

## **PROPOSAL**

**Re: Amendment of Charter and documents on Administration of the Company**

**To: The General Meeting of Shareholders of the Company**

*Pursuant to:*

*- The Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time;*

*- The Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, as amended and supplemented from time to time;*

*- Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities, as amended and supplemented from time to time;*

*- Circular No. 121/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance on the operation of securities companies, as amended and supplemented from time to time;*

*- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding certain articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities;*

*- And other relevant legal documents.*

The Board of Directors of BIDV Securities Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments to the Company Charter and the Company's corporate governance and management documents as follows:

**1. Corporate governance and management documents submitted to the General Meeting of Shareholders for consideration and approval of amendments and supplements:**

- a) The Company Charter;
- b) The Internal Regulation on Corporate Governance;
- c) The Regulation on Operation of the Board of Directors.

## **2. Contents of the amendments and supplements**

### **a) Rationale for the amendments and supplements**

The amendments are proposed to ensure compliance and alignment with:(i)the practical organization and operation of BSC; (ii) the provisions of the 2025 amended Law on Enterprises, Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP, and other relevant laws and regulations.

### **b) Key amendments:**

- Removal of the provision on share redemption, as such provision applies only to enterprises at the time of establishment registration.

- Amendments to certain provisions relating to the convening of the General Meeting of Shareholders at the request of a shareholder or a group of shareholders holding five percent (05%) or more of the total ordinary shares; revision of provisions on obtaining shareholders' written opinions; revision of provisions on the number of non-executive members of the Board of Directors; and revision of provisions on the qualifications and eligibility criteria of members of the Board of Directors.

- Addition of certain provisions on the rights and obligations of the Board of Directors, and provisions on the eligibility criteria of the General Director.

- Revision and refinement of certain wording, terminology, and expressions to ensure consistency with and compliance with relevant laws and regulations.

*\* The detailed amendments are set out in the Draft attached to this Proposal. The explanatory notes on the amendments and the draft amended documents have been published on BSC's website.*

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for consideration and approval.

#### **Recipients:**

- As above;
- Archived at BSC.

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



*[Handwritten Signature]*  
**Ngô Văn Dũng**