

PREAMBLE*

SAIGON THUONG TIN COMMERCIAL JOINT STOCK BANK (hereinafter shortly referred to as Sacombank/ the Bank) is a commercial joint stock bank, which may conduct all banking operations and other business activities under the Law on Credit Institutions for profit.

This charter was adopted by the General Meeting of Shareholders of Sacombank under the valid Resolution of the General Meeting of Shareholders No. 01/2023/NQ-ĐHĐCĐ, dated 25th April 2023.

SECTION I. DEFINITION OF TERMS USED IN THE CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall be construed as follows:
 - a) “Law on Credit Institutions” means the Law on Credit Institutions that was adopted by Legislature XII of the National Assembly of the Socialist Republic of Vietnam at its 7th session on 16th June 2010 (as replaced, amended and supplemented from time to time);
 - b) “Law on Enterprises” means the Law on Enterprises that was adopted by Legislature XIV of the National Assembly of the Socialist Republic of Vietnam at its 9th session on 17th June 2020 (as replaced, amended and supplemented from time to time);
 - c) “Laws” means any law, ordinance, decree, stipulation, circular, decision and other legal documents issued by the Vietnamese authorities from time to time covering banking operations;
 - d) “State Bank/ SBV” means the State Bank of Vietnam;
 - e) “Vietnam” means the Socialist Republic of Vietnam;
 - f) “Charter Capital” means the capital that is contributed by all Shareholders and stated on its Enterprise Registration Certificate;
 - g) “Legal Capital” means the minimum capital amount required by the Laws for the establishment of a credit institution;
 - h) “Date of Establishment” means the date when Sacombank is granted the Establishment and Operation License by the State Bank of Vietnam;
 - i) “Area of Operation” means the geographic scope in which Sacombank is authorized to establish its operation network in line with provisions of applicable Laws;

* This document is translated from the Charter in Vietnamese approved on 25th April 2023 by the General Meeting of Shareholders of Sacombank and used for reference only.

- j) "Operation Duration" means the duration of operation of Sacombank, which is specified in Clause 9 Article 2 of this Charter and extended duration (if any), which shall be approved by the General Meeting of Shareholders in the form of a Resolution;
- k) "Dividend" means an amount of net profit to pay for each Share in cash or other assets;
- l) "Shareholder" means the individual or organization who owns at least one Share of Sacombank;
- m) "Founding Shareholder" means a shareholder that owns at least one ordinary share and signs in the list of founding shareholders of Sacombank;
- n) "Major Shareholder" means a Shareholder directly or indirectly owning 5% or more of the voting share capital of Sacombank;
- o) "Share" means Charter Capital to be divided to equal parts;
- p) "Stock" means a certificate issued by Sacombank or a book entry or electronic data confirming the ownership to one or several Shares of Sacombank;
- q) "Register Book of Shareholder" means a document which is in writing or a set of electronic data or both of the forms. A Register Book of Shareholder shall have main contents in accordance with provisions of laws;
- r) "Bank's Executives" include the General Director, Deputy General Directors, Chief Accountant, Directors of Branches and other management officers as decided by the Board of Directors in line with provisions of Laws and of the SBV;
- s) "Bank's Managers" include Chairman, members of the Board of Directors, General Director and other management officers as decided by the Board of Directors in line with provisions of Laws and provisions of the SBV;
- t) "Affiliated Person" of an organization or individual means an organization, individual who has direct or indirect relationship with such organization, individual falling in one of cases as stipulated in provisions of Laws;
- u) "Independent Member of the Board of Directors" means a member of the Board of Directors who fully meets standards, conditions as specified in Article 42 of this Charter;
- v) "Reorganization of the Bank" means the reorganization of the Bank under the form of division, split-up, merger, consolidation, and transformation of the Bank after being approved by the SBV in writing;
- w) "Indirect Ownership" means an organization's or individual's ownership of the Charter Capital or Share capital of Sacombank through Affiliated Persons or investment entrustment.
- x) "Associated Company" means a company in which Sacombank or Sacombank and its Affiliated Persons owns/own over 11% of the Charter Capital or over 11% of the voting share capital, but is not a Subsidiary Company of Sacombank.
- y) "Subsidiary Company" means one of the companies which are listed in Clause 30 Article 4 of the Law on Credit Institutions.

2. In this Charter, any reference to any provision or Legal document shall include any of its amendment, supplementation or replacement.
3. Headings (section and articles of this Charter) are used for convenience only and shall not affect the contents of this Charter.

SECTION II. INFORMATION ABOUT SACOMBANK

Article 2. Information about Sacombank

Sacombank is licensed for establishment under the approval of the Governor of the State Bank and has:

1. Legal entity status in accordance with provisions of Laws of Vietnam.
2. The representative-at-law of Sacombank is the General Director. The General Director of Sacombank is on behalf of Sacombank to perform its right and obligations arising out of Sacombank's transactions, on behalf of Sacombank as the person petitioning settlement of civil matters, plaintiff, defendant, person who has the related rights and obligations before Arbitrators, Courts and other rights and obligations in accordance with provisions of Laws.

The representative-at-law of Sacombank must reside in Vietnam and when being absent from Vietnam, he/she shall authorize in writing another person who must be a Manager or an Executive of Sacombank currently residing in Vietnam to perform his/her rights and obligations. In such a case, the representative-at-law must remain his/her responsibilities for the performance of the authorised rights and obligations.

In case the representative-at-law does not return to Vietnam at the end of the authorization period under this clause and does not give another authorization, the following provisions must be complied: The authorized person shall keep performing the representative-at-law's rights and obligations until the representative-at-law goes back to work at Sacombank or until the Board of Directors decides to designate another person to be the representative-at-law of the Sacombank.

In case the representative-at-law is absent from Vietnam for more than 30 days without authorizing another person to perform rights and obligations of the representative-at-law of Sacombank, or such person 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 , limit or lack of civil rights/actions, has difficulty in awareness, controlling his/her own behaviors, is banned by the court from holding certain positions or doing certain works, then the Board of Directors shall designate another person to be the representative-at-law of Sacombank.

3.

Full name in Vietnamese : NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN SÀI GÒN
THƯƠNG TÍN
Abbreviated name in : NGÂN HÀNG SÀI GÒN THƯƠNG TÍN
Vietnamese
Full name in English : SAIGON THUONG TIN COMMERCIAL JOINT STOCK
BANK
Abbreviated name in : SACOMBANK
English
Trading name : SACOMBANK

4.

Head Office located : 266 – 268 Nam Ky Khoi Nghia, Vo Thi Sau Ward, District 3, Ho
at Chi Minh City
Tel : (+84 28) 38469516
Fax : (+84 28) 39320424
Email : info@sacombank.com
Website : www.sacombank.com.vn
SWIFT code : SGTTVNVX

5. Address, name of its Branches, Representative Offices, Subsidiary Companies are stated in line with the approval document issued by the State Bank.
6. Its Charter Capital of VND 18,852,157,160,000 (Eighteen thousand eight hundred and fifty-two billion one hundred and fifty seven million one hundred and sixty thousand Vietnam Dongs). Sacombank's Charter Capital may be changed from time to time in conformity with stipulations of the SBV, of Laws on the change of Charter Capital level. The new amount of Charter Capital shall, after having been registered in accordance with provisions of Laws, be deemed as an amendment, supplementation of this Article.
7. Own seal and own account opened with the SBV, domestic and foreign banks are in line with provisions of the SBV.
8. Balance sheet and funds are in accordance with provisions of Laws.
9. Operation Duration is 99 (ninety nine) years.

10. Operation Area: within the territory of the Socialist Republic of Vietnam. In addition, Sacombank may operate in other countries and/or territories, provided that it is approved by the SBV's Governor and competent authority of such countries and/or territories.

SECTION III.

OBJECTIVES AND CONTENTS OF OPERATIONS OF SACOMBANK

Article 3. Objectives of Sacombank

1. The objectives for establishment of Sacombank is to make profits and make contribution to the economic development of the country.
2. Other objectives: interests of Shareholders, living standard of the employees, benefit of the customers and the sustainable development of Sacombank are also the objectives that Sacombank aims in compliance with current provisions of Laws and, if any of such objectives requires the approval from the SBV, then Sacombank shall only be able to realize that objective when it has obtained the written approval from the SBV.

Article 4. Banking operations of Sacombank

1. With respect to operation contents as specified in this Article and other relevant provisions, Sacombank shall perform on the basis of operations as prescribed in the License and/or written of the State Bank only.
2. Taking non-term deposits, term deposits, savings deposits and deposits of other types.
3. Issuing deposit certificates, promissory notes, treasury bills and bonds to raise capital in domestic and abroad.
4. Extending credit by:
 - a) Lending;
 - b) Discounting and re-discounting negotiable instruments and other valuable papers;
 - c) Providing bank guarantee;
 - d) Issuing credit cards;
 - e) Domestic factoring; international factoring when is licensed for international payment;
 - f) Other forms of credit after obtaining the State Bank's approval.
5. Opening payment accounts for clients.
6. Providing payment instruments.

7. Providing the following payment services:

- a) Domestic payment services, including check, payment order, authorized payment, collection, authorized collection, letter of credit and bank card, and collection and payment services.
- b) Providing international payment services and other payment services after obtaining the State Bank's approval.

Article 5. Borrowing loans from the State Bank

Sacombank may borrow loans from the State Bank in the form of re-financing under the Law on State Bank.

Article 6. Borrowing loans from credit institutions and financial institutions

Sacombank may borrow or lend loans, deposit or receive capital from domestic and overseas credit institutions, foreign bank branches and financial institutions under Laws and the State Bank's guidance.

Article 7. Opening of accounts

1. Sacombank shall open a deposit account at the State Bank and must maintain on this account an average balance not lower than the compulsory reserve ratio.
2. Sacombank may open a payment account at another credit institution.
3. Sacombank may open offshore deposit accounts and payment accounts.
4. Sacombank may deposit in foreign country by foreign currency (including term and non-term deposit).

Article 8. Organization of and participation in payment systems

1. Sacombank may organize its own internal payment systems and participate in the national inter-bank payment system.
2. Sacombank may participate in international payment systems after obtaining the State Bank's approval.

Article 9. Capital contribution and share purchase

1. Sacombank may only use its Charter Capital and reserve funds to contribute capital or purchase shares under Clauses 2, 3, 4 and 6 of this Article.

2. Sacombank shall establish or acquire Subsidiary Companies or Affiliated Companies to conduct the following business activities:
 - a) Securities underwriting, and securities brokerage; management and distribution of securities investment fund certificates; and securities investment portfolio management and stock trading;
 - b) Financial leasing;
 - c) Insurance.
3. Sacombank may establish or acquire Subsidiary Companies or Affiliated Companies operating in the areas of debt and asset management, remittances for overseas Vietnamese, foreign exchange trading, gold trading, factoring, issue of credit cards, consumer credit, intermediary payment services and credit information.
4. Sacombank may contribute capital to, or purchase shares from, enterprises operating in the following areas:
 - a) Insurance, securities, remittances for overseas Vietnamese, foreign exchange trading, gold trading, factoring, issue of credit cards, consumer credit, intermediary payment services and credit information;
 - b) Other areas not specified at Point a of this Clause.
5. The establishment and acquisition of Subsidiary Companies or Affiliated Companies specified in Clauses 2 and 3 of this Article and the capital contribution and share purchase by Sacombank specified at Point b, Clause 4 of this Article are subject to the State Bank's prior written approval.

The conditions, procedures and order for establishing Subsidiary Companies and Affiliated Companies of Sacombank comply with relevant provisions of Laws.

6. Sacombank and its Subsidiary Companies may acquire or hold shares of other credit institutions on the conditions and within the limits provided by the State Bank.

Article 10. Participation in monetary market

Sacombank may bid for, sell and purchase Treasury bills, negotiable instruments, Government bonds, State Bank bills and other valuable papers in the monetary market.

Article 11. Dealing in and provision of foreign exchange services and derivative products

1. After obtaining the State Bank's written approval, Sacombank may deal in and provide domestic and overseas clients with the following products and services:
 - a) Foreign exchanges;

- b) Derivatives regarding exchange rates, interest rates, foreign exchange, currency and other financial products.
2. Sacombank shall comply with provisions of the State Bank on the scope of foreign exchange trading; the conditions, order and procedures for approving foreign exchange trading; and the trading and supply of derivative products by the bank.
3. The provision of Sacombank of foreign exchange services to clients complies with the foreign exchange Laws.

Article 12. Entrustment and agent operations

Sacombank may entrust, be entrusted or act as agents in sectors relating to banking operations, insurance business and asset management according to the Laws and the State Bank's guidance.

Sacombank may entrust and be entrusted with the activities regarding lending, financial leasing, capital contribution and share purchase, and corporate bond purchase.

Article 13. Other business activities of Sacombank

1. Provision of services as cash management services, banking and financial consultancy; asset management and preservation services, safe deposit box and cabinet leasing services.
2. Consultancy of corporate finance, consultancy of corporate sale and purchase, consultancy of corporate consolidation and merger and investment consultancy.
3. Trading in Government bonds and corporate bonds in accordance with provisions of Laws.
4. Monetary brokerage services.
5. Securities depository.
6. Digital Wallet.
7. Provision of commodities derivatives.
8. Investment in government bond futures.
9. Debt purchase.

10. Granting guarantees, consultancy of corporate bond issuance in accordance with provisions of Laws.
11. Gold trading; trading, sale and purchase of gold bar; sale and purchase of valuable papers in the international monetary market; electronic signature agent, provision of e – commerce transaction platform services; oversea lending in accordance with the State Bank’s regulations and other business activities related to banking operations after obtaining the State Bank’s written approval.

Article 14. Electronic banking operations

Sacombank may conduct business activities through electronic means under the State Bank’s guidance on risk management and the regulations of Laws on E-transactions.

Article 15. Real estate trading

Sacombank may not deal in real estate, except in the following cases:

1. Purchasing, investing in and owning real estates used as its business buildings and offices or warehouses/infrastructure in direct service of professional operations of Sacombank;
2. Leasing a part of its own business buildings which are not yet used;
3. Holding real estate as a result of debt handling. Within 3 years after issuing a decision to handle a security asset being real estate, Sacombank shall sell, transfer or purchase this real estate so as to ensure the ratio of investments in fixed assets and the use purposes of fixed assets as provided in Article 71 of this Charter.

Article 16. Safety ratios and Risk provisions

1. Safety ratios
 - a) Sacombank shall maintain the following safety ratios:
 - (i). The solvency ratio;
 - (ii). The minimum capital safety ratio of 9% or higher as prescribed by the State Bank from time to time;
 - (iii). The maximum ratio of short-term funds for provision of medium-term and long-term loans;
 - (iv). The maximum foreign currency and gold status against own capital;
 - (v). The ratio of outstanding loans to the total balance of deposits;
 - (vi). The ratio of purchase of, investment in government bonds and government-guaranteed bonds;
 - (vii). Other ratios under provisions of Laws

- b) When participating in the national inter-bank payment system, Sacombank shall hold a minimum quantity of valuable papers which can be mortgaged as prescribed by the State Bank from time to time.
 - c) The total capital invested by Sacombank in other credit institutions and Subsidiary Companies of Sacombank by capital contribution and share purchase and other investments in the form of capital contribution and share purchase in order to acquire the right to control enterprises operating in banking, insurance and securities must be deducted from its own capital when calculating safety ratios.
2. Risk provisions
- a) Sacombank shall set up provisions for risks in their operations. These risk provisions shall be accounted as operating costs.
 - b) The classification of assets, the level and method of deduction for setting up risk provisions and the use of risk provisions in order to process the risk in operations shall be provided by the State Bank.
 - c) In case Sacombank recovers a capital amount already offset by risk provisions, this amount shall be considered as turnover of Sacombank.

SECTION IV. CHARTER CAPITAL AND OPERATING CAPITAL

Article 17. Charter Capital

1. Charter Capital of Sacombank shall be accounted in Vietnam Dongs (VND).
2. Sacombank is obliged to ensure the real Charter Capital level not to be lower than the Legal capital level as required by the provisions of Laws.
3. Charter Capital shall be used for the following purposes:
 - a) Purchasing, investing in fixed assets of Sacombank, provided that it shall not exceed the ratio stipulated by the SBV;
 - b) Capital contribution, share purchase in accordance with stipulations of the SBV;
 - c) Establishment of Subsidiary Companies, investment in Affiliated Companies in accordance with provisions of Laws;
 - d) Granting credit;
 - e) Other operations in conformity with provisions of Laws.

Article 18. Change in Charter Capital

1. To increase in Charter Capital:
Charter Capital of Sacombank may be increased from the following sources:

- a) The reserve fund for Charter Capital supplement; the share capital surplus fund; retained profits and other funds as provided by provisions of Laws;
 - b) Public offering or private placement of stocks;
 - c) Conversion of convertible bonds into common stocks;
 - d) Other sources in accordance with provisions of Laws.
2. Any change in Sacombank's Charter Capital must be adopted by the General Meeting of Shareholders and be approved by or registered at a competent State authority in accordance with current provisions of Laws.

After the change in Charter Capital in consistent with the approval document of the competent State authority, Sacombank shall be required to register its new Charter Capital with a competent State authority and, at the same time, and announce information in accordance with provisions of Laws.

Article 19. Operating capital

Operating capital of Sacombank shall include the following sources:

1. Equity capital:
 - a) Charter Capital of Sacombank.
 - b) Differential amount of assets re-assessment, differential rate of exchange;
 - c) The share capital surplus;
 - d) Funds: reserve funds for Charter Capital supplement, funds for investment and development, financial reserve funds;
 - e) Undistributed cumulative profits, unsettled cumulative losses;
 - f) Other capital legally possessed by Sacombank.
2. Mobilized capital:
 - a) Mobilized capital from deposit of organizations and individuals; mobilized capital from valuable papers issuance;
 - b) Capital from entrusted investment;
 - c) Loan from domestic and foreign credit institutions and financial institutions;
 - d) Loan from the State Bank of Vietnam.
3. Other types of capital in accordance with provisions of Laws.

SECTION V.

SHARE, SHAREHOLDER, STOCK, BOND ISSUANCE

Article 20. Share, Shareholder, Face value of Share, bond issuance

1. Sacombank must have at least 100 Shareholders and is not limited in the number of Shareholders.
2. Types of Shares, Shareholders:
 - a) Sacombank is required to have ordinary Shares. The person who holds ordinary Shares shall be referred to as an ordinary Shareholder. Rights and obligations tied to the ordinary Shares shall be specified in this Charter. An ordinary Share cannot be converted to a preference Share;
 - b) Sacombank may issue various types of preference Shares upon obtaining the approval of the General Meeting of Shareholders and in conformity with provisions of Laws. A preference Share may be converted to an ordinary Share under a Resolution of the General Meeting of Shareholders.
3. Face value of 1 (one) Share of Sacombank shall be VND 10,000 (Ten thousand Vietnam Dongs).
4. Sacombank may purchase the Shares issued by itself under the methods as stipulated in this Charter and current provisions of Laws. The buy-back, use, sale of issued Shares shall be implemented in accordance to the laws.
5. The Board of Directors shall have the jurisdiction to approve issuance plan of types of bonds excluding convertible bonds and warrant-linked bonds.

Article 21. Shareholding rate

1. An individual Shareholder may not own over 5% of the Charter Capital of the Bank.
2. An organization Shareholder may not own over 15% of the Charter Capital of the Bank, except the following cases:
 - a) It owns shares at the credit institution to be placed under special control according to the restructuring plan approved by competent authorities; or it owns shares of credit institute at the subsidiary, affiliated company as prescribed at clause 2, 3 of Article 103 and clause 3 Article 110 of Law on Credit Institutions;
 - b) It owns shares of foreign investors under Clause 2, Article 16 of Law on credit institutions.
3. A Shareholder and his/her/its Affiliated Persons must not own shares over 20% of the Charter Capital of Sacombank; except for the cases as specified at clause 2 of this Article. The Bank's major shareholder and its Affiliated Person must not own shares 5% or more of the charter capital of another credit institute.

4. Conditions, procedures, total maximum shareholding level of foreign investors, maximum shareholding rate of a foreign investor at a Vietnamese credit institution shall be implemented in accordance with stipulations of the Government.
5. The share ownership rates specified in Clauses 1, 2 and 3 of this Article include also capital amounts entrusted to other organizations or individuals to buy shares.

Article 22. Stock

1. Contents relating to Stock shall be implemented as follows:
 - a) A Stock shall contain the following principal contents:
 - (i). Name, enterprise code, address of Sacombank's Head Office;
 - (ii). Quantity and type of Share(s);
 - (iii). Face value of a Share and total face value of the Shares stated on the Stock;
 - (iv). Full name, address, nationality, legal documents of the individual Shareholder; name, enterprise code or number of legal documents of organization, head office address of organization Shareholder;
 - (v). Specimen signature of the representative-at-law of Sacombank;
 - (vi). Registration number on the Register book of Shareholder of Sacombank and date of issue of the Stock;
 - (vii). Other contents in accordance with provisions of Articles 116, 117 and 118 of the Law on Enterprises for Stocks of preference Shares.
 - b) All mistakes, if any, in the contents and format of Stocks issued by Sacombank do not affect the rights and benefits of its owner. The representative-at-law of Sacombank shall be responsible for losses caused by such mistakes to Sacombank;
 - c) In the event where Stocks are lost, damaged or destroyed in other forms, such Stock thereof may be re-issued by Sacombank as requested by its Shareholder.

The following contents must be ensured in the requirement of the requesting Shareholder:

 - (i). The information of the Stock which has been actually lost, damaged or otherwise destroyed;
 - (ii). The undertaking to be responsible for disputes arising from the issuance of new Stock.
2. Stocks of Sacombank shall not be used for mortgage at Sacombank.
3. When Stocks are issued as certificates, Sacombank shall issue these Stocks to Shareholders within 30 days after Shareholders fully paying for Shares they commit to buy.

Article 23. Offer for sale, transfer, withdrawal and buy-back of Share

1. The offer for sale of Shares:

- a) The offer for sale of Shares means the activities of Sacombank to increase the Shares quantity, types of Shares that is available to be offered to increase its Charter Capital. One of below methods could be performed by Sacombank:
 - (i). Offer Shares to current Shareholders;
 - (ii). Offer Shares to public;
 - (iii). Offer Shares in separateness.
- b) The offer for sale of Shares shall be subject to the securities regulations of Laws.
- c) Sacombank shall register its change in Charter Capital within 10 days, from the date of completion of the tranche of sale.

2. Transfer of Shares

- a) Individual Shareholders and organization Shareholders whose representatives are members of Board of Directors or Board of Supervisor or the General Director of Sacombank may not transfer their Shares during their incumbency.
- b) In the course of handling consequences under a Resolution of the General Meeting of Shareholders or under SBV's decision due to their personal responsibility, members of the Board of Directors, or Board of Supervisors or the General Director may not transfer Shares, except for one of the following cases:
 - (i). The members of the Board of Directors, Board of Supervisors, General Director act as authorized representatives of organization Shareholders that are merged, consolidated, split up, dissolved or bankrupt under the provisions of Laws;
 - (ii). The members of the Board of Directors, Board of Supervisors, General Director are forced to transfer Shares under court decisions;
 - (iii). The members of the Board of Directors, Board of Supervisors, General Director transfer their Shares to other investors for realizing the restructuring plan approved by competent level.
- c) The transfer of listed Shares shall be performed in compliance with the provisions of Law on Securities.

3. The buy-back of Shares upon request of Shareholders or by decision of Sacombank shall be implemented in accordance with provisions of Laws on Securities and the following regulations:

- a) Buy-back of Shares upon request of Shareholders:
 - (i). A Shareholder shall be entitled to request Sacombank to buy back his/her own Shares if such Shareholder has voted against decisions on the reorganization of Sacombank or alteration of the rights, obligations of Shareholders provided in this Charter. The request must be in writing, clearly stating the name and address of the Shareholder and the number of Shares of each type held by such Shareholder, the proposed price and the reasons for such request. The request shall be sent to Sacombank within ten

days as from the date the General Meeting of Shareholders adopts decisions on the issues mentioned in this Clause;

- (ii). Sacombank must buy back from the Shareholder, at his/her request as provided for in Item (i) of this Clause, his/her Shares at the market price. Where agreement cannot be reached on such price, either party may request a valuation organization to determine the price. Sacombank shall introduce at least three valuation organizations for selection by the Shareholder and such selection is the final decision.

Sacombank may only buy back its Shareholders' Shares if, after fully paying for the buy-back Shares, it still ensures safety ratios in Sacombank's operations and the real value of its Charter Capital does not decrease to below the Legal Capital. In case the buy-back of shares results in the decrease of the Charter Capital of Sacombank, the State Bank's prior written approval is required.

- b) Buy-back of Shares under a decision of Sacombank:

Sacombank shall be entitled to buy back no more than 30% of total number of its sold ordinary Shares, a portion or all of its sold dividend preference Shares in accordance with the following provisions:

- (i). The Board of Directors shall have right to decide on a buy-back of no more than 10% of total number of Shares of each type already sold over a period of 12 months. In other cases, the buy-back of Shares shall be decided by the General Meeting of Shareholders;
- (ii). The Board of Directors shall set the price for the buy-back of Shares. For ordinary Shares, the set price shall not be higher than their market price at the time of buyback, unless otherwise provided in Item (iii) of this Clause. The price of other types of Shares shall not be lower than their market price, unless otherwise agreed between Sacombank and related Shareholders;
- (iii). Sacombank may buy back a number of Shares from each Shareholder in proportion to their holding in Sacombank as follows:
 - A notice of such decision by Sacombank shall be sent via registered mail to all Shareholders within thirty days as from the date of approval of such decision. A notice so made must contain the name and address of the Head Office of Sacombank, the total number and types of Shares to be bought back, price of such buy-back or principles for determination of such price, procedures and time limit for payment, procedures and time limit for Shareholders to sell Sacombank their Shares.
 - Shareholders who agree to resell their Shares must send their written consent via registered mail to Sacombank within thirty days after the notice date. Such written consent must state the full name, address, number of legal documents of the Shareholder being an individual; name, enterprise code or number of organizational legal documents, head office address of the Shareholder being

an organization; total Shares owned, quantity of shares to be agreed to sell; payment method; signature of the Shareholder or his/her representative-at-law. Sacombank shall only buy back Shares within the said time limit.

- c) Payment conditions and handling of buy-back shares shall be implemented as follows:
- (i). All shares that are bought back in accordance with the provisions of Points a and b of this Clause shall be deemed as unsold shares under the law. Sacombank must register the decrease of Charter Capital in correspondence with the total face value of Shares bought back by Sacombank within 10 days from the completion date of the payment, except otherwise provided in provisions of Laws on securities;
 - (ii). The Stock certifying the ownership of the bought-back Shares shall be destroyed as soon as the respective Shares have been paid in full. The Chairman of Board of Directors and the General Director shall be jointly responsible for any losses caused by non-destruction or delayed destruction of such Stocks.

Sacombank may only make payment for the Share buy-backs to Shareholders if immediately subsequent to such payment, Sacombank shall still be able to pay off all due debts and other asset liabilities.

SECTION VI.

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 24. Register Book of Shareholders

Contents relating to the Register Book of Shareholders shall be implemented as follows:

1. Sacombank must make and retain a Register Book of Shareholders from the date it is granted the Enterprise Registration Certificate.
2. A Register Book of Shareholders must contain the following principal contents:
 - a) Name, address of Sacombank's Head Office;
 - b) Total number of Shares which may be offered for sale, types of Shares which may be offered for sale and quantity of each type;
 - c) Total number of paid-in Shares of each type and value of paid-in equity capital of Shares;
 - d) Full name, address, nationality, number of legal documents of the Shareholder being an individual; name, enterprise code or number of legal documents of the Shareholder being an organization.
 - e) Quantity of Shares of each type of each Shareholder, date of registration of Shares.
3. The Register Book of Shareholders shall be kept at the Head Office of Sacombank or another organization that is licensed to retain shareholder registers. Shareholders shall have the right

to check, search, extract and copy name and address of Sacombank's shareholders from the Register Book of Shareholders .

4. Shareholder must promptly notify Sacombank of change in his/her address for the update to the Register Book of Shareholders. Sacombank shall be not responsible for not contacting with the Shareholder due to failure of such announcement of changing address by the Shareholder.

Article 25. Rights of an ordinary Shareholder

1. An ordinary Shareholder shall have the following rights:
 - a) To attend and give opinions at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through their authorized representatives or through other method in accordance with laws and/or this Charter from time to time. Each ordinary Share has one vote;
 - b) To receive Dividends under Resolutions of the General Meeting of Shareholders;
 - c) To have pre-emptive right to buy newly offered Shares in proportion to the percentage of their ordinary Shares at Sacombank;
 - d) To transfer their Shares to other Shareholders of Sacombank or to other organizations or individuals under Law on Credit Institutions and this Charter, except for the cases of restricted transfer in accordance with provisions of Laws, Charter and the decision of the General Meeting of Shareholders;
 - e) To consider, search and extract information from the list of Shareholders with the voting right and request modification of inaccurate information;
 - f) To consider, search, extract or copy this Charter, the books of minutes of meetings of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
 - g) To receive part of the remaining assets in proportion to the number of their Shares in Sacombank when it is dissolved or bankrupt;
 - h) To authorize in writing others to exercise their rights and perform their obligations; Authorized persons may not stand as candidates in their own capacity;
 - i) To stand as candidates or nominate others to the Board of Directors or Board of Supervisors under this Charter. The list of candidates shall be sent to the Board of Directors by the deadline set by the Board of Directors;
 - j) The right to fair treatment. Each shares of the same kind bring the shareholders equal rights, obligations and interests. If Sacombank has preference shares, the rights and obligations attached to such preference shares must be announced fully to the Shareholders and approved by General Meeting of Shareholders;
 - k) The right of access to full of periodic and irregular information announced by Sacombank under the law;

- l) The Shareholder or group of Shareholders who hold over 05% of ordinary Shares shall have the following rights:
- (i). To review, search and extract the minutes, resolution, decision of Board of Directors, mid-year and annual financial statements, reports of Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents except those that involve Sacombank's business secrets;
 - (ii). To request the Board of Supervisors to check each specific problem related to the management and operation of Sacombank when deeming it necessary. Such request must be made in writing and include the following contents: the full name, address, nationality, number of legal documents for Shareholders being individuals; or name, enterprise code or number of legal documents, head office address for Shareholders being organizations; number of Shares and time of Share registration by each Shareholder, total Shares of the whole group of Shareholders and the proportion of ownership in the total number of Shares of the Sacombank; issues to be checked, the purpose of checking;
 - (iii). Other rights in accordance with provisions of Laws.
- m) The Shareholder or group of Shareholders that holds at least 10% of the ordinary Shares shall have the rights to nominate the person to the Board of Directors and Board of Supervisors.

Number of candidates that a group is entitled to nominate depends on the number of candidates decided by the General Meeting of Shareholders and shareholding rate of each group. Number of candidates that groups are entitled to nominate shall be implemented as follows:

- A Shareholder or group of Shareholders holding from 10% to less than 20% of the total voting Shares shall be entitled to nominate one candidate for the Board of Directors and one candidate for the Board of Supervisors at the maximum;
- A Shareholder or group of Shareholders holding from 20% to less than 30% of the total voting Shares shall be entitled to nominate two candidates for the Board of Directors and two candidates for the Board of Supervisors at the maximum;
- A Shareholder or group of Shareholders holding from 30% to less than 40% of the total voting Shares shall be entitled to nominate three candidates for the Board of Directors and three candidates for the Board of Supervisors at the maximum;
- A Shareholder or group of Shareholders holding from 40% to less than 50% of the total voting Shares shall be entitled to nominate four candidates for the Board of Directors and four candidates for the Board of Supervisors at the maximum;
- A Shareholder or group of Shareholders holding from 50% to less than 60% of the total voting Shares shall be entitled to nominate five candidates for the Board of Directors and five candidates for the Board of Supervisors at the maximum;

- A Shareholder or group of Shareholders holding from 60% to less than 70% of the total voting Shares shall be entitled to nominate six candidates for the Board of Directors and six candidates for the Board of Supervisors at the maximum;
- A Shareholder or group of Shareholders holding from 70% to less than 80% of the total voting Shares shall be entitled to nominate seven candidates for the Board of Directors and seven candidates for the Board of Supervisors at the maximum;
- A Shareholder or group of Shareholders holding from 80% to less than 90% of the total voting Shares shall be entitled to nominate eight candidates for the Board of Directors and eight candidates for the Board of Supervisors at the maximum.

Ordinary Shareholders voluntarily forming a group that satisfies required conditions to nominate person(s) to the Board of Directors and Board of Supervisors shall be required to notify their grouping to the attending Shareholders immediately prior to the opening of the General Meeting of Shareholders.

In case the number of candidates nominated by the Shareholder or a group of Shareholders is less than the one they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and/or Board of Supervisors.

The person to be elected as a member of Board of Directors or member of Board of Supervisors shall be determined by the number of voting ballots in the top-down order, starting from the candidate with the highest number of voting ballots until reaching the quorum as required by this Charter. In case there are from two members gain the same number of voting ballots for the last member of the Board of Directors or Board of Supervisors up to, it shall be re-elected from the candidates who gain the same number of voting ballots.

2. The Shareholders are entitled to protect their lawful rights and interests, request to suspend, terminate, decisions, resolutions made by the General Meeting of Shareholders, Board of Directors under the Law on Enterprises.
3. The authorized representatives of Shareholders of Sacombank being organizations must be individual(s) authorized in writing to perform their rights and obligations prescribed by laws on behalf of such Shareholders; in case of multiple authorized representatives, the Shares of each authorized representative must be determined. If the Shareholder fails to determine the Shares of each authorized representative, the Shares shall be split equally among the authorized representatives.

The document designating the authorized representative must be notified to Sacombank and only effective when Sacombank receives such document. The document designating the authorized representative must have the following basic contents:

- a) Full name, enterprise code, head office address of the Shareholder;
 - b) The quantity of authorized representatives and their corresponding holding of Shares;
 - c) Full name, address, nationality, number of personal legal documents of each authorized representative;
 - d) The duration of authorization of each representative, including the beginning date of the authorization;
 - e) Full names, signatures of legal representatives of Shareholder and its authorized representatives.
4. A voting preference Shareholder shall have the rights as provided in Clause 2 Article 116 of Law on Enterprises.
5. A dividend preference Shareholder shall have the rights as provided in Clause 2 Article 117 of Law on Enterprises.

Article 26. Obligations of Shareholders

1. Shareholders of Sacombank shall perform the following obligations:
- a) To pay fully for amounts of Shares which they undertake to purchase within a time limit prescribed by Sacombank; to take responsibility for debts and other property liabilities of Sacombank in proportion to their capital amounts contributed to Sacombank;
 - b) To refrain from withdrawing their contributed equity capital amounts from Sacombank in any form, which leads to reduction of Sacombank's Charter Capital, unless their Shares are bought back by Sacombank or purchased by others under the Article 23 of this Charter. In case Shareholders withdraws a part or whole of their contributed equity capital amounts in contravention of this Clause, such Shareholder and person(s) who has(have) the related rights and interests in Sacombank shall take joint responsibility for Sacombank's debts and other property liabilities within the value of withdrawn Shares and incurred losses;
 - c) To be responsible before Law for the lawfulness of sources for capital contribution, purchasing shares or receiving shares transfer in Sacombank; not to use credit granted by the Bank to buy or receive shares transfer from the Bank; not to contribute capital or buy shares of the Bank in the name of another individual or legal entity in any shape or form, unless it is authorized in accordance with law;
 - d) To comply with the Charter and internal management regulations of Sacombank;
 - e) To observe Resolutions and decisions of the General Meeting of Shareholders and Board of Directors;
 - f) To take personal responsibility for, when acting in the name of Sacombank in any form, any Law-breaking acts they have committed or business activities and other transactions they have conducted for self-seeking purposes or for the interests of other institutions or individuals;

- g) To protect the confidentiality of information provided by Sacombank in accordance with this Charter and Laws; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information provided by Sacombank to any other organization or individual;
 - h) Other obligations in accordance with provisions of Laws.
2. Responsibility of Major Shareholders:
- a) Majority shareholders must not take advantage of his/her influence to affect the rights and interests of Sacombank and other shareholders in accordance with regulations of Laws and Sacombank's Charter;
 - b) Majority shareholders are responsible for disclosing information in accordance with provisions of Laws.
3. Shareholders acting as entrusted investors for other organizations and individuals shall supply information to Sacombank on real owners of Shares they are holding for entrusted investment at Sacombank. Sacombank has the right to suspend the Shareholder's rights of these Shareholders when detecting their failure to provide accurate information on these actual owners of shares.

Article 27. General Meeting of Shareholders

1. The General Meeting of Shareholders is composed of all Shareholders with the voting right and is the supreme decision-making body of Sacombank.
2. General Meeting of Shareholders shall have following tasks and powers:
 - a) To adopt development orientations of Sacombank;
 - b) To amend, supplement this Charter;
 - c) To approve regulations on the organization and operation of the Board of Directors and Board of Supervisors;
 - d) To decide on the number of members of the Board of Directors and Board of Supervisors in each office term; To elect, relieve from duty, dismiss, add or replace members of the Board of Directors and Board of Supervisors according to the criteria and conditions specified in Law on Credit Institutions and this Charter;
 - e) To decide on remuneration, bonuses and other benefits for members of the Board of Directors and Board of Supervisors and on operating budgets of the Board of Directors and Board of Supervisors;
 - f) To consider and handle according to its competence violations of the Board of Directors or Board of Supervisors which cause damage to Sacombank and its Shareholders;
 - g) To decide on the organizational structure, managerial and executive apparatus of Sacombank;

- h) To adopt plans on adjustment of the Charter Capital and Share offering plans covering types and quantity of new Shares to be offered;
- i) To adopt the buy-back of sold Shares;
- j) To adopt plans on the issue of convertible bonds;
- k) To adopt annual financial statements and plans on distribution of profits after the Sacombank's tax and other financial obligations are fulfilled;
- l) To adopt the Board of Directors' and Board of Supervisors' reports on the performance of their assigned tasks and powers;
- m) To decide on the establishment of Subsidiary Companies;
- n) To adopt plans on capital contribution and shares purchase of other enterprises or credit institutions which account for 20% or more of Sacombank's Charter Capital indicated in the latest audited financial statement;
- o) To decide to invest in, buy or sell Sacombank's assets which account for 20% or more of Sacombank's Charter Capital indicated in the latest audited financial statement;
- p) To approve contracts valued at over 20% of Sacombank's Charter Capital indicated in the latest audited financial statement between Sacombank and members of the Board of Directors or Board of Supervisors, the General Director, Major Shareholders, Affiliated Persons of Bank's Managers, members of Board of Supervisors or Major Shareholders of Sacombank; Subsidiary Companies or Associated Companies of Sacombank;
- q) To decide on the division, split-up, consolidation, merger, transformation or dissolution, or to request a court to open bankruptcy procedures;
- r) To decide on solutions to major financial changes of Sacombank;
- s) To approve the list of independent audit company; choose independent audit company carrying out audit of Sacombank's operation; dismiss independent auditors where necessary.

Article 28. Competence to convene a meeting of General Meeting of Shareholders

1. There shall be an annual General Meeting of Shareholders once per year. In addition to the annual meeting, the General Meeting of Shareholders can hold irregular meeting(s). The meeting location of the General Meeting of Shareholders is the place where the chairman attends and must be within the territory of Vietnam. Where necessary, the Board of Directors shall decide to hold the annual or irregular General Meeting of Shareholders through virtual meeting, votes online or other electronic methods.
2. The General Meeting of Shareholders must hold an annual meeting within a time-limit of four months from the end of the financial year. Board of Directors shall decide to extend the General Meeting of Shareholders where necessary, but not beyond six (6) months as from the end of the financial year.

An annual meeting of the General Meeting of Shareholders shall discuss and adopt the following issues:

- a) Annual business plan of Sacombank;
- b) Annual financial statements;
- c) Report of the Board of Directors assessing the work of business management and operation result of Board of Directors and each member thereto;
- d) Report of the Board of Supervisors regarding results of business operation of Sacombank and operation result of the Board of Directors and the General Director;
- e) Self-assessing report on the result of operation of the Board of Supervisors and its member thereto;
- f) Amount of Dividend payable on each class of Share;
- g) Other matters within its authority.

3. The Board of Directors shall convene the annual and irregular General Meeting of Shareholders. The Board of Directors shall convene an irregular meeting of General Meeting of Shareholders in the following cases:

- a) The Board of Directors considers such meeting necessary for the interests of Sacombank;
- b) The number of remaining members of the Board of Directors and/or the Board of Supervisors is smaller than the minimum number of members provided in this Charter;
- c) At the request of a Shareholder(s) or a group of Shareholders that hold over 10% of total ordinary Shares for at least 06 consecutive months; The requirement to convene the General Meeting of Shareholders must be in writing stating the reason and purpose of the meeting with adequate signature of the shareholders concerned or in case of such written request shall be made in multiple copies, they must collect full of signatures of all shareholders concerned;
- d) Upon a request of the Board of Supervisors;
- e) Other cases in accordance with provisions of Laws.

4. The Board of Directors must convene a meeting of General Meeting of Shareholders within a time-limit of thirty (30) days as from the date of the occurrence of the event stipulated in Point b Clause 3 of this Article or from the date of receipt of the request to convene the meeting stipulated in Point c and d Clause 3 of this Article.

If the Board of Directors fails to convene a meeting of General Meeting of Shareholders as stipulated, the Chairman and members of the Board of Directors must compensate for any damage arising to Sacombank.

5. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 4 of this Article, then within the following thirty (30) days,

the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with this Charter.

If the Board of Supervisors fails to convene a meeting of General Meeting of Shareholders as stipulated, then the Board of Supervisors must pay compensation for any damage arising to Sacombank.

6. Where the Board of Supervisors fails to convene a meeting of General Meeting of Shareholders as stipulated in Clause 5 of this Article, the requesting Shareholder(s) or group of Shareholders that hold from 10% of total ordinary Shares for at least 06 consecutive months shall have the right to present Sacombank to convene the General Meeting of Shareholders in accordance with this Charter.
7. The person who convenes the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of Shareholders entitled to attend the meeting;
 - b) Provide information and deal with complaints relating to the list of Shareholders;
 - c) Prepare the program and agenda of the meeting;
 - d) Prepare documents of the meeting;
 - e) Draft resolution(s) of the General Meeting of Shareholders according to intended agenda; list and detail of candidates in case of electing member(s) of the Board of Directors and the Board of Supervisors;
 - f) Determine the time and venue of the meeting;
 - g) Send an invitation to the meeting to each Shareholder entitled to attend the meeting in accordance with this Charter; and
 - h) Other tasks for the purpose of the meeting.
8. The expenses for convening and conducting the General Meeting of Shareholders as stipulated in Clauses 4, 5 and 6 of this Article shall be reimbursed by Sacombank.
9. In addition, the Board of Directors shall convene an irregular meeting of the General Meeting of Shareholders at the request of the State Bank. When an event affecting the safety of operations of Sacombank arises, the State Bank may request the Board of Directors of Sacombank to convene an irregular General Meeting of Shareholders and decide on matters requested by the State Bank.

Article 29. List of Shareholders entitled to attend the meeting of General Meeting of Shareholders

1. The list of Shareholders entitled to attend the meeting of General Meeting of Shareholders shall be prepared based on the Register Book of Shareholders of Sacombank. The list of

Shareholders entitled to attend the General Meeting of Shareholders shall be prepared no exceeding ten (10) days prior to the date of sending the invitation to the General Meeting of Shareholders.

2. Sacombank must publish of list of Shareholders entitled to attend the meeting of General Meeting of Shareholders at least twenty (20) days before the last date of registration.
3. The list of Shareholders entitled to attend the meeting of General Meeting of Shareholders shall include the full name and address, nationality and number of legal documents in respect of Shareholders being individuals, and the name, enterprise code or number of legal documents, head office address in respect of Shareholders being organizations; and the number of Shares of each class, and the number and date of registration of each Shareholder.
4. Shareholders shall have the right to inspect, search, make an extract of and copy name and address of Shareholders in the list of Shareholders entitled to attend the meeting of General Meeting of Shareholders; to request correction of wrong information or addition of necessary information about themselves in the list of Shareholders entitled to attend the meeting of General Meeting of Shareholders. The Bank's Managers must promptly provide information in the Register Book of Shareholder, correct and/or supplement wrong information as requested by the relevant Shareholder; be responsible for indemnity all losses arising from failure to provide or provide untimely or inaccurately information of the Register Book of Shareholder when required. The procedures and orders for the requirement of providing information of the Register Book of Shareholder shall comply with Sacombank's regulations from time to time.

Article 30. Program and agenda of the meeting of General Meeting of Shareholders

1. The convenor of General Meeting of Shareholders must prepare a list of Shareholders entitled to attend the meeting; prepare the program, agenda and documents for the meeting and draft resolution(s) on each of the items in the agenda; fix the time and location of the meeting and send invitation to all Shareholders entitled to attend the meeting.
2. The Shareholder or group of Shareholders stipulated in Point I Clause 1 Article 25 of this Charter may recommend items to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to Sacombank no later than three working days prior to the date of opening. The recommendation must specify the name of Shareholder(s), the number of Shares of each class of Shareholder, and the items recommended to be included in the agenda.
3. In case the convenor of General Meeting of Shareholders refuses the recommendation stipulated in Clause 2 of this Article, a written response and explanation must be provided at

least 02 days before the opening day of the General Meeting of Shareholders. The convenor of the meeting of General Meeting of Shareholders may only have the right to refuse the recommendation in any of the following cases:

- a) The recommendation is not sent in accordance with the provisions of Clause 2 of this Article;
 - b) The item recommended does not fall within the decision-making authority of the General Meeting of Shareholders.
4. The convenor of the meeting of General Meeting of Shareholders must accept and include the commendations stipulated in Clause 2 of this Article into the draft program and agenda for the meeting, except in the cases stipulated in Clause 3 of this Article; the recommendation shall be officially added to the program and agenda for the meeting if the General Meeting of Shareholders so agrees.

Article 31. Invitations to the meeting of General Meeting of Shareholders

1. The convenor of the meeting of General Meeting of Shareholders shall send invitation to all Shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date.
The invitation notice must have the name, head office address, enterprise code; name and address of the Shareholder; time and location of the meeting and other requirements in respect of the attendees.
2. The invitation notice must be sent by registered mail to reach the contact address of each Shareholder; and published on website of Sacombank; in case Sacombank considers it necessary, it shall be posted on daily central or local newspapers.
3. The invitation shall be accompanied by the following documents:
 - a) Agenda, documents used in the meeting and draft resolutions on each of the items in the agenda;
 - b) Voting ballots.
4. The sending of document accompanied to the invitation under Clause 3 of this Article may be replaced by way of publishing on website of Sacombank. In this case, the invitation to attend the meeting must state the link and method of download.

Article 32. Conducting the meeting of General Meeting of Shareholders

1. Right to attend the meeting of General Meeting of Shareholders:
 - a) Shareholders, the authorized representative of the Shareholder being an organization may attend the General Meeting of Shareholders directly in person or authorize one or some

individual(s) or organization(s) in writing to do so or uses one of the methods mentioned in Point c of this Clause to attend the meeting;

- b) The authorization of participants in the General Meeting of Shareholders shall be made in writing. The authorization letter shall be made in accordance with civil laws and specify the name of the authorized individual, organization, the quantity of shares authorized. The authorized individual, organization shall present the authorization letter when registering before entering the meeting room.
- c) A Shareholder is considered to attend and vote at the General Meeting of Shareholders in the following cases:
 - (i). The Shareholder attends and directly votes at the meeting;
 - (ii). The Shareholder authorizes other individual(s), organization(s) to attend and vote at the meeting;
 - (iii). The Shareholder attends and votes through online meeting, electronic voting, or using other electronic means; or
 - (iv). The Shareholder sends votes to the meeting by post, fax, or email;
 - (v). The Shareholder sends votes through other methods as stipulated in this Charter.

2. Conditions for conducting the meeting of General Meeting of Shareholders:

- a) The meeting of General Meeting of Shareholders shall be conducted where the number of attending Shareholders represents more than fifty percent (50%) of the voting Shares;
- b) Where the first meeting cannot take place because the condition stipulated in Point a this Clause is not satisfied, an invitation notice for a second time must be sent within thirty (30) days from the intended opening of the first meeting. The meeting of General Meeting of Shareholders for a second time shall be conducted where the number of attending Shareholders represents from thirty three percent (33%) of the voting Shares up to.
- c) Where a meeting for a second time cannot take place because the condition stipulated in Point b this Clause is not satisfied, an invitation notice for a third time must be sent within twenty (20) days from the date of the intended opening of the second meeting. The meeting of General Meeting of Shareholders for the third time shall be convened irrespective of the percentage of Shares with voting rights of Shareholders attending the meeting.
- d) Only the General Meeting of Shareholders may make changes to the agenda accompanied with the invitation to the meeting as stipulated in Article 30 of this Charter.

3. Procedures for conducting the meeting and voting at the General Meeting of Shareholders:

The procedures for conducting the meeting and voting at the General Meeting of Shareholders shall be conducted in accordance with the following provisions:

- a) Prior to the opening date of a meeting, procedures shall be carried out for registration for attendance at the meeting of General Meeting of Shareholders;

- b) The election of chairman, secretary and vote counting committee shall be regulated as follows:
- (i). The Chairman of the Board of Directors shall act as chairman of or authorize a member of Board of Directors to chair the General Meetings of Shareholders which are convened by the Board of Directors; in a case where the Chairman is absent or is temporarily unable to work, then the remaining members of the Board of Directors shall elect one of them to act as the chairman of the meeting according to majority rule; in case where there is no one be elected as chairman, the Head of the Board of Supervisors shall arrange for the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall act as chairman of the meeting;
 - (ii). Except for the cases specified in Item (i) of this Clause, the person that signs the decision to convene the General Meeting of Shareholders shall arrange the election of the chairman by the General Meeting of Shareholders, in which case the person that receives the most votes will be the chairman;
 - (iii). The chairman shall elect one or more than one person to act as secretary of the meeting of General Meeting of Shareholders;
 - (iv). The General Meeting of Shareholders shall elect one or more than one person to the vote counting committee on the proposal of the chairman of the meeting.
- c) The agenda and contents of the meeting must be passed by the General Meeting of Shareholders in the opening session. The agenda must specify the time applicable to each issue in the contents of the agenda for the meeting;
- d) The chairman of the meeting of General Meeting of Shareholders shall have the right to take the necessary and reasonable measures to direct the conduct of the meeting in an appropriate and orderly manner, correctly in accordance with the agenda as passed and so that it reflects the wishes of the majority of attendees;
- e) The General Meeting of Shareholders shall discuss and vote on each issue in the agenda for the meeting. Voting shall be conducted by affirmative votes, negative votes and abstentions. The chairman shall announce the results of the voting counts immediately prior to the closing of the meeting;
- f) Any Shareholder or person authorized to attend the meeting who arrives after the opening of the meeting shall be registered and shall have the right to participate in voting immediately after registration. In such a case, the effectiveness of any voting which has already been conducted shall not be affected;
- g) The convenor or the chairman of General Meeting of Shareholders shall have the following rights:
- (i). To require all people attending the meeting to be checked or subject to other lawful and reasonable security measures;

- (ii). To request a competent body to maintain order during the meeting; To expel from the meeting of General Meeting of Shareholders anyone who fails to comply with the chairman's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.
- h) The chairman shall have the right to suspend the meeting of General Meeting of Shareholders for which sufficient attendees have registered for up to 03 working days from the initial opening day and may only suspend the meeting or change the meeting location in the following cases:
 - (i). The location for the meeting does not sufficient suitable seating for all the attendees;
 - (ii). The information media in the meeting location does not satisfy the demand of attendees to discuss and vote;
 - (iii). There is an attendee who obstructs the meeting or disrupts order, and there is a danger that the meeting might not be conducted fairly and legally.
- i) In case the chairman suspends or temporarily stops the General Meeting of Shareholders against Point h of this Clause, the General Meeting of Shareholders shall elect another participant to chair the meeting until the end; all resolutions adopted at the meeting shall be effective.

Article 33. Adoption of resolutions of the General Meeting of Shareholders

1. The adoption of resolutions of the General Meeting of Shareholders shall be performed as follows:
 - a) The General Meeting of Shareholders shall adopt resolutions falling within its competence by voting at meetings or collecting written opinions;
 - b) Except the case specified at Point c this Clause, a resolution of the General Meeting of Shareholders shall be adopted at a meeting when it is approved by Shareholders representing over 51% of total votes of all attending Shareholders;
 - c) Resolutions on the matters specified at Points b, h, o and q Clause 2 of Article 27 must be approved by Shareholders representing over 65% of total votes of all attending Shareholders;
 - d) Members of the Board of Directors and Board of Supervisors shall be elected based on accrued votes, in which each Shareholder shall have his total number of votes as the total number of Shares he owns multiplied by the number of members to be elected to the Board of Directors or Board of Supervisors, and each Shareholder shall have the right to accumulate all his votes for one or more candidates;
 - e) Resolutions of the General Meeting of Shareholders must be notified to Shareholders entitled to attend the meeting of General Meeting of Shareholders within fifteen (15) days from the date of approval thereof; such resolutions may be published on the website of Sacombank instead of being sent to Shareholders;

- f) Resolution of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date stated in such resolution;
 - g) Resolution passed by one hundred (100) percent of the total number voting Shares shall be legal and shall be effective even if the order and procedures for convening the meeting and adopting such resolution violate the Law on Enterprises and this Charter;
 - h) In case a Shareholder/group of Shareholders request the court or arbitral tribunal to cancel a Resolution of the General Meeting of Shareholders under Article 35 of this Charter, such resolution shall be still effective until the effectiveness of the decision to terminate such Resolution of the court or arbitral tribunal, except for application of injunctive relief in accordance with decision of competent authority.
2. Resolutions on the matters specified at Points a, d, f and q Clause 2 of Article 27 shall be adopted by voting at meetings of the General Meeting of Shareholders.
3. The authority and procedures for collecting written opinions of Shareholders in order to adopt a decision of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:
- a) The Board of Directors shall have the right to collect written opinions in order to adopt a decision of the General Meeting of Shareholders if considered necessary in the interests of Sacombank; except cases which must be approved by voting at the General Meeting of Shareholders as stipulated in this Charter.
 - b) The Board of Directors must prepare the questionnaire, the draft of resolution of General Meeting of Shareholders and other documents explaining the draft of resolution and send all such documents to each Shareholder entitled to vote at least 10 days prior to the deadline of returning the written opinion.

The list of Shareholders to send questionnaire for getting written opinion shall be complied with Clause 1 and Clause 3 Article 29 of this Charter. Requirements and methods to send questionnaire for getting written opinion and enclosed documents shall be complied with Article 31 of this Charter;
 - c) The questionnaire for getting written opinion must contain the following basic particulars:
 - (i). Name, head office address, enterprise code;
 - (ii). Purpose of collecting written opinions;
 - (iii). Full name, address, nationality, and the number of legal documents in respect of a Shareholder being an individual; name, enterprise code or number of legal documents, head office address of a Shareholder being an organization or full name, address, nationality, and the number of legal documents of authorised representative of Shareholder being an organization; number of Shares of each class and number of votes of the Shareholder;
 - (iv). Issue on which it is necessary to obtain opinions in order to be adopted;

- (v). Voting options comprising agreement, non agreement, or no opinion;
 - (vi). Time-limit within which the completed questionnaire for getting written opinion must be returned to Sacombank;
 - (vii). Full name and signature of the Chairman of the Board of Directors;
- d) Shareholders may send the completed questionnaire for getting written opinion to Sacombank via postage, fax or email, in one of the following manners:
- (i) In case of sending via postage, the completed questionnaire for getting written opinion must bear the signature of Shareholder being an individual, or signature of the authorized representative or legal representative of Shareholder being an organization. Every questionnaire for getting written opinion sent to Sacombank must be put into sealed envelopes. Envelopes must not be opened before counting;
 - (ii) In case of sending via fax or email, the questionnaire for getting written opinion sent by fax or email must be kept confidential until the counting time.
 - (iii) The questionnaire for getting written opinion which has been sent to Sacombank after the deadline stated therein, or has been opened in respect of those sent by post, or has been revealed in respect of those sent by fax or email, are all invalid. A questionnaire for getting written opinion which is not sent to Sacombank shall be considered no voting participation;
- e) The Board of Directors shall count the votes and make a vote counting minutes before the witness, supervision of Board of Supervisors or Shareholders who do not hold managerial positions in Sacombank.

The vote counting minutes must contain the following information:

- (i). Name, head office address and enterprise code;
- (ii). Purposes and issues that need collect written opinions for adoption;
- (iii). The number of Shareholders and total number of votes casted. The numbers of valid and invalid votes, methods of sending the voting ballot, enclosed with the list of voting Shareholders;
- (iv). Total number of affirmative votes, negative votes, and abstentions on each issue;
- (v). The adopted issue and corresponding ratio of affirmative votes;
- (vi). Full name and signature of the Chairman of the Board of Directors, vote counting supervisors and vote counters.

Members of the Board of Directors, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the vote counting minutes; jointly responsible for damages caused by the resolutions which are adopted because of untruthful, incorrect counts of votes;

- f) The vote counting minutes and resolution shall be sent to all Shareholders within 15 days from the completion date of vote counting. The vote counting minutes and resolution may be posted on website of Sacombank instead of being sent to Shareholders;

- g) Completed questionnaire for getting written opinion, the vote counting minutes, adopted Resolutions, and relevant documents enclosed with the questionnaire for getting written opinion shall be kept at Sacombank's head office;
- h) Resolutions adopted by getting written opinion are as valuable as those adopted at the General Meeting of Shareholders.

Where a Resolution is adopted by getting written opinions, such Resolution of the General Meeting of Shareholders shall be adopted when it is approved by a number of Shareholders that hold more than fifty one percent (51%) of the votes of all voting Shareholders.

Article 34. Minutes of meeting of General Meeting of Shareholders

1. Contents relating to the meeting minutes of the General Meeting of Shareholders shall be implemented as follows:

- a) Any meeting of the General Meeting of Shareholders shall be stated in written minutes or recorded on audio tape or kept under other electronic methods. The minutes shall be written in Vietnamese and may also be in a foreign language and must contain the following principal contents:
 - (i). Name, Head Office address, enterprise code;
 - (ii). Time and location of the meeting of General Meeting of Shareholders;
 - (iii). Agenda and contents of the meeting;
 - (iv). Full name of chairman and secretary;
 - (v). Summary of proceedings of the meeting and of opinions stated in the meeting of the General Meeting of Shareholders on each matter set out in the contents of the meeting agenda;
 - (vi). Number of Shareholders and total number of votes of attending Shareholders, appendix listing registered Shareholders and representatives of Shareholders attending the meeting with the total number of their Shares and the corresponding total number of votes;
 - (vii). Total number of votes for each issue voted on, specifying the voting manner, the total number of valid and invalid votes, affirmative votes, negative votes, and abstentions; and the corresponding percentage on the total number of votes of Shareholders attending the meeting;
 - (viii). Issues which were adopted and respective affirmative votes;
 - (ix). Full names and signatures of the chairman and secretary.

In case the chairman and the secretary refuse to sign the minute, the minute will be effective if it is signed by the other members of the Board of Directors and contain all information prescribed in this Clause. The minute shall clearly state that the chairman and the secretary refuse to sign them.

Minutes which are prepared in Vietnamese and in a foreign language shall be of equal legal validity. In case of inconsistency between the contents of minutes of Vietnamese and foreign languages, those of the Vietnamese minutes shall prevail.

- b) The minutes of the meeting of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting;
- c) The chairman and secretary of the meeting or other persons who sign the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

The minutes of the meeting of the General Meeting of Shareholders must be sent to all Shareholders within a time-limit of fifteen (15) days and published on Sacombank's website within twenty four (24) hours as from the date of the closing of the meeting. The minutes of counting of votes may be posted on Sacombank's website instead of sending method.

The minutes of the meeting of the General Meeting of Shareholders, the appendix listing the Shareholders registered to attend the meeting, the resolutions adopted and other relevant documents attached with the notice of invitation to attend the meeting must be archived at the head office of Sacombank.

The minutes of the meeting of the General Meeting of Shareholders shall be regarded as evidence of the work conducted at General Meeting of Shareholders.

- 2. Within fifteen (15) days from the date of the closing of the meeting or from the date of the ending of the counting of votes in case of collecting written opinions, all resolutions, decisions adopted by the General Meeting of Shareholders shall be sent to the State Bank according to regulations.

Article 35. Request for cancellation of a resolution of the General Meeting of Shareholders

Within ninety (90) days from the receipt date of the resolution or the minutes of the General Meeting of Shareholders or the minutes of the results of counting of votes in case of collecting written opinions from the General Meeting of Shareholders, a Shareholder or a group of Shareholders as set out at Item I Clause 1 of Article 25 shall have the right to request a court or an arbitrator to consider and cancel a resolution, in part or in whole, of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening the General Meeting of Shareholders and adopting the relevant resolution seriously violated provision of the Law on Enterprise and this Charter, except for case provided in Point g, Clause 1, Article 33 of this Charter;
- 2. The content of the resolution breached the provisions of Laws or this Charter.

SECTION VII.

STRUCTURES OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS, GENERAL DIRECTOR

Article 36. Board of Directors and its structures

1. The Board of Directors is a managerial body having the full power to decide and exercise the rights and fulfil the obligations of Sacombank on its behalf, except matters falling within the competence of General Meeting of Shareholders. The Board of Directors includes one Chairman, two Vice chairman and several members performing their tasks under the assignment of the Board of Directors in accordance with the relevant provisions of this Charter and applicable Laws.
2. The term of a Board of Directors is not more than 5 years. The office term of members of the Board of Directors follows the term of the Board of Directors. A member of the Board of Directors may be re-elected or re-appointed for an unlimited number of terms. The office term of an added or replaced member of the Board of Directors is the remaining term of the Board of Directors. The Board of Directors of the previous term shall operate until the Board of Directors of the new term takes over its work.
3. The Board of Directors must have between 5 and 11 members, including at least 01 Independent Member. At least half (1/2) of the Board of Directors' total members must be Independent Members and members other than Bank's Executives.
4. When the number of members of the Board of Directors becomes less than 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, Sacombank shall sufficiently add members to the Board of Directors.
5. An individual and his/her Affiliated Persons or representatives of contributed capital of an organization Shareholder and their Affiliated Persons may participate in the Board of Directors in a number not exceeding one-third of total members of the Board of Directors of Sacombank, unless they are representatives of the State's contributed capital.
6. The Board of Directors shall use the Sacombank's seal to perform its tasks and powers.
7. The Board of Directors shall set up Councils and Committees to assist it in performing its tasks and powers, which must have the Risk Management Committee and Personnel Committee. Tasks and powers of such Councils and Committees are in accordance with the laws, this Charter and internal regulations promulgated by the Board of Directors.

Article 37. Board of Supervisors and its structures

1. The Board of Supervisors is a body supervising Sacombank's operations to accurately assess business operation and financial status of Sacombank.
2. The Board of Supervisors shall conduct internal audit, inspect and assess the observance of Law, internal regulations, Charter, Resolutions and decisions of the General Meeting of Shareholders, the Board of Directors.
3. The Board of Supervisors of Sacombank has at least 03 members with at least half of the total members work on a full-time basis without concurrently holding other posts or doing other jobs in other credit institutions or enterprises.
4. When the number of members of the Board of Supervisors becomes less than 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, Sacombank shall sufficiently add members to the Board of Supervisors.
5. The Board of Supervisors has an assisting apparatus and an internal audit section and may use Sacombank's resources or hire outside specialists and organizations to perform its tasks.
6. The term of Board of Supervisors is not more than 5 years. The office term of members of the Board of Supervisors follows the term of the Board of Supervisors. A member of the Board of Supervisors may be re-elected or re-appointed for an unlimited number of terms. The office term of an added or replaced member of the Board of Supervisors is the remaining term of the Board of Supervisors. The Board of Supervisors of the previous term shall operate until the Board of Supervisors of the new term takes over its work.
7. The Board of Supervisors must convene the meeting at least twice a year. The number of members attending the meetings must account for at least two third (2/3) of the total number of The Board of Supervisors members. The Board of Supervisors meeting minutes must be made meticulously and clearly. The minute taker of such meeting and members of the Board of Supervisors attending the meeting must sign on the meeting minutes. The Board of Supervisors meeting minutes must be kept to determine the responsibilities of each member of the Board of Supervisors. The Board of Supervisors is entitled to request the members of the Board of Directors, the General Director, representative(s) of audit organization accepted to participate and answer to the issues needing to verify.

Article 38. General Director and his/her assistance apparatus

1. The Board of Directors shall appoint one among its members as the General Director or hire a person to hold this post. The General Director shall manage daily business operations and is

the supreme Executive of Sacombank, be subject to supervision of the Board of Directors and the Board of Supervisors, and take responsibility before the Board of Directors and Law for the exercise of his/her rights and performance of his/her tasks.

2. The office term of the General Director must not exceed 5 years. The General Director may be re-appointed with unlimited number of office terms.
3. The Deputy General Directors and Directors of Divisions shall assist the General Director to manage, execute an or some area(s) of operation of Sacombank on assignment, submit reports and take responsibility to the Board of Directors, the General Directors and other legal responsibilities for assigned tasks.
4. The Board of Directors shall specify the structure, functions and tasks of the assisting apparatus of the General Director.

Article 39. Cases banned from holding posts

1. The following persons cannot be members of the Board of Directors, members of Board of Supervisors, General Director, Deputy General Director and holders of equivalent titles of Sacombank:
 - a) Those defined in Clause 2 of this Article;
 - b) Those banned from acting as managers and executives under the Laws on cadres and civil servants and Laws on anti-corruption;
 - c) Those who used to be owners of private enterprises, partners of partnerships, General Directors (Directors), members of Boards of Directors, of Members' Councils and of Board Supervisors of enterprises, chairman and members of cooperative Management Boards at the time enterprises or cooperatives are declared bankruptcy, except cases of bankruptcy in force majeure circumstances;
 - 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 strengthen those enterprises;
 - e) Those who were once suspended from holding the title of Chairman of the Board of Directors, member of the Board of Directors, chairman of the Members' Council, member of the Members' Council, Head of the Board of Supervisors, member of the Board of Supervisors or General Director of a credit institution under Article 45 of this Charter or determined by a competent agency as having committed violations leading to the revocation of the credit institution's license;
 - f) Affiliated Persons of members of the Board of Directors or General Director cannot act as members of the Board of Supervisors of Sacombank;

- g) Affiliated Persons of the Chairman of the Board of Directors cannot act as General Director of Sacombank;
 - h) The person who must be responsibility according to verdicts of inspecting authorities making the credit institute or the foreign bank branch be imposed penalties for administrative violations in monetary and banking sector at the range of maximum monetary penalty applied to violation of license, management, administration, share, share certificate, capital contribution, share purchase, granting credit, corporate bond purchase, maintenance of prudential ratios in accordance with the law of penalties for administrative violations in monetary and banking sector.
2. The following persons may not act as Chief Accountant or Director of a branch or Subsidiary Company of Sacombank:
- a) Minors and those with restricted civil act capacity or having lost civil act capacity;
 - b) Those who are currently being examined for penal liability or serving criminal sentences or decisions of the Court;
 - c) Convicts of serious or more serious crimes;
 - d) Convicts of crimes of infringement upon ownership whose criminal records have not been written off;
 - e) Cadres and civil servants and managers of department or higher level of enterprises in which the State holds 50% or more of the charter capital, except those appointed to represent the State's capital share in Sacombank;
 - f) Officers, non-commissioned officers, professional army men and defence workers of agencies and units under the Vietnam People's Army; officers, professional non-commissioned officers of agencies and units under the Vietnam People's Police, except those appointed to represent the State's capital share in Sacombank;
3. Parents, spouses, children and siblings of members of the Board of Directors, General Directors and the spouses of these persons may not act as Chief Accountant or the person in charge of finance of Sacombank.

Article 40. Cases banned from concurrently holding different posts

1. The Chairman of the Board of Directors of Sacombank cannot concurrently be an Executive of Sacombank and other credit institutions. A member of the Board of Directors of Sacombank cannot concurrently be a Manager of other credit institutions, unless these institutions are the Subsidiary Companies of Sacombank or a member of the Board of Supervisors of Sacombank. A member of the Board of Directors of Sacombank may only concurrently be a member of the Board of Directors of up to five (05) other companies.

2. The Head of the Board of Supervisors cannot concurrently be a member of the Board of Supervisors or Manager of other credit institutions. A member of the Board of Supervisors cannot concurrently hold either of the following posts:
 - a) Member of the Board of Directors, Executive, employee of Sacombank or its Subsidiary Company, or employee of an enterprise whose the member of the Board of Directors, Executive, or Major Shareholder is a member of the Board of Directors, or the General Director of Sacombank;
 - b) Member of the Board of Directors or the Members' Council or Executive of an enterprise whose the member of the Board of Supervisors is currently a member of the Board of Directors or Executive of Sacombank.
3. The General Director, Deputy General Director and holders of equivalent titles cannot concurrently be a member of the Board of Directors, a member of the Members' Council, or a member of the Board of Supervisors of other credit institutions, unless these institutions are Subsidiary Companies of Sacombank. The Deputy General Director and holders of equivalent titles cannot concurrently be the General Director (or Director), Deputy General Director (or Deputy Director), or holders of equivalent titles of other enterprises.
4. The Chairman of the Board of Directors, General Director cannot concurrently be the Chairman or a member of the Board of Directors, Chairman or a member of the Members' Council, President of Company, General Director (or Director), Deputy General Director (or Deputy Director), or holder of equivalent titles of other enterprises.

Article 41. Criteria and conditions for Managers, Executives and holders of some other posts of Sacombank

1. A member of the Board of Directors must fully meet the following criteria and conditions:
 - a) Being other than those specified in Clause 1 Article 39 of this Charter;
 - b) Possessing professional ethics;
 - c) Holding a tertiary or higher degree;
 - d) Having at least 03 years working as a manager or executive of a credit institution or having at least 05 years working as a manager or executive of an enterprise operating in the banking, finance, audit or accounting area or an enterprise with the equity at least equal to the legal capital for the respective type of credit institution, or having at least 05 years working directly at operational departments of finance, banking, accounting, or audit.
2. A member of the Board of Supervisors must fully meet the following criteria and conditions:
 - a) Being other than those specified in Clause 1 Article 39 of this Charter;
 - b) Possessing professional ethics;

- c) Holding a tertiary or higher degree in economics, business administration, law, accounting, or audit or having at least 03 years working directly in the banking, finance, accounting or audit area;
 - d) Not being an Affiliated Person of a Manager of Sacombank;
 - e) A member of the Board of Supervisors must not work in the accounting, finance department of Sacombank and must not be a member/employee of the audit organization accepted to audit Sacombank's financial statements within the last 03 years.
 - f) Residing in Vietnam during the office term, for a full-time Board of Supervisors' member.
3. A General Director must fully meet the following criteria and conditions:
- a) Being other than those specified in Clause 1 Article 39 of this Charter;
 - b) Possessing professional ethics;
 - c) Holding a tertiary or higher degree in economics, business administration, or law;
 - d) Having at least 05 years working as an Executive of a credit institution or having at least 05 years working as a General Director (or Director) or Deputy General Director (or Deputy Director) of an enterprise with the equity at least equal to the legal capital for the respective type of credit institution and having at least 5 years working directly in the finance, banking, accounting or audit area, or having at least 10 years working directly in finance, banking, accounting or audit area;
 - e) Residing in Vietnam during the office term.
4. A Deputy General Director, Chief Accountant, Director of a Branch or Subsidiary Company or a holder of equivalent titles must fully meet the following criteria and conditions:
- a) Being other than those specified in Clause 2 Article 39 of this Charter or being other than those specified in Clause 1 Article 39 of this Charter for a Deputy General Director;
 - b) Holding a tertiary or higher degree in economics, business administration, law or the profession under his/her charge; or holding a tertiary or higher degree in a discipline other than the above and having at least 03 years working directly in banking, finance or the profession under his/her charge;
 - c) Residing in Vietnam during the office term.

Article 42. Criteria and conditions for Independent Members of the Board of Directors

An Independent Member of the Board of Directors must fully meet the criteria and conditions specified in Clause 1 Article 41 of this Charter and the following criteria and conditions:

- 1. Neither currently working for Sacombank or its Subsidiary Company nor working for Sacombank or its Subsidiary Company for 03 immediately preceding years.
- 2. Not enjoying salaries or regular remuneration of Sacombank other than allowances for Board of Directors members under regulations;

3. Having no spouse, parent, child, sibling and spouses of these persons being Major Shareholders of Sacombank, Managers or Board of Supervisors members of Sacombank or its Subsidiary Company.
4. Neither directly nor indirectly owning or representing ownership of 1% or more of the Charter Capital or voting Share Capital of Sacombank; together with his/her Affiliated Persons not owning 5% or more of the Charter Capital or voting Share Capital of Sacombank;
5. Not being a Manager or a Board of Supervisors member of Sacombank at any time within 05 immediately preceding years.

Article 43. Automatic loss of status

1. A member of the Board of Directors or Board of Supervisors or a General Director automatically loses membership status or post when:
 - a) He/she loses the civil act capacity or dies;
 - b) He/she violates Article 39 of this Charter on cases banned from holding posts;
 - c) He/she represents the capital share of an organization which is a Shareholder of Sacombank when the legal entity status of this organization has been terminated;
 - d) He/she is no longer the authorized representative of an organization Shareholder's Capital Share;
 - e) He/she is expelled from Vietnam;
 - f) The Bank has its license revoked;
 - g) The contract on hiring General Director expires.
2. The Board of Directors of Sacombank shall send a written report enclosed with documents evidencing of automatic loss of membership status or post under Clause 1 of this Article to the State Bank within 05 working days after identifying such loss, take responsibility for the accuracy and truthfulness of this report, and carry out procedures to elect and appoint holder of the vacant post under the provisions of Laws.
 - a) Within fifteen (15) working days from the date the Chairman of the Board of Directors automatically loses his/her membership status or post under Clause 1 this Article, the Board of Directors members shall hold a meeting to elect one of its members as the Chairman.
 - b) Within fifteen (15) working days from the date the Head of the Board of Supervisors automatically loses his/her membership status or post under Clause 1 this Article, the Board of Supervisors members shall hold a meeting to elect one of its members as the Head.

- c) Within one (01) working day from the date the General Director is identified as automatically losing his/her membership status or post under Clause 1 this Article without any replacement yet, the Board of Directors shall immediately issue a decision to appoint a Deputy General Director to run Sacombank's operations to ensure its stability and continuity, and send a written report to the State Bank (through the Inspection and Supervision Agency of the State Bank's branch). The appointed person shall take individual responsibility for his/her assigned tasks during the time of this task performance.
3. After automatically losing his/her membership status or post, the member of the Board of Directors, Board of Supervisors or General Director of Sacombank must be liable for his/her decisions made during his/her office term.

Article 44. Relief from duty, dismissal

1. The Chairman or a member of the Board of Directors; the Head or a member of the Board of Supervisors; or the General Director of Sacombank shall be relieved from duty or dismissed when:
 - a) He/she has his/her civil act capacity restricted;
 - b) He/she submits his/her resignation to the Board of Directors, Board of Supervisors of Sacombank;
 - c) He/she fails to join activities of the Board of Directors, Board of Supervisors for 06 consecutive months, except in force majeure circumstances;
 - d) He/she fails to meet the criteria and conditions specified in Articles 41 and 42 of this Charter;
 - e) The Independent Member of the Board of Directors fails to meet requirements of independence;
 - f) In accordance with the State Bank's request.
2. After being relieved from duty or dismissed, the Chairman or a member of the Board of Directors; the Head or a member of the Board of Supervisors; or the General Director of Sacombank must be liable for his/her decisions made during his/her office term.
3. Within 10 working days after approving a decision on relief from duty or dismissal of a post holder specified in Clause 1 this Article, the Board of Directors of Sacombank shall send a written report enclosed with relevant documents to the State Bank and take responsibility before Law for the accuracy and truthfulness of such report. At the same time, it shall carry out procedures to elect and appoint holder of the vacant posts under the provisions of Laws, in which:

- a) Within ten (10) days after receiving the resignation from the Chairman of the Board of Directors, the Board of Directors shall hold a meeting to consider, decide and carry out procedures for dismissing and electing the replacement;
- b) Within ten (10) days after receiving the resignation from the Head of the Board of Supervisors, the Board of Supervisors shall hold a meeting to consider decide and carry out procedures for dismissing and electing the replacement.

For cases of relief from duty or dismissal of members of the Board of Directors or members of the Board of Supervisors under Clause 1 this Article, the Board of Directors may hold an irregular meeting of the General Meeting of Shareholders or submit the cases to the upcoming General Meeting of Shareholders for decision.

Within one (01) working day from the date the General Director is relieved from duty or dismissed without any replacement yet, the Board of Directors shall immediately issue a decision to appoint a Deputy General Director to run Sacombank's operations to ensure its stability and continuity, and send a written report to the State Bank (through the Inspection and Supervision Agency of the State Bank's branch). The appointed person shall take individual responsibility for his/her assigned tasks during the time of this task performance.

Article 45. Termination and suspension

1. The State Bank may terminate or suspend the performance of the rights and obligations of the Chairman and members of the Board of Directors, the Head and members of the Board of Supervisors, and Executives of Sacombank who violate Article 40 of this Charter and other relevant Laws when performing their rights and obligations; and request competent agencies to dismiss, elect and appoint or designate, when necessary, replacement persons.
2. The Special Control Board may terminate or suspend the performance of the rights and obligations of the Chairman and members of the Board of Directors, the Head and members of the Board of Supervisors, and Executives of Sacombank if it is placed under special control, when necessary.
3. A person who is terminated or suspended from performing his/her rights and obligations under Clause 1 or 2 this Article shall join efforts to remedy problems and violations related to his/her personal responsibilities when so requested by the State Bank, Board of Directors and Board of Supervisors of Sacombank or the Special Control Board.

Article 46. Approval of lists of nominees for the posts of members of the Board of Directors, Board of Supervisors and General Director

1. The list of nominees for the posts of members of the Board of Directors, Board of Supervisors, General Director shall be approved in writing by the State Bank before these posts are elected and appointed.

Persons elected or appointed as members of the Board of Directors, Board of Supervisors and General Director must be on the list approved by the State Bank.

2. Sacombank shall notify the State Bank of the list of persons who are elected, appointed to the titles provided for in Clause 1 this Article within 10 working days since the election, appointment.

Article 47. Responsibilities for publicity of related interests

1. A member of the Board of Directors or Board of Supervisors or the General Director or Deputy General Director and the holder of equivalent posts of Sacombank shall notify Sacombank of the following information:
 - a) The name, head office address, business lines and activities, number and date of the Enterprise Registration Certificate and place of business registration of the enterprise or economic organization of which he/she or 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) The name, head office address, business lines and activities, number and date of the Enterprise Registration Certificate and place of business registration of the enterprise of which he/she or his/her Affiliated Persons is/are a member/members of the Board of Directors, Members' Council or Board of Supervisors or the General Director (or Director).
2. Publicity of the information specified in Clause 1 this Article and changes in related information shall be made in writing within 07 working days after such information arises or changes.
3. Sacombank shall publicize the information specified in Clause 1 this Article annually to its General Meeting of Shareholders, and such information shall be posted up and kept in Sacombank's Head Office.
4. Sacombank shall inform the State Bank in writing about information as stipulated at Clause 1 of this Article within 07 working days of the date Sacombank receives information publicized according to Clause 2 of this Article.

Article 48. Rights and obligations of Managers and Executives

1. To exercise their rights and obligations under the provisions of Laws, this Charter and Resolutions and decisions of the General Meeting of Shareholders.
2. To exercise their rights and obligations honestly and prudently for the interests of Sacombank and its Shareholders.
3. To be loyal to Sacombank; to neither use information, secrets and business opportunities of Sacombank nor abuse their positions and titles and Sacombank's assets for self-seeking purposes or for the interests of other organizations and individuals, harming the interests of Sacombank and its Shareholders.
4. To keep dossiers and records of Sacombank in order to provide statistics for Sacombank to manage, administer and control its activities and for the State Bank's inspection, supervision and examination.
5. To be knowledgeable about risks in Sacombank operations.
6. To promptly, fully and accurately notify Sacombank of possible conflicts of interests arising from their benefits in other institutions or their transactions with other organizations and individuals and to only conduct such transactions when so consented by Board of Directors.
7. Not to create conditions for themselves or their Affiliated Persons to take loans or use other banking services of Sacombank with conditions more preferential and favourable than those under Sacombank's general regulations.
8. To neither have their salaries and remuneration increased nor request bonus when Sacombank suffers loss.

Article 49. The responsibility for being honest and avoiding conflicts of interests

1. The members of the Board of Directors, the Board of Supervisors, the General Director, and other managers must announce their relevant interests as prescribed by the Law on Enterprise and relevant legal documents.
2. The members of the Board of Directors, the Board of Supervisors, the General Director, other managers and persons related to these members may only use information gained from their position for serving interest of Sacombank.

3. The members of the Board of Directors, the Board of Supervisors, the General Director, and other managers must notify the Board of Directors and the Board of Supervisors in writing of the transactions between Sacombank, Subsidiary companies, companies controlled over 50% of charter capital by Sacombank, and such entities or people related to such entities as prescribed by law. Such transactions shall be approved by the General Meeting of Shareholders or the Board of Directors and Sacombank must disclose the information about such Resolutions in accordance with securities laws of information publicity.
4. The members of the Board of Directors must not vote on the transactions that benefits them or persons related to them under the law.
5. The members of the Board of Directors, the members of the Board of Supervisors, the General Director, other managers, and persons related to these entities must not use or reveal internal information to other persons to make relevant transactions.

Article 50. Remunerations, salaries, bonuses and other benefits of members of the Board of Directors and Board of Supervisors, and the General Director

1. Remuneration, salary, bonus and other benefits of members of the Board of Directors, General Director:
 - a) Sacombank is entitled to pay remuneration, bonus to members of the Board of Directors, pay salary, bonus to General Director and other Managers based on the business results and efficiency.
 - b) The numeration, salary, bonus and other benefits of members of the Board of Directors, General Director shall be paid according to the following regulations:
 - (i). Members of the Board of Directors shall be entitled to remuneration for work and bonus. Remuneration for work shall be calculated on the basis of the working days necessary to fulfill the obligations of the members of the Board of Directors and the daily rate of remuneration. The Board of Directors shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration and bonus for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;
 - (ii). Members of the Board of Directors shall be reimbursed for meals, accommodation, travel and other reasonable expenses in order to fulfill delegated obligations;
 - (iii). General Director shall be entitled to salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
 - c) Any member of the Board of Directors who holds an executive position or works in a Committee of the Board of Directors or performs other work beyond the scope of the normal duties of a member of a Board of Directors may be paid extra remuneration in the

form of a lump sum payment each time, or salary, commission, profit percentage or other form as decided by the Board of Directors.

- d) The remuneration of each member of the Board of Directors and the salary of the General Director and other Managers shall be included in the business expenses of Sacombank in accordance with the provisions of Laws on corporate income tax, presented in a separate item in the annual financial statements of Sacombank and shall be reported to the General Meeting of Shareholders at the annual meeting.
 - e) The remunerations and other benefits paid to members of the Board of Directors shall be publicized under provision of laws.
2. Remuneration, salary, bonus and other benefits of members of the Board of Supervisors:
- a) Members of the Board of Supervisors shall be paid salary, remuneration, bonus and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonus, other benefits and annual operating budget of the Board of Supervisors;
 - b) Members of the Board of Supervisors shall be reimbursed for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The annual operating remuneration of the Board of Supervisors shall not exceed the total budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;
 - c) Salary and operating costs of the Board of Supervisors shall be included in business expenses in accordance with provisions of Laws on enterprise income tax, other relevant legislation, and must be presented in a separate item in the annual financial statements of Sacombank.
 - d) The remuneration and other benefits paid to members of the Board of Supervisors shall be publicized under provision of laws.

Article 51. Tasks and powers of the Board of Directors

- 1. To fulfill their responsibility and obligations as prescribed by laws
- 2. To take responsibility before the General Meeting of Shareholders for the performance of the assigned tasks and powers, to be responsible to the Shareholders for Sacombank' operation.
- 3. To submit the General Meeting of Shareholders for decision, approval to issues within the scope of competence of the General Meeting of Shareholders as stated in Clause 2 Article 27 of this Article.
- 4. To decide on the establishment of branches, representative offices and non-business units.

5. To decide the organizational structure of management apparatus of head office, branches, transaction offices, operational units, subsidiaries and subsidiary banks of Sacombank.
6. To appoint, dismiss, discipline, suspend the work of, and decide on salaries and other benefits for the General Director, Deputy General Directors, Chief Accountant, Director of Division, Director of Area, President of Subsidiary Company, members of the Board of Directors or the Members' Council of Subsidiary company/Subsidiary Bank, Secretary of the Board of Directors, Administrator and holders of other titles under the internal regulations of the Board of Directors.
7. To adopt plans on capital contribution and shares purchase from enterprises or other credit institutions which account for less than 20% of Sacombank's Charter Capital indicated in the latest audited financial statement.
8. To appoint representatives of contributed capital of Sacombank at other enterprises and credit institutions.
9. To decide to invest in, purchase and sell assets of Sacombank which account for 10% or more of Sacombank's Charter Capital indicated in the latest audited financial statement, except those specified at Point o Clause 2 Article 27 of this Charter.
10. To decide on credit extensions including credit extensions under Clause 7 Article 128 of the Law on Credit Institutions, except for transactions which are subject to the judgment of the General Meeting of Shareholders as stipulated in Point p Clause 2 Article 27 of this Charter.
11. To approve contracts between Sacombank and Subsidiary Companies and Affiliated Companies of Sacombank; contracts between Sacombank and members of the Board of Directors or Board of Supervisors, the General Director, Major Shareholders or their Affiliated Persons, which account for 20% or less of Sacombank's Charter Capital indicated in the latest audited financial statement. In this case, affiliated members have no voting right.
12. To examine, supervise and direct the General Director in performing his/ her assigned tasks: to annually evaluate the work effectiveness of the General Director.
13. To issue internal regulations on the organization, governance and operation of Sacombank in accordance with this Charter and other relevant provisions of Laws, except matters falling within the competence of the Board of Supervisors or General Meeting of Shareholders. Such regulations shall be the basis for determining the scope of entitlements and duties of the Board of Directors, General Director, Committees, Councils and Departments of Sacombank.

14. To decide on risk management policies and supervise the implementation of risk prevention measures by Sacombank.
15. To consider and approve annual reports.
16. To select, under the provisions of Laws, professional assessment institutions for valuing assets contributed as capital other than the Vietnamese currency, freely convertible foreign currencies or gold.
17. To propose the Governor of State Bank to approve matters under the provisions of Laws.
18. To decide to offer new Shares within the limit of Shares eligible for offering.
19. To decide on offer prices of Shares and convertible bonds of Sacombank.
20. To decide on the buy-back of Shares of Sacombank.
21. To propose plans on distribution of profits and Dividends to be paid; to decide on the time limit and procedures for paying Dividends or offsetting losses during the business period.
22. To prepare relevant contents and documents for submission to the General Meeting of Shareholders to decide on matters falling within its competence, except those falling within the ambit of the tasks and powers of the Board of Supervisors.
23. To approve operation programs and plans of the Board of Directors; programs, contents and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions of Shareholders in order to adopt Resolutions or decisions of the General Meeting of Shareholders.
24. To organize, examine and supervise the implementation of Resolutions or decisions of the General Meeting of Shareholders and Board of Directors.
25. To promptly notify the State Bank of information adversely affecting the conduct of members of the Board of Directors or Board of Supervisors or the General Director.
26. To treat the shareholders fairly and respect the interests of the persons that are related to Sacombank.

27. To report their operation at the General Meeting of shareholders under provision of laws.
28. To promulgate documents in forms which are consistent with its authorization and limit in order that the General Director manages the process of credit extension, investment, settlement of debts, buying and selling assets, and other issues relating to financial obligations of Sacombank.
29. To decide on the Borrowing contracts valued at 20% or more of Sacombank's Charter Capital indicated in the latest audited financial statement, except for the contracts and transactions under the decision-making authority of the General Meeting of Shareholders in accordance with provisions of Laws and Sacombank's Charter.
30. To decide on the exemption or reduction of interest and fees on bad debts; structural debts; and outstanding debts and receivables under the project on restructuring Sacombank after the merger on the principle of publicity and transparency, in accordance with the guidance of the State Bank of Vietnam and current provisions of Laws.
31. To approve the contents related to the plan to restructure the Bank in association with bad debt settlement in accordance with the provisions of Laws or the request of the competent State authority.
32. To perform other tasks and powers in accordance with provisions of Laws, this Charter and internal regulations of Sacombank.

Article 52. Tasks and powers of the Chairman of Board of Directors

1. To elaborate working programs and plans of the Board of Directors.
2. To prepare programs, contents and documents for meetings of the Board of Directors; to convene and chair these meetings.
3. To organize the adoption of decisions of the Board of Directors.
4. To supervise the implementation of decisions of the Board of Directors.
5. To chair the meeting of General Meeting of Shareholders.

6. To ensure that all members of the Board of Directors receive adequate, objective and accurate information and have sufficient time for discussing matters to be considered by the Board of Directors.
7. To assign tasks to members of the Board of Directors.
8. To supervise members of the Board of Directors in performing their assigned jobs and common tasks and powers.
9. To evaluate at least once a year the work effectiveness of each member and Committees of the Board of Directors and report evaluation results to the General Meeting of Shareholders.
10. To sign work-handling documents falling within the tasks and powers of the Board of Directors.
11. In any case where the Chairman of Board of Directors is absent or is not able to fulfill his/her duties, he/she must authorize in writing to another member to perform his/her rights and tasks. If the authorized person is unavailable or the Chairman of Board of Directors is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a compulsory detoxification establishments, compulsory education establishments, escaping from residence; 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, other remaining members shall elect a person among the members to assume the position of Chairman of Board of Directors under the majority rule until a new decision is issued by the Board of Directors.
12. Other tasks and power in accordance with provisions of laws, this Charter and internal regulations of Sacombank.

Article 53. Tasks and powers of member of the Board of Directors

1. Members of the Board of Directors have all the rights prescribed by the Law on Enterprise, the relevant laws and this Charter including the right to receive information and documents about the finance and operation of Sacombank and its units.
2. To honestly exercise their rights and perform their obligations under internal regulations of the Board of Directors and as assigned by the Chairman of the Board of Directors in the interests of Sacombank and Shareholders.

3. To examine financial statements prepared by independent auditors, give opinions on or request Executives of Sacombank, independent auditors and internal auditors to explain matters related to these statements.
4. To propose the Chairman of the Board of Directors to convene an irregular meeting of the Board of Directors.
5. To participate in meetings of the Board of Directors, discuss and vote on all matters falling within the tasks and powers of the Board of Directors under this Charter, unless they are disallowed to vote in cases of conflicting interests. To take personal responsibility before the General Meeting of Shareholders and the Board of Directors for their decisions.
6. To organize the implementation of Resolutions, decisions of the General Meeting of Shareholders and of the Board of Directors.
7. To explain the performance of their assigned tasks to the General Meeting of Shareholders and the Board of Directors when so requested.
8. Members of the Board of Directors must submit timely and fully reports to the Board of Directors on the wages that they receive from the subsidiary companies, associate companies and other organizations of which they are the representatives of the contributed capital of Sacombank.
9. Members of the Board of Directors must publish when making transactions of Sacombank' shares under provision of laws.
10. Members of the Board of Directors must fulfill their duties truthfully, carefully in the best interest of the Shareholders and of Sacombank.
11. Sacombank may purchase responsibility insurance for members of the Board of Directors after obtaining the approval from General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors related to the violations of laws and this Charter.
12. To have other tasks and powers with provisions of Laws, this Charter and internal regulations of Sacombank.

Article 54. Meeting of the Board of Directors

1. Contents relating to the meeting of Board of Directors shall be implemented as follows:

- a) The Chairman of the Board of Directors shall be elected in the first meeting of the new Board of Directors within 07 working days from the end of the voting of such Board of Directors. This meeting shall be convened and chaired by the member that receives the most votes or percentage of votes. If there is more than one member who has equal and highest votes or percentage of votes, they shall vote under the majority rule to choose one of them to convene the meeting of the Board of Directors
- b) The Board of Directors shall hold meetings at least quarterly and may hold irregular meetings. For the regular meeting, the Board of Director must set the agenda. The Board of Directors may hold the meetings at the Head Office of Sacombank or any other address in Vietnam or abroad according to decision of Chairman of the Board of Directors and with the consent of the Board of Directors.
- c) The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in one of the following cases:
 - (i). Upon a request of the Board of Supervisors or independent members of the Board of Directors;
 - (ii). Upon a request of the General Director or at least 05 other Managers;
 - (iii). Upon a request of at least 02 members of the Board of Directors;
 - (iv). Other cases as required by Laws.

The request must be made in writing, clearly stating the objectives, issues to be discussed and decided under the competence of the Board of Directors.

- d) Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send invitations of meeting at least 03 working days before the meeting day. Such invitation of meeting shall specify the time and place of the meeting, agenda, issues to be discussed and decisions. Relevant materials to be used in the meeting and voting cards shall be attached to the invitations;
Invitations may be sent by the Board of Directors by invitation letter, phone, fax, electrically or by other means, and shall be ensured to reach the address of each member of the Board of Directors as registered at Sacombank.
- e) Chairman of the Board of Directors or the convener shall be required to send the invitation of meeting and enclosed documents to members of Board of Supervisors as if they are send to members of the Board of Directors;
Members of Board of Supervisors may participate in all meetings of the Board of Directors, have the right to discuss but not the right to vote.

- 2. The Chairman must convene a meeting of Board of Directors within 07 working days since the receipt of one of the requests as stipulated in Point c Clause 1 this Article. Where not convening the meeting of Board of Directors upon request, the Chairman of the Board of Directors shall take full responsibility for any damage to Sacombank, the person who asks to

hold the meeting has the right to convene the Board of Directors' meeting instead of the Chairman of the Board of Directors.

3. A meeting of the Board of Directors may be held when it is attended by at least 3/4 (three-quarters) of the total members. If the number of attending members is not sufficient, the second meeting shall be convened within 07 days from the initial meeting date. In this case, the meeting shall be held if it is attended by more than a half of the total members of the Board of Directors.
4. A member of the Board of Directors is considered to have attended and cast votes at a meeting if such member:
 - a) Attends and cast votes directly at the meeting; or
 - b) Authorizes another person to attend the meeting and to vote as prescribed in Clause 5 of this Article; or
 - c) Attends and casts votes via an online meeting, votes online or a other electronic manner; or
 - d) Sends votes to the meeting by mail, fax, or email.

Votes sent to the meeting by mail must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least one hour before the opening time of the meeting. Votes shall be opened with the witness of all participants.

5. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and to vote if approved by a majority of Members of the Board of Directors.
6. A Resolution, a decision of the Board of Directors shall be adopted if approved by the majority of attending members; in the event of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 55. Minutes of Board of Directors' meeting

1. All contents related to the minutes of Board of Directors' meeting shall be implemented as follows:
 - a) Meetings of the Board of Directors shall be recorded in writing and also in audio recordings or other electronic means. A minutes of the meeting shall have following main contents:
 - (i). Name, address of the Head Office, enterprise code;
 - (ii). Objectives, agenda and contents of meetings;
 - (iii). Time and venue of meeting;
 - (iv). Full name of each participant or of the authorized person and method of participation, full names of absent members and reasons for absence;

- (v). Issues discussed and voted during meetings;
- (vi). Summary of opinions by each participant in the order of the meeting proceedings;
- (vii). The voting result, clearly stating members who vote for, against and express no idea;
- (viii). Ratified issues and corresponding ratio of affirmative votes;;
- (ix). Full names and signatures of the chair and the minute taker, except cases stipulated at point b of this Clause.

The chairman, the minute taker and the person who sign the minutes must be jointly responsible for the accuracy and trustfulness of the minutes of meetings of the Board of Directors.

- b) In case the chair and the minute taker refuse to sign the minutes, they will be effective if they are signed by all other members of the Board of Directors and contain all information prescribed in item (i) to item (viii), point a of this Clause.
 - c) Minutes of meetings of the Board of Directors and documents used in the meetings must be archived at the Head Office of Sacombank.
2. The minutes of a meeting of the Board of Directors must be written in Vietnamese and may additionally be made in other foreign languages. The copies of the minutes in Vietnamese and foreign languages are of equivalent legal validity. In case of inconsistency between Vietnamese contents and other foreign languages' contents, Vietnamese contents shall prevail.

Article 56. Competence and the formality of collecting written opinions from the members of Board of Directors

- 1. The Chairman of the Board of Directors may decide to collect written opinions of members of the Board of Directors.
- 2. The secretary of the Board of Directors shall prepare written opinions form and necessary documents related to contents to be commented. Written opinions form and attached documents must be sent by registered mail to the contact address of each member of the Board of Directors.
- 3. A written opinions form must cover the following major details:
 - a) Name, address of Head Office, serial numbers and dates of issuance of Sacombank's Establishment and Operation License and Enterprise Registration Certificate;
 - b) Purposes for collecting opinions;
 - c) Full names and contact addresses of members of the Board of Directors;
 - d) Issues to be commented;
 - e) Voting options, including affirmative vote, negative vote and abstentions;
 - f) Deadline for sending filled-in written opinion form to Sacombank;
 - g) Full name and signature of the Chairman of the Board of Directors.

4. Filled-in written opinion form must be signed by members of the Board of Directors and sent to the Sacombank under the Sacombank's regulations.
5. The secretary of the Board of Directors shall count the votes and make a minute of vote counting under the supervision by at least one Independent Member of the Board of Directors. Such a minute must cover the following major details:
 - a) Name and address of the Head Office, serial numbers and dates of issuance of the Sacombank's Establishment and Operation License and Enterprise Registration Certificate;
 - b) Purposes and issues to be collected;
 - c) Total numbers of votes sent and collected, numbers of valid and invalid votes. The minutes must be enclosed with a list of voting members of the Board of Directors;
 - d) Total numbers of affirmative vote, negative vote and abstentions on each issue;
 - e) Full names and signatures of the person in charge of vote counting and the supervisor.In case Sacombank has no Independent Member of the Board of Directors, and the Board of Directors collects written opinions of its members, the Board of Directors' secretary shall count the votes and make a minute of vote counting under the supervision of at least one member of the Board of Supervisors.
6. The secretary of the Board of Directors involved in the collection of written opinions from members of the Board of Directors and the vote counting supervisor shall take joint responsibility for the truthfulness and accuracy of the vote counting minutes and for losses incurred from decisions adopted as a result of untruthful and inaccurate vote counting.
7. The vote counting minutes and the Resolution and decision adopted by the Board of Directors based on vote counting results shall be sent to members of the Board of Directors within 15 days after the completion of the vote counting.
8. Filled-in written opinions form, the vote counting minutes, the full text of the adopted Resolution and related documents enclosed with written opinions form shall be stored at the Head Office of Sacombank.
9. A decision adopted by collecting written opinions of members of the Board of Directors is as valid as a decision adopted by a meeting of the Board of Directors.

Article 57. Tasks and powers of Board of Directors' Secretary

1. Where necessary, the Board of Directors shall decide to appoint a secretary for the Board of Directors.

2. Tasks and powers of the Board of Directors' Secretary are as follows:
 - a) To assist the convention of the General Meeting of Shareholders and meetings of the Board of Directors; making meeting minutes;
 - b) To assist Members of the Board of Directors in performing their rights and obligations;
 - c) To assist the Board of Directors in applying and implementing the Sacombank's administration principles;
 - d) To assist the Board of Directors in building shareholder relationships and protecting the lawful rights and interests of shareholders; fulfilling its obligation to provide information, disclose information and administrative procedures.
 - e) To perform other rights and obligations prescribed by laws.

Article 58. Tasks and powers of the Board of Supervisors

1. To oversee the observance of provisions of Laws and this Charter in governance and administration of Sacombank; to supervise Sacombank's finance, the compliance with the laws in the operation of the members of the Board of Directors, General Director, and other managers, and other duties as prescribed by laws and this Charter in order to protect the lawful interests of Sacombank and its shareholders.
2. To coordinate their activities with the Board of Directors, General Director and shareholders.
3. To be responsible before shareholders for their supervision; to be responsible to the General Meeting of Shareholders for the performance of its assigned tasks and powers.
4. To designate, dismiss, discipline, suspend and decide on salaries and other benefits for titles of internal audit department.
5. To issue its internal regulations; to annually review its internal regulations and important policies on accounting and reporting.
6. To perform the function of internal audit; to have the rights to use independent consultants and access and fully, accurately and promptly receive information and documents related to the administration and management of Sacombank to perform its assigned tasks and powers.
7. To appraise biannual and annual financial statements of Sacombank; to report to the General Meeting of Shareholders on its appraisal of financial statements and its assessment of the reasonability, lawfulness, truthfulness and prudence in accounting, statistical work and financial statement making. To consult the Board of Directors before submitting its reports and recommendations to the General Meeting of Shareholders.

8. To examine accounting books, other documents and the governance and administration of Sacombank's operations when necessary or under Resolutions or decisions of the General Meeting of Shareholders or at the request of Major Shareholders or groups of Major Shareholders under the provisions of Laws. To conduct examination within 07 working days after receiving a request. Within 15 days after completing examination, to report and explain matters requested to be examined to requesting organizations and individuals. The examination by the Board of Supervisors as stipulated herein shall not hinder the normal activity of the Board of Directors, or disrupt Sacombank's business operations.
9. To promptly notify in writing to the Board of Directors when detecting a Manager and other manager of Sacombank committing violations provided by laws or this Charter, to request the violator within 48 (forty eight) hours to immediately terminate his/her violations and remedy consequences, if any.
10. To make a list of Founding Shareholders, Major Shareholders and Affiliated Persons of members of the Board of Directors and Board of Supervisors and General Director of Sacombank; to keep and update changes in this list.
11. To request the Board of Directors to convene irregular meetings or request the Board of Directors to convene irregular meetings of the General Meeting of Shareholders under the Law on Credit Institutions and this Charter.
12. To convene an irregular meeting of the General Meeting of Shareholders when the Board of Directors makes a decision seriously violating the Law on Credit Institution or beyond its vested powers and in other cases under the provision of this Charter.
13. To develop the operating regulations of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.
14. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
15. To send reports to the annual General Meeting of Shareholders as provided by laws.
16. To propose and recommend to the General Meeting of Shareholders to approve the list of auditing organizations approved to audit Sacombank's financial statements; to decide on an approved audit organization to inspect Sacombank's operations, dismiss the approved auditor when deeming it necessary.
17. Other duties and powers as prescribed by applicable law.

Article 59. Tasks and powers of the Head of Board of Supervisors

1. To organize the performance of tasks and powers of the Board of Supervisors defined in Article 58 of this Charter.
2. To prepare agenda for the Board of Supervisors based on proposals by members of the Board of Supervisors regarding the tasks and powers of the Board of Supervisors; to convene and chair the meeting of the Board of Supervisors.
3. On behalf of the Board of Supervisors, to sign documents falling within the competent of the Board of Supervisors.
4. On behalf of the Board of Supervisors, to convene an irregular General Meeting of Shareholders as stipulated in Article 58 of this Charter or to request the Board of Directors to convene an irregular meeting.
5. To attend at the meetings of the Board of Directors, to give opinions in these meetings but to have no right to vote.
6. To request the inclusion of his/her opinions in minutes of meetings of the Board of Directors when these opinions differ from Resolutions and decisions of the Board of Directors and report such before the General Meeting of Shareholders.
7. To prepare working plans for and assign tasks to the members of Board of Supervisors.
8. To ensure that all members of the Board of Supervisors receive complete, objective and accurate information and have enough time to discuss on matters to be considered by the Board of Supervisors.
9. To supervise and direct Board of Supervisors members in performing their tasks, rights and obligations.
10. To authorize another member of the Board of Supervisors to perform his/her tasks when absent.
11. To request the Board of Directors, General Director and other managers to provide relevant information to report to the Board of Supervisors.

12. To prepare and sign the report of the Board of Supervisors after consultation with the Board of Directors to submit to the General Meeting of Shareholders.

Article 60. Rights and obligations of a member of the Board of Supervisors

1. To observe the provisions of Laws, this Charter and Board of Supervisors' internal regulations honestly and prudently in the interests of the Sacombank and Shareholders.
2. To elect a member of the Board of Supervisors to be the Head of the Board of Supervisors.
3. To request the Head of the Board of Supervisors to convene an irregular meeting of the Board of Supervisors.
4. To control business activities, accounting books, assets and financial statements and recommend remedies.
5. To request officers and staffs of the Sacombank to provide statistics and explain business operations in order to perform assigned tasks.
6. To report on abnormal financial activities to the Head of the Board of Supervisors and take responsibility for their own evaluation and conclusions.
7. To attend the meeting of Board of Supervisors, to discuss and vote on matters within the scope of tasks and powers of the Board of Supervisors, except those involving conflicts of their interests.
8. To access all the information and documents related to Sacombank's operation.

Article 61. Rights, obligations of the General Director

1. To organize the implementation of Resolutions and decisions of the General Meeting of Shareholders, Board of Directors and internal regulations promulgated by the Board of Directors.
2. To organize and administer Sacombank's everyday business operation according to the best management practices and in accordance with the laws and internal regulations of the Bank.
3. To decide on matters related to day-to-day business activities of Sacombank under his/her competence and/or other matters in the scope stipulated by the Board of Directors without their resolutions or decisions, except for the matters within the competence of the General Meeting

of Shareholders, the Board of Directors, the Board of Supervisors in accordance with the law, this Charter and Sacombank's internal regulations.

4. To decide on investments, purchases, sales of Sacombank's assets of which the values are lower than 10% of Sacombank's Charter Capital written in the last audited financial statement, except that the Board of Directors decides a smaller rate. With regard to credit extension, settlement of debts, the General Director shall be in accordance with internal regulations promulgated by the Board of Directors.
5. To set up the internal control system and maintain its effective operation.
6. To make and submit financial statements to the Board of Directors for approval or for reporting to competent authorities for approval. To take responsibility for the accuracy and truthfulness of financial statements, statistical reports, settlement statistics and other financial information.
7. To recommend the organizational structure plan, internal management regulation of Sacombank.
8. To issue according to his/her competence internal regulations; professional processes and procedures to operate business administration, information and reporting systems.
9. To report the Board of Directors, Board of Supervisors, General Meeting of Shareholders and competent state agencies on business activity and result of Sacombank.
10. To decide on the application of measures beyond his/her competence in cases of natural disasters, enemy sabotage, fires and incidents, take responsibility for these decisions and promptly report them to the Board of Directors.
11. To propose, recommend about the organizational and operation structure of Sacombank and submit the Board of Directors or General Meeting of Shareholders for deciding within the scope of competence.
12. To propose the Board of Directors to convene an irregular meeting in accordance with provisions of this Charter.
13. To appoint, relieve from duty and dismiss holders of managerial and executive posts of Sacombank according to the hierarchy decided by the Board of Directors, except those to be decided by the General Meeting of Shareholders, Board of Directors.

14. On behalf of Sacombank, to sign contracts under this Charter and internal regulations of Sacombank.
15. To propose plans to use profits and handle losses of Sacombank.
16. To recruit employees; to decide on salaries, bonuses, allowances and other benefits of employees according to his/her competence and under the law and internal regulations promulgated by the Board of Directors.
17. The General Director shall take responsibility for the management of Sacombank's daily business activities in accordance with provisions of Laws, this Charter, contracts signed between labors and Sacombank and decision of the Board of Directors. In case of causing damage to Sacombank due to failing to comply with such regulations, the General Director must take responsibilities as provided for by Laws and make compensation to Sacombank.
18. Other rights and obligations under the law, this Charter and Sacombank's internal regulations.

SECTION VIII. SACOMBANK'S ORGANIZATIONAL STRUCTURE

Article 62. Establishment of branches, representative offices

Depending on its form of operation, upon the written approval from SBV, Sacombank may establish:

1. Branches, representative offices and non-business units in domestic, even in the province or centrally run city in which it is Head Office.
2. Branches, representative offices and other forms of commercial presence abroad.

Article 63. The management and organizational structure

The management and organizational structure of Sacombank shall include: The General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.

Article 64. Reorganization of the Bank

The Bank may be reorganized by split-up, division, consolidation, merger or transformation of the legal form after obtaining SBV's written approval.

SECTION IX. DISTRIBUTION OF PROFITS

Article 65. Dividend

1. Dividends on preference shares shall be paid under conditions applied to each type of preference shares.
2. Dividends on ordinary shares are determined according to the net profit earned and the dividend payment extracted from the undistributed profit of Sacombank. Sacombank may only pay dividends on ordinary shares when all of the conditions below are satisfied:
 - a) Sacombank has fulfilled tax liability and other financial obligations as prescribed by law
 - b) Sacombank's funds have been established and developed; previous losses are fully offset against as prescribed by law and Sacombank's Charter.
 - c) Right after the dividend is fully paid, Sacombank is still able to pay due debts and other liabilities.
3. Dividends may be paid in cash, Sacombank's shares, or other assets prescribed by laws. If dividend is paid in cash, the currency shall be VND and according to methods of payment prescribed by law.

Dividends may be paid directly or through banks on the basis of detailed bank account information provided by shareholders. In case Sacombank has transferred the money according to the bank details provided by the shareholder but that shareholder does not receive the money, Sacombank is not responsible for the money Sacombank has transferred to such shareholder.
4. Dividend must be fully paid within 06 months from the end of the Annual General Meeting of shareholders. The Board of Directors shall make a list of shareholders receiving dividends, determine the levels of dividend on each share, deadline and method of payment at least 30 days before the dividend payment. The notifications of dividend payment shall be sent by registered mail to the addresses in the Register Book of shareholders at least 15 days before the date of dividend payment. The notification shall contain:
 - a) Name, head office address of Sacombank;
 - b) Full name, address, nationality, number of personal legal documents of individual shareholder;
 - c) Name, enterprise code or number of organizational legal documents, and the head office address of organization shareholder;
 - d) Amount of each type of shares of shareholder; level of dividend on each type of shares, and total dividend received by the shareholder;
 - e) Time and method of dividend payment;
 - f) Full name and signature of the Chairman of the Board of Directors and Sacombank's legal representative.

5. If a shareholder transfers his/her shares during the period from the completion of the compilation of the list of shareholders and the time of dividend payment, the transferor shall receive dividend from Sacombank.
6. In case dividends are paid with shares, Sacombank is not required to follow procedures for share offering prescribed in Articles 123, 124, 125 of the Law on Enterprise. Sacombank shall register an increase to Charter Capital, which equal to value of shares used as dividend payment, within 10 days from completion of the dividend payment.
7. Based on plan and rate of dividends as approved by the General Meeting of shareholders, the Board of Directors may decide to pay the advance of mid-term dividends provided that such payment is consistent with the Sacombank's profitability.

***SECTION X. THE INTERNAL CONTROL SYSTEM, INTERNAL AUDIT SYSTEM,
RESERVED FUND, FISCAL YEAR, ACCOUNTING SYSTEM***

Article 66. Internal audit and internal control system

1. The internal audit:
 - a) Sacombank shall be required to establish a specialized internal audit unit under the management of the Board of Supervisors, which performs the internal audit for Sacombank.
 - b) An internal audit shall carry out the checking, independent and objective assessment to the internal control system; make independent assessment to the conformity and compliance with provisions, internal policies, procedures, processes which have been established within Sacombank; provide recommendations for the purpose of improving the efficiency of the systems, processes, provisions, making contribution to ensuring the Sacombank's activity to be safe, efficient and in line with applicable Laws.
 - c) Internal audit result shall be timely reported to the Board of Directors, Board of Supervisors and sent to the General Director of Sacombank.
2. Internal control system:
 - a) An internal control system is the combination of internal mechanisms, policies, processes, internal regulations, organizational structure of Sacombank, which are established in conformity with the Law on Credit Institutes, guidance of SBV and other relevant regulations and are implemented to control, prevent, detect, promptly handle risks and meet set requirements. The internal control system carries out senior management oversight, internal control, risk management, internal capital adequacy assessment and internal audit.
 - b) Sacombank shall be required to set up an internal control system in order to ensure following requirements:

- (i). Efficiency and safety in activity; protecting, managing, utilizing, on a safe and efficient manner, their assets and resources;
 - (ii). The system of financial information and management information is correct, reasonable, adequate and timely;
 - (iii). Laws and internal regulations, processes and provisions are complied with;
 - (iv). Being appropriate for the scale, conditions and complexity of the Sacombank's business activities;
 - (v). Having sufficient financial, human and IT resources in order to ensure the internal control system's effectiveness;
 - (vi). Creating and maintaining a control culture and work ethics for Sacombank.
- c) Activities of the internal control system of Sacombank shall be subject to internal audit and periodical assessment by an independent audit organization.

Article 67. Standards for Internal Auditors

An internal auditor shall be required to fully satisfy the following standards:

1. To have a bachelor degree (or above) in one of the following disciplines: economics, business administration, law, accounting or auditing; to have a bachelor degree (or above) in information technology or any other discipline that is suitable for a technology auditor;
2. To have experience in working directly in banking, finance, accounting or auditing, at least two years in the case of internal auditors and three years in the case of Chief Internal Auditors; to have at least two years of experience in working in the information technology in the case of technology auditors.

Article 68. Responsibilities of the Internal audit

1. To keep secret of the information, documents in accordance with the law and Sacombank's internal regulations.
2. To take responsibility to the Board of Supervisors for the result of assigned tasks.
3. The internal auditor takes legal responsibility for and answers to the Chief Internal Auditor about the assigned auditing tasks..

Article 69. Duties and authorities of the Internal Audit.

1. Duties of the Internal Audit
 - a) To perform internal audits for Sacombank's head office, branches and other affiliates;
 - b) To create, review in order to submit to the Board of Supervisors for promulgation, amendment and supplement:

- (i). Work ethics of members of the Board of Supervisors and internal auditors according to instructions of the State Bank of Vietnam;
 - (ii). Internal regulations of the Board of Supervisors;
 - (iii). Internal audit plans;
 - c) To monitor and assess fulfillment of requests of the Board of Supervisors for the Board of Directors, General Director, individuals and divisions;
 - d) To fulfill requests of the State Bank of Vietnam, independent auditing firms and other relevant authorities about internal audit.
 - e) To produce internal audit reports as instructed by the State Bank of Vietnam.
2. The authorities of the Internal Audit:
- a) To be equipped with necessary resources (human resources, financial resources, assets and other necessary facilities);
 - b) To be supplied with all information, documents, files which are necessary for the internal audit activity including documents, meeting minutes of the Board of Directors and General Director;
 - c) To be entitled to interview individuals for contents relating to internal audit; to request the competent level as specified Sacombank's internal regulations for action against any uncooperative individual or department during the internal audit process;
 - d) To be entitled to attend internal meetings as specified in this Charter and Sacombank's internal regulations.

Article 70. The financial regulations

- 1. Sacombank shall comply with financial regulations of the Government and guidance of the Ministry of Finance.
- 2. Pursuant to written guidelines for financial regulations of competent authorities, the Board of Directors shall be responsible for approval and promulgation of Financial Regulations of the Bank for implementation.

Article 71. Use of capital

- 1. Sacombank shall be entitled to use the working capital for its business in accordance with provisions of Laws ensuring the principle of safety and capital development.
Sacombank is entitled to purchase or invest in fixed assets directly serving its operations with no more than 50% of its Charter Capital and the reserve fund for Charter Capital supplement.
- 2. Sacombank shall be entitled to make change to its capital and assets structure to attend to the development of business in accordance with provisions of Laws.

Article 72. Reserve funds

1. Annually, Sacombank shall deduct from its after tax profits for setting up and maintaining the following reserve funds:
 - a) The reserve fund for supplementation of Charter Capital or allocated capital, which is annually set at 5% of after-tax profits. This fund must not exceed the level of Charter Capital or allocated capital Sacombank;
 - b) The financial reserve fund;
 - c) Other reserve funds prescribed by law.
2. Sacombank shall not be authorized to use the funds specified in Clause 1 this Article for paying Dividend to Shareholders.

Article 73. Sacombank's self-control in finance

Sacombank shall control its financial condition by itself; take responsibility for its business activities, to perform the duties and agreements in accordance with provisions of Laws.

Article 74. Bank account, Fiscal year and Accounting system

1. Sacombank shall perform its accounting and statistic regime in accordance with Laws.
2. Sacombank's financial year shall commence from 01st January and end on 31st December of the calendar year.
3. Sacombank shall set up its accounting books in Vietnamese and keep accounting records according to the provisions of law on accounting and related laws. These records must be accurate, updated and sufficient to prove and explain Sacombank's transactions
4. Sacombank shall conduct accounting under the provisions of Laws on accounting.
5. The economic and financial transactions shall be recorded into accounting books, financial statements and settlement reports in Vietnam dong. Accounting units primarily spending and receiving in one foreign currency are allowed to select such foreign currency to record into accounting books and take legal responsibilities. The accounting units shall convert foreign currency into Vietnam dong when preparing the financial statements used in Vietnam.
6. Sacombank shall opens bank account in Vietnam or in foreign bank branches licensed to operate in Vietnam. Under the prior approval of the competent authority, when necessary, Sacombank can open bank accounts in foreign countries under the provisions of law.

Sacombank shall conduct all payments and accounting transactions through the account of Vietnamese currency or foreign currencies in the banks that Sacombank opens accounts under the provisions of law.

SECTION XI. ANNUAL REPORT, DISCLOSURE OF REPORT.

Article 75. Reporting

1. Sacombank shall make reports under the accounting and statistics law and periodical reports on professional operations under the State Bank's regulations and under the provisions of law.
2. Sacombank shall prepare its annual financial statements and such annual statements must be audited in accordance with the law. Sacombank publishes the annual financial statements audited in accordance with the law on information disclosure on the stock market and submits it to competent state agencies.
3. The annual financial statement must include all reports, appendices and explanations in accordance with the law on corporate accounting. An annual financial statement must reflect truthfully and objectively the operation situation of Sacombank
4. Sacombank shall prepare and publish examined semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submit them to the competent state agencies.
5. The audited financial statements (including the auditor's opinion), examined semi-annual financial statements and quarterly financial statements must be published on the website of Sacombank.
6. Sacombank must prepare and publish annual report in accordance with the law on securities and securities markets.
7. Sacombank shall make a consolidated financial statement under the provisions of law.
8. Sacombank shall make and send periodical reports under the State Bank's regulations. In addition, it shall has responsibility to report in writing promptly to the State Bank in the following cases:
 - a) Upon the occurrence of abnormal developments in professional operations which may seriously affect Sacombank's business;

- b) Upon the occurrence of changes in the organizational or executive structure or the financial status of a Major Shareholder or other changes which may seriously affect Sacombank's business activities;
 - c) Upon the occurrence of changes in name of any Sacombank's branches; temporary suspension of business for less than 05 working days; listing of shares on the domestic securities market.
9. Sacombank shall submit to the State Bank the annual reports in accordance with provisions of Laws within 90 days after the end of a fiscal year.

Article 76. Disclosure of financial statements

Within 120 (one hundred and twenty) days after the end of a fiscal year, Sacombank shall disclose its financial statements in accordance with the provisions of law.

SECTION XII. BANK AUDITING

Article 77. Independent audit

1. Before closing a financial year, Sacombank shall select an independent audit institution which is competent under the State Bank's regulations to audit its operations in the subsequent fiscal year.
2. Within 30 days after selecting an independent audit institution, Sacombank shall notify the State Bank of such audit institution.
3. Sacombank must have another independent audit when the audit report contains exemption opinions of the independent audit institution.

SECTION XIII. SPECIAL CONTROL, BANKRUPTCY, DISSOLUTION AND LIQUIDATION

Article 78. Special Control

1. When facing insolvency possibilities, the Bank shall promptly report to the State Bank on its status, causes, measures already taken and to be taken to remedy the situation and its proposal to the State Bank.
2. The Bank might be considered to place under special control in one of the following cases:
 - a) It has lost or is likely to lose solvency according to regulations of the State Bank;
 - b) Its accrued loss exceeds 50% of charter capital and reserve funds according to the latest audited financial statement;

- c) It fails to maintain the capital adequacy ratio specified in Point b Clause 1 Article 130 of the Law on credit institutes for 12 consecutive months or the capital adequacy ratio is below 4% for 06 consecutive months;
 - d) It is ranked low for 02 consecutive years according to the State Bank's regulations.
3. Responsibilities of Board of Directors, Board of Supervisors and General Director:
- a) To develop the restructuring plan at the request of the Special Control Board;
 - b) To implement the restructuring plan and guidelines approved by a competent authority;
 - c) To manage, control, operate the Bank's business; to ensure safety of assets of the Bank;
 - d) To carry out decisions and requests of the State Bank according to Article 146a of the Law on credit institutes;
 - e) To carry out decisions and requests of the special control board according to Article 146b of the Law on credit institutes.
4. Termination of special control:
- The State Bank will consider terminating the special control of the Bank in any of the following cases:
- a) The Bank has overcome the situation that results in the special control and adheres to the safety ratios specified in Article 130 of the Law on credit institutes;
 - b) During the special control, the Bank is acquired by or consolidated into another credit institution, or is dissolved;
 - c) After the judge has appointed an Asset Management Officer or an enterprise responsible for management and liquidation of the assets of the Bank to carry out bankruptcy procedures.

Article 79. Bankruptcy of the Bank

1. After the State Bank issues a document on termination of special control or a document on the termination or non-application of solvency restoration measures, if the Bank remains in the state of bankruptcy, it shall file a request for a Court to open procedures for settlement of bankruptcy declaration requests under the bankruptcy Laws.
2. Upon receiving a request for opening bankruptcy procedures for the Bank as prescribed in Clause 1 of this Article, the Court shall open procedures for settlement of bankruptcy declaration requests and immediately apply procedures for liquidating the Bank's assets under the bankruptcy Laws.
3. After the Judge has appointed an Asset Management Officer or an enterprise responsible for management and liquidation of the assets, the State Bank recovers the Bank's license.

Article 80. Dissolution of the Bank

The Bank shall dissolve in the following cases:

1. It voluntarily applies for the dissolution in case it can repay all debts and the State Bank so approves in writing.
2. Upon expiration of its operation duration, it does not apply for extension or applies for extension but the extension is rejected by the State Bank.
3. Its license is revoked.

Article 81. Liquidation of the Bank's assets

1. In case the Bank is declared bankrupt, the liquidation of its assets complies with the bankruptcy Laws.
2. In case of dissolution under Article 80 of this Charter, the Bank shall liquidate its assets under the supervision of the State Bank and follow the order and procedures for asset liquidation prescribed by the State Bank.
3. In the process of supervising the liquidation of assets of the dissolved Bank, if detecting that the Bank cannot repay all debts, the State Bank shall issue a decision to terminate the liquidation and implement the plan for bankruptcy of the Bank in accordance with Section 1e Chapter VIII of Law on amendments to some articles of the Law on credit institutions .
4. The Bank shall pay all costs related to the liquidation of assets.

SECTION XIV. INTERNAL DISPUTE RESOLUTION

Article 82. Internal dispute resolution

1. In case of disputes or complaints related to Sacombank's operations or to the rights and obligations of the Shareholders as stipulated in this Charter, Law on Credit Institutions, the Enterprise Law and other laws between:
 - a) Shareholders and Sacombank;
 - b) Shareholders and the Board of Directors, Board of Supervisors, General Director or other managers.

The parties concerned shall try to resolve the dispute through negotiation and conciliation. Except for a dispute concerning the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and require each party to present information related to the dispute within 21 (twenty one) working days from the date the dispute arising. If the dispute involves Board of Directors

or the Chairman of Board of Directors, any party can request the competent authority to appoint an independent expert to mediate for the settlement process.

2. In case of failure to achieve the reconciliation decision within six (06) weeks from the start of the process of reconciliation or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or competent Court for settlement.
3. The parties shall bear all costs relating to procedures for negotiation and conciliation. The Court shall decide which party is to bear the costs of the Court.

SECTION XV. INFORMATION AND CONFIDENTIALITY

Article 83. Provision of information

1. Sacombank shall provide account holders with information on transactions and credit balances of their accounts as agreed upon with these holders.
2. Sacombank may exchange information on its activities with other credit institutions.
3. Sacombank shall provide the State Bank with information related to its business activities and may receive from the State Bank information on clients having credit relations with Sacombank under the State Bank's regulations.

Article 84. Confidentiality of information

Employees, Managers and Executives of Sacombank may not disclose business secrets of Sacombank.

Sacombank shall keep secret information relating to accounts, deposits, deposited assets and transactions of its clients at Sacombank.

Sacombank may not provide information relating to accounts, deposits, deposited assets and transactions of clients at Sacombank for other organizations and individuals unless it is so requested by competent State agencies under the provisions of Laws or consented by clients.

SECTION XVI. EFFECTIVE DATE, SUPPLEMENT TO AND AMENDMENT OF THIS CHARTER

Article 85. Effective date, amendment and supplement of the Charter

1. This Charter shall be effective since the date when they are approved by the General Meeting of Shareholders.

2. The managers, executives and persons holding other positions of the Bank who are elected or designated before the effective date of this Charter but fail to satisfy the conditions specified in this Charter may keep holding their positions until the end of their term of office.
3. Sacombank must keep this Charter and any amendments and supplements to this Charter, Establishment and Operation License, Enterprise Registration Certificate, regulations, documents proving property ownership, annual financial statements, resolutions/minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors/Board of Supervisors, accounting books and any other documents prescribed by Law at the head office or another place provided that the Shareholders are informed about the location of these documents. The Charter must be published on Sacombank's website.
4. Any supplement to and amendment of this Charter must be considered and decided by the General Meeting of Shareholders. Where any regulations of Laws relating to the operation of Sacombank have not been mentioned in this Charter and/or where new regulations of Laws are different from the content of this Charter, such regulations of Laws shall automatically apply to, and shall regulate the operation of Sacombank.

Ho Chi Minh City, dated 25th April 2023

On behalf of GENERAL MEETING OF SHAREHOLDERS

**NGUYEN DUC THACH DIEM
GENERAL DIRECTOR**

**DUONG CONG MINH
CHAIRMAN OF THE BOARD OF
DIRECTORS**

**TRAN MINH TRIET
HEAD OF BOARD OF
SUPERVISORS**