**OCB** Ngân Hàng Phương Đông | Niềm tin và thịnh vượng

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
*THE SOCIALIST REPUBLIC OF VIETNAM*
*Independence - Freedom - Happiness*

Số/No.: 68 /2026/CV-HĐQT

Tp. Hồ Chí Minh, ngày 05 tháng 08 năm 2026
*Ho Chi Minh City, August 05, 2026*

# CÔNG BỐ THÔNG TIN BẤT THƯỜNG
## *EXTRAORDINARY INFORMATION DISCLOSURE*

**Kính gửi:** **Ủy ban Chứng khoán Nhà nước**
**Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh**

***To:*** ***The State Securities Commission***
***The Ho Chi Minh Stock Exchange***

1. Tên tổ chức: NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN PHƯƠNG ĐÔNG
*Organization name: ORIENT COMMERCIAL JOINT STOCK BANK*
   - Mã chứng khoán: OCB
   *Stock symbol: OCB*
   - Địa chỉ: Tòa nhà The Hallmark, Số 15 Trần Bạch Đằng, P. An Khánh, TP. Hồ Chí Minh
   *Address: The Hallmark Building, No. 15 Tran Bach Dang, An Khanh Ward, Ho Chi Minh City*
   - Điện thoại liên hệ: (028) 38 220 960
   *Tel: (028) 38 220 960* *Fax: (028) 38 220 963*
2. Nội dung thông tin công bố:
*Contents of disclosure:*
   - Ngày 05/08/2026, OCB đã ban hành Điều lệ Ngân hàng TMCP Phương Đông, cập nhật mức vốn điều lệ mới sau khi thực hiện phát hành cổ phiếu để tăng vốn cổ phần từ nguồn vốn chủ sở hữu.
   - *On August 05, 2026, OCB has issued the Charter of Orient Commercial Bank, updating the new charter capital after issuing shares to increase share capital from equity capital.*
3. Thông tin này đã được công bố trên trang thông tin điện tử của OCB vào ngày 05/08/2026 tại đường dẫn https://ocb.com.vn/vi/nha-dau-tu#cong-bo-thong-tin.
*This information was disclosed on OCB's website on August 05, 2026 at https://www.ocb.com.vn/en/investors#information-disclosure.*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

***Tài liệu đính kèm/Attached documents:***
Điều lệ OCB
*Charter of OCB*

M.S.D.N: 030085... NGÂN ... THƯƠNG MẠ... PHƯƠN... THÀNH PHỐ

**Đại diện tổ chức**
***Organization representative***
Người đại diện theo pháp luật
*Legal representative*

M.S.D.N: 0300852005 - C.T.C.P
NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN PHƯƠNG ĐÔNG
THÀNH PHỐ HỒ CHÍ MINH

**TRỊNH VĂN TUẤN**

ORIENT COMMERCIAL JOINT STOCK BANK

# CHARTER

☆ ☆
☆

HO CHI MINH CITY, 2026

# CHARTER

# OF ORIENT COMMERCIAL JOINT STOCK BANK

## PREAMBLE

Orient Commercial Joint Stock Bank (OCB) is a joint stock commercial bank permitted to conduct banking operations and other related business activities in accordance with law for profit-making purposes, thereby contributing to the achievement of the State's economic objectives. The organization and operations of OCB shall be governed by this Charter, regulations of the State Bank of Vietnam and other relevant provisions of law.

This Charter was approved by the General Meeting of Shareholders of OCB at the General Meeting of Shareholders held on April 15, 2026, and shall take effect from August 05, 2026.

## Chapter I DEFINITIONS AND APPLICATION OF REFERENCES

### Article 1. Definitions of Terms in the Charter

1. **"OCB"** means Orient Commercial Joint Stock Bank.
2. **"Term of Operation"** means the period during which OCB is permitted to conduct business activities in accordance with law, commencing from the date on which the State Bank of Vietnam issues its Establishment and Operation License. OCB's Term of Operation may be extended pursuant to a resolution of the General Meeting of Shareholders and subject to approval by the State Bank of Vietnam.
3. **"Charter Capital"** means the aggregate par value of shares of OCB that have been sold to shareholders.
4. **"Shareholder"** means a person who owns at least one issued share of OCB.
5. **"Founding Shareholder"** means a Shareholder who participated in the adoption of OCB's first Charter.
6. **"Major Shareholder"** means a shareholder of OCB who owns 05% or more of the voting shares of OCB, including shares indirectly owned by such shareholder.
7. **"Indirect Ownership"** means the ownership by an organization or individual of OCB's Charter Capital through an investment entrustment arrangement or through an enterprise in which such organization or individual owns more than 50% of the charter capital.
8. **"Register of Shareholders"** means a document maintained in written form and as an electronic data file. The Register of Shareholders shall contain the principal information prescribed by law.
9. **"Share"** means an equal portion into which OCB's Charter Capital is divided, each having a par value of VND 10,000.
10. **"Share Certificate"** means a certificate issued by OCB or a book-entry record certifying ownership of one or more shares of OCB. OCB's shares shall be registered shares in accordance with this Charter.
11. **"Dividend"** means the amount of net profit paid in respect of each share in cash or other

assets.

12. **"Subsidiary"** of OCB means a company falling into any of the following cases:
    a) OCB, or OCB together with its Related Persons, owns more than 50% of the charter capital or more than 50% of the voting shares of such company;
    b) OCB has the right to appoint a majority or all of the members of the Board of Directors, members of the Members' Council, or the General Director (Director) of such company;
    c) OCB has the right to amend or supplement the charter of such company;
    d) OCB, or OCB together with its Related Persons, directly or indirectly controls the adoption of resolutions or decisions by the General Meeting of Shareholders, Board of Directors or Members' Council of such company.
13. **"Affiliate"** of OCB means a company in which OCB, or OCB together with its Related Persons, owns more than 11% of the charter capital or more than 11% of the voting shares, but which is not a Subsidiary of OCB.
14. **"Independent Member of the Board of Directors"** means a member of the Board of Directors who satisfies the criteria and conditions prescribed in Article 45 of this Charter.
15. **"Manager of OCB"** includes the Chairperson of the Board of Directors, members of the Board of Directors and the General Director.
16. **"Executive Officer of OCB"** includes the General Director, Deputy General Directors, Chief Accountant, Branch Directors and other executive positions prescribed under OCB's organizational structure.
17. **"Related Person"** means an organization or individual having a direct or indirect relationship with another organization or individual in any of the following cases:
    a) A parent company and its subsidiary, and vice versa; a parent company and a subsidiary of its subsidiary, and vice versa; a credit institution and its subsidiary, and vice versa; a credit institution and a subsidiary of its subsidiary, and vice versa; subsidiaries of the same parent company or of the same credit institution with one another; subsidiaries of subsidiaries of the same parent company or of the same credit institution with one another; a manager, controller or member of the Supervisory Board of a parent company or credit institution, or an individual or organization having authority to appoint such persons, with a subsidiary, and vice versa;
    b) A company or credit institution and a manager, controller or member of the Supervisory Board of such company or credit institution, or a company or organization having authority to appoint such persons, and vice versa;
    c) A company or credit institution and an organization or individual owning 05% or more of the charter capital or voting share capital of such company or credit institution, and vice versa;
    d) An individual and his/her spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of his/her spouse, daughters-in-law, sons-in-law; full siblings; paternal half-siblings; maternal half-siblings; brothers-in-law and sisters-in-law being siblings of his/her

spouse, spouses of his/her full siblings, paternal half-siblings or maternal half-siblings (hereinafter collectively referred to as spouse, father, mother, child, brother or sister); paternal grandparents, maternal grandparents; paternal grandchildren, maternal grandchildren; biological uncles and aunts, and their biological nieces and nephews;

e) A company or credit institution and an individual having a relationship as prescribed at Point d of this Clause with a manager, controller, member of the Supervisory Board, capital-contributing member or shareholder owning 05% or more of the charter capital or voting share capital of such company or credit institution, and vice versa;

f) An individual authorized to represent a capital contribution of an organization or individual specified at Points a, b, c, d and e of this Clause and the authorizing organization or individual; individuals authorized to represent capital contributions of the same organization with one another;

g) Other legal entities or individuals having relationships that potentially pose risks to the operations of a credit institution, as determined in accordance with the internal regulations of the credit institution or pursuant to a written request of the State Bank of Vietnam through inspection and supervision activities.

18. **"Reorganization"** means the division, separation, consolidation, merger or conversion of OCB.

19. **"SBV"** is the abbreviation for the State Bank of Vietnam.

20. **"Law"** means all laws, ordinances, decrees, resolutions, regulations, circulars, decisions and other legal normative documents promulgated from time to time by competent Vietnamese State authorities in relation to banking operations.

21. **"Law on Enterprises"** means the Law on Enterprises adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented from time to time.

22. **"Law on Credit Institutions"** means the Law on Credit Institutions adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, as amended and supplemented from time to time.

23. **"Vietnam"** means the Socialist Republic of Vietnam.

### Article 2. Application of References

1. In this Charter, any reference to any provision of law or legal document shall include any amendments or supplements thereto and any legal document replacing the same.
2. The headings of chapters and articles in this Charter are included for ease of reference and understanding only and shall not affect the contents or interpretation of this Charter.

## Chapter II NAME, ADDRESS AND TERM OF OPERATION

### Article 3. Name, Address and Term of Operation

1. Orient Commercial Joint Stock Bank, licensed to operate under Establishment and Operation License No. 0061/NHGP dated April 13, 1996 issued by the Governor of the SBV, has legal person status in accordance with the laws of Vietnam and has the

characteristics specified in Clauses 2 through 9 of this Article.

2. Name of the Bank:
   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 Building, No. 15 Tran Bach Dang Street, An Khanh Ward, Ho Chi Minh City.
   b) Telephone: (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 shall be the Chairperson of the Board of Directors.

   The Legal Representative of OCB must reside in Vietnam. In the event that the Legal Representative is absent from Vietnam, he/she must authorize in writing another person who is a Manager or Executive Officer of OCB and resides in Vietnam to exercise his/her rights and perform his/her obligations.
5. OCB may establish branches, representative offices, non-business units and Subsidiaries within its areas of operation in order to achieve the Bank's operational objectives to the extent permitted by law.
6. OCB's Charter Capital at the time of adoption of this Charter is VND 30,625,101,260,000. OCB's total Charter Capital is divided into 3,062,510,126 shares with a par value of VND 10,000 per share.
7. OCB shall have its own seal in accordance with law and may maintain its own accounts with the SBV and with domestic and foreign banks in accordance with regulations of the SBV.
8. OCB shall maintain a Balance Sheet and Funds in accordance with applicable laws.
9. The Term of Operation of OCB shall be 99 years from the date on which the SBV issued its Establishment and Operation License. OCB's Term of Operation may be extended pursuant to a resolution of the General Meeting of Shareholders and subject to approval by the SBV.

## Chapter III OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

### Article 4. Operational Objectives

1. OCB's business activities comprise monetary, credit, financial, monetary and banking services as specified in OCB's Establishment and Operation License and Enterprise Registration Certificate, and shall comply with the Law on Credit Institutions and other applicable provisions of law, with a view to serving customers in accordance with its

established business strategy.

2. OCB's objective is to become one of the leading joint stock commercial banks in Vietnam; to generate profits and accumulate capital for reinvestment and expansion of operations in order to increase benefits for Shareholders and employees' income, and to contribute to the achievement of the State's socio-economic development objectives.

**Article 5. Scope of Business and Operations**

1. Banking operations:

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

b) Issuing certificates of deposit.

c) Granting credit in the following forms:

- Lending;

- Discounting and rediscounting;

- Bank guarantees;

- Issuance of credit cards;

- Domestic factoring and international factoring;

- Letters of credit;

- Other forms of credit extension as prescribed by the Governor of the SBV.

d) Opening payment accounts for customers.

e) Providing means of payment.

f) Providing the following payment services via accounts:

- Providing domestic payment services, including cheques, payment orders, payment authorizations, collection orders, collection authorizations, money transfers, bank cards, collection services and payment-on-behalf services;

- Providing international payment services after obtaining written approval from the SBV; and other payment services as prescribed by the Governor of the SBV.

2. Borrowing, depositing funds, and purchasing and selling valuable papers:

a) OCB may borrow from the SBV in the form of refinancing in accordance with the Law on the SBV.

b) OCB may purchase and sell valuable papers with the SBV in accordance with the Law on the SBV.

c) OCB may lend to, borrow from, place deposits with, accept deposits from, and conduct term purchases and sales of valuable papers with credit institutions and foreign bank branches in accordance with regulations of the Governor of the SBV.

d) OCB may obtain foreign borrowings in accordance with law.

3. Opening accounts:

a) OCB shall open a payment account with the SBV and maintain the required reserve balance in such account.

b) OCB may open payment accounts with credit institutions permitted to provide payment services via accounts.

c) OCB may open payment accounts overseas in accordance with the laws on foreign exchange.

4. Organization of and participation in payment systems:

a) OCB may organize its internal payment system and participate in the national interbank payment system.

b) OCB may participate in international payment systems upon satisfying the conditions prescribed by the Government and obtaining written approval from the SBV.

5. Foreign exchange business, provision of foreign exchange services and derivative products:

a) OCB may conduct business in, and provide domestic and overseas customers with, the following services and products after obtaining written approval from the SBV:

- Foreign exchange;

- Derivatives relating to interest rates, foreign exchange, currencies and other financial assets.

b) OCB's foreign exchange business and provision of foreign exchange services to customers shall comply with the laws on foreign exchange.

6. Entrustment, agency and appointment of agents:

a) OCB may entrust, accept entrustment and act as an agent in banking operations, and appoint payment agents in accordance with regulations of the Governor of the SBV.

b) OCB may conduct insurance agency activities in accordance with the laws on insurance business and within the scope of insurance agency activities prescribed by the Governor of the SBV.

7. Real Estate Business Activities:

OCB shall not engage in real estate business, except in the following cases:

a) Purchasing, investing in, and owning real estate for use as business premises, workplaces, or warehousing facilities directly serving OCB's operations;

b) Leasing out unused portions of business premises owned by OCB;

c) Holding real estate acquired as a result of debt resolution. Within 05 years from the date of the decision to dispose of real estate serving as collateral, OCB shall sell, transfer, or repurchase such real estate. In the case of repurchase, the real estate must be used for the purposes specified at Point a of this Clause, and OCB must comply with the ratio of investment in fixed assets prescribed in Clause 3, Article 144 of the Law on Credit Institutions.

8. Other Business Activities:

a) OCB may conduct the following other business activities in accordance with regulations of the Governor of the SBV:

- Cash management services; treasury services for credit institutions and foreign bank branches; asset safekeeping services; rental of safe-deposit boxes and safes;

- Provision of money transfer, collection-on-behalf, payment-on-behalf, and other payment services not conducted through accounts;

- Purchase and sale of State Bank bills and corporate bonds; purchase and sale of other valuable papers in accordance with law;

- Money brokerage services;

- Gold trading;

- Other services related to factoring and letters of credit;

- Consultancy on banking operations and other business activities specified in the License.

b) OCB may conduct the following other business activities in accordance with relevant laws:

- Purchase and sale of Government debt instruments, Government-guaranteed bonds, and local government bonds;

- Issuance of bonds;

- Securities depository services;

- Supervisory banking operations;

- Acting as collateral management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions, or foreign bank branches.

c) OCB may conduct other business activities related to banking operations in accordance with regulations of the Governor of the SBV, other relevant provisions of law, or upon obtaining written approval from the SBV.

d) Placing and accepting deposits of funds with or from credit institutions, foreign bank branches, and domestic and foreign financial institutions in accordance with law and guidelines of the SBV.

e) Purchase of debts.

9. Scope of Operations: OCB may conduct its business and operations both within Vietnam and overseas in accordance with law.

**Article 6. Capital Contributions and Share Purchases**

1. OCB may only use its Charter Capital and reserve funds to make capital contributions and purchase shares in accordance with Clauses 2, 3, 4, and 8, Article 111 of the 2024 Law on Credit Institutions.
2. OCB shall establish or acquire Subsidiaries or Affiliates when conducting the following business activities:

a) Securities underwriting and securities brokerage; management and distribution of securities investment fund certificates; securities portfolio management; and purchase and sale of shares;

b) Financial leasing;

c) Insurance.

3. OCB may establish or acquire Subsidiaries or Affiliates operating in the fields of debt management and asset exploitation, remittance services, gold trading, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information services.

4. OCB may make capital contributions to or purchase shares of enterprises operating in the following fields:

   a) Insurance, securities, remittance services, gold trading, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information services;

   b) Other fields not specified above, upon obtaining written approval from the SBV.

5. OCB may establish or acquire Subsidiaries or Affiliates upon obtaining written approval from the SBV.

6. OCB and its Subsidiaries may purchase and hold shares of other credit institutions subject to the conditions and limits prescribed by the Governor of the SBV.

7. OCB and its Subsidiaries shall not make capital contributions to or purchase shares of enterprises or other credit institutions that are Related Persons of a Major Shareholder or capital-contributing members of OCB.

8. OCB and its Subsidiaries shall not purchase shares of or make capital contributions to enterprises or other credit institutions that are Shareholders or capital-contributing members of OCB.

### Article 7. Prudential Requirements in Operations

In the course of its operations, OCB shall comply with the prudential requirements prescribed in Chapter VII of the Law on Credit Institutions and regulations of the SBV; classify assets and make provisions for losses to address risks arising from banking operations in accordance with applicable laws.

## Chapter IV CHARTER CAPITAL AND OPERATING CAPITAL

### Article 8. Charter Capital of OCB

1. Charter Capital means the aggregate par value of shares of OCB that have been sold to Shareholders.

2. OCB's Charter Capital may be increased from the following sources:

   a) The reserve fund for supplementation of Charter Capital; share premium; retained earnings and other funds as prescribed by law;

   b) Public offering of shares and private placement of shares;

   c) Conversion of convertible bonds into ordinary shares;

   d) Other sources as prescribed by law.

3. OCB's Charter Capital shall be accounted for in Vietnamese Dong (VND).

4. OCB shall maintain the actual value of its Charter Capital at no less than the statutory

capital level.

**Article 9. Changes in Charter Capital**

1. Any change in OCB's Charter Capital must be approved by the General Meeting of Shareholders and obtain the SBV's prior written approval before implementation in accordance with law.
2. The sequence, procedures and application dossier for approval of changes in Charter Capital shall comply with regulations of the SBV.
3. The Board of Directors shall be legally responsible for the appraisal of the dossier, procedures and conditions for OCB to change its Charter Capital in accordance with regulations of the SBV, relevant laws and this Charter.

**Article 10. Operating Capital of OCB**

1. Owners' equity:
   a) Charter Capital;
   b) Differences arising from asset revaluation and foreign exchange differences in accordance with law;
   c) Share premium;
   d) Reserve fund for supplementation of Charter Capital, business development investment fund and financial reserve fund;
   e) Retained earnings.
2. Mobilized capital:
   a) Deposits mobilized from organizations and individuals;
   b) Borrowings from domestic and foreign credit institutions;
   c) Borrowings from the SBV;
   d) Proceeds from the issuance of valuable papers.
3. Other capital as prescribed by law.

**Article 11. Use of Capital and Assets**

1. OCB shall have the right to change the structure of its capital and assets to serve the development of its business operations.
2. The transfer and allocation of capital and assets among OCB's branches shall be carried out in accordance with regulations of the Board of Directors.

**Article 12. Prudential Ratios**

1. OCB shall maintain the following prudential ratios:
   a) Liquidity ratio;
   b) A minimum capital adequacy ratio of 08%, or a higher ratio as prescribed by the Governor of the SBV from time to time;
   c) Maximum foreign currency and gold positions relative to Own Capital;

d) Ratios applicable to the purchase, holding and investment in Government bonds and Government-guaranteed bonds;

e) Other prudential ratios.

2. OCB, when participating in the national interbank payment system, shall maintain a cash deposit with the SBV and hold a minimum amount of valuable papers eligible for pledge as prescribed by the Governor of the SBV from time to time.

3. The aggregate amount of OCB's capital invested in other credit institutions and OCB's Subsidiaries in the form of capital contributions or share purchases, together with investments in the form of capital contributions or share purchases in enterprises operating in the banking, insurance or securities sectors, shall not be included in Own Capital for the purpose of calculating prudential ratios.

## Chapter V SHARES, SHARE CERTIFICATES AND BONDS

### Article 13. Types of Shares

1. OCB shall have ordinary shares. Holders of ordinary shares shall be Ordinary Shareholders.

2. OCB may have dividend preference shares. A dividend preference share is a share carrying a dividend payable at a rate higher than that applicable to ordinary shares or at a fixed annual rate. The annual dividend shall comprise a fixed dividend and a bonus dividend. The fixed dividend shall not depend on the business performance of the credit institution and shall only be paid when the credit institution is profitable. Where OCB incurs losses or earns profits that are insufficient for payment of the fixed dividend, the fixed dividend payable on dividend preference shares shall be accumulated and carried forward to subsequent years. The specific fixed dividend rate and the method for determining the bonus dividend shall be decided by the General Meeting of Shareholders and stated on the share certificates representing dividend preference shares. The aggregate par value of dividend preference shares shall not exceed 20% of OCB's Charter Capital.

   Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Managers and Executive Officers of OCB shall not be permitted to purchase dividend preference shares issued by OCB. The persons entitled to purchase dividend preference shares and the number of dividend preference shares that may be purchased shall be decided by the General Meeting of Shareholders.

3. Ordinary shares may not be converted into dividend preference shares. Dividend preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.

4. OCB shall at all times maintain at least 100 Shareholders, with no maximum limit on the number of Shareholders.

5. Foreign organizations and individuals may purchase shares of OCB in accordance with law.

### Article 14. Shareholding Ratios

1. An individual Shareholder shall not own shares exceeding 05% of OCB's Charter Capital.

2. An institutional Shareholder shall not own shares exceeding 10% of OCB's Charter Capital.
3. A Shareholder together with its Related Persons shall not own shares exceeding 15% of OCB's Charter Capital. A Major Shareholder of OCB together with its Related Persons shall not own 05% or more of the charter capital of another credit institution.
4. Clauses 2 and 3 of this Article shall not apply to the following cases:

   a) Ownership of shares in a Subsidiary or Affiliate that is a credit institution as prescribed in Clauses 2 and 3, Article 111 of the 2024 Law on Credit Institutions;

   b) Share ownership by foreign investors in accordance with law.
5. The shareholding ratios prescribed in Clauses 1 and 2 of this Article shall include shares indirectly owned. The shareholding ratio prescribed in Clause 3 of this Article shall include shares purchased by another organization or individual under an entrustment arrangement of the Shareholder and shall exclude shareholdings of a Related Person that is a subsidiary of such Shareholder as prescribed at Point a, Clause 9, Article 4 of the 2024 Law on Credit Institutions.
6. The maximum foreign ownership ratio in OCB shall be 22% of its Charter Capital. Where otherwise provided by law, the applicable provisions of law shall prevail.

**Article 15. Share Certificates**

1. A Share Certificate is a certificate issued by OCB, a book-entry record or electronic data certifying ownership of one or more shares of OCB. A Share Certificate shall contain the following principal particulars:
   a) Name and address of OCB's Head Office;
   b) Enterprise registration number;
   c) Number and class of shares;
   d) Par value of each share and aggregate par value of the shares recorded in the Share Certificate;
   e) Full name, contact address, nationality and number of the Identity Card, Citizen Identity Card, Passport or other lawful personal identification document of a Shareholder who is an individual; name, permanent address, nationality and number of the establishment decision or enterprise registration number of a Shareholder that is an organization, in the case of a registered Share Certificate;
   f) Summary of procedures for transfer of shares;
   g) Specimen signature of the Legal Representative and seal of OCB;
   h) Registration number in OCB's Register of Shareholders and date of issuance of the Share Certificate;
   i) Other particulars prescribed in Articles 116, 117 and 118 of the Law on Enterprises in respect of Share Certificates representing preference shares.
2. Where there are errors in the contents or form of a Share Certificate issued by OCB, the rights and interests of its holder shall not be affected. The Legal Representative of OCB shall be responsible for any damage caused to OCB by such errors.

3. Where a Share Certificate is lost, torn, burned or otherwise destroyed, OCB shall issue a replacement Share Certificate at the request of the relevant Shareholder. The Shareholder's request shall contain undertakings regarding the following matters:

    a) The Share Certificate has in fact been lost, burned or otherwise destroyed; in the case of loss, the Shareholder shall additionally undertake that all reasonable efforts have been made to locate it and that, if subsequently found, it shall be returned to OCB for destruction;

    b) The Shareholder shall be responsible for any disputes arising from the issuance of a replacement Share Certificate;

    c) For a Share Certificate with a nominal value exceeding VND 10 million, before accepting a request for issuance of a replacement Share Certificate, the Legal Representative of OCB may require the owner of the Share Certificate to publish a notice stating that the Share Certificate has been lost, burned or otherwise destroyed and, after 15 days from the date of publication of such notice, to request OCB to issue a replacement Share Certificate.

4. OCB's Share Certificates may not be used as collateral for a pledge to OCB itself.

5. Within 10 working days from the date of receipt of a complete dossier requesting transfer of ownership of Share Certificates, or within 30 days from the date on which a Shareholder makes full payment for the shares subscribed for, OCB shall be responsible for issuing Share Certificates to the Shareholders.

### Article 16. Other Securities Certificates

Bond certificates or other securities certificates of OCB (excluding offering letters, temporary certificates and similar documents) shall be issued bearing OCB's seal and the signature of an authorized representative of OCB, unless otherwise provided in the terms and conditions of issuance.

### Article 17. Offering of Shares

1. The Board of Directors shall decide the timing, method and offering price of shares within the number of shares authorized for offering. The offering price shall not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except in the following cases:

    a) Shares offered for the first time to persons who are not Founding Shareholders;

    b) Shares offered to all Shareholders in proportion to their existing shareholdings in OCB;

    c) Shares offered to brokers or underwriters. In such case, the specific discount amount or discount rate must be approved by Shareholders representing at least 65% of the total voting shares;

    d) Other cases and the applicable discount rates in such cases as decided by the General Meeting of Shareholders of OCB.

2. Where OCB issues additional ordinary shares and offers such shares to all Ordinary Shareholders in proportion to their existing shareholdings in OCB, the following provisions shall apply:

    a) OCB shall send written notice to the Shareholders by a method ensuring delivery to their permanent addresses. The notice shall also be published in a newspaper for 03 consecutive issues within 10 working days from the date of notification;

b) The notice shall contain the full name, permanent address, nationality and number of the Identity Card, Passport or other lawful personal identification document of a Shareholder who is an individual; the name, permanent address, nationality and number of the establishment decision or enterprise registration number of a Shareholder that is an organization; the number and percentage of shares currently held by the Shareholder in OCB; the total number of shares proposed to be issued and the number of shares the Shareholder is entitled to purchase; the offering price; the subscription period; and the full name and signature of the Legal Representative of OCB. The period specified in the notice must be reasonable and sufficient for the Shareholder to register for the purchase of shares. A share subscription form issued by OCB shall be enclosed with the notice;

c) A Shareholder may transfer its pre-emptive right to purchase shares to another person;

d) If the share subscription form is not returned to OCB within the period specified in the notice, the relevant Shareholder shall be deemed to have waived its pre-emptive right to purchase the shares;

e) Where the number of shares proposed to be issued is not fully subscribed for by the Shareholders and transferees of pre-emptive rights, the remaining shares proposed to be issued shall be disposed of as decided by the Board of Directors. The Board of Directors may distribute such shares to Shareholders of OCB or other persons in a reasonable manner on terms no more favorable than those offered to the Shareholders, unless otherwise approved by the General Meeting of Shareholders or the shares are sold through a Stock Exchange.

3. Shares of OCB shall be deemed to have been sold when the purchaser has made full payment for the shares and the purchaser's information prescribed in Clause 2, Article 24 of this Charter has been accurately and fully recorded in the Register of Shareholders. From that time, the purchaser shall become a Shareholder of OCB.

### Article 18. Transfer of Shares

1. A Shareholder who is an individual, or a Shareholder that is an organization whose representative of the capital contribution in OCB is a member of the Board of Directors, a member of the Supervisory Board or the General Director of OCB, shall not transfer its shares during the term of office of such person.

   The representative of the capital contribution referred to in this Clause shall not include a representative of the State's capital contribution in OCB.

2. During the period in which personal liability consequences are being addressed pursuant to a resolution or decision of the General Meeting of Shareholders or a decision of the SBV, a member of the Board of Directors, a member of the Supervisory Board or the General Director shall not transfer shares, except in any of the following cases:

   a) The member of the Board of Directors, member of the Supervisory Board or General Director is an authorized representative of an institutional Shareholder that is subject to merger, consolidation, division, separation, dissolution or bankruptcy in accordance with law;

b) The member of the Board of Directors, member of the Supervisory Board or General Director is required to transfer shares pursuant to a legally effective judgment or decision of a court;

c) The member of the Board of Directors, member of the Supervisory Board or General Director transfers shares to another investor for the implementation of an approved recovery plan, plan for transfer of the entire capital contribution, or compulsory transfer plan.

3. The transfer of OCB's listed shares or shares registered for trading shall comply with the laws on securities.

### Article 19. Repurchase of Shares at the Request of Shareholders

1. A Shareholder who has voted against a resolution on the Reorganization of OCB or on changes to the rights and obligations of Shareholders prescribed in OCB's Charter shall have the right to request OCB to repurchase its shares. Such request must be made in writing, specifying the name and address of the Shareholder, the number of shares of each class, the proposed selling price, and the reason for requesting OCB to repurchase the shares. The request must be sent to OCB within 10 working days from the date on which the General Meeting of Shareholders adopts the resolution on the matters specified in this Clause.
2. OCB shall repurchase the shares at the request of a Shareholder as prescribed in Clause 1 of this Article at a price determined by the Board of Directors within 90 days from the date of receipt of the request. If no agreement on the price can be reached, the Shareholder may sell the shares to another person, or the parties may request a professional valuation organization to determine the price. OCB shall introduce at least three professional valuation organizations for the Shareholder to select from, and such selection shall be final.

### Article 20. Repurchase of Shares Pursuant to a Decision of OCB

1. Subject to the conditions prescribed in Clause 1, Article 21 of this Charter, OCB may repurchase no more than 30% of the total ordinary shares sold and part or all of the dividend preference shares sold in accordance with Clauses 2, 3, 4 and 5 of this Article.
2. The Board of Directors shall have the authority to decide on the repurchase of no more than 10% of the total number of shares of each class offered for sale within each twelve-month period. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders.
3. The Board of Directors shall determine the repurchase price of shares. For ordinary shares, the repurchase price shall not be higher than the market price at the time of repurchase, except in the case prescribed in Clause 4 of this Article. For shares of other classes, unless otherwise agreed between OCB and the relevant Shareholder, the repurchase price shall not be lower than the market price.
4. OCB may repurchase shares from each Shareholder in proportion to such Shareholder's shareholding. In this case, OCB's decision on the repurchase of shares must be notified by a method ensuring delivery to all Shareholders within 30 days from the date on which

such decision is adopted. The notice shall state the name and address of OCB's Head Office, the total number and classes of shares to be repurchased, the repurchase price or principles for determining the repurchase price, payment procedures and deadline, and procedures and deadline for Shareholders to offer their shares for sale to OCB.

A Shareholder agreeing to sell its shares back to OCB shall send its offer for sale by a method ensuring delivery to OCB within 30 days from the date of the notice. The offer shall state the full name, permanent address and number of the Identity Card, Passport or other lawful personal identification document of a Shareholder who is an individual; the name, permanent address, nationality and number of the establishment decision or enterprise registration number of a Shareholder that is an organization; the number of shares owned and the number of shares offered for sale; method of payment; and signature of the Shareholder or its Legal Representative. OCB shall only repurchase shares offered for sale within the aforesaid period.

5. OCB's repurchase of its own shares as treasury shares shall satisfy the conditions and procedures prescribed by law applicable to public companies and by the SBV.

### Article 21. Conditions for Payment and Treatment of Repurchased Shares

1. In addition to other restrictions applicable to public companies under relevant laws, OCB may only repurchase shares from Shareholders if, after full payment of the amount corresponding to the repurchased shares, OCB continues to satisfy the prudential ratios applicable to banking operations and the actual value of its Charter Capital does not fall below OCB's statutory capital level.
2. Share Certificates evidencing ownership of shares that have been repurchased shall be destroyed immediately after full payment for the corresponding shares has been made. The Chairperson of the Board of Directors and the General Director shall be jointly liable for any damage caused to OCB as a result of failure to destroy or delay in destroying such Share Certificates.

### Article 22. Issuance of Bonds

1. OCB shall have the right to issue bonds, convertible bonds and other types of bonds in accordance with OCB's Charter, the Law on Credit Institutions, the Law on Enterprises and other relevant provisions of law.
2. Except for matters falling within the duties and powers of the General Meeting of Shareholders, the Board of Directors shall have the authority to decide on the issuance of bonds, whether by private placement or public offering, including but not limited to the type of bonds, aggregate value of the bonds, interest rate and timing of issuance, issuance plan, and documents relating to the bond issuance.

## Chapter VI MANAGEMENT ORGANIZATIONAL STRUCTURE

### Article 23. Management Organizational Structure

1. OCB's operational network structure:
   a) OCB may establish branches, representative offices, transaction offices, automated teller machines, non-business units and other affiliated units in compliance with the

provisions of law and the guidelines of the SBV and other competent State authorities;

b) OCB shall have the right to make capital investments, make capital contributions for establishment, purchase shares, and enter into joint ventures or associations for the establishment of Subsidiaries, affiliated companies and affiliated units in compliance with the Law on Enterprises, the Law on Credit Institutions and other relevant provisions of law.

2. Decisions on the establishment of, participation in capital contributions to, withdrawal of capital from, or termination of operations of the units prescribed in Clause 1 of this Article shall fall within the authority of the General Meeting of Shareholders, the Board of Directors or other management bodies of OCB in compliance with this Charter and other relevant provisions of law.

3. OCB's management organizational structure shall comprise:

   a) The General Meeting of Shareholders;

   b) The Board of Directors;

   c) The Supervisory Board;

   d) The General Director.

4. The Board of Directors shall specifically prescribe the structure, functions and duties of the management and executive apparatus in accordance with law and OCB's scale of business operations from time to time.

5. The Board of Directors and the Supervisory Board shall establish mechanisms for authorization and assignment of responsibilities within the Board of Directors, the Supervisory Board, the General Director and the supporting apparatus in accordance with other provisions of law, so as to ensure the safe, efficient and seamless governance and administration of the Bank.

## Chapter VII SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

### Article 24. Register of Shareholders and Determination of the List of Shareholders

1. OCB shall establish and maintain the Register of Shareholders from the date of issuance of its Enterprise Registration Certificate. The Register of Shareholders shall be maintained in written form and as an electronic data file.

2. The Register of Shareholders shall contain the following principal particulars:

   a) Name and address of OCB's Head Office;

   b) Total number of shares authorized for offering, classes of shares authorized for offering, and number of shares of each class authorized for offering;

   c) Total number of shares of each class sold and the value of contributed share capital;

   d) Full name, contact address, nationality and number of the Identity Card, Passport or other lawful personal identification document of a Shareholder who is an individual; name, permanent address, nationality and number of the establishment decision or enterprise registration number of a Shareholder that is an organization;

e) Number of shares of each class held by each Shareholder and the date of share registration.

3. The Register of Shareholders shall be kept at OCB's Head Office or at another organization having the function of maintaining registers of shareholders. Shareholders shall have the right to inspect, search or extract and copy the names and contact addresses of Shareholders recorded in the Register of Shareholders.

4. Determination of the list of Shareholders:

   a) OCB shall specifically determine the record date for establishing the list of Shareholders entitled to exercise Shareholders' rights and shall ensure that Shareholders are provided sufficient time to register with OCB any changes relating to themselves and the number of shares they own before such record date;

   b) For share transfer transactions arising during the period from after the record date for determining the list of Shareholders until the date on which the relevant Shareholders' rights are exercised, the transferor shall be the person entitled to exercise such Shareholders' rights.

**Article 25. Rights of Shareholders**

1. Ordinary Shareholders shall have the following rights:

a) To attend and express opinions at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative; each ordinary share shall carry one vote;

b) To receive dividends pursuant to resolutions of the General Meeting of Shareholders;

c) To have a pre-emptive right to purchase newly offered shares in proportion to each Shareholder's existing holding of ordinary shares in OCB;

d) To transfer shares and rights to purchase shares to other Shareholders of OCB or to other organizations or individuals in accordance with law and OCB's Charter;

e) To inspect, search and extract information concerning their names and contact addresses in the list of Shareholders entitled to vote, and to request correction of their inaccurate information;

f) To inspect, search, extract and copy OCB's Charter, the minutes book of meetings of the General Meeting of Shareholders, and resolutions and decisions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of OCB, to receive a portion of the remaining assets corresponding to the number of shares owned in OCB;

h) To authorize another person in writing to exercise their rights and perform their obligations; the authorized person may not stand for election in his/her own capacity;

k) To stand for election or nominate candidates to the Board of Directors and the Supervisory Board in accordance with OCB's Charter as follows. The list of candidates must be submitted to the Board of Directors within the time limit prescribed by the Board of Directors:

- A Shareholder or group of Shareholders holding from 5% to less than 15% of the total ordinary shares may nominate up to 1 candidate;

- A Shareholder or group of Shareholders holding from 15% to less than 25% of the total ordinary shares may nominate up to 2 candidates;

- A Shareholder or group of Shareholders holding from 25% to less than 35% of the total ordinary shares may nominate up to 3 candidates;

- A Shareholder or group of Shareholders holding from 35% to less than 45% of the total ordinary shares may nominate up to 4 candidates;

- A Shareholder or group of Shareholders holding from 45% to less than 55% of the total ordinary shares may nominate up to 5 candidates;

- A Shareholder or group of Shareholders holding from 55% to less than 65% of the total ordinary shares may nominate up to 6 candidates;

- A Shareholder or group of Shareholders holding from 65% to less than 75% of the total ordinary shares may nominate up to 7 candidates;

- A Shareholder or group of Shareholders holding from 75% to less than 85% of the total ordinary shares may nominate up to 8 candidates;

- A Shareholder or group of Shareholders holding from 85% to less than 95% of the total ordinary shares may nominate up to 9 candidates.

l) A Shareholder or group of Shareholders holding 05% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board.

2. A Shareholder or group of Shareholders holding 5% or more of the total ordinary shares shall additionally have the following rights:

   a) To review, search and extract the minutes books and resolutions and decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to OCB's trade secrets or business secrets;

   b) To request the convening of a meeting of the General Meeting of Shareholders in the cases prescribed in Clause 3 of this Article;

   c) To request the Supervisory Board to inspect specific matters relating to the management and administration of OCB's operations when deemed necessary. Such request must be made in writing and specify the full name, contact address, nationality and number of the Identity Card, Passport or other lawful personal identification document of each Shareholder who is an individual; the name, permanent address, nationality and number of the establishment decision or enterprise registration number of each Shareholder that is an organization; the number of shares and date of share registration of each Shareholder; the total number of shares held by the group of Shareholders and its ownership ratio in the total shares of OCB; and the matter to be inspected and purpose of the inspection;

   d) Other rights as prescribed by law.

3. A Shareholder or group of Shareholders prescribed in Clause 2 of this Article shall have

the right to request the convening of a meeting of the General Meeting of Shareholders in the following cases:

a) The Board of Directors seriously violates Shareholders' rights or the obligations of Managers, or adopts a decision beyond its delegated authority;

b) Other cases prescribed by law and OCB's Charter.

A request to convene a meeting of the General Meeting of Shareholders under Clause 3 of this Article must be made in writing and contain the following particulars: full name, contact address, nationality and number of the personal legal document of each Shareholder who is an individual; name, enterprise identification number or number of the legal document of the organization and address of the Head Office of each Shareholder that is an organization; the number of shares and date of share registration of each Shareholder; the total number of shares held by the group of Shareholders and its ownership ratio in the total shares of the company; and the grounds and reasons for requesting the convening of the meeting of the General Meeting of Shareholders. Documents and evidence concerning violations by the Board of Directors, the seriousness of such violations, or decisions made beyond its authority must be enclosed with the request.

4. A Shareholder holding dividend preference shares shall have the same rights and obligations as an Ordinary Shareholder, except for the right to vote, attend meetings of the General Meeting of Shareholders, and nominate candidates to the Board of Directors and the Supervisory Board.

5. A Shareholder that is an organization shall have the right to appoint one or more authorized representatives to exercise its Shareholders' rights in accordance with law. Where more than one authorized representative is appointed, the specific number of shares and votes represented by each representative must be determined. The appointment, termination or replacement of an authorized representative must be notified in writing to OCB as soon as possible. The notice shall contain the following principal particulars:

   a) Name, permanent address, nationality, and number and date of the establishment decision or enterprise registration of the Shareholder;

   b) Number and class of shares and date of registration as a Shareholder of OCB;

   c) Full name, permanent address, nationality and number of the Identity Card, Passport or other lawful personal identification document of the authorized representative;

   d) Number of shares represented under the authorization;

   e) Term of authorization;

   f) Full names and signatures of the authorized representative and the Legal Representative of the Shareholder.

### Article 26. Obligations of OCB's Ordinary Shareholders

1. Shareholders of OCB shall perform the following obligations:

   a) To make full payment for the number of shares subscribed for within the time limit prescribed by OCB; and to be liable for the debts and other property obligations of OCB to the extent of the share capital contributed to OCB;

b) Not to withdraw contributed share capital from OCB in any form that results in a reduction of OCB's Charter Capital, except in the case prescribed in Article 65 of the 2024 Law on Credit Institutions;

c) To be legally responsible for the lawfulness of the sources of funds used to make capital contributions to, purchase or receive transfers of shares in OCB; not to use funds obtained from credit granted by credit institutions or foreign bank branches, or proceeds from the issuance of corporate bonds, to purchase or receive transfers of OCB's shares; and not to make capital contributions to or purchase shares of OCB in the name of another individual or legal entity in any form, except for entrustment arrangements permitted by law;

d) To comply with OCB's Charter and internal regulations;

dd) To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

e) To bear responsibility when acting in the name of OCB in any form to commit violations of law or conduct business or other transactions for personal gain or for the benefit of another organization or individual;

g) To maintain the confidentiality of information provided by OCB in accordance with law and OCB's Charter; to use such information solely for exercising and protecting their lawful rights and interests; and not to disseminate, copy or transmit information provided by OCB to other organizations or individuals.

2. A Shareholder acting as an investment trustee for another organization or individual shall provide OCB with information on the beneficial owner of the shares held under such investment entrustment arrangement in OCB. OCB shall have the right to suspend the Shareholders' rights of Shareholders acting as investment trustees where such Shareholders fail to provide information or provide incomplete or inaccurate information on the beneficial owners of the shares.

## Article 27. General Meeting of Shareholders

1. The annual General Meeting of Shareholders shall be held within 04 months from the end of the financial year.
2. The General Meeting of Shareholders shall comprise all Shareholders entitled to vote and shall be the highest decision-making body of OCB. The General Meeting of Shareholders shall have the following duties and powers:

a) To approve OCB's development orientations;

b) To approve OCB's Charter and amendments and supplements thereto;

c) To approve regulations on the organization and operation of the Board of Directors and the Supervisory Board;

d) To decide the number of members of the Board of Directors and the Supervisory Board for each term; and to elect, remove, dismiss, additionally elect or replace members of the Board of Directors and members of the Supervisory Board in accordance with the criteria and conditions prescribed by law and OCB's Charter;

dd) To decide remuneration, bonuses and other benefits for members of the Board of Directors and members of the Supervisory Board, and the operating budgets of the Board of Directors and the Supervisory Board;

e) To consider and, within its authority, deal with violations committed by the Board of Directors or the Supervisory Board that cause damage to OCB and its Shareholders;

g) To decide OCB's management organizational structure;

h) To approve a plan for changing the level of Charter Capital; and to approve a share offering plan, including the classes and number of new shares to be offered;

i) To approve a plan for repurchase of shares already sold;

k) To approve a plan for issuance of convertible bonds;

l) To approve the plan prescribed in Article 143 of the Law on Credit Institutions;

m) To approve the annual financial statements and the plan for distribution of profits after OCB has fulfilled its tax obligations and other financial obligations;

n) To approve reports of the Board of Directors and the Supervisory Board on the performance of their assigned duties and powers;

o) To decide on the establishment or conversion of forms of commercial presence overseas and Subsidiaries of OCB;

p) To approve a plan for capital contributions to, purchase or sale of shares or capital contributions of the credit institution in enterprises or other credit institutions where the value of the capital contribution, proposed purchase price, or book value in the case of sale of shares or capital contributions is equal to or greater than 20% of OCB's Charter Capital as stated in its most recently audited financial statements;

q) To approve decisions on investment in, purchase or sale of fixed assets of the credit institution where the investment amount, proposed purchase price, or historical cost in the case of sale of fixed assets is equal to or greater than 20% of the credit institution's Charter Capital as stated in its most recently audited financial statements;

r) To approve contracts or other transactions valued at 20% or more of OCB's Charter Capital as stated in its most recently audited financial statements between OCB and a member of the Board of Directors, member of the Supervisory Board, General Director or Major Shareholder of OCB; a Related Person of a Manager, member of the Supervisory Board or Major Shareholder of OCB; or a Subsidiary or Affiliate of OCB, except where OCB is implementing a compulsory transfer plan;

s) To decide on the division, separation, consolidation, merger, conversion of legal form or dissolution of OCB, or to request a court to initiate bankruptcy proceedings against OCB;

t) To decide on the selection of an independent auditing organization in accordance with Article 59 of the Law on Credit Institutions;

u) To decide on solutions to remedy significant financial fluctuations of OCB;

v) To decide, or authorize the Board of Directors to decide, on the selection of an independent auditing organization satisfying the conditions prescribed by the SBV to audit OCB's operations for the following financial year before the end of the current financial year;

x) To write off from off-balance-sheet accounts debts for which risks have been resolved if, after at least 05 years from the date on which provisions were used for risk resolution and after all debt recovery measures have been taken, such debts remain unrecovered.

3. Decisions on the matters prescribed at Points a, d, dd and s of Clause 2 of this Article must be adopted by voting at a meeting of the General Meeting of Shareholders.

**Article 28. Authority to Convene Meetings of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual meeting of the General Meeting of Shareholders in accordance with Article 27 of this Charter and shall convene an extraordinary meeting of the General Meeting of Shareholders in any of the following cases:

   a) The Board of Directors considers it necessary in the interests of the credit institution;

   b) The number of remaining members of the Board of Directors falls below 05;

   c) The number of remaining members of the Supervisory Board falls below 05;

   d) At the request of a Shareholder or group of Shareholders prescribed in Clause 3, Article 25 of this Charter;

   e) At the request of the Supervisory Board;

   f) To decide matters at the request of the SBV upon the occurrence of an event affecting the operational safety of the credit institution;

   g) Other cases prescribed in OCB's Charter.

2. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 90 days from the date on which the number of remaining members of the Board of Directors falls to the level prescribed at Point b, or from the date of receipt of a request prescribed at Points c, d and e of Clause 1 of this Article.

   Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairperson and members of the Board of Directors shall be legally responsible and shall compensate OCB for any resulting damage.

3. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 2 of this Article, the Supervisory Board shall, within the following 30 days, convene the meeting of the General Meeting of Shareholders in place of the Board of Directors in accordance with this Charter.

   Where the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Head of the Supervisory Board shall be legally responsible and shall compensate OCB for any resulting damage.

4. Where the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article, the Shareholder or group of Shareholders prescribed in Clause 2, Article 25 of this Charter shall have the right to convene the meeting of the General Meeting of Shareholders in place of the Board of Directors and the Supervisory Board in accordance with this Charter.

   In this case, the Shareholder or group of Shareholders convening the meeting of the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting where deemed necessary.

5. The convenor shall prepare the list of Shareholders entitled to attend the meeting of the General Meeting of Shareholders, provide information and resolve complaints relating to the list of Shareholders, prepare the agenda and contents of the meeting, prepare meeting documents, determine the time and venue of the meeting, and send notices of invitation to each Shareholder entitled to attend the meeting in accordance with this Charter.
6. Expenses incurred in convening and conducting meetings of the General Meeting of Shareholders pursuant to Clauses 2, 3 and 4 of this Article shall be reimbursed by OCB.

### Article 29. List of Shareholders Entitled to Attend the General Meeting of Shareholders

1. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on OCB's Register of Shareholders. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date on which the notice of invitation to the General Meeting of Shareholders is sent.
2. The list of Shareholders entitled to attend the General Meeting of Shareholders shall contain the full name, contact address, nationality and number of the Citizen Identity Card, Identity Card, Passport or other lawful personal identification document of each Shareholder who is an individual; the name, enterprise identification number or number of the establishment decision, and Head Office address of each Shareholder that is an organization; the number of shares of each class, and the number and date of Shareholder registration of each Shareholder.
3. Shareholders shall have the right to inspect, search, extract and copy the names and contact addresses of Shareholders included in the list of Shareholders entitled to attend the General Meeting of Shareholders, and to request correction of inaccurate information or supplementation of necessary information concerning themselves in such list. Managers of OCB shall promptly provide information from the Register of Shareholders and correct or supplement inaccurate information at the request of Shareholders, and shall be liable to compensate for any damage arising from failure to provide, delayed provision of, or inaccurate provision of information from the Register of Shareholders as requested. The sequence and procedures for requesting information from the Register of Shareholders shall comply with OCB's internal regulations.

### Article 30. Agenda and Contents of Meetings of the General Meeting of Shareholders

1. The convenor of a meeting of the General Meeting of Shareholders shall prepare the list of Shareholders entitled to attend and vote at the meeting; prepare the agenda, contents and documents of the meeting and draft resolutions for each matter on the agenda; determine the time and venue of the meeting; and send notices of invitation to the Shareholders entitled to attend the meeting.
2. A Shareholder or group of Shareholders prescribed in Clause 2, Article 25 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to OCB no later than 03 working days before the opening date of the meeting. The proposal shall specify the name of the Shareholder, the number of shares of each class held by the Shareholder, and the matter proposed for inclusion in the meeting agenda.

3. The convenor of the General Meeting of Shareholders may only reject a proposal prescribed in Clause 2 of this Article in any of the following cases:
   a) The proposal is not submitted within the prescribed time limit or does not contain complete or appropriate contents;
   b) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
   c) The proposed matter requires preparation time or a basis for resolution that cannot be immediately accommodated by the General Meeting of Shareholders at the meeting.
4. The convenor of the General Meeting of Shareholders shall accept and include a proposal prescribed in Clause 2 of this Article in the proposed agenda and contents of the meeting, except in the cases prescribed in Clause 3 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

**Article 31. Notice of Meetings of the General Meeting of Shareholders**

1. The convenor of a meeting of the General Meeting of Shareholders shall send a notice of invitation to all Shareholders included in the list of Shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting. The notice of invitation shall state OCB's name, Head Office address and enterprise identification number; the name and contact address of the Shareholder; the time and venue of the meeting; and other requirements applicable to attendees.
2. The notice shall be sent by a method ensuring delivery to the Shareholder's contact address and shall concurrently be published on OCB's website and, where deemed necessary, in a central or local daily newspaper.
3. The notice of invitation shall be accompanied by the following documents:
   a) The meeting agenda, documents to be used at the meeting, and draft resolutions for each matter on the agenda;
   b) Voting ballot;
   c) Form for appointment of an authorized representative to attend the meeting.
4. The meeting documents accompanying the notice of invitation as prescribed in Clause 3 of this Article may instead be published on OCB's website. In such case, the notice of invitation shall clearly specify where and how the documents may be downloaded, and OCB shall provide the meeting documents to a Shareholder upon request.

**Article 32. Right to Attend Meetings of the General Meeting of Shareholders**

1. A Shareholder or an authorized representative of a Shareholder that is an organization may directly attend the meeting, authorize in writing one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 2 of this Article. Where a Shareholder that is an organization has not appointed an authorized representative as prescribed in Clause 5, Article 25 of this Charter, it may authorize another person to attend the General Meeting of Shareholders.

   Authorization of a representative to attend a meeting of the General Meeting of Shareholders must be made in writing. The power of attorney shall be made in accordance with civil law and shall clearly state the name of the authorized individual or organization and the number of shares represented under the authorization. The person authorized to attend the General Meeting of Shareholders shall present the power of attorney when registering for attendance before entering the meeting venue.

2. A Shareholder shall be deemed to have attended and voted at a meeting of the General Meeting of Shareholders in any of the following cases:

   a) Attending and voting directly at the meeting;

   b) Authorizing another person to attend and vote at the meeting;

   c) Attending and voting by online conference, electronic voting or other electronic means;

   d) Sending the voting ballot to the meeting by mail, fax or email.

### Article 33. Conditions for Conducting Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders may be conducted when the attending Shareholders represent more than 50% of the total voting shares.

2. Where the first meeting fails to satisfy the condition prescribed in Clause 1 of this Article, a second meeting may be convened within thirty days from the date on which the first meeting was scheduled to be held. The second meeting of the General Meeting of Shareholders may be conducted when the attending Shareholders represent at least 33% of the total voting shares.

3. Where the second meeting of the General Meeting of Shareholders cannot be conducted due to the absence of the required quorum, a third meeting may be convened within 20 days from the date on which the second meeting was scheduled to be held. In such case, the meeting of the General Meeting of Shareholders may be conducted irrespective of the number of attending Shareholders or authorized representatives and shall be deemed valid and competent to decide all matters that could have been approved at the first meeting of the General Meeting of Shareholders.

4. Only the General Meeting of Shareholders shall have the right to amend the meeting agenda sent together with the notice of invitation as prescribed in Article 31 of this Charter.

### Article 34. Procedures for Conducting Meetings of the General Meeting of Shareholders

1. From prior to the opening of the meeting until the date on which the General Meeting of Shareholders is held, OCB shall carry out Shareholder registration procedures and shall continue registration until all Shareholders entitled to attend who are present have been registered.

2. A Shareholder arriving late at a meeting of the General Meeting of Shareholders shall be entitled to register immediately and thereafter participate and vote at the meeting. The Chairperson shall not be required to suspend the meeting to allow a late-arriving Shareholder to register, and the validity of votes conducted before such Shareholder attends the meeting shall not be affected.

3. The Chairperson of the Board of Directors shall chair, or authorize another member of the Board of Directors to chair, a meeting of the General Meeting of Shareholders convened

by the Board of Directors. Where the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of themselves by majority vote to chair the meeting. Where no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election by the General Meeting of Shareholders of a Chairperson of the meeting, and the person receiving the highest number of votes shall act as Chairperson of the meeting.

4. The Chairperson may invite a number of persons to form a Presidium and jointly chair the meeting.

5. The Chairperson shall appoint one or more secretaries to prepare the minutes of the meeting.

6. The General Meeting of Shareholders shall appoint a Vote Counting Committee at the proposal of the Chairperson. If the General Meeting of Shareholders does not make such appointment, the Chairperson shall appoint the Vote Counting Committee. The Vote Counting Committee shall have no more than 03 members.

7. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session.

8. A decision of the Chairperson regarding the order, procedures or matters arising outside the agenda of the General Meeting of Shareholders shall be final.

9. The Chairperson of the General Meeting of Shareholders may adjourn a meeting for which the required number of attendees has been registered for no more than 03 working days from the scheduled opening date, and may only adjourn the meeting or change its venue in any of the following cases:

   a) The meeting venue does not have sufficient suitable seating for all attendees;

   b) Communication facilities at the meeting venue are insufficient to enable attending Shareholders to participate, discuss and vote;

   c) An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted in a fair and lawful manner.

10. Where the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 9 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion, and all resolutions adopted at such meeting shall remain valid and effective.

11. The Chairperson or Secretary of the meeting may take any measures deemed necessary to conduct the General Meeting of Shareholders in a reasonable and orderly manner or to ensure 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 undergo inspections or security measures that the Board of Directors considers appropriate. Where a Shareholder or authorized representative refuses to comply with such inspection requirements or security measures, the Board of Directors, after careful consideration, may refuse admission to or remove such Shareholder or representative from the meeting.

13. The Board of Directors may, after careful consideration, take such measures as it deems appropriate to:

    a) Regulate the number of persons present at the principal venue of the General Meeting of Shareholders;

    b) Ensure the safety of all persons present at such venue;

    c) Facilitate Shareholders' attendance at, or continued participation in, the meeting.

    The Board of Directors shall have full authority to vary the foregoing measures and apply any measures it considers necessary. Such measures may include the issuance of admission passes or the use of other screening arrangements.

14. Where the foregoing measures are applied at a General Meeting of Shareholders, the Board of Directors, when determining the meeting venue, may:

    a) Announce that the meeting shall be conducted at the venue specified in the notice and that the Chairperson of the meeting shall be present there (the "Principal Meeting Venue");

    b) Make arrangements to enable Shareholders or authorized representatives who are unable to attend under this Article, or persons wishing to participate at a location other than the Principal Meeting Venue, to participate in the meeting simultaneously;

    c) Issue the notice of the meeting without specifying details of the organizational measures under this Article.

**Article 35. Adoption of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at a meeting or by collecting written opinions.

2. Upon Shareholder registration, OCB shall issue to each Shareholder or authorized representative entitled to vote a Voting Card stating the number of votes and such other particulars as the Organizing Committee of the General Meeting of Shareholders considers necessary for the Shareholder or authorized representative to exercise voting rights at the meeting. When voting is conducted at the meeting, the Chairperson shall determine the order for counting the cards voting in favor, the cards voting against, and the votes expressing no opinion. The total number of votes in favor, against and expressing no opinion on each matter shall be announced by the Chairperson before the meeting is closed.

3. A resolution of the General Meeting of Shareholders shall be adopted at a meeting when the following conditions are satisfied:

    a) Except in the cases prescribed at Point b of this Clause and Clause 5 of this Article, a resolution of the General Meeting of Shareholders shall be adopted at a meeting if approved by Shareholders representing more than 50% of the total votes of all Shareholders attending the meeting, or, in the case of collection of written opinions, if approved by Shareholders representing more than 50% of the total votes of all Shareholders;

    b) A decision on the matters prescribed at Points h and q, Clause 2, Article 27 of this Charter must be approved by Shareholders representing more than 65% of the total votes of all Shareholders attending the meeting or, in the case of collection of written opinions, by Shareholders representing more than 65% of the total votes of all Shareholders; A decision on the matter prescribed at Point s, Clause 2, Article 27 of this Charter must be approved by Shareholders representing more than 65% of the total votes of all Shareholders attending the meeting;

c) Matters prescribed at Points a, d, e and s, Clause 2, Article 27 must be approved by voting at a meeting of the General Meeting of Shareholders.

4. Where an attending Shareholder is a Related Person and is not entitled to vote, a resolution of the General Meeting of Shareholders on the relevant matter shall be adopted when it receives at least 50% or 65% of the total eligible votes, as applicable, in accordance with Points a and b, Clause 3 of this Article.

5. Voting for the election of members of the Board of Directors and members of the Supervisory Board shall be conducted by cumulative voting, whereby each Shareholder shall have a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and each Shareholder may cast all of his/her/its votes for one or more candidates.

   Elected members of the Board of Directors or the Supervisory Board shall be determined in descending order of votes received, commencing with the candidate receiving the highest number of votes until the number of members prescribed in this Charter has been elected. Where two or more candidates receive the same number of votes for the final position on the Board of Directors or Supervisory Board, the General Meeting of Shareholders shall vote by Voting Card to select the candidate according to the following order of priority: longer tenure as a member of the Board of Directors, higher ownership of capital, greater age (calculated according to date of birth); or the General Meeting of Shareholders may decide to conduct another election among the candidates receiving an equal number of votes.

6. Decisions adopted at a meeting of the General Meeting of Shareholders attended in person or by authorized representatives by Shareholders representing 100% of the total voting shares shall be lawful and effective even if the procedures for convening the meeting, the contents of the meeting agenda, or the procedures for conducting the meeting were not carried out in accordance with the prescribed requirements.

7. Decisions of the General Meeting of Shareholders shall be notified to the Shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date on which such decisions are adopted.

### Article 36. Authority and Procedures for Collecting Written Opinions of Shareholders for Adoption of Decisions of the General Meeting of Shareholders

1. The Board of Directors shall have the right to collect written opinions of Shareholders for adoption of decisions of the General Meeting of Shareholders at any time if deemed necessary in the interests of OCB, except for the matters prescribed at Points a, d, e and s, Clause 2, Article 27 of this Charter.

2. The Board of Directors shall prepare written opinion ballots, draft decisions of the General Meeting of Shareholders, and explanatory documents relating to such draft decisions. The written opinion ballots, together with the draft decisions and explanatory documents, shall

be sent to all Shareholders entitled to vote no later than 10 days before the deadline for returning the completed written opinion ballots.

3. A written opinion ballot shall contain the following principal particulars:

   a) Name, Head Office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration of OCB;

   b) Purpose of collecting opinions;

   c) Full name, contact address, nationality and number of the personal legal document of a Shareholder who is an individual; name, enterprise identification number or number of the legal document of an organization, or full name, contact address, nationality and number of the personal legal document of the representative of a Shareholder that is an organization; number of shares of each class and number of votes of the Shareholder;

   d) Matter on which opinions are sought for adoption of a decision;

   e) Voting options comprising approval, disapproval and no opinion;

   f) Deadline for returning the completed written opinion ballot to OCB;

   g) Full name and signature of the Chairperson of the Board of Directors.

4. A completed written opinion ballot must bear the signature of the Shareholder who is an individual, or the authorized representative or Legal Representative of a Shareholder that is an organization.

   A written opinion ballot returned to OCB must be enclosed in a sealed envelope, and no person shall be entitled to open it before the counting of votes. Written opinion ballots returned to OCB after the deadline specified therein or which have been opened shall be invalid.

5. The Board of Directors shall organize the counting of votes and prepare minutes of the vote counting under the supervision of a representative of the Supervisory Board or a Shareholder who does not hold a management position in OCB. The vote counting minutes shall contain the following principal particulars:

   a) Name, Head Office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration;

   b) Purpose and matters on which opinions are sought for adoption of decisions;

   c) Number of Shareholders participating in the vote and their total number of votes, specifying the number of valid and invalid votes, together with an appendix listing the Shareholders participating in the vote;

   d) Total number of votes in favor, against and expressing no opinion on each matter;

   e) Decisions adopted;

   f) Full names and signatures of the Chairperson of the Board of Directors, the person supervising the vote counting and the vote counter.

   Members of the Board of Directors, the vote counter and the person supervising the vote counting shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and shall be jointly liable for any damage arising from decisions adopted as a result of dishonest or inaccurate vote counting.

6. The minutes of the vote counting results shall be sent to the Shareholders within 15 days from the date on which the vote counting is completed, or shall be published on OCB's website within 24 hours from completion of the vote counting.
7. All resolutions and decisions adopted by the General Meeting of Shareholders by collection of written opinions shall be sent to the SBV within 15 days from the date on which the vote counting is completed.
8. Completed written opinion ballots, vote counting minutes, the full text of adopted resolutions, and relevant documents enclosed with the written opinion ballots shall be retained at OCB's Head Office.
9. A decision adopted by collection of written opinions of Shareholders shall be deemed adopted if approved by Shareholders representing the corresponding ratios prescribed in Clauses 3 and 4, Article 35 of this Charter, and shall have the same validity as a decision adopted at a meeting of the General Meeting of Shareholders.

**Article 37. Minutes of Meetings of the General Meeting of Shareholders**

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and retained in another electronic form. The minutes shall be prepared in Vietnamese, may additionally be prepared in a foreign language, and shall contain the following principal particulars:
   a) Name, Head Office address and enterprise identification number;
   b) Time and venue of the General Meeting of Shareholders;
   c) Agenda and contents of the meeting;
   d) Full names of the Chairperson and Secretary;
   e) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter on the agenda;
   f) Number of Shareholders and total number of votes of Shareholders attending the meeting, together with an appendix listing registered Shareholders and representatives of Shareholders attending the meeting and their corresponding numbers of shares and votes;
   g) Total number of votes on each matter put to a vote, specifying the voting method and total numbers of valid votes, invalid votes, votes in favor, votes against and votes expressing no opinion, and the corresponding percentages of the total votes of Shareholders attending the meeting;
   h) Matters adopted and the corresponding voting percentages by which they were adopted;
   i) Signatures of the Chairperson and Secretary.
2. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. Where there is any discrepancy between the contents of the Vietnamese-language minutes and the foreign-language minutes, the contents of the Vietnamese-language

minutes shall prevail.

3. The minutes of the General Meeting of Shareholders shall be completed and approved before the conclusion of the meeting.

4. The Chairperson and Secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

5. The minutes of the General Meeting of Shareholders shall be sent to all Shareholders within 15 days from the date on which the meeting concludes; the sending of the vote counting minutes may be replaced by publication thereof on OCB's website.

6. The minutes of the General Meeting of Shareholders, the appendix listing Shareholders registered to attend the meeting, adopted resolutions, and relevant documents enclosed with the notice of invitation shall be retained at OCB's Head Office.

### Article 38. Effectiveness of Resolutions and Decisions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date on which they are adopted or from the effective date specified therein.

2. Resolutions of the General Meeting of Shareholders adopted by Shareholders representing 100% of the total voting shares shall be lawful and effective even if the procedures for adoption of such resolutions were not carried out in accordance with the prescribed requirements.

3. Within 15 days from the date on which the meeting is closed or, in the case of collection of written opinions, from the date on which vote counting is completed, all resolutions and decisions adopted by the General Meeting of Shareholders shall be sent to the SBV.

4. Where a Shareholder or group of Shareholders requests a Court or Arbitration Tribunal to annul a resolution of the General Meeting of Shareholders in accordance with Article 39 of this Charter, such resolution shall remain effective until otherwise decided by the Court or Arbitration Tribunal, except where an interim emergency measure is applied pursuant to a decision of a competent authority.

### Article 39. Request for Annulment of Resolutions and Decisions of the General Meeting of Shareholders

Within 90 days from the date of receipt of a resolution or minutes of a meeting of the General Meeting of Shareholders, or minutes of the vote counting results in the case of collection of written opinions of the General Meeting of Shareholders, a Shareholder or group of Shareholders prescribed in Clause 2, Article 25 of this Charter shall have the right to request a Court or Arbitration Tribunal to consider and annul a resolution or part of a resolution of the General Meeting of Shareholders in any of the following cases:

1. The sequence and procedures for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises or OCB's Charter, except in the case prescribed in Clause 2, Article 38 of this Charter;

2. The contents of the resolution violate the law or OCB's Charter.

## Chapter VIII GENERAL PROVISIONS ON THE BOARD OF DIRECTORS, THE SUPERVISORY

## BOARD AND THE GENERAL DIRECTOR

### Article 40. General Duties and Powers

1. The Board of Directors is the governing body with full authority to act on behalf of OCB in deciding and exercising the rights and obligations of OCB, except for matters falling within the authority of the General Meeting of Shareholders.
2. The Supervisory Board shall supervise and assess compliance with the provisions of law, internal regulations, this Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
3. The General Director is the highest-ranking Executive Officer of OCB and shall be accountable to the Board of Directors for the exercise of his/her rights and performance of his/her obligations.

### Article 41. Procedures for Election and Appointment of Members of the Board of Directors, Members of the Supervisory Board and the General Director

1. Before a meeting of the General Meeting of Shareholders is held, OCB's Board of Directors shall notify the Shareholders entitled to attend the meeting of the proposed number of members to be elected or additionally elected to the Board of Directors and the Supervisory Board, including the proposed number of Independent Members of the Board of Directors; and shall concurrently notify the deadline for submission of the list of candidates and the conditions and criteria applicable to the positions to be elected so that Shareholders may nominate candidates for such positions in accordance with law.
2. Based on the list of nominees submitted by Shareholders for such positions, the Board of Directors shall assess their satisfaction of the applicable conditions and criteria, prepare a List of Candidates for the positions proposed to be elected, and submit such List to the SBV. Where the Shareholders fail to nominate a sufficient number of candidates for membership of the Board of Directors, including Independent Members of the Board of Directors, or the Supervisory Board, or where the nominees fail to satisfy the prescribed conditions and criteria, the Board of Directors shall nominate additional or replacement candidates for such positions.
3. With respect to candidates who fail to satisfy the prescribed conditions, the Board of Directors shall notify such candidates and the Shareholder or group of Shareholders that nominated them, clearly stating the reasons.
4. The General Meeting of Shareholders shall decide the number of members of the Board of Directors and the Supervisory Board to be elected and shall elect persons included in the List of Candidates approved by the SBV pursuant to Clause 2 of this Article. OCB may prepare a separate list of nominees and conduct a separate election for Independent Members of the Board of Directors. In such case, the election of Independent Members of the Board of Directors shall be conducted in the same manner as the election of other members of the Board of Directors.
5. Members of the Board of Directors and members of the Supervisory Board shall commence performance of their duties from the time they are elected by the General Meeting of Shareholders and take over their responsibilities, and shall bear personal responsibility for their duties during their term of office.

6. OCB shall notify the SBV of the list of persons elected or appointed to the aforesaid positions within 10 days from the date of election or appointment.
7. A person proposed to be appointed as General Director must obtain the SBV's prior written approval before appointment. The Board of Directors shall notify the SBV in writing of the person appointed as General Director within 10 days from the date of appointment.

## Article 42. Persons Prohibited from Participating in Governance or Control and from Holding the Positions of General Director, Deputy General Director and Equivalent Positions

1. The following persons shall not be members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Directors or holders of equivalent positions:

   a) Persons falling within the cases prescribed in Clause 2, Article 42 of the Law on Credit Institutions;

   b) Persons prohibited from participating in the management or administration of enterprises or cooperatives under the laws on cadres, civil servants and public employees and the laws on prevention and combat of corruption;

   c) Persons who were owners of private enterprises, general partners of partnerships, General Directors (Directors), members of Boards of Directors, members of Members' Councils, Controllers or members of Supervisory Boards of enterprises, or members of Boards of Directors or General Directors (Directors) of cooperatives at the time such enterprises or cooperatives were declared bankrupt, except where such persons were assigned, designated or appointed to participate in the management, administration or control of an enterprise or cooperative that is a credit institution declared bankrupt in accordance with task requirements;

   d) Persons who were previously suspended from the position of Chairperson or other member of the Board of Directors; Chairperson or other member of the Members' Council; Head or other member of the Supervisory Board; or General Director (Director) of a credit institution pursuant to Article 47 of the 2024 Law on Credit Institutions, or who have been determined by a competent authority to have committed violations resulting in revocation of the credit institution's License;

   dd) Related Persons of a member of the Board of Directors or the General Director of OCB, except for the cases prescribed in Clause 3, Article 69; Point b, Clause 1, Article 73; and Point a, Clause 2, Article 77 of the 2024 Law on Credit Institutions;

   e) Persons who are held responsible pursuant to an inspection conclusion resulting in a credit institution or foreign bank branch being subject to an administrative penalty in the monetary and banking sector at the highest applicable fine bracket for violations of regulations on licensing, governance, administration, shares, Share Certificates, capital contributions, share purchases, credit extension, purchase of corporate bonds, or prudential ratios in accordance with the laws on handling administrative violations in the monetary and banking sector.
2. The following persons shall not hold the positions of Chief Accountant, Branch Director or General Director of a Subsidiary of OCB:

a) Minors; persons having difficulties in cognition or behavior control; persons with restricted or lost civil act capacity;

b) Persons currently subject to criminal prosecution or serving a prison sentence; persons currently subject to an administrative handling measure at a compulsory rehabilitation establishment or compulsory education establishment; or persons prohibited by a Court from holding a position, practicing a profession or performing a particular job;

c) Persons convicted of a serious crime or a more serious crime;

d) Persons convicted of an offence against property whose criminal record has not been expunged;

dd) Cadres, civil servants, public employees, or managers at department level or higher in enterprises in which the State holds 50% or more of the Charter Capital, except persons appointed as representatives to manage the capital contribution of the State or of an enterprise in which the State holds 50% or more of the Charter Capital in a credit institution, or persons assigned, designated or appointed to participate in the management, administration or control of a credit institution in accordance with task requirements;

e) Officers, non-commissioned officers, professional military personnel, national defense workers and public employees in agencies or units of the Vietnam People's Army; officers, professional non-commissioned officers and public security workers in agencies or units of the Vietnam People's Public Security, except persons appointed as representatives to manage the capital contribution of the State or of an enterprise in which the State holds 50% or more of the Charter Capital in a credit institution;

g) Other cases as prescribed by law.

3. The spouse, father, mother, children, brothers and sisters of a member of the Board of Directors or the General Director of OCB, and the spouses of such persons, shall not be the Chief Accountant or person in charge of finance of OCB.

**Article 43. Positions That May Not Be Concurrently Held**

1. The Chairperson of the Board of Directors of OCB shall not concurrently be an Executive Officer or member of the Supervisory Board of OCB or another credit institution, or a Manager of another enterprise.

2. A member of the Board of Directors who is not an Independent Member shall not concurrently hold any of the following positions:

   a) An Executive Officer of OCB, except where such person is the General Director of OCB;

   b) A Manager or Executive Officer of another credit institution, or a Manager of another enterprise, except where such person is a Manager or Executive Officer of a Subsidiary of OCB or of OCB's parent company, or where implementing an approved compulsory transfer plan;

   c) A Controller or member of the Supervisory Board of another credit institution or enterprise.

3. An Independent Member of the Board of Directors of OCB shall not concurrently hold any of the following positions:

   a) An Executive Officer of OCB;

b) A Manager or Executive Officer of another credit institution; or a Manager of more than 02 other enterprises;

c) A Controller or member of the Supervisory Board of another credit institution or enterprise.

4. A member of the Supervisory Board of OCB shall not concurrently hold any of the following positions:

   a) A Manager or Executive Officer of OCB, another credit institution or another enterprise; or an employee of OCB or a Subsidiary of OCB;

   b) An employee of an enterprise in which a member of OCB's Board of Directors is a member of the Board of Directors, an Executive Officer or a Major Shareholder.

5. The General Director, Deputy General Directors and holders of equivalent positions shall not concurrently be Managers, Executive Officers, Controllers or members of the Supervisory Board of another credit institution or enterprise, except where a Deputy General Director or holder of an equivalent position is a Manager or Executive Officer of a Subsidiary of OCB or of OCB's parent company.

**Article 44. Criteria and Conditions for Election and Appointment**

1. A member of the Board of Directors must satisfy all of the following criteria and conditions:

   a) Not fall within any case in which holding such position is prohibited under the Law on Credit Institutions;

   b) Possess professional ethics as prescribed by the Governor of the SBV;

   c) Hold at least a university degree;

   d) Satisfy at least one of the following conditions: having at least 03 years' experience as a Manager or Executive Officer of a credit institution; having at least 05 years' experience as a Manager of an enterprise operating in the finance, accounting or auditing sector, or of another enterprise having owners' equity at least equal to the statutory capital required for the corresponding type of credit institution; having at least 05 years' direct working experience in an operational department of a credit institution or foreign bank branch; or having at least 05 years' direct working experience in finance, banking, accounting or auditing operations.

2. A member of the Supervisory Board must satisfy all of the following criteria and conditions:

   a) The criteria and conditions prescribed at Points a and b, Clause 1 of this Article;

   b) Hold at least a university degree in finance, banking, economics, business administration, law, accounting or auditing;

   c) Have at least 03 years' direct working experience in finance, banking, accounting or auditing;

   d) Not be a Related Person of a Manager of OCB;

   dd) The Head of the Supervisory Board must reside in Vietnam during his/her term of office.

3. The General Director must satisfy all of the following criteria and conditions:

a) The criteria and conditions prescribed at Points a and b, Clause 1 of this Article;

b) Hold at least a university degree in finance, banking, economics, business administration, law, accounting or auditing;

c) Satisfy at least one of the following conditions: having at least 05 years' experience as an Executive Officer of a credit institution; having at least 05 years' experience as General Director (Director) or Deputy General Director (Deputy Director) of an enterprise having owners' equity at least equal to the statutory capital required for the corresponding type of credit institution and at least 05 years' direct working experience in finance, banking, accounting or auditing; or having at least 10 years' direct working experience in finance, banking, accounting or auditing;

d) Reside in Vietnam during his/her term of office.

4. Deputy General Directors, the Chief Accountant, Branch Directors, General Directors (Directors) of Subsidiaries and holders of equivalent positions must satisfy all of the following criteria and conditions:

a) Not fall within any case in which holding such position is prohibited under the Law on Credit Institutions; in the case of a Deputy General Director, such person must not fall within any case in which holding such position is prohibited under Clause 1, Article 42 of the Law on Credit Institutions;

b) Satisfy at least one of the following conditions: hold at least a university degree in finance, banking, economics, business administration, law, accounting, auditing or another discipline relevant to the professional field for which such person will be responsible; or hold at least a university degree in another discipline and have at least 03 years' direct working experience in finance, banking or the professional field for which such person will be responsible;

c) Reside in Vietnam during his/her term of office;

d) The Chief Accountant must additionally satisfy the criteria and conditions prescribed by the laws on accounting.

**Article 45. Criteria and Conditions for Independence of Independent Members of the Board of Directors**

An Independent Member of the Board of Directors must satisfy all criteria and conditions prescribed in Clause 1, Article 44 and the following criteria and conditions:

1. Not be currently employed by OCB or a Subsidiary of OCB and not have been employed by OCB or a Subsidiary of OCB during the immediately preceding 03 years.
2. Not receive regular salary or remuneration from OCB, other than remuneration payable to members of the Board of Directors.
3. Not have a spouse, father, mother, child, brother or sister, or the spouse of any such person, who is a Major Shareholder of OCB, or a Manager, Controller or member of the Supervisory Board of OCB or a Subsidiary of OCB.
4. Not represent ownership of shares of OCB; and not, together with Related Persons, directly or indirectly own 01% or more of OCB's Charter Capital or voting share capital.

5. Not have been a Manager or member of the Supervisory Board of OCB at any time during the immediately preceding 05 years.

**Article 46. Automatic Loss of Status**

1. A member of the Board of Directors, member of the Supervisory Board or the General Director of OCB shall automatically lose his/her status in any of the following cases:

   a) Falling within any case in which holding such position is prohibited under Article 42 of the Law on Credit Institutions;

   b) Being the representative of a capital contribution of an organization that is a Shareholder or capital-contributing member of a credit institution when such organization ceases to exist;

   c) Ceasing to be the authorized representative of the capital contribution of a Shareholder or capital-contributing member that is an organization;

   d) Being expelled from the territory of the Socialist Republic of Vietnam;

   e) OCB's License being revoked;

   f) Expiry of the contract for engagement of the General Director;

   g) Death.

2. The Board of Directors shall submit to the SBV, within 05 working days from the date on which the relevant person automatically loses his/her status, a written report accompanied by supporting documents evidencing the automatic loss of status under Points a, b, c, d, f and g, Clause 1 of this Article, and shall be responsible for the accuracy and truthfulness of such report; and shall carry out procedures for election or appointment to fill the vacant position in accordance with law.

3. Following automatic loss of status, a member of the Board of Directors, member of the Supervisory Board or the General Director shall remain responsible for decisions made during his/her term of office.

4. Within 15 working days from the date on which the Chairperson of the Board of Directors automatically loses his/her status pursuant to Clause 1 of this Article, the members of the Board of Directors shall organize a meeting of the Board of Directors to elect one member as Chairperson of the Board of Directors.

5. Within 15 working days from the date on which the Head of the Supervisory Board automatically loses his/her status pursuant to Clause 1 of this Article, the members of the Supervisory Board shall organize a meeting of the Supervisory Board to elect one member as Head of the Supervisory Board.

**Article 47. Removal and Dismissal**

1. Except in the cases of automatic loss of status prescribed in Article 46 of this Charter, the Chairperson and members of the Board of Directors, the Head and members of the Supervisory Board, and the General Director of OCB shall be considered for removal or dismissal in any of the following cases:

   a) Having restricted civil act capacity;

   b) Submitting a written resignation, clearly stating the reasons for resignation, to the

Board of Directors or the Supervisory Board, as applicable;

c) Failing to participate in activities of the Board of Directors or the Supervisory Board for 06 consecutive months, except in cases of force majeure;

d) Failing to satisfy the criteria and conditions prescribed in Article 44 of this Charter;

e) An Independent Member of the Board of Directors failing to satisfy the independence requirements;

f) Other cases prescribed by law, if any.

2. Following removal or dismissal, the Chairperson or a member of the Board of Directors, the Head or a member of the Supervisory Board, or the General Director shall remain responsible for decisions made during his/her term of office.

3. Within 10 working days from the date on which a decision on removal or dismissal of a person prescribed in Clause 1 of this Article is adopted, the Board of Directors shall submit a written report accompanied by relevant documents to the SBV.

4. Within a maximum period of 60 days from the date of receipt of the resignation of the Chairperson of the Board of Directors, the Board of Directors shall convene a meeting to consider and decide thereon and carry out procedures for removal and election of a replacement Chairperson of the Board of Directors.

5. Within 60 days from the date of receipt of the resignation of the Head of the Supervisory Board, the Supervisory Board shall convene a meeting to consider and decide thereon and carry out procedures for removal and election of a replacement Head of the Supervisory Board.

6. In cases involving removal or dismissal of members of the Board of Directors or members of the Supervisory Board pursuant to Clause 1 of this Article, the Board of Directors may convene an extraordinary meeting of the General Meeting of Shareholders or submit the matter to the next meeting of the General Meeting of Shareholders for decision.

   Except in cases of automatic loss of status under Article 46 of this Charter, until the General Meeting of Shareholders adopts a decision on removal or dismissal, members of the Board of Directors and members of the Supervisory Board proposed for removal or dismissal shall continue to have all responsibilities, rights and obligations under this Charter and the Law.

**Article 48. Replacement of the General Director in Emergency Circumstances**

1. Within 01 working day from the date on which the General Director is determined to have automatically lost his/her status pursuant to Clause 1, Article 46 of this Charter and applicable law, or is removed or dismissed before a replacement has been appointed, the Board of Directors shall immediately issue a decision appointing a Deputy General Director to manage the Bank's operations so as to ensure OCB's stable and continuous operation and shall submit a written report to the SBV. The person appointed to manage OCB shall bear personal responsibility for the assigned duties during the period in which he/she performs such duties.

2. Within 60 days from the date on which the General Director automatically loses his/her status or is removed or dismissed as prescribed in Clause 1 of this Article, the Board of

Directors shall carry out procedures for appointment of a new General Director in accordance with regulations.

### Article 49. Suspension and Temporary Suspension

1. The SBV shall have the right to suspend or temporarily suspend the exercise of rights and performance of obligations of the Chairperson or another member of the Board of Directors; the Head or another member of the Supervisory Board; or an Executive Officer of OCB who violates Article 43, Clause 10, Article 48 of the Law on Credit Institutions or other relevant provisions of law in the course of exercising assigned rights and obligations, or who fails to satisfy the criteria and conditions prescribed in Article 41 of the Law on Credit Institutions; and may request the competent authority to remove, dismiss, elect or appoint a replacement, or designate a replacement where deemed necessary.
2. The Special Control Board shall have the right to suspend or temporarily suspend the exercise of rights and performance of obligations of the Chairperson or another member of the Board of Directors; the Head or another member of the Supervisory Board; or an Executive Officer of OCB where deemed necessary.
3. A person whose performance of duties and exercise of powers is suspended or temporarily suspended pursuant to Clauses 1 and 2 of this Article shall be responsible for participating in the resolution of outstanding matters and violations relating to his/her personal responsibility when so requested by the SBV, OCB's Board of Directors, OCB's Supervisory Board or the Special Control Board.

### Article 50. Remuneration, Salaries and Other Benefits of Managers, Executive Officers and Members of the Supervisory Board

1. OCB shall have the right to pay remuneration to members of the Board of Directors and the Supervisory Board and salaries to the General Director and other Managers based on business results and efficiency.
2. The levels of remuneration, bonuses and other benefits for members of the Board of Directors and members of the Supervisory Board, and the operating budgets of the Board of Directors and the Supervisory Board, shall be decided by the General Meeting of Shareholders.
3. The salary of the General Director shall be decided by the Board of Directors.
4. The salaries of other Managers and Executive Officers shall be decided by the Board of Directors or under authority delegated by the Board of Directors.

### Article 51. Provision and Public Disclosure of Information

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors and holders of equivalent positions as prescribed in OCB's Charter shall provide OCB with the following information:

   a) The name, enterprise identification number and Head Office address of any enterprise or other economic organization in which such person, or such person together with his/her Related Persons, is named as owning capital contributions or shares representing 05% or more of the charter capital, including capital contributions or shares authorized or entrusted to another organization or individual to hold in its name;

b) The name, enterprise identification number and Head Office address of any enterprise or other economic organization in which such person and his/her Related Persons are members of the Board of Directors, members of the Members' Council, Controllers, members of the Supervisory Board, or General Directors (Directors);

c) Information on Related Persons who are individuals, including full name; personal identification number; and, in the case of foreigners, nationality, passport number, date and place of issuance; and relationship with the person providing the information;

d) Information on Related Persons that are organizations, including name, enterprise identification number, Head Office address, number of the Enterprise Registration Certificate or equivalent legal document; Legal Representative; and relationship with the person providing the information.

2. A Shareholder owning 01% or more of OCB's Charter Capital shall provide OCB with the following information:

   a) Full name; personal identification number; and, in the case of a foreign Shareholder, nationality, passport number, date and place of issuance; or, in the case of a Shareholder that is an organization, number of the Enterprise Registration Certificate or equivalent legal document and the date and place of issuance thereof;

   b) Information on Related Persons as prescribed at Points c and d, Clause 1 of this Article;

   c) Number and ownership ratio of shares held by the Shareholder in OCB;

   d) Number and ownership ratio of shares held by the Shareholder's Related Persons in OCB.

3. Persons prescribed in Clauses 1 and 2 of this Article shall provide OCB in writing with information upon the initial occurrence thereof and whenever such information changes, within 07 working days from the date on which the information arises or changes.

   With respect to the information prescribed at Points c and d, Clause 2 of this Article, a Shareholder shall only be required to provide information to OCB where the change in the Shareholder's ownership ratio, or in the aggregate ownership ratio of the Shareholder and its Related Persons, is 01% or more of OCB's Charter Capital compared with the immediately preceding disclosure.

4. OCB shall publicly post and retain the information prescribed in Clauses 1 and 2 of this Article at OCB's Head Office and submit a written report to the SBV within 07 working days from the date on which OCB receives such information. On an annual basis, OCB shall disclose to its General Meeting of Shareholders the information prescribed at Points a, b and d, Clause 1 and Points a, c and d, Clause 2 of this Article.

5. OCB shall publicly disclose on its website the full names of individuals and names of organizations that are Shareholders owning 01% or more of OCB's Charter Capital, together with the information prescribed at Points c and d, Clause 2 of this Article, within 07 working days from the date on which OCB receives such information.

6. Persons providing or publicly disclosing information shall ensure that such information is truthful, accurate, complete and timely and shall be responsible for the provision and public disclosure thereof.

### Article 52. Rights and Obligations of Managers and Executive Officers of OCB

1. To comply with the law, OCB's Charter, and resolutions and decisions of OCB's General Meeting of Shareholders.
2. To exercise assigned rights and perform assigned obligations honestly and prudently in the interests of OCB and its Shareholders.
3. Not to use OCB's information, know-how or business opportunities, or abuse their position, title or OCB's assets, for personal gain or for the benefit of another organization or individual to the detriment of OCB or its Shareholders.
4. To be responsible for compliance with restrictions intended to ensure the safety of OCB's banking operations in accordance with law.
5. To ensure the proper maintenance of OCB's records so that data can be provided for the management, administration and control of all OCB operations and for inspection, supervision and examination activities of the SBV.
6. To understand the types of risks arising in OCB's operations.
7. To promptly, fully and accurately notify OCB of their interests in other organizations and of transactions with other organizations or individuals that may give rise to conflicts with OCB's interests, and to participate in such transactions only with the approval of the Board of Directors.
8. Not to facilitate themselves or their Related Persons in obtaining loans or using other banking services of OCB on preferential or more favorable terms than those generally applicable under OCB's regulations.
9. Not to increase remuneration or salaries or request payment of bonuses to Managers or Executive Officers when OCB incurs losses.
10. Within the scope of their assigned rights and obligations, to be responsible for complying with written requests of the SBV regarding matters falling within the authority of the SBV; and to implement recommendations and warnings regarding operational risks and safety, warnings of risks of violations of monetary and banking laws, and inspection conclusions, recommendations and handling decisions.
11. Other rights and obligations as prescribed by law and OCB's Charter.

### Article 53. Avoidance of Conflicts of Interest

1. The granting of loans, guarantees or other forms of credit to members of the Board of Directors, the General Director, management and executive officers, their Related Persons, and legal entities in which such persons have financial interests shall comply with the provisions of law.
2. Contracts between OCB and members of the Board of Directors, members of the Supervisory Board, the General Director, Major Shareholders, Related Persons of Managers, members of the Supervisory Board or Major Shareholders, or Subsidiaries or Affiliates of OCB may only be entered into if the following requirements are satisfied:
   a) A contract with a value exceeding 20% of OCB's Charter Capital as stated in its most recently audited financial statements must be approved by the General Meeting of

Shareholders before execution. In such case, the relevant Shareholders shall not be entitled to vote;

b) A contract or transaction with a value equal to or less than 20% of OCB's Charter Capital as stated in its most recently audited financial statements must be approved by the Board of Directors, or under authority delegated or authorized by the Board of Directors, before execution. In such case, the relevant member shall not be entitled to vote.

3. Where a contract is entered into or performed without approval of the General Meeting of Shareholders or the Board of Directors as required under Clause 2 of this Article, such contract shall be invalid and handled in accordance with law. Persons causing damage to OCB shall be responsible for compensating for such damage and returning to OCB any benefits obtained from performance of such contract.

4. Members of the Board of Directors, the General Director and other Managers shall not purchase, sell or otherwise trade in shares of OCB or its Subsidiaries at a time when they possess definite information that will affect the price of such shares and such information is not available to other Shareholders.

### Article 54. Liability and Compensation for Damage

Members of the Board of Directors, the General Director and management officers who breach their duty to act honestly or fail to perform their duties with due care, diligence and professional competence shall be liable for and compensate any damage caused by their violations.

## Chapter IX BOARD OF DIRECTORS

### Article 55. Board of Directors and Composition of the Board of Directors

1. The Board of Directors is the governing body with full authority to act on behalf of OCB in deciding and exercising the rights and obligations of OCB, except for matters falling within the authority of the General Meeting of Shareholders.

2. Where the number of members of the Board of Directors falls below the minimum number prescribed in Clause 6 of this Article, OCB shall elect additional members within 90 days from the date on which the number of members falls below such minimum, so as to ensure the required minimum number of members, except in the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.

3. The Board of Directors shall use OCB's seal in the performance of its duties and exercise of its powers.

4. The Office of the Board of Directors shall assist the Board of Directors. The functions and duties of the Office of the Board of Directors shall be prescribed by the Board of Directors.

5. The Board of Directors shall establish committees to assist it in performing its duties and exercising its powers, including, at a minimum, a Risk Management Committee and a Personnel Committee. The Board of Directors shall determine the duties and powers of these two Committees in accordance with regulations of the Governor of the SBV.

6. The Board of Directors shall have at least 05 and no more than 11 members. The number of members for each term shall be decided by the General Meeting of Shareholders. The Board of Directors shall have at least 02 Independent Members, and at least two-thirds of its total members shall comprise Independent Members and members who are not Executive Officers of OCB.
7. The term of office of the Board of Directors shall not exceed 05 years. The term of office of a member of the Board of Directors shall correspond to the term of office of the Board of Directors. The term of office of an additional or replacement member of the Board of Directors shall be the remainder of the term of the Board of Directors. The Board of Directors whose term has expired shall continue to operate until the Board of Directors for the new term takes over its responsibilities.
8. An individual and his/her Related Persons, or representatives of the capital contribution of a Shareholder that is an organization and the Related Persons of such representatives, may participate in the Board of Directors, provided that they shall not account for more than 02 members of OCB's Board of Directors, except where they are representatives of the State's capital contribution or of a compulsory transferee.
9. The Board of Directors shall have the right to elect, remove and dismiss the Chairperson of the Board of Directors. The Chairperson of the Board of Directors may be an Independent Member.
10. The election, removal, dismissal and automatic loss of status of the Chairperson and members of the Board of Directors shall be carried out in accordance with law and this Charter.
11. After OCB's shares have been listed, the appointment of members of the Board of Directors shall be disclosed in accordance with the laws on securities and the securities market.

**Article 56. Duties and Powers of the Board of Directors**

1. To submit to the General Meeting of Shareholders for decision and approval matters falling within the duties and powers of the General Meeting of Shareholders.
2. To decide on the establishment of branches, representative offices and non-business units of OCB.
3. To appoint, remove, discipline and suspend the General Director, Deputy General Directors and other Executive Officers falling within its authority under the internal regulations of the Board of Directors, and to decide their salaries, bonuses and other benefits.
4. To appoint representatives of OCB's capital contributions in other enterprises and credit institutions.
5. To approve plans for OCB to make capital contributions to, purchase or sell shares or capital contributions in enterprises or other credit institutions where the value of the capital contribution, proposed purchase price, or book value in the case of sale of shares or capital contributions is less than 20% of OCB's Charter Capital as stated in its most recently audited financial statements.
6. To approve decisions on investment in, purchase or sale of fixed assets of OCB where the

investment amount, proposed purchase price, or historical cost in the case of sale of fixed assets is equal to or greater than 10% of OCB's Charter Capital as stated in its most recently audited financial statements, except for investments in or purchases or sales of fixed assets falling within the decision-making authority of the General Meeting of Shareholders.

7. To decide on credit extensions as prescribed in Clause 7, Article 136 of the 2024 Law on Credit Institutions, except for contracts or other transactions falling within the decision-making authority of the General Meeting of Shareholders.
8. To approve contracts or other transactions valued at less than 20% of OCB's Charter Capital as stated in its most recently audited financial statements between OCB and a member of the Board of Directors, member of the Supervisory Board, General Director or Major Shareholder of OCB; a Related Person of a Manager, member of the Supervisory Board or Major Shareholder of OCB; or a Subsidiary or Affiliate of OCB.
9. To approve contracts or other transactions valued at 10% or more of OCB's Charter Capital as stated in its most recently audited financial statements.
10. To inspect, supervise and direct the General Director in the performance of assigned duties, and annually assess the performance of the General Director.
11. To issue internal regulations relating to the organization, governance and operations of OCB in accordance with the Law on Credit Institutions and other relevant provisions of law, except for matters falling within the authority of the General Meeting of Shareholders.
12. To decide on risk management policies and supervise the implementation of risk prevention measures of the credit institution.
13. To review and approve the annual report.
14. To decide on the offering of new shares within the number of shares authorized for offering.
15. To decide the offering prices of shares and convertible bonds of the credit institution.
16. To decide on the repurchase of shares of the credit institution in accordance with an approved plan.
17. To recommend a profit distribution plan and the dividend rate to be paid; and to decide the timing and procedures for payment of dividends or treatment of losses arising in the course of business operations.
18. To prepare contents and relevant documents for submission to the General Meeting of Shareholders for decision and approval of matters falling within the authority of the General Meeting of Shareholders, except for matters falling within the duties and powers of the Supervisory Board.
19. To approve the programs and operating plans of the Board of Directors and the agenda, contents and documents for meetings of the General Meeting of Shareholders; and to convene the General Meeting of Shareholders or collect written opinions of Shareholders for adoption of resolutions and decisions of the General Meeting of Shareholders.
20. To organize, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
21. To promptly notify the SBV of information that adversely affects the eligibility or status of

members of the Board of Directors, members of the Supervisory Board or the General Director.

22. To nominate candidates for the Board of Directors and the Supervisory Board where the candidates nominated by Shareholders are insufficient in number.
23. To decide the amount of compensation, compensation mechanism and other matters relating to compensation where there is conclusive evidence of asset losses in respect of a debt arising from subjective causes.
24. Other duties and powers as prescribed by law and this Charter.

**Article 57. Rights and Obligations of the Chairperson of the Board of Directors**

1. To prepare the programs and operating plans of the Board of Directors and be responsible for the exercise of his/her rights and performance of his/her obligations.
2. To convene and chair meetings of the Board of Directors.
3. On behalf of the Board of Directors, to sign documents falling within the authority of the Board of Directors.
4. To organize the adoption of resolutions and decisions of the Board of Directors.
5. To supervise and organize the supervision of the implementation of resolutions and decisions of the Board of Directors.
6. To chair meetings of the General Meeting of Shareholders.
7. To ensure that members of the Board of Directors receive complete, objective and accurate information and have sufficient time to discuss matters to be considered by the Board of Directors.
8. To assign specific duties to each member of the Board of Directors.
9. To supervise members of the Board of Directors in the exercise of their rights, performance of their obligations and fulfillment of their assigned duties.
10. The Chairperson may only authorize another member of the Board of Directors to exercise the rights and perform the obligations of the Chairperson during his/her absence or inability to perform his/her duties. Where no person has been authorized, or where the Chairperson of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory rehabilitation establishment or compulsory education establishment, absconds from his/her place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding a position, practicing a profession or performing a particular job, the remaining members shall elect one of themselves to serve as Chairperson of the Board of Directors with the approval of a majority of the remaining members until a new decision is made by the Board of Directors.
11. On an annual basis, to assess the performance of each member of the Board of Directors and the Committees of the Board of Directors and report the results of such assessments to the General Meeting of Shareholders.
12. Other rights and obligations as prescribed by law and OCB's Charter.

**Article 58. Rights and Obligations of Members of the Board of Directors**

1. To exercise the rights and perform the obligations of a member of the Board of Directors in accordance with the internal regulations of the Board of Directors and assignments of the Chairperson of the Board of Directors, honestly and prudently and in the interests of OCB and its Shareholders; to uphold the independence of Independent Members of the Board of Directors in exercising their rights and performing their obligations; and to be responsible for the exercise of their rights and performance of their obligations.
2. To review the audit report on the financial statements prepared by the independent auditor, provide opinions thereon, or request Executive Officers of OCB, the independent auditor and internal auditors to explain or clarify matters relating to such report.
3. To request the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors.
4. To attend meetings of the Board of Directors, discuss and vote on matters falling within the duties and powers of the Board of Directors, and be accountable to the General Meeting of Shareholders and the Board of Directors for their decisions.

   Where a matter put to a vote gives rise to a conflict of interest for a member, such member shall not participate in the vote.
5. A member of the Board of Directors shall not authorize another person to attend a meeting of the Board of Directors to decide the matters prescribed in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18, Article 70 of the 2024 Law on Credit Institutions.
6. To implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
7. To provide explanations to the General Meeting of Shareholders and the Board of Directors regarding the performance of assigned duties upon request.
8. Other rights and obligations as prescribed by law and OCB's Charter.

**Article 59. Meetings of the Board of Directors**

1. Where the Board of Directors elects its Chairperson, the first meeting of the Board of Directors for each term for the purpose of electing the Chairperson and making other decisions within its authority shall be held within 07 working days from the date on which the election of the Board of Directors for such term is completed. Such meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. Where more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one of such members to convene the meeting of the Board of Directors.
2. The Board of Directors may hold regular or extraordinary meetings. Meetings of the Board of Directors may be held at OCB's Head Office or at any location within or outside Vietnam.
3. Regular meetings of the Board of Directors shall be convened by the Chairperson whenever deemed necessary, but at least once every quarter.
4. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in any of the following cases:

   a) At the request of the Supervisory Board or an Independent Member;

   b) At the request of the General Director or at least 05 other Managers;

c) At the request of at least 02 members of the Board of Directors.

The request must be made in writing and clearly state the purpose and matters for discussion and decision falling within the authority of the Board of Directors.

5. The Chairperson or a member of the Board of Directors authorized by the Chairperson shall convene a meeting of the Board of Directors within 07 days from the date of receipt of any request prescribed in Clause 4 of this Article. Where the Chairperson or authorized person fails to convene the meeting as requested, he/she shall be liable for any damage caused to OCB, except where the meeting cannot be convened due to force majeure. In such case, the person requesting the meeting shall have the right to convene the meeting of the Board of Directors, and the attending members of the Board of Directors shall vote to elect the Chairperson of the meeting.

6. The Board of Directors may issue its internal regulations specifying cases of urgent meetings, the notice period and the form of notice of meetings of the Board of Directors where an urgent meeting is required.

7. The Chairperson of the Board of Directors or the person convening a meeting of the Board of Directors shall send the notice of invitation no later than 03 working days before the meeting date, except in the case of an urgent meeting. The notice shall specify the time and venue of the meeting, the agenda, and matters for discussion and decision. Documents to be used at the meeting and voting ballots for members shall be enclosed with the notice.

   The notice of invitation may be sent by post, fax, email or other means, provided that delivery to the contact address of each member of the Board of Directors registered with OCB is ensured.

8. The Chairperson of the Board of Directors or the convenor shall send the notice of invitation and accompanying documents to members of the Supervisory Board and the General Director in the same manner as to members of the Board of Directors.

   Members of the Supervisory Board and the General Director who are not members of the Board of Directors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not be entitled to vote.

9. A meeting of the Board of Directors may be conducted when at least three-quarters (3/4) of the total members are in attendance. Where a member of the Board of Directors does not attend the meeting in person, such member may authorize another member of the Board of Directors to vote on his/her behalf or submit his/her voting opinion in writing. Where voting is conducted in writing, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the meeting no later than 01 hour before the opening of the meeting. The voting ballot may only be opened in the presence of all members attending the meeting in person. A decision of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in the event of a tie, the position supported by the Chairperson of the Board of Directors shall prevail.

10. Where a meeting convened pursuant to Clause 9 of this Article does not have the required number of attending members, a second meeting shall be convened within 07 days from the date on which the first meeting was scheduled to be held. In such case, the meeting may be conducted if more than one-half of the members of the Board of Directors are in

attendance.

11. A member of the Board of Directors may authorize a person who is not a member of the Board of Directors to attend a meeting if approved by a majority of the members of the Board of Directors. In such case, the authorized attendee shall only have the right to attend the meeting and shall not be entitled to vote.

12. Voting:

    a) Except as prescribed at Point b of this Clause, each member of the Board of Directors attending a meeting in person in his/her individual capacity shall have one vote;

    b) A member of the Board of Directors shall not vote on any contract, transaction or proposal in which such member or a Related Person of such member has an interest that conflicts or may conflict with the interests of OCB;

    c) Subject to Point d of this Clause, where an issue arises at a meeting of the Board of Directors concerning the extent of the interest of a member of the Board of Directors or the voting right of a member and such issue is not resolved by the voluntary waiver of the voting right by that member, the issue shall be referred to the Chairperson of the meeting, whose ruling in relation to all other members of the Board of Directors shall be final, except where the nature or extent of the interest of the relevant member of the Board of Directors has not been appropriately disclosed;

    d) A member of the Board of Directors who derives a benefit from a contract prescribed in Clause 2, Article 53 of this Charter shall be deemed to have an interest in such contract. A member of the Board of Directors who directly or indirectly derives a benefit from a contract or transaction entered into or proposed to be entered into with OCB and knows that he/she has an interest therein shall disclose the nature and contents of such interest at the meeting at which the Board of Directors first considers the execution of such contract or transaction. Alternatively, such member may make the disclosure at the first meeting of the Board of Directors held after he/she becomes aware that he/she has or will have an interest in the relevant transaction or contract.

13. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of votes, including written votes and votes cast under authorization. In the event of a tie, the position supported by the Chairperson of the meeting shall prevail.

14. Resolutions and decisions of the Board of Directors shall take effect from the date of adoption or from the effective date specified therein.

15. Where a member of the Board of Directors requests the initiation of legal proceedings or directly initiates legal proceedings against an adopted resolution or decision, the challenged resolution or decision shall continue to be implemented until otherwise decided by a Court or Arbitration Tribunal.

16. The Board of Directors may organize meetings in other forms permitted by applicable law, provided that such forms are specifically prescribed 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 also be audio-recorded or recorded and retained in another electronic form. The minutes shall contain

the following principal particulars:

a) Name, Head Office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration;

b) Purpose, agenda and contents of the meeting;

c) Time and venue of the meeting;

d) Full name of each member attending the meeting or person authorized to attend the meeting; full names of members not attending and the reasons for their absence;

e) Matters discussed and voted upon at the meeting;

f) Summary of the opinions expressed by each attending member in the order of the proceedings of the meeting;

g) Voting results, clearly specifying the members voting in favor, voting against and expressing no opinion;

h) Decisions adopted;

i) Other contents as prescribed by law;

j) Full names and signatures of all members or authorized representatives attending the meeting.

2. The Chairperson and Secretary shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

3. Where a member attending the meeting in person does not sign the minutes, the reason must be clearly stated. If no reason is stated, the votes cast by such member on matters considered at the meeting shall be deemed invalid.

4. Minutes of meetings of the Board of Directors shall be prepared in Vietnamese and may also be prepared in a foreign language, and both versions shall have equal legal validity. Where there is any discrepancy between the two versions, the Vietnamese-language minutes shall prevail for interpretation.

5. Minutes of meetings of the Board of Directors and documents used at the meetings shall be retained at OCB's Head Office.

6. The Chairperson of the Board of Directors shall be responsible for circulating the minutes of meetings of the Board of Directors to the members, and such minutes shall be deemed conclusive evidence of the proceedings conducted at such meetings unless an objection to the contents of the minutes is raised within 10 days from the date of circulation.

**Article 61. Authority and Procedures for Collecting Written Opinions of Members of the Board of Directors**

1. The Chairperson of the Board of Directors shall decide on the collection of written opinions of members of the Board of Directors.

2. The Secretary of the Board of Directors shall prepare written opinion ballots and necessary documents relating to the matters on which opinions are sought. The written opinion ballots and accompanying documents shall be sent by a method ensuring delivery to the contact address of each member of the Board of Directors.

3. A written opinion ballot shall contain the following principal particulars:
   a) Name and Head Office address of OCB; number and date of issuance of OCB's Establishment and Operation License and Enterprise Registration Certificate;
   b) Purpose of collecting opinions;
   c) Full name and contact address of the member of the Board of Directors;
   d) Matter on which opinions are sought;
   e) Voting options comprising approval, disapproval and no opinion;
   f) Deadline for returning the completed written opinion ballot to OCB;
   g) Full name and signature of the Chairperson of the Board of Directors.
4. A completed written opinion ballot must bear the signature of the member of the Board of Directors and be returned to OCB in accordance with OCB's regulations.
5. The Secretary of the Board of Directors shall count the votes and prepare vote counting minutes under the supervision of at least one Independent Member of the Board of Directors. The vote counting minutes shall contain the following principal particulars:
   a) Name and Head Office address of OCB; number and date of issuance of OCB's Establishment and Operation License and Enterprise Registration Certificate;
   b) Purpose and matters on which opinions are sought;
   c) Total number of voting ballots sent, total number of voting ballots returned, number of valid voting ballots and number of invalid voting ballots. The minutes shall include an appendix listing the members of the Board of Directors who participated in the vote;
   d) Total number of votes in favor, against and expressing no opinion on each matter on which opinions were sought;
   e) Full names and signatures of the person responsible for counting the votes and the person supervising the vote counting.
6. The Secretary of the Board of Directors participating in the collection of written opinions of members of the Board of Directors and the person supervising the vote counting shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and shall be jointly liable for any damage arising from decisions adopted as a result of dishonest or inaccurate vote counting.
7. The minutes of the vote counting results, together with the resolutions and decisions of the Board of Directors adopted based on such results, shall be sent to the members of the Board of Directors within 15 days from the date on which the vote counting is completed.
8. Completed written opinion ballots, vote counting minutes, the full text of adopted resolutions and relevant documents enclosed with the written opinion ballots shall be retained at OCB's Head Office.
9. A decision adopted by collecting written opinions of members of the Board of Directors shall have the same validity as a decision adopted 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-ranking Executive Officer of OCB and shall be accountable to the Board of Directors for the exercise of his/her rights and performance of his/her obligations.
2. In the event of a vacancy in the position of General Director, the Board of Directors shall appoint a General Director within 90 days from the date on which the vacancy arises.
3. The term of office of the General Director shall be decided by the Board of Directors but shall not exceed 05 years. The General Director may be reappointed for an unlimited number of terms.
4. The General Director shall be assisted by a number of Deputy General Directors, the Chief Accountant and specialized professional departments. The Board of Directors shall specifically prescribe the structure, functions and duties of the apparatus supporting the General Director, except for matters falling within the authority of the General Director as prescribed by law.
5. A Deputy General Director shall assist the General Director in managing one or more areas of OCB's operations as assigned by the General Director.
6. The Chief Accountant shall assist the General Director in directing OCB's accounting and statistical activities and shall have the rights and duties prescribed by law.

**Article 63. Rights and Obligations of the General Director**

1. To organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To decide matters within his/her authority relating to OCB's day-to-day business operations.
3. To establish and maintain an effective internal control system.
4. To prepare and submit financial statements to the Board of Directors for approval or for submission to the competent authority for approval. To be responsible for the accuracy and truthfulness of financial statements, statistical reports, finalization data and other financial information.
5. Within his/her authority, to issue internal rules and regulations, and operational processes and procedures for the operation of the business management system and management information system.
6. To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders and competent State authorities on OCB's operations and business results.
7. To decide on measures beyond his/her authority in the event of natural disasters, enemy-inflicted destruction, fire or other incidents, and to be responsible for such decisions and promptly report them to the Board of Directors.
8. To recommend and propose OCB's management organizational structure for submission to the Board of Directors or the General Meeting of Shareholders for decision within their respective authority.
9. To request the Board of Directors to convene an extraordinary meeting.

10. To appoint, remove and dismiss holders of management and executive positions of OCB, except for positions falling within the decision-making authority of the General Meeting of Shareholders or the Board of Directors.
11. To enter into contracts and other transactions on behalf of OCB in accordance with this Charter and OCB's internal regulations.
12. To recommend plans for the utilization of profits and treatment of losses arising from OCB's business operations.
13. To recruit employees and decide employees' salaries and bonuses within his/her authority.
14. Other rights and obligations as prescribed by law and OCB's Charter.

## Chapter XI SUPERVISORY BOARD

### Article 64. Supervisory Board and Composition of the Supervisory Board

1. The Supervisory Board shall supervise and assess compliance with the provisions of law, internal regulations, this Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Supervisory Board of OCB shall have at least 05 members.
3. The Supervisory Board shall have an internal audit department and a supporting department to assist it in performing its duties.
4. The term of office of the Supervisory Board shall not exceed 05 years. The term of office of a member of the Supervisory Board shall correspond to the term of office of the Supervisory Board. The term of office of an additional or replacement member shall be the remainder of the relevant term. The Supervisory Board whose term has expired shall continue to operate until the Supervisory Board for the new term takes over its responsibilities.
5. Where the number of members of the Supervisory Board falls below the minimum number prescribed in Clause 2 of this Article, OCB shall elect additional members within 90 days from the date on which the number of members falls below such minimum so as to ensure the required minimum number of members, except in the case prescribed in Clause 5, Article 166 of the 2024 Law on Credit Institutions.

### Article 65. Duties and Powers of the Supervisory Board

1. To supervise governance and administration activities with respect to compliance with law, internal regulations, this Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; and to be accountable to the General Meeting of Shareholders for the performance of its assigned duties and exercise of its powers in accordance with law and OCB's Charter.
2. To issue internal regulations of the Supervisory Board; and annually review the internal regulations of the Supervisory Board and OCB's internal regulations on accounting and reporting.
3. To organize the performance of internal audit; to have access to and be provided with complete, accurate and timely information and documents relating to OCB's governance

and administration; to have the right to use OCB's resources in performing its assigned duties and exercising its powers; and to engage experts, independent consultants and external organizations to perform its duties, while remaining responsible for the performance of the Supervisory Board's duties.

4. To supervise OCB's financial condition and appraise OCB's financial statements for the first 06 months of the year and annual financial statements; to report to the General Meeting of Shareholders on the results of such appraisal; and to assess the reasonableness, legality, truthfulness and level of prudence in accounting, statistical activities and preparation of financial statements. The Supervisory Board may consult the Board of Directors before submitting its reports and recommendations to the General Meeting of Shareholders.

5. To supervise the approval and implementation of investment projects, purchases and sales of fixed assets, and other contracts and transactions of OCB falling within the decision-making authority of the General Meeting of Shareholders or the Board of Directors. On an annual basis, to prepare and submit reports on the results of such supervision to the General Meeting of Shareholders and the Board of Directors.

6. To supervise compliance with legal provisions on restrictions intended to ensure the safety of OCB's operations.

7. To inspect accounting books, other documents and the management and administration of OCB's operations where deemed necessary or in any of the following cases:

   a) Pursuant to a resolution or decision of the General Meeting of Shareholders;

   b) At the request of the SBV or of a Major Shareholder or group of Major Shareholders in accordance with law. The inspection shall be conducted within 07 working days from the date of receipt of the request. Within 15 days from the date on which the inspection is completed, the Supervisory Board shall report and provide explanations on the matters requested to be inspected to the requesting organization or individual.

8. To promptly notify the General Meeting of Shareholders and the Board of Directors upon detecting that a Manager or Executive Officer of OCB has committed a violation of law, this Charter, OCB's internal regulations, or resolutions or decisions of the General Meeting of Shareholders or the Board of Directors; and to require the violator to immediately cease the violation and take measures to remedy the consequences, if any.

9. To prepare a list of Founding Shareholders during the period of 05 years from the date on which they become Founding Shareholders, Shareholders owning 01% or more of the Charter Capital, and Related Persons of members of the Board of Directors, members of the Supervisory Board, the General Director of OCB, and Shareholders owning 01% or more of the Charter Capital; and to retain and update changes to such list.

10. To request the Board of Directors to convene an extraordinary meeting of the Board of Directors or to request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders in accordance with law and OCB's Charter.

11. To convene an extraordinary meeting of the General Meeting of Shareholders where the Board of Directors adopts a decision that seriously violates the law or exceeds its delegated authority, or in other cases prescribed in OCB's Charter.

12. To appoint, remove, discipline and suspend holders of positions within the internal audit department, and to decide their salaries and other benefits.
13. To promptly report to the SBV violations prescribed in Clauses 6, 8 and 11 of this Article and violations relating to shareholding ratios and Related Persons as prescribed by law.
14. Other duties and powers as prescribed by law.

**Article 66. Rights and Obligations of the Head of the Supervisory Board**

1. To organize the performance of the duties and exercise of the powers of the Supervisory Board prescribed in Article 65 of this Charter and to be responsible for the exercise of his/her rights and performance of his/her obligations.
2. To convene and chair meetings of the Supervisory Board.
3. On behalf of the Supervisory Board, to sign documents falling within the authority of the Supervisory Board.
4. On behalf of the Supervisory Board, to convene an extraordinary meeting of the General Meeting of Shareholders or request the Board of Directors to convene an extraordinary meeting.
5. To attend meetings of the Board of Directors and have the right to express opinions but not to vote.
6. To request that his/her opinions be recorded in the minutes of a meeting of the Board of Directors where such opinions differ from a resolution or decision of the Board of Directors, and to report such opinions to the General Meeting of Shareholders.
7. To prepare the working plan of the Supervisory Board and assign specific duties to each member of the Supervisory Board.
8. To ensure that members of the Supervisory Board receive complete, objective and accurate information and have sufficient time to discuss matters to be considered by the Supervisory Board.
9. To supervise and direct the performance of assigned duties and the exercise of rights and performance of obligations by members of the Supervisory Board.
10. To authorize only one other member of the Supervisory Board to exercise the rights and perform the obligations of the Head of the Supervisory Board during his/her absence or inability to perform his/her duties.
11. Other rights and obligations as prescribed by law and OCB's Charter.

**Article 67. Rights and Obligations of Members of the Supervisory Board**

1. To comply with law, OCB's Charter and the internal regulations of the Supervisory Board, and to perform duties as assigned by the Head of the Supervisory Board in order to carry out the duties and exercise the powers of the Supervisory Board honestly and prudently and in the interests of OCB and its Shareholders; and to be responsible for the exercise of their rights and performance of their obligations.
2. To elect one member of the Supervisory Board as Head of the Supervisory Board, except in the case prescribed at Point c, Clause 1, Article 73 of the 2024 Law on Credit Institutions.

3. To request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board.
4. To inspect business operations, accounting books, assets and financial statements and recommend remedial measures.
5. To require Managers to report and provide explanations on the financial condition and business results of Subsidiaries, plans, projects and programs for development investment, and other decisions relating to the management and administration of the credit institution.
6. To require Managers, Executive Officers and employees of OCB to provide data and explanations concerning business activities for the performance of assigned duties.
7. To report unusual financial activities of OCB to the Head of the Supervisory Board and be responsible for their assessments and conclusions.
8. To attend meetings of the Supervisory Board and discuss and vote on matters falling within the duties and powers of the Supervisory Board, except for matters giving rise to a conflict of interest for such member.
9. Other rights and obligations as prescribed by law and OCB's Charter.

**Article 68. Right of the Supervisory Board to Be Provided with Information**

1. Notices of meetings, written opinion ballots for members of the Board of Directors and accompanying documents shall be sent to members of the Supervisory Board at the same time and in the same manner as to members of the Board of Directors.
2. Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors shall be sent to members of the Supervisory Board at the same time and in the same manner as to Shareholders and members of the Board of Directors, respectively.
3. Reports of the Director or General Director submitted to the Board of Directors, or other documents issued by OCB, shall be sent to members of the Supervisory Board at the same time and in the same manner as to members of the Board of Directors.
4. Members of the Supervisory Board shall have the right to access OCB's records and documents retained at its Head Office, branches and other locations, and shall have the right to enter the workplaces of Managers and employees of OCB during working hours.
5. The Board of Directors, members of the Board of Directors, the Director or General Director, and other Managers shall provide complete, accurate and timely information and documents concerning OCB's management, administration and business operations at the request of a member of the Supervisory Board or the Supervisory Board.

**Article 69. Meetings of the Supervisory Board**

1. Regular meetings: The first meeting of the Supervisory Board shall be held within 07 days from the date on which its members are elected. The member receiving the highest number of votes shall convene the meeting. Where 02 or more members receive an equal number of votes, the elected members shall agree to select 01 person from among themselves to convene the first meeting of the Supervisory Board and elect the Head of

the Supervisory Board. The person entitled to convene the meeting of the Supervisory Board shall determine the proposed agenda, time and venue of the meeting at least 07 days before the proposed meeting date. The Supervisory Board shall meet regularly at least once every quarter and may convene extraordinary meetings to promptly address unexpected matters.

2. Extraordinary meetings: An extraordinary meeting of the Supervisory Board shall be held at the request of:

   a) The Chairperson of the Board of Directors;

   b) At least two-thirds (2/3) of the members of the Board of Directors;

   c) The Head of the Supervisory Board;

   d) At least two-thirds (2/3) of the members of the Supervisory Board;

   e) The General Director;

   f) The direct supervisory authority as prescribed by applicable law.

   A request prescribed at Points a, b, d and e of this Clause must be made in writing and clearly state the purpose and matters for discussion and decision falling within the authority of the Supervisory Board.

3. Within 07 days from the date of receipt of a written request for an extraordinary meeting of the Supervisory Board from any of the persons specified at Points a, b, d, e and f, Clause 2 of this Article, the Head of the Supervisory Board shall convene and conduct an extraordinary meeting of the Supervisory Board. Where, after two consecutive requests, the Head of the Supervisory Board fails to convene a meeting of the Supervisory Board, the Board of Directors and members of the Supervisory Board shall convene a meeting of the Supervisory Board to address the relevant matters and concurrently decide on the removal or dismissal of the Head of the Supervisory Board, elect a member of the Supervisory Board who satisfies the conditions for serving as Head of the Supervisory Board, or decide to convene an extraordinary meeting of the General Meeting of Shareholders to address outstanding or unresolved matters, if any.

4. Venue: Meetings of the Supervisory Board shall be held at OCB's Head Office and at other locations as decided by the Supervisory Board.

5. Notice and agenda of meetings: A meeting of the Supervisory Board shall be held 05 days after notice thereof has been sent to members of the Supervisory Board. The notice of a meeting of the Supervisory Board shall be made in Vietnamese and clearly state the agenda, time and venue of the meeting, together with necessary documents relating to matters to be discussed and voted upon at the meeting and voting ballots for members of the Supervisory Board who are unable to attend. Such members shall send their voting ballots to the Supervisory Board before the meeting.

6. Required attendance: A meeting of the Supervisory Board may be conducted when at least two-thirds (2/3) of the members of the Supervisory Board attend in person or through a substitute who is another member of the Supervisory Board duly authorized to attend.

   Where the first meeting of the Supervisory Board is convened but does not have the required number of attendees, the person entitled to convene the meeting shall convene a second meeting within the following 07 days. In such case, the meeting may be conducted if more than one-half of the members of the Supervisory Board are in attendance.

Where, after two attempts to convene a meeting of the Supervisory Board, the required number of members is still not in attendance, the Head of the Supervisory Board shall notify the Board of Directors and request the convening of an extraordinary meeting of the General Meeting of Shareholders within the following 30 days for the Shareholders to consider the status of the members of the Supervisory Board.

7. Voting:

   a) Each member attending a meeting of the Supervisory Board shall have 01 vote at the meeting. Where a member of the Supervisory Board is unable to attend the meeting, such member may authorize in writing another member of the Supervisory Board who is eligible to vote to cast a vote on his/her behalf;

   b) A member of the Supervisory Board having an interest in a matter submitted to the Supervisory Board for decision shall not be permitted to vote on such matter, shall not be counted toward the quorum required for the meeting, and shall not be permitted to accept authorization from another member of the Supervisory Board to vote on such matter;

   c) Where any question arises at a meeting concerning the interest of a member of the Supervisory Board or such member's entitlement to vote and such question is not voluntarily resolved by the relevant member waiving his/her voting right, the matter shall be referred to the Chairperson of the meeting. The ruling of the Chairperson shall be final and conclusive, except where the nature or extent of the interest of the relevant member of the Supervisory Board has not been fully disclosed.

8. Disclosure of interests: A member of the Supervisory Board who has, directly or indirectly, an interest in a contract, agreement, proposed contract or proposed agreement to be entered into with OCB shall disclose the nature of such interest at a meeting of the Board of Directors and a meeting of the Supervisory Board. The Board of Directors shall consider whether such contract or agreement should be entered into in accordance with this Charter and the provisions of law. Where the member subsequently becomes aware of the existence of such interest, or in any other case, such member shall make the disclosure at the first meeting of the Board of Directors and the first meeting of the Supervisory Board held after becoming aware of such interest.

9. Majority voting: A decision of the Supervisory Board shall be adopted if approved by a majority of the members of the Supervisory Board entitled to vote and attending the meeting. In the event of a tie, the position supported by the Head of the Supervisory Board or by the member of the Supervisory Board authorized by the Supervisory Board to chair the meeting in the absence of the Head of the Supervisory Board shall prevail.

10. Where the Head of the Supervisory Board collects written opinions for adoption of a decision on a matter, such decision shall have the same validity as a decision adopted by members of the Supervisory Board at a duly convened and conducted meeting, provided

that:

a) It is approved in writing by a majority of the members of the Supervisory Board entitled to vote on the matter submitted for written opinion;

b) The number of members of the Supervisory Board participating in the written vote satisfies the quorum requirement applicable to meetings of the Supervisory Board.

11. Minutes: Meetings of the Supervisory Board shall be fully recorded in minutes. Minutes of meetings of the Supervisory Board shall be prepared in Vietnamese and signed by all members of the Supervisory Board attending the meeting, who shall be jointly liable for the accuracy and truthfulness of the minutes. The Chairperson of the meeting shall arrange for the preparation and circulation of the minutes of the meeting of the Supervisory Board to members of the Supervisory Board, and such minutes shall be deemed conclusive evidence of the proceedings conducted at such meetings unless an objection to their contents is raised within 10 days from the date on which the minutes are circulated.

## Chapter XII INTERNAL CONTROL SYSTEM AND INTERNAL AUDIT

## SECTION 1 INTERNAL CONTROL SYSTEM

### Article 70. Establishment and Maintenance of the Internal Control System

1. OCB shall establish an internal control system to assist the General Director in ensuring the smooth, safe and lawful administration of all professional operations of OCB.

2. The internal control system is a set of mechanisms, policies, processes, internal regulations and organizational structures of the credit institution, organized and implemented to ensure the prevention, detection and timely handling of risks.

3. OCB shall regularly control compliance with law and internal regulations and directly control professional operations in all areas at its Head Office, transaction offices, branches, representative offices, non-business units and Subsidiaries. OCB shall regularly control compliance with law and internal regulations by its Affiliates in accordance with law.

4. Upon detecting violations or difficulties in business operations, OCB shall promptly formulate and implement remedial measures.

### Article 71. Dedicated Internal Control Department

1. Depending on the scale, level, scope and characteristics of its operations, the Board of Directors shall consider and decide on the establishment of a dedicated internal control department directly under the management of the General Director. In all cases, regardless of whether a dedicated internal control department is established, OCB shall establish, maintain and organize the implementation of its internal control system in accordance with regulations of the SBV.

2. The dedicated internal control department shall be responsible for inspecting and supervising compliance with law and OCB's regulations, operational procedures and internal regulations; assisting the General Director in conducting self-inspections to consolidate, review and assess the effectiveness and efficiency of the internal inspection and control system in order to detect and prevent shortcomings and violations in all

professional operations and promptly recommend remedial actions, and to improve the internal inspection and control system in accordance with regulations of the SBV, thereby ensuring OCB's safe, efficient and lawful operations.

### Article 72. Requirements for the Internal Control System

1. OCB shall establish an internal control system to ensure the following requirements:

   a) Efficiency and safety in operations; safe and efficient protection, management and use of assets and resources;

   b) Truthful, reasonable, complete and timely financial and management information systems;

   c) Compliance with law and internal mechanisms, policies, processes and regulations.

2. OCB shall establish its internal control system and implement technology applications in internal control activities in accordance with regulations of the Governor of the SBV.

## SECTION 2 INTERNAL AUDIT

### Article 73. Internal Audit Department

1. OCB shall establish an internal audit function under the Supervisory Board to conduct internal audits of OCB.
2. Internal Audit shall conduct independent and objective reviews and assessments of the appropriateness of and compliance with OCB's mechanisms, policies, processes and internal regulations, and make recommendations to improve the effectiveness of systems, processes and regulations, thereby contributing to ensuring OCB's safe, efficient and lawful operations.
3. Internal audit results shall be reported to the Supervisory Board and sent to the Board of Directors and the General Director of OCB.

## Chapter XIII FINANCE, ACCOUNTING, REPORTING, INFORMATION AND CONFIDENTIALITY

### Article 74. Financial Regime

OCB's financial regime shall comply with the provisions of law.

### Article 75. Financial Year

OCB's financial year shall commence on January 01 and end on December 31 of each calendar year.

### Article 76. Accounting System

1. OCB shall use the Vietnamese Accounting System or another accounting system approved by the Ministry of Finance.
2. OCB shall maintain its accounting books in Vietnamese. OCB shall retain accounting records appropriate to the types of business activities in which it engages. Such records must be accurate, up to date and systematic, and sufficient to evidence and explain OCB's transactions.

3. OCB shall use Vietnamese Dong as its accounting currency.

**Article 77. Reports**

1. OCB shall comply with reporting and information provision requirements in accordance with the laws on accounting, statistics and statistical surveys, and shall submit periodic reports on its professional operations as prescribed by the Governor of the SBV.
2. In addition to the reports prescribed in Clause 1 of this Article, OCB shall promptly report to the SBV in any of the following cases:

   a) Unusual developments arise in professional operations that may seriously affect OCB's business condition;

   b) Changes occur in the organization, governance, administration or financial condition of a Major Shareholder, or other changes occur that seriously affect OCB's business operations; or there is a purchase, sale or transfer of shares or capital contributions by a Major Shareholder;

   c) There is a change in the name of a branch of OCB; a temporary suspension of transactions for fewer than 05 working days; or the listing of shares on the domestic securities market.
3. Subsidiaries and Affiliates of OCB shall submit their financial statements and operational reports to the SBV upon request.
4. Within 90 days from the end of the financial year, OCB shall submit annual reports to the SBV in accordance with law.

**Article 78. Public Disclosure of Financial Statements**

1. Within 120 days from the end of the financial year, OCB shall publicly disclose its financial statements in accordance with law, except where OCB is under special control.
2. OCB shall make periodic disclosures of information concerning its annual financial statements in accordance with the laws on securities.

**Article 79. Information**

1. OCB shall provide account holders with information on transactions and balances in their accounts with OCB in accordance with agreements with such account holders.
2. OCB may exchange information with other credit institutions concerning OCB's operations.
3. OCB shall be responsible for reporting and providing the SBV with information relating to its business operations and may receive from the SBV information concerning customers having credit relationships with OCB in accordance with regulations of the SBV.
4. OCB shall disclose information in accordance with the provisions of law applicable to public companies.

**Article 80. Confidentiality of Information**

1. Managers, Executive Officers and employees of OCB shall not disclose customer information or OCB's business secrets.

2. OCB shall maintain the confidentiality of its customer information in accordance with regulations of the Government.
3. OCB shall not provide its customer information to other organizations or individuals, except where required by a competent State authority in accordance with law or with the consent of the customer.

## Chapter XIV RIGHT TO INSPECT BOOKS AND RECORDS

### Article 81. Right to Inspect Books and Records

1. A Shareholder or group of Shareholders holding more than 10% of the total ordinary shares for a continuous period of at least 06 months shall have the right, directly or through an authorized representative, to submit a written request to inspect, during working hours and at OCB's principal place of business, the list of Shareholders and minutes of the General Meeting of Shareholders, and to copy or extract such records. An inspection request submitted by a lawyer or another authorized representative of a Shareholder must be accompanied by a valid power of attorney from the Shareholder represented by such person.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director and Managers shall have the right to inspect OCB's Register of Shareholders, list of Shareholders and other books and records of OCB for purposes relating to their positions, provided that such information is kept confidential.
3. OCB shall retain this Charter and any amendments and supplements hereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and any other documents required by law at its Head Office or another location, provided that the Shareholders and the business registration authority are notified of the location where such documents are retained.
4. This Charter shall be published on OCB's website. Shareholders shall have the right, upon request, to receive one copy of the Charter free of charge from OCB.

## Chapter XV PARTY AND MASS ORGANIZATIONS

## EMPLOYEES AND TRADE UNION

### Article 82. Party and Mass Organizations, Employees and Trade Union

1. Party and mass organizations within OCB shall operate within the framework of the Constitution and laws and in accordance with the charters of such organizations.
2. OCB shall respect and create favorable conditions for communication and advocacy activities relating to the establishment of Party and mass organizations within OCB and for the admission of persons working at OCB into such organizations.
3. OCB shall provide favorable conditions in terms of facilities, time and other necessary conditions for members of Party and mass organizations working at OCB to fully participate

in activities in accordance with the charters and internal rules of such organizations.

4. Employees and Trade Union: The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to recruitment, employment, salaries, social insurance, welfare, commendation and disciplinary measures applicable to Managers and employees, as well as OCB's relations with recognized trade union organizations, in accordance with best management standards, practices and policies, the practices and policies prescribed in this Charter, OCB's regulations and applicable laws.

## Chapter XVI PROFIT DISTRIBUTION

### Article 83. Appropriation to Funds

Annually, OCB shall make appropriations from its after-tax profits to establish and maintain the following funds:

1. The reserve fund for supplementation of Charter Capital or the reserve fund for supplementation of allocated capital shall be appropriated annually at 10% of after-tax profits. The maximum balance of this fund shall not exceed OCB's Charter Capital.
2. Financial reserve fund.
3. Other reserve funds as prescribed by law.

### Article 84. Payment of Dividends

1. Dividends payable on ordinary shares shall be determined based on realized net profits, and dividend payments shall be made from OCB's retained earnings. OCB may only pay dividends to Shareholders after OCB has fulfilled its tax obligations and other financial obligations as prescribed by law; made appropriations to OCB's funds and fully offset prior losses in accordance with law and this Charter; and provided that, immediately after full payment of the declared dividends, OCB remains capable of fully paying its debts and other property obligations as they fall due.
2. Pursuant to a decision of the General Meeting of Shareholders and in accordance with law, dividends shall be declared but shall not exceed the level proposed by the Board of Directors and approved by the General Meeting of Shareholders.
3. The Board of Directors may decide to pay interim dividends if it considers such payment consistent with OCB's profitability.
4. OCB shall not pay interest or any other amount in the nature of interest on dividends, except where dividends are credited to a Shareholder's deposit account with OCB.
5. The Board of Directors may propose that the General Meeting of Shareholders approve payment of all or part of a dividend in specific assets, such as fully paid shares or bonds issued by another company, and the Board of Directors shall be responsible for implementing such resolution.
6. Where dividends or other amounts relating to a class of shares are paid in cash, OCB shall make such payments in Vietnamese Dong and may make payment by cheque or payment order sent by post to the registered address of the entitled Shareholder. Any risks arising from the use of the Shareholder's registered address shall be borne by such Shareholder.

7. Dividends may be paid by bank transfer where OCB has sufficient banking details of the Shareholder to transfer the dividend directly to the Shareholder's bank account. Where OCB makes the transfer in accordance with the banking details notified by the Shareholder, OCB shall not be liable for any loss arising from such transfer.
8. Subject to approval by the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive dividends in the form of ordinary shares instead of cash dividends. The additional shares issued for dividend payment shall be recorded as fully paid shares on the basis that the value of the shares distributed as dividends is equivalent to the amount of the cash dividend.
9. Pursuant to the Law on Enterprises, the Board of Directors may adopt a resolution specifying a particular date as the record date for closing OCB's business register. Based on such date, persons registered as Shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents. Such record date may be the same date as, or a date preceding, the date on which such rights are exercised. This shall not affect the rights of the parties to any transfer of shares or relevant securities. Dividends payable on preference shares shall be paid in accordance with the specific conditions applicable to each class of preference shares.
10. The Board of Directors shall prepare the list of Shareholders entitled to receive dividends and determine the dividend payable per share, the payment period and the method of payment no later than 30 days before each dividend payment. Notice of dividend payment shall be sent by a method ensuring delivery to the registered addresses of all Shareholders no later than 15 days before the dividend payment is made. The notice shall clearly state the name and Head Office address of the Bank; full name, contact address, nationality and number of the Identity Card, Passport or other lawful personal identification document of a Shareholder who is an individual; name, Head Office address, nationality and number of the establishment decision or enterprise registration number of a Shareholder that is an organization; the number of shares of each class held by the Shareholder; the dividend payable per share and the total dividend payable to such Shareholder; the time and method of dividend payment; and the full names and signatures of the Chairperson of the Board of Directors and the Legal Representative of OCB.
11. Where a Shareholder transfers his/her/its shares during the period between completion of the list of Shareholders and the dividend payment date, the transferor shall be the person entitled to receive the dividend from OCB.
12. Dividends in respect of shares listed on a Stock Exchange may be paid through a securities company or the Securities Depository Center.

## Chapter XVII INDEPENDENT AUDIT

### Article 85. Independent Audit

1. Before the end of each financial year, OCB shall select an independent auditing organization satisfying the requirements prescribed by the Governor of the SBV to audit the financial statements and provide assurance services in respect of the operation of the internal control system over the preparation and presentation of financial statements for

the following financial year.

2. Within 30 days from the date of the decision selecting the independent auditing organization, OCB shall notify the SBV of the selected independent auditing organization.
3. OCB shall arrange for another independent audit where the audit report contains a qualified opinion issued by the independent auditing organization.
4. Independent auditors conducting the audit of OCB's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to meetings of the General Meeting of Shareholders, and express opinions at such meetings on matters relating to the audit of OCB's financial statements.

## Chapter XVIII SEAL

### Article 86. Seal

1. The Board of Directors shall decide the type, quantity, form and contents of OCB's seal.
2. The Board of Directors, the Supervisory Board and the General Director shall use and manage the seal in accordance with their respective functions and duties and applicable laws.

## Chapter XIX SPECIAL CONTROL, BANKRUPTCY, DISSOLUTION AND LIQUIDATION

## SECTION 1SPECIAL CONTROL

### Article 87. Reporting Difficulties in Payment Capacity

Where there is a risk that OCB may be unable to make payments to its customers, OCB shall immediately report to the SBV on its financial condition, the causes thereof, measures already applied, and measures proposed to be applied to remedy the situation.

### Article 88. Cases in Which OCB May Be Placed under Special Control

1. OCB fails to submit a remedial plan to the SBV or fails to revise its remedial plan as requested in writing by the SBV where OCB is subject to early intervention;
2. During the implementation period of the remedial plan, OCB is unable to implement such plan where OCB is subject to early intervention;
3. Upon expiry of the implementation period of the remedial plan, OCB has failed to remedy the circumstances giving rise to early intervention;
4. OCB experiences mass withdrawals and poses a risk to the safety of the system of credit institutions;
5. OCB's capital adequacy ratio remains below 04% for 06 consecutive months;
6. In the event of dissolution, OCB is unable to fully pay its debts during the liquidation of its assets.

### Article 89. Responsibilities of the Board of Directors, Supervisory Board and General Director While OCB Is under Special Control

1. To perform the responsibilities prescribed in Clause 1, Article 165 of the Law on Credit Institutions;
2. To govern, administer and control OCB's business operations and ensure the safety of OCB's assets;
3. The Board of Directors of OCB shall decide matters falling within the decision-making authority of the General Meeting of Shareholders and approve the restructuring plan in accordance with the Law on Credit Institutions.

**Article 90. Special Loans**

1. OCB may obtain special loans from the SBV or another credit institution in any of the following cases:

   a) To make payments of deposits to depositors in accordance with Article 191 of the Law on Credit Institutions;

   b) To implement a recovery plan or compulsory transfer plan.
2. OCB may obtain special loans from a deposit insurance organization in accordance with the laws on deposit insurance.
3. Special loans shall have priority for repayment over all other debts and financial obligations, including secured debts and financial obligations of the borrower receiving the special loan.

**Article 91. Termination of Special Control**

The SBV shall consider and decide to terminate special control over OCB in any of the following cases:

1. OCB has remedied the circumstances giving rise to its placement under special control and complies with the prudential ratios prescribed in Article 138 of the Law on Credit Institutions.
2. OCB has completed an approved recovery plan, merger plan, consolidation plan, plan for transfer of all shares or capital contributions, or compulsory transfer plan in accordance with Sections 2, 3 and 4, Chapter X of the Law on Credit Institutions.
3. OCB is dissolved, merged or consolidated in accordance with Section 5 of this Chapter, Chapter XIII of the Law on Credit Institutions and other relevant provisions of law.
4. A Judge appoints an Asset Management Officer or asset management and liquidation enterprise to conduct bankruptcy proceedings in respect of OCB.

## SECTION 2 BANKRUPTCY, DISSOLUTION AND LIQUIDATION

**Article 92. Bankruptcy of OCB**

After the SBV issues a written decision terminating special control, decides not to apply measures to restore solvency, or terminates the application of measures to restore solvency, if OCB remains insolvent, OCB shall file a petition requesting the Court to initiate bankruptcy proceedings in accordance with the laws on bankruptcy.

### Article 93. Cases of Dissolution and Termination of Operations

1. OCB does not apply for an extension of its Term of Operation, or applies for an extension but does not obtain written approval from the SBV upon expiry of its Term of Operation.
2. OCB's License is revoked.
3. OCB voluntarily dissolves where it is capable of fully paying all debts and obtains written approval from the SBV.
4. OCB is subject to early intervention or special control and another credit institution assumes all of OCB's debt obligations.

### Article 94. Liquidation of OCB's Assets

1. Upon dissolution or termination of operations as prescribed in Article 202 of the Law on Credit Institutions, OCB shall liquidate its assets under the supervision of the SBV and in accordance with the sequence and procedures for asset liquidation prescribed by the Governor of the SBV.
2. OCB shall be responsible for paying expenses relating to the liquidation of assets.

## Chapter XX RESOLUTION OF INTERNAL DISPUTES

### Article 95. Resolution of Internal Disputes

1. Where any dispute or complaint arises in connection with OCB's operations or the rights of Shareholders arising from this Charter or from any rights or obligations prescribed by the Law on Enterprises, other laws or administrative regulations, between:
   a) A Shareholder and OCB; or
   b) A Shareholder and the Board of Directors, the Supervisory Board, the General Director or another management position as prescribed by OCB;

   the relevant parties shall endeavor to resolve such dispute through negotiation and mediation. The Chairperson of the Board of Directors shall preside over the resolution of the dispute and shall require each party to present the factual matters relating to the dispute within 30 working days from the date on which the dispute arises.
2. Where no amicable settlement is reached within 06 weeks from commencement of the mediation process, any party may refer the dispute to a competent Vietnamese Court.

   Each party shall bear its own costs relating to the negotiation and mediation procedures. Court costs shall be borne by the party determined by the Court.

### Article 96. Right to Initiate Legal Action against Members of the Board of Directors and the General Director

1. A Shareholder or group of Shareholders holding at least 01% of the ordinary shares shall have the right, in its own name or on behalf of OCB, to initiate a civil liability action against a member of the Board of Directors, Director or General Director in any of the following cases:
   a) Breach of the responsibilities of a company Manager as prescribed in Article 165 of

the Law on Enterprises;

b) Failure to exercise, incomplete or untimely exercise, or exercise contrary to law, OCB's Charter or resolutions or decisions of the Board of Directors, of assigned rights and obligations;

c) Abuse of position or title, or use of OCB's information, know-how, business opportunities or other assets for personal gain or for the benefit of another organization or individual;

d) Other cases as prescribed by law and OCB's Charter.

2. The sequence and procedures for initiating legal action shall be carried out in accordance with the relevant provisions of the laws on civil procedure. Costs of legal proceedings where a Shareholder or group of Shareholders initiates the action on behalf of OCB shall be included in OCB's expenses, except where the claim of the initiating party is rejected.

## Chapter XXI IMPLEMENTING PROVISIONS

### Article 97. Language

The official language used at meetings of the General Meeting of Shareholders, meetings of the Board of Directors and meetings of the Supervisory Board, and in documents including the Charter, regulations and decisions of the Bank, as well as the minutes of the aforesaid meetings, shall be Vietnamese.

### Article 98. Amendments and Supplements to the Charter

1. Any amendment or supplement to this Charter shall be considered and decided by the General Meeting of Shareholders.
2. Where provisions of law relating to OCB's operations are not addressed in this Charter, or where new provisions of law differ from the provisions of this Charter, such provisions of law shall automatically apply to and govern OCB's operations.

### Article 99. Implementing Provisions

1. This Charter shall take effect from August 05, 2026 and shall replace the previously issued Charter of Orient Commercial Joint Stock Bank.
2. Matters under this Charter that are governed by the transitional provisions of the Law on Credit Institutions shall be implemented in accordance with Article 210 of the Law on Credit Institutions.
3. This Charter is made in 04 originals of equal validity, of which:

   a) 01 original shall be submitted to the SBV;

   b) 03 originals shall be retained at OCB's Head Office.
4. Copies or extracts of this Charter shall be made in accordance with OCB's regulations and relevant provisions of law.

**LEGAL REPRESENTATIVE OF OCB**

**CHAIRPERSON OF THE BOARD OF DIRECTORS**

M.S.D.N: 0300852005 - C.T.C.P.
NGÂN HÀNG
THƯƠNG MẠI CỔ PHẦN
PHƯƠNG ĐÔNG
THÀNH PHỐ HỒ CHÍ MINH

**TRINH VAN TUAN**

## TABLE OF CONTENT