



DRAFT

No. /QD-BSC

Hanoi, April , 2026

DECISION

Re: Promulgation of Internal Regulation on Company Administration

BOARD OF DIRECTORS OF BIDV SECURITIES JOINT STOCK COMPANY

Pursuant to the Charter of BIDV Securities Joint Stock Company;

Pursuant to Resolution No. /NQ-DHDCD dated , 2026 of the General Meeting of Shareholders;

To meet the requirements of management in accordance with the organizational and operational model of the BIDV Securities Joint Stock Company.

HEREBY DECIDES:

Article 1. To promulgate, together with this Decision, the "**Internal Regulation on Company Administration**" of BIDV Securities Joint Stock Company.

Article 2. This Decision takes effect from the date of its signing and replaces Decision No /QD-BSC date , 2026 of the Board of Directors of BIDV Securities Joint Stock Company on Promulgating the Internal Regulation on Company Administration.

Article 3. Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, Head of Departments at Headquarter, Branch Director, and related units and individuals are responsible for the implementation of this Decision.

Recipients:

- As Article 3;
- Board of Supervisors;
- Archive at: BSC, BODs' Office.

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

Ngo Van Dzung

**BIDV SECURITIES
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

**INTERNAL REGULATION
ON COMPANY ADMINISTRATION**

*(Issued together with Decision No. /QD-BSC dated
of the Board of Directors of BIDV Securities Joint Stock Company)*

Hanoi, , 2026

TABLE OF CONTENTS

CHAPTER 1. GENERAL PROVISIONS	5
Article 1. Scope of regulation and subjects of application	5
Article 2. Interpretation of terms	5
CHAPTER 2. GENERAL MEETING OF SHAREHOLDERS.....	6
Article 3. General Meeting of Shareholders.....	6
Article 4. Rights and obligations of General Meeting of Shareholders	7
Article 5. Authorization to attend the General Meeting of Shareholders.....	7
Article 6. Meeting convening, meeting agenda and invitation to the General Meeting of Shareholders	8
Article 7. Conditions and formalities of the meeting and voting at the General Meeting of Shareholders	10
Article 8. Authority and procedure for adopting Resolutions of the Shareholders' Meeting in form of consulting opinion in writing.....	10
Article 9. Order and procedures for the General Meeting of Shareholders to approve a resolution by means of an online conference or a combination of face-to-face conference with an online conference	10
Article 10. Resolutions and Minutes of the General Meeting of Shareholders.....	11
Article 11. Method of protesting, requesting cancellation of minutes and resolutions of the General Meeting of Shareholders	12
CHAPTER 3. BOARD OF DIRECTORS	13
Article 12. Nomination and self-nomination of members of the Board of Directors ...	13
Article 13. Number, composition and term of office of members of the Board of Directors	14
Article 14. Rights and obligations of the Board of Directors.....	15
Article 15. Salaries, remunerations, bonuses and other benefits of members of the Board of Directors	15
Article 16. Qualification of members of the Board of Directors.....	16
Article 17. Chairman, Vice Chairman of the Board of Directors.....	17
Article 18. Meetings of the Board of Directors.....	18
Article 19. Exemption, dismissal, replacement and addition of members of the Board of Directors	19
Article 20. Company Secretary	19
Article 21. Person in charge of company administration	20
Article 22. Supporting Sub-committees of the Board of Directors.....	21

CHAPTER 4. BOARD OF SUPERVISORS.....	22
Article 23. Rights and obligations of the Board of Supervisors.....	22
Article 24. Salary, remunerations, bonuses and other benefits of Supervisors	22
Article 25. Nomination and self-nomination of members of the Board of Supervisors (Member)	23
Article 26. Composition and term of the Board of Supervisors	23
Article 27. Operation method and meetings of the Board of Supervisors	23
Article 28. Standards of Supervisors	23
Article 29. Exemption and dismissal of Supervisors	24
Article 30. Head of the Board of Supervisors	25
CHAPTER 5. GENERAL DIRECTOR.....	26
Article 31. Appointment, dismissal, duties and powers of the General Director.....	26
Article 32. Standards and conditions to be the General Director	26
Article 33. Salary, bonus and other benefits of the General Director	27
Article 34. Exemption and dismissal of the General Director	27
CHAPTER 6. OPERATION COORDINATION AMONG THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR.....	28
Article 35. Principles of coordination	28
Article 36. Operation coordination among the Board of Directors, the Board of Supervisors and the General Director.....	28
CHAPTER 7. EVALUATION, ACTIVITIES OF REWARD AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS AND MEMBERS OF THE EXECUTIVE BOARD..	29
Article 37. Performance evaluation of members of the Board of Directors, the Board of Supervisors and the Board of Management.....	29
Article 38. Reward.....	29
Article 39. Discipline.....	29
CHAPTER 8. IMPLEMENTATION TERM.....	31
Article 40. Implementation provisions	31

CHAPTER 1. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1.1. Scope of regulation: Internal Regulation on Company Administration stipulate the contents of the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, exemption and dismissal of members of the Board of Directors, Board of Supervisors , General Director and other activities in accordance with the Company's Charter and other current provisions of law.

1.2. Subjects of application: This Regulation is applicable to members of the Board of Directors, Board of Supervisors, General Director and related persons.

Article 2. Interpretation of terms

Words or terms used in this Regulation have the meanings given to them in the Charter of BSC.

CHAPTER 2. GENERAL MEETING OF SHAREHOLDERS

Article 3. General Meeting of Shareholders

3.1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once a year and within four (04) months from the end of the financial year. Unless otherwise provided for in the Company's Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

3.2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on issues in accordance with the law and the Company's Charter, especially through the audited annual financial statements. In the event that the Company's audit report of annual financial statement contains material exceptions, conflicting opinions or objections, the Company must invite a representative of an approved auditing organization conducting the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.

3.3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

3.3.1. The Board of Directors considers it necessary for the benefit of the Company;

3.3.2. The number of remaining members of the Board of Directors and Board of Supervisors is less than the minimum number of members as prescribed by law;

3.3.3. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, *and must include the following information: full name, contact address, nationality, and number of personal legal documents for shareholders who are individuals; name, enterprise code or number of legal documents for the organization, and registered head office address for shareholders that are organizations; the number of shares and the timing of share registration for each shareholder, the total number of shares of the*

entire shareholder group and their ownership percentage in the company's total shares, and the basis and reasons for requesting the convention of the General Meeting of Shareholders. The request for convention must be accompanied by documents and evidence regarding the violations of the Board of Directors, the severity of such violations, or decisions that exceed its authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convention of the General Meeting of Shareholders;

3.3.4. At the request of the Board of Supervisors;

3.3.5. Other cases as prescribed by law and Company's Charter.

3.4. Convening the Extraordinary General Meeting of Shareholders

3.4.1. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or remaining members of the Board of Supervisors as specified at Point 3.3.2 of this Article or receiving the request specified at Points 3.3.3 and 3.3.4 of this Article;

3.4.2. In case the Board of Directors does not convene the General Meeting of Shareholders as prescribed at Point 3.4.1 of this Article, within the next thirty (30) days, the Board of Supervisors replaces the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Law on Enterprises;

3.4.3. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed at Point 3.4.2 of this Article, the shareholder or group of shareholders specified at Point 3.3.3 of this Article has the right to *represent the Company in convening the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises;*

3.4.4. Procedures for holding the General Meeting of Shareholders are as prescribed in Clause 5, Article 140 of the Law on Enterprises and the Company's Charter.

Article 4. Rights and obligations of General Meeting of Shareholders

Rights and obligations of the General Meeting of Shareholders comply with the provisions of law and the Company's Charter.

Article 5. Authorization to attend the General Meeting of Shareholders

5.1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals and organizations

to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

5.2. The authorization for an individual or organization to attend the General Meeting of Shareholders according to the provisions of Clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual and organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the authorization duration, signatures of the authorizing party and the authorized party.

5.3. The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when attending the meeting. In case of re-authorization, the meeting attendee must present the original authorization document (which shows the content allowing the authorized person to re-delegate to another person) of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

5.4. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs:

5.4.1. The authorizer has died, has limited civil act capacity or has lost his civil act capacity;

5.4.2. The principal has cancelled the appointment of the authorization;

5.4.3. The authorizer has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is re-convened.

Article 6. Meeting convening, meeting agenda and invitation to the General Meeting of Shareholders

6.1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes the Extraordinary General Meeting of Shareholders according to the cases specified in Clause 17.3, Article 17 of the Company's Charter.

6.2. The invitation to the General Meeting of Shareholders is sent to all shareholders by a method to ensure it reaches the contact address of the shareholder, and at the same

time published on the website of the Company and the State Securities Commission, Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening of the meeting (from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted at the meeting are sent to shareholders and/or posted on the Company's website. In case the document is not attached to the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to all meeting documents for shareholders to access, including:

6.2.1. Meeting agenda, documents used in the meeting;

6.2.2. List and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (in case of election thereof);

6.2.3. Votes;

6.2.4. Draft resolutions for each issue in the meeting agenda.

6.3. Shareholders or groups of shareholders as prescribed in Clause 15.2, Article 15 of the Company's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the meeting. The proposal must clearly state the name of shareholders, the number of each class of shares of the shareholder, and the issues proposed to be included in the agenda.

6.4. The convener of the General Meeting of Shareholders has the right to refuse the proposals specified in Clause 6.3 of this Article if it falls into one of the following cases:

6.4.1. The proposal is sent not in accordance with the provisions of Clause 6.3 of this Article;

6.4.2. At the time of the proposal, the shareholder or group of shareholders does not hold five percent (05%) or more of the ordinary shares as prescribed in Clause 15.2 Article 15 of the Company's Charter;

6.4.3. The proposed issue is not within the scope of the decision-making authority of the General Meeting of Shareholders;

6.4.4. Other cases as prescribed by law and this Charter.

6.5. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 6.3 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 6.4 of this Article; the proposal is officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 7. Conditions and formalities of the meeting and voting at the General Meeting of Shareholders

Conditions and formalities of the meeting and voting at the General Meeting of Shareholders shall comply with the provisions of law and the Company's Charter.

Article 8. Authority and procedure for adopting Resolutions of the Shareholders' Meeting in form of consulting opinion in writing

8.1. The Board of Directors has the right to collect written opinions of shareholders to adopt all issues within the competence of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company.

8.2. The order and procedures for collecting shareholders' written opinions shall comply with the provisions of the Company's Charter and this Regulation.

8.3. A resolution shall be passed in the form of collecting written opinions of shareholders if it is approved by the number of shareholders holding more than fifty percent (50%) of the total number of votes of all shareholders with voting rights and has the same value as the resolution passed at the General Meeting of Shareholders.

Article 9. Order and procedures for the General Meeting of Shareholders to approve a resolution by means of an online conference or a combination of face-to-face conference with an online conference

Based on the situation of each period, the Board of Directors may decide on the form of the General Meeting of Shareholders in the form of an online conference or a combination of face-to-face conference with an online conference. The order and procedures for the General Meeting of Shareholders to approve a resolution by means of an online conference or a combination of a face-to-face conference with an online conference shall comply with the Regulation on guiding electronic voting of the Company, the Company's Charter, the provisions of the Law on Enterprises, the Law on Securities and relevant legal documents.

Article 10. Resolutions and Minutes of the General Meeting of Shareholders

10.1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. Minutes must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

10.1.1. Name, head office address, enterprise code;

10.1.2. Time and place of the General Meeting of Shareholders;

10.1.3. Agenda and contents of the meeting;

10.1.4. Full name of the chairperson and secretary;

10.1.5. Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;

10.1.6. Number of shareholders and total number of votes of shareholders attending the meeting, Appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

10.1.7. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, for, against or blank votes; the corresponding ratio on the total number of votes of shareholders attending the meeting;

10.1.8. The issues passed and the respective percentage of votes passed;

10.1.9. Full name and signature of the chairperson and secretaries. In case the chairperson or a secretary refuses to sign the meeting minutes, this minutes will take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in this Article. The chairperson and secretary of the meeting or another person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

10.2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretaries of the meeting or other persons who sign the minutes must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

10.3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content of the minutes in Vietnamese shall prevail.

10.4. Resolutions, Minutes of the General Meeting of Shareholders, Appendix of the list of shareholders registered to attend the meeting with signatures of shareholders, written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on disclosure of information on the securities market and must be kept at the head office of the Company.

Article 11. Method of protesting, requesting cancellation of minutes and resolutions of the General Meeting of Shareholders

11.1. Shareholders voting against resolutions on the reorganization of the Company or changes in the rights and obligations of shareholders specified in the Company's Charter have the right to request the Company to redeem their shares in accordance with the provisions of the Charter. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for requesting the company to redeem.

11.2. A request for the Company to redeem shares must be sent in writing to the Company within 10 (ten) days from the date of the General Meeting of Shareholders approves the resolution on the matters specified in Clause 11.1 of this Article.

11.3. Within 90 (ninety) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the vote counting results to collect opinions of the General Meeting of Shareholders, the shareholder or group of shareholders owning 5% or more the total number of ordinary shares or more has the right to request a Competent Court or Arbitrator to consider and annul the decision of the General Meeting of Shareholders in the cases specified in the Law on Enterprises and the Company's Charter. All costs related to the procedure for requesting annulment of a resolution of the General Meeting of Shareholders shall be paid by the requester.

11.4. In the case specified in Clause 11.3 of this Article, such resolutions shall remain effective until another decision is made by the Court or Arbitrator, except for the application of provisional emergency measures under the decision of a competent authority.

CHAPTER 3. BOARD OF DIRECTORS

Article 12. Nomination and self-nomination of members of the Board of Directors

12.1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for shareholders to learn about these candidates before voting. Each candidate for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to perform their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidate for the Board of Directors to be disclosed includes:

12.1.1. Full name, date, month and year of birth;

12.1.2. Qualifications;

12.1.3. Working process;

12.1.4. Other management titles (including the positions of the Board of Directors of other companies);

12.1.5. Interests related to the Company and its related parties;

12.1.6. Other information (if any) as prescribed in the Company's Charter;

12.1.7. The public companies must be responsible for disclosing information about the companies in which the candidates are holding the position of member of the Board of Directors, other management positions and interests related to the of the candidates for the Board of Directors (if any).

12.2. The shareholder or group of shareholders owning at least ten percent (10%) of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

12.3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still not enough as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations according to the provisions of the Company's Charter, Internal Regulation on company administration and Operation Regulation of the Board of Directors. The introduction of more candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors in accordance with the law.

12.4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

Article 13. Number, composition and term of office of members of the Board of Directors

13.1. The number of members of the Board of Directors is at least three (03) people and at most eleven (11) people, including: (01) a Chairman of the Board of Directors, (01) a Vice Chairman of the Board of Directors, independent members and members. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of the Company in each period.

13.2. The term of office of a member of the Board of Directors shall not exceed (05) five years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until new members are elected to replace and take over the job.

13.3. The number of non-executive members of the Board of Directors must satisfy the following requirements:

13.3.1. At least one (01) non-executive member if the Board of Directors consists of three (03) to five (05) members;

13.3.2. At least two (02) non-executive members if the Board of Directors consists of six (06) to eight (08) members;

13.3.3. At least three (03) non-executive members if the Board of Directors consists of nine (09) to eleven (11) members.

The Company minimizes members of the Board of Directors concurrently holding executive positions of the Company to ensure the independence of the Board of Directors.

13.4. The total number of independent members of the Board of Directors must ensure the following provisions:

13.4.1. Have at least one (01) independent member in case the Company has between three (03) and five (05) members of the Board of Directors;

13.4.2. Have at least two (02) independent members in case the Company has between six (06) and eight (08) members of the Board of Directors;

13.4.3. Have at least three (03) independent members in case the Company has between nine (09) and eleven (11) members of the Board of Directors.

13.5. A member of the Board of Directors shall no longer be a member of the Board of Directors in the event of being exempted, dismissed or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

13.6. The appointment of members of the Board of Directors must be disclosed in accordance with the law on disclosure of information on the stock market.

13.7. Members of the Board of Directors are not necessarily shareholders of the Company

13.8. The Board of Directors is elected by the General Meeting of Shareholders on the principle of cumulative voting.

Article 14. Rights and obligations of the Board of Directors

14.1. The Board of Directors is the managerial body of the Company, has full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the discretion of the General Meeting of Shareholders.

14.2. The rights and obligations of the Board of Directors are prescribed by the Company's Charter and the other provision of the law.

Article 15. Salaries, remunerations, bonuses and other benefits of members of the Board of Directors

15.1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance.

15.2. Members of the Board of Directors are entitled to remunerations and bonuses. Remuneration is calculated according to the number of working days necessary to complete the tasks of a member of the Board of Directors and the remuneration per day. The Board of Directors estimates the remuneration of each member on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

15.3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, shown in a separate section in the Company's annual financial statements and must report to the General Meeting of Shareholders at the annual meeting.

15.4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other jobs beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a fixed salary, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

15.5. Members of the Board of Directors have the right to be paid all expenses of travel, accommodation, meals and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

15.6. The members of the Board of Directors may be purchased liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 16. Qualification of members of the Board of Directors

16.1. Members of the Board of Directors must meet the following criteria and conditions:

16.1.1. Not be prohibited from establishing and managing enterprises in Vietnam in accordance with the Law on Enterprises;

16.1.2. Have professional qualifications, experience in business management or experience in the field of securities, finance, banking and not necessarily a shareholder of the Company;

16.1.3. A member of the Board of Directors of a company may only concurrently serve as a member of the Board of Directors or the Members' Council at a maximum of 05 other companies;

16.1.4. A member of the Board of Directors must not concurrently be a member of the Board of Directors, a member of the Members' Council, the General Director (Director) of another securities company;

16.1.5. Members of the Board of Directors must not be family members of the General Director or other managers of the Company; nor of the managers or persons with the authority to appoint managers of the Parent Company;

16.1.6. Any other criteria and conditions as prescribed by law (if any).

16.2. Independent members of the Board of Directors must meet the following criteria and conditions:

16.2.1. Not be a person working for the company, its parent company or its subsidiary; is not a person who has worked for the company, its parent company or its subsidiary for at least three (03) consecutive years;

16.2.2. Not be a person receiving salary or remuneration from the company, except for the allowances that the members of the Board of Directors are entitled to as prescribed;

16.2.3. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or siblings is a major shareholder of the company; or is a manager of the company or its subsidiary;

16.2.4. Not be a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the company;

16.2.5. Not be a person who used to be a member of the Board of Directors or Board of Supervisors of the company for at least the previous five (05) years, except for the case of being appointed continuously for two (02) terms;

16.2.6. Any other criteria and conditions as prescribed by law (if any).

16.3. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the conditions specified in Clause 16.2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date of not meeting the criteria and conditions. The Board of Directors must notify the case that an independent member of the Board of Directors no longer fully meets the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receiving the notice of the relevant independent member of the Board of Directors.

Article 17. Chairman, Vice Chairman of the Board of Directors

17.1. The Chairman of the Board of Directors, the Vice Chairman of the Board of Directors is elected, dismissed, removed by the Board of Directors from among the members of the Board of Directors.

17.2. The Chairman of the Board of Directors must not concurrently be the General Director of the Company.

17.3. The Chairman of the Board of Directors has the following rights and obligations:

17.3.1. Formulate program and plan of activities of the Board of Directors;

17.3.2. Prepare agenda, content and documents for the meeting; convene, preside over and act as chairman of the meeting of the Board of Directors;

17.3.3. Organize the adoption of resolutions and decisions of the Board of Directors;

17.3.4. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

17.3.5. Chairman of the General Meeting of Shareholders;

17.3.6. Other rights and obligations as prescribed by law and the Company's Charter.

17.4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, removed, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the law and the Company's Charter until the new Chairman of the Board of Directors is elected. The Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or decision of dismissal, removal.

17.5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors according to the principles specified in the Company's Charter. In case the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are deceased, are missing, are detained, are serving a prison sentence, are serving administrative handling measures at a compulsory drug rehabilitation establishment, compulsory education establishment, flees from place of residence, is restricted or lost capacity for civil acts, has difficulties in cognition or behavior control, is banned from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one (01) person from among the members to hold the Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

Article 18. Meetings of the Board of Directors

The order and procedures for a meeting of the Board of Directors shall comply with the provisions of the Company's Charter, the Operation Regulation of the Board of Directors and the provisions of law.

Article 19. Exemption, dismissal, replacement and addition of members of the Board of Directors

19.1. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

19.1.1. Fail to meet the standards and conditions as prescribed in Article 16 of this Regulation;

19.1.2. A resignation letter is given and approved;

19.1.3. Other cases as prescribed by law.

19.2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

19.2.1. Not participate in activities of the Board of Directors for 6 consecutive months, except for force majeure cases;

19.2.2. Other cases as prescribed by law.

19.3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; exempt or dismiss members of the Board of Directors, except for the cases specified in Clauses 19.1 and 19.2 of this Article.

19.4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

19.4.1. The number of members of the Board of Directors is reduced by more than one third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one third;

19.4.2. The number of independent members of the Board of Directors is reduced, not guaranteed the ratio as prescribed in Company's Charter;

19.5. Except for the cases specified at Points 19.4.1 and 19.4.2 of this Article, the General Meeting of Shareholders elects a new member to replace the member of the Board of Directors who has been exempted or dismissed at the nearest meeting.

19.6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

Article 20. Company Secretary

When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

20.1. Support to organize the General Meeting of Shareholders and meetings of the Board of Directors; and record meeting minutes;

20.2. Support members of the Board of Directors in the exercise of their assigned rights and obligations;

20.3. Support the Board of Directors in applying and implementing Company Administration principles;

20.4. Support the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

20.5. Other rights and obligations at the request of the Board of Directors.

Article 21. Person in charge of company administration

21.1. The Board of Directors must appoint at least one (01) person in charge of company administration to support Company Administration at the enterprise. The person in charge of company administration may concurrently act as the company secretary according to the provisions of Article 37 of the Company's Charter.

21.2. The person in charge of company administration must not concurrently work for an approved auditing company that is auditing the financial statements of the Company.

21.3. The person in charge of company administration has the following rights and obligations:

21.3.1. Advise the Board of Directors in organizing the General Meeting of Shareholders according to regulations and relevant works between the Company and shareholders;

21.3.2. Prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;

21.3.3. Advise on the procedure of meetings;

21.3.4. Attend meetings;

21.3.5. Advise on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

21.3.6. Provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors and members of Board of Supervisors;

21.3.7. Monitor and report to the Board of Directors on the Company's information disclosure activities;

21.3.8. Act as the point of contact with stakeholders;

21.3.9. Keep information confidential in accordance with the provisions of law and the Company's Charter;

21.3.10. Other rights and obligations as prescribed by law and the Company's Charter.

Article 22. Supporting Sub-committees of the Board of Directors

22.1. The Board of Directors can set up an affiliated Sub-committee to take charge of development policy, human resources, salary and bonus, internal audit, risk management, the number of members of the committee is decided by the Board of Directors to ensure compliance with legal regulations. The committee's activities must comply with the regulations of the Board of Directors. Resolutions of the committee will only take effect when a majority of members attend and vote for approval at the meeting of the committee.

22.2. The implementation of decisions of the Board of Directors, or of a committee directly under the Board of Directors must be in accordance with the current legal provisions and provisions of the Company's Charter, Internal regulations on company administrations.

CHAPTER 4. BOARD OF SUPERVISORS

Article 23. Rights and obligations of the Board of Supervisors

23.1. The rights and obligations of the Board of Supervisors shall comply with the provisions of law and the Company's Charter.

23.2. In addition, the Board of Supervisors has the right to be provided with information, specifically as follows:

23.2.1. Documents and information must be sent to the Board of Supervisors at the same time and in the same manner as for members of the Board of Directors, including:

a. Meeting invitation, opinion form of members of the Board of Directors and enclosed documents;

b. Resolutions, decisions and meeting minutes of the General Meeting of Shareholders and the Board of Directors;

c. Report of the General Director submitted to the Board of Directors or other documents issued by the company.

23.2.2. Supervisors have the right to access files and documents of the company kept at the head office, branches and other locations; and have the right to go to the workplace of the company's managers and employees during working hours.

23.2.3. The Board of Directors, members of the Board of Directors, the Director or General Director, and manager as under the Company's Charter must provide fully, accurately and promptly information and documents on the management, administration and business activities of the company at the request of the Supervisor or the Board of Supervisors.

Article 24. Salary, remunerations, bonuses and other benefits of Supervisors

24.1. Supervisors are paid salary, remunerations, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remunerations, bonuses and other benefits and the annual operating budget of the Board of Supervisors;

24.2. Supervisors are paid for meals, accommodation, travel, expenses for using independent consulting services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

24.3. Wages and operating expenses of the Board of Supervisors are included in the company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be included in a separate section in the company's annual financial statements.

Article 25. Nomination and self-nomination of members of the Board of Supervisors (Member)

25.1. The self-nomination and nomination of members of the Board of Supervisors shall be carried out in the same manner as prescribed in Clauses 28.1 and 28.2, Article 28 of the Company's Charter.

25.2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is not enough, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination according to the provisions of the Company's Charter, Internal regulation on company administrations and Operation regulation of the Board of Supervisors. The introduction of more candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 26. Composition and term of the Board of Supervisors

26.1. The Board of Supervisors of the Company has from three (03) to five (05) supervisors. The specific number of members of the Board of Supervisors will be decided by the General Meeting of Shareholders in accordance with the Company's operational requirements from time to time. The term of the Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms

26.2. In case the Supervisors end their term at the same time, but the Supervisor of the new term has not been elected, the Supervisor whose term has expired will continue to exercise his/her rights and obligations until the Supervisor for the new term is elected and takes her/his duties.

Article 27. Operation method and meetings of the Board of Supervisors

The operation method of the Board of Supervisors is carried out in accordance with the provisions of the Company's Charter, the Operation Regulation of the Board of Supervisors and the Control Process approved by the General Meeting of Shareholders.

Article 28. Standards of Supervisors

28.1. Supervisors must have the following standards and conditions:

28.1.1. Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

28.1.2. Be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the enterprise;

28.1.3. Not being a person with a family relationship with the members of the Board of Directors, the General Director and manager;

28.1.4. Not be a company manager; and not be necessarily a shareholder or employee of the company;

28.1.5. Not work in the accounting and finance department of the company;

28.1.6. Not be a member or employee of an audit organization approved to audit the company's financial statements for the previous 3 years;

28.1.7. Not being a person with a family relationship with the corporate manager of the company and the parent company; the representative of the capital portion of the enterprise, the representative of the state capital portion at the parent company and at the company.

28.1.8. Other standards and conditions as prescribed by relevant laws and the Company's Charter.

28.2. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise. The head of the Board of Supervisors of the company must not concurrently be a member of the Board of Supervisors or a manager of another securities company.

Article 29. Exemption and dismissal of Supervisors

29.1. A member of the Board of Supervisors shall be dismissed in the following cases:

29.1.1. No longer meet the standards and conditions to be a Supervisor as prescribed in Article 28 of Company's Charter;

29.1.2. A resignation letter is given and approved.

29.2. A member of the Board of Supervisors is dismissed in the following cases:

29.2.1. Fail to complete assigned tasks or works;

29.2.2. Fail to perform his/her rights and duties for six (06) consecutive months, except in case of force majeure;

29.2.3. Repeated violations, serious violations of the Supervisor's obligations under the provisions of the Enterprise Law and the Company's Charter;

29.2.4. Other cases according to the resolution of the General Meeting of Shareholders.

Article 30. Head of the Board of Supervisors

30.1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; election, exemption and dismissal are on the principle of majority. The Board of Supervisors must have more than half of the Supervisors residing in Vietnam. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to business activities of the enterprise.

30.2. Rights and obligations of the Head of Board of Supervisors:

30.2.1. Convene a meeting of the Board of Supervisors;

30.2.2. Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;

30.2.3. Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

CHAPTER 5. GENERAL DIRECTOR

Article 31. Appointment, dismissal, duties and powers of the General Director

31.1. The Board of Directors appoints one member of the Board of Directors or hires another person to act as the General Director.

31.2. The General Director is the person who runs the company's daily business; under the supervision of the Board of Directors; takes responsibility before the Board of Directors and before the law for the performance of assigned rights and obligations.

31.3. The term of the General Director shall not exceed 5 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

31.4. The General Director has rights and obligations as prescribed by law and the Company's Charter.

31.5. The General Director must manage the daily business of the company in accordance with the law, the Company's Charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of operating contrary to the provisions of this Clause, causing damage to the company, the General Director shall be responsible before law and must compensate for the damage to the company.

31.6. The Board of Directors has the right to appoint, dismiss, sign contracts, terminate contracts with the General Director and appoint a new General Director to replace. The announcement of appointment, dismissal, contract signing and contract termination for the General Director shall comply with the law on information disclosure of listed companies.

Article 32. Standards and conditions to be the General Director

The General Director of the Company must meet the following standards and conditions:

32.1. Not be prohibited from establishing and managing enterprises in accordance with the Law on Enterprises;

32.2. The General Director must not concurrently work for a securities company, fund management company or another enterprise; The General Director must not be a member of the Board of Directors or a member of the Members' Council of another securities company.

32.3. The General Director must meet the standards specified in Clause 5, Article 74 of the Law on Securities.

32.4. The General Director must not be a related person of any manager, Supervisor of the Company or the Parent Company, representative of state capital, or representative of enterprise capital at the Company or the Parent Company, as stipulated in Point d, Clause 46, Article 4 of the Law on Securities

32.5. Other standards and conditions as prescribed by law.

Article 33. Salary, bonus and other benefits of the General Director

The Board of Directors decides the salary, bonus and other benefits of the General Director according to the results and business performance.

Salaries, bonuses and other benefits of the General Director are shown in a separate section in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Exemption and dismissal of the General Director

The General Director is exempted or dismissed in the following cases:

34.1. No longer meet the standards and conditions to be the General Director as prescribed in this Article;

34.2. Have a resignation letter;

34.3. According to the decision of the Board of Directors;

34.4. Other cases as prescribed by law.

**CHAPTER 6. OPERATION COORDINATION AMONG
THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS
AND THE GENERAL DIRECTOR**

Article 35. Principles of coordination

The Board of Directors, the Board of Supervisors and the General Director coordinate in operation according to the following principles:

35.1. Always for the common interests of the Company.

35.2. Strictly comply with relevant provisions of law, Charter and internal regulations of the Company.

35.3. Work with the highest sense of responsibility, honesty, cooperation and regular communication to solve problems and difficulties (if any).

Article 36. Operation coordination among the Board of Directors, the Board of Supervisors and the General Director

Specific regulations on the operation coordination among the Board of Directors, the Board of Supervisors and the General Director shall comply with the provisions of the Charter, Operation Regulation of the Board of Directors, Operation Regulation of the Board of Supervisors and other internal regulations of the Company.

**CHAPTER 7. EVALUATION, ACTIVITIES OF REWARD AND DISCIPLINE
FOR MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE BOARD OF SUPERVISORS
AND MEMBERS OF THE BOARD OF MANAGEMENT**

Article 37. Performance evaluation of members of the Board of Directors, the Board of Supervisors and the Board of Management

37.1. Evaluation object

37.1.1. The Board of Directors evaluates the activities of the members of the Board of Directors and the positions appointed by the Board of Directors.

37.1.2. The Board of Supervisors evaluates the activities of the members of the Board of Supervisors.

37.1.3. The General Director evaluates the activities of the positions appointed by the General Director.

37.2. Implementation organization

The evaluation of the activities of the members of the Board of Directors, the Board of Supervisors and the Executive Board is carried out on the basis of performance results, business orientation of the Company as assigned by the General Meeting of Shareholders and ensuring the principles of fairness, publicity and transparency.

Article 38. Reward

38.1. Members of the Board of Directors, the Board of Supervisors and the Executive Board with achievements in the management and administration of the Company and other assigned tasks will be considered and rewarded in accordance with the law and the Company.

38.2. Forms of reward, specific standards on reward forms, order and procedures for reward will be implemented in accordance with the Company's Regulation on emulation and commendation.

Article 39. Discipline

39.1. If the members of the Board of Directors, the Board of Supervisors and the Executive Board, in the course of performing their duties, violate the provisions of the law, the Company's Charter and other regulations of the Company, depending on the nature, severity and consequences of the violation, they will be disciplined in accordance with the law and/or the Company.

39.2. The Board of Directors has the authority to decide on discipline for the positions appointed by the Board of Directors. The General Director has the authority to decide on discipline for the positions appointed by the General Director.

39.3. Principles of handling disciplinary violations, forms of handling disciplinary violations, order and procedures for handling disciplinary violations will be implemented in accordance with the Regulation on disciplinary handling and material responsibility of the Company.

CHAPTER 8. IMPLEMENTATION TERM

Article 40. Implementation provisions

40.1. This Regulation consists of eight (08) Chapters and forty (40) Articles and takes effect from the date of approval by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

40.2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Directors and approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

40.3. In case there are provisions of the Law related to corporate governance that have not been mentioned in this Regulation, or there are new provisions of the Law; If the Company's Charter is different from or contradicts the provisions of this Regulation, such new provisions of the Law and the Company's Charter shall naturally be applied and adjusted to the Company's governance activities.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Ngo Van Dzung