

ORIENT COMMERCIAL JOINT STOCK BANK

CHARTER



HCMC, 2024

CHARTER

ORIENT COMMERCIAL JOINT STOCK BANK

INTRODUCTION

Orient Commercial Joint Stock Bank (OCB) is a joint stock commercial bank that is allowed to conduct banking activities and other related business activities according to the provisions of the law for profit purposes, contributing to the realization of the economic goals of the state. OCB's organization and operations are carried out in accordance with this Charter, the regulations of the State Bank of Vietnam, and other relevant laws.

This Charter was decided and approved by the General Meeting of Shareholders of OCB at the General Meeting of Shareholders held on April 15, 2024 and takes effect on July 1, 2024.

Chapter I

DEFINITION AND APPLICATION OF REFERENCE

Article 1 . Definition of terms in the Charter

1. **“OCB”** means Orient Commercial Joint Stock Bank.
2. **“Duration of operation”** means the period of time OCB is allowed to conduct business activities in accordance with the provisions of law, from the date the State Bank of Vietnam issued the Establishment and Operation License. OCB can have its operating term extended based on the decision of the General Meeting of Shareholders and approval by the State Bank of Vietnam.
3. **“Charter capital”** is the capital actually contributed by Shareholders and recorded in the OCB Charter.
4. **“Shareholder”** is a person who owns at least one issued share of OCB.
5. **“Founding Shareholder”** means the Shareholder participating in the adoption of the first Charter of OCB.
6. **“Major shareholder”** is a shareholder of OCB who owns 05% or more of the voting shares of OCB, including the shares that the shareholder indirectly owns.
7. **“Indirect ownership”** means an organization or individual owns the charter capital of OCB through an investment trust or through an enterprise in which that organization or individual owns more than 50% of the charter capital.
8. **“Register of Shareholders”** is a written document and electronic data file. The Register of Shareholders must contain the main contents as prescribed by law.
9. **“Share”** is the charter capital of OCB divided into equal parts, each part is worth VND 10,000.
10. **“Share Certificate”** is a certificate issued by OCB or a book entry confirming ownership of one or several shares of OCB. OCB's Share Certificate are registered Share Certificate according to the provisions of this Charter.

11. **"Dividend"** is the net profit paid per stock in cash or other assets.
12. **OCB's "subsidiary"** is a company in one of the following cases:
 - a) OCB or OCB and related persons of OCB own more than 50% of the charter capital or more than 50% of the voting shares of that company;
 - b) OCB has the right to appoint the majority or all members of the Board of Directors, members of the Board of Members, the General Director (Director) of that company;
 - c) OCB has the right to amend and supplement the Charter of that company;
 - d) OCB or OCB and related persons of OCB directly or indirectly control the adoption of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, and the Board of Members of that company.
13. **"Associate company"** of OCB is a company in which OCB or OCB and related persons of OCB own more than 11% of charter capital or more than 11% of voting share capital, but is not a subsidiary of OCB.
14. **"Independent member of the Board of Directors"** is a member of the Board of Directors who ensures the standards and conditions as prescribed in Article 45 of this Charter.
15. **"OCB Manager"** includes the Chairman of the Board of Directors, members of the Board of Directors, and the General Director.
16. **"OCB executive"** includes the General Director, the Deputy General Director, the Chief Accountant, the Branch Manager, and other executive positions according to regulations on OCB's organizational structure.
17. **"Related person"** is an organization or individual that has a direct or indirect relationship with another organization or individual in one of the following cases:
 - a) Parent company with its subsidiary and vice versa; parent company with the subsidiary of its subsidiary and vice versa; credit institutions with its subsidiaries and vice versa; credit institution with a subsidiary of its subsidiary and vice versa; subsidiaries of the same parent company or the same credit institution; subsidiaries of subsidiaries of the same parent company or of the same credit institution; managers, controllers, members of the Board of Supervisors of a parent company or credit institution, individuals or organizations with authority to appoint these people to the subsidiary and vice versa;
 - b) Company or credit institution with the managers, controllers, and members of the Board of Supervisors of that company or credit institution, or with the company or organization that has the authority to appoint those individuals and vice versa;
 - c) Company or credit institution with an organization or individual owning 05% or more of charter capital or voting share capital in that company or credit institution and vice versa;
 - d) Individuals with spouses; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of spouses, daughters-in-law, sons-in-law; full-siblings, and parents; half-siblings; brother-in-law and sister-in-law, as well as brother-in-law and sister-in-law of half-parents (hereinafter referred to as wife, husband, father, mother, child, brother, sister); paternal and

- maternal grandparents; grandchildren and great-grandchildren; uncle, aunt, niece, and nephew;
- e) Company or credit institution with an individual who has a relationship as prescribed in Point d of this Clause with a manager, controller, member of the Board of Supervisors, capital contributing member, or shareholder owning from 05% or more of the charter capital or voting share capital of that company or credit institution and vice versa;
- f) Authorized individual represents the capital contribution to the organization or individual specified in Points a, b, c, d and e of this Clause with the authorized organization or individual; individuals authorized to represent capital contributions of the same organization;
- g) Other legal entities and individuals with potentially risky relationships for the operations of the credit institution identified according to the internal regulations of the credit institution or according to the written request of the State Bank of Vietnam through inspection and supervision activities.
18. **"Reorganization"** means OCB being divided, separated, consolidated, merged, or converted.
19. **"SBV"** is the abbreviation for the State Bank of Vietnam.
20. **"Law"** refers to all laws, ordinances, decrees, resolutions, regulations, circulars, decisions, and other legal documents issued by Vietnamese government agencies from time to time related to banking activities.
21. **"Enterprise Law"** means the Enterprise Law passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements.
22. **"Law on Credit Institutions"** means the Law on Credit Institutions passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and its amendments and supplements.
23. **"Vietnam"** means the Socialist Republic of Vietnam.

Article 2 . Application of Reference

1. In this Charter, any reference to any regulations or legal documents shall include their amendments, supplements, or replacement legal documents.
2. The titles (chapters, articles) of this Charter are used for convenience in understanding the content and do not affect the content of this Charter.

Chapter II

NAME, ADDRESS AND DURATION OF OPERATION

Article 3 . Name, address and duration of operation

1. Orient Commercial Joint Stock Bank, licensed to operate under the Establishment and Operation License No. 0061/NHGP dated April 13, 1996 issued by the Governor of the SBV, with legal status according to the provisions of Vietnamese law and has the characteristics according to Clauses 2 to 9 of this Article.

2. Bank name:
 - a) Full name in Vietnamese: NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN PHƯƠNG ĐÔNG.
 - b) Full name in English: ORIENT COMMERCIAL JOINT STOCK BANK.
 - c) Abbreviated name: ORIENT COMMERCIAL BANK or OCB.
3. Head office:
 - a) Address: The Hallmark, 15 Tran Bach Dang Street, Thu Thiem Ward, District 2, Thu Duc City, Ho Chi Minh City.
 - b) Phone: (84) 08.38220 960
 - c) Fax: (84) 08.38220 963
 - d) Email: ocb@ocb.com.vn
 - e) Website: www.ocb.com.vn
4. The legal representative of OCB is the Chairman of the Board of Directors.

OCB's legal representative must reside in Vietnam. In case of absence from Vietnam, he/she must authorize, in writing, another person who is the Manager or Executive of OCB residing in Vietnam to exercise their rights and obligations.
5. OCB is allowed to open branches, representative offices, business units, and subsidiaries in the business area to implement the Bank's operational objectives within the scope permitted by law.
6. OCB's charter capital at the time of approving this Charter was VND 20,548,242,940,000. OCB's total charter capital is divided into 2,054,824,294 shares with a par value of VND 10,000/share.
7. OCB has its own seal according to the provisions of the law; has separate accounts opened at SBV, domestic and foreign banks according to SBV's regulations.
8. OCB has a Balance Sheet and Funds in accordance with current law.
9. OCB's operating term is 99 years, from the date the SBV granted its Establishment and Operation License. OCB can have its operating term extended based on the decision of the General Meeting of Shareholders which must be approved by the SBV.

Chapter III

OBJECTIVES, CONTENT AND SCOPE OF ACTIVITIES

Article 4 . Operational objectives

1. OCB's business fields are currency and credit business activities and financial, monetary, and banking services as stipulated in OCB's Establishment and Operation License, Business Registration Certificate, and compliance with the provisions of the Law on Credit Institutions and relevant current regulations of the law to serve customers in accordance with the proposed business strategy.
2. OCB's objective is to become one of the leading joint stock commercial banks in Vietnam; seek profits, accumulate capital to reinvest, expand operations to increase benefits for

shareholders, income for employees, and contribute to realizing the state's socio-economic development goals.

Article 5 . Content and scope of activities

1. Banking activities:

a) Receive demand deposits, term deposits, savings deposits, and other types of deposits.

b) Issue certificates of deposit.

c) Grant credit in the following forms:

- Lending;

- Discount, rediscount;

- Bank guarantee;

- Issuing credit cards;

- Domestic factoring; international factoring;

- Letter of credit;

- Other forms of credit after being approved by the SBV.

d) Open payment accounts for customers.

e) Provide payment facilities.

f) Provide the following payment services:

- Providing domestic payment services, including checks, payment orders, collections, collection orders, letters of credit, bank cards, collection, and payment services;

- Performing international payment services after receiving written approval from the State Bank of Vietnam; Other payment services according to regulations of the Governor of the State Bank of Vietnam.

2. Borrowing, depositing money, buying and selling valuable papers:

a) OCB is allowed to borrow from the State Bank of Vietnam in the form of refinancing according to the provisions of the Law on the State Bank of Vietnam.

b) OCB is allowed to buy and sell valuable papers with the State Bank of Vietnam according to the provisions of the Law on the State Bank of Vietnam.

c) OCB is allowed to lend, borrow, deposit money, receive deposits, buy, and sell valuable papers with a term with credit institutions and foreign bank branches according to the regulations of the Governor of the State Bank of Vietnam.

d) OCB is allowed to borrow from abroad according to the provisions of the law.

3. Account opening:

a) OCB must open a payment account at the State Bank of Vietnam and maintain a required reserve amount on this account.

b) OCB is allowed to open a payment account at a credit institution that provides payment services through the account.

- c. OCB is allowed to open payment accounts abroad in accordance with foreign exchange laws.
4. Organization and participation in payment systems
- a) OCB is allowed to organize internal payments and participate in the national interbank payment system.
- b) OCB can participate in the international payment system when it meets the conditions prescribed by the Government and is approved in writing by the State Bank of Vietnam.
5. Foreign exchange business, provision of foreign exchange services and derivative products
- a) OCB is allowed to do business and provide domestic and foreign customers with the following services and products after receiving written approval from the State Bank of Vietnam:
- Forex;
 - Derivatives on interest rates, foreign exchange, currencies and other financial assets.
- b) OCB's foreign exchange business and provision of foreign exchange services to customers comply with the provisions of foreign exchange law.
6. Entrustment and agency operations, agency delivery
- a) OCB has the right to entrust, receive entrustment, and act as an agent in banking activities, and assign payment agents according to the regulations of the Governor of the State Bank of Vietnam.
- b) OCB is allowed to carry out insurance agency activities in accordance with the provisions of the law on insurance business and the scope of insurance agency activities as prescribed by the Governor of the State Bank of Vietnam.
7. Real estate business activities:
- OCB is not allowed to do real estate business, except in the following cases:
- a) Purchase, investment, ownership of real estate to use as a business headquarters, work location or warehouse facility to directly serve OCB's professional activities;
- b) Leasing part of OCB's unused business headquarters;
- c) Holding real estate due to debt settlement. Within 05 years from the date of the decision to handle real estate collateral, OCB must sell, transfer or buy back this real estate. In the case of repurchasing real estate, it must ensure the purpose of use specified in Point a of this Clause and the investment ratio in fixed assets specified in Clause 3, Article 144 of the Law on Credit Institutions.
8. Other business activities
- a) OCB is allowed to carry out the following other business activities according to the regulations of the Governor of the State Bank of Vietnam:
- Cash management services; treasury services for credit institutions and foreign bank branches; asset preservation services, cabinet rental, safes;

- Provision of money transfer, collection, payment and other payment services without going through an account;
 - Buying and selling State Bank bills and corporate bonds; buying and selling other valuable papers according to law;
 - Currency brokerage services;
 - Gold trading;
 - Other services related to factoring and letters of credit;
 - Consulting on banking activities and other business activities specified in the License.
- b) OCB is allowed to carry out the following other business activities in accordance with relevant laws:
- Buying and selling Government debt instruments, Government guaranteed bonds, local government bonds;
 - Bond issuance;
 - Securities depository;
 - Supervising banking operations;
 - Security asset management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions, foreign bank branches.
- c) OCB is allowed to carry out other business activities related to external banking activities according to the regulations of the Governor of the State Bank of Vietnam, other relevant laws or after receiving written approval from the State Bank of Vietnam.
- d) Sending and receiving capital from credit institutions, foreign bank branches, domestic and foreign financial institutions according to the provisions of law and instructions of the State Bank of Vietnam.
- e) Debt purchasing.
9. Scope of operations: OCB has a scope of business and operations both domestically and internationally in accordance with the provisions of the law.

Article 6 . Capital contribution and share purchase

1. OCB can only use charter capital and reserve funds to contribute capital and buy shares according to Clauses 2, 3, 4 and 8, Article 111 of the Law on Credit Institutions 2024.
2. OCB must establish or acquire subsidiaries and affiliated companies when performing the following business activities:
 - a) Securities underwriting, securities brokerage; management and distribution of securities investment fund certificates; managing stock investment portfolios, as well as buying and selling shares;
 - b) Financial leasing;
 - c) Insurance.
3. OCB is allowed to establish or acquire subsidiaries and affiliated companies operating in the fields of collateral management, remittances, foreign exchange trading, gold, factoring,

- credit card issuance, consumer credit, payment intermediary services, and credit information.
4. OCB is allowed to contribute capital and buy shares of enterprises operating in the following fields:
 - a) Insurance, securities, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, credit information;
 - b) Other fields not specified above after receiving written approval from the State Bank of Vietnam.
 5. OCB establishes and acquires subsidiaries and affiliated companies after receiving written approval from the State Bank of Vietnam.
 6. OCB and its subsidiaries are allowed to buy and hold shares of other credit institutions under the conditions and within the limits prescribed by the Governor of the State Bank of Vietnam.
 7. OCB, subsidiaries is not allowed to contribute capital or buy shares of other businesses and credit institutions that are related to major shareholders or managers of OCB.
 8. OCB, subsidiaries is not allowed to buy shares or contribute capital from other businesses and credit institutions that are shareholders or capital contributing members of OCB.

Article 7 . Ensuring safety in operations

During operations, OCB must comply with regulations on ensuring safety as prescribed in Chapter VI, Law on Credit Institutions, and regulations of the SBV; classify assets as "credit"; and make provisions to handle risks in banking operations according to the regulations of the current law.

Chapter IV

CHARTER CAPITAL AND OPERATIONAL CAPITAL

Article 8 . Charter capital of OCB

1. Charter capital is defined as the total par value of OCB's shares sold to shareholders.
2. OCB's charter capital can be increased from the following sources:
 - a) Reserve fund to supplement charter capital; surplus equity; retained profits; and other funds as prescribed by the law.
 - b) Issue Share Certificates to the public, issue private Share Certificates;
 - c) Convert from convertible bonds into common shares;
 - d) Other sources as prescribed by the law.
3. OCB's charter capital is accounted for in Vietnamese dong (VND).
4. OCB must maintain the real value of its charter capital at least equal to the legal capital level.

Article 9 . Change of Charter Capital

1. Prior to implementation, changes to OCB's Charter Capital must receive approval in writing from both the SBV and the General Meeting of Shareholders.
2. The order, procedures, and documents for approval to change charter capital comply with the regulations of the SBV.
3. The Board of Directors must be responsible before the law for appraising documents, procedures, and conditions for the OCB to change charter capital according to the regulations of the SBV, relevant laws, and this Charter.

Article 10 . Operating capital of OCB

1. Owner's equity:
 - a) Charter capital;
 - b) Differences due to the revaluation of assets and exchange rate differences according to the provisions of the law;
 - c) Share capital surplus;
 - d) Reserve funds to supplement charter capital, investment funds for professional development, financial reserve funds;
 - e) Retained profits.
2. Mobilized capital:
 - a) Capital mobilized from deposits from organizations and individuals;
 - b) Borrowing from domestic and foreign credit institutions;
 - c) Borrowing from the SBV;
 - d) Issuing fake documents.
3. Other capital as prescribed by the law.

Article 11 . Use of capital and assets

1. OCB has the right to change its capital structure and assets to serve the development of business activities.
2. The mobilization of capital and assets between OCB branches is carried out in accordance with the regulations of the Board of Directors.

Article 12 . Safety ratios

1. OCB must maintain the following safety ratios:
 - a) Affordability ratio;
 - b) Minimum capital adequacy ratio of 08% or higher ratio, as prescribed by the Governor of the State Bank of Vietnam in each period;
 - c) Maximum foreign currency and gold compared to equity capital;
 - d) Rate of purchasing, holding, and investing in Government bonds and Government-guaranteed bonds;
 - e) Other safety ratios.

2. OCBs participating in the national interbank payment system must deposit money at the State Bank of Vietnam and hold a minimum number of valuable papers allowed to be pledged according to the regulations of the Governor of the State Bank of Vietnam from time to time.
3. Total capital of OCB invested in other credit institutions, OCB subsidiaries in the form of capital contribution, share purchase, and investments in the form of capital contribution, share purchase to gain control of the enterprises operating in the fields of banking, insurance, and securities must be deducted from their equity capital when calculating safety ratios.

Chapter V

SHARE, SHARE CERTIFICATE, AND BOND

Article 13 . Types of shares

1. OCB has common shares. The owners of common shares are Common Shareholders.
2. OCB may have dividend preferred shares. Dividend preferred shares are shares that pay dividends at a higher rate than the dividend rate of common shares or at a stable annual rate. Annual dividends include fixed dividends and bonus dividends. Fixed dividends do not depend on the business results of the credit institution and are only paid when the credit institution is profitable. In the event that OCB does business at a loss or has a profit but not enough to pay a fixed dividend, the fixed dividend paid for dividend preferred shares will be accumulated in the following years. The specific fixed dividend level and method of determining bonus dividends are decided by the General Meeting of Shareholders and recorded on the share certificates of dividend preferred shares. The total par value of dividend preferred shares is equal to 20% of OCB's charter capital.

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other Managers and Executives of OCB are not allowed to buy dividend preferred shares issued by OCB. The purchaser and the number of dividend preferred shares to be purchased are decided by the General Meeting of Shareholders.

3. Common shares cannot be converted into dividend preferred shares. Dividend preferred shares can be converted into common shares according to the resolution of the General Meeting of Shareholders.
4. OCB always ensures a minimum of 100 shareholders and does not limit the maximum number.
5. Foreign organizations and individuals are allowed to buy shares of OCB according to the provisions of the law.

Article 14 . Share ownership ratio

1. An individual shareholder may not own more than 5% of OCB's charter capital.
2. An institutional shareholder may not own shares exceeding 10% of OCB's charter capital.
3. Shareholders and related persons of that shareholder are not allowed to own shares exceeding 15% of OCB's charter capital. Major shareholders of OCB and related persons

- of that shareholder are not allowed to own shares of 05% or more of the charter capital of another credit institution.
4. The provisions in Clauses 2 and 3 of this Article do not apply to the following cases:
 - a) Owning shares in subsidiaries and affiliated companies that are credit institutions specified in Clauses 2 and 3, Article 111 of the Law on Credit Institutions 2024;
 - b) Owning shares by foreign investors according to legal regulations.
 5. The share ownership ratio specified in Clauses 1 and 2 of this Article includes the number of indirectly owned shares. The share ownership ratio specified in Clause 3 of this Article includes shares entrusted by shareholders to other organizations and individuals to purchase shares and does not include ownership of shares by a related person who is a subsidiary of that shareholder as prescribed in Point a, Clause 9, Article 4 of the Law on Credit Institutions 2024.
 6. The maximum foreign ownership ratio at OCB is 22% of charter capital. In case the law has other provisions, it shall comply with the law.

Article 15 . Share certificate

1. Share certificates are certificates issued by OCB, book entries, or electronic data confirming ownership of one or several shares of OCB. Share certificates have the following main contents:
 - a) Name and address of OCB's headquarters;
 - b) Enterprise code;
 - c) Number of shares and type of shares;
 - d) The par value of each share and the total par value of shares recorded on the share certificates;
 - e) Full name, contact address, nationality, number of ID card, citizen identification card, passport, or other legal personal identification of individual Shareholders; name, permanent address, nationality, establishment decision number, or business registration number of the shareholder who is an organization for registered share certificates;
 - f) Summary of share transfer procedures;
 - g) Sample signature of the legal representative and seal of the OCB;
 - h) Registration number in OCB's Shareholder register and share certificate issuance date;
 - i) Other contents as prescribed in Articles 116, 117 and 118 of the Enterprise Law for share certificates of preferred shares.
2. In the event of errors in the content and form of share certificates issued by OCB, the rights and interests of the owner are not affected. OCB's legal representative must be responsible for damages caused to OCB by those errors.
3. In case the share certificates are lost, torn, burned, or destroyed in another form, the Shareholder will be re-issued the share certificates by OCB at the request of that

Shareholder. Shareholders' proposals must include a commitment to the following contents:

- a) The share certificates have actually been lost, melted, or otherwise destroyed; in case of loss, please further commit that he/she has conducted a thorough search, and if found, he/she will return it to OCB for destruction;
 - b) Being responsible for disputes arising from the re-issuance of new share certificates;
 - c) For share certificates with a nominal value of over VND 10 million, before receiving the request for new share certificates, OCB's legal representative can request the share certificate owner to post a notice of lost, burned, or destroyed share certificates in another form, and after 15 days from the date of posting the notice, OCB will be requested to issue new share certificates.
4. OCB share certificates cannot be used as pledges at OCB itself.
5. Within 10 working days from the date of submitting a complete application to transfer share certificate ownership or within 30 days from the date the Shareholder fully pays for the share certificates committed to purchase, OCB is responsible for issuing share certificates to Shareholders.

Article 16 . Other securities certificates

Bond certificates or other securities certificates of OCB (except for offer letters, temporary certificates and similar documents) will be issued with the legal seal and signature of an authorized representative of OCB, unless the terms and conditions of issuance stipulate otherwise.

Article 17 . Offering of shares

1. The Board of Directors decides the time, method, and price of offering shares among the shares authorized to be offered for sale. The offering price of shares must not be lower than the market price at the time of offering or the most recent book value of the shares, except in the following cases:
 - a) Shares offered for the first time to people who are not founding shareholders;
 - b) Shares offered to all Shareholders in proportion to their existing shares in OCB;
 - c) Shares offered to brokers or guarantors. In this case, the specific discount amount or discount rate must be approved by the number of Shareholders representing at least 65% of the total number of shares with voting rights;
 - d) Other cases and discount levels in those cases are decided by the OCB Shareholders' Meeting.
2. In the event that OCB issues additional common shares and offers those shares to all common Shareholders according to the ratio of Shareholders' existing shares at OCB, it will be implemented according to the following regulations:
 - a) OCB notifies shareholders in writing in a manner that ensures it reaches the shareholder's permanent address. The notice must be published in 03 consecutive issues within 10 working days from the date of notification;
 - b) The notice must contain the following: full name, permanent address, nationality,

- number of ID card, passport, or other legal personal identification of the individual Shareholder; name, permanent residence address, nationality, establishment decision number or business registration number of the Shareholder being an organization; number of shares and current share ratio of Shareholders at OCB, total number of shares expected to be issued and number of share Shareholders are entitled to buy; share offering price; purchase registration deadline; full name and signature of OCB's legal representative. The time limit specified in the notice must be reasonable enough for Shareholders to register to buy shares. Accompanying the notice must be a Purchase Registration Form issued by OCB;
- c) Shareholders have the right to transfer their priority right to buy shares to others;
 - d) If the Share Purchase Registration Form is not sent to OCB on time as notified, the relevant Shareholder will be considered to have not received the priority right to purchase.
 - e) In the event that the number of shares intended to be issued is not fully registered by Shareholders and transferees of priority rights, the remaining number of shares expected to be issued will be decided by the Board of Directors. The Board of Directors may distribute those shares to OCB Shareholders or others in a reasonable manner with conditions no more favorable than those offered to Shareholders, unless otherwise approved by the General Meeting of Shareholders or the shares are sold through the Stock Exchange.
3. OCB's shares are considered sold when the buyer pays in full for the purchase price and the information about the buyer specified in Clause 2, Article 24 of this Charter is correctly and fully recorded in the Shareholder register, and from that time on, the share buyer becomes an OCB Shareholder.

Article 18 . Transfer of shares

1. Shareholders who are individuals, shareholders who are organizations whose capital contribution representative at OCB is a member of the Board of Directors, a member of the Board of Supervisors, or the General Director of OCB are not allowed to transfer their shares during the hold position.

The representative of the capital contribution specified in this Clause does not include the representative of the State's capital contribution at OCB.
2. While dealing with the consequences of personal liability according to the resolutions and decisions of the General Meeting of Shareholders or the decisions of the State Bank of Vietnam, members of the Board of Directors, members of the Board of Supervisors, and the General Director are not allowed to transfer shares, except in one of the following cases:
 - a) Members of the Board of Directors, members of the Board of Supervisors, and the General Director are authorized representatives of shareholders who are organizations that are merged, consolidated, divided, separated, dissolved, or bankrupt according to the provisions of law;
 - b) Members of the Board of Directors, members of the Board of Supervisors, and the General Director are forced to transfer shares according to legally effective court judgments

or decisions;

c) Members of the Board of Directors, members of the Board of Supervisors, and the General Director transfer shares to other investors to implement the recovery plan, to transfer the entire capital contribution, and to comply with the approved compulsory transfer plan.

3. The transfer of listed shares and registration for trading of OCB is carried out in accordance with the provisions of securities law.

Article 19 . Redemption of shares at the request of Shareholders

1. Shareholders who voted not to approve the decision to reorganize OCB or change the rights and obligations of Shareholders specified in the OCB Charter have the right to request that OCB buy back their shares. The request must be in writing, clearly stating the name and address of the Shareholder, the number of shares of each type, the intended sale, and the reason for requesting OCB to repurchase. The request must be sent to OCB within 10 working days from the date the General Meeting of Shareholders passed the decision on the issues specified in this clause.
2. OCB must buy back shares at the request of Shareholders specified in Clause 1 of this Article at a price decided by the Board of Directors within 90 days from the date of receipt of the request. In the event that a price cannot be agreed upon, the Shareholder can sell the shares to another person, or the parties can request a professional valuation organization. OCB introduces at least three professional valuation organizations for Shareholders to choose from, and that choice is the final decision.

Article 20 . Buyback of shares according to the OCB's decision

1. With the conditions prescribed in Clause 1, Article 21 of this Charter, OCB has the right to repurchase no more than 30% of the total number of common shares sold, or part or all of the dividend preferred shares sold, according to the provisions of Clauses 2, 3, 4, and 5 of this Article.
2. The Board of Directors has the right to decide to buy back no more than 10% of the total number of shares of each type offered for sale every twelve months. In other cases, the General Meeting of Shareholders makes the decision to repurchase shares.
3. The Board of Directors decides the share repurchase price. For common shares, the repurchase price must not be higher than the market price at the time of repurchase, except for the cases specified in Clause 4, this Article. For other types of shares, if OCB and the relevant Shareholders have no other agreement, the repurchase price must not be lower than the market price.
4. OCB can buy back the shares of each Shareholder in proportion to their share ratio. In this case, OCB's decision to repurchase shares must be notified by a method that ensures it reaches all Shareholders within 30 days from the date that decision is approved. The notice must contain the name and address of OCB's headquarters, the total number of shares and types of shares to be repurchased, the repurchase price or repurchase pricing principles, payment procedures and deadlines, and procedures and deadlines for Shareholders to offer their shares to OCB.
5. Shareholders who agree to resell their shares must send their share offer by guaranteed

method to OCB within 30 days from the date of notification. The offering must include the full name, permanent residence address, number of ID card, passport, or other legal personal identification of the individual Shareholder; name, permanent address, nationality, establishment decision number, or business registration number of the Shareholder being an organization; number of shares owned and number of shares offered; payment methods; and the signature of the Shareholder or the Shareholder's legal representative. OCB only buys back shares offered within the above time limit.

6. OCB's repurchase of its own shares as treasury shares must meet the conditions and procedures of the law for public companies and the SBV.

Article 21 . Payment conditions and handling of repurchased shares

1. In addition to other restrictions on public companies according to relevant laws, OCB can only buy back shareholders' shares if, after paying the full amount corresponding to the number of shares to be bought back, it still ensures safety ratios in banking operations and the real value of charter capital does not decrease below OCB's legal capital level.
2. Share certificates confirming ownership of repurchased shares must be destroyed immediately after the corresponding shares have been paid in full. The Chairman of the Board of Directors and the General Director must be jointly responsible for damages caused to OCB by not destroying or delaying the destruction of share certificates.

Article 22 . Issuing bonds

1. OCB has the right to issue bonds, convertible bonds, and other types of bonds according to the provisions of OCB's Charter, the Law on Credit Institutions, the Law on Enterprises and other relevant legal regulations.
2. Except for cases falling under the duties and powers of the General Meeting of Shareholders, the Board of Directors has the right to decide on the issuance of bonds (privately and to the public), including but not limited to bond type, total bond value, interest rate and issuance time, issuance plan, and documents related to bond issuance.

Chapter VI

MANAGEMENT STRUCTURE

Article 23 . Management organization structure

1. Organizational structure of OCB's operational network:
 - a) OCB is allowed to open branches, representative offices, transaction offices, automatic transaction machines, public service units, and other affiliated units on the basis of compliance with the provisions of the law, instructions of the SBV, and competent state agencies;
 - b) OCB has the right to invest capital, contribute capital to establish, buy stocks, and enter into joint ventures to establish subsidiaries, affiliated companies, and affiliated units on the basis of compliance with the provisions of the Law on Enterprises, the Law on Credit Institutions, and other relevant legal regulations.
2. The decision to establish, contribute capital, withdraw capital, or terminate operations of

- the units specified in Clause 1 of this Article falls under the authority of the General Meeting of Shareholders, the Board of Directors, or other management agencies of OCB on the basis of compliance with the provisions of this Charter and other relevant provisions of the law.
3. OCB's organizational and management structure includes:
 - a) General Meeting of Shareholders;
 - b) Board of Directors;
 - c) Board of Supervisors;
 - d) General Director.
 4. The Board of Directors must specifically stipulate the structure, functions, and tasks of the executive management apparatus in accordance with the provisions of the law and the scale of OCB's business activities in each period.
 5. The Board of Directors and the Board of Supervisors must establish an authorization and assignment mechanism within the Board of Directors, the Board of Supervisors, the General Director, and the supporting apparatus in accordance with other provisions of the law to ensure safe, effective, and smooth banking management and operations.

Chapter VII

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 24 . Register of Shareholders and establishment of a List of Shareholders

1. OCB must prepare and maintain the Register of Shareholders from the time the Business Registration Certificate is granted. The Register of Shareholders is prepared in writing and in electronic data sets.
2. The Register of Shareholders has the following main contents:
 - a) Name and address of OCB's headquarters;
 - b) Total number of shares authorized to be offered for sale, types of shares authorized to be offered, and number of shares authorized to be offered for each type;
 - c) Total number of shares sold of each type and value of contributed capital;
 - d) Full name, contact address, nationality, number of ID card, passport, or other legal personal identification for individual Shareholders; name, permanent address, nationality, establishment decision number, or business registration number for shareholders who are organizations;
 - e) Number of shares for each type of each Shareholder, date of share registration.
3. The Register of Shareholders is kept at the headquarters of OCB or other organizations with the function of keeping the register of Shareholders. Shareholders have the right to check, look up, extract, or copy the name and contact address of the Shareholder in the Register of Shareholders.
4. Preparing the List of Shareholders:

- a) OCB specifically stipulates the time to establish a List of Shareholders entitled to Shareholder rights and must ensure that Shareholders have enough time to register changes in themselves and the number of existing shares they own with OCB before the above-mentioned time;
- b) For share transfer transactions arising during the period from the date of closing the List of Shareholders to the date the Shareholders' rights are exercised, the transferor is the person entitled to the Shareholders' rights.

Article 25 . Rights of Shareholders

1. Common Shareholders have the following rights:
 - a) Attend and express opinions at General Meetings of Shareholders and exercise voting rights directly or through an authorized representative; each common share has one vote;
 - b) Receive dividends according to the resolution of the General Meeting of Shareholders;
 - c) Priority in purchasing newly offered shares corresponding to the proportion of common shares held by each Shareholder in the OCB;
 - d) Transfer shares and share purchase rights to other shareholders of OCB or other organizations and individuals according to the provisions of the law and OCB's Charter.
 - e) View, look up, and extract information about names and contact addresses in the List of Shareholders with voting rights; request correction of your inaccurate information.
 - f) View, look up, extract, copy OCB's Charter, minutes book of the General Meeting of Shareholders, resolutions and decisions of the General Meeting of Shareholders.
 - g) Receive the remaining assets corresponding to the number of shares owned at OCB when OCB dissolves or goes bankrupt.
 - h) Authorize others in writing to exercise their rights and obligations; the authorized persons may not run for election in their own capacity.
 - k) Stand for and nominate people to the Board of Directors and the Board of Supervisors according to the provisions of OCB's Charter as follows. The list of candidates must be sent to the Board of Directors within the deadline prescribed by the Board of Directors.
 - Shareholders and groups of Shareholders owning from 5% to less than 15% of the total common shares may nominate a maximum of 1 candidate;
 - Shareholders and groups of Shareholders owning from 15% to less than 25% of the total common shares are allowed to nominate a maximum of 2 candidates;
 - Shareholders and groups of Shareholders owning from 25% to less than 35% of the total common shares can nominate up to 3 candidates;
 - Shareholders and groups of Shareholders owning from 35% to less than 45% of the total common shares can nominate up to 4 candidates;
 - Shareholders and groups of Shareholders owning from 45% to less than 55% of the total common shares can nominate up to 5 candidates;
 - Shareholders and groups of Shareholders owning from 55% to less than 65% of the total common shares can nominate up to 6 candidates;

- Shareholders and groups of Shareholders owning from 65% to less than 75% of the total common shares can nominate up to 7 candidates;
 - Shareholders and groups of Shareholders owning from 75% to less than 85% of the total common shares can nominate up to 8 candidates.
 - Shareholders and groups of Shareholders owning from 85% to less than 95% of the total common shares can nominate a maximum of 9 candidates.
- l) Shareholders or groups of shareholders owning 05% or more of the total common shares have the right to nominate people to the Board of Directors and the Board of Supervisors.
2. Shareholders or groups of Shareholders owning 5% or more of the total common shares have the following additional rights:
- a) Review, look up, and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, transaction contracts that must be approved by the Board of Directors and other documents, except documents related to trade secrets and business secrets of OCB;
 - b) Request to convene a meeting of the General Meeting of Shareholders in the case specified in Clause 3 of this Article;
 - c) Request the Board of Supervisors to examine each specific issue related to the management and operation of OCB when deemed necessary. The request must be in writing; it must have: name, contact address, nationality, number of ID cards, passports, or other legal personal identification for Shareholders who are individuals; name, permanent address, nationality, establishment decision number, or business registration number for shareholders who are organizations; number of shares and time of share registration for each Shareholder, total number of shares of the entire group of Shareholders and ownership ratio of OCB's total shares; issues to be inspected, purpose of inspection;
 - d) Other rights as prescribed by the law.
3. A shareholder or group of shareholders specified in Clause 2 of this Article has the right to request to convene a General Meeting of Shareholders in the following cases:
- a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority;
 - b) Other cases according to the law and OCB Charter.

The request to convene a meeting of the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of individual for individual shareholders; name, business code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio of the total shares of the company, grounds and reasons for requesting to convene a General Meeting shareholders. Accompanying the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the extent of violations or decisions exceeding authority.

4. Shareholders who own dividend preferred shares have the same rights and obligations as common shareholders, except for voting rights, attending the General Meeting of Shareholders, and nominating people to the Board of Directors and the Board of Supervisors.
5. Shareholders who are organizations have the right to appoint one or more authorized representatives to exercise their Shareholder rights in accordance with the provisions of the law; In the event that more than 1 authorized representative is appointed, the number of shares and number of votes of each representative must be specifically determined. The appointment, termination, or change of an authorized representative must be notified in writing to OCB as soon as possible. The notice must contain the following main contents:
 - a) Name, permanent address, nationality, number and date of decision on establishment or business registration of the Shareholder;
 - b) Number of shares, type of shares, and date of shareholder registration at OCB;
 - c) Full name, permanent residence address, nationality, number of ID card, passport, or other legal personal identification of the authorized representative;
 - d) Number of shares authorized to represent;
 - e) Duration of authorized representation;
 - f) Full name and signature of the authorized representative and legal representative of the Shareholder.

Article 26 . Obligations of OCB Common Shareholders

1. OCB Shareholders must perform the following obligations:
 - a) Pay in full the amount corresponding to the number of shares committed to purchase within the time limit prescribed by OCB; Be responsible for debts and other property obligations of OCB within the scope of equity capital contributed to OCB.
 - b) Do not withdraw contributed capital from OCB in any form that leads to a reduction in OCB's charter capital, except for the case specified in Article 65 of the Law on Credit Institutions 2024;
 - c) Be responsible before the law for the legality of capital contribution, purchase, and transfer of shares at OCB; Do not use capital from credit institutions, foreign bank branches, or capital from issuing corporate bonds to buy or transfer shares of OCB; Do not contribute capital or buy shares of OCB under the name of another individual or legal entity in any form, except in the case of entrustment according to the provisions of the law;
 - d) Comply with OCB's Charter and internal regulations;
 - dd) Comply with resolutions and decisions made by the General Meeting of Shareholders and the Board of Directors;
 - e) Take responsibility when acting in the name of OCB in any form to commit acts that violate the law, conduct business or other transactions for personal gain or to serve the interests of other organizations or individuals;
 - g) Keep confidentiality of information provided by OCB according to the provisions of the law and OCB's Charter; Only use the information provided to exercise and protect your

legitimate rights and interests; Do not distribute, copy or send information provided by OCB to other organizations or individuals.

2. Shareholders who receive entrusted investments from other organizations or individuals must provide OCB with information about the true owner of the shares they entrust to invest in OCB. OCB has the right to suspend the shareholder rights of entrusted shareholders in the event that these shareholders do not provide information or provide incomplete or inaccurate information about the true owner of the shares.

Article 27 . General Meeting of Shareholders

1. The General Meeting of Shareholders holds an annual meeting within 04 months from the end of the fiscal year.
2. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of OCB. The General Meeting of Shareholders has the following duties and powers:
 - a) Approve OCB's development orientation;
 - b) Approve the Charter, amend, and supplement the Charter of OCB;
 - c) Approve regulations on the organization and operations of the Board of Directors and Board of Supervisors;
 - d) Decide on the number of members of the Board of Directors and the Board of Supervisors for each term; elect, dismiss, additionally elect, and replace members of the Board of Directors and members of the Board of Supervisors in accordance with the standards and conditions prescribed by law and OCB's Charter;
 - dd) Decide on remuneration, bonuses, and other benefits for members of the Board of Directors, members of the Board of Supervisors, and the operating budget of the Board of Directors and the Board of Supervisors;
 - e) Consider and handle, according to the authority of the Board of Directors and the Board of Supervisors, violations that cause damage to OCB and OCB shareholders;
 - g) Decide on the organizational and management structure of OCB;
 - h) Approve the plan to change the charter capital level; Approve the share offering plan, including the type of shares and number of new shares to be offered;
 - i) Approve the plan to buy back the sold shares;
 - k) Approve the plan to issue convertible bonds;
 - l) Approve the plan specified in Article 143 of the Law on Credit Institutions;
 - m) Approve annual financial reports; a profit distribution plan after completing tax obligations and other financial obligations of OCB;
 - n) Approve reports of the Board of Directors and the Board of Supervisors on the implementation of assigned tasks and powers;
 - o) Decide on establishing or converting legal forms of commercial presence abroad, OCB subsidiaries;
 - p) Approve the capital contribution plan, purchase and sale of shares, and capital

contributions of credit institutions at enterprises and other credit institutions whose capital contribution value, expected purchase price, or book value in case of selling shares or capital contributions with a value of 20% or more of OCB's charter capital recorded in the most recent audited financial report;

q) Approve decisions to invest, buy, and sell fixed assets of credit institutions where the investment level, expected purchase price, or original price in the case of selling fixed assets is worth from 20% of the charter capital or more of the credit institution recorded in the most recent audited financial report;

r) Approve contracts and other transactions with a value of 20% or more of OCB's charter capital recorded in the most recent audited financial report between OCB and members of the Board of Directors, members of the Board of Supervisors, General Director, major shareholder of OCB; Related persons of managers, members of the Board of Supervisors, major shareholders of OCB; OCB's subsidiaries and affiliated companies, except in cases where OCB is implementing a mandatory transfer plan;

s) Decide on division, separation, consolidation, merger, conversion of legal form, dissolution, or request the Court to open bankruptcy procedures for OCB;

t) Decide on selecting an independent audit organization according to the provisions of Article 59 of the Law on Credit Institutions;

u) Decide on solutions to overcome major financial fluctuations in OCB.

v) Decide on authorizing the Board of Directors to decide to select an independent audit organization qualified according to the regulations of the State Bank of Vietnam to audit OCB's operations in the next fiscal year before the end of the fiscal year.

x) Export debts that have been resolved risks off the off-balance sheet if after a minimum period of 05 years from the date of using provisions to handle risks and after all measures to recover debt have been taken but cannot be recovered.

3. Decisions on the contents specified in Points a, d, e and s, Clause 2 of this Article must be approved by voting at the General Meeting of Shareholders.

Article 28 . Authority to convene the General Meeting of Shareholders

1. The Board of Directors must convene an annual meeting of the General Meeting of Shareholders according to the provisions of Article 27 of this Charter and convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
- a) The Board of Directors considers it necessary for the benefit of the credit institution;
 - b) The number of remaining members of the Board of Directors is less than 05 members;
 - c) The number of remaining members of the Board of Supervisors is less than 05 members;
 - d) At the request of a Shareholder or group of Shareholders specified in Clause 3, Article 25, this Charter;
 - e) At the request of the Board of Supervisors;
 - f) Decide on the content at the request of the State Bank of Vietnam when an event that affects the safety of the credit institution's operations occurs;

g) Other cases specified in OCB's Charter.

2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date of the number of remaining members of the Board of Directors as specified in point b or receipt of the request specified in points c, d, and e, clause 1 of this Article.

In the event that the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors must be responsible before the law and must compensate for damages incurred to OCB.

3. In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed in Clause 2, this Article, within the next 30 days, the Board of Supervisors replaces the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of this Charter.

In the event that the Board of Supervisors does not convene a meeting of the General Meeting of Shareholders as prescribed, the Head of the Board of Supervisors must be responsible before the law and must compensate OCB for damages incurred.

4. In case the Board of Supervisors does not convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, this Article, Shareholders or groups of Shareholders specified in Clause 2, Article 25, of this Charter have the right to replace the Board of Directors and the Board of Supervisors to convene a General Meeting of Shareholders according to the provisions of this Charter.

In this case, the Shareholder or group of Shareholders convening the General Meeting of Shareholders can request that the business registration agency supervise the convening and conduct of the meeting if deemed necessary.

5. The convener must prepare a list of Shareholders with the right to attend the General Meeting of Shareholders, provide information and resolve complaints related to the list of Shareholders, prepare the agenda and content of the meeting, prepare documents, determine meeting time and location, and send meeting invitations to each Shareholder with the right to attend the meeting according to the provisions of this Charter.
6. Expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clauses 2, 3, and 4 of this Article will be reimbursed by OCB.

Article 29 . List of Shareholders with the right to attend the General Meeting of Shareholders

1. The List of Shareholders with the right to attend the General Meeting of Shareholders is prepared based on OCB's Register of Shareholders. The List of Shareholders with the right to attend the General Meeting of Shareholders is drawn up no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders.
2. The List of Shareholders with the right to attend the General Meeting of Shareholders must include the full name, contact address, nationality, number of Citizen Identification Card, ID Card, Passport, or other legal personal identification of individual shareholders; name, enterprise code or establishment decision number, head office address of the shareholder being an organization; number of shares of each type, number and shareholder

registration date of each shareholder.

3. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders with the right to attend the General Meeting of Shareholders; request to correct incorrect information or supplement necessary information about themselves in the list of shareholders with the right to attend the General Meeting of Shareholders. OCB managers must promptly provide shareholder registration information, amend and supplement incorrect information at the request of shareholders; at the same time, be responsible for compensating for damages arising from not providing or not providing timely or accurate Register of Shareholders information as requested. The order and procedures for requesting information in the shareholder register comply with OCB's internal regulations.

Article 30 . Agenda and content of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must prepare a list of Shareholders with the right to attend the meeting and vote; prepare the meeting agenda, content, documents, and draft resolutions for each issue on the agenda; determine the time and location of the meeting; and send a meeting invitation to Shareholders entitled to attend the meeting.
2. Shareholders or groups of Shareholders specified in Clause 2, Article 25, of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to OCB at least 03 working days before the opening date. The proposal must clearly state the name of the Shareholder, the number of each type of Shareholder's shares, and the proposed issue to be included in the meeting agenda.
3. The convener of the General Meeting of Shareholders only has the right to refuse the proposal specified in Clause 2 of this Article if one of the following cases exists:
 - a) The petition is sent on time, is not complete, or has the wrong content;
 - b) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
 - c) The proposed issue requires preparation time or needs a basis for resolution that the General Meeting of Shareholders cannot meet immediately at the meeting.
4. The convenor of the General Meeting of Shareholders must accept and include the recommendations specified in Clause 2 of this Article in the proposed agenda and content of the meeting, except for the cases specified in Clause 3, this Article; The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 31 . Invitation to the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must send a meeting invitation to all shareholders on the List of Shareholders with the right to attend the meeting at least 21 days before the opening date. The meeting invitation must include the name, head office address, and business code; the name and contact address of shareholder, meeting time, location and other requirements for meeting attendees.
2. The notice shall be sent by a method guaranteed to reach the shareholder's contact

address; at the same time, post it on the company's website and publish it in central or local daily newspapers when deemed necessary.

3. The meeting invitation must be sent with the following documents:
 - a) Meeting agenda, documents used in the meeting, and draft resolutions for each issue on the meeting agenda;
 - b) Voting ballot;
 - c) Form appointing an authorized representative to attend the meeting.
4. Sending meeting documents according to the meeting invitation specified in Clause 3 of this Article can be replaced by posting on OCB's website. In this case, the meeting invitation must clearly state where and how to download documents, and OCB must send meeting documents to shareholders if requested by shareholders.

Article 32 . Right to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders who are organizations can directly attend the meeting, authorize in writing one or several other individuals or organizations to attend the meeting, or attend the meeting through one of the following methods: forms specified in Clause 2 of this Article. If a shareholder is an organization that does not have an authorized representative as prescribed in Clause 5, Article 25 of this Charter, he/she shall authorize another person to attend the General Meeting of Shareholders.

Authorization for a representative to attend the General Meeting of Shareholders must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. The person authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room.

2. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
 - a) Attend and vote directly at the meeting;
 - b) Authorize another person to attend and vote at the meeting;
 - c) Attend and vote through online conferences, electronic voting or other electronic forms;
 - d) Send votes to the meeting via mail, fax, or email.

Article 33 . Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when the number of Shareholders attending the meeting represents more than 50% of the total number of shares with voting rights.
2. In case the first meeting does not meet the conditions to proceed as prescribed in Clause 1 of this Article, a second meeting may be convened within thirty days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents at least 33% of the total number of shares with voting rights.

3. In case the second General Meeting of Shareholders cannot be held due to not having the necessary number of delegates, the third General Meeting of Shareholders may be convened within 20 days from the intended date of holding the second General Meeting of Shareholders, in this case, the General Meeting of Shareholders is conducted regardless of the number of Shareholders or authorized representatives attending, is considered valid, and has the right to decide all issues that the first General Meeting of Shareholders can ratify.
4. Only the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting invitation according to the provisions of Article 31 of this Charter.

Article 34 . Procedures for conducting the General Meeting of Shareholders

1. Before the opening day of the meeting until the day of holding the General Meeting of Shareholders, OCB carries out procedures to register Shareholders and conducts the registration until all Shareholders with the right to attend the meeting are present and registered.
2. Shareholders who arrive late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the General Meeting of Shareholders. The Chairman is not responsible for stopping the meeting to allow late Shareholders to register, and the validity of votes conducted before late Shareholders attend will not be affected.
3. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors; in case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the principle of majority; in case the chairperson cannot be elected, the Head of the Executive Control Board will have the General Meeting of Shareholders elect a chairperson of the meeting, and the person with the highest number of votes will be the chairperson of the meeting.
4. The Chairman can request a number of people to join the Presidium to co-chair the meeting.
5. The chairperson elects to nominate one or more secretaries to prepare meeting minutes.
6. The General Meeting of Shareholders appoints the Vote Counting Committee at the request of the meeting chairman. If the General Meeting of Shareholders does not appoint, the Chairman will appoint the Vote Counting Committee. The number of members of the Vote Counting Committee must not exceed 03 people.
7. The meeting agenda and content must be approved by the General Meeting of Shareholders in the opening session.
8. The Chairman's decision on the order, procedures, or events arising outside the agenda of the General Meeting of Shareholders will have the highest judgment.
9. The Chairman of the General Meeting of Shareholders has the right to postpone a General Meeting of Shareholders where a sufficient number of people have registered to attend the meeting for a maximum of no more than 03 working days from the date the meeting is scheduled to open and can only postpone the meeting or change the meeting location in

the following cases:

- a) The meeting location does not have enough convenient seats for all meeting attendees;
 - b) Information facilities at the meeting location do not ensure that shareholders attending the meeting can participate, discuss, and vote;
 - c) Someone attending the meeting obstructs, disrupts order, and threatens to prevent the meeting from being conducted fairly and legally.
10. In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 9, this Article, the General Meeting of Shareholders elects another person from among the attending members to replace the Chairman to run the meeting until the end, and all resolutions passed at that meeting are effective.
11. The Chairman of the meeting or the Secretary of the meeting may carry out activities that they deem necessary to control the General Meeting of Shareholders in a reasonable and orderly manner or so that the meeting reflects the wishes of the majority of attendees.
12. The Board of Directors may require Shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or security measures that the Board of Directors deems appropriate. In case any Shareholder or authorized representative fails to comply with the above regulations on inspection or security measures, the Board of Directors, after careful consideration, may refuse or expel the above Shareholders or representatives from participating in the meeting.
13. The Board of Directors, after careful consideration, may take measures deemed appropriate by the Board of Directors to:
- a) Adjust the number of people present at the main location of the General Meeting of Shareholders.
 - b) Ensure safety for everyone present at that location;
 - c) Create conditions for Shareholders to attend (or continue to attend) the meeting.
- The Board of Directors has full authority to change the above measures and apply all measures if the Board deems necessary. Measures may include issuing admission documents or using other options.
14. In the event that the above measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the meeting location, may:
- a) Announce that the meeting will be held at the location stated in the notice and that the Chairman of the meeting will be present there (Main location of the meeting);
 - b) Arrange and organize so that Shareholders or authorized representatives who cannot attend the meeting according to these Articles or those who want to participate at a location other than the main location of the meeting can simultaneously attend the meeting;
 - c) The notice of the meeting does not need to detail the organizational measures according to this Article.

Article 35 . Approval of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders passes resolutions within its authority by voting at the meeting or soliciting written opinions.
2. When registering Shareholders, OCB will issue each Shareholder or authorized representative with the right to vote a Voting Card, on which the number of votes and other factors will be recorded. If the Organizing Committee of the General Meeting of Shareholders considers it necessary for Shareholders or authorized representatives to use it to vote at the meeting. When voting at the meeting, the Chairman decides the order of counting the number of approval cards, the number of disapproval cards, and the number of no-opinion votes. The total number of votes for, against, and no opinion on each issue will be announced by the Chairman before closing the meeting.
3. The resolution of the General Meeting of Shareholders is passed at the meeting when the following conditions are met:
 - a) Except for the cases specified in Point b of this Clause and Clause 5 of this Article, the resolution of the General Meeting of Shareholders is passed at the meeting when the number of Shareholders representing more than 50% of the total votes of all Shareholders attending the meeting approve or when approved by the number of shareholders representing more than 50% of the total votes of all shareholders in case of written opinions;
 - b) For decisions on the issues specified in Points h and q, Clause 2, Article 27 of this Charter, it must be approved by the number of shareholders representing more than 65% of the total votes of all shareholders attending the meeting or when approved by the number of shareholders representing more than 65% of the total votes of all shareholders in case of written opinions;

For decisions on the content specified in Point s, Clause 2, Article 27 of the Charter, it must be approved by the number of shareholders representing more than 65% of the total votes of all shareholders attending the meeting;
 - c) For issues specified in Points a, d, e and s, Clause 2, Article 27, must be approved by voting at the General Meeting of Shareholders.
4. In case a Shareholder attending the meeting is a related person without voting rights, the resolution of the General Meeting of Shareholders on that issue will be passed when there is at least 50% or 65% of the total votes with voting rights. corresponding to the provisions in Points a and b, Clause 3 of this Article.
5. Voting to elect members of the Board of Directors and members of the Board of Supervisors must be carried out by the cumulative voting method; accordingly, each Shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors and Shareholders have the right to aggregate their total votes for one or several candidates.

The person elected to be a member of the Board of Directors or a member of the Board of Supervisors is determined by the number of votes counted from high to low, starting with the candidate with the highest number of votes until the number of members specified in this Charter is reached. If there are 2 or more candidates with the same number of votes for the final member of the Board of Directors or Board of Supervisors, the General Meeting

of Shareholders will vote by Voting Card to select the highest ranked person. Prioritize as follows: have longer seniority as a member of the Board of Directors, have higher equity, and are older (based on date of birth); or decide to conduct a re-election among candidates with an equal number of votes.

6. Decisions passed at the General Meeting of Shareholders with direct and authorized Shareholders attending representing 100% of the total voting shares, are legal and valid even if the order and procedures for convening, the content of the meeting agenda, and the meeting procedure are not followed in accordance with regulations.
7. The decision of the General Meeting of Shareholders must be notified to Shareholders with the right to attend the General Meeting of Shareholders within 15 days from the date the decision is approved.

Article 36 . Authority and procedures for collecting written opinions from Shareholders to approve decisions of the General Meeting of Shareholders

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve a decision of the General Meeting of Shareholders at any time if deemed necessary for the benefit of OCB, except for the cases specified in points a, d, e and s Clause 3, Article 27, this Charter.
2. The Board of Directors must prepare opinion forms, draft decisions of the General Meeting of Shareholders and documents explaining the draft decisions. Opinion forms, accompanied by the draft decision and explanatory documents, must be sent to all Shareholders with voting rights no later than 10 days before the deadline to return the opinion forms;
3. The opinion form must have the following main contents:
 - a) Name, head office address, number, and date of issuance of the Business Registration Certificate, place of business registration of OCB;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, legal document number of individual for individual shareholders; name, business code or legal document number of the organization or full name, contact address, nationality, legal document number of the individual for representatives of shareholders who are organizations; number of shares of each type and number of votes of Shareholders;
 - d) Issues requiring comments to pass a decision;
 - e) Voting options include approval, disapproval, and no opinion;
 - f) Deadline to send completed opinion forms to OCB;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. The answered opinion form must have the signature of the individual Shareholder, the authorized representative, or the legal representative of the organizational Shareholder.

Opinion forms sent to OCB must be kept in sealed envelopes, and no one is allowed to open them before counting the votes. Opinion forms sent to OCB after the deadline specified in the opinion form content or that have been opened are invalid.

5. The Board of Directors organizes vote counting and prepares vote counting minutes in the presence of representatives of the Board of Supervisors or Shareholders who do not hold OCB management positions. The vote counting minutes must contain the following main contents:
 - a) Name, head office address, number, and date of issuance of the Business Registration Certificate, place of business registration;
 - b) Purpose and issues requiring comments to pass the decision;
 - c) Number of Shareholders with the total number of votes who participated in the vote, distinguishing between the number of valid votes and the number of invalid votes, accompanied by an appendix of the list of Shareholders participating in the vote;
 - d) Total number of votes for, against, and no opinion on each issue;
 - e) Decisions have been passed;
 - f) Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisor, and the person counting the votes.

Members of the Board of Directors, vote counters, and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of vote counting records; jointly responsible for damages arising from decisions adopted due to dishonest or inaccurate vote counting.

6. Minutes of vote counting results must be sent to Shareholders within 15 days from the date of completion of vote counting or posted on OCB's website within 24 hours from the time of completion of vote counting.
7. All resolutions and decisions passed by the General Meeting of Shareholders by collecting shareholders' opinions in writing must be sent to the SBV within 15 days from the date of completion of vote counting.
8. The answered opinion form, the vote counting minutes, the full text of the passed resolution, and related documents enclosed with the opinion form must be kept at OCB's headquarters;
9. Decisions approved in the form of obtaining written opinions from Shareholders will be approved if they are represented by a number of Shareholders in the corresponding proportion specified in Clause 3 and Clause 4, Article 35 of this Charter and are as valid as the decision passed at the General Meeting of Shareholders.

Article 37 . Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be minuted and may be audio recorded or recorded and stored in another electronic form. The minutes must be drawn up in Vietnamese, may be drawn up in a foreign language, and have the following main contents:
 - a) Name, head office address, and business code;
 - b) Time and location of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full names of the chairman and secretary;

- e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue on the meeting agenda;
 - f) Number of shareholders and total votes of shareholders attending the meeting, appendix of shareholder registration list, shareholder representatives attending the meeting with the corresponding number of shares and votes;
 - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid votes, invalid votes, approval, disapproval, and no comments; corresponding proportion of the total number of votes of shareholders attending the meeting;
 - h) Issues that have been approved and the corresponding percentage of votes for approval;
 - i) Signatures of the chairman and secretary.
2. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content of the Vietnamese and foreign language minutes, the content of the Vietnamese minutes shall prevail.
 3. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.
 4. The chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the minutes' content.
 5. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; sending the vote-counting minutes can be replaced by posting them on OCB's website.
 6. Minutes of the General Meeting of Shareholders, an appendix of the List of Shareholders registered to attend the meeting, resolutions passed, and relevant documents sent with the meeting invitation must be kept at OCB's headquarters.

Article 38 . Effects of resolutions and decisions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders take effect from the date of approval or from the effective date stated in that resolution.
2. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective, even if the order and the procedures for passing that resolution were not carried out in accordance with regulations.
3. Within 15 days from the closing date of the meeting or from the end of vote counting in the case of collecting written opinions, all resolutions and decisions passed by the General Meeting of Shareholders must be sent to the SBV.
4. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders according to the provisions of Article 39 of this Charter, those resolutions remain in effect until the Court or Arbitration decides otherwise, except in the case of applying temporary emergency measures according to a decision of a competent authority.

Article 39 . Request to cancel resolutions and decisions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or minutes of vote counting results to collect opinions from the General Meeting of Shareholders, shareholders, or groups of shareholders stipulated in Clause 2, Article 25 of this Charter has the right to request the Court or Arbitration to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and OCB Charter, except for the case specified in Clause 2 and Article 38 of this Charter.
2. The content of the resolution violates the law or the OCB Charter.

Chapter VIII**GENERAL REGULATIONS ON BOARD OF DIRECTORS,
BOARD OF SUPERVISORS AND GENERAL DIRECTOR****Article 40 . General duties and powers**

1. The Board of Directors is the governing body of OCB, with full authority on behalf of OCB to decide and exercise the rights and obligations of OCB, except for issues falling under the authority of the General Meeting of Shareholders.
2. The Board of Supervisors supervises and evaluates compliance with the law, internal regulations, Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
3. The General Director is the highest executive of OCB, responsible to the Board of Directors for implementing his rights and obligations.

Article 41 . Procedures for electing and appointing members of the Board of Directors, members of the Board of Supervisors, and General Director

1. Before holding the General Meeting of Shareholders, OCB's Board of Directors must notify Shareholders with the right to attend the General Meeting of Shareholders about the number of members expected to be elected and added to the Board of Directors and Board of Supervisors; including the expected number of independent members of the Board of Directors; at the same time, announce the deadline for sending the list of candidates and the conditions and standards that must be met for the elected positions so that Shareholders can nominate the holders of these positions according to the provisions of the law.
2. Based on the list of nominees from Shareholders for these positions, the Board of Directors evaluates the conditions and standards; Prepare a list of candidates for positions expected to be elected and send it to the SBV. In the event that Shareholders do not nominate a sufficient number of candidates for members of the Board of Directors (including independent members of the Board of Directors), if members of the Board of Supervisors or candidates do not meet the prescribed conditions and standards, the Board of Directors

will nominate additional or replacement candidates for these positions.

3. For candidates who do not meet the prescribed conditions, the Board of Directors notifies that candidate and the Shareholders or group of Shareholders nominating this candidate of the reason.
4. The General Meeting of Shareholders decides on the number of members of the Board of Directors and members of the Board of Supervisors to be elected and conducts the election of those whose names are on the list of candidates approved by the SBV in Clause 2 of this Article. OCB can prepare a nomination list and separately elect independent members of the Board of Directors. In this case, the election of independent members of the Board of Directors is conducted like the election of other members of the Board of Directors.
5. Members of the Board of Directors and the Board of Supervisors begin to perform their duties from the time the General Meeting of Shareholders elects these positions and takes over the work; they must take personal responsibility for their duties during their term of office.
6. OCB must notify the SBV of the list of people elected to the above positions within 10 days from the date of election and appointment.
7. The person expected to be appointed as General Director must be approved in writing by the SBV before appointment. The Board of Directors must notify the SBV in writing of the person appointed as General Director within 10 days from the date of appointment.

Article 42 . Persons who are not allowed to participate in management and control and are not allowed to hold the positions of General Director, Deputy General Director and equivalent titles

1. The following people are not allowed to be members of the Board of Directors, members of the Board of Supervisors, the General Director, the Deputy General Director and equivalent titles:
 - a) People who fall under the provisions of Clause 2, Article 42 of the Law on Credit Institutions;
 - b) People who are not allowed to participate in the management and operation of enterprises and cooperatives according to the provisions of the law on cadres, civil servants, and public employees and the law on the prevention and combat of corruption;
 - c) People who used to be owners of private enterprises, general partners of partnerships, General Director (Director), members of the Board of Directors, members of the Board of Members, controllers, members of the Board of Supervisors of the business, members of the Board of Directors, and the General Director (Director) of the cooperative at the time the enterprise or cooperative is declared bankrupt, except in cases of being appointed, appointed, or appointed to participate in the management, administration, and control of enterprises or cooperatives that are credit institutions declared bankrupt according to task requirements;
 - d) People who have been suspended from the position of Chairman or other members of the Board of Directors; Chairman, other members of the Board of Members; Head and other members of the Board of Supervisors; General Director (Director) of a credit

- institution as prescribed in Article 47 of the Law on Credit Institutions 2024 or a competent authority determines that he or she has committed a violation leading to the credit institution's license being revoked;
- d) Related persons of members of the Board of Directors, General Director of OCB, except for the cases specified in Clause 3, Article 69, Point b, Clause 1, Article 73 and Point a, Clause 2, Article 77 of the Law on Credit Institutions applied in 2024;
- e) The person responsible, according to the inspection conclusion, leads to the credit institution or foreign bank branch being sanctioned for administrative violations in the field of currency and banking in the highest fine bracket for violations of regulations on licensing, governance, operations, shares, share certificates, capital contributions, share purchases, credit granting, corporate bond purchases, and safety assurance rate according to the provisions of law on handling administrative violations in the field of currency and banking.
2. The following people are not allowed to be Chief Accountant, Branch Manager, General Director of OCB's subsidiaries:
- a) Minors; people with difficulty in cognition and behavior control; people with limited or lost civil act capacity;
- b) People who are being prosecuted for criminal liability or are serving a prison sentence; are serving administrative measures at compulsory detoxification facilities or compulsory educational establishments; are being banned by the Court from holding certain positions, practicing certain professions, or doing certain jobs;
- c) People who have been convicted of a serious crime or more;
- d) People who have been convicted of property infringement but have not had their criminal records erased;
- dd) Officials, civil servants, public employees, managers at department level or higher in enterprises in which the state holds 50% or more of the charter capital, except for the person appointed to be the representative to manage the capital contribution of the state or of an enterprise in which the state holds 50% or more of the charter capital at the credit institution or be appointed to participate in the management, administration, and control of credit institutions according to task requirements;
- e) Officers, non-commissioned officers, professional soldiers, workers, and defense officials in agencies and units of the People's Army of Vietnam; officers, professional non-commissioned officers, and police officers in agencies and units of the Vietnam People's Public Security, except for the person appointed to be the representative to manage the capital contribution of the state or of an enterprise in which the state holds 50% or more of the charter capital at the credit institution;
- g) Other cases according to the law.
3. Wives, husbands, fathers, mothers, children, brothers, sisters of members of the Board of Directors, General Director of OCB and the spouses of these people are not allowed to be Chief Accountant or person in charge of finance of OCB.

Article 43 . Cases of not holding the same position

1. The Chairman of the Board of Directors of OCB cannot simultaneously be an executive or

- member of the Board of Supervisors of OCB and other credit institutions or managers of other enterprises.
2. Members of the Board of Directors who are not independent members may not simultaneously hold one of the following positions:
 - a) OCB executives, except the General Director of OCB;
 - b) Managers, executives of other credit institutions, managers of other businesses, except in the case of managers, executives of OCB's subsidiaries or of OCB's parent company, or in the case of the implementation of a compulsory transfer plan that has been approved;
 - c) Controllers, members of the Board of Supervisors of other credit institutions, and other enterprises.
 3. Independent members of OCB's Board of Directors may not simultaneously hold one of the following positions:
 - a) OCB executives;
 - b) Managers and executives of other credit institutions; managers of 02 other businesses;
 - c) Controllers, members of the Board of Supervisors of other credit institutions, other enterprises.
 4. Members of the Board of Supervisors may not simultaneously hold one of the following positions:
 - a) Managers, executives of OCB, other credit institutions, other businesses; employees of OCB or OCB subsidiaries;
 - b) An employee of an enterprise where a member of the Board of Directors of OCB is a member of the Board of Directors, an executive or a major shareholder of that enterprise.
 5. The General Director, Deputy General Director, and equivalent positions not concurrently be a manager, executive, controller, or member of the Board of Supervisors of another credit institution, other enterprise, except in cases where the Deputy General Director and equivalent positions are managers or executives of OCB's subsidiaries or OCB's parent company.

Article 44 . Standards and conditions for election and appointment

1. Members of the Board of Directors must meet the following standards and conditions:
 - a) Not in the case of not being allowed to hold positions specified in the Law on Credit Institutions;
 - b) Have professional ethics according to the regulations of the Governor of the State Bank of Vietnam;
 - c) Have a university degree or higher;
 - d) Have one of the following conditions: at least 03 years as a manager or executive of a credit institution; Have at least 05 years as a manager of an enterprise operating in the finance, accounting, auditing industry or of another enterprise with equity capital at least equal to the legal capital for the corresponding type of credit institution; Have at least 05 years working directly in the operational department of a credit institution or foreign bank

- branch; Have at least 05 years working directly in the professional department of finance, banking, accounting, and auditing.
2. Members of the Board of Supervisors must meet the following standards and conditions:
 - a) Standards and conditions specified in Points a and b, Clause 1 of this Article;
 - b) Have a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing;
 - c) Have at least 03 years of direct work in the fields of finance, banking, accounting, auditing;
 - d) Not a related person of the OCB manager;
 - dd) The Head of the Board of Supervisors must reside in Vietnam during his/her term of office.
 3. The General Director must meet the following standards and conditions:
 - a) Standards and conditions specified in Points a and b, Clause 1 of this Article;
 - b) Have a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing;
 - c) Have one of the following conditions: at least 05 years as an executive of a credit institution; Have at least 05 years as General Director (Director), Deputy General Director (Deputy Director) of an enterprise with minimum equity equal to the legal capital for the corresponding type of credit institution and have at least 5 years of direct work in the fields of finance, banking, accounting, and auditing; Have at least 10 years of direct work in the fields of finance, banking, accounting, and auditing;
 - d) Reside in Vietnam while in office.
 4. Deputy General Director, Chief Accountant, Branch Manager, General Director (Director) of subsidiaries and equivalent positions must meet the following standards and conditions:
 - a) Not in the case of not being allowed to hold a position according to the provisions of the Law on Credit Institutions; The Deputy General Director must not be in the case of not being allowed to hold the position specified in Clause 1, Article 42 of the Law on Credit Institutions;
 - b) Have one of the following conditions: have a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing or another field within the professional field that he/she will undertake; Have a university degree or higher in another field and have at least 03 years of direct work in the field of finance, banking or the professional field that he/she will be responsible for;
 - c) Reside in Vietnam during his term of office;
 - d) The chief accountant must also meet the standards and conditions prescribed by law on accounting.

Article 45 . Standards and conditions for independence of independent members of the Board of Directors

Independent members of the Board of Directors must meet all the standards and conditions specified in Clause 1, Article 44 and the following standards and conditions:

1. Not a person who is currently working for OCB or a subsidiary of OCB or has worked for OCB or a subsidiary of OCB in the previous 03 years.
2. Not a person receiving regular salaries or remunerations from OCB, in addition to the remunerations enjoyed by members of the Board of Directors.
3. No spouse, father, mother, child, brother, sister or spouse of these people is a major shareholder of OCB, a manager or controller, a member of the Board of Supervisors of OCB or OCB's subsidiary.
4. Does not represent OCB's share ownership; do not jointly own with related persons directly or indirectly 01% or more of charter capital or voting share capital of OCB.
5. Not a manager or member of the Board of Supervisors of OCB at any time in the previous 5 years.

Article 46 . Automatic disqualification

1. The following cases constitute automatic disqualification as members of the Board of Directors, members of the Board of Supervisors, and the General Director of OCB:
 - a) Belong to one of the cases in which he/she is not allowed to hold a position specified in Article 42 of the Law on Credit Institutions;
 - b) Be the representative of the capital contribution of an organization that he/she is a shareholder or capital contributing member of a credit institution when that organization ceases to exist;
 - c) No longer represent the capital contribution as authorized by shareholders or capital contributing members who are organizations;
 - d) Expelled from the territory of the Socialist Republic of Vietnam;
 - e) When OCB's license is revoked;
 - f) When the contract to hire the General Director expires;
 - g) Death.
2. The Board of Directors must send a written report with documents proving that the personnel automatically lose their status as prescribed in Points a, b, c, d, f, g, Clause 1 of this Article to the SBV within a period of 05 working days from the date the personnel automatically loses their status and is responsible for the accuracy and truthfulness of this report; Carry out procedures for electing and appointing vacant positions according to the provisions of law.
3. After automatically losing their status, members of the Board of Directors, members of the Board of Supervisors, and the General Director must be responsible for their decisions during their time in office.
4. Within 15 working days from the date the Chairman of the Board of Directors automatically loses his/her status as prescribed in Clause 1, this Article, the members of the Board of Directors are responsible for organizing a meeting of the Board of Directors to elect a member to be Chairman of the Board of Directors.

5. Within 15 working days from the date the Head of the Board of Supervisors automatically loses his/her status as prescribed in Clause 1, this Article, the members of the Board of Supervisors are responsible for organizing a meeting of the Board of Supervisors to elect a member to be the Head of the Board of Supervisors.

Article 47 . Dismissal

1. The Chairman and members of the Board of Directors, the Head and members of the Board of Supervisors, and the General Director of OCB are considered for dismissal in one of the following cases:
 - a) Having limited capacity for civil acts;
 - b) Having a resignation letter (clearly stating the reason for resignation) sent to the Board of Directors and Board of Supervisors;
 - c) Not participating in activities of the Board of Directors or Board of Supervisors for 06 consecutive months, except in cases of force majeure;
 - d) Failure to meet the standards and conditions specified in Article 44 of this Charter;
 - e) Independent members of the Board of Directors do not meet the requirements for independence;
 - f) Other cases prescribed by the law (if any).
2. After being dismissed, the Chairman and members of the Board of Directors; Head of the Board, members of the Board of Supervisors; the General Director must be responsible for their decisions during their term of office.
3. Within 10 working days from the date of passing the decision to dismiss the subjects specified in Clause 1 of this Article, the Board of Directors must submit a document with relevant documents to report to the SBV.
4. Within a maximum period of 60 days from the date of receipt of the resignation letter of the Chairman of the Board of Directors, the Board of Directors must hold a meeting to consider decisions and conduct procedures for the dismissal and election of a replacement Chairman of the Board of Directors.
5. Within 60 days from the date of receipt of the resignation of the Head of the Board of Supervisors, the Board of Supervisors must hold a meeting to consider, decide, and carry out procedures for the dismissal and election of a replacement Head of the Board of Supervisors.
6. For cases of dismissal or removal of members of the Board of Directors and members of the Board of Supervisors according to the provisions of Clause 1 of this Article, the Board of Directors can hold an extraordinary General Meeting of Shareholders or submit it to the nearest General Meeting of Shareholders for decision.

Except for the case of automatic loss of status according to Article 46 of this Charter, when there is no dismissal decision of the General Meeting of Shareholders, members of the Board of Directors and members of the Board of Supervisors who are proposed to be dismissed or dismissed still have full responsibilities, rights, and obligations according to this Charter and the provisions of the law.

Article 48 . Replacement of the General Director in cases of emergency

1. Within 01 working day from the date the General Director is determined to automatically lose his status as prescribed in Clause 1, Article 46, this Charter and the provisions of the law, or be dismissed without a replacement, the Board of Directors must immediately decide to appoint a Deputy General Director to manage banking operations to ensure that OCB operates stably and continuously and has a written report to the SBV. The person appointed to run the OCB must take personal responsibility for the assigned tasks during the period of undertaking this task.
2. Within 60 days from the date the General Director is automatically disqualified, or dismissed in Clause 1 of this Article, the Board of Directors must conduct procedures to appoint a new General Director according to regulations.

Article 49 . Suspension and temporary suspension

1. The SBV has the right to suspend the exercise of rights and obligations of the Chairman and other members of the Board of Directors; Head and other members of the Board of Supervisors; OCB executives violating the provisions of Article 43, Clause 10, Article 48 of the Law on Credit Institutions or other relevant provisions of law in the process of exercising assigned rights and obligations or failing to ensure the standards and conditions specified in Article 41 of the Law on Credit Institutions; and request the competent authority to dismiss, elect, appoint a replacement if deemed necessary.
2. The Special Board of Supervisors has the right to suspend or temporarily suspend the exercise of the rights and obligations of the Chairman and other members of the Board of Directors; the Head and other members of the Board of Supervisors; and OCB executives if deemed necessary.
3. Persons who are suspended or temporarily suspended from performing their duties and powers as prescribed in Clauses 1 and 2 of this Article must be responsible for participating in handling problems and violations related to personal responsibility when requested by the SBV, the Board of Directors, the Board of Supervisors of OCB or the Special Board of Supervisors.

Article 50 . Remuneration, salaries and other benefits for Managers, Executives, and members of the Board of Supervisors

1. OCB has the right to pay remuneration to members of the Board of Directors and Board of Supervisors, and to pay salaries to the General Director and other managers according to business results and efficiency.
2. The level of remuneration, bonuses, and other benefits for members of the Board of Directors, members of the Board of Supervisors and the operating budget of the Board of Directors and Board of Supervisors are decided by the General Meeting of Shareholders.
3. The General Director's salary is decided by the Board of Directors.
4. Salaries for Managers and other Executives are decided by the Board of Directors.

Article 51 . Provision and public disclosure of information

1. Members of the Board of Directors, members of the Board of Supervisors, General Director, Deputy General Director and equivalent positions as prescribed in OCB's Charter

must provide OCB with the following information:

- a) Name, enterprise code, head office address of the enterprise or other economic organization in which he/she and his/her related persons own capital contributions or shares of 05% or more of charter capital, including capital contributions, authorized shares, entrusted to other organizations and individuals in the name of other organizations and individuals;
 - b) Name, enterprise code, head office address of the enterprise or other economic organization of which he/she and his/her related persons are members of the Board of Directors, members of the Board of Members, controllers, or members of the Board of Supervisors, General Director (Director);
 - c) Information about related individuals, including: full name; personal identification number; Nationality, passport number, date of issue, place of issue for foreigners; relationship with the informant;
 - d) Information about the person involved as an organization, including: name, enterprise code, head office address of the enterprise, number of Business Registration Certificate or equivalent legal documents; Legal representative, relationship with the informant.
2. Shareholders owning 01% or more of OCB's charter capital must provide OCB with the following information:
- a) Full name; personal identification number; Nationality, passport number, date of issue, place of issue of foreign shareholders; Number of Business Registration Certificate or equivalent legal documents of the shareholder being an organization; Date of issue and place of issue of this document;
 - b) Information about related persons as prescribed in Points c and d, Clause 1 of this Article;
 - c) Quantity and percentage of ownership of shares in OCB;
 - d) Number and percentage of shares owned by their related person at OCB.
3. Subjects specified in Clauses 1 and 2 of this Article must send OCB in writing to provide information for the first time and when there is a change to this information within 07 working days from the date of occurrence or change in information.
- For information at Points c and d, Clause 2 of this Article, shareholders must only provide information to OCB when there is a change in their share ownership ratio, their share ownership ratio and the person related to 01% or more of OCB's charter capital compared to the previous offering.
4. OCB must post and store information specified in Clauses 1 and 2 of this Article at OCB's headquarters and send a written report to the State Bank of Vietnam within 07 working days from the date OCB receives information provided. Annually, OCB discloses information specified in Points a, b, d, Clause 1 and Points a, c, d, Clause 2 of this Article to the General Meeting of Shareholders of OCB.
5. OCB must publicly disclose information about the full names of individuals and organizations that are shareholders owning 01% or more of OCB's charter capital and the

information specified in Points c and d, Clause 2 of this Article on OCB's website within 07 working days from the date OCB receives the information provided.

6. Subjects providing and publicly disclosing information must ensure that the information provided and publicly announced is truthful, accurate, complete, and timely, and they must be responsible for providing and publicly disclosing that information.

Article 52 . Rights and obligations of OCB Managers and Executives

1. Comply with the law, OCB's Charter, resolutions, and decisions of OCB's General Meeting of Shareholders.
2. Exercise assigned rights and obligations honestly and carefully for the benefit of OCB and its shareholders.
3. Do not use OCB's information, know-how, or business opportunities, or abuse OCB's position, and assets for personal gain or to serve the interests of other organizations or individuals, causing harm to the interests of OCB and its shareholders.
4. Responsible for complying with restrictive regulations to ensure safety in OCB's banking operations in accordance with the law.
5. Ensure to store OCB's records to provide data to serve the management, administration, and control of all OCB activities, inspection, supervision, and inspection activities of the State Bank of Vietnam.
6. Understand the types of risks in OCB's operations.
7. Timely, fully, and accurately notify OCB of their interests in other organizations, transactions with other organizations, and individuals that may conflict with OCB's interests, and only participate in transactions such as translations when approved by the Board of Directors.
8. Do not create conditions for themselves or their related person to borrow money or use other banking services of OCB with preferential or more favorable conditions than OCB's general regulations.
9. Do not increase remuneration, salary, or request bonuses for managers and executives when OCB suffers losses.
10. Within the scope of assigned rights and obligations, be responsible for implementing written requests of the State Bank of Vietnam for contents falling under the authority of the State Bank of Vietnam. Implement recommendations, warn of risks and operational safety, warn of risks leading to violations of monetary and banking laws; conclusions, recommendations, and decisions on handling inspections.
11. Other rights and obligations according to the provisions of the law and OCB's Charter.

Article 53 . Avoid conflicts of interest

1. The granting of loans, guarantees, or other credit to members of the Board of Directors, General Director, managers, executives, and their related persons, and the legal entities to which these persons belong, must comply with the provisions of the law.
2. OCB's contracts with members of the Board of Directors, members of the Board of Supervisors, General Director, Major Shareholders, related persons of the Manager,

members of the Board of Supervisors, Major Shareholders; subsidiaries, and affiliated companies of OCB can only be signed if they ensure compliance with the following regulations:

- a) For contracts with a value greater than 20% of OCB's charter capital recorded in the most recent audited financial report, they must be approved by the General Meeting of Shareholders before signing. In this case, the relevant Shareholders do not have voting rights;
 - b) For transaction contracts with a value equal to or less than 20% of OCB's charter capital recorded in the most recent audited financial report, the Board of Directors must approve, decentralize, or authorize them before signing. In this case, the relevant members do not have voting rights.
3. In the event that a contract is signed or implemented but has not been approved by the General Meeting of Shareholders or the Board of Directors according to the provisions of Clause 2 of this Article, the contract is invalid and will be handled according to the provisions of the law. Those who cause damage to OCB must be responsible for compensating for any damages incurred and returning to OCB the benefits gained from the performance of that contract.
 4. Members of the Board of Directors, General Director and other managers are not allowed to buy, sell, or trade in any other form of OCB shares or of subsidiaries at the time they have information that will certainly affect the price of these shares, while other Shareholders do not have that information.

Article 54 . Liability and compensation

Members of the Board of Directors, General Director, and managers who violated the obligation to act honestly and failed to fulfill their obligations with care, diligence, and professional competence will be responsible and compensate for damages caused by their violations.

Chapter IX

BOARD OF DIRECTORS

Article 55 . Board of Directors and structure of the Board of Directors

1. The Board of Directors is the management agency with full authority on behalf of OCB to decide and exercise the rights and obligations of OCB, except for issues falling under the authority of the General Meeting of Shareholders.
2. In case the Board of Directors has fewer members than the minimum number of members as prescribed in Clause 5 of this Article, within 90 days from the date the minimum number of members is not enough, OCB must elect additional members, ensuring the minimum number of members, except for the cases specified in Clause 5, Article 166 of the Law on Credit Institutions.
3. The Board of Directors uses OCB's seal to carry out its duties and powers.
4. Assisting the Board of Directors is the Office of the Board of Directors. The functions and tasks of the Office of the Board of Directors are prescribed by the Board of Directors.

5. The Board of Directors must establish committees to help the Board of Directors carry out its duties and powers, including the Risk Management Committee and the Human Resources Committee. The Board of Directors decides on the tasks and powers of these 02 Committees according to the regulations of the Governor of the State Bank of Vietnam.
6. The Board of Directors must have at least 5 members and no more than 11 members. The number of members for each term is decided by the General Meeting of Shareholders. The Board of Directors must have at least 02 independent members, two-thirds of the total members must be independent members and members must not be OCB executives.
7. The term of the Board of Directors shall not exceed 05 years. The term of the members of the Board of Directors follows the term of the Board of Directors. The term of the Board of Directors member being added or replaced is the remaining term of the Board of Directors term. The Board of Directors of the recently ended term continues to operate until the Board of Directors of the new term takes over the work.
8. Individuals and related persons of that individual or those representing capital contributions of an organizational shareholder and related persons of these persons may participate in the Board of Directors, but they must not exceed 02 members of the Board of Directors of OCB, except in the case of the representative of the State's capital contribution or the party receiving the compulsory transfer.
9. The Board of Directors has the right to elect and dismiss the Chairman of the Board of Directors. The Chairman of the Board of Directors may be an independent member.
10. The election, dismissal, and automatic disqualification of the Chairman and members of the Board of Directors must be carried out in accordance with the provisions of the law and this Charter.
11. After OCB shares have been listed, the appointment of members of the Board of Directors must be announced in accordance with the provisions of the law on securities and the stock market.

Article 56 . Duties and powers of the Board of Directors

1. Submit to the General Meeting of Shareholders to decide and approve the content within the tasks and powers of the General Meeting of Shareholders.
2. Decide on the establishment of branches, representative offices, and public service units of OCB.
3. Appoint, dismiss, discipline, suspend, and decide on salaries, bonuses, and other benefits for the General Director, Deputy General Director, and other executives under the authority according to the internal regulations of the Board of Directors.
4. Appoint a representative for OCB's capital contribution at other businesses and credit institutions.
5. Approve the plan to contribute capital, buy and sell shares, and capital contributions of OCB at other enterprises and credit institutions whose capital contribution value, expected purchase price, or book value in the case of selling share is less than 20% of OCB's charter capital recorded in the most recent audited financial report.
6. Approve OCB's decision to invest, buy, and sell fixed assets with the investment amount,

- expected purchase price, or original price in case of selling fixed assets with a value of 10% or more of the charter capital of OCB recorded in the most recent audited financial statements, except for investments, purchases, and sales of fixed assets under the decision authority of the General Meeting of Shareholders.
7. Decide the credit grant according to the provisions of Clause 7, Article 136 of the Law on Credit Institutions 2024, except for contracts and other transactions under the decision-making authority of the General Meeting of Shareholders.
 8. Approve contracts and other transactions with a value of less than 20% of OCB's charter capital recorded in the most recent audited financial statements between OCB and members of the Board of Directors, members of the Board of Supervisors, the General Director, and major shareholders of OCB; related persons of managers, members of the Board of Supervisors, major shareholders of OCB; OCB's subsidiaries, and affiliated companies.
 9. Approve contracts and other transactions with a value of 10% or more of OCB's charter capital recorded in the most recent audited financial report.
 10. Inspect, supervise and direct the General Director to perform assigned tasks; Periodically evaluate the performance of the General Director annually.
 11. Promulgate internal regulations related to the organization, administration, and operations of OCB in accordance with the provisions of this Law and other relevant laws, except for contents falling under the authority of the General Meeting of Shareholders.
 12. Decide on risk management policies and monitor the implementation of risk prevention measures of the credit institution.
 13. Review and approve annual reports.
 14. Decide to offer new shares within the number of shares authorized to be offered for sale.
 15. Decide on the offering price of shares and convertible bonds of the credit institution.
 16. Decide to repurchase shares of the credit institution according to the approved plan.
 17. Propose profit distribution plan and dividend level to be paid; Decide on the time limit and procedures for paying dividends or handling losses arising during the business process.
 18. Prepare relevant content and documents to submit to the General Meeting of Shareholders for decision and approval of contents falling under the authority of the General Meeting of Shareholders, except for content falling under the duties and powers of the Board of Supervisors.
 19. Approve the program and activity plan of the Board of Directors, programs, content and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect shareholders' written opinions to pass resolutions and decisions of the General Meeting of Shareholders.
 20. Organize, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
 21. Timely notify the State Bank of Vietnam of information that negatively affects the status of members of the Board of Directors, the Board of Supervisors, and the General Director.

22. Nominate candidates for the Board of Directors and the Board of Supervisors in case shareholders nominate an insufficient number of members.
23. Decide on compensation level, compensation mechanism and other issues related to compensation in case there is solid evidence proving property loss to debt due to subjective causes.
24. Other duties and powers according to the provisions of law and Charter.

Article 57 . Rights and obligations of the Chairman of the Board of Directors

1. Prepare programs and operational plans for the Board of Directors; Take responsibility for exercising his/her rights and obligations.
2. Convene and chair the meeting of the Board of Directors.
3. On behalf of the Board of Directors, sign documents within the authority of the Board of Directors.
4. Organize the adoption of resolutions and decisions by the Board of Directors.
5. Supervise and organize supervision of the implementation of resolutions and decisions of the Board of Directors.
6. Act as chair of the General Meeting of Shareholders.
7. Ensure that members of the Board of Directors receive complete, objective, and accurate information and have enough time to discuss issues that the Board of Directors must consider.
8. Assign specific tasks to each member of the Board of Directors.
9. Supervise members of the Board of Directors in implementing assigned rights, obligations, and duties.
10. Only one other member of the Board of Directors may be authorized to exercise the rights and obligations of the Chairman of the Board of Directors during periods of absence or inability to perform duties. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving administrative measures at a compulsory detoxification facility/compulsory education facility, has escaped from his/her place of residence, is restricted, has lost his/her civil act capacity, has difficulty understanding and controlling behavior, has been banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members elect one person from among the members to hold the position of Chairman of the Board of Directors according to the principle that a majority of the remaining members agree until there is a new decision of the Board of Directors.
11. Annually, evaluate the performance of each member of the Board of Directors and Committees of the Board of Directors and report to the General Meeting of Shareholders on the results of this evaluation.
12. Other rights and obligations according to the provisions of the law and OCB Charter.

Article 58 . Rights and obligations of members of the Board of Directors

1. Exercise the rights and obligations of members of the Board of Directors in accordance with the internal regulations of the Board of Directors and the assignment of the Chairman

of the Board of Directors honestly, carefully, for the benefit of OCB and shareholders; promote the independence of independent members of the Board of Directors in exercising rights and obligations; Take responsibility for exercising your rights and obligations.

2. Review the financial statement audit report prepared by the independent auditor, give opinions, or request that OCB executives, independent auditors, and internal auditors explain and clarify issues related to the report.
3. Request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors.
4. Attend meetings of the Board of Directors, discuss and vote on contents falling within the duties and powers of the Board of Directors, be responsible to the General Meeting of Shareholders and the Board of Directors for their decisions.

In case the voting content conflicts with the interests of any member, that member may not participate in the vote.

5. Members of the Board of Directors are not authorized to authorize others to attend meetings of the Board of Directors to decide on the content specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18 Article 70 of the Law on Credit Institutions 2024.
6. Implement resolutions and decisions made by the General Meeting of Shareholders and the Board of Directors.
7. Explain to the General Meeting of Shareholders and the Board of Directors on the implementation of assigned tasks when required.
8. Other rights and obligations according to the provisions of law and OCB Charter.

Article 59 . Meeting of the Board of Directors

1. In the event that the Board of Directors elects a Chairman, the first meeting of the term of the Board of Directors to elect the Chairman and make other decisions within its authority must be conducted within 07 working days from the closing date of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In cases where there is more than one member with the highest and equal number of votes or percentage of votes, the members vote according to the majority principle to select 01 person among them to convene a meeting of the Board of Directors.
2. The Board of Directors may meet regularly or on a regular basis. The Board of Directors can meet at OCB's headquarters or at home and abroad.
3. Regular meetings of the Board of Directors are convened by the Chairman whenever deemed necessary, but they must meet at least once every quarter.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors when there is one of the following cases:
 - a) There is a request from the Board of Supervisors or an independent member;
 - b) There is a request from the General Director or at least 05 other managers;
 - c) There is a request from at least 02 members of the Board of Directors.

The proposal must be made in writing, clearly stating the purpose and issues to be

discussed and decided within the authority of the Board of Directors.

5. The Chairman or a member of the Board of Directors authorized by the Chairman must convene a meeting of the Board of Directors within 07 days from the date of receipt of one of the requests as prescribed in Clause 4, this Article. In case the Chairman or authorized person does not convene a meeting of the Board of Directors as requested, he/she shall be responsible for any damage caused to OCB except in cases where a meeting cannot be convened due to force majeure; in this case, the person requesting the meeting of the Board of Directors has the right to convene a meeting of the Board of Directors, and the members of the Board of Directors attending the meeting vote to elect the chairman of the meeting.
6. The Board of Directors has the right to issue internal regulations regarding emergency meetings, notice periods, and forms of notice inviting a meeting of the Board of Directors in case of an urgent meeting.
7. The Chairman of the Board of Directors or the person convening a meeting of the Board of Directors must send a meeting invitation at least 03 working days before the meeting date, except in cases of emergency meetings. The meeting invitation must specifically identify the meeting time and location, program, issues discussed, and decisions. Attached to the meeting invitation notice must be documents used at the meeting and members' votes.

The meeting invitation notice is sent by post, fax, email, or other means, but it must ensure it reaches the contact address of each member of the Board of Directors registered at OCB.

8. The Chairman of the Board of Directors or the convener must send the meeting invitation notice and accompanying documents to the members of the Board of Supervisors and the General Director, as well as to members of the Board of Directors.

Members of the Board of Supervisors and General Director are not members of the Board of Directors and have the right to attend meetings of the Board of Directors; they have the right to discuss but not vote.

9. A meeting of the Board of Directors is conducted when 3/4 (three-quarters) or more of the total members attend the meeting. In the event of not directly attending the meeting, a member of the Board of Directors has the right to delegate voting authority to another member of the Board of Directors or send voting opinions in writing. In the case of voting in writing, the voting form must be kept in a sealed envelope and delivered to the chairman of the Board of Directors meeting at least 01 hour before the opening time. Voting ballots can only be opened in the presence of all members directly attending the meeting. The decision of the Board of Directors is passed if approved by a majority of members attending the meeting; in cases where the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
10. In case the meeting convened according to the provisions of Clause 9, this Article does not have enough members attending the meeting as prescribed, it will be convened a second time within 7 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.

11. Members of the Board of Directors are authorized to authorize other people who are not members of the Board of Directors to attend meetings if approved by a majority of the Board of Directors members. In this case, the person authorized to attend the meeting only has the right to attend the meeting and does not have the right to vote.
12. Voting:
 - a) Except for the provisions in Point b of this Clause, each member of the Board of Directors directly present as an individual at the meeting of the Board of Directors will have one vote;
 - b) Members of the Board of Directors are not allowed to vote on contracts, transactions, or proposals in which that member or a person related to that member has interests and those interests conflict or may conflict with the interests of OCB;
 - c) According to the provisions in point d, this clause, when an issue arises during a meeting of the Board of Directors related to the level of interests of Board members or relating to the voting rights of a member whose issues cannot be resolved by the voluntary relinquishment of voting rights by that member of the Board of Directors, those arising issues will be forwarded to the chairman of the meeting, and the chairman's decision regarding all other members of the Board of Directors will be final, except where the nature or scope of the relevant Board member's interests have not been adequately disclosed;
 - d) Members of the Board of Directors who benefit from a contract specified in Clause 2, Article 53 of this Charter will be considered to have interests in that contract. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with OCB and knows that he/she has an interest in it will have to publicize the nature and content of that benefit at the meeting where the Board of Directors first considers the issue of signing this contract or transaction. Or this member can make it public at the first meeting of the Board of Directors held after this member knows that he/she has an interest in or will have an interest in a related transaction or contract.
13. Resolutions and decisions of the Board of Directors are approved if approved by a majority of votes, including written votes and authorized votes; in cases where the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the meeting.
14. Resolutions and decisions of the Board of Directors take effect from the date of approval or from the effective date clearly stated in that resolution or decision.
15. In case a member of the Board of Directors requests a lawsuit or directly initiates a lawsuit against a passed resolution or decision, the resolution or decision being sued will continue to be enforced until the Court or Arbitration decides otherwise.
16. The Board of Directors has the right to hold meetings in other forms according to the provisions of the current law, with the condition that these forms must be specifically stipulated in the Regulations on organization and operation of the Board of Directors.

Article 60 . Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-

recorded, recorded, or stored in other electronic forms. The minutes must contain the following main contents:

- a) Name, head office address, number, and date of issuance of the Business Registration Certificate, place of business registration;
 - b) Purpose, agenda, and meeting content;
 - c) Meeting time and location;
 - d) Full name of each member attending the meeting or person authorized to attend the meeting; full names of members not attending the meeting and reasons;
 - e) Issues discussed and voted on at the meeting;
 - f) Summarizing the opinions of each attending member according to the order of the meeting;
 - g) Voting results clearly stating members who approve, disapprove, and have no opinion;
 - h) Decisions that have been passed;
 - i) Other contents, according to legal regulations;
 - j) Full names and signatures of all members or authorized representatives attending the meeting.
2. The Chairman and Secretary must be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
 3. In the event that a member directly attending the meeting does not sign the minutes, the reason must be clearly stated; if the reason is not clearly stated, that member's vote on the contents of the meeting will be considered invalid.
 4. Minutes of meetings of the Board of Directors must be made in Vietnamese and possibly in a foreign language, and these two copies have equal legal value. In case these two minutes have differences in content, they will be explained according to the minutes made in Vietnamese.
 5. Minutes of meetings of the Board of Directors and documents used in the meeting must be kept at OCB's main headquarters.
 6. The Chairman of the Board of Directors is responsible for transmitting the minutes of the Board of Directors meetings to the members, and those minutes will be considered authentic evidence of the work carried out in those meetings unless there are objections to the content of the minutes within 10 days of transmission.

Article 61 . Authority and procedures for obtaining written opinions from members of the Board of Directors

1. The Chairman of the Board of Directors decides to collect written opinions from members of the Board of Directors.
2. The Secretary of the Board of Directors prepares opinion forms and necessary documents related to the content of the opinion request. The opinion form and accompanying documents must be sent by secured method to the contact address of each member of the Board of Directors.

3. The opinion form must have the following main contents:
 - a) Name, head office address, number, and date of issuance of OCB's Establishment and Operation License, Business Registration Certificate;
 - b) Purpose of collecting opinions;
 - c) Full names and contact addresses of members of the Board of Directors;
 - d) Issues requiring opinions;
 - e) Voting options, including: agree, disagree, and no opinion;
 - f) Deadline for sending completed opinion forms to OCB;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. The completed opinion form must be signed by a member of the Board of Directors and sent to OCB according to OCB regulations.
5. The Secretary of the Board of Directors counts votes and prepares minutes of vote counting under the supervision of at least one independent member of the Board of Directors. The vote-counting minutes must contain the following main contents:
 - a) Name, head office address, number, and date of issuance of OCB's Establishment and Operation License and Business Registration Certificate;
 - b) Purposes and issues requiring comments;
 - c) Total number of votes sent, total number of votes received, number of valid votes, number of invalid votes. The minutes must have an appendix with a list of members of the Board of Directors who participated in the vote;
 - d) Total number of votes for, against, and no opinion on each issue asked for opinion;
 - e) Full name and signature of the person in charge of counting votes and the supervisor.
6. The Secretary of the Board of Directors participates in soliciting written opinions from members of the Board of Directors, and the vote counting supervisor must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions adopted due to dishonest or inaccurate vote counting.
7. Minutes of vote counting results, together with resolutions and decisions passed by the Board of Directors based on the vote counting results, must be sent to members of the Board of Directors within 15 days from the date of completion of vote counting.
8. The answered opinion form, the vote counting minutes, the full text of the passed resolution, and relevant documents enclosed with the opinion form must be kept at OCB's headquarters.
9. Decisions passed in the form of consulting members of the Board of Directors in writing have the same value as decisions passed at a meeting of the Board of Directors.

Chapter X

GENERAL DIRECTOR

Article 62 . General Director and supporting apparatus

1. The General Director is the highest executive of OCB, responsible to the Board of Directors for implementing his rights and obligations.
2. In the event of a General Director vacancy, the Board of Directors must appoint a General Director within 90 days from the date of the General Director's vacancy.
3. The Board of Directors decides the General Director's term of office, but it cannot be longer than five years. The General Director can be reappointed for an unlimited number of terms.
4. Assisting the General Director are a number of Deputy General Directors, a Chief Accountant, and professional apparatus. The Board of Directors specifies the structure, functions, and tasks of the supporting apparatus for the General Director.
5. The Deputy General Director is the person who helps the General Director run one or several areas of OCB's operations as assigned by the General Director.
6. The Chief Accountant helps the General Director direct the implementation of OCB's accounting and statistical work and has rights and duties according to the provisions of the law.

Article 63 . Rights and obligations of the General Director

1. Organize the implementation of resolutions and decisions by the General Meeting of Shareholders and the Board of Directors.
2. Decide on issues within one's authority related to OCB's daily business operations.
3. Establish and maintain an effective internal control system.
4. Prepare and submit to the Board of Directors for approval or to report to competent authorities through financial statements. Responsible for the accuracy and truthfulness of financial reports, statistical reports, settlement data, and other financial information.
5. Promulgate according to authority, internal regulations and regulations; operational processes and procedures to operate business operating systems and management information systems.
6. Report to the Board of Directors, Board of Supervisors, General Meeting of Shareholders, and competent state agencies on OCB's operations and business results.
7. Decide to apply measures beyond one's authority in case of natural disasters, enemy sabotage, fire, or incident, take responsibility for that decision, and promptly report to the Board of Directors.
8. Provide recommendations and proposals for OCB's organizational structure and operations to be submitted to the Board of Directors or the General Meeting of Shareholders for decision according to authority.
9. Ask for an extraordinary meeting of the Board of Directors.
10. Appoint, dismiss management and executive positions of OCB, except for positions under the decision-making authority of the General Meeting of Shareholders and the Board of Directors.
11. Sign contracts and other transactions on behalf of the credit institution in accordance with

OCB's Charter and internal regulations.

12. Propose plans for using profits and handling losses in OCB's business.
13. Conduct labor recruitment; Decide on salaries and bonuses for employees according to authority.
14. Other rights and obligations according to the provisions of the law and OCB's Charter.

Chapter XI

BOARD OF SUPERVISORS

Article 64 . Board of Supervisors and Structure of the Board of Supervisors

1. The Board of Supervisors supervises and evaluates compliance with the law, internal regulations, Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Board of Supervisors of OCB has at least 5 members.
3. The Board of Supervisors has an internal audit department and assisting department to perform its tasks.
4. The term of the Board of Supervisors shall not exceed 05 years. The term of office of members of the Board of Supervisors is according to the terms of the Board of Supervisors. The term of the additional or replaced member is the remaining term. The Board of Supervisors of the recently ended term continues to operate until the Board of Supervisors of the new term takes over the work.
5. In case the Board of Supervisors has fewer members than the minimum number of members specified in Clause 2 of this Article, within 90 days from the date the minimum number of members is not enough, OCB must elect additional members, ensuring the minimum number of members, except for the case specified in Clause 5, Article 166 of the Law on Credit Institutions 2024.

Article 65 . Duties and powers of the Board of Supervisors

1. Supervise governance and management activities in compliance with laws, internal regulations, Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; Be responsible before the General Meeting of Shareholders, in carrying out assigned tasks and powers according to the law and OCB's Charter.
2. Promulgate internal regulations of the Board of Supervisors; Annually review the internal regulations of the Board of Supervisors and OCB's internal regulations on accounting and reporting.
3. Organize internal audits; have access to and provide complete, accurate, and timely information and documents related to OCB management and operation activities; have the right to use OCB's resources to perform assigned tasks and powers; can hire experts, independent consultants, and outside organizations to perform tasks; but must still be responsible for the performance of the tasks of the Board of Supervisors.
4. Monitor financial status and appraise OCB's financial statements for the first 6 months of the year and annually; Report to the General Meeting of Shareholders on the results of the

- financial report appraisal; Evaluate the reasonableness, legality, honesty, and level of caution in accounting, statistics, and financial reporting. The Board of Supervisors can consult with the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.
5. Supervise the approval and implementation of investment projects, the purchase and sale of fixed assets, contracts, and other transactions of OCB under the decision authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and send reports on monitoring results to the General Meeting of Shareholders and the Board of Directors.
 6. Monitor compliance with legal regulations on restrictions to ensure safety in OCB's operations.
 7. Check accounting books, other documents, and the management and operations of OCB when deemed necessary, or in the following cases:
 - a) Follow the resolutions and decisions of the General Meeting of Shareholders;
 - b) At the request of the State Bank of Vietnam or of major shareholders or groups of major shareholders in accordance with the provisions of law. The inspection is carried out within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors must report and explain the issues requested to be inspected to the requesting organization or individual.
 8. Timely notify the General Meeting of Shareholders and the Board of Directors when detecting that OCB managers and executives have violated the law, OCB's Charter, internal regulations, resolutions, and decisions of the General Meeting of Shareholders and Board of Directors; Request the violator to immediately stop the violation and find solutions to overcome the consequences (if any).
 9. Prepare a list of founding shareholders within 05 years from the date of being a founding shareholder, shareholders owning 01% or more of charter capital, and related persons of members of the Board of Directors, members of the Board of Supervisors, the General Director of OCB, shareholders owning 01% or more of charter capital; Save and update changes to this list.
 10. Request the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the law and OCB's Charter.
 11. Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision to seriously violate the law or exceed assigned authority, or other cases as prescribed in OCB's Charter.
 12. Appoint, dismiss, discipline, suspend, and decide on salaries and other benefits for positions in the internal audit department.
 13. Promptly report to the State Bank of Vietnam on violations specified in Clauses 6, 8 and 11 of this Article and violations of share ownership ratio and related persons according to the law.
 14. Other duties and powers as prescribed by the law.

Article 66 . Rights and obligations of the Head of the Board of Supervisors

1. Organize the implementation of the tasks and powers of the Board of Supervisors specified in Article 65 of this Charter and take responsibility for the implementation of its rights and obligations.
2. Convene and chair the meeting of the Board of Supervisors.
3. Sign documents on behalf of the Board of Supervisors within the authority of the Board of Supervisors.
4. On behalf of the Board of Supervisors, convene an extraordinary General Meeting of Shareholders or request an extraordinary meeting of the Board of Directors.
5. Attend meetings of the Board of Directors, have the right to express opinions but not vote.
6. Request to record his/her opinion in the minutes of the Board of Directors meeting if that opinion is different from the resolutions and decisions of the Board of Directors and report to the General Meeting of Shareholders.
7. Prepare the work plan of the Board of Supervisors and assign specific tasks to each member of the Board of Supervisors.
8. Ensure that members of the Board of Supervisors receive complete, objective, and accurate information and have enough time to discuss issues that the Board of Supervisors must consider.
9. Supervise and direct the implementation of assigned tasks and the rights and obligations of members of the Board of Supervisors.
10. Only one other member of the Board of Supervisors can be authorized to exercise the rights and obligations of the Head of the Board of Supervisors during a period of absence or inability to perform duties.
11. Other rights and obligations according to the provisions of the law and OCB's Charter.

Article 67 . Rights and obligations of members of the Board of Supervisors

1. Comply with the law, OCB's Charter, internal regulations of the Board of Supervisors and perform tasks as assigned by the Head of the Board of Supervisors to implement the tasks and powers of the Board of Supervisors honestly and carefully, for the benefit of OCB and shareholders; Take responsibility for exercising your rights and obligations.
2. Elect a member of the Board of Supervisors to be the Head of the Board of Supervisors, except for the case specified in Point c, Clause 1, Article 73 of the Law on Credit Institutions 2024.
3. Request the Head of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors.
4. Control business activities, control accounting books, assets, financial reports and recommend remedial measures.
5. Require managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management and operation of the organization credit position.

6. Request managers, executives, and OCB employees to provide data and explain business activities to perform assigned tasks.
7. Report to the Head of the Board of Supervisors on OCB's unusual financial activities and take responsibility for his/her assessment and conclusions.
8. Attend meetings of the Board of Supervisors, discuss and vote on issues falling within the duties and powers of the Board of Supervisors, except for issues that conflict with the interests of that member.
9. Other rights and obligations according to the provisions of the law and OCB's Charter.

Article 68 . Right of the Board of Supervisors to be provided with information

1. The meeting invitation notice, opinion form for members of the Board of Directors, and accompanying documents must be sent to members of the Board of Supervisors at the same time and in the same manner as members of the Board of Directors.
2. Resolutions and meeting minutes of the General Meeting of Shareholders and the Board of Directors must be sent to members of the Board of Supervisors at the same time and in the same manner as shareholders and members of the Board of Directors.
3. The report of the Director or General Director submitted to the Board of Directors or other documents issued by OCB are sent to members of the Board of Supervisors at the same time and in the same manner as members of the Board of Directors.
4. Members of the Board of Supervisors have the right to access OCB's records and documents kept at the headquarters, branches, and other locations; they also have the right to go to the work locations of OCB managers and employees during working hours.
5. The Board of Directors, members of the Board of Directors, the Director or General Director, and other managers must provide complete, accurate, and timely information and documents on management, administration, and OCB's business activities at the request of a member of the Board of Supervisors or the Board of Supervisors.

Article 69 . Meetings of the Board of Supervisors

1. Regular meetings: The first Board of Supervisors meeting must be held within 07 days after the date the members are elected. The person with the highest votes convenes. In cases where there are 02 or more members with an equal number of votes, the elected members unanimously choose 01 person among them to convene the first Board of Supervisors meeting and elect the Head of the Board of Supervisors. The person with the right to convene a meeting of the Board of Supervisors must plan the agenda, time, and location of the meeting at least 7 days before the scheduled meeting date. The Board of Supervisors meets regularly, at least once a quarter, and may be convened for extraordinary meetings to promptly handle unexpected tasks.
2. Extraordinary meetings: The extraordinary meetings of the Board of Supervisors are conducted at the request of:
 - a) Chairman of the Board of Directors;
 - b) At least 2/3 of the members of the Board of Directors;
 - c) Head of the Board of Supervisors;

- d) At least 2/3 of the members of the Board of Supervisors;
- e) General Director;
- f) Direct management agency according to current legal regulations.

As stated at Points a, b, d, and e, this clause must be made in writing, clearly stating the purpose and issues to be discussed and decided within the authority of the Board of Supervisors.

3. Within 7 days from the date of receiving a written request for a meeting of the Board of Supervisors from one of the subjects mentioned in Points a, b, d, e and f, Clause 2 of this Article, the Head of the Board of Supervisors must convene and conduct regular meetings of the Board of Supervisors. In the event that, after two subsequent requests, the Head of the Board of Supervisors does not convene a meeting of the Board of Supervisors, the Board of Directors and members of the Board of Supervisors must immediately submit a written report to the SBV and conduct a meeting of the Board of Supervisors to handle the work and, at the same time decide on the dismissal of positions. Head of the Board, elect a member of the Board of Supervisors to ensure the conditions for holding the position of Head of the Board of Supervisors, or decide to hold an extraordinary General Meeting of Shareholders to handle unresolved problems and issues (if any).
4. Meeting location: The Board of Supervisors meetings are conducted at OCB's headquarters address and other locations decided by the Board of Supervisors.
5. Notice and Meeting Agenda: The Board of Supervisors meeting is conducted 5 days after sending the notice to the Board of Supervisors members. Notice of the meeting of the Board of Supervisors must be made in Vietnamese, clearly stating: meeting agenda, time, location, along with necessary documents on issues to be discussed and voted on at the Board of Supervisors meeting and votes for members of the Board of Supervisors who cannot attend the meeting. These members of the Board of Supervisors will send their votes to the Board of Supervisors before the meeting.
6. Required number of attending members: A meeting of the Board of Supervisors is conducted when 2/3 or more of the members of the Board of Supervisors attend in person or through a substitute who is one of the authorized members of the Board of Supervisors.

In the event that a meeting of the Board of Supervisors is convened for the first time but there are not enough members attending as prescribed, the person with the right to convene a meeting of the Board of Supervisors must convene a second meeting of the Board of Supervisors within the next 7 days. In this case, the meeting is conducted if more than half of the members of the Board of Supervisors attend the meeting.

After 2 meetings of the Board of Supervisors, not enough members attended. The Head of the Board of Supervisors must notify the Board of Directors and request to convene an ordinary General Meeting of Shareholders within the next 30 days so that shareholders can consider the qualifications of the members of the Board of Supervisors.
7. Voting:
 - a) Each member attending the Board of Supervisors meeting will have 1 vote at the Board of Supervisors meeting. If a member of the Board of Supervisors cannot attend the meeting, he/she can delegate his/her voting authority in writing to another member of

- the Board of Supervisors (who is allowed to participate in voting) to vote on his/her behalf.
- b) Members of the Board of Supervisors with interests related to the issue decided by the Board of Supervisors will not be allowed to vote on that issue and will not be counted in the number of delegates required to be present at the meeting. At the same time, they are not allowed to receive authorization from other members of the Board of Supervisors to participate in voting due to:
 - c) If any doubts arise at the meeting regarding the rights of members of the Board of Supervisors or the voting rights of members of the Board of Supervisors and those doubts are not voluntarily resolved by members of the Board of Supervisors by agreeing to give up voting rights, such doubts will be forwarded to the Chairman of the meeting. The Chairman's decision will be final and conclusive, except in cases where the nature or extent of the interests of the relevant Board of Supervisors member is unknown.
8. Declaration of interests: Members of the Board of Supervisors who feel that their interests are related, whether directly or indirectly, to a contract, an agreement, a proposed contract, or an agreement expected to be entered into with OCB, must declare the nature of their related interests at the meeting of the Board of Directors and the meeting of the Board of Supervisors, the Board of Directors will consider whether to enter into such contracts or agreements in accordance with this Charter and the provisions of the law. If he/she later learns about the existence of his/her right or in any other case, that member must notify immediately at the nearest meeting of the Board of Directors and the nearest meeting of the Board of Supervisors after that member knows that there are related interests.
 9. Majority voting: The decision of the Board of Supervisors is approved if approved by a majority of the members of the Board of Supervisors who have the right to vote at the meeting. In cases where the number of votes is equal, the final decision belongs to the side with the opinion of the Head of the Board of Supervisors or a member of the Board of Supervisors authorized by the Board of Supervisors to chair the meeting (in case the Head of the Board of Supervisors is absent).
 10. In the event that the Head of the Board of Supervisors collects written opinions to pass a decision on an issue, a decision is considered to have equivalent value to a decision passed by a member of the Board of Supervisors at a regularly convened and organized meeting, if:
 - a) Obtain written consent from the majority of members of the Board of Supervisors who have the right to participate in voting on the issue raised for opinion;
 - b) The number of members of the Board of Supervisors participating in the written vote must meet the conditions on the number of members required to conduct a meeting of the Board of Supervisors.
 11. Minutes: The Board of Supervisors meeting must be fully recorded in the Minutes. Minutes of meetings of the Board of Supervisors are made in Vietnamese and must be signed by all members of the Board of Supervisors attending the meeting, and must be jointly responsible for the accuracy and truthfulness of the minutes. The Chairman of the meeting is responsible for arranging and sending Minutes of the Board of Supervisors meeting to

the Board of Supervisors members, and those Minutes will be considered conclusive evidence of the work conducted at the meetings, except in case there are complaints related to the content of that Minute within 10 days from the date of sending the Minute.

Chapter XII

INTERNAL CONTROL SYSTEM, INTERNAL AUDIT

SECTION 1

INTERNAL CONTROL SYSTEM

Article 70 . Establishing and maintaining the operation of the internal control system

1. OCB must establish an internal control system to help the General Director operate all OCB operations smoothly, safely, and legally.
2. The internal control system is a collection of mechanisms, policies, processes, internal regulations, and the organizational structure of a credit institution and is implemented by the organization to ensure timely prevention, detection, and handling of risks.
3. OCB must regularly control compliance with laws and internal regulations and directly control professional activities in all fields at OCB's headquarters, transaction offices, branches, representative offices, public service units, and subsidiaries. OCB must regularly control compliance with the law and internal regulations for OCB's affiliated companies according to the provisions of the law.
4. When detecting violations or problems in business activities, OCB must promptly plan and implement corrective measures.

Article 71 . Specialized internal control department

1. Depending on the scale, level, scope, and specifics of its operations, the Board of Directors considers and decides to establish a specialized internal control department under the direct management of the General Director. In all cases, whether or not there is a specialized internal control department, OCB must establish, maintain, and organize the implementation of an internal control system according to the regulations of the SBV.
2. The specialized internal control department is responsible for checking and supervising compliance with the law and regulations, professional processes, and internal regulations of OCB, it helps the General Director carry out self-inspection to synthesize, review, and evaluate the effectiveness and efficiency of the internal inspection and control system to detect, prevent, and promptly propose solutions to problems, violations in all professional activities, perfecting the internal inspection and control system according to the regulations of the SBV, and ensuring OCB operates safely, effectively, and in accordance with the law.

Article 72 . Requirements for internal control system

1. OCB must build an internal control system to ensure the following requirements:
 - a) Efficiency and safety in operations; protection, management, safe and effective use of assets and resources;
 - b) The financial information and management information system shall be honest, reasonable, complete and timely;

- c) Compliance with laws and internal mechanisms, policies, processes and regulations.
2. OCB builds an internal control system and deploys technology applications in internal control activities according to the regulations of the Governor of the State Bank of Vietnam.

SECTION 2

INTERNAL AUDIT

Article 73 . Internal audit department

1. OCB must establish an internal audit under the Board of Supervisors to perform OCB's internal audit.
2. The internal audit conducts an independent and objective review and assessment of the appropriateness and compliance with OCB's internal mechanisms, policies, processes, and regulations; makes recommendations to improve the effectiveness of systems, processes, and regulations, contributing to ensuring OCB operates safely, effectively, and in accordance with the law.
3. Internal audit results must be reported to the Board of Supervisors and sent to the Board of Directors and General Director of OCB.

Chapter XIII

FINANCE, ACCOUNTING, REPORTING, INFORMATION, AND CONFIDENTIALITY

Article 74 . Financial regime

OCB's financial regime is implemented in accordance with the law.

Article 75 . Fiscal year

OCB's fiscal year begins on January 1 and ends on December 31 of the calendar year.

Article 76 . Accounting system

1. The accounting system OCB uses is the Vietnam Accounting System or another accounting system approved by the Ministry of Finance.
2. OCB prepares accounting books in Vietnamese. OCB will keep accounting records according to the type of business activities in which OCB participates. These records must be accurate, updated, systematic, and sufficient to prove and explain OCB's transactions.
3. OCB uses Vietnamese dong as the currency used in accounting.

Article 77 . Report

1. OCB must implement a reporting regime and provide information according to the provisions of the law on accounting, statistics, and statistical investigation, and it must periodically report its professional activities according to the regulations of the Governor of the SBV.
2. In addition to the report specified in Clause 1 of this Article, OCB is responsible for promptly reporting to the SBV in the following cases:

- a) Unusual developments arise in professional activities that may seriously affect OCB's business situation;
 - b) Changes in organization, governance, operations, financial situation of major shareholders, and other changes that seriously affect OCB's business operations; buying, selling, transferring shares, and capital contributions of major shareholders;
 - c) Change OCB branch name; Temporarily suspend transactions for less than 05 working days; List shares on the domestic stock market.
3. Subsidiaries and affiliated companies of OCB are responsible for submitting their financial reports and operational reports to the SBV when requested.
 4. Within 90 days from the end of the fiscal year, OCB must send annual reports to the SBV in accordance with the law.

Article 78 . Disclosure of financial reports

1. Within 120 days from the end of the fiscal year, OCB must publicly disclose financial reports according to the provisions of the law.
2. OCB must periodically disclose information on its annual financial statements in accordance with the provisions of the Law on Securities.

Article 79 . Information

1. OCB must inform the account holder about the transaction and account balance at OCB according to the agreement with the account holder.
2. OCB is allowed to exchange information with other credit institutions about OCB's operations.
3. OCB is responsible for reporting and providing information to the SBV related to business activities and being provided by the SBV with information about customers who have a credit relationship with OCB according to the regulations of the SBV.
4. OCB is responsible for disclosing information according to legal regulations for public companies.

Article 80 . Information confidentiality

1. Managers, executives, and employees of OCB are not allowed to disclose customer information or business secrets of OCB.
2. OCB must ensure the confidentiality of OCB customer information according to Government regulations.
3. OCB is not allowed to provide OCB customer information to other organizations or individuals unless requested by a competent state agency in accordance with the law or approved by the customer.

Chapter XIV

RIGHT TO INVESTIGATE BOOKS AND RECORDS

Article 81 . Right to investigate books and records

1. Shareholders or groups of Shareholders owning more than 10% of the total number of common shares for a continuous period of at least 6 months have the right to, directly or through an authorized person, send a written request to check during working hours and at OCB's main place of business the list of Shareholders, the minutes of the General Meeting of Shareholders and make copies or extracts of those records. The request for inspection by a lawyer or other authorized representative of a Shareholder must be accompanied by a valid power of attorney from the Shareholder that person represents.
2. Members of the Board of Directors, members of the Board of Supervisors, General Director and managers have the right to check OCB's Register of Shareholders, List of Shareholders and other books and records of OCB for purposes related to their position, on the condition that this information be kept confidential.
3. OCB will have to save this Charter and any amendments and supplements to the Charter, Business Registration Certificate, regulations, documents proving property ownership, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and any other documents as prescribed by the law at the head office or another place, provided that Shareholders and the business registration agency are informed of the location where these documents are stored.
4. This Charter is published on OCB's website. Shareholders have the right to receive a free copy of the Charter issued by OCB, if requested.

Chapter XV

PARTY ORGANIZATIONS AND UNIONS

EMPLOYEES AND LABOR UNION

Article 82 . Party organizations & unions, employees & labor union

1. Party organizations and unions in OCB operate within the framework of the constitution, laws and organizational charter.
2. OCB respects and creates favorable conditions for propagandizing and advocating for the establishment of Party organizations and unions at OCB, and enrolling people working at the enterprise in these organizations.
3. Enterprises create favorable conditions in terms of facilities, time, and other necessary conditions so that members of Party organizations and unions working at OCB fully implement the living regime according to the organization's Charter and internal rules.
4. Employees and the labor union: The General Director must make a plan for the Board of Directors to approve issues related to recruitment, labor, salaries, social insurance, benefits, rewards, and discipline for managers and employees, as well as OCB's relationships with recognized trade unions, according to best management standards, practices, and policies specified in this Charter, OCB's regulations, and current legal regulations.

Chapter XVI

PROFIT DIVISION**Article 83 . Appropriation of funds**

Every year, OCB must deduct from the profit after tax to establish and maintain the following funds:

1. The reserve fund to supplement charter capital or the reserve fund to supplement allocated capital must be appropriated annually at the rate of 10% of profit after tax. The maximum level of this fund must not exceed OCB's charter capital.
2. Financial provision fund.
3. Other reserve funds as prescribed by law.

Article 84 . Payment of dividends

1. Dividends paid for common shares are determined based on realized net profits, and dividend payments are deducted from OCB's retained profits, OCB is only allowed to pay dividends to Shareholders when OCB has fulfilled its tax obligations and other financial obligations according to the provisions of the law; set aside OCB funds and fully compensate for previous losses in accordance with the provisions of the law and this Charter; and immediately after paying off the specified dividend amount, OCB still must ensure payment of all due debts and other property obligations.
2. According to the decision of the General Meeting of Shareholders and the provisions of the law, dividends will be announced but must not exceed the level proposed by the Board of Directors after being approved by the General Meeting of Shareholders.
3. The Board of Directors can decide to pay mid-term dividends if it considers this payment to be consistent with OCB's profitability.
4. OCB does not pay interest or other amounts of interest for dividends, except in cases where dividends are paid to Shareholders' deposit accounts at OCB.
5. The Board of Directors can request that the General Meeting of Shareholders approve the payment of all or part of dividends using specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors is the body that implements this resolution.
6. In case dividends or other amounts related to a type of share are paid in cash, OCB will have to pay in Vietnamese dong and can pay by check or money order sent by post to the registered address of the Beneficiary Shareholder and in case a risk arises (from a Shareholder's registered address), that Shareholder must bear it.
7. Dividends can be paid by bank transfer when OCB has enough details about the Shareholder's bank to be able to transfer directly to the Shareholder's bank account. If OCB has transferred money according to the bank details as notified by Shareholders, OCB is not responsible for damages arising from that transfer.
8. In cases of approval by the General Meeting of Shareholders, the Board of Directors may decide and notify that holders of common shares are entitled to receive dividends in common shares instead of dividends in cash. These additional shares to pay dividends are recorded as shares for which the purchase price has been fully paid on the basis that the value of the dividend-paying shares must be equivalent to the cash amount to pay

dividends.

9. Pursuant to the Enterprise Law, the Board of Directors can pass a resolution stipulating a specific date as the closing date for OCB's business activities. Based on that date, those who register as Shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents. This cut-off date may be on the same day or at a time before those benefits are exercised. This does not affect the rights of either party in the transfer of shares or related securities. Dividends paid for preferred shares are made according to the conditions specifically applicable to each type of preferred share.
10. The Board of Directors must prepare a list of Shareholders eligible to receive dividends, determine the level of dividends to be paid for each share, and determine the time limit and form of payment at least 30 days before each dividend payment. Notice of dividend payment must be sent by a method guaranteed to reach the registered addresses of all Shareholders no later than 15 days before the dividend payment. The notice must clearly state the name and address of the Bank's head office; the full name, contact address, nationality, ID card number, passport, or other legal personal identification of the Shareholder being an individual; the name, head office address, nationality, establishment decision number, or business registration number of the Shareholder being an organization; the number of shares of each type of shareholder; the dividend level for each share and the total amount of dividends that Shareholder will receive, time and method of dividend payment; and the and the full name, signature of the Chairman of the Board of Directors and legal representative of OCB.
11. In the event that a Shareholder transfers his/her shares during the time between the completion of the list of Shareholders and the time of dividend payment, the transferor is the recipient of dividends from OCB.
12. Dividend payments for shares listed on the Stock Exchange can be made through securities companies or Depository Centers.

Chapter XVII

INDEPENDENT AUDIT

Article 85 . Independent audit

1. Before the end of the fiscal year, OCB must select a qualified independent auditing organization according to the regulations of the SBV to audit its activities in the next financial year.
2. Within 30 days from the date of the decision to select an independent audit organization, OCB must notify the SBV of the selected independent audit organization.
3. OCB must perform an independent audit again in case the audit report contains an exception from the independent audit organization.
4. Independent auditors who audit OCB's financial statements are allowed to attend General Meetings of Shareholders and have the right to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the Congress on issues related to the audit of OCB's financial statements.

Chapter XVIII**THE SEAL****Article 86 . The seal**

1. The Board of Directors decides on the type, quantity, form, and content of OCB's seal.
2. The Board of Directors, Board of Supervisors, and General Director use and manage the seal according to their functions, tasks, and current legal regulations.

Chapter XIX**SPECIAL CONTROL, BANKRUPTCY, DISSOLUTION, AND LIQUIDATION****SECTION 1****SPECIAL CONTROLS****Article 87 . Reporting difficulties in payment ability**

When there is a risk of not being able to pay its customers, OCB must immediately report to the SBV about the financial situation, causes and measures applied, and measures expected to be applied to overcome the problem.

Article 88 . Cases where OCB may be placed under special control

1. OCB does not have a remedial plan to send to the SBV or does not adjust the remedial plan according to the written request of the SBV in case of early intervention;
2. During the time limit for implementing the remedial plan, OCB is not capable of implementing the remedial plan in case of early intervention;
3. At the end of the time limit for implementing the remedial plan, OCB cannot fix the situation leading to early intervention;
4. Mass withdrawals and the risk of unsafety in the credit institution system;
5. OCB's capital adequacy ratio is lower than 04% for 6 consecutive months;
6. In case of dissolution, OCB is not able to fully pay debts during the asset liquidation process.

Article 89 . Responsibilities of the Board of Directors, Board of Supervisors, and General Director when OCB is in a state of special control

1. Carrying out the responsibilities specified in Clause 1, Article 165 of the Law on Credit Institutions;
2. Administering, operating, and controlling OCB's business activities, ensuring the safety of OCB's assets;
3. OCB's Board of Directors decides on issues within the decision-making authority of the General Meeting of Shareholders and approves restructuring plans according to the provisions of the Law on Credit Institutions.

Article 90 . Special loans

1. OCB is entitled to special loans from the SBV and other credit institutions in the following cases:
 - a) To pay deposits to depositors according to the provisions of Article 191 of the Law on Credit Institutions;
 - b) To implement the recovery plan, the mandatory transfer plan.
2. OCB receives special loans from deposit insurance organizations in accordance with the law on deposit insurance.
3. Special loans have priority for repayment before all other debts and financial obligations, including debts and financial obligations secured by assets of the special borrower.

Article 91 . Termination of special control

The SBV considers and decides to terminate special control over OCB in one of the following cases:

1. OCB overcomes the situation that led to OCB being placed under special control and complies with the safety ratios specified in Article 138 of the Law on Credit Institutions.
2. OCB completes the recovery plan, merger, consolidation plan, transfer of all shares, capital contributions, and mandatory transfer plan approved according to the provisions of sections 2, 3 and 4 Chapter X of the Law on Credit Institutions.
3. OCB is dissolved or merged or consolidated according to the provisions of Section 5 of this Chapter, Chapter XIII of the Law on Credit Institutions and other relevant provisions of law.
4. The judge appoints an Administrator or asset management and liquidation enterprise to conduct OCB bankruptcy procedures.

SECTION 2

BANKRUPTCY, DISSOLUTION, LIQUIDATION

Article 92 . Bankruptcy of OCB

After the SBV has issued a document terminating special control, a document terminating the application, or a document not applying measures to restore solvency but OCB still falls into bankruptcy, OCB must apply to the Court to open procedures to resolve the request to declare bankruptcy according to the provisions of bankruptcy law.

Article 93 . Cases of dissolution and termination of operations

1. OCB does not request an extension or requests an extension but is not approved in writing by the SBV at the end of the operating term.
2. OCB's license has been revoked.
3. OCB voluntarily dissolves if it has the ability to pay all debts and is approved in writing by the SBV.
4. OCBs are subject to early intervention or special control, with a credit institution taking over all debt obligations.

Article 94 . Liquidation of OCB's assets

1. When dissolving or terminating operations according to the provisions of Article 202 of the Law on Credit Institutions, OCB must liquidate assets under the supervision of the SBV and according to the order and procedures for asset liquidation prescribed by the Governor of the SBV.
2. OCB is responsible for paying costs related to asset liquidation.

Chapter XX

RESOLVING INTERNAL DISPUTES

Article 95 . Resolving internal disputes

1. In case a dispute or complaint arises related to OCB's operations or to the rights of Shareholders arising from the Charter or from any rights or obligations under the Enterprise Law or other laws or regulations, administrative regulations stipulate between:
 - a) Shareholders with OCB or;
 - b) Shareholders with the Board of Directors, the Board of Supervisors, the General Director, or other management positions according to OCB regulations;

The parties involved will try to resolve the dispute through negotiation and conciliation. The Chairman of the Board of Directors will preside over dispute resolution and will require each station to present practical factors related to the dispute within 30 working days from the date the dispute arises.

2. In the event that a conciliation decision is not reached within 6 weeks from the start of the conciliation process, either party may bring the dispute to a competent Vietnamese court.
3. The parties will bear their own costs related to negotiation and conciliation procedures. The Court's expenses will be borne by the Court's decision.

Article 96 . Right to sue members of the Board of Directors and General Director

1. Shareholders and groups of shareholders owning at least 1% of common shares have the right to personally or on behalf of OCB sue for civil liability against members of the Board of Directors, Directors or General Directors in the following cases:
 - a) Violating the responsibilities of the company manager as prescribed in Article 165 of the Law on Enterprises;
 - b) Failure to perform, incomplete implementation, untimely implementation, or implementation contrary to the provisions of the law or OCB's Charter, resolutions, and decisions of the Board of Directors regarding assigned rights and obligations;
 - c) Abusing position, and using information, know-how, business opportunities, and other assets of OCB for personal gain or to serve the interests of other organizations and individuals;
 - d) Other cases as prescribed by the law and OCB's Charter.
2. The order and procedures for initiating a lawsuit shall comply with the provisions of the law on civil procedures. The cost of filing a lawsuit in case a shareholder or group of shareholders files a lawsuit on behalf of OCB will be included in OCB's costs, except in

cases where the member initiating a lawsuit is denied the request to sue.

Chapter XXI

TERMS OF ENFORCEMENT

Article 97 . Language

The official language is used in meetings of the General Meeting of Shareholders, meetings of the Board of Directors, meetings of the Board of Supervisors, in documents: Charter, regulations, and decisions of the Bank as well as in the minutes of the above-mentioned meetings, is Vietnamese.

Article 98 . Amendments and supplements to the Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are legal provisions related to OCB's operations that are not mentioned in this Charter or in case there are new provisions of the law different from the provisions in this Charter, the provisions of that law are naturally applied and regulate OCB's activities.

Article 99 . Implementation provisions

1. This Charter takes effect from July 1, 2024 and replaces the Charter of Orient Commercial Joint Stock Bank 2023 (including all relevant amended and supplemented contents).
2. The contents of this Charter specified in the Transitional Provisions of the Law on Credit Institutions shall be implemented in accordance with Article 210 of the Law on Credit Institutions.
3. The Charter is made into 04 copies, with equal value, including:
 - a) 01 copy submitted to the SBV;
 - b) 03 copies stored at OCB Head Office.
4. Copies or excerpts of the Charter shall comply with OCB's regulations and relevant laws.

**LEGAL REPRESENTATIVE OF OCB
CHAIRMAN OF THE BOARD OF DIRECTORS**

(signed and sealed)

TRINH VAN TUAN

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