Vietnam Maritime Commercial Joint Stock Bank (MSB)
54A Nguyen Chi Thanh street, Lang ward, Hanoi
Tel: (024) 3771 8989

No.: 128/2026/TT-HĐQT

Hanoi, September 28, 2026

PROPOSAL

Re: Amendments and supplements to the Charter and the Corporate Governance Charter of MSB, the Rules of Organization and Operation of the Board of Directors, and the Rules of Organization and Operation of the Supervisory Board.

To: **General Meeting of Shareholders**

- *Pursuant to the Law on Enterprises number 59/2020/QH14 and all amendment(s) and/or supplement(s) thereto;*
- *Pursuant to the Law on Credit Institutions number 32/2024/QH15 and all amendment(s) and/or supplement(s) thereto;*
- *Pursuant to Circular 83/2025/TT-NHNN issued on December 31, 2025, governing the internal control system of joint-stock commercial banks and branches of foreign banks,*

In order to ensure compliance with applicable laws and satisfy the applicable governance and operational requirements, the Board of Directors hereby submits to the General Meeting of Shareholders for approval the amendments and/or supplements to the following documents:

- The Charter of MSB;
- The Corporate Governance Charter of MSB;
- The Rules of Organization and Operation of the Board of Directors;
- The Rules of Organization and Operation of the Supervisory Board.

A compilation of the key amendments and/or supplements to each of the aforementioned documents, together with explanations thereof, is enclosed with this Proposal. The drafts of the 2026 Charter, the 2026 Corporate Governance Charter, the 2026 Rules of Organization and Operation of the Board of Directors, and the 2026 Rules of Organization and Operation of the Supervisory Board, have been posted in the Investor Relations section of our website at msb.com.vn.

All amendments and/or supplements shall become effective upon approval by the General Meeting of Shareholders.

The Board of Directors respectfully submits all such amendments and/or supplements to the General Meeting of Shareholders for consideration and approval, and requests that the General Meeting of Shareholders authorize the Board of Directors, the Legal Representative, and the Supervisory Board to carry out any and all formalities and

procedures required to issue the amended and supplemented Charter, Corporate Governance Charter, Rules of Organization and Operation of the Board of Directors, and Rules of Organization and Operation of the Supervisory Board.

Respectfully submitted!/.

ON BEHALF OF THE BOARD OF DIRECTORS
THE CHAIRMAN

(Signed & sealed)

TRAN ANH TUAN

KEY AMENDMENTS AND SUPPLEMENTS TO
THE CHARTER OF VIETNAM COMMERCIAL JOINT STOCK BANK (MSB)

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
1.		"This Charter was approved by MSB's General Meeting of Shareholders according to Resolution No. 33/NQ-DHDCD dated April 21, 2025, including 21 Chapters, 89 Articles. The charter capital in this Charter has been updated according to Decision No. 2238/QD-NHNN dated October 8, 2024 of the Governor of the State Bank of Vietnam on amending the content of the License for Establishment and Operation of Vietnam Maritime Joint Stock Commercial Bank."	"This Charter was approved by MSB's General Meeting of Shareholders pursuant to **Resolution .../NQ-ĐHĐCĐ dated ..., and consists of 21 Chapters and 87 Articles**."	To update the time of approval of the Charter
2.	Clause 6, Article 1	"6. **"Shareholder Register"** means a document, either in writing, electronically, or both, that records details on the ownership of shares of MSB shareholders. The shareholder register shall include main details prescribed by law"	"6. "Register of Shareholders"**, or "Register of Securities Holders",** means a written document, an electronic data set, or both, which records information about share ownership by MSB's shareholders. The Register of Shareholders shall contain the primary items prescribed by law"	To add the wording: "Register of Securities Holders"
3.	Clause 9, Article 1	"9. **"Dividend"** is the net profit paid for each share in cash or other assets"	"9. "**Dividend**" means the **profit after tax** distributed in respect of each share, whether in cash or other assets."	Clause 5, Article 4 of the Law on Enterprises
4.	Article 3	"Vietnam Maritime Joint Stock Commercial Bank operates under License for Establishment and Operations No. 0001/NH-GP dated June 08, 1991, issued by the State Bank of Vietnam (SBV); Certificate of Joint	"Vietnam Maritime Joint Stock Commercial Bank duly operates and does business under **License for Establishment and Operations of a Commercial Bank No. 26/GP-NHNN dated May 28, 2026**, issued by the State Bank of Vietnam (SBV), and Joint	To reflect the most recent license issued by the State Bank of Vietnam.

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		Stock Enterprise Registration issued for the first time on July 1, 2005 and its amendments, supplements and replacements (if any)."	Stock Company Business Registration Certificate issued for the first time on July 01, 2005 and all amendments, supplements and replacements thereto (if any)."	
5.	Clause 3, Article 3	"3. Head Office Address: 54A Nguyen Chi Thanh, Lang Thuong Ward, Dong Da District, Hanoi, Vietnam."	"3. Head Office Address: 54A Nguyen Chi Thanh, **Lang Ward, Hanoi**, Vietnam."	To update the administrative units following the merger
6.	Article 5	"1. Receive demand deposits, time deposits, savings deposits, and other types of deposits. 2. Issue deposit certificates. 3. Grant credit in the following forms: a) Lending; b) Discount, re-discount; c) Bank guarantee; d) Issuance of credit cards; e) Domestic and international factoring. f) Letter of credit; g) Other forms of credit granting as prescribed by the Governor of the State Bank. 4. Open payment accounts for customers. 5. Providing payment means. 6. Providing the following payment services via accounts: a) Providing domestic payment services	"1. To receive demand deposits, fixed deposits, savings deposits, and other deposit schemes. 2. To issue certificates of deposit. 3. To extend the following forms of credit: a) Loans; b) Negotiations; c) Bank guarantees; d) Credit cards; e) Domestic and international factoring; f) Letters of credit; and g) Other forms of credit subject to approval by the State Bank of Vietnam 4. To open current/checking accounts for customers. 5. To provide payment methods. 6. To provide account-based payment	To update MSB's scope of banking activities pursuant to License No. 26/GP-NHNN and all amendments and/or supplements thereto

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		including checks, payment orders, collection, collection orders, money transfers, bank cards, collection and order services; b) Providing international payment services after being approved in writing by the State Bank; other payment services as prescribed by the State Bank's Circular. 7. Open accounts: a) Open a payment account at the State Bank of Vietnam and maintain a required reserve amount in this account; b) Open a payment account at a credit institution that provides payment services via accounts; c) Open a payment account abroad in accordance with the provisions of the law on foreign exchange. 8. Organize internal payments and participate in the national interbank payment system. MSB is allowed to participate in the international payment system when it meets the conditions prescribed by the Government	services which are: a) services of payment by check (or cheque), services of payment by payment order or collection order, bank cards, bank transfers, collection and payment services, and b) **international payment services as provided for by the State Bank of Vietnam.** 7. To open: a) current/checking account(s) with the State Bank of Vietnam and maintain the required reserve amount in such account(s); b) current/checking account(s) with credit institutions that provide account-based payment services; c) current/checking account(s) overseas in accordance with applicable laws and regulations governing foreign exchange. 8. **To organize and operate internal payment activities and participate in the national interbank payment system.** 9. To provide cash management services, treasury services for credit institutions and branches of foreign banks,	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		and is approved in writing by the State Bank. 9. Cash management services; treasury services for credit institutions, foreign bank branches; management and preservation of assets, lease of cabinets and safes. 10. Purchase and sale of State Bank bills, corporate bonds; purchase and sale of other valuable papers (except for purchase and sale of valuable papers as prescribed in Clause 24 of this Article) according to regulations of the Governor of the State Bank. 11. Money brokerage service. 12. Issue deposit certificates, promissory notes, treasury bills and bonds to raise capital according to the provisions of the Law on Credit Institutions, the Securities Law, the Government's regulations and the guidance of the SBV. 13. Borrow capital from the SBV in the form of refinancing in accordance with the Law on the SBV and the guidance of the SBV. 14. Purchase and sell valuable papers with the State Bank in accordance with the provisions of the Law on the State Bank of Vietnam and instructions of the State Bank of Vietnam.	and asset custody and preservation services and safe-deposit box rental and leasing services. 10. **To purchase and sell State Bank of Vietnam bills and corporate bonds; to purchase and sell government debt instruments, government-guaranteed bonds, local government bonds, and other valuable papers.** 11. To provide money brokerage services. 12. **To issue bonds.** 13. **To obtain refinancing from the State Bank of Vietnam.** 14. To purchase and sell valuable papers with the State Bank of Vietnam. 15. To borrow from, extend credit to, make deposits with, and accept deposits from, credit institutions and branches of foreign banks, and to purchase and sell valuable papers under repurchase agreements in accordance with applicable laws and regulations set forth by the State Bank of Vietnam. 16. To make capital contributions and	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		15. Borrow, lend, send and receive capital from credit institutions, foreign bank branches, domestic and foreign financial institutions in accordance with the provisions of the law and the guidance of the SBV. 16. Contribute capital and purchase shares according to the provisions of the law and the guidance of the SBV. 17. Foreign loans according to the provisions of law. 18. Entrust, accept entrustment, act as an agent in banking activities, and assign payment agents according to the regulations of the Governor of the State Bank of Vietnam. 19. Act as an insurance agent according to the provisions of the law on insurance business, in accordance with the scope of insurance agency activities according to the regulations of the Governor of the State Bank. 20. Trade and supply foreign exchange services on the domestic and international markets within the scope prescribed by the SBV. 21. Trading and providing derivative products on interest rates, foreign exchange, currencies	purchase shares in accordance with applicable laws and the guidelines issued by the State Bank of Vietnam. 17. To obtain foreign loans in accordance with applicable laws. 18. To provide entrustment services, accept entrustment, act as an agent in banking activities, and appoint payment agents, in accordance with applicable laws and regulations set forth by the State Bank of Vietnam. 19. To act as an insurance agent in accordance with applicable laws and regulations pertaining to insurance business, within the scope of insurance agency activities prescribed by the State Bank of Vietnam. **20. To trade in, and provide, foreign exchange products and services to the domestic and foreign customers within the scope prescribed by the State Bank of Vietnam.** **21. To trade in, and provide, interest rate derivative products and services to the domestic and foreign customers**	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		and other financial assets in the domestic and international markets according to regulations of the Governor of the State Bank of Vietnam. 22. Securities custody. 23. Gold trading according to regulations of the Governor of the State Bank of Vietnam. 24. Purchase and sale of government debt instruments, government-guaranteed bonds, and local government bonds in accordance with relevant laws. 25. Provision of money transfer, collection, payment, and other non-account payment services in accordance with regulations of the Governor of the State Bank of Vietnam. 26. Other services related to factoring and letters of credit in accordance with regulations of the Governor of the State Bank of Vietnam. 27. Consulting on banking activities and other business activities specified in the Operating License. 28. Acting as an agent in managing collateral assets for lenders being international financial institutions, foreign credit institutions, credit institutions, and foreign bank branches in accordance with relevant laws.	**within the scope prescribed by the State Bank of Vietnam.** 22. To provide securities custodian services. **23. To conduct gold trading activities.** **24. To purchase debts** **25. To provide bank transfer, collection, and payment services without using current/checking accounts.** **26. To provide other services relating to factoring and letters of credit.** 27. To provide advisory services on banking activities and other business activities specified in the Operating License. 28. To act as a collateral management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions, and branches of foreign banks. 29. To provide e-wallet services after obtaining approval from the State Bank of Vietnam. 30. To provide commodity derivatives after obtaining approval from the State Bank of Vietnam.	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		29. E-wallet after obtaining the State Bank's approval. 30. Supply derivative products of commodity prices after obtaining the State Bank's approval. 31. Invest in future contracts, government bonds. 32. Provide setoff and settlement services for securities transactions according to the provisions of Point a, Clause 4, Article 56 of the Law on Securities after being approved by the State Bank. 33. The bank shall supervise in accordance with the law on securities after being approved by the State Bank. 34. Other business activities related to banking activities other than those specified in the above clauses of this Article as prescribed by the Circular of the State Bank of Vietnam and other relevant legal provisions.	31. To invest in government bond futures. 32. To provide clearing and settlement services for securities transactions in accordance with Point a, Clause 4, Article 56 of the Law on Securities after obtaining approval from the State Bank of Vietnam. **33. To provide custodian banking services.** **34. To participate in international payment systems in accordance with applicable laws and regulations set forth by the State Bank of Vietnam.** 35. To conduct other business activities relating to banking activities, other than those specified in the preceding Clauses of this Article, in accordance with the applicable rules and regulations set forth by the Governor of the State Bank of Vietnam and relevant provisions of the law."	
7.	Point t, Clause 4, Article 24	t) Authorize the Board of Directors to approve MSB's Financial Regulations;		To relocate it to the section on the authority of the Board of Directors

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
8.	Clause 1, Article 26	"1. The list of shareholders entitled to attend a General Meeting of Shareholders shall be made in accordance with the Shareholder Register of MSB. The list shall be prepared upon the issuance of the convocation decision and shall be completed no later than ten (10) days prior to the date of delivering the invitation/notice of the meeting."	"1. The list of shareholders entitled to attend a General Meeting of Shareholders shall be prepared in accordance with the Register of Shareholders and/or the Register of Securities Holders of MSB. The list shall be prepared upon the decision to convene the meeting and completed no later than ten (10) days prior to the delivery of the invitation/notice of the meeting."	Clause 1, Article 141 of the Law on Enterprises
9.	Clause 3, Article 32	"3. When registering shareholders, MSB shall issue each shareholder or its authorized representative entitled to vote a voting ballot, which includes the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number corresponding to a specific matter or group of matters to be voted on. During the voting process at the meeting, the votes in favor shall be counted first, followed by the votes against, and finally the abstentions. The Vote Counting Committee shall then consolidate the results into the total number of votes "in favor," "against," and "abstained" for each matter. The Chair shall announce the results	"3. When registering shareholders, **except in the case of electronic voting**, MSB shall issue each shareholder, or their authorized representative entitled to vote, a voting ballot, which shall contain the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number for a specific matter or group of matters to be voted on."	To reflect actual operating practices

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		before the conclusion of the meeting."		
10.	Clause 2, Article 33	"2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or using an automated application system. The CEO is responsible for developing the technical system and guidelines for collecting shareholder opinions using automated applications."	"2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or use an automated application system **or software**."	To reflect actual operating practices
11.	Clause 3, Article 33	"3. The Board of Directors shall prepare opinion collection forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials. These documents must be delivered using a secured means of delivery to each shareholder's address no later than ten (10) days before the deadline for returning the completed opinion form."	"3. The Board of Directors shall prepare written opinion forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials for such draft resolutions or decisions. The written opinion forms, draft resolutions or decisions, and explanatory materials shall be delivered using secured means of delivery **and/or electronic means or other means** to ensure delivery to each shareholder's address, **including, without limitation, to email, text messages, and physical mail,** no later than ten (10) days before the deadline for returning the completed forms."	To reflect actual operating practices
12.	Clause 6, Article 33	"6. Unless collected using automated systems under Article 33.2, the Board of Directors	"6. The Board of Directors shall count the votes and prepare a vote counting report in	To reflect actual operating practices

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		shall count votes and record results in a vote counting report under the supervision of the Supervisory Board or non-executive shareholders. The vote counting report shall include:"	the presence of the Supervisory Board or shareholders that do not hold any managerial or executive positions at MSB. The vote counting report shall mainly contain:"	
13.	Clause 7, Article 33	This provision has not yet been added	"7. **The vote counting procedure through an automated application system or software shall be specifically determined by the Board of Directors, ensuring accuracy, objectivity, and transparency**."	To reflect actual operating practices
14.	Clause 15, Article 53	"15. To promulgate internal regulations related to the organization, administration and operations of MSB, including the authority to decide compensation levels for damages and losses arising during the business process and risk treatment. The Board of Directors can decentralize the authority to promulgate internal regulations to other competent levels of MSB."	"15. The Board of Director shall **issue Financial Management Regulations** and internal regulations relating to the organization, governance, and operations of MSB in accordance with applicable laws, except for matters that fall within the authority of the General Meeting of Shareholders or the Supervisory Board, including the authority to decide on compensation and/or indemnification for damages and losses arising in the course of business activities and the handling of risks. The Board of Directors may delegate the authority to issue internal regulations to	Article 37 of Decree 135/2025/NĐ-CP

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
			other competent authorities within MSB."	
15.	Clause 17, Article 53	"17. To consider and approve annual reports"	"17. The Board of Director shall review and approve annual reports and **yearly reports on the results of self-inspection and assessment of control activities.**"	Point a, Clause 2 and point a, Clause 4, Article 9 of Circular 83/2025/TT-NHNN
16.	Article 53	This provision has not yet been added	"18. **The Board of Director shall issue standards of professional conduct, except for standards of professional conduct applicable to members of the Supervisory Board and internal auditors).**"	Point đ, Clause 1, Article 5 of Circular 83/2025/TT-NHNN
17.	Clause 21, Article 53	"21. To propose profit distribution plan and dividend level to be paid; Decide on the time limit and procedures for paying dividends or handling losses arising during the business process."	"22. **The Board of Director shall propose plans for profit distribution and amounts of dividend to be paid, or the handling of losses arising in the course of business activities, and, after obtaining approval by Annual General Meetings of Shareholders, distribute dividends to shareholders in accordance with applicable laws.**"	Clause 10, Article 28 of Decree 155/2020/NĐ-CP
18.	Clause 22, Article 53	"22. To Select an independent auditing organization from the list of independent auditing organizations approved by the General Meeting of Shareholders to audit	This provision has been removed	To reflect actual operating practices (this matter should fall within the

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		MSB's activities in accordance with the provisions of the Law and/or at the request of competent state agencies."		authority of the General Meeting of Shareholders
19.	Article 55	This provision has not yet been added	"11. **Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board.**"	Clause 3, Article 277 of Decree 155/2020/NĐ-CP
20.	Clause 1, Article 59	"1. The CEO is the highest-ranking executive of MSB, under the supervision of the Board of Directors and the Supervisory Board, responsible to the Board of Directors and the law for the exercise of rights and duties in accordance with the provisions of law and this Charter. The Board of Directors appoints one of its members as the CEO or hires a CEO and will sign a fixed-term labor contract clearly defining the duties, powers and responsibilities of the CEO in accordance with the Labor Code, regulations of the State Bank and relevant legal provisions."	"1. The CEO is the highest-ranking executive officer of MSB. The CEO shall be subject to the supervision of the Board of Directors and the Supervisory Board and be accountable to the Board of Directors and the law for the exercise of their powers and the performance of their duties in accordance with applicable laws and this Charter. The Board of Directors appoints one (01) of their members as the CEO, or hires a CEO, and enter into a fixed-term labor contract which expressly specifies their duties, powers and responsibilities in accordance with the Labor Code, applicable laws and regulations set forth by the State Bank of Vietnam, and other relevant provisions of the law. **The CEO shall not**	Point b, Clause 5, Article 162 of the Law on Enterprises and Clause 5, Article 291 of Decree 155/2020/NĐ-CP

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
			be a related person of MSB's Managers, any member of the Supervisory Board of MSB, any appointed representative of the state capital interests in MSB, or any appointed representative of an enterprise's capital interests in MSB, in accordance with Point d, Clause 46, Article 4 of the Law on Securities."	
21.	Clause 2, Article 62	"2. To issue its internal regulations; to annually review its internal regulations and important policies on accounting and reporting."	"2. The Supervisory Board shall issue their internal regulations and standards of professional ethics applicable to their members and internal auditors, and shall annually review their internal regulations and MSB's accounting and reporting regulations."	Subpoint (i), Point c, Clause 2, Article 72 of Circular 83/2025/TT-NHNN
22.	Clause 4, Article 62	"4. Monitor the financial status, appraise the first 6 months' and annual financial reports of MSB, including financial reports audited by an independent auditing organization; report to the General Meeting of Shareholders on the results of the financial report appraisal; assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial reporting. The Supervisory Board	"4. The Supervisory Board shall monitor MSB's financial condition and appraise MSB's financial statements for the first six (06) months of the year and annual financial statements, shall report to the General Meeting of Shareholders on the results of the appraisal of the financial statements, and shall assess the reasonableness, legitimacy, truthfulness, and prudence in accounting,	Clause 4, Article 52 of Law on Credit Institutions number 32/2024/QH15

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders."	statistical, and financial reporting activities. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders."	
23.	Article 62	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"14. **The Supervisory Board shall issue, amend, and supplement the annual internal audit plan**."	Clause 2, Article 69 of Circular 83/2025/TT-NHNN
24.	Article 62	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"15. **The Supervisory Board shall approve reports on internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, ad-hoc internal audit reports, and any other report in accordance with applicable regulations**."	Clause 1, Article 73, and point d, Clause 2 and point b, Clause 4, Article 9 of Circular 83/2025/TT-NHNN
25.	Article 62	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"16. **The Supervisory Board shall perform senior management oversight of the internal audit department's compliance with the applicable regulations governing the powers and responsibilities of the internal audit department and internal auditors.**"	Point b, Clause 2, Article 12 of Circular 83/2025/TT-NHNN
26.	Article 62	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-	"17. **The Supervisory Board shall**	Point a, Clause 1, Article 72 of

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		NHNN (replacing Circular 13/2018/TT-NHNN).	**supervise and assess compliance with standards of professional ethics by members of the Supervisory Board and internal auditors.**"	Circular 83/2025/TT-NHNN
27.	Article 67	"**Article 67. Standards for persons doing internal audit** 1. Obtaining a university or higher degree in economics, business administration, law, accounting, and auditing; obtaining a university or higher degree in information technology or a major appropriate for a technology auditor. 2. Having worked directly in banking, finance, accounting and auditing for at least 2 years for internal auditors and 03 years for the Head of internal audit; obtaining minimum 2 years of experience working in the information technology industry for a technology auditor."	This provision has been stipulated in the Internal Audit Code of Practice (QC.KS.002)	Internal documents
28.	Article 69	"**Article 69. Requirements of internal control** 1. Internal control is implemented for all activities, business processes, and departments at MSB (including head office,	This provision has been stipulated in the Internal Control System Regulations (QC.RR.035)	Internal documents

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		branches and other dependent units) in order to ensure the following requirements: a) MSB's activities are in compliance with legal regulations; b) Control conflicts of interest; detect and promptly handle violations; c) Raise the awareness on roles and responsibilities of individuals and departments for internal control to build and maintain the control culture of MSB. 2. Internal control is done through control activities, information exchange mechanisms and management information systems."		

KEY AMENDMENTS AND SUPPLEMENTS TO
THE CORPORATE GOVERNANCE CHARTER OF VIETNAM COMMERCIAL JOINT STOCK BANK (MSB)

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
1.	Point t, Clause 2, Article 3	"t) shall approve or authorize the Board of Directors to develop MSB's Financial Regulations;"		To relocate it to the section on the authority of the Board of Directors
2.	Clause 1, Article 13	"1. When registering shareholders, other than by electronic voting, MSB shall issue each shareholder or its authorized representative entitled to vote a voting ballot, which includes the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number corresponding to a specific matter or group of matters to be voted on."	"1. When registering shareholders, **except in the case of electronic voting**, MSB shall issue each shareholder, or their authorized representative entitled to vote, a voting ballot, which shall contain the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number for a specific matter or group of matters to be voted on."	To reflect actual operating practices
3.	Clause 2, Article 14	"2. During the voting process at the meeting, the votes in favor shall be counted first, followed by the votes against, and finally the abstentions. The Vote Counting Committee shall then consolidate the results into the total number of votes "in favor", "against", and "abstained" for each matter. The Chair shall announce the results before the conclusion of the meeting."	"2. During the voting at the meeting, the votes in favor shall be counted first, followed by the votes against, and finally the abstentions. The vote counting results shall then be aggregated into the total number of votes "in favor", votes "against", and "abstained" votes for each matter. The Chair shall announce the total number of votes in favor, votes against, and abstentions for each matterbefore the conclusion of the meeting."	To ensure consistency in wording

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
4.	Clause 2, Article 17	"2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or using an automated application system. The CEO is responsible for developing the technical system and guidelines for collecting shareholder opinions using automated applications."	"2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or use an automated application system **or software**."	To reflect actual operating practices
5.	Clause 3, Article 17	"3. The Board of Directors shall prepare opinion collection forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials. These documents must be delivered using a secured means of delivery to each shareholder's address no later than ten (10) days before the deadline for returning the completed opinion form."	"3. The Board of Directors shall prepare written opinion forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials for such draft resolutions or decisions. The written opinion forms, draft resolutions or decisions, and explanatory materials shall be delivered using secured means of delivery **and/or electronic means or other means** to ensure delivery to each shareholder's address, **including, without limitation, to email, text messages, and physical mail,** no later than ten (10) days before the deadline for returning the completed forms."	To reflect actual operating practices
6.	Clause 6, Article 17	"6. Unless collected using automated systems under Article 17.2, the Board of Directors shall count votes and record results in a vote counting report under the supervision of the Supervisory Board or non-executive shareholders. The vote counting report shall include:"	"6. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders that do not hold any managerial or executive positions at MSB. The vote counting report shall mainly contain:"	To reflect actual operating practices

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
7.	Article 17	This provision has not yet been added	"7. **The vote counting procedure through an automated application system or software shall be specifically determined by the Board of Directors, ensuring accuracy, objectivity, and transparency.**"	To reflect actual operating practices
8.	Point n, Clause 2, Article 20	"n) shall issue internal regulations related to MSB's organization, governance, and operations in accordance with applicable laws, except for matters under the General Meeting of Shareholders' or Supervisory Board's authority; this includes the authority to determine indemnification for losses and/or damage arising from business activities and risk handling. The Board may delegate such powers to other competent levels of MSB."	"n) shall **issue Financial Management Regulations,** standards of professional ethics, except for standards of professional ethics applicable to members of the Supervisory Board and internal auditors, and internal regulations relating to the organization, governance, and operations of MSB in accordance with applicable laws, except for matters that fall within the authority of the General Meeting of Shareholders or the Supervisory Board, including the authority to decide on compensation and/or indemnification for damages and losses arising in the course of business activities and the handling of risks. The Board of Directors may delegate the authority to issue internal regulations to other competent authorities within MSB."	Point d, Clause 1, Article 5 of Circular 83/2025/TT-NHNN
9.	Point p, Clause 2, Article 20	"p) shall review and approve annual reports"	"p) shall review and approve annual reports and **yearly reports on the results of self-inspection and assessment of control activities.**"	Point a, Clause 2 and Point a, Clause 4, Article 9 of Circular 83/2025/TT-NHNN

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
10.	Point q, Clause 2, Article 20	This provision has not yet been added	"q) **shall issue standards of professional conduct, except for standards of professional conduct applicable to members of the Supervisory Board and internal auditors).**"	Point đ, Clause 1, Article 5 of Circular 83/2025/TT-NHNN
11.	Point t, Clause 2, Article 20	"t) shall propose profit distribution plans, dividend payout rates; determine the timeline and procedures for dividend distribution or loss handling during such business activities."	"u) shall propose plans for profit distribution and amounts of dividend to be paid, or the handling of losses arising in the course of business activities, **and, after obtaining approval by Annual General Meetings of Shareholders, distribute dividends to shareholders in accordance with applicable laws.**"	Clause 10, Article 278 of Decree 155/2020/NĐ-CP
12.	Point u, Clause 2, Article 20	"u) shall select an independent audit firm from the list approved by the General Meeting of Shareholders to audit MSB's operations as required by law or competent authorities"	This provision has been removed	To reflect actual operating practices (this matter should fall within the authority of the General Meeting of Shareholders)
13.	Article 21	This provision has not yet been added	"11. **Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board.**"	Clause 3, Article 277 of Decree 155/2020/NĐ-CP
14.	Clause 2, Article 36	"2. Resolutions of the Board of Directors shall become as of the date of passing unless otherwise specified in the resolution."	"2. Resolutions of the Board of Directors shall become effective as of the date of adoption unless otherwise specified in **the relevant document**."	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
15.	Point b, Clause 2, Article 37	"b) To issue internal regulations of the Board of Supervisors; annually review these internal regulations together with MSB's internal accounting and reporting regulations."	"b) The Supervisory Board shall issue their internal regulations **and standards of professional ethics applicable to their members and internal auditors**, and shall annually review their internal regulations and MSB's accounting and reporting regulations."	Subpoint (i), Point đ, Clause 2, Article 72 of Circular 83/2025/TT-NHNN
16.	Point d, Clause 2, Article 37	"d) To supervise MSB's financial status and assess, evaluate the semi-annual and annual financial statements, including those audited by an independent auditor; to report to the General Meeting of Shareholders on the evaluation results and assess the reasonableness, legitimacy, accuracy, and prudence in accounting, statistics, and financial reporting. The Supervisory Board may consult the Board of Directors before submitting its report and recommendations to the General Meeting of Shareholders."	"d) The Supervisory Board shall monitor MSB's financial condition and appraise MSB's financial statements for the first six (06) months of the year and annual financial statements, shall report to the General Meeting of Shareholders on the results of the appraisal of the financial statements, and shall assess the reasonableness, legitimacy, truthfulness, and prudence in accounting, statistical, and financial reporting activities. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders."	Clause 4, Article 52 of Law on Enterprises number 32/2024/QH15
17.	Article 37	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"n) **The Supervisory Board shall issue, amend, and supplement the annual internal audit plan**."	Clause 2, Article 69 of Circular 83/2025/TT-NHNN
18.	Article 37	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"o) **The Supervisory Board shall approve reports on internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, ad-hoc internal audit reports, and any other report in accordance with applicable regulations.**"	Point 1, Clause 73, and Point đ, Clause 2 and Point b Clause 4 Article 9 of Circular

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
				83/2025/TT-NHNN
19.	Article 37	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"p) **The Supervisory Board shall perform senior management oversight of the Internal Audit Department's compliance with the applicable regulations governing the powers and responsibilities of the Internal Audit Department and internal auditors.**"	Point b, Clause 2, Article 12 of Circular 83/2025/TT-NHNN
20.	Article 37	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"q) **The Supervisory Board shall supervise and assess compliance with standards of professional ethics by members of the Supervisory Board and internal auditors.**"	Point a, Clause 1, Article 72 of Circular 83/2025/TT-NHNN
21.	Article 46	"Article 46. Eligibility and Qualification for Internal Auditors, Chief Internal Auditor, and Deputy Chief Internal Auditor 1. Internal Auditors, Chief Internal Auditor, and Deputy Chief Internal Auditor shall earn a bachelor's or higher degree in one of the fields of economics, business administration, law, accounting, or auditing; shall earn a bachelor's or higher degree in information technology or, if IT auditors, in appropriate fields. 2. Internal Auditors shall have no less than two (02) years', and Chief Internal Auditor shall have no less than three (03) years' direct working experience in banking, finance, accounting, or auditing, ; and IT auditors shall have no less than two (02)	This provision has been stipulated in the Internal Audit Code of Practice (QC.KS.002)	Internal documents

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		years' working experience in information technology"		
22.	Article 50	This provision has not yet been added	"b) The CEO shall not be a related person of MSB's Managers, any member of the Supervisory Board of MSB, any appointed representative of the state capital interests in MSB, or any appointed representative of an enterprise's capital interests in MSB, in accordance with Point d, Clause 46, Article 4 of the Law on Securities."	155/2020/NĐ-CP Point b, Clause 5, Article 162 of the Law on Enterprises 2020 and Clause 5, Article 291 of Decree 155/2020/NĐ-CP
23.	Article 57	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"10. The Board of Directors shall coordinate with the Internal Audit Department during internal audits of senior management oversight of the Board of Directors."	Point a, Clause 2, Article 65 of Circular 83/2025/TT-NHNN
24.	Article 57	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"11. The Board of Directors shall implement the recommendations made to them by the Supervisory Board in any reports on internal audit results, and shall notify the Supervisory Board of the results of such implementation."	Point b, Clause 2, Article 65 of Circular 83/2025/TT-NHNN
25.	Article 59	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"5. The CEO shall coordinate with the Internal Audit Department during internal audits of senior management oversight of the CEO."	Subpoint (i), Point a, Clause 3, Article 65 of Circular 83/2025/TT-NHNN
26.	Article 59	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-	"6. The CEO shall direct the Risk Management Department and relevant departments to	Subpoint (ii), Point a, Clause 3,

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		NHNN (replacing Circular 13/2018/TT-NHNN).	provide all information on risks necessary to enable the Internal Audit Department to formulate the internal audit plan."	Article 65 of Circular 83/2025/TT-NHNN
27.	Article 59	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"7. The CEO shall receive internal audit reports, organize the implementation of recommendations made to the CEO by the Supervisory Board in any reports on internal audit results, and report the results of such implementation to the Supervisory Board."	Subpoint (iii), Point a, Clause 3, Article 65 of Circular 83/2025/TT-NHNN
28.	Clause 1, Article 69	"1. This Corporate Governance Charter shall take effect from XX (month) XX (day), 2025 in accordance with Resolution XX/NQ-ĐHĐCĐ dated XX (month) XX (day), 2025 adopted by the General Meeting of Shareholders, and shall replace the 6th edition of the Corporate Governance Charter, number QC.HC.003, issued on April 23, 2024 by the Board of Directors regarding MSB's corporate governance activities."	"1. **This Corporate Governance Charter shall become effective as of ... pursuant to Resolution XX/NQ-ĐHĐCĐ issued on April XX, 2026 by the General Meeting of Shareholders, and shall replace and supersede Corporate Governance Charter number QC.HC.003 (08th edition) issued on April 21, 2025 by the Board of Directors pertaining to the organization and operation of the Board of Directors.**"	To update the time of amendment to the Corporate Governance Charter

KEY AMENDMENTS AND SUPPLEMENTS TO
THE RULES OF ORGANIZATION AND OPERATION OF VIETNAM COMMERCIAL JOINT STOCK BANK (MSB)

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
1.	Clause 14, Article 4	"14. To promulgate internal regulations related to the organization, administration and operations of MSB, including the authority to decide compensation levels for damages and losses arising during the business process and risk treatment. The Board of Directors can decentralize the authority to promulgate internal regulations to other competent levels of MSB."	"14. The Board of Director shall **issue Financial Management Regulations,** standards of professional ethics, except for standards of professional ethics applicable to members of the Supervisory Board and internal auditors, and internal regulations relating to the organization, governance, and operations of MSB in accordance with applicable laws, except for matters that fall within the authority of the General Meeting of Shareholders or the Supervisory Board, including the authority to decide on compensation and/or indemnification for damages and losses arising in the course of business activities and the handling of risks. The Board of Directors may delegate the authority to issue internal regulations to other competent authorities within MSB."	Point d, Clause 1, Article 5 of Circular 83/2025/TT-NHNN
2.	Clause 16, Article 4	"16. To consider and approve annual reports"	"16. The Board of Director shall review and approve annual reports and **yearly reports on the results of self-inspection and assessment of control activities.**"	Point a, Clause 2 and point a, Clause 4, Article 10 of Circular 83/2025/TT-NHNN
3.	Article 4	This provision has not yet been added	"**17. The Board of Director shall issue standards of professional conduct, except for standards of professional conduct**	Point đ, Clause 1, Article 5 of Circular

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
			applicable to members of the Supervisory Board and internal auditors)."	83/2025/TT-NHNN
4.	Article 4	"21. To propose profit distribution plan and dividend level to be paid; Decide on the time limit and procedures for paying dividends or handling losses arising during the business process."	"21. The Board of Director shall propose plans for profit distribution and amounts of dividend to be paid, or the handling of losses arising in the course of business activities, **and, after obtaining approval by Annual General Meetings of Shareholders, distribute dividends to shareholders in accordance with applicable laws.**"	Clause 10, Article 278 of Decree 155/2020/NĐ-CP
5.	Article 4	"21. To Select an independent auditing organization from the list of independent auditing organizations approved by the General Meeting of Shareholders to audit MSB's activities in accordance with the provisions of the Law and/or at the request of competent state agencies."		To reflect actual operating practices (this matter should fall within the authority of the General Meeting of Shareholders)
6.	Article 6	This provision has not yet been added	"11. Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board."	Clause 3, Article 277 of Decree 155/2020/NĐ-CP
7.	Article 19	"1. These Rules shall become effective as of July 01, 2024 pursuant to Resolution XX/NQ-ĐHĐCĐ issued on … by the General Meeting of Shareholders, and shall replace and supersede Rules QC.BM.006 (07th edition) issued on September 26, 2023 by the Board of Directors pertaining to the organization and operation of the Board of Directors."	"**1. These Rules shall become effective as of … pursuant to Resolution XX/NQ-ĐHĐCĐ issued on … by the General Meeting of Shareholders, and shall replace and supersede Rules QC.BM.006 (08th edition) issued on April 23, 2024 by the Board of Directors pertaining to the organization and operation of the Board of**	To update the time of approval of the Rules

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
			Directors."	

AMENDMENTS TO QC.BM.008 – REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE BOARD OF SUPERVISORS

No.	Amendment content	Existing provisions	New provisions	Basis/Reason for amendment
1	Clause 2, Article 3	2. Issue internal regulations of the Board of Supervisors; annually review the internal regulations of the Board of Supervisors and MSB's internal regulations on accounting and reporting.	2. Issue internal regulations of the Board of Supervisors and professional ethical standards applicable to members of the Board of Supervisors and internal auditors; review annually the internal regulations of the Board of Supervisors and MSB's internal regulations on accounting and reporting.	Item i, Point c, Clause 2, Article 72 of Circular No. 83/2025/TT-NHNN
2	Article 3	The provision has not been updated in accordance with Circular No. 83/2025/TT-NHNN (replacing Circular No. 13/2018/TT-NHNN).	14. Issue, amend and supplement the annual internal audit plan.	Item iii, Point c, Clause 2, Article 72 of Circular No. 83/2025/TT-NHNN
3	Article 3	The provision has not been updated in accordance with Circular No. 83/2025/TT-NHNN (replacing Circular No. 13/2018/TT-NHNN).	15. Approve reports on Internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, extraordinary internal audit reports, and other reports as prescribed, if any.	Point d, Clause 2 and Point b, Clause 4, Article 9; Point a, Clause 1, Article 73 of Circular No. 83/2025/TT-NHNN
4	Article 3	As prescribed in Clause 5, Article 10 (detailed in Nos. 5 and 6 below).	16. Supervise senior management's oversight of the Internal audit function in the performance of the rights and responsibilities of the Internal audit function and Internal auditors. 17. Supervise and assess compliance with professional ethical standards by members of the Board of Supervisors and Internal auditors.	Point b, Clause 2, Article 12; Article 71; Clauses 1, 2 and 3, Article 72 of Circular No. 83/2025/TT-NHNN
5	Clause 5, Article 10	Relationship with internal audit: The Board of supervisors shall supervise internal audit, including:	These matters have been incorporated into Clauses 16 and 17, Article 3 – Duties and powers of the Board of Supervisors.	Point b, Clause 2, Article 12; Article 71; Clauses 1, 2 and 3, Article 72 of Circular

No.	Amendment content	Existing provisions	New provisions	Basis/Reason for amendment
		a) Supervise and assess compliance with professional ethical standards by internal auditors; b) Supervise the internal audit function in: - Performing internal audit; - Reviewing and assessing the effectiveness of internal audit and the performance of the Head of internal audit; - Addressing and remedying deficiencies and limitations of Internal audit in accordance with the requirements and recommendations of the State Bank of Vietnam, the independent audit organization and other competent authorities; c) Other matters as prescribed by the Board of Supervisors. The Head of Internal Audit shall promptly report to the Board of Supervisors upon detecting violations or risks of violations of internal audit principles.		No. 83/2025/TT-NHNN.