

No.: 1688 /2026/QĐQT-NHNA

Ho Chi Minh City, July 25th, 2026

DECISION

**On the Issuance of the Operating Regulation of the Board of Directors
of Nam A Commercial Joint Stock Bank**

THE BOARD OF DIRECTORS OF NAM A COMMERCIAL JOINT STOCK BANK

Pursuant to the Charter of Nam A Commercial Joint Stock Bank, as amended and supplemented, approved by the General Meeting of Shareholders on July 25th, 2026;

Pursuant to Decision No. 1642/2024/QĐQT-NHNA dated October 28th, 2024 of the Board of Directors on promulgating the Regulation on the Organizational Structure, Management and Administration of Nam A Commercial Joint Stock Bank;

Pursuant to Resolution No. 1681/2026/NQQT-NHNA dated *..July 25th.....*, 2026 of the Board of Directors of Nam A Commercial Joint Stock Bank.

DECIDES:

- Article 1.** Promulgate the **Operating Regulation of the Board of Directors of Nam A Commercial Joint Stock Bank**.
- Article 2.** This Decision shall take effect from *..July 25th.....*, 2026. Decision No. 1256/2024/QĐQT-NHNA dated August 12th, 2024 of the Board of Directors on the issuance of the Operating Regulations of the Board of Directors of Nam A Commercial Joint Stock Bank shall cease to be effective.
- Article 3.** Members of the Board of Directors, the Board of Management, Division Directors, Regional Directors, Departments/Divisions/Offices/Centers/Branches/Transaction Offices/Regional Offices/Representative Offices/Subsidiaries of Nam A Commercial Joint Stock Bank, and all relevant employees shall be responsible for implementing this Decision.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Recipients: *NW*

- BOD, BOS (for reporting);
- As per Article 3 (for implementation);
- Archived: BOD Office.



Tran Ngo Phuc Vu

OPERATING REGULATION
OF THE BOARD OF DIRECTORS OF NAM A COMMERCIAL JOINT STOCK BANK
(Issued under Decision No. 1663/2026/QĐQT-NHNA dated July 25th, 2026
of the Board of Directors of Nam A Commercial Joint Stock Bank)

Chapter I
GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. These Operating Regulations set out the structure, operating principles, powers, and duties of the Board of Directors and its members; the content and methods of performing the governance and management function so as to ensure that the operations of Nam A Commercial Joint Stock Bank (Nam A Bank) comply with the law, Nam A Bank's Charter, and internal regulations.
2. These Operating Regulations apply uniformly to the Board of Directors, the Board of Supervisors, the Chief Executive Officer, and all units and individuals throughout Nam A Bank's 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. **Manager of Nam A Bank** means the Chairperson of the Board of Directors, members of the Board of Directors, and the 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. **SBV** means the State Bank of Vietnam.
7. **GMS** means the General Meeting of Shareholders.
8. **BOD** means the Board of Directors.
9. **BOS** means the Board of Supervisors.
10. **CEO** means the Chief Executive Officer.

Article 3. Operating principles of the BOD

1. The BOD is the governing body of Nam A Bank, with the authority to act in the name of Nam A Bank to decide on matters relating to the purposes and interests of Nam A Bank, except for matters falling within the authority of the GMS.
2. The BOD operates on a collective basis and is jointly responsible to the GMS and before the law for its resolutions and decisions regarding the development of Nam A Bank.
3. The BOD assigns the CEO responsibility for organizing the implementation of the BOD's resolutions and decisions.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Powers and duties of BOD members

1. BOD members have full rights under current law and Nam A Bank's Charter, including the right to be provided with information and documents on the financial situation and business operations of Nam A Bank and its units.
2. With other members of the BOD of Nam A Bank in accordance with the Laws and the Charter of Nam A Bank.
3. Executing the authorities and responsibilities of a member of the BOD in accordance with the internal regulations of the Board and the assignments from the Chairman of the Board in a honest and careful manner, for the benefit of Nam A Bank and its shareholders; promote the independence of independent members of the Board in fulfilling their authorities and responsibilities; and be responsible for the execution of their authorities and responsibilities.
4. Reviewing the financial statement audit reports prepared by the independent auditor, requesting explanations or clarifications from the management, independent auditor, and internal auditor regarding issues related to the report.
5. Participating in electing, dismissing the Chairman of the BOD and other managerial positions under the authority of the BOD.
6. Proposing the Chairman of the BOD to convene an extraordinary Board meeting.
7. Attending the BOD meeting, discussing and voting on matters within the duties and authorities of the BOD as stipulated by the Law on Credit Institutions, and be accountable to the GMS and the BOD for their decisions. In the events where the voting content presents a conflict of interest with any member, that member shall not participate in the voting.
8. Members of the BOD are not allowed to delegate their authority to others to attend Board meetings to decide on the matters specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14, and 18 of Article 70 of the Law on Credit Institutions.

9. Implementing the resolutions and decisions of the GMS and the BOD.
10. Providing explanations to the GMS and the BOD regarding the execution of assigned tasks upon request.
11. Make information disclosures when trading Nam A Bank shares in accordance with the provisions of Laws.
12. Each independent member of the BOD must prepare an evaluation report on the BOD's activities.
13. Authorities and responsibilities as stipulated by Laws and the Charter of Nam A Bank.

Article 5. Right of BOD members to be provided with information

1. A BOD member has the right to request the CEO, Deputy CEOs, or other executives to provide information and documents on the financial situation and business operations of Nam A Bank and its affiliated units.
2. The person so requested must provide the information and documents promptly, fully, and accurately as requested by the BOD member. The order and procedures for requesting and providing information shall comply with Nam A Bank's regulations.

Article 6. Term and number of BOD members

1. 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.
2. The BOD 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 BOD must account for at least 1/3 (one-third) of the total number of members of the BOD. The minimum number of non-executive/independent members of the BOD is determined by rounding down.
3. 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.
4. 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.

Article 7. Standards and conditions for BOD members

1. A BOD member must satisfy all of the following standards and conditions:
 - 1.1 Not falling within the following categories:

- a. Minors; individuals with cognitive difficulties or challenges in controlling their behavior; individuals with restricted or lost civil capacity;
- b. 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;
- c. Individuals who have been convicted of a serious crime or higher;
- d. Individuals who have been convicted of property infringement and has not had their criminal record expunged;
- e. 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;
- f. 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;
- g. 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;
- h. 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;
- i. 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;

- j. 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;
- k. 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;
- l. Other cases as prescribed by law and Nam A Bank's Charter.

1.2 Not concurrently holding a position in the following cases:

- a. In addition to satisfying the conditions applicable to a BOD member, the Chairman of the BOD cannot simultaneously be an executive, a member of the BOS of Nam A Bank, or another credit institution, or a manager of another enterprise.
- b. A BOD member of Nam A Bank who is not an independent member may not simultaneously hold any of the following positions:
 - i. The executives of Nam A Bank, except for the CEO of Nam A Bank;
 - ii. The managers, the executives of another credit institution, the manager of another enterprise, except in the cases where they are the manager or executives of a subsidiary of Nam A Bank or in the events of implementing an approved mandatory transfer plan;
 - iii. Supervisors, members of the BOS of another credit institution, or another enterprise.
- c. An independent member of Nam A Bank's BOD may not concurrently hold any of the following positions:
 - i. The executives of Nam A Bank;
 - ii. The managers, the executives of another credit institution; the manager of more than 02 (two) other enterprises;
 - iii. Supervisors, members of the BOS of other credit institutions, other enterprises.

1.3 Possesses professional ethics as prescribed by the Governor of the SBV;



- 1.4 Holds a university degree or higher;
- 1.5 Satisfies one of the following conditions: has at least 3 (three) years' experience as a manager or executive of a credit institution; has at least 5 (five) years' experience as a manager of an enterprise operating in the finance, accounting, or auditing sector, or of another enterprise with owner's equity at least equal to the legal capital level applicable to the corresponding type of credit institution; has at least 5 (five) years' direct working experience in a professional department of a credit institution or foreign bank branch; or has at least 5 (five) years' direct working experience in a finance, accounting, or auditing department.
- 2. An independent member of the BOD must satisfy all the standards and conditions specified in clause 1 of this Article and the following additional standards and conditions:
 - 2.1 Is not currently working for, and has not worked for, Nam A Bank or a subsidiary of Nam A Bank within the immediately preceding 3 (three) years;
 - 2.2 Does not receive a regular salary or remuneration from Nam A Bank, other than the allowances to which a BOD member is entitled;
 - 2.3 Does not have a spouse, father, mother, child, sibling, or the spouse of any of these persons, who is a major shareholder of Nam A Bank, a manager, a supervisor, or a BOS member of Nam A Bank or a subsidiary of Nam A Bank;
 - 2.4 Does not represent ownership of shares of Nam A Bank; and does not, together with related persons, directly or indirectly own 1% or more of the charter capital or voting share capital of Nam A Bank;
 - 2.5 Has not been a manager of Nam A Bank or a BOS member of Nam A Bank at any time during the immediately preceding 5 (five) years.
- 3. An independent member of the BOD must notify the BOD if they no longer satisfy the prescribed standards and conditions, and shall automatically cease to be an independent BOD member from the date such standards and conditions are no longer satisfied. The BOD must report any case in which an independent BOD member no longer satisfies the prescribed standards and conditions at the next GMS meeting, or convene a GMS meeting to elect an additional or replacement independent BOD member within 6 (six) months from the date of receiving notice from the independent BOD member concerned.

Article 8. Chairman of the BOD

- 1. The Chairman of the BOD shall be elected, removed, or dismissed by the BOD from among its members.
- 2. The Chairman of the BOD may not concurrently be the CEO.

3. 1. The Chairman of the Board of Directors has the following authorities and responsibilities:
- a. Developing the program and activity plan of the BOD;
 - b. Preparing or organizing the preparation of the program, content, and materials for the meeting; convene and preside over the BOD meeting;
 - c. On behalf of the BOD, signing documents within the authority of the BOD;
 - d. Organizing the approval of the BOD's decisions;
 - e. Supervising and organizing the monitoring of the implementation of the resolutions and decisions of the BOD;
 - f. Being the Chairman of the GMS;
 - g. Ensuring that the members of the BOD receive complete, objective, and accurate information and have sufficient time to discuss the issues that the Board must consider;
 - h. Assigning specific tasks to each member of the BOD. The content of the task assignments must be documented in writing and signed by the Chairman of the BOD;
 - i. Monitoring the members of the BOD in the execution of their assigned rights, obligations, and responsibilities;
 - j. In the event that the Chairman of the BOD is absent or unable to perform their duties, they may authorize another member of the BOD in writing to exercise the rights and responsibilities of the Chairman of the BOD in accordance with the principles set forth in the Charter of Nam A Bank. If there is no authorized person, or if the Chairman of the BOD is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation facility, a compulsory educational institution, has escaped from their residence, is restricted or has lost their civil capacity, has difficulties in cognition or self-control, or is prohibited by the Court from holding office, practicing a profession, or performing certain jobs, the remaining members shall elect one of the members to serve as the Chairman of the BOD based on the principle of majority approval from the remaining members until a new decision is made by the BOD;
 - k. Annually, evaluate the performance of each member of the BOD, the Committees of the BOD, and report the results of this evaluation to the GMS;
 - l. The Chairman of the BOD must be responsible for ensuring that the BOD sends the annual financial statements, the operational report of Nam A Bank, the audit report, and the inspection report of the BOD to the shareholders at the GMS;

- m. Authorities and responsibilities as stipulated by Laws and the Charter of Nam A Bank.

Article 9. Removal, dismissal, replacement, and addition of BOD members

1. Except where automatic loss of qualification applies under Nam A Bank's Charter, the Chairman or another BOD member of Nam A Bank shall be removed or dismissed upon the occurrence of any of the following:
 - a. Removal upon submission of a letter of resignation to the BOD of Nam A Bank;
 - b. Dismissal where the member has not participated in the BOD's activities for 6 (six) consecutive months, except in cases of force majeure;
 - c. Dismissal where the member fails to satisfy the standards and conditions prescribed in Article 41 of the Law on Credit Institutions;
 - d. Dismissal where an independent BOD member fails to satisfy the requirements of clause 2 of Article 41 and clause 3 of Article 43 of the Law on Credit Institutions;
 - e. Where the GMS of Nam A Bank considers the dismissal or removal of the Chairman and BOD members to be necessary;
 - f. Other cases as prescribed by Nam A Bank.
2. After being removed or dismissed, the Chairman or another BOD member of Nam A Bank shall remain responsible for decisions made during their term of office.
3. Within 10 (ten) days from the date of adopting a decision on removal or dismissal of personnel under clause 1 of this Article, the BOD must submit a written report, together with relevant documents, to the SBV;
4. Where the BOD has fewer members than the minimum number prescribed in Nam A Bank's Charter, Nam A Bank must elect additional members to ensure the minimum number within 90 (ninety) days from the date the minimum number is no longer met, except where Nam A Bank is placed under special control.

Article 10. Method of electing, removing, and dismissing BOD members

1. 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. Nomination of candidates for the BOD shall be carried out as follows:
 - a. Ordinary shareholders forming a group to nominate or stand for election to the BOD must notify the other shareholders attending the meeting of the group meeting before the opening of the GMS;
 - b. Based on the number of BOD members, a shareholder or group of shareholders referred to in this clause is entitled to nominate or stand for one or more

candidates for the BOD, as decided by the GMS. Where the number of candidates nominated by a shareholder or group of shareholders is fewer than the number they are entitled to nominate as decided by the GMS, the remaining candidates shall be nominated by the BOD and other shareholders;

- c. The list of candidates must be submitted to the BOD within the time limit set by the BOD.
2. 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 Charter of Nam A Bank, the Internal Governance Regulations of Nam A Bank, and the Operational Regulations of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly announced before the General Meeting of Shareholders votes to elect members of the BOD in accordance with legal regulations.
3. The election of members of the BOD 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, and shareholders have the right to allocate all of their votes to one or several candidates.
4. Candidates elected to the BOD shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate with the highest number of votes, until the number of members prescribed in Nam A Bank's Charter is reached. Where two or more candidates receive an equal number of votes for the final BOD seat, a run-off election shall be held among those candidates with equal votes.
5. The election, removal, and dismissal of BOD members shall be decided by the GMS by voting.

Article 11. Notification of the election, removal, and dismissal of BOD members

1. Once BOD candidates have been determined, Nam A Bank must disclose information relating to such candidates at least 10 (ten) days before the opening date of the GMS meeting on Nam A Bank's website, so that shareholders may learn about the candidates before voting. 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. Information relating to a BOD candidate to be disclosed includes:
 - a. Full name and date of birth;
 - b. Professional qualifications;
 - c. Employment history;

- d. Other managerial positions held (including membership of the BOD of other companies);
 - e. Interests relating to Nam A Bank and parties (persons) related to Nam A Bank (if any).
2. Notification of the results of the election, removal, and dismissal of BOD members shall comply with the guiding regulations on information disclosure.

Chapter III

THE BOARD OF DIRECTORS

Article 12. Authorities and Responsibilities of the Board of Directors

1. Submitting to the General Meeting of Shareholders in deciding and approving issues within its authority as stipulated in the Charter of Nam A Bank.
2. Deciding on the establishment of branches, transaction offices, representative offices, and non-business profession units of Nam A Bank.
3. Deciding on the organizational structure of the headquarters, branches, transaction offices, subsidiaries, representative offices, non-business profession units, and 100% foreign-owned banks of Nam A Bank.
4. Electing, dismissing the Chairman of the BOD; Appointing, dismissing, disciplining, suspending, and deciding on the salary, bonuses, and other benefits for the CEO, Deputy CEO, and other executives as authorized by the internal regulations of the BOD.
5. Appointing a representative for the capital contribution of Nam A Bank at other enterprises or credit institutions.
6. Approving the plan of contributing capital, buying and selling shares, or capital contributions of Nam A Bank in enterprises or other credit institutions, where the value of the capital contribution, the expected purchase price, or the book value in the event of selling shares or capital contributions is less than 20% of the charter capital of Nam A Bank as stated in the most recently audited financial statement.
7. Approving the investment decision to buy or sell fixed assets of Nam A Bank, the investment amount, expected purchase price, or original price in the event of selling fixed assets valued at 10% or more of Nam A Bank's charter capital as recorded in the most recent audited financial statement, excluding investments, purchases, or sales of fixed assets that fall under the authority of the GMS.
8. Deciding on the credit limit shall be made in accordance with clause 7, Article 136 of the Law on Credit Institutions, except for contracts and transactions that fall under the decision-making authority of the GMS.
9. Approving contracts, other transactions valued at less than 20% of the charter capital of Nam A Bank as stated in the most recent audited financial statement between Nam

A Bank and members of the BOD, members of the BOS, the CEO, major shareholders of Nam A Bank; Affiliated Persons of the managers, members of the BOS, major shareholders of Nam A Bank; subsidiaries, and affiliated companies of Nam A Bank. In this case, the related member does not have voting rights.

10. Approving the contract, other transactions valued at 10% or more of the charter capital of Nam A Bank as stated in the most recent audited financial statement.
11. Checking, supervising, and directing the CEO in carrying out assigned tasks; annually evaluate the effectiveness of the CEO's work.
12. Issuing internal regulations related to the organization, governance, and operations of Nam A Bank in accordance with the provisions of the Law on Credit Institutions and other relevant legal regulations, except for matters under the authority of the GMS.
13. Deciding on risk management policies and the supervision of the implementation of risk prevention measures at Nam A Bank.
14. Reviewing and approving the annual report.
15. Deciding on offering new shares within the scope of the shares authorized for sale.
16. Deciding on the offering price of shares and convertible bonds of Nam A Bank.
17. Deciding on buy backing shares of Nam A Bank according to the approved plan.
18. Proposing a plan for profit distribution, the dividend rate to be paid; deciding on the duration and procedures for paying dividends or handling losses incurred during business operations.
19. Preparing the content and related documents for the GMS to decide and approve the matters within the authority of the GMS, except for matters that fall under the duties and authorities of the BOS.
20. Approving the program, operational plan of the BOD, the agenda, content, and documents for the GMS; convene the GMS or obtain shareholders' written opinions to approve the resolutions and decisions of the GMS.
21. Organizing the implementation, inspection, and supervision of the execution of the resolutions and decisions of the GMS and the BOD.
22. Promptly notifying to the State Bank of any information that negatively affects the status of members of the BOD, the BOS, and the CEO.
23. Submitting to the GMS for decision the selection of an independent auditing firm to audit Nam A Bank.
24. Choosing a professional valuation organization to appraise contributed assets that are not in Vietnamese currency, freely convertible foreign currencies, or gold as regulated by Laws.

25. Submitting to the Governor of the State Bank to approve or endorse issues as prescribed by Laws.
26. Proposing the division, separation, consolidation, merger, conversion of legal form, dissolution, or request the court to initiate bankruptcy proceedings for the bank.
27. Submitting the annual financial statement to the GMS.
28. The BOD must report to the GMS the results of the BOD's activities in accordance with the provisions of Laws.
29. Exercising the powers and duties as the owner of Nam A Bank's subsidiaries (including a 100% Nam A Bank-owned single-member limited liability commercial bank established in the Vietnam International Financial Center), except for matters falling under the authority of the GMS in accordance with the provisions of Law.
30. Other authorities and responsibilities in accordance with the provisions of Laws.

Article 13. Duties and powers of the BOD in approving and signing contracts and transactions

1. The BOD approves contracts and transactions within its authority as prescribed in Article 12 of these Operating Regulations, Nam A Bank's Charter, and the law, except for contracts and transactions within the authority of the GMS.
2. For contracts and transactions specified in clause 9 of Article 12 of these Operating Regulations, the representative of Nam A Bank signing the contract or transaction must notify BOD members and BOS members of the related parties to such contract or transaction, enclosing the draft contract or the principal content of the transaction. The BOD shall decide whether to approve the contract or transaction within 15 (fifteen) days from the date of receiving such notice.

Article 14. Responsibility of the BOD to convene an extraordinary GMS meeting

1. The BOD shall convene an extraordinary GMS meeting in the following cases:
 - a. The BOD deems it necessary for the benefits of Nam A Bank;
 - b. The number of members of the BOD and the BOS is less than the minimum number of members required by law;
 - c. At the request of a shareholder or group of shareholders holding the ratio prescribed in Nam A Bank's Charter;
 - d. At the request of the BOS;
 - e. Deciding on the content as required by the State Bank when events occur that affect the safety of Nam A Bank's operations.
2. The BOD must convene a GMS within 30 (thirty) days from the date of receiving one of the requests or the date of occurrence of one of the events mentioned in Clause 1 of this Article.

3. The person convening the GMS must perform the following duties:
 - a. To prepare the list of shareholders entitled to attend the meeting;
 - b. To provide information and resolve complaints relating to the shareholder list;
 - c. To prepare the agenda and content of the meeting;
 - d. To prepare documents for the meeting;
 - e. To draft resolutions of the GMS based on the expected content of the meeting; and to prepare the list and detailed information of candidates in the event of electing BOD members or BOS members;
 - f. To determine the time and venue of the meeting;
 - g. To send meeting invitations to each shareholder entitled to attend, in accordance with the Law on Enterprises;
 - h. Other tasks in service of the meeting.

Article 15. BOD's supporting apparatus

1. The BOD establishes committees, councils, divisions, offices, and other departments to assist the Board in carrying out its duties and authorities, including the Risk Management Committee and the Human Resources Committee. The tasks and authorities of these committees, councils, divisions, offices, and departments are determined by the BOD in accordance with the provisions of Laws.
2. Operating principles of the supporting unit:

Each unit within the supporting unit shall operate under the organizational and operating regulations issued by the BOD. Such units serve as advisory bodies assisting the BOD in performing its duties and powers in order to effectively implement the policies, directions, and decisions of the GMS and the BOD.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. Summon and notify:
 - a. The Chairman of the BOD shall be elected at the first meeting of the BOD within 07 (seven) working days from the date of the completion of the BOD election. This meeting shall be convened and presided over by the member with the highest number of votes or the highest voting ratio. In the event that there is more than one member with the highest number of votes or the highest voting ratio and they are tied, the members shall vote by majority rule to select 01 (one) of them to convene the BOD meeting;
 - b. The BOD must convene Board meetings at least once a quarter and may convene extraordinary meetings;

- c. The Chairman of the BOD convenes a meeting of the BOD in the following cases:
 - i. There is a proposal from the BOS or an independent member of the BOD;
 - ii. There is a proposal from the CEO or at least 05 (five) other managers;
 - iii. There is a proposal from at least 02 (two) members of the BOD;
 - iv. Other cases as prescribed by Nam A Bank's Charter.

The proposal specified in point c, Clause 1 of this Article must be documented in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the BOD.

- d. The Chairman of the BOD must convene a meeting of the BOD within 07 (seven) working days from the date of receiving the request specified in point c, Clause 1 of this Article. If the meeting is not convened as requested, the Chairman of the BOD shall be responsible for any damages incurred by Nam A Bank; the person making the request has the right to replace the Chairman of the BOD to convene the meeting;
- e. Board meetings will be held at the head office of Nam A Bank or at other locations as decided by the Chairman of the Board and with the agreement of the BOD;
- f. The Chairman of the BOD or the convener of the Board meeting must send a meeting invitation at least 03 (three) working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. Accompanying the meeting invitation must be the documents to be used at the meeting and the voting ballot for the members;

The meeting invitation can be sent via invitation letter, phone, fax, electronic means, or other methods, but it must ensure delivery to the contact address of each member of the BOD registered at Nam A Bank.

2. Conditions for implementation:

The BOD meeting is conducted when at least three-quarters of the total members are present. If the meeting convened under this provision does not have enough members present, it may be convened a second time within 07 (seven) days from the date of the first intended meeting. In this case, the meeting is conducted if more than half of the BOD members are present.

3. Attendance and voting:

- a. Members of the BOD are considered to be present and voting at the meeting in the following cases:
 - i. Attending and voting directly at the meeting;

- ii. Authorizing another BOD member to attend and vote at the meeting. A BOD member may not authorize another person to attend a BOD meeting in order to decide on matters specified in clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14, and 18 of Article 70 of the Law on Credit Institutions;
 - iii. Attending and voting via online conference, electronic voting, or other electronic means;
 - iv. Sending the ballot to the meeting via mail, fax, or email;
 - v. Sending the ballot by other means as stipulated by the BOD at each period.
- b. In the event of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD no later than 01 (one) hour before the meeting starts. The ballot can only be opened in the presence of all participants;
- c. Members of the BOD with an interest related to the parties in the contracts and transactions specified in Clause 1, Article 167 of the Law on Enterprises shall not have the right to vote on these transactions;

Resolutions and decisions of the BOD are approved if approved by the majority of members attending the meeting; in the event of equal votes, the final decision shall be the one supported by the opinion of the Chairman of the BOD.

- d. Where a BOD meeting is held online:

A BOD meeting may be held online among BOD members where all or some members are in different locations, provided that each member participating in the meeting is able to:

- i. Hear each of the other BOD members speaking at the meeting;
- ii. Speak to all other attending members simultaneously.

Discussion among members may take place directly by telephone or other means of communication, or a combination thereof. A BOD member participating in such a meeting shall be deemed to be present at that meeting. The venue of a meeting held under this provision shall be the location where the largest number of BOD members are present, or the location where the chairperson of the meeting is present. Decisions adopted at an online meeting that is lawfully and validly organized and conducted shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures, in the minutes, of all BOD members attending that meeting.

4. Obtaining written opinions:

In the event when the BOD seeks written opinions to approve a decision on a matter, the decision is considered to have the same validity as a decision approved by the members of the BOD at a regularly convened and organized meeting, if:

- a. With the written consent of over 50% of the members of the BOD who have the right to vote on the matter being proposed for consideration;
- b. The number of members of the BOD who have the right to participate in voting by written opinions must meet the required number of members necessary to convene a Board meeting.

Article 17. Minutes of BOD meetings

1. BOD meetings must be recorded in minutes, and may also be recorded by audio or other electronic means, and must include the following principal content:
 - a. The name, head office address, and enterprise code;
 - b. The time and venue of the meeting;
 - c. The purpose, agenda, and content of the meeting;
 - d. The full names of each attending member or authorized representative and the manner of attendance; the full names of members not attending and the reasons;
 - e. The matters discussed and voted on at the meeting;
 - f. A summary of the views expressed by each attending member, in the order in which the meeting proceeded (including views discussed relating to Nam A Bank's internal control system);
 - g. The voting results, clearly stating the members who approved, disapproved, or abstained;
 - h. The matters approved and the corresponding approval ratio (including conclusions relating to Nam A Bank's internal control system);
 - i. The full name and signature of the chairperson and the minute-taker, except as provided in clause 2 of this Article.
2. Where the chairperson or the minute-taker refuses to sign the minutes, but all other BOD members attending the meeting sign and the minutes contain all the content prescribed in points a, b, c, d, e, f, g, and h of clause 1 of this Article, such minutes shall be valid.
3. The chairperson, the minute-taker, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the BOD meeting minutes.
4. The minutes of the BOD meeting and the documents used during the meeting must be kept at the headquarters of Nam A Bank.
5. The minutes of the BOD meeting are made in Vietnamese and may also be made in a foreign language. In the event that there are differences in content between these two versions of minutes, the Vietnamese version shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of each fiscal year, the BOD must submit the following reports to the GMS:
 - a. A report on the results of bank governance, the operations of committees under the BOD during the year, and the governance orientation for the following year;
 - b. A report on the results of business operations during the year and the business plan for the following year;
 - c. A report on the BOS's operations and its assessment of the annual financial statements;
 - d. The audited annual financial statements.
2. The reports specified in points a, b, and d of clause 1 of this Article must be sent to the BOS for assessment no later than 30 (thirty) days before the opening date of the annual GMS meeting, unless Nam A Bank's Charter provides otherwise.

Article 19. Remuneration, bonuses, and other benefits of BOD members

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 Operating 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 20. Disclosure of related interests

Disclosure of interests and related persons of Nam A Bank shall be carried out in accordance with the following:

1. A BOD member of Nam A Bank must declare to Nam A Bank their related interests, including:
 - a. The name, enterprise code or legal document number, and head office address of any enterprise or other economic organization in which the member, or the member together with related persons, holds ownership of capital contributions or shares of 5% or more of the charter capital, including capital contributions or shares held under authorization or entrustment in the name of another organization or individual;
 - b. The name, enterprise code or legal document number, and head office address of any enterprise or other economic organization in which the member and related persons are a BOD member, a member of the Members' Council, a supervisor, a BOS member, or the CEO (Director);
 - c. Information on related persons who are individuals, including: full name, contact address, nationality, and legal document number; and the relationship with the person providing the information;
 - d. Information on related persons that are organizations, including: name, enterprise code or legal document number, and head office address of the organization; its legal representative; and the relationship with the person providing the information.
2. A BOD member must provide Nam A Bank with the information referred to in clause 1 of this Article in writing upon its initial occurrence, and upon any change, within 7 (seven) working days from the date such information arises or changes.
3. A BOD member must ensure that the information provided and disclosed is truthful, accurate, complete, and timely, and shall be responsible for providing and disclosing such information.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationships among BOD members

1. The relationship among BOD members is a relationship of coordination; BOD members are responsible for keeping one another informed of relevant matters in the course of performing their assigned tasks.

2. In the course of performing tasks, a BOD member assigned primary responsibility shall proactively coordinate to address any matter relating to an area handled by another BOD member. Where there is a difference of opinion among BOD members, the member with primary responsibility shall report to the Chairman of the BOD for consideration and decision within his/her authority, or shall organize a meeting or collect the opinions of BOD members in accordance with the law, Nam A Bank's Charter, and Nam A Bank's internal regulations.
3. Where there is a reassignment of duties among BOD members, the BOD members concerned must hand over relevant work, files, and documents. Such handover must be made in writing and reported to the Chairman of the BOD.

Article 22. Relationship with the BOS

1. The relationship between the BOD and the BOS is a relationship of coordination. The working relationship between the BOD and the BOS shall be based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.
2. Upon receiving inspection records or summary reports from the BOS, the BOD shall be responsible for reviewing them and directing the Executive Board and other executives to coordinate in developing remedial and corrective plans. The BOD shall take strict measures against any unit or individual concerned that adopts an evasive or dilatory attitude, or that fails to correct errors or remedy violations identified following inspection by the BOS.

Article 23. Relationship with the CEO and other executives

In its governance role, the BOD issues resolutions and decisions for the CEO and the executive apparatus to implement. At the same time, the BOD inspects and supervises the implementation of its resolutions and decisions.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 24. Implementation provisions

1. Other matters relating to the operations of the BOD 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



Tran Ngo Phuc Vu

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