



SeABank

Kết nối giá trị cuộc sống

CHARTER OF SEABANK

๘ May, 2024 ๘

Contents

Preamble	7
CHAPTER I. GENERAL PROVISIONS	7
SECTION I. DEFINITIONS OF TERMS USED IN THE CHARTER	7
Article 1. Terms and definitions	7
Article 2. Reference	11
SECTION II. NAME, HEAD OFFICE, OBJECTIVES AND SCOPE OF OPERATION ...	11
Article 3. Name, head office and operation duration of the Bank	11
Article 4. Seal of SEABANK	12
Article 5. SEABANK legal representative	13
Article 6. The objectives of SEABANK	13
Article 7. Operational principals	14
Article 8. Scope of operation	15
SECTION III. MAIN OPERATIONS OF SEABANK	15
Article 9. Borrowing, deposit taking	15
Article 10. Credit granting	16
Article 11. Provision of payment means and services	16
Article 12. Account opening	16
Article 13. Organization and participation in payment systems	16
Article 14. Participation in monetary market	17
Article 15. Dealing in and provision of foreign exchange services and derivative products 17	
Article 16. Entrustment and agency	17
Article 17. Capital contribution and share purchase	17
Article 18. Other business activities of SEABANK	18
Article 19. E-banking operation	19
Article 20. Interest rates and fees in SEABANK's business activities	19
Article 21. Limitations to ensure operation safety	19
CHAPTER II. CAPITAL, SHARE, STOCK, BOND	19

SECTION I.	CHARTER CAPITAL, WORKING CAPITAL	19
Article 22.	Charter capital.....	19
Article 23.	Changing the charter capital.....	20
Article 24.	SEABANK’s working capital	20
Article 25.	Use of capital, asset.....	21
SECTION II.	SHARE, STOCK, BOND.....	21
Article 26.	Shares	21
Article 27.	Share certificate	22
Article 28.	Ratio of share ownership	23
Article 29.	Offering shares	23
Article 30.	Selling shares	24
Article 31.	Transfer of shares.....	25
Article 32.	Redemption of shares.....	26
Article 33.	Issuance of bonds	26
CHAPTER III.	SEABANK ORGANIZATIONAL AND MANAGEMENT STRUCTURE.....	26
SECTION I.	ORANIZATIONAL AND MANAGEMENT STRUCTURE.....	27
Article 34.	Organizational and management structure	27
SECTION II.	SHAREHOLDERS.....	27
Article 35.	Shareholders	27
Article 36.	Rights of shareholders.....	28
Article 37.	Obligations of shareholders.....	30
Article 38.	Shareholder Book.....	31
SECTION III.	GENERAL SHAREHOLDERS’ MEETING.....	32
Article 39.	General Shareholders’ Meeting	32
Article 40.	Convention of the General Shareholders’ Meeting.....	34
Article 41.	List of shareholders having the right to attend the General Shareholders’ Meeting 36	
Article 42.	Agenda and content of a General Shareholders’ Meeting.....	36
Article 43.	Invitation to the General Shareholders’ Meeting:	37

Article 44.	Right to attend the General Shareholders' Meeting	37
Article 45.	Conditions for conducting the General Shareholders' Meeting	38
Article 46.	Meeting and voting protocols	38
Article 47.	Power and method for ratifying resolutions of the GMS by questionnaire survey	40
Article 48.	Effectiveness of the resolutions, decisions of the General Shareholders' Meeting	42
Article 49.	Cancellation of resolution made by the General Shareholders' Meeting.....	42
Article 50.	Report on results of the General Shareholders' Meeting	43
SECTION IV.	BOARD OF DIRECTORS.....	43
Article 51.	Composition and term of BOD.....	43
Article 52.	Duties and rights of BOD.....	44
Article 53.	Rights and duties of the Chairman, Vice Chairman, and members of BOD ..	46
Article 54.	Meetings of BOD	48
Article 55.	Conditions for holding a meeting of BOD	49
Article 56.	Notification, agenda, and document of the meeting of BOD	49
Article 57.	Voting and adoption of agenda at the meeting of BOD	49
Article 58.	Minutes of the meeting of BOD.....	50
Article 59.	Competence and procedure to collect written opinions of members of BOD ..	51
Article 60.	The assisting apparatus of BOD.....	52
Article 61.	Secretaries of BOD	53
Article 62.	Rights to information of members of the BOD.....	53
SECTION V.	BOARD OF SUPERVISORS	53
Article 63.	Composition and term of BOS	53
Article 64.	Duties and rights of the Board of Supervisors.....	54
Article 65.	Rights and obligations of the Chief Supervisor and members of the Board of Supervisors	55
Article 66.	Meetings of the Board of Supervisors.....	57
SECTION VI.	GENERAL DIRECTOR	58
Article 67.	The General Director and his/her assisting apparatus	58

Article 68.	Duties and rights of the General Director	58
SECTION VII. CRITERIA AND CONDITIONS FOR MANAGERS, EXECUTIVES AND HOLDERS OF SOME OTHER POSTS OF SEABANK		
60		
Article 69.	Criteria and conditions for members of BOD	60
Article 70.	Criteria and conditions for members of the Board of Supervisors.....	61
Article 71.	Criteria and conditions for the General Director	61
Article 72.	Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches or subsidiaries and holders of equivalent positions in SEABANK ...	62
SECTION VIII. CASES BANNED FROM HOLDING POSTS, CONCURRENTLY HOLDING POSTS, SUSPENSION, TEMPORARY SUSPENSION.....		
62		
Article 73.	Cases banned from holding posts.....	62
Article 74.	Cases banned from holding concurrent posts.....	64
Article 75.	Nomination of candidates for election/additional election of members of Board of Directors, Board of Supervisors.....	64
Article 76.	Approval of lists of nominees for the posts of members of BOD, members of the Board of Supervisors, and General Director	65
Article 77.	Automatic loss of status of members of BOD, members of the Board of Supervisors, and General Director	66
Article 78.	Relief from duty, dismissal of the members of BOD, Board of Supervisors, and General Director	66
SECTION IX. PUBLICITY OF RELATED INTERESTS, RIGHTS AND OBLIGATIONS OF THE MANAGERS AND THE EXECUTIVES.....		
68		
Article 79.	Publicity of related interests	68
Article 80.	Rights and obligations of the managers and executives of SEABANK	69
CHAPTER IV. SUBSIDIARIES, EMPLOYEES AND TRADE UNION.....		
69		
Article 81.	Relationship between SEABANK and its subsidiaries.....	69
Article 82.	Employees and Trade Union	70
CHAPTER V. THE INTERNAL AUDIT AND CONTROL SYSTEM		
70		
Article 83.	The internal control system	70
Article 84.	Internal Audit	71
Article 85.	Independent Audit	71

CHAPTER VI.	FINANCIAL – ACCOUNTING, INFORMATION – REPORTING	
REGIMES		72
Article 86.	Financial regime	72
Article 87.	Fiscal year	72
Article 88.	Accounting	72
Article 89.	Distribution of profits after tax	72
Article 90.	Management and use of funds.....	73
Article 91.	Purchase of, investment in fixed assets.....	74
Article 92.	Dividends.....	74
Article 93.	Disclosure of financial statement	75
Article 94.	SEABANK’ autonomy in finance	75
Article 95.	Reporting.....	75
Article 96.	Provision of information.....	75
Article 97.	Confidentiality	76
CHAPTER VII.	REORGANIZATION, BANKRUPTCY, DISSOLUTION, AND	
LIQUIDATION		76
Article 98.	Reorganization of the Bank.....	76
Article 99.	Dissolution of the Bank	76
Article 100.	Bankruptcy of the Bank.....	77
Article 101.	Liquidation of the Bank.....	77
CHAPTER VIII.	SETTLEMENT OF INTERNAL DISPUTES	77
Article 102.	Settlement of internal disputes	77
CHAPTER IX.	IMPLEMENTATION PROVISION	78
Article 103.	Implementation provision.....	78

Preamble

Southeast Asia Commercial Joint Stock Bank is a commercial joint stock bank (hereinafter referred to as "SEABANK"), which is permitted to conduct banking operations and other relevant business activities under the provisions of laws for profit-making purposes, contributing to the achievement of economic targets of the Government. SEABANK's organization and operation shall comply with this Charter, the current regulations of the State Bank and other relevant law provisions.

This Charter was approved by the 2021 Annual General Shareholders' Meeting, amended and supplemented according to the Resolution of the General Shareholders' Meeting approved on July 20, 2021 in the form of collecting written opinions, resolution of the 2022 Annual General Shareholders' Meeting and relevant resolutions of the Board of Directors.

CHAPTER I. GENERAL PROVISIONS

SECTION I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Terms and definitions

In this Charter, the following terms shall have the meanings hereby assigned to them except where the context otherwise requires:

1. “**SEABANK**”: Southeast Asia Commercial Joint-stock Bank.
2. “**Vietnam**”: the Socialist Republic of Vietnam
3. “**SBV**”: the State Bank of Vietnam
4. “**VND**”: the official currency of Vietnam issued by the State Bank of Vietnam
5. “**Charter**”: Charter of organization and operation of SEABANK.
6. “**License**”: SEABANK establishment and operation license No. 0051/NH5-GP granted by the Governor of the State Bank on March 25th, 1994 and amendments, supplements and/or replacement thereto (if any).
7. “**Business Registration Certificate**”: SEABANK’s Certificate of registration of joint-stock company No. 0200253985 first granted by Hanoi Department of Planning and Investment on 14/01/2005 and amendments, supplements and/or replacement thereto.
8. “**Establishment date**”: date on which SEABANK was granted the License by the State Bank of Vietnam.
9. “**Operational area**”: the geographical area specified in the License issued by the State Bank, where SEABANK is permitted to establish its operating outlets according to provisions of law.
10. “**GSM**”: SEABANK’s General Shareholders’ Meeting.
11. “**BOD**”: SEABANK’s Board of Directors.

12. **“BOS”**: SEABANK’s Supervisory Board.
13. **“SEABANK Managers”**: Chairman and members of the Board of Directors, General Director, and holders of other managerial titles defined by the Board of Directors¹.
14. **“SEABANK Executives”**: including General Director, Deputy General Directors, Chief Accountant, Branch Directors² and holders of other equivalent titles appointed by the Board of Directors as executives of SEABANK³.
15. **“Independent member of the Board of Directors”**: BOD member satisfying conditions, criteria prescribed in Clause 2, Article 69 herein.
16. **“Charter capital”** means the total of nominal values of the sold shares. ⁴
17. **“Legal capital”**: minimum amount of capital required by laws in establishment of bank.
18. **“Equity capital”**: comprises the actual value of charter capital, reserve funds and other certain liabilities as stipulated by the SBV.
19. **“Share”**: the equal parts divided from the charter capital.
20. **“Sold shares”**: is the number of shares entitled to be offered for sale which have been fully paid by shareholders to SEABANK⁵.
21. **“Stock”**: the certificate issued by SEABANK or a book entry to confirm the ownership of one or more shares of SEABANK.⁶
22. **“Dividend”** means a net profit on each share in cash or other assets.
23. **“Shareholder”**: an organization or individual holding one or more of SEABANK’s shares, and having its/his/her name registered in SEABANK shareholders book as a holder of share(s).
24. **“Founding shareholder”**: a shareholder holding at least one ordinary share and involved in formulating, approving and signing the first Charter of SEABANK.⁷
25. **“Major shareholder”**: an organization or individual directly or indirectly owning 5% or more of the voting share capital of SEABANK.⁸
26. **“Indirect ownership”**: an organization's or individual's ownership of SEABANK charter capital through affiliated persons or investment entrustment.⁹
27. **“Shareholder Book”** means a written document or an electronic data file or both, and contain information about the shareholders’ ownership of shares. A Shareholders

¹ Clause 31, Article 5 of the Law on Credit Institutions 2010

² According to the Business Registration Certificate of the branch.

³ Clause 32, Article 4 of the Law on Credit Institutions 2010

⁴ Clause 34 Article 4 and Clause 1 Article 112 Law on Enterprises 2020.

⁵ Clause 2 Article 112 Law on Enterprises 2020.

⁶ Article 121 Law on Enterprises 2020.

⁷ Clause 4 Article 4 Law on Enterprises 2020.

⁸ Item 26, Article 4 the Law on Credit Institutions 2010.

⁹ Item 27, Article 4 of the Law on Credit Institutions 2010.

Book must contain key contents required by the laws.

28. “**Term of Operation**”: the period in which SEABANK is permitted to conduct its business activities according to provisions of law, commencing from the date on which the Establishment and Operation License is granted to SEABANK by the SBV. SEABANK may extend its term of operation subject to the decision of the General Shareholders’ Meeting and approval of the SBV.
29. “**Banking operation**”: the trading in and regular provision of one or some of the following services:
 - a) Deposit taking;
 - b) Credit granting;
 - c) Via-account payment.
30. “**Deposit taking**”: receiving money from an organization or individual as demand or term deposit, savings deposit, issuing deposit certificates, bills or treasury bills, and other forms of receiving deposits on the principles of full payment of principals and interests to depositor under agreement.
31. “**Credit granting**”: means an agreement between SEABANK with another organization or individual in which the latter may use a repayable amount of money in the form of a loan, discounting, finance lease, factoring, purchase of corporate bonds, credit card issuance, bank guarantee, L/C or other forms of credit granting prescribed by the State bank, including credit granting by another juridical person the risk of which is assumed by SEABANK.
32. “**Provision of via-account payment service**”: the provision of payment instruments; provision of services of payment by check, payment order, payment authorization, collection, collection authorization, bank card, letter of credit and other payment services for clients via their accounts.
33. “**Lending**”: a form of credit granting under which SEABANK gives or commits to give the client a sum of money for use for a specific purpose in an agreeable certain period, and in the principle of repayment of both principal and interest.
34. “**Factoring**”: a form of credit granting to a seller or buyer through redeeming with recourse the receivable or payable amounts arising from the purchase or sale of goods or provision of services under a contract on goods purchase or sale or service provision.
35. “**Bank guarantee**”: a form of credit granting under which SEABANK commits to the guarantee to fulfill financial obligations of its client in case the client fails to fulfill or fully fulfill its obligations as committed. The client shall acknowledge and repay the debt to SEABANK as agreed upon.
36. “**Discount**”: purchasing on a definite term, or purchasing with recourse negotiable instruments and other valuable papers of beneficiaries prior to their due date.

37. **“Re-discount”**: the discount of negotiable instruments and other valuable papers which have been negotiated prior to their due date.
38. **“Monetary brokerage”**: acting as an intermediary party for brokerage charges to arrange banking operations and other business activities between SEABANK and other credit or financial institutions.
39. **“Payment account”**: a client's demand deposit account opened at SEABANK to use payment services provided by SEABANK.
40. **“Derivative product”**: a financial instrument valued by predicted changes in the value of an underlying financial asset such as exchange rate, interest rate, foreign exchange, currency or other financial assets.
41. **“Capital contribution, share purchase”**: SEABANK's contribution of capital to form the charter capital or purchase of shares of an enterprise or another credit institution, including the allocation or contribution of capital to a subsidiary or an affiliated company of SEABANK or capital contribution to an investment fund or entrustment of capital to other institutions for contributing capital or purchasing shares in the above forms.
42. **“Investment in forms of capital contribution or share purchase in order to hold the right to control an enterprise”**: includes investment accounting for over 50% of the charter capital or voting share capital of an enterprise or another investment sufficient to control decisions of that enterprise's Shareholders' General Meeting or the Members' Council.
43. **“Affiliated person”**: an organization or individual having direct or indirect relations with another organization or individual in any of the following cases:
- a) SEABANK with its subsidiary and vice versa; among subsidiaries of SEABANK; SEABANK managers, members of Supervisory Board, and competent individual or organization entitled to appoint these persons with a subsidiary and vice versa;
 - b) Company or SEABANK with its manager or member of Supervisory Board, or with competent company or organization entitled to appoint these persons and vice versa;
 - c) SEABANK with organization or individual owning 5% or more of the charter capital or voting share capital of SEABANK and vice versa;
 - d) Individual with his/her spouse, father, mother, child or sibling;
 - e) SEABANK with individual defined at Point d of this Clause of managers, members of Supervisory Board, capital contributors or shareholders owning 5% or more of the charter capital or voting share capital of SEABANK and vice versa;
 - f) Individual authorized to represent an organization or individual specified at Points a, b, c, d and e of this Clause with authorizer; among individuals authorized to represent the capital share of an institution.
 - g) Other cases prescribed by law.
44. **“Subsidiary”**: a company in one of the following cases:

- a) SEABANK or SEABANK and its affiliated persons owns/own over 50% of the charter capital or voting share capital of the company;
 - b) SEABANK has the right to directly or indirectly appoint a majority or all of members of the Board of Directors or Members' Council or the General Director (Director) of the company;
 - c) SEABANK may modify the charter of the company;
 - d) SEABANK and its affiliated persons directly or indirectly controls/control the adoption of resolutions and decisions of the General Shareholders' Meeting, Board of Directors or Members' Council of the company.
45. “**Affiliated company**”: a company in which SEABANK or SEABANK and its affiliated persons owns/own over 11% of the charter capital or voting share capital, but is not a subsidiary of SEABANK.
46. “**Special control**”: direct monitoring imposed by the State Bank of Vietnam over a credit institution facing risk of loss of liquidity, solvency.
47. “**Legislation**”: includes all laws, ordinances, decrees, regulations, circulars, decisions, and other legal documents issued by the Vietnamese Government agencies from time to time relating to banking operation.
48. “**Law on enterprises 2020**”: the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and all amendments, supplements thereto (if any).
49. “**Law on Credit Institutions 2010**”: the Law on Credit Institutions passed by the National Assembly of the Socialist Republic of Vietnam on June 16th, 2010 and all amendments, supplements thereto (if any).

Article 2. Reference

1. In this Charter, a reference to any regulation or legal document includes any modifications of or substitutions to that regulation or legal document;
2. Headings and titles (chapter, article of the Charter) are for conveniences of reference only and do not affect the structure and content of this Charter.

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

Article 3. Name, head office and operation duration of the Bank

Southeast Asia Commercial Joint Stock Bank (hereinafter referred to as "SEABANK") is permitted to operate its business operations under the License of Establishment and Operation No. 0051/NH-GP dated March 25th, 1994 granted by the Governor of SBV, and has:

1. Legal status under the law provisions of Vietnam.

2. Bank's full name in Vietnamese: Ngân hàng TMCP Đông Nam Á
Bank's abbreviated name in Vietnamese: Ngân hàng Đông Nam Á
Bank's full name in English: Southeast Asia Commercial Joint Stock Bank
Bank's abbreviated name in English: SEABANK
3. Head Office is located at: 198 Tran Quang Khai Street, Ly Thai To Ward, Hoan Kiem District, Hanoi.
Telephone: 024.3 944 8688 Fax: 024.3 944 8689
Email: seabank@seabank.com.vn Website: www.seabank.com.vn
4. SEABANK's business network:
 - a) SEABANK's business network includes: branches, transaction offices, representative offices, non-business units in the country; branches, representative offices, banks with 100% capital and other forms of commercial presence in foreign countries; Headquarters; subsidiaries, affiliated companies and other forms of domestic and foreign organization and operation in accordance with the provisions of law;¹⁰
 - b) SEABANK's business network was established to pursuit its business objectives, and in accordance with the provisions of law, the State Bank of Vietnam.
5. The SEABANK's Charter capital at the time of ratification of this Charter is VND **24,957,000,000,000** (Twenty four thousand nine hundred and fifty-seven billion Vietnam Dong), equivalent to **2,495,700,000** shares.
Face value: 10,000 VND (Ten thousand Vietnam Dong).
This charter capital may be changed according to the actual increase in charter capital of SEABANK from time to time and recorded in the Certificate of Business Registration of SEABANK in accordance with relevant laws.
6. SEABANK has its own seal and own accounts opened at the SBV and other domestic and overseas credit institutions according to provisions of laws and regulations of the SBV.
7. The balance sheet of assets and funds as prescribed by law.
8. The term of operation is **99 years** commencing from March 25th, 1994. SEABANK may apply for extending or altering its operation duration according to the Resolution adopted by the General Shareholders' Meeting and approved in writing by the SBV.

Article 4. Seal of SEABANK

1. BOD shall decide on the quantity, the form, the content, the management and the usage of SEABANK's seal in accordance with the provisions of law, of the State Bank and of the SEABANK Charter.

¹⁰ Article 3 Decree No. 21/2013/TT-NHNN

2. BOD shall decide on the quantity, the form, the content, the management and the usage of SEABANK's seals of its branches, its transaction offices, its representative offices and other network systems in accordance with the regulations of SEABANK, with the provisions of the law, of the State Bank and of the Charter of SEABANK. These above seals must have the form and content consistent with the form and content of SEABANK's seal and must contain the name of branches, transaction offices, representative offices and other network systems.

Article 5. SEABANK legal representative¹¹

1. SEABANK legal representative is Chairman of the Board of Director or General Director as determined by BOD from time to time.
2. SEABANK legal representative must reside in Vietnam. When absent from Vietnam, he/she shall authorize in writing to another person who must be a manager or an executive of currently residing in Vietnam to perform his/her rights and obligations.
3. In case the authorizing person has not returned to Vietnam when the letter of authorization expires and does not have any further actions, the authorized person shall continue acting as SEABANK's legal representative until the authorizing person returns or BOD designates another SEABANK's legal representative.
4. In case SEABANK's legal representative is not present in Vietnam for more than 30 days without authorizing another person to act as SEABANK's legal representative, or is dead, missing, facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, has limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors, is banned by the court from holding certain positions or doing certain works, BOD shall appoint another legal representative.
5. Responsibilities of SEABANK's legal representative:¹²
 - a) Exercise and perform his/her rights and obligations in an honest and prudent manner and in his/her best to protect SEABANK's lawful interests;
 - b) Be loyal to SEABANK's interests; not abuse his/her power and position or use SEABANK's information, secrets, business opportunities and assets for personal gain or serve any other organization's or individual's interests;
 - c) Promptly, fully and accurately provide SEABANK with information about the enterprises that he/she or his/her related person owns or has shares/stakes in as prescribed in this Law.
6. SEABANK legal representative shall be personally responsible for any damage to SEABANK within the limits of responsibilities specified in Clause 5 of this Article.

Article 6. The objectives and strategy of SEABANK

¹¹ Article 12 Law on Credit Institutions 2010 and Article 12 Law on Enterprises 2020.

¹² Article 13 Law on Enterprises 2020.

1. Become a retail, multi-purpose, modern bank with service quality in the top 5 choices of banking services and products for small and medium enterprises and retail customers in Vietnam.
2. Towards becoming a multi-functional, modern banking-finance group, outstanding in product quality, service and brand reputation.
3. To expand operations in a solid, safe, sustainable and comprehensive way in finance and banking; apply modern technology; providing convenient and diverse services to businesses and the population; maintain and improve profitability; foster and develop human resources in order to improve competitiveness and quickly adapt to the process of international economic integration.
4. Being the best human resource of all the banks.

Article 7. Operational principals

1. Autonomy in operation:¹³
 - a) SEABANK has autonomy in its business activities and take responsibility for its business results. No organization or individual may illegally intervene in business activities of SEABANK.
 - b) SEABANK may refuse to grant credit or provide other services as it deems unqualified, inefficient or incompliant with law provisions.
2. Cooperation and competition in banking operation¹⁴:
 - a) SEABANK may cooperate and compete in banking operations and other business activities under law.
 - b) SEABANK shall comply with regulations on prohibiting competition restriction or unfair competition that may threaten or harm the implementation of the State's monetary policies, the safety of the credit institution system, the benefits of the State, and the lawful rights and benefits of organizations, individuals.
 - c) SEABANK shall always comply with specific provisions of the Government on unfair competition practices in banking activities and measures to handle them.
3. Protection of client's interests:¹⁵

SEABANK shall:

 - a) Preserve and insure deposits at its Head Office and branch(es) under law and publicly announce in the deposit reservation and insurance;

¹³ Article 7, Law on Credit Institutions 2010.

¹⁴ Article 9, Law on Credit Institutions 2010.

¹⁵ Article 10, Law on Credit Institutions 2010.

- b) Create favorable conditions for clients to deposit and withdraw money and ensure the full and due payment of principals and interests of deposits in compliance with provisions of laws and regulations of SEABANK from time to time;
 - c) Refuse the investigation, blocking, seizure or transfer of deposits of clients, unless it is so requested by competent State agencies as prescribed by law or so consented by clients;
 - d) Publicly disclose deposit interest rates, service fees and rights and obligations of clients for each product and service offered;
 - e) Publicly disclose official transaction time and may not halt transactions during this time. When halting transactions during official transaction time, SEABANK shall post up notices of such halt at transaction places at least 24 hours before the halt.
4. Responsibilities in anti-money laundering, and terrorist financing ¹⁶
- a) Neither conceal nor conduct business activities relating to amounts with evidence of illegal origin;
 - b) Formulate internal regulations on anti-money laundering and terrorist financing;
 - c) Take measures on anti-money laundering and terrorist financing;
 - d) Cooperate with competent State agencies in investigating money laundering and terrorist financing activities.

Article 8. Scope of operation

1. SEABANK's business operations includes monetary, credit businesses, and services in finance and monetary to serve the production, trading and service activities of the clients from all kind of economic sectors and background.
2. SEABANK may conduct all banking operations and other business activities prescribed in the License¹⁷ and other activities in compliance with provisions of laws.
3. SEABANK shall conduct its banking operation and other business activities in compliance with provisions of the Law on Credit Institutions 2010 and guidelines of the SBV.

SECTION III. MAIN OPERATIONS OF SEABANK

Article 9. Borrowing, deposit taking¹⁸

1. Taking deposits from organizations, individuals and other credit institutions in forms of demand deposit, term deposit, saving books and other types of deposit.
2. Issuing certificates of deposit, promissory notes, bills, and bonds in order to fund capital

¹⁶ Article 11, Law on Credit Institutions 2010.

¹⁷ Clause 1 Article 27, Law on Credit Institutions 2010.

¹⁸ Clauses 1& 2 Article 90 and Articles 98, 99 & 100, Law on Credit Institutions 2010.

domestically and internationally.

3. Borrowing capital from domestic and international credit and financial institutions in accordance with the provisions of law.
4. Borrowing loans from the SBV in form of capital reallocation in compliance with the Law on the State Bank of Vietnam.
5. Other forms as prescribed by law

Article 10. Credit granting¹⁹

1. Lending;
2. Discount, re-discount of negotiable instruments and other valuable papers;
3. Bank guarantee;
4. Credit card issuance;
5. Domestic and international factoring for banks licensed for international payments;
6. Other forms after obtaining the State Bank's approval.

Article 11. Provision of payment means and services²⁰

1. Opening of payment account for client.
2. Providing means of payment.
3. Providing the following payment services:
 - a) Domestic payment services, including check, payment order, authorized payment, collection, authorized collection, letter of credit, bank card, and collection and payment services;
 - b) International payment service and other payment services after obtaining the State Bank's approval

Article 12. Account opening²¹

1. SEABANK shall open its deposit account at the SBV and maintain therein an average balance not lower than the compulsory reserve.
2. SEABANK may open payment accounts at other credit institutions.
3. SEABANK may open deposit accounts and payment accounts abroad as prescribed by regulations on foreign exchange.

Article 13. Organization and participation in payment systems²²

¹⁹ Clause 3 of Article 98 of the Law on Credit Institutions 2010

²⁰ Clauses 4,5,6 of Article 98 of the Law on Credit Institutions 2010

²¹ Article 101 Law on Credit Institutions 2010.

²² Article 102 of the Law on Credit Institutions 2010.

1. SEABANK may organize its own internal payment, participate in the national interbank payment system.
2. SEABANK may participate in the international payment system after obtaining the State Bank's approval.

Article 14. Participation in monetary market²³

SEABANK may bid for treasury bills, sell and purchase negotiable instruments, government bonds, treasury bills, State Bank bills and other valuable papers in the monetary market.

Article 15. Dealing in and provision of foreign exchange services and derivative products²⁴

1. After obtaining the State Bank's written approval, SEABANK may deal in and provide to domestic and oversea clients the following products:
 - a) Foreign exchange;
 - b) Derivatives of exchange rates, interest rates, foreign exchange, currency and other financial assets.
2. SEABANK's provision of foreign exchange services to clients is as prescribed by laws and regulations on foreign exchange.

Article 16. Entrustment and agency²⁵

SEABANK may entrust, undertake entrustment or act as agents in sectors relating to banking operations, insurance business and asset management in accordance with the State Bank's regulations.

Article 17. Capital contribution and share purchase²⁶

1. SEABANK may only use its charter capital and reserve funds to contribute capital or purchase shares as prescribed in Clauses 2, 3, 4 and 6 of this Article.
2. SEABANK must establish or acquire subsidiaries, affiliated companies to conduct the following business activities:
 - a) Securities underwriting, and securities brokerage; management and distribution of securities investment fund certificates; and securities investment portfolio management and stock trading;
 - b) Financial leasing;
 - c) Insurance.

²³ Article 104 of the Law on Credit Institutions 2010.

²⁴ Article 105 of the Law on Credit Institutions 2010.

²⁵ Article 106 of the Law on Credit Institutions 2010.

²⁶ Article 103 of the Law on Credit Institutions 2010.

3. SEABANK may establish or acquire subsidiaries, affiliated companies operating in such areas as liability management and asset exploitation, overseas Vietnamese's remittance service, foreign exchange trading, gold trading, factoring, issuance of credit cards, consumer credit, intermediary payment services and credit information.
4. SEABANK may contribute capital to, purchase shares from, enterprises operating in the following areas:
 - a) Insurance, securities, overseas Vietnamese's remittance service, foreign exchange trading, gold trading, factoring, issuance of credit cards, consumer finance, intermediary payment services and credit information;
 - b) Other areas not specified at point a of this Clause.
5. The establishment and acquisition of subsidiaries or affiliated companies prescribed in Clauses 2 and 3 of this Article and the capital contribution and share purchase by SEABANK prescribed in Point b, Clause 4 of this Article are subject to the State Bank's prior written approval.
6. SEABANK and its subsidiaries may acquire and hold stocks of other credit institutions on the conditions and within the limit prescribed by the State Bank.
7. Capital contribution to and share purchase from an enterprise by SEABANK and its subsidiaries, affiliates prescribed in Clause 4 of this Article must comply with the ratio prescribed by the State Bank.

Article 18. Other business activities of SEABANK²⁷

1. Cash management, banking and financial advisory, asset management and preservation, safe keeping and leasing.
2. Advisory services in corporate finance, sale purchase, merger and acquisition of enterprises, and investment.
3. Trading of Government bonds and corporate bonds.
4. Monetary brokerage service.²⁸
5. Securities depository, gold trading and other business activities relating to banking operations after obtaining the State Bank's written approval.
6. Supply of commodity price derivative products.
7. Investment in Government bond future contracts.
8. E-wallet.
9. Debt buying and selling activities.
10. Other activities as prescribed by laws and the State Bank.

²⁷ Article 107 of the Law on Credit Institutions 2010 and Decree No. 17/2017/TT-NHNN.

²⁸ From Article 97 to Article 107, Article 132 and Article 133 of the Law on Credit Institutions 2010.

Article 19. E-banking operation²⁹

1. SEABANK may conduct business activities via electronic means under the guidelines of the State Bank on risk management and provisions of law on electronic transactions.
2. SEABANK shall ensure safety and confidentiality in e-banking operation under the State Bank's guidelines.

Article 20. Interest rates and fees in SEABANK's business activities³⁰

1. SEABANK may prescribe and shall publicly disclose its deposit interest rates, service fee grids in its business activities.
2. SEABANK and its clients may agree on applicable interest rates and credit granting fees during business operation in pursuant with provisions of law.

Article 21. Limitations to ensure operation safety

SEABANK shall comply with regulations on safety assurance, and other related provisions of laws during its operation.

CHAPTER II. CAPITAL, SHARE, STOCK, BOND

SECTION I. CHARTER CAPITAL, WORKING CAPITAL

Article 22. Charter capital

1. The charter capital shall be accounted in Vietnam dong (VND). SEABANK shall ensure that the level of actual charter capital is not lower than the legal capital level specified by law. The actual value of Charter Capital is determined by Charter Capital and share premium, plus (minus) accumulated undistributed profit (accumulated unresolved loss) which is recorded in the accounting books.³¹
2. The charter capital shall be used for the purposes of:
 - a) Buying, investing in fixed assets serving directly to the operation of SEABANK based on principle of the remaining value of fixed assets which is not in excess of 50% charter capital and reserves for supplement of charter capital recorded in the accounting books;³²
 - b) Contributing capital, purchasing shares under the SBV's regulations;
 - c) Establishing subsidiaries, affiliated companies according to law provisions;
 - d) Granting credit.
 - e) Trading in other services according to law provisions.

²⁹ Articles 97 & 133 of the Law on Credit Institutions 2010.

³⁰ Article 91 of the Law on Credit Institutions 2010.

³¹ Article 5 Decree No. 93/2017/NĐ-CP.

³² Article 140, Law on Credit Institution 2010 and Article 6 of Decree 93/2017/NĐ-CP.

- f) Serving other purposes in compliance with law provisions.

Article 23. Changing the charter capital

1. The change in the SEABANK's charter capital (increase or decrease) shall be made upon the resolution made by the General Shareholders' Meeting and approved in writing by the SBV before such change in compliance with current law provisions.³³
2. SEABANK's charter capital may be increased by making use of the following sources:
 - a) Reserves for increment of charter capital; share premium fund; retained earnings and other funds prescribed by law;
 - b) Issuance of stocks to the public, issuance of stocks by private placement;
 - c) Conversion of convertible bonds into common shares;
 - d) Payment of dividends by SEABANK's new stocks;
 - e) Settlement of share premium for increment of charter capital;
 - f) Additional contributions from shareholders;
 - g) Other sources as decided by the General Shareholders' Meeting according to law provisions.
3. SEABANK's charter capital shall be decreased in following cases:³⁴
 - a) SeABank repurchases its sold shares according to Articles 132 and 133 of the Enterprise Law 2020;
 - b) Other cases prescribed by law.

In cases mentioned in Clause 3 of this Article, SEABANK shall convene an extraordinary meeting or refer to the annual General Shareholders' Meeting to discuss and determine the measures to decrease the charter capital upon all other financial measures (using reserve fund for supplementing charter capital; further contribution...) are in vain. The decrease in charter capital shall be conducted together with decrease in face value or number of shares or both.

Article 24. SEABANK's working capital³⁵

1. Equity capital:
 - a) Charter capital;
 - b) The impairments due to the re-evaluation of assets, exchange rate differences in compliance with legal provisions;
 - c) Share premium;

³³ Point b Clause 1 Articles 29 Law on Credit Institutions 2010.

³⁴ Clause 5 Article 112 Law on Enterprises 2020.

³⁵ Article 4, Decree No. 93/2017/NĐ-CP

- d) The charter capital reserve funds, professional development funds, financial reserve funds;
 - e) Undistributed profit, unresolved accumulated losses;
 - f) Capital of other sorts under SEABANK's lawful possession.
2. Raised capital:
 - a) Capital raised from deposits of organizations and individuals;
 - b) Entrusted investments;
 - c) Loan from domestic and international credit institutions and financial institutions;
 - d) Loan from the State Bank of Vietnam;
 - e) Capital from the issuance of valuable papers.
 3. Capital of other sorts as prescribed by laws.

Article 25. Use of capital, asset³⁶

1. SEABANK may use its capital to serve its business, investment, development, acquisition of fixed assets in the principal of ensuring capital safety and growth according to law provision.
2. SEABANK may change the capital and asset structure to serve operational development in compliance with provisions of law.
3. SEABANK may mobilize asset and capital among its branches or among the independent associate companies. The mobilization of asset and capital by SEABANK under this provision is to follow the guideline of the Board of Directors which may vary from time to time.

SECTION II. SHARE, STOCK, BOND

Article 26. Shares³⁷

1. SEABANK share's face value is VND10,000 (Ten thousand Vietnam dong).
2. On the date this Charter is ratified, each and every shares of SEABANK are common shares; each and every of SEABANK shareholders are common shareholders. Common shares may not be converted into preferred shares.
3. SEABANK may have preference shares, which are held by preference shareholders. Preference shares include:
 - a) Dividend preference shares are shares that provide their holders with higher dividends than those of ordinary shares or with stable annual dividend. Annual dividend includes fixed dividend and extra dividend. Fixed dividends do not depend on SEABANK's business performance, and are only paid when SEABANK is

³⁶ Article 6 Decree No. 93/2017/NĐ-CP.

³⁷ Article 114 Law on Enterprises 2020 and Article 52, Law on Credit Institutions 2010.

profitable. In case SEABANK makes a loss or makes a profit but it is not enough to pay a fixed dividend, the fixed dividend paid for dividend preference shares will be accumulated in the following years. The specific fixed dividend level and the method of determining bonus dividends shall be decided by SEABANK GSM and recorded on the shares of the dividend preference shares. Members of BOD, members of BOS, CEO and other managers and executives of SEABANK are not allowed to buy dividend preference shares issued by SEABANK. The person who is entitled to buy dividend preference shares shall be decided by SEABANK GSM.

Shareholders owning dividend preference shares have the same rights as ordinary shareholders, except for the right to vote, attend SEABANK GSM, nominate people to be on the BOD and the BOS, except in the case of a resolution of the SEABANK GSM on the content of making adverse changes in the rights and obligations of shareholders owning preferred shares may be ratified only if ratified by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that class, or ratified by preferred shareholders of the same class owning 75% or more of the total number of preferred shares of that class in case of passing a resolution in the form of written opinions.

- b) Voting preference shares: are ordinary shares that have more votes than other ordinary shares. Subjects entitled to own voting preference shares shall comply with the provisions of law and regulations of SeABank from time to time.
4. Every share of the same type will confer upon the holder equal rights, obligations and interest.
 5. Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares under a resolution of the SEABANK GMS.
 6. SEABANK may, as so needed to serve the development of the Bank, have other types of shares permitted by laws, as ratified by the SEABANK GSM.

Article 27. Share certificate ³⁸

1. BOD may decide the issuance and management of share certificate and/or book entries. Share certificate issued by SEABANK shall contain the following key information:
 - a) Name, enterprise identification (EID) numbers and head-office of SEABANK;
 - b) The number of shares and type of shares;
 - c) The face value of each share and total face value of the number of shares written therein ;
 - d) Full name, signature, mailing address, nationality and legal document number if the shareholder is an individual; names, EID numbers or legal document number and headquarters address if the shareholder is an organization;
 - e) The signature of SEABANK's legal representative and SEABANK seal;
 - f) The registration number in the Shareholder Book and the date of issuing the share certificate;

³⁸ Article 121 Law on Enterprises 2020 and Article 58 Law on Credit Institutions 2010

- g) Other contents under provisions of law and/or in accordance with regulations which may from time to time issued by SEABANK.
2. Each shareholder shall be provided with share certificate for each type of shares by SEABANK as acknowledgement of the contributed capital.
3. Each share certificate to be provided shall not record multiple types of shares.
4. In case a share certificate is lost or damaged, it will be reissued at the request of its holder. The request shall contain:
 - a) Information about the lost or damaged certificate;
 - b) The commitment to take responsibility for disputes caused by its reissuance;
 - c) Pay fee according to SEABANK's regulations.
5. SEABANK's stocks shall not be used as security measure at SEABANK.
6. Within 30 days upon full payment of shareholders for share they commit to buy when SEABANK increases its charter capital and SeABank have been approved by the State Bank to adjust the operating license in terms of charter capital, the new stocks shall be issued by SEABANK to the shareholders if such issue is in form of certificate.

Article 28. Ratio of share ownership ³⁹

1. An individual may own a number of shares not exceeding 5% of SEABANK's charter capital.
2. An organization may own a number of shares not exceeding 15% of SEABANK's charter capital unless it:
 - a) owns shares as prescribed in Clause 3, Article 149 of the Law on Credit Institutions;
 - b) owns shares of a foreign investor in accordance with law provisions on foreigners contributing capital and buying shares.
3. A shareholder and his/her/its affiliated persons may own a number of shares not exceeding 20% of SEABANK's charter capital.
4. Amounts entrusted to other organizations and individuals to buy shares are also included in the share ownership ratio specified in Clauses 1, 2 and 3 of this Article.
5. The maximum foreign ownership ratio at SeABank is 5%.

Article 29. Offering shares

1. Offering shares means SEABANK's increase in charter capital by increasing the quantity of shares, types of authorized shares.
2. Shares may be offered as follows:

³⁹ Article 55, *Law on Credit Institutions 2010 (amended, supplemented in 2017)*.

- a) Offering shares to existing shareholders; is an event in which SEABANK increases the quantity and types of authorized and sell all of these shares to all shareholders in proportion to their holdings in SEABANK.
 - b) Public offering of shares.
 - c) Private placement of shares;
3. Offering of SEABANK's shares shall be carried out in accordance with securities law. If the offered shares are undersubscribed, BOD is entitled to sell the remaining number of authorized shares to SEABANK's shareholders and other persons under conditions that are not more favorable than those offered to its shareholders, unless otherwise accepted by the GMS or prescribed by securities laws.
 4. Shares are soled when they are fully paid for and information about the buyer specified in Clause 2 Article 38 of this Charter is fully recorded in the shareholder book. From that time, the buyer is a shareholder of SEABANK.
 5. SEABANK carries out the procedures for requesting amendment of the charter capital in the License in accordance with the Law and with SBV.⁴⁰

Article 30. Selling shares

1. SEABANK's shares may be bought in VND, convertible foreign currencies, gold, land use right (LUR), intellectual property rights, technologies, technical secrets, other assets that can be converted into VND prescribed in the Charter and complying with law provisions. The price paid in Vietnam Dong is stipulated in the Charter and according to the provisions of law, must be paid in full once.
2. Intellectual property rights used for capital contribution include copyright, copyright-related rights, industrial property rights, rights to plant varieties and other intellectual property rights as prescribed. of intellectual property law. Only individuals and organizations that are lawful owners of the above rights have the right to use such assets to contribute capital.
3. In case of capital contribution with land use rights and other assets other than Vietnam dong, freely convertible foreign currency, or gold, they must be necessary assets to directly serve SEABANK's operations and must be approved by the GSM. The valuation and transfer of land use rights and ownership of these assets shall be carried out in accordance with relevant laws.
4. BOD shall, at its sole discretion, determine the timing, manner and offer price of shares in accordance with the provisions of law. Such offer price shall not be lower than the market price at the time of offer or the latest book value, except for:
 - a) Shares initially offered to persons being non-founding shareholders;
 - b) Shares offered to all shareholders in proportion to their current shareholding in

⁴⁰ Point b Clause 1 Article 29 Law on Credit Institutions 2010.

SEABANK;

- c) Shares offered to brokers or underwriters. In this case, the discount amount or discount rate shall be subject to be ratified by the GSM or others authorized by the GSM;
 - d) Shares offered to SEABANK staff at a price at least equal to the face value. BOD shall determine the staff entitled to the offer, the offer price and other matters related to the offer of shares to these persons.
 - e) Other cases and the discount rate in such cases shall be considered and decided by the BOD in compliance with legal provisions.
5. In case the offer price is higher than the face value of share, the differences shall be posted to the Share premium fund.

Article 31. Transfer of shares⁴¹

- 1. All shares are freely transferrable unless otherwise provided by this Charter, SEABANK's internal regulations and/or otherwise prescribed by law.
- 2. Individual shareholders and institutional shareholders with their representatives being members of BOD or Board of Supervisors or General Director of SEABANK may not transfer their shares during their incumbency.⁴²
- 3. Pending the remedy of consequences caused by personal responsibility under the Shareholders' General Meeting' resolution or the State Bank's decision, members of BOD or Board of Supervisors or General Director may not transfer their shares, unless they⁴³:
 - a) act as authorized representatives of institutional shareholders which are merged, consolidated, divided, split-up, dissolved or bankrupted under law;
 - b) are ordered to transfer their shares under a court ruling;
 - c) transfer their shares to other investors under compulsory merger or consolidation.
- 4. The following transfers of shares shall be subject to the State Bank's prior written approval⁴⁴:
 - a) Sale or transfer of a major shareholder's shares;
 - b) Sale or transfer of shares that converts a major shareholder into a common shareholder and vice versa.
- 5. The transfer shall be made into a contract or carried out on the securities market. In case shares are transferred on the securities market, the transfer procedures prescribed by

⁴¹ Article 127 Law on Enterprises 2020 and Article 56 Law on Credit Institution 2010.

⁴² Clause 1 Article 56 of Law on Credit Institutions 2010.

⁴³ Clause 2 Article 56 of Law on Credit Institutions 2010 (amended, supplemented in 2017).

⁴⁴ Point d Clause 1 Article 29 Law on Credit Institutions 2010.

securities laws shall apply.

6. In case of the death of a shareholder that is an individual, his/her heir at law or designated by a will shall become a shareholder of SEABANK.
7. In case a shareholder that is an individual dies without an heir or the heir refuses the inheritance or is disinherited, his/her shares shall be settled in accordance with civil laws.
8. A shareholder may donate all or part of their shares to other organizations and individuals; use the shares to pay debts. The organization or individual that receives the donation or debt payment will become a shareholder of the company.
9. The organizations and individuals that receive shares in the cases specified in this Article will only become shareholders when the information specified in Clause 2 Article 38 of this Charter is fully recorded in the shareholder book.

Article 32. Repurchase of shares⁴⁵

1. SEABANK may redeem its shares (including the redeemable preference shares) by methods stipulated in this Charter, Law on Enterprises 2020 and law on securities.
2. SEABANK may redeem its shareholders' shares if after fully paying for the redeemed shares, it still ensures the prudential ratios in banking operations and the real value of its charter capital does not decrease to below the legal capital. In case the redemption of shares results in the decrease of the charter capital of SEABANK, the SBV's prior written approval is required.
3. SEABANK has the right to resell the shares purchased according to the provisions of Clauses 1 and 2 of this Article in the manner, conditions, order and procedures in accordance with law on securities.

Article 33. Issuance of bonds

1. SEABANK may issue bonds, convertible bonds, and other types of bonds in accordance with laws and this Charter. The issuance of bonds and convertible bonds must be compliance with provisions of Law on Enterprises 2020, Law on Credit Institutions 2010, and relevant legislations.
2. The BOD has the right to make decisions on the type of bonds, total value of bonds and timing of issue, and has to report to the GSM at its nearest meeting. The report must be accompanied by documents and files justifying the decision of BOD on issuance of bonds.

**CHAPTER III. SEABANK ORGANIZATIONAL AND MANAGEMENT
STRUCTURE**

⁴⁵ Article 57 Law on Credit Institutions 2010 and Article 132,133 Law on Enterprises 2020.

SECTION I. ORGANIZATIONAL AND MANAGEMENT STRUCTURE

Article 34. Organizational and management structure

1. SEABANK organizational and management structure includes:⁴⁶
 - a) The GSM;
 - b) BOD;
 - c) BOS;
 - d) The General Director (“GD”).
2. BOD regulates the structure, functions, and tasks of the management and administration systems in compliance with provisions of laws and suitable with SEABANK’s scope of business operation in certain period of time.
3. BOD, BOS, GD shall formulate the authorization and assignment mechanism between BOD, BOS and GD in accordance with law provisions, ensuring the safe, efficient and smooth management and administration of the Bank.

SECTION II. SHAREHOLDERS

Article 35. Shareholders

1. SEABANK must have at least 100 shareholders and is not limited in the number of shareholders⁴⁷. Foreign institutions and/or individuals can only purchase shares of SEABANK in compliance with legal provisions.
2. The designation of the authorized representative at SEABANK shall comply with the following regulations:⁴⁸
 - a) an organization that is a shareholder of SEABANK and holds at least 10% of ordinary shares may designate up to 03 authorized representatives.
 - b) In case the shareholders designate more than one authorized representative, the holding represented by each of them shall be specified. Otherwise, the total holding shall be equally divided among the authorized representatives.
 - c) Authorized representatives of the shareholders that are organizations shall be authorized in writing by the shareholders, and the document designating the authorized representative shall be informed to SEABANK, be effective on the date it is received by the company and contain the following information:

⁴⁶ Article 137 Law on Enterprises 2020.

⁴⁷ Clause 6 Article 52 Law on Credit Institutions 2010.

⁴⁸ Article 14 Law on Enterprises 2020.

- i. Names, enterprise identification (EID) numbers, headquarters addresses of the shareholders;
 - ii. Quantity of authorized representatives and their holdings;
 - iii. Full name, mailing address, nationality, legal document number of each authorized representative;
 - iv. The beginning date and duration of authorization of each authorized representative;
 - v. Full names and signatures of the legal representatives of the shareholders and of the authorized representatives.
- d) An authorized representative shall satisfy the following requirements:
- i. The authorized representative is not an entity specified in Clause 2 Article 17 of Law on Enterprises 2020;
 - ii. Other requirements specified in SEABANK's Charter, and in relevant laws.
- e) Responsibilities of authorized representatives of the shareholders that are organizations:
- i. Authorized representatives of the shareholders shall exercise and perform their rights and obligations in accordance with this Charter and with relevant laws. All limits imposed by the shareholders to the authorized representatives' performance at the GSM shall not apply to any third party.
 - ii. Authorized representatives have the responsibility to attend all meetings of the GSM; exercise and perform the authorized rights and obligations in an honest and prudent manner to protect lawful interest of the shareholders that designated them.
 - iii. Authorized representatives shall be responsible to the shareholders for fulfillment of the responsibilities specified in this Article. The shareholders that designate these authorized representatives shall be responsible to third parties for performance of these authorized representative.

Article 36. Rights of shareholders

1. The holders of common shares shall have the following rights⁴⁹:
 - a) To attend, deliver opinions at the GSM and exercise their ratifying right in person or by proxy on all matters within the authorization of the GSM. Each common share has one vote;
 - b) To be receive dividends as decided by the General Shareholders' Meeting;
 - c) To be given priority in purchase of new shares when SEABANK increases its charter capital in proportion to their respective existing common shares in SEABANK.
 - d) To transfer shares to other shareholders of SEABANK or other individuals or

⁴⁹ Article 53 Law on Credit Institutions 2010; Article 115 Law on Enterprises 2020; Article 41 Law on Securities 2019

institutions according to the provisions of SEABANK's Charter and regulations, and relevant legislations

- e) To vide, look up and extract information from the shareholders book having voting right and request for modification of inaccurate information.
 - f) To vide, look up, extract or copy the Charter of SEABANK, the book of minutes of meetings of the GSM and resolutions of the GSM.
 - g) To receive information of SEABANK's operations according to the provisions in SEABANK's Charter;
 - h) When SEABANK dissolves or goes bankrupt, to receive a part of the remaining assets in proportion to their respective shares owned in SEABANK;
 - i) To authorize others in writing to exercise their rights and obligations. The authorized persons may not re-authorize other persons and shall not stand for election in their own name;
 - j) Self - nominate, nominate candidates to Board of Directors and Supervisory Board as regulated in this Charter, other internal regulation and relevant law;
 - k) To be treated fairly;
 - l) Other rights prescribed by law and SEABANK's Charter.
2. The shareholder or group of shareholders that holds at least 5% of the ordinary shares (or a smaller ratio specified in the company's charter) shall have the rights to:⁵⁰
- a) Access, extract the minutes of meetings, resolutions and decisions of the BOD, mid-year and annual financial statements, reports of the BOS, contracts and transactions subject to approval by the BOD and other documents except those that involve SEABANK's business secrets;
 - b) Demand that a GMS be convened in the cases the BOD seriously violates the rights of shareholders, obligations of managers or makes decisions beyond its assigned authority;
 - c) Request the BOS to investigate into specific matters relevant to the company's administration where necessary. The request shall be made in writing and contain the full names, mailing addresses, nationalities, legal document numbers of shareholders that are individuals; names, EID numbers or legal document numbers, headquarters addresses of shareholders that are organizations; quantities of shares and time of shares registration of each shareholder, total quantity of shares of the group and their holdings in the company; the matter that needs investigating and the purposes of investigation;
 - d) Other rights prescribed by SEABANK's Charter and relevant laws.

⁵⁰ Clause 2 Article 115 Law on Enterprises 2020.

3. Major shareholders or group of shareholders holding from 10% of the common shares have the right to nominate people to the BOD and BOS. The nomination of people to the BOD and BOS shall comply with Article 75 of SEABANK's Charter and relevant laws.
4. Major shareholders or group of shareholders holding more than 10% of the common shares for a consecutive period of at least six months shall have right to request the convention of the GSM.⁵¹
5. Shareholders and groups of shareholders specified at Point b, Clause 2 and Clause 4 of this Article requesting the convening of the GSM must be in writing and must include the following contents: full name, contact address, country nationality, number of legal papers of the individual for shareholders being individuals; name, enterprise code or number of legal papers, head office address, for shareholders being organizations; number of shares and time of share registration of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of SEABANK, grounds and reasons for requesting the convening of the GSM. Enclosed with the request to convene a meeting, there must be documents and evidences about violations of the BOD, the extent of violations or decisions beyond its authority.
6. Other rights as prescribed by law and this Charter.

Article 37. Obligations of shareholders⁵²

1. The shareholders shall have the following obligations:
 - a) To provide information and a precise address upon buying or receiving transfer of shares;
 - b) To pay in full for all the shares committed within the time limit set by SEABANK; take responsibility for debt and other liabilities of SEABANK within the capital contribution into SEABANK;
 - c) Take responsibility under the law for the legality of the capital sources for share purchase at SEABANK; Not to use funding sources lent by credit institutions, foreign bank branches to purchase, receive transfer of share of SEABANK; not to contribute capital, purchase shares of SEABANK under name of other individuals, entities in any formalities, excluding the entrusting allowed by provisions of law;
 - d) No withdrawal of share capital in any forms, excluding when shares are repurchased by SEABANK or others. In cases shareholders make full or partial withdrawal of shares contributed, that are contradictory to this Clause, those shareholders and their related persons in SEABANK must take responsibilities for debts and other liabilities of SEABANK up to the amount of their contributed capital;

⁵¹ Point c Clause 1 Article 59 Law on Credit Institution 2010.

⁵² Article 54 Of Law on CIs 2010 (amended, supplemented in 2017); Article 119 Law on Enterprises 2020.

- e) To abide by the Charter and internal rules of SEABANK;
 - f) To abide by resolutions, decisions of the GSM and BOD;
 - g) Keep confidential for information provided by SEABANK as prescribed at SEABANK Charter and law; only use provided information to protect benefits and interests of SEABANK; Strictly forbid spreading or copying, sending SEABANK's information to other individuals and entities.
 - h) To fulfill other obligations prescribed by SEABANK's Charter complying with law provisions;
2. Shareholders making entrusted investment for other institutions or individuals shall provide SEABANK with information on actual holders of entrusted shares. SEABANK may suspend the rights of these shareholders when detecting their failure to provide accurate information on these actual owners⁵³.

Article 38. Shareholder Book⁵⁴

1. SEABANK shall make and maintain the Shareholder Book upon granted the License of Establishment and Operation. The Shareholder Book may be in form of document, electronic data file or both, and contain information about the shareholders' ownership of shares.
2. The Shareholder Book shall contain the following details:
 - a) Name, enterprise identification (EID) numbers and head-office of SEABANK;
 - b) Total number of authorized shares, types of authorized shares and quantity of each type;
 - c) Total number of sold shares of each type and value of share capital contributed;
 - d) Full names, signatures, mailing addresses, nationalities and legal document numbers of shareholders that are individuals; names, EID numbers or legal document numbers and headquarters addresses of shareholders that are organizations;
 - e) Quantity of each type of shares of each shareholder, date of share registration.
3. The shareholder book shall be retained at SEABANK's headquarters or Vietnam Securities Depository (VSD) or another organization that is licensed to retain shareholder book. Shareholders are entitled to inspect, access, extract names and addresses of the SEABANK's shareholders from the shareholder book.
4. In case a shareholder's mailing address is changed, a notification shall be promptly sent to SEABANK in order to update the shareholder book. The company is not responsible if a shareholder cannot be contacted due to the failure to notify the change of that shareholder's mailing address.

⁵³ Clause 2 Article 54 Law on Credit Institution 2010

⁵⁴ Article 122 Law on Enterprises 2020

5. SEABANK shall update changes of shareholders in the shareholder book as requested by relevant shareholders in accordance with SEABANK's charter and relevant laws.

SECTION III. GENERAL SHAREHOLDERS' MEETING

Article 39. General Shareholders' Meeting⁵⁵

1. The GSM is composed of all shareholders having voting right and is the supreme decision-making body of SEABANK. The GSM has rights and obligations to:
 - a) Ratify the orientation for development of SEABANK;
 - b) Determine the amendment and supplement to the Charter;
 - c) Ratify the regulation on organization and operation of SEABANK BOD and BOS;
 - d) Decide on the number of members of BOD and BOS in each term; elect, relieve from duty, dismiss, add or replace members of BOD and BOS according to the criteria and conditions prescribed in this Charter and set by law;
 - e) Approve the list of independent audit companies; choose independent audit companies carry out audit of the company;
 - f) Determine the compensation, bonus and other annual benefits for member of BOD and BOS as well as budget for the operations of BOD and BOS.
 - g) Assess and resolve , within its power, violation made by BOD, BOS which causes damages to SEABANK and its shareholders;
 - h) Determine SEABANK's organizational structure, management and administration mechanism;
 - i) Adopt the scheme for change of charter capital; adopt the plan to offer shares, including the type of shares and the total number of new shares of each type to be offered;
 - j) Adopt the repurchase of shares which have been sold in compliance with law provisions;⁵⁶
 - k) Adopt the scheme for issuing convertible bonds;
 - l) Adopt the annual financial statements and profit allocation scheme after fulfillment of tax obligation and other financial obligations of SEABANK;
 - m) Adopt the reports of BOD, BOS on performance of duties and rights assigned;
 - n) Decide the establishment of subsidiaries;
 - o) Adopt the plan for capital contribution to, purchase of shares of other enterprises and credit institutions equaling to 20% or more of SEABANK's charter capital specified in the latest audited financial statements;
 - p) Decide to invest in, buy or sell SEABANK's assets which is equal to 20% or more of SEABANK's charter capital specified in the latest audited financial statement;
 - q) Approve contracts valued at over 20% of SEABANK's charter capital indicated in the latest audited financial statement between:

⁵⁵ Clause 2 Article 59 Of Law on Credit Institutions 2010

⁵⁶ Point I Clause 2 Article 59 Law on CIs 2010.

- i. SEABANK and members of BOD or Board of Supervisors, the General Director, or affiliated persons of SEABANK's managers and members of Board of Supervisors;
 - ii. SEABANK and its major shareholders, affiliated persons of its major shareholders;
 - iii. SEABANK and its subsidiaries or affiliated companies.
 - r) Decide on the division, split-up, consolidation, merger, transformation or dissolution of, or to request a court to process bankruptcy procedures for SEABANK; and
 - s) Decide on solutions to handle major financial changes of SEABANK
 - t) Other rights and duties as inscribed in this Charter and relevant provisions of laws. (if any).
2. Decisions of the GSM shall be adopted as follows:
- a) The GSM shall adopt decisions falling within its competence by voting at meetings or collecting written opinions.
 - b) Except the case specified at Point c of this Clause, a decision of the GSM shall be adopted at a meeting when it is approved by shareholders representing over **51%** of total votes of all attending shareholders;
 - c) Decisions on the matters specified below must be adopted by shareholders representing over **65%** of total votes of all attending shareholders:
 - i. Adoption of amendments, supplements to SEABANK's Charter;
 - ii. Adoption of the scheme for change of charter capital; adoption of the plan to offer shares, including the type of shares and the total number of new shares to be offered;
 - iii. Decision to invest in, buy or sell SEABANK's assets which account for 20% or more of SEABANK's charter capital specified in the latest audited financial statement;
 - iv. Decision on the division, consolidation, merger, transformation or dissolution of, or to request a court to process bankruptcy procedures for SEABANK.
3. The election of members of the BOD and the BOS shall be cumulative voting, which means a shareholder will a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the BOD or the BOS and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the BOD or the BOS reaches the minimum number specified in SEABANK's charter. In case 02 or more candidates receive the same number of votes for the last member of the BOD or the BOS, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or

SEABANK's charter.⁵⁷

4. Decisions of the GSM on the following matters shall be adopted by voting at the GSM:⁵⁸
 - a) Ratify the orientation for development of SEABANK;
 - b) Decision on the number of members of BOD and Board of Supervision in each office term; election, relief from duty, dismissal, supplement or replacement of members of BOD and BOS in accordance with the criteria and conditions prescribed in this Charter and set by law;
 - c) Assessment and solution, within its competence, of violation made by BOD, BOS which causes damages to SEABANK and its shareholders;
 - d) Decision on the division, consolidation, merger, transformation or dissolution of, or to request a court to process bankruptcy procedures for SEABANK.

Article 40. Convention of the General Shareholders' Meeting⁵⁹

1. BOD must convene the Annual GSM or the extraordinary GSM. BOD convene the extraordinary GSM according to Clause 5 this Article.
2. GMS shall be convened annually and whenever necessary. The meeting location is the place where the chair attends and shall be within Vietnam's territory. Specific location shall be decided by BOD basing on actual situation.
3. The annual GMS shall be convened within 04 months from the end of the fiscal year. Unless otherwise prescribed by the company's charter, the Board of Directors shall decide deferral of the annual GMS where necessary by up to 06 months from the end of the fiscal year.
4. The following issues shall be discussed and ratified at the annual GMS:
 - a) Annual business plan;
 - b) Annual financial statements;
 - c) Report of the BOD on the management and administration performance of SEABANK;
 - d) Report of the BOS on the management and administration work of BOD and the General Director;
 - e) Amount of dividend payable on each type of shares;
 - f) Other issues within its jurisdiction.
5. BOD shall convene annual and ad hoc GMS. An ad hoc GMS shall be convened in the following cases:⁶⁰

⁵⁷ Clause 3 Article 148 Law on Enterprises 2020.

⁵⁸ Clause 4 Article 59 Law on CIs 2010.

⁵⁹ Article 139 Law on Enterprises 2020.

⁶⁰ Clause 1 Article 59 of Law on Credit Institutions 2010 and Article 140 Law on Enterprises 2020.

- a) It is deemed necessary by BOD in the interest of SEABANK;
 - b) The quantity of the remaining members of BOD and BOS is smaller than the minimum quantity prescribed by law;
 - c) Upon request of a shareholder of a group of shareholders holding 10% or more of the common shares in a continuous period of 6 months;
 - d) The shareholder or group of shareholders that holds at least 5% of the ordinary shares is entitled to demand a GMS be convened in cases the BOD seriously violates the shareholders' rights, obligations of executives or issues decisions ultra vires.
 - e) Upon request of the BOS.
 - f) Upon request of the State Bank to decide on matters requested by the State Bank when arises an event affecting the safety of operations of SEABANK.⁶¹
 - g) Other cases as prescribed by law.
6. BOD shall convene the GSM within **60 days** as from the date on which the number of remaining members of BOD and BOS is as stipulated in Point b, Clause 5 of this Article or from the date of receipt of the request stipulated in Points c, d, e, f Clause 5 of this Article.
 7. In case the BOD fails to convene a GMS as prescribed in Clause 6 of this Article, the BOS shall convene a GMS within the next **30 days** in accordance with this Charter and with relevant laws.
 8. In case the BOS fails to convene a GMS as prescribed in Clause 7 of this Article, the shareholder or group of shareholders prescribed in Clause 2 Article 36 herein may convene the GMS on behalf of the company in accordance with this Charter and with relevant laws.
 9. The person who convenes the GMS shall:
 - a) Prepare a list of shareholders entitled to participate in the GMS;
 - b) Provide information and settle complaints relevant to the aforementioned list;
 - c) Draw up the meeting agenda;
 - d) Prepare documents for the meeting;
 - e) Draft the resolution of the GMS according to the meeting agenda; prepare a list and detailed information about the candidates for members of the BOD and BOS (in case of election);
 - f) Determine the meeting time and location;
 - g) Send the invitation to each and every shareholder on the list mentioned in (a);

⁶¹ Article 60 of Law on Credit Institutions 2010.

h) Perform other tasks serving the meeting.

10. All reasonable expenses for convening and conducting a GSM shall be reimbursed by SEABANK, excluding, for avoidance of doubt, those borne by the shareholders to attend the GSM such as accommodation, traveling, and other related expenses.

Article 41. List of shareholders having the right to attend the General Shareholders' Meeting⁶²

1. The list of shareholders entitled to attend the GSM shall be made on the basis of the Shareholder Book of SEABANK. The list shall be compiled not more than 10 days before day on which the invitations to participate in the GSM. SEABANK must disclose information about making a list of shareholders entitled to attend the GSM at least 20 days before the last registration date.⁶³
2. The list shall contain full names, mailing addresses, nationalities, legal document numbers of shareholders that are individuals; names, EID numbers or legal document numbers, headquarters addresses of shareholders that are organizations; quantities of shares of each type and each shareholder registration date and number of each shareholder.
3. Shareholders are entitled to access and make copies of names and mailing addresses of shareholders on the list; request correction of errors or addition of information about themselves on the list. The procedures for requesting provision of information in the shareholder register shall be specified in this Charter.

Article 42. Agenda and content of a General Shareholders' Meeting⁶⁴

1. The person who convenes the GSM shall prepare the agenda.
2. The shareholder or group of shareholders specified in Clause 2 Article 36 of this Charter is entitled to propose additional issues to the GSM agenda. The proposal shall be made in writing and sent to SEABANK at least 03 working days before the opening date. The proposal shall contain the names of shareholders and the proposed issues. Proposals are officially added to the agenda and contents of the meeting if ratified by the GSM.
3. A proposal may only be rejected in the following cases:
 - a. The proposal is sent against the regulations of Clause 2 of this Article;
 - b. The issue exceeds the jurisdiction of the GSM;
 - c. Other cases prescribed by this Charter.
4. The GSM shall discuss and vote to pass decisions on issue included in the meeting agenda. Resolutions passed by all the shareholders participating the GSM in person or by proxy which represents 100% of the total number voting shares shall be deemed

⁶² Article 141 Law on Enterprises 2020.

⁶³ Clause 1 Article 273 Decree No. 155/2020/NĐ-CP.

⁶⁴ Article 142 Law on Enterprises 2020

eligible even if the procedures for conducting the meeting were not implemented correctly or the contents of the voted issues are not included in the agenda⁶⁵.

Article 43. Invitation to the General Shareholders' Meeting⁶⁶:

1. The person who convenes the GMS shall send invitations to all shareholders on the list of shareholders entitled to participate in the GMS **at least 21 days** before the opening day.
2. The invitation shall contain the participant's name, headquarters/ mailing address, EID number, time and location of the meeting and other requirements.
3. Invitations shall be sent to mailing addresses of the shareholders and posted on the company's website. If necessary, the invitation may be published on a local or central daily newspaper. If the shareholder has already informed SEABANK his/her fax number or email address, the invitation may be sent to such fax number or email address. If the shareholder is an SEABANK employee, the invitation notice may be put in a sealed envelope and sent to his/her workplace.
4. An invitation shall be sent together with:
 - a. The meeting agenda, meeting documents and the draft resolution on each issue in the agenda;
 - b. The votes.
5. The invitation and meeting documents mentioned in Clause 4 of this Article may be uploaded on SEABANK's website (if any) instead of sending physical invitations and documents. In this case, the invitation shall contain instructions on how to download the documents.

Article 44. Right to attend the General Shareholders' Meeting⁶⁷

1. Shareholders and representatives of shareholders that are organizations may directly participate in the GMS or authorize one or some other organizations and individuals to participate the GMS, or participate in the GMS in one of the forms specified in Clause 3 of this Article.
2. The authorization of participants in the GMS shall be made in writing. The authorization letter shall be made in accordance with civil laws and specify the name of the authorized participant, the quantity of shares authorized. The authorized participant shall present the authorization letter before entering the meeting room.
3. It will be considered that a shareholder attends and votes at the GMS in the following cases:
 - a) The shareholder directly participates in and votes at the GMS;

⁶⁵ Clause 2 Article 152 Of Law on Enterprises 2020

⁶⁶ Article 143 Law on Enterprises 2020

⁶⁷ Article 144 Law on Enterprises 2020

- b) The shareholder authorizes another organization or individual to participate in and vote at the meeting;
- c) The shareholder participates and votes online or through other electronic methods;
- d) The shareholder sends the votes to the GMS by post, fax or email;
- e) The shareholder sends the votes by other means specified in this Charter and other SEABANK regulations relevant.

Article 45. Conditions for conducting the General Shareholders' Meeting⁶⁸

1. The GMS shall be conducted when it is participated by a number of shareholders that represent **more than 50%** of the votes; the specific ratio shall be specified in the company's charter.
2. In case the conditions for conducting the meeting prescribed in Clause 1 of this Article are not fulfilled, the second invitation shall be sent **within 30 days** from the first meeting date. The second GMS shall be conducted when it is participated by a number of shareholders that represent **at least 33%** of the votes.
3. In case the conditions for conducting the second meeting prescribed in Clause 2 of this Article are not fulfilled, the third invitation shall be sent **within 20 days** from the second meeting date. The third GMS shall be conducted regardless of the number of votes represented by the participants.

Article 46. Meeting and voting protocols⁶⁹

Unless otherwise the GSM and/ or BOD have other regulations, the following meeting and voting protocol shall be followed:

1. The shareholders that participate in the GMS shall be registered before the meeting is declared open.
2. Election of the chair, secretary and election board:
 - a) The Chairman of the BOD shall assume the role or the chair or authorize a member of BOD to chair the GMS if it is convened by the BOD. In case the chair is not present or is temporarily unable to work, the remaining members of the BOD shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the chief of the BOS shall preside over the election of the GMS chair, in which case the person that receives the most votes will be the chair;
 - b) Except for the cases specified in Point a of this Clause, the person that signs the decision to convene the GMS shall preside over the election of the chair by the GMS, in which case the person that receives the most votes will be the chair;
 - c) The chair shall designate one or some persons as the secretary(ies) of the GMS;

⁶⁸ Article 145 Law on Enterprises 2020

⁶⁹ Article 146,147 and 150 Law on Enterprises 2020 and Article 61 Of Law on Credit Institutions 2010

- d) The GMS shall elect one or some people as the election board as requested by the chair;
3. The meeting agenda shall be ratified by the GMS during the opening session. The agenda shall specify the duration of each issue therein.
4. The chair is entitled to implement necessary and reasonable measures to maintain order during the meeting and adhere to the ratified agenda and serve the majority of the participants.
5. The GMS shall discuss and vote on each issue on the agenda. Votes include affirmative votes, negative votes and abstentions. The voting result shall be announced by the chair before the meeting ends.
6. Shareholders and authorized participants that arrive at the meeting after it is declared open will be registered and has the right to vote after registration. In this case, previous voting result shall remain unchanged.
7. The person who convenes or chair the GMS has the rights to request all participants to facilitate inspection and other lawful and reasonable security measures; to request a competent authority to maintain order during the meeting; expel those who do not comply with the chair's instructions, deliberately disrupt order, obstruct the meeting progress or disobey security requirements.
8. The chair is entitled to postpone the GMS that has a sufficient number of participants for up to **03 working days** from the initial opening day or change the meeting location in the following cases:
 - a) The current meeting location does not have enough seats for all participants;
 - b) Communication devices at the current meeting location are not adequate for all participant to discuss and vote;
 - c) One or some participants disrupt the meeting and thus threaten the fairness and legality of the meeting.
9. In case the chair postpones or suspends the GMS against Clause 8 of this Article, the GMS shall elect another participant to chair the meeting until the end; all resolutions ratified at the meeting shall be effective.
10. The meeting of the GSM must be recorded in minutes and may be recorded or recorded and stored in another electronic form. The meeting of GMS shall contain the following information:
 - a) The company's name, EID number, headquarter address;
 - b) Time and location of the GMS;
 - c) The meeting agenda;
 - d) Full names of the chair and secretary;

- e) Summary of developments of the meeting, comments at the GMS on each issue on the agenda.
- f) Quantities of shareholders and votes casted by shareholders that participated in the meeting, the list of subscribed shareholders and shareholders' representatives that participated in the meeting and their votes;
- g) Number of affirmative votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions, their ratios to total number of votes of all participants;
- h) Ratified decisions and corresponding ratio of affirmative votes;
- i) Full names of the chair and secretary.

In case the chair and the secretary refuse to sign the minutes, they will be effective if they are signed by the other members of the BOD and contain all information prescribed in this Clause. The minutes shall clearly state the reasons why the chair and the secretary refuse to sign them.

The minutes of the GMS shall be in Vietnamese language, may be translated into foreign languages. The Vietnamese and foreign language copies of the minutes have the same legal value. In case of any discrepancy between them, the Vietnamese copy shall prevail.

- 11. The minutes of the GMS shall be completed and ratified before the meeting ends. Minutes will be evidence for the contents of work done at the GSM.
- 12. The minutes of the GMS, the list of registered participants, the ratified resolutions and documents enclosed with the invitations shall be retained at SEABANK's headquarters. The minutes of the GMS shall be sent to all shareholders within 15 days from the ending date of the meeting; the vote counting record may be uploaded to SEABANK's website.

Article 47. Power and method for ratifying resolutions of the GMS by questionnaire survey⁷⁰

- 1. SeABank's BOD has the right to collect opinions of shareholders in writing to approve all issues within the authorities of the GSM when it is deemed necessary for the benefit of SEABANK, including contents as prescribed at Clause 1, Clause 2 Article 39 of this Charter except for the cases specified in Clause 4, Article 39 of this Charter.
- 2. The BOD shall prepare the questionnaires, the draft resolution and explaining documents; send it to all voting shareholders at least 10 days before the deadline for submission of the questionnaires unless a longer period is specified in the company's charter. The list of shareholders to seek opinion in writing shall be compiled in accordance with regulations on information disclosure and regulations at the Vietnam

⁷⁰ Article 148 and 149 Law on Enterprises 2020.

Securities Depository Center. Requests and methods of sending the opinion form and attached documents are in accordance with Article 43 of this Charter.

3. A questionnaire shall contain:
 - a) Name, EID number, headquarter address;
 - b) Purposes of the survey;
 - c) If the shareholder is an individual: full name, mailing address, nationality, legal document number; If the shareholder is an organization: name, EID number or legal document number of the organization or full name, mailing address, nationality, legal document number of the organization's representative; quantity of each type of shares and number of votes of the shareholder;
 - d) The issues that need voting;
 - e) The options including affirmative, negative, abstention;
 - f) Deadline for submission of the answered questionnaire;
 - g) Full name and signature of BOD's Chairman.
4. Shareholders may send answered questionnaires to the company by post, fax or email as follows:
 - a) An answered questionnaire sent by post shall bear the signature of the shareholder (if the shareholder is an individual) or the shareholder's authorized representative or legal representative (if the shareholder is an organization), be placed in a closed envelope which must not be opened before vote counting time;
 - b) An answered questionnaire sent by fax or email shall be kept confidential until the vote counting time. Answered questionnaires that are submitted after the deadline or opened before vote counting time (for those sent by post) or revealed (for those sent by fax or email) shall be considered invalid. Questionnaires that are not submitted shall not be counted as votes.
5. The BOD shall organize vote counting and issue a vote counting record in the presence of the BOS or the shareholders that are not holding any managerial position in SEABANK. The vote counting record shall have the following information:
 - a) Name, EID number, headquarter address;
 - b) Purposes and the issue that needs voting;
 - c) Quantities of voters, votes casted, valid votes and invalid votes, voting method and a list of voters;
 - d) Quantities of affirmative votes, negative votes and abstentions on each issue;
 - e) Ratified decisions and corresponding ratio of affirmative votes;

- f) Full names and signatures of BOD's Chairman, vote counting supervisors and vote counters.
6. The members of the BOD, vote counters and vote counting supervisor are jointly responsible for the accuracy and honesty of the vote counting record; for the damage caused the decisions that are ratified due to inaccurate or dishonest vote counting.
7. An resolution that is ratified through questionnaire survey if the number of shareholders representing at least 51% of the total number of votes ratified and valid as the resolutions adopted at the meeting of the GSM questionnaire.
8. The vote counting record and the resolution shall be sent to all shareholders within 15 days from the date of vote counting completion. Sending the vote counting minutes and resolutions can be replaced by uploaded on SEABANK's website. Answered questionnaires, the vote counting record, the ratified resolution and relevant documents enclosed with the answered questionnaires shall be retained at the company's headquarters.

Article 48. Effectiveness of the resolutions, decisions of the General Shareholders' Meeting⁷¹

1. The resolution of the GMS takes effect from the day on which it is ratified or on the effective date specified therein.
2. A resolution that is ratified by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and issuing such resolution prescribed in relevant laws and this Charter are not followed;
3. In case a shareholder or group of shareholders requests the court or an arbitral tribunal to consider invalidating the resolution as prescribed in Article 49 of this Charter, the resolution shall remain effective until the effective date of the decision of the court or an arbitral on invalidation of such resolution, except for the cases in which temporary emergency measures are implemented under a decision of a competent authority.

Article 49. Cancellation of resolution made by the General Shareholders' Meeting⁷²

Within 90 days from the receipt of the resolutions or minutes of the General Shareholders' Meeting or the vote counting record, the shareholder or group of shareholders mentioned in Clause 2 Article 36 of this Charter is entitled to request the court or an arbitral tribunal to consider invalidating the resolution in part or in full in the following cases:

1. The procedures for convening the GSM and issuing decisions prescribed in relevant laws and this Charter are not followed, except for the cases specified in Clause 2 Article 48 of this Charter;
2. The contents of the resolution violations the law or SEABANK's Charter.

⁷¹ Article 152 Law on Enterprises 2020.

⁷² Article 151 Law on Enterprises 2020.

Article 50. Report on results of the General Shareholders' Meeting⁷³

Within 15 days after concluding a meeting or finishing the vote counting in case of collection of written opinions, all resolutions and decisions ratified by the GSM shall be sent to the SBV.

SECTION IV. BOARD OF DIRECTORS

Article 51. Composition and term of BOD⁷⁴

1. BOD shall be the managerial body of SEABANK, having full power on behalf of SEABANK to decide and exercise rights and obligations of SEABANK, except the rights and obligations of the GSM.
2. BOD shall comprise of no less than 5 persons and no more than 11 persons, including at least 1 independent member. At least ½ (a half) of the total number of the BOD are non-managerial and independent members.⁷⁵
3. An individual and his/her affiliated persons or representatives of contributed capital of an institutional shareholder and their affiliated persons may participate in the BOD in a number not exceeding 1/3 (one-third) of total members of the BOD.⁷⁶
4. The term of office of the BOD is no more than 05 years. Each member of the BOD has the term of office follow the term of the BOD, and may be re-elected or re-appointed for an unlimited number of terms. The office term of a member of the BOD who is elected additionally or in replacement of a dismissed or relieved from office member is the remaining term of the BOD. The BOD of the just expired term shall operate until the BOD of the new term takes over its work.
5. When voting for members of BOD, SEABANK must project for at least 1/3 (one-third) of the members of BOD to be elected or re-elected at the GSM.
6. BOD shall elect, relieve from office and dismiss its Chairman, Vice-Chairman. The election, relief from office, dismissal, addition, replacement, and automatic loss of status of the Chairman, Vice-Chairman and members of BOD shall be conducted according to the current law provisions and this Charter.
7. When the number of members of BOD becomes less than 2/3 (two-thirds) of the total number of the members of a term or less than 5 (five) members as prescribed in this Charter, within 60 days after the number of members becomes insufficient, SEABANK shall sufficiently add members to BOD.
8. The Chairman of BOD shall be Vietnamese citizen who resides in Vietnam during his/her term of office. Where a foreign shareholder (including Vietnamese permanently

⁷³ Article 61 of Law on Credit Institutions 2010

⁷⁴ Article 43 and Article 62 of Law on Credit Institutions 2010

⁷⁵ Clause 1 Article 62 Law on CIs 2010.

⁷⁶ Clause 2 Article 62 Law on CIs 2010.

residing abroad) participates in BOD, the following additional conditions shall also be satisfied:

- a) The percentage of the persons joining BOD membership shall be only in proportion to the percentage of capital contributed by all foreign shareholders in SEABANK;
 - b) That shareholder shall not be the member of BOD of more than 2 credit institutions in Vietnam;
 - c) Shall not hold the post of Chairman of BOD of SEABANK
9. BOD shall use the seal of SEABANK in exercising its duties and powers.
10. The BOD shall ratify its resolution and decisions by voting at the meeting, questionnaire survey or another method specified in this Charter according to the Chairman's decision. Each member of the BOD shall have one vote.⁷⁷

Article 52. Duties and rights of BOD⁷⁸

BOD shall have the following rights and duties:

1. Take responsibility under law and the GSM for the performance of its assigned tasks and exercise of its vested powers.
2. Decide on the establishment and the organizational structure of branches, representative offices and units of SEABANK in Vietnam and abroad.
3. Decide on the medium and long term development strategies and annual business plans of SEABANK
4. Appoint, relieve from office, dismiss, apply disciplines, suspend and decide on salaries and other benefits of the General Director, Deputy General Director, Chief Accountant, Secretary of BOD, Persons in charge of corporate governance and other managers/executives on the basis of the internal regulations issued by BOD.
5. Adopt plans on contribution of capital to or purchase of shares from other enterprises and credit institutions with value of less than 20% of SEABANK's charter capital indicated in the latest audited financial statement; designate authorized representatives of SEABANK's contributed capital in other enterprises/credit institutions and decide their remunerations and other benefits;
6. Decide to invest in, purchase and sell assets of SEABANK which account for 10% or more of SEABANK's charter capital indicated in the latest audited financial statement, except the investments in, sales and purchases of assets of SEABANK that fall within the competence of the General Shareholders' Meeting prescribed in this Charter; Decide on market development, marketing and technology transfer solutions;
7. Decide special cases of credit granting to perform the socio-economic tasks following decisions of the Prime Minister and in accordance with provisions of law, except the

⁷⁷ Clause 3 Article 153 Law on Enterprises 2020.

⁷⁸ Article 63 Of Law on Credit Institutions 2010 (amended, supplemented in 2017) and Article 153 Law on Enterprises 2020, Article 278 Decree No. 155/2020/NĐ-CP

transactions falling within the competence of the General Shareholders' Meeting stipulated in Item 7 Article 128 of the Law on Credit Institutions 2010.

8. Approve the contracts with value of equal or less than 20% of SEABANK's charter capital specified in the latest financial statement between SEABANK and:
 - a) SEABANK's subsidiaries, affiliates,
 - b) Members of BOD, Board of Supervisors, General Director, major shareholders, and their affiliated persons,

In such cases, the related members have no right to cast their votes.

9. Inspect, supervise and direct the General Director in performing his/her assigned task; assess annually the performance of the General Director.
10. Promulgate internal regulations on organization, governance and operation of SEABANK in compliance with provisions of this Charter and relevant legislation, except matters falling within the competence of the Board of Supervisors and the General Shareholders' Meeting.
11. Draft and submit regulation on operation of BOD and internal regulations on corporate governance to General Shareholders' Meeting before issuing.
12. Adopt SEABANK's risk management policies and monitor the application of risk prevention measures.
13. Review and approve SEABANK's annual reports.
14. Select professional evaluation organizations to value SEABANK's assets other than Vietnam Dong, freely convertible foreign currencies and gold as prescribed by laws.
15. Propose the SBV to give consent to matters specified by law.
16. Decide on the offering of new shares of SEABANK within the share limit of each type to be offered; decide on additional capital raising in other forms.
17. Decide on the offering price of SEABANK's shares and convertible bonds.
18. Decide the redemption of SEABANK's shares as provided by relevant regulations.
19. Propose profit allocation schemes and dividend amounts to be paid; decide on time and procedures for payment of dividends or handling of business losses.
20. Allocate and use reserve funds, allocate dividends in pursuant with the decision of the General Shareholders' Meeting;
21. Prepare relevant contents and documents to submit to the General Shareholders' Meeting for adoptions of matters falling within the competence of the General Shareholders' Meeting, except those of the rights and obligations of the Board of Supervisors.
22. Approve the action plan, program of BOD, the agenda, contents and documents for the

- General Shareholders' Meeting; convene the General Shareholders' Meeting or collect written opinions from shareholders in order to adopt the decisions.
23. Organize, inspect and monitor the execution of resolutions, decisions adopted by the General Shareholders' Meeting or BOD.
 24. Timely notify the SBV information negatively affected the member status of the members of BOD, Board of Supervisors and General Director.
 25. Appoint and dismiss the commercial or legal representatives of SEABANK.
 26. Propose the reorganization or dissolution or request for bankruptcy of the bank.
 27. Exercise duties, rights of the owner in the subsidiaries, affiliated companies established by or having capital contributed by SEABANK;
 28. Other rights and obligations prescribed in this Charter and the relevant laws.

Article 53. Rights and duties of the Chairman, Vice Chairman, and members of BOD⁷⁹

1. Chairman, Vice Chairman of BOD shall be elected from within the members of BOD voted by the GSM, dismissed, removed from office by BOD.
2. In case the Chairman of BOD is not present or not able to perform his tasks, he/she shall authorize another member in writing to perform the rights and obligations the Chairman of BOD in accordance with SEABANK's regulations from time to time. In case no member is authorized or the Chairman is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, making a getaway; has limited legal capacity or is incapacitated, has difficulty controlling his/her behavior, is prohibited by the court from holding certain positions or doing certain works, one of the BOD shall convene a meeting with the remaining members to elect one of them as the interim Chairman under the majority rule until a new decision is issued by the BOD.⁸⁰
3. The Chairman of BOD shall have the following rights and duties:
 - a) Set up program and action plan of BOD;
 - b) Assign duties to BOD members for administering SEABANK's activities
 - c) Prepare contents, agenda and documents for meetings; convene and chair the meetings to discuss and vote on matters falling within the duties and rights of BOD;
 - d) Organize the adoption of the decisions by BOD;
 - e) Supervise the implementation of BOD' decisions;
 - f) Convene, on behalf of BOD, and chair the General Shareholders' Meeting;

⁷⁹ Article 64, 65 Law on Credit Institutions 2010 and Article 156 Law on Enterprises 2020

⁸⁰ Clause 4 Article 156 Law on Enterprises 2020.

- g) Ensure that all members of BOD receive adequate, objective and accurate information and have sufficient time for discussing matters to be considered by BOD;
 - h) Monitor members of BOD in performing the assigned tasks and the general duties and powers;
 - i) Assess the performance of members of BOD, and committees of BOD at least on an annual basis and report such assessments to the General Shareholders' Meeting;
 - j) Other rights and obligations prescribed by Law and SEABANK's Charter.
4. Vice Chairman of BOD shall have the following rights and duties:
- a) Exercise the duties and rights assigned by Chairman;
 - b) Exercise other rights and duties as regulated by law and in compliance with SEABANK's Charter.
5. The members of BOD shall have the following rights and duties:⁸¹
- a) Exercise duties and rights in accordance with the provisions of law, the regulations of the SBV, SEABANK's Charter, internal regulations of BOD, and assignments of the Chairman of BOD in a truthful manner in the interests of SEABANK and its shareholders;
 - b) Review the financial reports prepared by the independent auditor; give comments or request the bank's managers, independent auditor and internal auditor to explain matters relevance to the reports.
 - c) Request the Chairman of BOD to convene extraordinary meetings of BOD;
 - d) Attend meeting sessions of BOD; discuss and vote on matters falling within the duties and rights of BOD as specified in this Charter, except they are not allowed to vote due to conflict of interest; take personal responsibility to the law, the GSM and BOD for their own opinions;
 - e) Implement decisions of the GSM and BOD.
 - f) Take responsibility to explain the performance of the assigned tasks to the GSM, BOD upon request.
 - g) Elect, relieve from office and dismiss the Chairman and Vice Chairman of BOD;
 - h) Study and assess the operation situation and results and to offer suggestions to the orientations and plans for business activities of the SEABANK in each period;
 - i) Timely and sufficiently report to BOD the compensation that BOD members receive from subsidiaries, affiliates and other organizations.
 - j) Report State Securities Commission (SSC), Stock Exchange and disclose the

⁸¹ Article 65 Law on CIs 2010.

information when making transactions of SeABank shares in accordance to the law.

- k) Exercise other rights and obligations as prescribed in this Charter.
6. Independent BOD members have the following duties and rights:⁸²
- a) Prepare evaluation report on BOD operation in accordance to the law and securities law
 - b) Perform duties, rights assigned by Chairman and other tasks of BOD member according to the law and this Charter

Article 54. Meetings of BOD

1. If BOD elects the Chairman, then the first meeting of BOD in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of 7 (seven) working days from the date of completion of the election of BOD for that term. This meeting shall be convened and chaired by the member who gains the highest number of votes or highest voting rate. If two or more members gain the same highest number of votes or highest voting rate, the elected members shall elect by a majority vote a person amongst them to convene the meeting.
2. Regular meeting: The meeting of BOD shall be held at least quarterly.
3. Extraordinary meeting: An extraordinary meeting of BOD shall be convened by the Chairman of BOD when necessary or at the request of:
 - a) At least two members of BOD;
 - b) The BOS or independent BOD members;
 - c) The General Director or at least 5 (five) other managers;
 - d) Other cases as prescribed in this Charter;

The request must be made in writing and specify clearly the objectives and issues which need to be discussed and the resolutions within the authority of BOD. The person competent to convene BOD' meeting may decline the above mentioned request if the issues which need to be discussed and decided are beyond the authority of BOD.
4. Within **07 (seven) working days** upon receipt of the written request for convening an extraordinary meeting of BOD from one of those stated Clause 3 thereof, Chairman of BOD or a BOD' member duly authorized by the Chairman shall convene an extraordinary BOD meeting.
5. Chairman of BOD regulates in details the cases of emergency, time limit for and ways of prompting invitation in emergency cases.
6. Venue of meetings: The meetings of BOD shall be held at the Head Office of SEABANK or other locations decided by the Chairman of BOD.
7. A BOD meeting may take place in form of conference call via electronic means.

⁸² Article 277.3 Decree No. 155/2020/NĐ-CP.

Resolutions/decisions adopted at such meeting shall valid immediately after the conclusion of the meeting but shall then be confirmed by the signatures of all participated BOD' members on the meeting minutes.

Article 55. Conditions for holding a meeting of BOD⁸³

1. A meeting of BOD shall be conducted when it is participated in by at least 3/4 (three fourths) of the members. In case a meeting cannot be conducted due to inadequate number of participants, the second meeting shall be convened within **07 days** from the first meeting date unless a shorter period is prescribed by the Chairman's decision. In this case, the meeting shall take place if over a half of the members of BOD are present.
2. It will be considered that a member participates in and votes at the meeting of the Board of Directors in the following cases:
 - a) Directly participates in and votes at the meeting;
 - b) Authorize another person to participate in and vote at the meeting as prescribed in this Charter and relevant regulations of SEABANK;
 - c) Participate in the meeting and vote online or through other electronic methods as prescribed in regulations of SEABANK from time to time;
 - d) Send vote to the meeting by post, fax or email;

A vote is sent by post shall be put in a closed envelope and be delivered to the Chairman of BOD at least one hour before the opening time. Votes shall only be open in the presence of all participants.

Article 56. Notification, agenda, and document of the meeting of BOD⁸⁴

1. The Chairman of BOD or the person that convenes the meeting shall send the invitation notice at least **03 working** days before the meeting day. The invitation notice shall specify the meeting time, location, agenda, issues to be discussed and decided. The invitation notice shall be enclosed with meeting documents and votes.
2. The invitation notice might be sent by secured measures physically, by phone, fax, electronically or by other methods prescribed to the mailing address of each member of BOD registered at SEABANK.
3. The Chairman of BOD or the convener must also send the notice of invitation to attend the meeting together with the attached documents to all the members of the BOS, in the same manner as to the members of BOD. Members of the BOS have the right to attend and discuss at the meeting of BOD but may not cast a vote. Members of the BOM, managers, executives or other experts may attend the meeting of BOD at the invitation of the Chairman.

Article 57. Voting and adoption of agenda at the meeting of BOD

⁸³ Article 157 Law on Enterprise 2020.

⁸⁴ Article 157 Law on Enterprise 2020.

1. Each member of BOD shall have one vote on the matters that fall into the competences of BOD.
2. Decisions of BOD shall be adopted if they are voted for by the majority of the participating BOD' members. In case, the votes are equal, the final decisions shall be the ones voted for by the Chairman of BOD or by the member of BOD authorized by the Chairman of BOD to chair the meeting (incase the Chairman of BOD is absent)
3. The member of BOD who has interests related to matters submitted to BOD for decision shall not be allowed to vote on such matters and shall be excluded in calculation of the number of delegates to be present at the meeting, and at the same time shall not be authorized by other members of BOD to vote on such matters.
4. If there is any doubt at a meeting, which is related to the interests or to the voting right of a member of BOD and such doubt is not voluntarily settled by such member of BOD through his/her acceptance to give up his/her voting right, that doubt shall be forwarded to the chairperson of the meeting. The chairperson's decision shall be the final and conclusive, except where the nature or extent of the interests of such concerned member of BOD is not clearly known.
5. Any member of BOD related to one of the contracts, transactions stated in Article 167 of the Law on Enterprises 2020 shall be regarded as having material interests in respect with such contracts, transactions.

Article 58. Minutes of the meeting of BOD⁸⁵

1. BOD' meeting must be recorded in the book of meeting minutes and might be audio recorded and store in other electricity forms. The minutes shall be written in Vietnamese language, may be translated into foreign languages.
2. BOD' meeting shall contain the following basic particulars:
 - a) Name, address of the head office, EID number;
 - b) Purposes, agenda, and contents of the meeting;
 - c) Time and venue of the meeting;
 - d) Full name of each of the participants or person authorized to attend the meeting and how they participate; full name of the absented members and reasons for not attending the meeting;
 - e) Issues subject to discussion and voting at the meeting;
 - f) Summaries of the opinions of each of the participants in development order of the meeting;
 - g) Voting results specifying members casting votes for, against, and abstention;
 - h) Adopted resolutions and corresponding ratio of affirmative votes;

⁸⁵ Article 158 Law on Enterprise 2020.

- i) Full names, signatures of the Chairperson and the minute-recorder, except the case in Clause 3 of this Article.
3. In case the Chairperson and the minute-recorder refuse to sign the minute, the minute will be effective if they are approved and signed by all of the other members of the BOD and contain all the information prescribed in Points a, b, c, d, e, f, g and h Clause 2 of this Article. The meeting minute clearly states that the chairperson and the minute-recorder refuse to sign the meeting minute. The person who signs the meeting minute is jointly responsible for the accuracy and truthfulness of the content of the meeting minute of the Board of Directors. The chairperson, the minutes-recorder are personally responsible for any damage caused to SeABank due to the refusal to sign the meeting minute in accordance with the provisions of the Charter and relevant laws.
4. The Chairperson and the minute-recorder and the persons who sign the minutes shall be responsible for its accuracy and truthfulness.
5. The minutes of meetings of BOD and documents used in the meetings must be archived in the head office of SEABANK.
6. The Vietnamese and foreign language copies of the minutes have the same legal value. In case of any discrepancy between them, the Vietnamese copy shall prevail.

Article 59. Competence and procedure to collect written opinions of members of BOD

1. The Chairman of BOD may decide to collect written opinions from members of BOD.
2. The secretary of BOD shall prepare opinion form and necessary documents related to issues on which it is necessary to collect opinions. Opinion form and the attached documents must be delivered by secured measures via postal, fax, email or other forms to the registered contact address of each member of BOD.
3. Opinion form must cover the following major information:
 - a) Name, address of the head office, Number of the business registration certificate;
 - b) Purposes for collecting opinions;
 - c) Full name and mailing address of the member of BOD;
 - d) Issues on which it is necessary to collect opinion and to be ratified;
 - e) Voting options, including: vote for, vote against, and abstention;
 - f) Time limit for sending the completed opinion form to SEABANK;
 - g) Full name and signature of the Chairman of BOD.
4. The returned opinion form must be signed by the member of BOD and sent to SEABANK in accordance with SEABANK's regulation.
5. The secretary of BOD shall count the votes and make a vote counting minutes under the supervision of at least one independent member of BOD or at least 02 members of BOD and BOS. The vote counting minutes must cover the following major contents:

- a) Name, EID Number, headquarter;
 - b) Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions;
 - c) Number of votes sent, number of votes received, number of valid votes, number of invalid votes. The minutes must be enclosed with an appendix being a list of the shareholders who casted their votes;
 - d) Total number of votes for, votes against and abstentions on each issue;
 - e) Full name and signature of the person counted the votes, and the person supervised the vote counting (if any).
6. The secretary of BOD participating in collecting written opinions from members of BOD and the person(s) who supervised the counting of votes shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.
 7. The vote counting minutes enclosed with the resolutions, decisions of BOD which are passed basing on the vote counting results shall be sent to the members of BOD within 15 days from the end of the vote counting.
 8. The completed opinion form, the vote counting minutes, the full text of the adopted resolutions and relevant documents enclosed with the opinion form are to be archived at the head office of SEABANK.
 9. The resolutions / decisions in form of collecting written opinions shall be adopted in the principle of agreement of the majority of members of the BOD having voting rights. These resolutions /decisions shall be valid as if they have been adopted at the meetings of the Board of Directors that traditionally convened and held.

Article 60. The assisting apparatus of BOD⁸⁶

1. BOD shall use the assisting apparatus and seal of SEABANK to perform its rights and duties.
2. BOD shall have dedicated assisting personnel and shall specify the quantity as well as the duties of each assistant.
3. BOD appoints at least 1 person to be in charge of corporate governance in order to support the effective implementation of the Bank's governance. The person in charge of corporate governance must meet standards and conditions and have the rights and duties regulated by law and SEABANK's relevant regulations. The person in charge of corporate governance may take over the position as the company secretary as specified in the Law on enterprises 2020.
4. BOD may form committees to assist BOD in performing its rights and duties, of which

⁸⁶ Clause 4,5 Article 43 Law on Credit Institutions 2010

there must have at least Risk Management Committee and Human Resources Committee. BOD shall decide the formation, dissolution, tasks, rights and operational and decision making mechanism of such committees in accordance with the guidelines of the State Bank and suitable with the operation of SEABANK.

Article 61. Secretaries of BOD⁸⁷

1. BOD may hire and designate secretaries and define their functions and duties in order to support BOD in performing its rights and duties as regulated by law and SEABANK's Charter.
2. BOD may remove from office its secretary at any time but shall not harm the claim for compensation for damage caused by the breach of labor contract signed between the secretary and SEABANK. Two or more persons may be nominated as co-secretaries.
3. Functions and tasks of BOD Secretaries are prescribed on SEABANK's regulations from time to time.

Article 62. Rights to information of members of the BOD⁸⁸

1. Members of BOD are entitled to request the General Director, Deputy General Director and managers of units under SEABANK to provide information and documents about the finance and business performance of SEABANK and its units.
2. The managers shall provide information and documents fully and accurately as requested by the members. The procedures for requesting and providing information shall be specified by BOD.

SECTION V. BOARD OF SUPERVISORS

Article 63. Composition and term of BOS⁸⁹

1. The Board of Supervisors shall conduct internal audit; supervise, assess the observance of law provisions, SEABANK internal regulations, this Charter, and resolutions/decisions of the GSM and BOD.
2. The Board of Supervisors shall have at least three (03) members and at most five (05) members of which at least a half (1/2) is full time dedicated members who do not concurrently hold positions, jobs in SEABANK and other enterprises. The full time dedicated member of BOS must be resident in Vietnam during his/her office term. The Chief Supervisor shall have a bachelor's degree in economics, finance, accounting, audit, law, business administration or a major that is relevant to SEABANK's business sector.
3. The Board of Supervisors has an assisting unit, an internal audit unit; may use

⁸⁷ Clause 5 Article 43 Of Law on Credit Institutions 2010 and Clause 5 Article 156 Law on Enterprises 2020.

⁸⁸ Article 159 Law on Enterprises 2020.

⁸⁹ Article 44 Of Law on Credit Institutions 2010

SEABANK's resources; and may outsource to outside experts and organizations to perform its tasks.

4. The term of the BOS shall not be more than five (05) years and the term of the BOS member shall follow the term of the BOS. The members of the BOS may be re-elected for an unlimited number of terms. In case a member is elected to replace another member who has been relieved or dismissed, the term of such member shall be the remaining period of the BOS's term. When the term of the BOS expires, that BOS shall continue its operation until the work is taken over by the new BOS.
5. When the number of members of the Board of Supervisors becomes less than 2/3 (two-thirds) of the total number of the members of a term, or less than the minimum number of members prescribed in this Charter, within 60 days after the number of members becomes insufficient, SEABANK shall sufficiently add members to the Board of Supervisors.
6. The Board of Supervisors shall elect, relieve from office and dismiss the Chief Supervisor according to the majority principle.

Article 64. Duties and rights of the Board of Supervisors

1. The persons who are elected to be the Chief Supervisor and members of the Board of Supervisors shall be responsible for taking over, handing over and assume the duties as the elected title. The relieved, dismissed persons shall hand over the work to the newly-elected person, and shall take personal responsibility for their decisions while they are in office.
2. The Board of Supervisors has the rights and obligations to:⁹⁰
 - a) Supervise the observance of law and SEABANK's Charter in the management and administration of the bank; assume responsibilities under the law and the General Shareholders' Meeting for the performance of its assigned tasks and exercise of its vested powers.
 - b) Issue internal regulations of the Board of Supervisors and perform annual review of the same and important policies on accounting and reporting.
 - c) Dismiss, discipline, suspend personnel of the internal audit department; decide their salaries and other benefits.
 - d) Perform the internal audit function. Have the rights to use independent consultants and get access to and be fully, accurately and promptly supplied with information and documents relating to the bank's management and administration in performing its assigned tasks.
 - e) Appraise the adequacy, legitimacy and truthfulness of the business reports and the bank's biannual and annual financial statements (including those already audited by

⁹⁰ Article 45 Of Law on CIs 2010 (amended, supplemented in 2017), Article 170 Law on Enterprises 2020.

an independent auditor) and report on reports on performance of BOD. Report to the General Shareholders' Meeting on results of the review and the reasonability, lawfulness, truthfulness and prudence of accounting and statistical activities and financial statement making. Be able to consult BOD before submitting its reports and recommendations to the General Shareholders' Meeting.

- f) Recommend and submit the GSM to ratify the list of approved independent audit companies to audit the financial statements of SEABANK; choose accredited independent audit companies carry out audit of the Bank.
- g) Conduct examination of accounting books, other documents and the management and administration of the bank when necessary or under a decision of the General Shareholders' Meeting or at the request of a shareholder or group of shareholders specified in Clause 2, Article 36 of this Charter. BOS shall conduct the examination within 07 working days after receiving such request. Report and explain to BOD and the requesting individual or group of shareholders on issues requested to be examined within 15 days after completing the examination. The Board of Supervisors' examination under this Clause must neither obstruct nor disrupt the normal business management and administration of SEABANK.
- h) Recommend to BOD or the General Shareholders' Meeting changes and improvements of the organizational structure, management and administration of the business operations of the Bank.
- i) Promptly notify BOD upon detection of a SEABANK manager's violations within 48 hours as regulated on this Charter and relevant laws, and concurrently request the violator to stop such violations and make remedy to consequences (if any).
- j) Make a list of affiliated persons of the members of BOD, members of the Board of Supervisors, General Director, founding shareholders and major shareholders of the bank, keep and update this list.
- k) Request BOD to convene an extraordinary BOD' meeting or an extraordinary General Shareholders' Meeting in compliance with this Charter.
- l) Convene an extraordinary General Shareholders' Meeting when BOD makes a decision which seriously violates this Charter, provisions of laws or exceeds the authority assigned and in other circumstances as prescribed in this Charter.
- m) Have right to attend and discuss at General Shareholders' Meetings, BOD' meetings and other meetings of SEABANK.
- n) Exercise other rights and obligations under this Charter and in compliance with relevant laws and SEABANK's Charter and regulations from time to time.

Article 65. Rights and obligations of the Chief Supervisor and members of the Board

of Supervisors⁹¹

1. The Chief Supervisor shall have the following duties and rights:
 - a) To organize the performance of Board of Supervisors' rights and exercises of its vested powers under this Charter and pursuant to relevant laws;
 - b) To prepare agenda for the Board of Supervisors' meetings basing on the recommendations of all members of the Board of Supervisors pertaining to the rights and responsibilities of the Board of Supervisors; convene and chair the Board of Supervisors' meetings;
 - c) To represent the Board of Supervisors to sign all documents within its scope of power;
 - d) To represent the Board of Supervisors to request for extraordinary General Shareholder's Meeting or extraordinary BOD meeting in compliance with the provisions of laws and this Charter;
 - e) To attend the meetings of BOD, to state their opinions and make recommendations, but not to participate in voting;
 - f) If he/she holds any opinion different from BOD' resolutions, to request the recording of their opinions in the minutes of the meetings and directly report them before the General Shareholders' Meeting;
 - g) To make working plans and assign specific duties to each member of the Board of Supervisors;
 - h) To assure that all members of the Board of Supervisors receive full, objective, accurate information, and have enough time to discuss matters that need to be reviewed by the Board of Supervisors.
 - i) To monitor and direct members of the Board of Supervisors in performing duties and exercising rights of the Board of Supervisors;
 - j) To authorize one or more members of the Board of Supervisors to assume the tasks of the Chief Supervisor in his/her absent;
 - k) To perform other duties and rights prescribed in this Charter and relevant laws.
2. The members of the Board of Supervisors shall have the following duties and rights:⁹²
 - a) To observe law provisions, SEABANK's Charter, and internal regulations of the Board of Supervisors and code of ethics to perform assigned rights and obligations.
 - b) To elect a member of the Board of Supervisors as Chief Supervisor;
 - c) To requests the Chief Supervisor to convene extraordinary Board of Supervisors'

⁹¹ Article 46, *Article 47* Of Law on Credit Institutions 2010

⁹² Article 170 Law on Enterprises 2020 and Article 288 Decree No. 155/2020/NĐ-CP.

meeting;

- d) To control business activities, examine accounting books, assets, reports, final accounts of the fiscal year and propose remedies for violations (if any);
 - e) To hold the right to request SEABANK's officials and employees to provide data and explain business operation in order to perform their assigned tasks;
 - f) To report to the Chief Supervisor about irregular financial events, take personal responsibility for their own assessments and conclusions
 - g) To participate in meetings of the Board of Supervisors; discuss and vote on matters that fall within the competences of the Board of Supervisors, except for matters with conflict of interest with that member;
 - h) To take responsibility to law and shareholders for the determination of the accuracy and truthfulness of the data and/or dossiers related to the operations of SEABANK. In case of concealing the violations or failing to propose in time the handling thereof, to bear joint responsibility for performing their duties;
 - i) Be loyal to the interests of SEABANK and its shareholders; do not abuse their power and position or use the SEABANK's information, secrets, business opportunities and assets for personal gain or serve any other organization's or individual's interests;
 - j) To exercise other rights and duties provided by the relevant laws and this Charter.
3. Rights to information of the Board of Supervisors:⁹³
- a) Documents and information shall be sent to Board of Supervisors in the same manner as those being sent to members of the Board of Directors, including:
 - i. Meeting invitations, questionnaires and enclosed documents;
 - ii. Resolutions, decisions and minutes of meetings of the Board of Directors and the General Shareholders' Meeting;
 - iii. Reports of the General Director to the Board of Directors or other documents issued by SEABANK.
 - b) Board of Supervisors are entitled to access SEABANK's documents at the headquarters, branches and other locations; enter the executives' and employees' workplace during working hours.
 - c) The members of BOD, the General Director and the members of the Board of Management shall fully and promptly provide information and documents about the company's administration as requested by the Board of Controllers or its members.

Article 66. Meetings of the Board of Supervisors⁹⁴

⁹³ Article 171 Law on Enterprises 2020.

⁹⁴ Article 289 Decree No. 155/2020/NĐ-CP.

1. The Board of Supervisors may issue regulations on meeting and operation of BOS, but shall have at least 02 meetings per year and each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute-recorder and participating members. BOS may collect opinions from members on matters of its vested powers if necessary.
2. Minutes of meetings of the BOS must be made in detail and clearly in Vietnamese. Secretary and members of BOD who participate in meetings must sign the minutes and bear joint responsibility for the accuracy and truthfulness of the minutes. Such minutes shall be archived in order to determine the responsibility of each member.
3. In the BOS' meetings, the BOS is entitled to request for participations of and answers from the members of BOD, General Director and independent auditors on issues about which the BOS is concerned.

SECTION VI. GENERAL DIRECTOR

Article 67. The General Director and his/her assisting apparatus⁹⁵

1. The General Director is the supreme executive of everyday business operation of SEABANK; is supervised by BOD and shall take responsibility under the law, to the General Shareholders' Meeting, BOD and the Board of Supervisors for the performance of his/her rights and obligations.
2. BOD shall nominate one of its members or hire another person to work as the General Director and shall sign a labor contract, prescribing the salary, compensation, other benefits and terms for the General Director.
3. The term of office of the General Director shall not be over five years and the specific duration of such term shall be decided by BOD. The General Director may be re-appointed for an unlimited number of terms. The appointment, relief from office, dismissal and resignation of the General Director shall comply with provisions of this Charter, the Law on Credit Institutions and the regulations of the SBV.
4. Deputy General Directors are the persons in charge of running one or several domains of activities of the SEABANK under the assignment/authorization of the BOD, the General Director.
5. The Chief accountant shall assist the General Director in directing the implementation of the accountancy and statistics of the SEABANK, and have the rights and duties as prescribed by law.

Article 68. Duties and rights of the General Director⁹⁶

The General Director shall have the following duties and rights:

⁹⁵ Article 48 Law on Credit Institutions 2010, Article 162 Law on Enterprises 2020

⁹⁶ Article 49 the Law on Credit Institutions 2010 and Article 162 Law on Enterprises 2020.

1. Organize the implementation of resolutions and decisions of the General Shareholders' Meeting and BOD;
2. Decide on matters within his/her competences that related to everyday business activities of SEABANK in conformance with task assignments, power delegation, other regulations of the BOD, SEABANK's Charter, and relevant provisions of law; and take responsibility for SEABANK's business results.
3. Set up the internal control system and maintain its effective operation in accordance with the guidelines of the State Bank and relevant law provisions.
4. Prepare and submit the financial statements to BOD for approval or for reporting to competent authorities for approval. Take responsibility for the accuracy and truthfulness of the financial statements, the statistical reports, final accounting data, and other financial information.
5. Within his/her competences, issue internal rules and regulations, professional processes and procedures to operate the business administration system and the information reporting system in compliance with SEABANK regulations from time to time.
6. Reports to BOD, BOS, GSM, SBV and competent authorities pursuant to provisions of laws on the operation, performance and business results of SEABANK in compliance with SEABANK's prevailing regulations.
7. Decide on the application of measures beyond his/her competence in case of emergency (natural disaster, enemy sabotage, fires, incidents) and take responsibility for such decisions, and promptly report thereon to BOD for further settlement.
8. Recommend and propose the organizational and operational structures to improve the bank's operational quality and efficiency to BOD or the General Shareholders' Meeting for decision according to their competence.
9. Requests for extraordinary BOD' meeting pursuant to provisions of laws and this Charter.
10. Appoint, relieve from duty or dismiss holders of managerial and executive posts of SEABANK in compliance with the task assignment, power delegation prescribed by the BOD and the prevailing regulations of SEABANK on human resources except those to be decided by the GSM, BOS and BOD
11. On behalf of SEABANK, sign contracts in accordance with provisions of the Charter and SEABANK's internal regulations from time to time.
12. Propose plans to use profits and handle losses of SEABANK.
13. Recruit employees; decide on salaries, bonuses and remunerations (if any) of the employees that fall within his/her competences specified in this Charter and the prevailing internal regulations
14. Organize the implementation of business activity plans once they are approved by BOD.

15. Be under the inspection and supervision of BOD, the Board of Supervisors, the SBV and other competent State authorities, regarding the performance of his/her executive duties
16. Perform other rights and obligations as prescribed by laws, SEABANK's Charter, and decisions of BOD.

**SECTION VII. CRITERIA AND CONDITIONS FOR MANAGERS,
EXECUTIVES AND HOLDERS OF SOME OTHER POSTS OF SEABANK**

Article 69. Criteria and conditions for members of BOD⁹⁷

1. A member of BOD must fully meet the following criteria and conditions:
 - a) Be other than those specified in Clause 1 of Article 73 of this Charter;
 - b) Possess professional ethics;
 - c) Has at least a bachelor's degree;
 - d) Has at least 03 years' experience of working as a manager or executive of a credit institution, or
 - e) Has at least 05 year's experience of working as an executive of a finance, banking, accounting or audit enterprise or an enterprise whose equity is not smaller than the legal capital of a credit institution, or
 - f) Has at least 05 years' experience of working in a finance, banking accounting or audit department.
2. An independent member of BOD must fully meet the criteria and conditions specified in Clause 1 of this Article and the following criteria and conditions:
 - a) Neither be currently working for SEABANK or its subsidiaries nor have worked for SEABANK or its subsidiary in 3 preceding years;
 - b) Be not enjoying salaries or regular remunerations of SEABANK other than allowances for BOD members under regulations;
 - c) Have no spouse, parent, child, sibling, and their spouses being major shareholders of SEABANK, the managers, or members of the Board of Supervisors of SEABANK or its subsidiary;
 - d) Neither directly nor indirectly own or represent ownership of 1% or more of the charter capital or voting share capital of SEABANK; together with his/her affiliated persons not own 5% or more of the charter capital or voting share capital of SEABANK;

⁹⁷ Clause 1,2 Article 50 Of Law on Credit Institutions 2010 and Article 155 Law on Enterprises 2020

- e) Not be a manager, member of the Board of Supervisors of SEABANK at any time in the 05 preceding years.
 - f) Other conditions, criteria as prescribed by relevant legal provisions.
3. An independent member of the Board of Directors shall notify the Board of Directors if he/she no longer satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which a condition is not satisfied. The Board of Directors shall the disqualification if this member at the nearest General Shareholders' Meeting or convene the General Shareholders' Meeting to elect a new independent member within 06 months from the day on which the notification is received from the member.

Article 70. Criteria and conditions for members of the Board of Supervisors⁹⁸

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

1. Be other than those specified in Clause 1 of Article 73 of this Charter and not in the following cases:
 - a) Work in the accounting or finance department of SEABANK
 - b) Be a member of employee of the accredited independent audit companies that is auditing the financial statements of SEABANK over the last 03 years.
2. Possess professional ethics;
3. Hold a tertiary or higher degree in economics, business administration, law, accounting, or auditing;
4. Have at least 03 years working directly in professional banking, finance, auditing or accounting sector;
5. Not be an affiliated person of the managers of SEABANK;
6. Not be managers of SEABANK; not necessarily a shareholder or employee of SEABANK;
7. Reside in Vietnam during his/her term in office (applicable to full-time member of the Board of Supervisors).
8. Other conditions, criteria as prescribed by relevant legal provisions.

Article 71. Criteria and conditions for the General Director⁹⁹

The General Director must fully meet the following conditions:

1. Be other than those specified in Clause 1 of Article 73 of this Charter;
2. Possess professional ethics;

⁹⁸ Clause 3 Article 50 of Law on Credit Institutions 2010

⁹⁹ Clause 4 Article 50 of Law on Credit Institutions 2010

3. Hold a tertiary or higher degree in economics, business administration, or law;
4. Has at least 05 years' experience of working as an executive of a credit institution or at least 05 year's experience of holding the position of General Director (Director) or Deputy General Director (Deputy Director) of an enterprise whose equity is not smaller than the legal capital of a credit institution and at least 05 years' experience of working in the finance, banking, accounting or audit field or has at least 10 years' experience of working in the finance, banking, accounting or audit field;
5. Reside in Vietnam during his/her term in office;
6. Other conditions, criteria as prescribed by relevant legal provisions.

Article 72. Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches or subsidiaries and holders of equivalent positions in SEABANK¹⁰⁰

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

1. Be other than those specified in Clause 2 of Article 73 of this Charter; for a Deputy General Director, be other than those specified in Clause 1 of Article 73 of this Charter;
2. Hold a tertiary or higher degree in economics, business administration, law or the profession he/she will be in charge;
3. Or hold tertiary or higher degree in a discipline other than those specified in Clause 2 of this Article and have at least 03 years working directly in banking, finance or the profession he/she will be in charge;
4. Reside in Vietnam during his/her term in office.

SECTION VIII. CASES BANNED FROM HOLDING POSTS, CONCURRENTLY HOLDING POSTS, SUSPENSION, TEMPORARY SUSPENSION

Article 73. Cases banned from holding posts¹⁰¹

1. The following persons shall neither be members of BOD, members of the Board of Supervisors nor hold the post of General Director or Deputy General Director, or other equivalent posts in SEABANK:
 - a) Those defined in Clause 2 of this Article;
 - b) Those banned from acting as managers and executives under the legislations on officers and civil servants, and legislation on corruption prevention and control;

¹⁰⁰ Clause 5 Article 50 of Law on Credit Institutions 2010

¹⁰¹ Article 33 of Law on Credit Institutions 2010 (amended in 2017)

- c) Those who used to be owners of private enterprises, partner of a partnership, Director (General Director), Chairman and members of BOD, Members' Council, Board of Supervisors of businesses, Chairman and members of the Board of Administration of a cooperative at the time the business/cooperative is declared bankrupt, except those declared bankrupt as a result of force majeure;
 - d) Those who used to be representatives-at-law of enterprises at the time these enterprises are suspended from operation or compelled to dissolve due to their serious violations of law, except cases in which the representatives-at-law are recommended by competent state agencies to reorganize and consolidate those enterprises;
 - e) Those who used to be suspended from the title of Chairman of BOD, member of BOD, Chief Supervisor, member of the Board of Supervisors, and General Director of a credit institution under Article 76 of this Charter or determined by a law enforcement agency as having committed violations leading to the revocation of the bank's operation license;
 - f) Affiliated persons of the members of BOD, General Director shall not act as members of the Board of Supervisors of SEABANK;
 - g) The person responsible for the violation against regulations on licensing, administration, shares, capital contribution, share purchase, credit granting, purchase of corporate bonds, safety ratios that results in a fine in the maximum bracket;
 - h) Affiliated persons of Chairman of BOD shall not act as General Director of SEABANK.
2. The following persons may not act as Chief Accountant or Director of a branch or subsidiary of SEABANK:
- a) Minors and those with restricted civil act capacity or having lost civil act capacity;
 - b) People under criminal prosecution; people serving sentences or executing court's criminal order;
 - c) Convicts of serious or more serious crimes;
 - d) Convicts of crimes of ownership infringement whose criminal records have not been written off;
 - e) Civil servants and public officials as per laws and regulations on civil servants and public officials, managers of departments and higher levels in enterprises with 50% or more of the charter capital owned by the State;
 - f) Officers, non-commissioned officers, professional military men, defense workers in agencies and units of the Vietnam People's Army; officers, non-commissioned professional officers in the Vietnam People's Public Security;

- g) Those who fails to ensure criteria on professional ethics, management competencies, and professional qualifications according to the State Bank's regulations;
 - h) Other cases as regulated by the Bank.
3. The parents, spouses, offspring, and siblings of the members of BOD, the General Director and their spouses shall not act as the Chief Accountant of SEABANK or person in charge of finance of SEABANK.

Article 74. Cases banned from holding concurrent posts¹⁰²

1. The Chairman of BOD of SEABANK may not concurrently be an executive of SEABANK or of another credit institution and may not concurrently act as Chairman/member of BOD, Chairman/member of Council, Chairman of Company, General Director (Director), Deputy General Director (Deputy Director) or equivalent titles of another enterprise. A member of BOD of SEABANK may not concurrently be a manager of another credit institution (unless such institution is a subsidiary of SEABANK) or a member of the Board of Supervisors of SEABANK.
2. The Chief Supervisor may not concurrently be a member of the Board of Supervisors or manager of another credit institution. A member of the Board of Supervisors may not concurrently hold either of the following posts:
 - a) Member of BOD, executive or employee of SEABANK or its subsidiary, or employee of an enterprise whose member of BOD, executive or major shareholder is a member of BOD or the General Director of SEABANK;
 - b) Member of BOD or Members' Council or executive of an enterprise whose member of the Board of Supervisors is currently a member of BOD or executive of SEABANK.
3. The General Director, Deputy General Director and holders of equivalent posts may not concurrently hold either of the following posts: Member of BOD or Members' Council or Board of Supervisors of another credit institution, unless such institution is a subsidiary of SEABANK;
4. Deputy General Director and holders of equivalent posts may not concurrently act as General Director (Director), Deputy General Director (Deputy Director) or equivalent titles of another enterprise.
5. Other cases as regulated by relevant law.

Article 75. Nomination of candidates for election/additional election of members of Board of Directors, Board of Supervisors¹⁰³

1. Shareholders / group of shareholders prescribed in Clause 2 of article 36 herein may nominate candidate(s) for the election of member(s)/additional member(s) of the BOD,

¹⁰² Article 34 Of Law on Credit Institutions 2010

¹⁰³ Clause 5 Article 115 Law on Enterprises 2020, Article 274 and 285 Decree No. 155/2020/NĐ-CP.

BOS of SEABANK. The group of shareholders that nominate candidates to the BOD, BOD must notify and carry out the procedures for the meeting of nomination group in accordance with the notice of BOD and inform the participating shareholders before the opening of the General Shareholders' Meeting. Except otherwise decided by BOD, the number of candidates to be nominated by shareholders / group of shareholders shall be determined as follows:

- a) Shareholders or groups of shareholders holding 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate;
 - b) Shareholders or groups of shareholders holding 20% to less than 30% of the total number of shares with voting rights may nominate one (02) candidate;
 - c) Shareholders or groups of shareholders holding 30% to less than 40% of the total number of shares with voting rights may nominate one (03) candidate;
 - d) Shareholders or groups of shareholders holding 40% to less than 50% of the total number of shares with voting rights may nominate one (04) candidate;
 - e) Shareholders or groups of shareholders holding 50% to less than 60% of the total number of shares with voting rights may nominate one (05) candidate;
 - f) Shareholders or groups of shareholders holding 60% to less than 70% of the total number of shares with voting rights may nominate one (06) candidate;
 - g) Shareholders or groups of shareholders holding 70% to less than 80% of the total number of shares with voting rights may nominate one (07) candidate;
 - h) Shareholders or groups of shareholders holding 80% to less than 90% of the total number of shares with voting rights may nominate one (08) candidate;
2. In case shareholder/group of shareholders nominated insufficient number of candidates, the BOD or BOS in office may nominate additional candidates or organize to nominate the remaining candidates according to the procedure, process, and conditions of nomination shall comply with decision of BOD. The nominating candidates of BOD or BOS must be public before General Shareholders' Meeting votes to elect member (s) of BOD, BOS as prescribed by law.

Article 76. Approval of lists of nominees for the posts of members of BOD, members of the Board of Supervisors, and General Director

1. The list of nominees for the posts of members of BOD, members of the Board of Supervisors, and General Director of SEABANK shall be approved in writing by the SBV before the election and appointment of such posts. Elected, appointed members of BOD, members of the Board of Supervisors and General Director of SEABANK must be on the list approved by the State Bank.
2. Procedures and dossiers for approval of lists of nominees for the posts specified in Clause 1 of this Article are in accordance with the BV's guidelines from time to time.

3. BOD shall notify the SBV of the list of elected and appointed holders of the posts specified in Clause 1 of this Article within 10 working days after such election and appointment; and disclose information on election and appointment results in accordance with the securities law.

Article 77. Automatic loss of status of members of BOD, members of the Board of Supervisors, and General Director¹⁰⁴

1. Automatic loss of status of the members of BOD, members of the Board of Supervisors and the General Director shall be effective in following cases:
 - a) Loss of civil act capacity or death;
 - b) Violations of provisions of Article 73 of this Charter on cases banned from holding posts;
 - c) Be representative of the capital contribution of an organization being a shareholder or capital contributor of SEABANK when such organization has its legal entity status terminated;
 - d) Be no longer the representative of the capital contribution under authorization of an organization shareholder;
 - e) Be expelled from the territory of the Socialist Republic of Vietnam;
 - f) The license of establishment and operation of SEABANK is revoked;
 - g) Expiry of the General Director's labor contract.
2. Within 5 working days from the date the person is determined automatic loss of membership status, SEABANK's BOD shall immediately give a written report together with evidencing documents to the SBV and shall take responsibility for the accuracy and truthfulness of such report under the law; and at the same time conduct procedures for the voting and appointment of the unfilled position pursuant to this Charter and provisions of law.
3. After automatically losing his/her membership status or post, a member of BOD or Board of Supervisors or General Director of SEABANK shall still be liable for his/her decisions made during his/her office term.

Article 78. Relief from duty, dismissal of the members of BOD, Board of Supervisors, and General Director¹⁰⁵

1. The Chairman or a member of BOD, the Chief of Supervisor or a member of the Board of Supervisors, the General Director of the Bank shall be relieved from duty or dismissed in the following cases:
 - a) His/her civil act capacity is restricted;

¹⁰⁴ Article 35 of Law on Credit Institutions 2010

¹⁰⁵ Article 36 Law on Credit Institutions 2010

- b) He/she has lodged an application for resignation with eligible reasons to BOD and Board of Supervisors;
 - c) He/she fails to join activities of BOD (for member of BOD), Board of Supervisors (for member of the Board of Supervisor) in 06 consecutive months, except in force majeure circumstances;
 - d) He/she fails to meet the criteria and conditions specified in Articles 69, 70, 71, 72, 73, and 74 of this Charter;
 - e) He/she fails to meet the conditions for independent member of BOD;
 - f) Where deemed necessary by the General Shareholders' Meeting ¹⁰⁶;
 - g) As regulated by the SBV and relevant laws ¹⁰⁷;
2. After being relieved from duty or dismissed, the Chairman, the members of BOD, the Chief of Supervisor, the members of the Board of Supervisors and the General Director of SEABANK: shall take personal responsibility for their decisions during their term in office.
 3. Within 10 working days from the date the decision for relief from duty, dismissal of person(s) as stipulated in Clause 1 of this Article is passed, BOD shall submit a written report enclosed with relevant documents to the SBV and disclose information as prescribed by securities law.
 4. The Board of Directors shall convene the General Shareholders' Meeting to elect additional members of Board of Directors in the following cases:¹⁰⁸
 - a) The number of members of the Board of Directors decreases by more than one third of the number specified in the company's charter. The Board of Directors shall convene the General Shareholders' Meeting within 60 days from that day;
 - b) The number of independent members of the Board of Directors falls below the minimum number specified in this Charter and relevant law.
 - c) Other cases, the nearest General Shareholders' Meeting shall elect new members to replace the dismissed members.
 5. Within 01 working day from the date on which General Director is automatic loss of status as specified in Clause 1 Article 79 of this Charter or relief from office, dismissed without replacement, BOD shall immediately appoint a Deputy General Director to run the Bank's operations steadily and continuously and report in writing to the SBV (by the Bank Inspection and Oversight Authority and branches of State Bank). Such appointed person shall take personal responsibility for their decisions during their term in office.

¹⁰⁶ Clause 3 Article 160 Law on Enterprises 2020

¹⁰⁷ Clause 1 Article 37 Law on Credit Institutions 2010

¹⁰⁸ Clause 4 Article 160 Law on Enterprises 2020

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

Article 79. Publicity of related interests

1. Members of BOD or Board of Supervisors, the General Director, Deputy General Directors, and holders of another equivalent posts in SEABANK shall notify SEABANK of the following information:
 - a) Name, head office address, business activities, number and date of the business registration certificate and place of business registration of the enterprise or economic organization in which he/she and his/ her affiliated persons owns/own a capital share or shares in his/her/their name(s) or authorizes/ authorize or entrusts/entrust other organizations and individuals to own 5% or more of its charter capital;
 - b) Name, head office address, business activities, number and date of the business registration certificate and place of business registration of the enterprise or economic organization in which he/she and his/ her affiliated persons is/are a member/members of BOD, Members' Board, Board of Supervisors, or the General Director.
2. Publicity of the information specified in Clause 1 of this Article and changes in related information shall be made in writing within 7 working days after such information arises or changes.
3. SEABANK shall publicize the information specified in Clause 1 of this Article annually to the General Shareholders' Meeting; such information shall be posted up and kept in SEABANK.
4. SEABANK shall gather and update the list of affiliated persons of SEABANK as prescribed by Law on Enterprises 2020 and their respective contracts and transactions with the Bank.
5. The archiving, publicizing, reviewing, extracting and copying the List of affiliated persons and related interests as prescribed in Clauses 1 and 4 of this Article shall comply with the provisions of Enterprise Law 2020, regulations of the State Bank and internal regulations of SEABANK from time to time.
6. When members of the Board of Directors, General Director do business within the company's business lines in their own names or others' names, they shall explain the nature and contents of such business to the Board of Directors and the Board of Supervisors, and may only proceed if it is accepted by the majority of the remaining members of the Board of Directors. Otherwise, all incomes from such business will belong to SEABANK.

7. SEABANK shall notify the information specified in Clause 1 of this Article in writing within 7 working days after receiving such information as prescribed in Clause 2 of this Article.

Article 80. Rights and obligations of the managers and executives of SEABANK¹⁰⁹

1. To exercise their rights and fulfill their obligations under law, this Charter, and resolutions/decisions of the General Shareholders' Meeting.
2. To exercise their rights and fulfill their obligations honestly and prudently in the interests of SEABANK and its shareholders.
3. To be loyal to SEABANK; to neither use information, know-how, commercial opportunities of SEABANK nor abuse their positions, titles, and SEABANK's assets for self-seeking purposes or in the interests of other organizations and individuals, harming the interests of SEABANK and its shareholders.
4. To keep filings and records of SEABANK in order to provide data for the management, administration, and control of SEABANK's activities; and to serve SBV's inspection, supervision and examination.
5. To be knowledgeable about all types of risks in SEABANK operations.
6. To promptly, fully and accurately notify SEABANK of their interests in other organizations, or transactions with other organizations and individuals that may cause conflicts of interests with SEABANK, and to only conduct such transactions when so consented by BOD.
7. Not to offer themselves or their affiliated persons loans or use other banking services of SEABANK at conditions more favorable than those under SEABANK's general regulations.
8. To neither have their salaries and remunerations increased nor request for bonus when SEABANK suffers loss.
9. To fulfill other obligations prescribed in this Charter.

CHAPTER IV. SUBSIDIARIES, EMPLOYEES AND TRADE UNION

Article 81. Relationship between SEABANK and its subsidiaries

1. General Shareholders' Meeting as it deems necessary, may establish subsidiaries in Vietnam or abroad to support the operation of SEABANK in accordance with provisions of law and this Charter.
2. BOD or another person(s) assigned/authorized by BOD have right in the name of SEABANK perform the duties and exercises the rights of Owner in SEABANK' subsidiaries, include but are not limited to:

¹⁰⁹ Article 38 Law on Credit Institutions 2010

- a) Decide/Ratify the organizational and management structure of the subsidiaries in accordance with provisions of law and SEABANK's internal regulations;
- b) Decide/Ratify the development orientation, strategy and annual business plan of the subsidiaries;
- c) Decide/Ratify the contents of the Company Charter, the amendments, supplements, and replacements of the Company Charter in compliance with provisions of law and SEABANK's internal regulations.
- d) Decide/Ratify the appointment, relief from office, dismissal, commendations, and disciplines for the Company's Chairman, Director, or other titles in accordance with the internal regulations issued by BOD.
- e) Decide/Ratify other contents in compliance with SEABANK internal regulations and relevant legal provisions

Article 82. Employees and Trade Union

1. The establishment and operation of the Trade Union of SEABANK's employees shall be in accordance with provisions of law. The General Director shall formulate plan to get approval from the BOD on matters relating to the relationships between SEABANK and trade unions following the best management practices, standards, and policies; practices and policies prescribed in this Charter; SEABANK regulations; and prevailing legal provisions.
2. The Board of Management shall formulate regulations on the recruitment and hiring of employees, termination, wage, social insurance, welfare, commendation, and discipline for SEABANK's employees as well as SEABANK's relations with Trade Union, submit them to the Board of Directors for adoption in compliance with SEABANK's prevailing regulations on task assignment and power delegation

CHAPTER V. THE INTERNAL AUDIT AND CONTROL SYSTEM

Article 83. The internal control system¹¹⁰

SEABANK shall establish an internal control system as follows:

1. The internal control system is the combination of internal mechanisms, policies, processes, regulations, and organizational structure of SEABANK, which is developed in compliance with the State Bank's guidance and implemented to assure the prevention, prompt detection and handling of risks and meet set requirements.
2. Requirements for SEABANK's internal control system:¹¹¹

¹¹⁰ Article 40 of Law on Credit Institutions 2010

¹¹¹ Article 5 Circular No. 13/2018/TT-NHNN

- a) Requirements as prescribed in Clause 2 Article 40 of Law on Credit Institutions 2010;
 - b) Suitable to the size, conditions and complexity of SEABANK's business activities.
 - c) Having adequate financial, human and information technology resources to ensure the effectiveness of the internal control system.
 - d) Building and maintaining a control culture and professional ethical standards for SEABANK
3. Operations of the internal control system of SEABANK shall be regularly assessed by the internal auditor and an independent audit institution.
 4. Organizational structure, functions, duties, and power of the internal control system, and requirements for internal control staff shall be developed in accordance with the guidelines of the State Bank.

Article 84. Internal Audit ¹¹²

1. SEABANK shall set up a specialized internal audit unit under its Board of Supervisors for conducting internal audit of SEABANK;
2. The internal audit unit shall objectively and independently review and assess the internal control system; independently assess the conformity and observance of internal regulations, policies, formalities and processes established in SEABANK; and give recommendations in order to improve the effectiveness of systems, processes and regulations, contributing to ensure safe, efficient and lawful operations of SEABANK;
3. Internal audit results shall be promptly reported to BOD and Board of Supervisors, and sent to the General Director of SEABANK.

Article 85. Independent Audit ¹¹³

1. Before closing a fiscal year, SEABANK shall select an independent audit institution which is competent under SBV's regulations to audit SEABANK's operations in the subsequent fiscal year.
2. Within 30 days after selecting an independent audit institution, SEABANK shall notify SBV of such selection.
3. SEABANK must have another independent audit when the independent audit institution makes exclusions in the audit report.
4. The specific audit of SEABANK's activities shall strictly comply with the provisions of the Law on Credit Institutions, the legislations on independent audit and the guidance issued by SBV.

¹¹² Article 41 Of Law on Credit Institutions 2010

¹¹³ Article 42 Of Law on Credit Institutions 2010

CHAPTER VI. FINANCIAL – ACCOUNTING, INFORMATION – REPORTING REGIMES

Article 86. Financial regime¹¹⁴

SEABANK's financial regime is implemented in accordance with the Government's regulations.

Article 87. Fiscal year¹¹⁵

SEABANK's fiscal year starts on January 1 and ends on December 31 of a calendar year.

Article 88. Accounting¹¹⁶

SEABANK shall conduct its accounting in compliance with provisions of law relating to accounting.

Article 89. Distribution of profits after tax¹¹⁷

1. Profit of SEABANK, after covering the previous year's loss in accordance with the Law on Corporate Income Tax, paying corporate income tax, the remaining profit is distributed in the following order:
 - a) Pay interest to the associated capital contributors according to the provisions of the signed economic contract (if any).
 - b) Offsetting the loss has expired which is deducted from profit before corporate income tax of previous years;
 - c) 5% for supplement of charter capital fund of SEABANK. This fund must not exceed the level of charter capital of SEABANK;
 - d) 10% for financial reserve fund;
 - e) Professional development investment fund;
 - f) Unemployment allowance fund;
 - g) Reward fund;
 - h) Welfare fund;
 - i) Manager reward fund;
 - j) The distribution of the remaining profits and the rate of deduction for the funds at points e, f, g, h, i of this Clause shall be decided by BOD accordance with relevant law and actual operation situation of SEABANK.
2. SEABANK may not use the supplement of charter capital fund and the financial reserve fund specified in Clause 1 of this Article to pay dividends to shareholders.

¹¹⁴ Article 136 of Law on Credit Institutions 2010

¹¹⁵ Article 137 Of Law on Credit Institutions 2010

¹¹⁶ Article 138 Of Law on Credit Institutions 2010

¹¹⁷ Article 139 Of Law on Credit Institutions 2010 and Article 23 Decree No. 93/2017/NĐ-CP.

Article 90. Management and use of funds¹¹⁸

1. The addition reserve funds of the charter capital and provided capital are used for accumulating the charter capital and provided capital.
2. The financial reserve fund is used for covering the remaining loss and damage of assets during the business of after being covered by compensation from the organizations and individuals that causes such loss, from the indemnity from the insurer, from the reserve fund extracted from the expenses and used for other purposes as prescribed by law.
3. The development investment fund is used for investing in expanding the business scale and improving the technology, work conditions and amending the charter of SEABANK. Depending on the demand for investment and capability of the fund, the credit institution shall decide the form and method of investment on the principles of efficiency, safety and capital growth.
4. The reward fund for credit institution managers and supervisors shall be used for:
 - a) Rewards for the chairman and members of the BOD, General Director, Deputy General Director, Supervisor, Chief Accountant;
 - b) The level of reward shall be determined by the General Shareholders' Meeting on the basis of the business performance of SEABANK and the level of accomplishment of the assigned tasks, at the proposal of the Chairman of BOD.
5. The reward fund is used to:
 - a) Give annual rewards or periodic rewards to officers and employees of SEABANK. The reward levels are decided by BOD of SeABank at the proposal of the General Director and the Union of SEABANK consistently with the productivity and work results of employees of SEABANK.
 - b) Give irregular rewards to individuals or collectives in SEABANK that introduce initiatives to improve the techniques and professional process that enhance business efficiency. The reward levels are decided by BOD.
 - c) Give rewards to individuals and units outside SEABANK economically involved that completely fulfill the contractual conditions and efficiently contribute to the business of SEABANK. The reward levels are decided by BOD.
6. The welfare fund is used to:
 - a) Invest in building or repair, supplement funds for welfare constructions of SEABANK, contribute to the investment in the common welfare constructions of the industry or of other units according to contract;
 - b) Spend on cultural, sport activities and public welfare of the staffs and employees of SEABANK;

¹¹⁸ Article 24 Decree No. 93/2017/NĐ-CP

- c) Spend on the regular or irregular support for staffs and employees in difficulties of SEABANK, including retired or disabled ones;
- d) Spend on other welfare activities.

BOD, General Director of SEABANK shall cooperate with the Executive board of the Union in managing and using this fund.

Article 91. Purchase of, investment in fixed assets¹¹⁹

During the course of business operation, SEABANK must ensure to maintain limited investment in the procurement of fixed assets directly used for business on the principles: the remaining value of the fixed assets does not exceed 50% of the Charter capital and the reserve fund for supplement of charter capital in accounting records granted for SEABANK.

Article 92. Dividends¹²⁰

1. Dividends paid to ordinary shareholders shall be determined based on net profit performed, and payment for dividends shall be sourced from retained earnings. SEABANK may only pay dividends to its shareholders when it has profit from doing business; has fulfilled its tax payment obligation as well as other financial obligations, appropriated company reserve funds, and fully compensated the previous losses in compliance with law provisions; and upon payment of all intended dividends, SEABANK is still able to satisfy its debts and other property obligations which become due.
2. Dividends shall be fully paid within 06 months from the ending date of the annual General Shareholders' Meeting. BOD shall compile a list of shareholders that receive dividends, dividend of each share, time and method of payment at least 30 days before each payment of dividends. The notification of dividend payment shall be sent by a secure method to shareholders at the address registered in the shareholder book at least 15 days before the dividend payment date.

Such a notice shall be inscribed clearly with the name of the Bank and its headquarter; the shareholder's full name, mailing address, nationality, legal document number if the shareholder is an individual; name, EID number or legal document number and headquarters address if the shareholder is an organization name; the number of shares of each type held by such shareholder, the dividend rate for each type of share and the total dividend amount to be paid to such shareholder, and the time and mode of dividend payment; full name and signature of Chairman of BOD and legal representative of SEABANK.

3. Dividends may be paid in cash, by shares of SEABANK or by other assets as decided by BOD.

¹¹⁹ Article 140 Law on Credit Institutions 2010 and Clause 4 Article 6 Decree No. 93/2017/NĐ-CP, Clause 3 Article 3 Circular No. 16/2018/TT-BTC.

¹²⁰ Article 135 Law on Enterprises 2020.

4. Any dividend or other amounts to be paid in cash, which are related to a share, must be paid in Vietnam dong and may be paid by sending cheque or payment order by post to the registered address of the beneficial shareholder and all risk shall be taken by such shareholder. In addition, any dividend or other amount to be paid in cash relating to a share can be paid by bank transfer when SEABANK has been provided with details on the bank of shareholders for the purpose of permitting SEABANK to make the transfer of such amount directly to the shareholders' bank account. No recourse shall be made to SEABANK for any amount that has been transferred based on the exact banking details as informed by a shareholder, but not received by that shareholder.
5. SEABANK shall not pay interest or other interest-like amount on any dividend, except when dividend is paid to the shareholder's deposit account in SEABANK.
6. Where shares are assigned between the date of completion of the list of shareholders entitled to dividend payment and the date of payment of dividends, the assignor shall receive dividends from SEABANK.
7. In case of paying dividends by shares, SEABANK is not required to carry out the procedures for offering shares as prescribed in Articles 123, 124 and 125 of Law on Enterprises 2020. SEABANK shall register to increase its charter capital corresponding to the total par value of shares used to pay dividends within 10 days from the date of completion of dividend payment.

Article 93. Disclosure of financial statement¹²¹

Within 120 days as of the end of the fiscal year, SEABANK shall publicize its financial statement according to the provisions of law.

Article 94. SEABANK' autonomy in finance

SEABANK is autonomy in finance, takes responsibility for its business operation, and performs its obligations and commitments in accordance with provisions of law.

Article 95. Reporting¹²²

1. SEABANK shall comply with reporting regimes prescribed in the legislation on accounting and statistics, and make periodical and ad-hoc reports on professional operations under SBV's regulations.
2. In addition to the periodical reports specified in Clause 1 of this Article, the SEABANK shall immediately report to SBV and relevant competent authorities as prescribed.

Article 96. Provision of information¹²³

1. SEABANK shall periodically provide information to the account holders on the transactions and the balance on their accounts with SEABANK as agreed with the

¹²¹ Article 143 of Law on Credit Institutions 2010

¹²² Article 141 of Law on Credit Institutions 2010

¹²³ Article 13 of Law on Credit Institutions 2010

- account holders.
2. SEABANK shall provide SBV with information related to its business activities and may receive from SBV information on clients having credit relations with SEABANK under SBV's regulations.
 3. SEABANK shall disclose information in compliance with provisions of law relating to public companies.
 4. SEABANK shall provide information to Government agencies, and disclose information to public in compliance with laws and regulations.

Article 97. Confidentiality¹²⁴

1. SEABANK's employees, managers, executives and relevant persons are not allowed to disclose the trade secrets of SEABANK.
2. SEABANK shall keep secret information relating to accounts, deposits, deposited assets and transactions at SEABANK of its clients.
3. SEABANK may not provide information relating to accounts, deposits, deposited assets of its clients to other organizations and individuals unless it is so requested by competent State agencies under law or consented by clients.

CHAPTER VII. REORGANIZATION, BANKRUPTCY, DISSOLUTION, AND LIQUIDATION

Article 98. Reorganization of the Bank¹²⁵

SEABANK may be reorganized by split-up, division, consolidation, merger or transformation of the legal form after obtaining SBV's written approval. Conditions, dossiers, procedures, processes for acquisition of approval on reorganization shall be in accordance with regulations of the State Bank.

Article 99. Dissolution of the Bank¹²⁶

SEABANK shall be dissolved in the following cases:

1. The decision on dissolution and termination of operation of SEABANK is adopted by the General Shareholders' Meeting in accordance with the provisions of law and approved by SBV;
2. Upon expiration of its operation duration, SEABANK does not apply for extension or applies for extension but the extension is rejected by the State Bank;
3. Its license of establishment and operation has been revoked.

¹²⁴ Article 14 Law on Credit Institutions 2010

¹²⁵ Article 153 Law on Credit Institutions 2010

¹²⁶ Article 154 Law on Credit Institutions 2010.

Article 100. Bankruptcy of the Bank¹²⁷

1. After SBV issues a document on termination of special control or a document on the termination or non-application of solvency restoration measures, if SEABANK remains in the state of bankruptcy, it shall file an application to a court to initiate procedures for settlement of bankruptcy declaration requests under the bankruptcy law.
2. Settlement of the bankruptcy of SEABANK shall strictly comply with the provisions of the law on bankruptcy.

Article 101. Liquidation of the Bank¹²⁸

1. In case SEABANK is declared bankrupt, the liquidation of its assets complies with the bankruptcy law.
2. In case of dissolution under Article 99 of this Charter, SEABANK shall promptly liquidate its assets under the supervision of SBV and follow the order and procedures for asset liquidation prescribed by SBV.
3. All expenses related to such liquidation shall be borne by SEABANK.

CHAPTER VIII. SETTLEMENT OF INTERNAL DISPUTES

Article 102. Settlement of internal disputes

1. Whenever a dispute or claim related to affairs of SEABANK or to the rights of shareholders connecting to or arising out of this Charter or from any rights or obligations prescribed by the Law on Credit Institutions 2010 and current guidelines for implementation thereof and any other law or administrative regulation between:
 - (i) a shareholder/shareholders and SEABANK; or
 - (ii) any shareholder or shareholders and BOD, BOS, BOM or other equivalent managers, executives under SEABANK's regulations.

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve BOD or the Chairman of BOD, the Chairman of BOD shall preside over the settlement of disputes and request each party to provide information about their dispute within 15 working days from the occurrence of the dispute or within 30 working day if it is complicated dispute involving many activities, employees. In case the dispute involves BOD or the Chairman of BOD, either party is entitled to request competent authority to appoint an independent expert as a mediator.

2. If no agreement can be reached within 90 days from the day of commencement of the conciliation or decision by the conciliator is not accepted by the parties, either party may refer the dispute to the competent court or arbitration.

¹²⁷ Article 155 of Law on Credit Institutions 2010

¹²⁸ Article 156 of Law on Credit Institutions 2010

3. Either party shall bear at its own expenses relating to the negotiation and arbitration procedures. The arbitration, court fees shall be borne by the party decided by the arbitrator, court.

CHAPTER IX. IMPLEMENTATION PROVISION

Article 103. Implementation provision

1. This Charter shall take effect as from the date it is adopted by the General Shareholders' Meeting and shall replace and supersede all SEABANK's Charters previously adopted.
2. Issues not addressed in this Charter shall be governed by relevant laws and regulations. Any of the provisions in this Charter that contradicts to the requirements of laws shall automatically become unenforceable and SEABANK shall automatically apply the respective provisions prescribed by laws.
3. This Charter includes 9 chapters, 103 articles and has been made into 10 original copies of the same value.

**ON BEHALF OF GENERAL SHAREHOLDERS' MEETING OF
SOUTHEAST ASIA COMMERCIAL JS BANK**

CHAIRMAN OF BOD

(signed)

LÊ VĂN TÀN