 20. Meetings of the Board of Supervisors**



1. The first meeting of the BOS for its term to elect the Head of the BOS and make other decisions within its authority must be held within 07 (seven) working days from the end date of the election of members of the BOS for that term. The member of the Board of Supervisors with the highest number of votes must convene this first meeting. If more than 01 (one) member has the highest number of votes, those members shall elect one among themselves to convene the Board of Supervisors meeting.
2. The BOS must hold regular meetings at least once every quarter or may convene extraordinary meetings upon the request of the Head of the BOS or when a member of the BOS requests the Head of the BOS to convene an extraordinary meeting to resolve urgent matters. The BOS meeting shall be chaired by the Head of the BOS, or the person temporarily holding the position of Head of the BOS, or a person authorized by the Head of the BOS.
3. The BOS meeting can be held in person or online. The Head of the BOS decides the meeting time, location/method, and agenda, and sends meeting notices to members of the BOS. The Secretary of the BOS sends documents related to the meeting agenda via the internal email system or directly to the members attending the meeting at least 03 (three) working days before the meeting, unless the meeting is convened urgently. The venue for the BOS meeting can be at Nam A Bank's headquarters or another convenient location within the territory of Vietnam as agreed upon by members of the BOS. In the case of an online meeting, the venue is the location where the Chairperson is present.
4. The BOS meeting shall be conducted when at least two-thirds of the members of the BOS are present or represented by a replacement who is an authorized member of the BOS. If the first regular meeting of the BOS is convened but the required number of members is not met, the Head of the BOS must convene a second meeting within a period not exceeding the next 15 (fifteen) days.
5. A member of the BOS is considered to attend and participate in voting at a meeting in the following cases:
  - a. Attending and voting directly at the meeting or attending and voting via video conference, electronic voting, or another electronic form.
  - b. Authorizing another member of the BOS (who is permitted to participate in voting) in writing to vote on their behalf.
  - c. Sending voting ballots to the meeting directly or via certified mail, fax, or internal email. If sending voting ballots by mail, they must be in a sealed envelope and delivered to the Head of the BOS at least 01 (one) hour before the opening. Voting ballots may only be opened in the presence of all attendees.
  - d. A member of the BOS with a material interest related to an issue being decided by the BOS will not be allowed to participate in voting on that issue, will not be counted toward the required quorum for the meeting, and cannot receive proxy authorization from another member of the BOS to vote on that issue.

- e. If any doubt arises at a meeting regarding the interest of a BOS member or regarding the right to vote of a member of the BOS, and such doubt is not voluntarily resolved by the member agreeing to waive their voting right, the doubt shall be submitted to the chairperson of the meeting. The chairperson's ruling will be final and conclusive unless the nature or extent of the relevant BOS member's interest is not fully known.
- f. Any member of the BOS involved in a contract mentioned in Clause 1, Article 167 of the Law on Enterprises shall be deemed to have a material interest in that contract.
- g. A decision of the BOS is passed if approved by the majority of attending members; in the event of a tie, the final decision belongs to the side containing the opinion of the Head of the BOS.

6. Collecting written opinions:

When the BOS collects written opinions to pass a decision on an issue, the decision is considered equally valid as a decision passed by members of the BOS at a regularly convened and organized meeting, if:

- a. It is unanimously approved in writing by more than 50% members of the BOS eligible to vote on the consulted issue.
- b. The number of members of the BOS eligible to participate in written voting must meet the condition for the mandatory number of members required to conduct a BOS meeting.

7. The BOS has the right to request members of the BOD, the Chief Executive Officer, and representatives of approved auditing organizations to attend and answer matters needing clarification.

**Article 21. Minutes of Board of Supervisors meetings**

The contents of the BOS meeting must be fully, honestly, and clearly recorded in Minutes by the meeting Secretary in Vietnamese (including dissenting opinions of members of the BOS, if any), and must be signed by all members of the BOS attending the meeting and the meeting secretary, who are jointly responsible for the accuracy and honesty of the minutes. The minutes of BOS meetings must be kept to determine the responsibilities of each member of the BOS.

**Chapter V**

**REPORTING AND DISCLOSURE OF INTERESTS**

**Article 22. Submission of annual reports**

Reports of the BOS at the Annual GMS are implemented according to legal regulations and Nam A Bank's internal regulations.



## **Article 23. Remuneration, bonuses, and other benefits**

The remuneration, bonuses, and other benefits for members of the BOS are implemented according to the following provisions:

1. Members of the BOS are paid remuneration, bonuses, and other benefits based on the decision of the GMS. The GMS decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the BOS.
2. Members of the BOS are reimbursed for reasonable expenses regarding meals, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses must not exceed the total annual operating budget of the BOS approved by the GMS, unless otherwise decided by the GMS.
3. Remuneration and operating expenses of the BOS are accounted for as business expenses of Nam A Bank in accordance with the law on corporate income tax and other relevant legal provisions and must be presented as a separate item in Nam A Bank's annual financial statements.

## **Article 24. Disclosure of related interests**

1. Members of the BOS must provide Nam A Bank with the following information:
  - a. Names, enterprise codes, and head office addresses of enterprises or other economic organizations in which they themselves, or they and related persons, own capital contributions or shares equivalent to 05% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals.
  - b. Names, enterprise codes, and head office addresses of enterprises or other economic organizations in which they and related persons serve as a member of the BOS, a member of the Members' Council, a supervisor, a member of the BOS, or General Director (Director).
  - c. Information about related persons who are individuals, including: full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreigners; and their relationship with the information provider.
  - d. Information about related persons that are organizations, including: name, enterprise code, head office address of the enterprise, Enterprise Registration Certificate number or equivalent legal documents; legal representative, and their relationship with the information provider.
2. Members of the BOS must provide this information in writing to Nam A Bank for the first time, and whenever there are changes to the information specified in Clause 1 of this Article, within 07 (seven) working days from the date it arises or changes.
3. Members of the BOS must ensure the information provided and publicly disclosed is honest, accurate, complete, and timely, and they must bear responsibility for the provision and public disclosure of this information.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF SUPERVISORS**

#### **Article 25. Relationship among members of the Board of Supervisors**

Members of the BOS maintain an independent relationship and do not depend on one another, but they coordinate and collaborate in common tasks to ensure the effective fulfillment of the responsibilities, rights, and duties of the BOS in accordance with the law and the Charter of Nam A Bank. The Head of the BOS coordinates the general work of the BOS but has no power to control the other members.

#### **Article 26. Relationship with the Board of Directors**

1. The BOS maintains an independent relationship with the BOD of Nam A Bank and is the unit that executes the function of supervising the activities of the BOD.
2. The BOD implements the recommendations made by the BOS to the BOD in internal audit result reports (*if any*) and notifies the BOS of the results of implementing these recommendations.

#### **Article 27. Relationship with the Board of Management**

1. The BOS maintains an independent relationship with the Board of Management of Nam A Bank and is the unit that executes the function of supervising the activities of the Board of Management.
2. The CEO receives internal reports on internal audits, organizes the implementation of the BOS's recommendations for the CEO in internal audit result reports (*if any*), and reports the results of implementing these recommendations back to the BOS.

## **Chapter VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 28. Implementation Provisions**

1. Other matters relating to the operations of the BOS 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 SUPERVISORS**  
**HEAD OF THE BOARD OF SUPERVISORS**



**Nguyen Minh Tuan**

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