

No: 16./2025/TT-HĐQT

Hanoi, dated 19 month 11 year 2025

**PROPOSAL**

*Re: Amendment to the Internal Corporate Governance Regulations*

**To: General Meeting of Shareholders**

- Based on the Enterprise Law No. 59/2020/QH14 promulgated on June 17, 2020, and its amendments, supplements, and guiding documents;
- Based on the Securities Law No. 54/2019/QH14 promulgated on November 26, 2019, and its amendments, supplements, and guiding documents;
- Based on the Charter of EVS Securities Joint Stock Company (“the Company”),
- Pursuant to the Company’s Internal Corporate Governance Regulations;
- Pursuant to the Company’s operational circumstances,

The Board of Directors (“**BOD**”) respectfully submits to the General Meeting of Shareholders for approval the amendments and supplements to certain provisions of the Company’s Internal Corporate Governance Regulations (“**the Regulations**”) as follows:

1. Proposed Amendments:

No.	Article	The Regulations promulgated on 04 July 2025	The amended Regulations provisions
1.	The Preamble of the Regulations	This Regulation has been approved by the General Meeting of Shareholders of EVS Securities Joint Stock Company under Resolution No. 01/2021/NQ-ĐHĐCĐ dated 02/03/2021, and was amended for the second time on 04/07/2025	This Regulation has been approved by the General Meeting of Shareholders of EVS Securities Joint Stock Company under Resolution No. 01/2021/NQ-ĐHĐCĐ dated 02/03/2021, and was amended for the third time on ....../..../2025
2.	Point a, Clause 5, Article 6	a) The agenda of the General Meeting of Shareholders (“GMS”) and all materials relating to matters to be voted on at the meeting shall be circulated to shareholders and/or published on the Company’s website. If such materials are not enclosed with the GMS notice, the notice must specify the link providing access to the full set of meeting documents, including: (i) The meeting agenda and all documents to be used at the GMS;	a) The person responsible for preparing the agenda and contents of the General Meeting of Shareholders (“GMS”) shall be the convener of the GMS and shall perform such duties in accordance with the Company’s Charter and applicable laws. The agenda of the General Meeting of Shareholders (“GMS”) and all materials relating to matters to be voted on at the meeting shall be circulated to shareholders and/or



		<p>(ii) The list and detailed information of candidates in case of election of members of the Board of Directors (if applicable);</p> <p>(iii) Voting ballots;</p> <p>(iv) Draft resolutions for each matter on the agenda.</p>	<p>published on the Company's website. If such materials are not enclosed with the GMS notice, the notice must specify the link providing access to the full set of meeting documents, including:</p> <p>(i) The meeting agenda and all documents to be used at the GMS;</p> <p>(ii) The list and detailed information of candidates in case of election of members of the Board of Directors (if applicable);</p> <p>(iii) Voting ballots;</p> <p>(iv) Draft resolutions for each matter on the agenda.</p>
3.	Clause 4, Article 11	<p>4. Term and number of members of the Board of Directors:</p> <p>The Board of Directors shall consist of 07 members.</p> <p>The term of office of a member of the Board of Directors shall not exceed 05 years, and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.</p> <p>In the event that all members of the Board of Directors simultaneously end their term of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.</p>	<p>4. Term and number of members of the Board of Directors:</p> <p>The Board of Directors shall consist of 05 members.</p> <p>The term of office of a member of the Board of Directors shall not exceed 05 years, and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.</p> <p>In the event that all members of the Board of Directors simultaneously end their term of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.</p>
4.	Point a, Clause 5, Article 11	<p>a) The composition of the Company's Board of Directors must ensure the minimum number of non-executive members, independent members, and other requirements in accordance with the law at any given time. The Board of Directors' composition</p>	<p>a) The composition of the Company's Board of Directors must ensure the minimum number of non-executive members, independent members, and other requirements in accordance with the law at any given time. The Board of</p>



		<p>must meet the following requirements:</p> <p>a) At least two (2) independent members;</p> <p>b) At least one-third (1/3) of the total number of Board members must be non-executive members.</p>	<p>Directors' composition must meet the following requirements:</p> <p>a) At least one (1) independent member;</p> <p>b) At least one (1) of the total number of Board members must be non-executive members.</p>
5.	Item (iii) Point b, Clause 5, Article 11	(iii) A member of the Company's Board of Directors may simultaneously serve on the Board of Directors of other companies, provided that a member may serve on the boards of no more than five (5) other companies and is not subject to the prohibitions specified in sub-point (iv), point b, clause 5 of this Article.	(iii) A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors or the Members' Council of no more than five (5) other companies and is not subject to the prohibitions specified in sub-point (iv), point b, clause 5 of this Article.
6.	Clause 2, Article 12	<p>2. The nomination of candidates for the Board of Directors shall be conducted as follows:</p> <p>a) Shareholders or a group of shareholders holding from 10% to 20% of the total voting shares may nominate up to two (2) candidates;</p> <p>b) Shareholders or a group of shareholders holding over 20% up to 40% of the total voting shares may nominate up to three (3) candidates;</p> <p>c) Shareholders or a group of shareholders holding over 40% up to 60% of the total voting shares may nominate up to five (5) candidates;</p> <p>d) Shareholders or a group of shareholders holding over 60% of the total voting shares may nominate the full number of candidates planned for election as members of the Board of Directors. Based on the number of seats on the Board of Directors, the shareholders or the group of shareholders as provided in this Clause shall have the right to</p>	<p>2. The nomination of candidates for the Board of Directors shall be conducted as follows:</p> <p>a) Shareholders or a group of shareholders holding from 10% to 20% of the total voting shares may nominate up to one (1) candidate;</p> <p>b) Shareholders or a group of shareholders holding over 20% up to 40% of the total voting shares may nominate up to two (2) candidates;</p> <p>c) Shareholders or a group of shareholders holding over 40% up to 60% of the total voting shares may nominate up to three (3) candidates;</p> <p>d) Shareholders or a group of shareholders holding over 60% of the total voting shares may nominate up to five (5) candidates. Based on the number of seats on the Board of Directors, the shareholders or the group of shareholders as provided in this Clause shall have the right to</p>



