VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK

CHARTER

… (Month), 2026

CHARTER
OF VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK

PRELIMINARY

Vietnam Maritime Joint Stock Commercial Bank (MSB) is a joint stock commercial bank committed to conducting banking operations and other relevant business activities in accordance with applicable laws, for the purposes of making profits and contributing to the achievement of the State's economic objectives. The organization and operation of MSB shall comply with this Charter, all applicable regulations set forth by the State Bank of Vietnam, and other relevant laws.

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.

CHAPTER I
DEFINITIONS AND INTERPRETATION

Article 1. Definitions and Interpretation

1. **"MSB"** means Vietnam Maritime Joint Stock Commercial Bank.
2. **"Term of Operation"** means the time that MSB is allowed to conduct business activities in accordance with the law, from the date on which the State Bank of Vietnam issues the License for establishment and operation. The MSB can be extended the operation term on the basis of the decision of the General Meeting of Shareholders and must be approved by the State Bank of Vietnam.
3. **"Charter Capital"** is the capital actually contributed by shareholders and recorded in the Charter of MSB[1].
4. **"Shareholder"** means an individual or entity that owns or holds a minimum of one (01) share in MSB[2].
5. **"Material Shareholder"** means any shareholder holding 05% or more of the voting shares of MSB, including the number of shares that such shareholder holds indirectly[3].
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[4].
7. **"Share"** means the Charter Capital divided into equal units with a par value of VND10,000.
8. **"Stock"** means a certificate issued by MSB or a book entry confirming the ownership of one or more shares of MSB. The stock must have main contents as prescribed by law5.

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[1] Clause 42, Article 4 of the Law on Credit Institutions 2024 and all amendments and supplements thereto (hereinafter referred to as the Law on Credit Institutions 2024)

[2] Clause 3 Article 4 of the Law on Enterprises 2020 and all amendments and supplements thereto (hereinafter referred to as the Enterprise Law 2020)

[3] Clause 8, Article 4, Law on Credit Institutions 2024

[4] Clause 2, Article 122, Law on Enterprises 2020.

[5] Clause 1, Article 121, Law on Enterprises 2020

9. **"Dividend"** is the profit after tax distributed in respect of each share, whether in cash or other assets[6].

10. **"Subsidiary"** of MSB means a company that [7]:

    a) MSB, or MSB and related persons of MSB, own(s) more than half (50%) of its charter capital or more than half (50%) of its voting share capital;

    b) MSB has the right to directly or indirectly appoint a majority or all members of the Board of Directors, Board of Members or CEO (Director) of a subsidiary;

    c) MSB has the right to amend and supplement its charter;

    d) MSB and related persons of MSB directly or indirectly control the approval of decisions of General Meeting of Shareholders, Board of Directors, Board of Members of the subsidiary.

11. **"Affiliate Company"** of MSB means a company that MSB, or MSB and related persons of MSB, own(s) more than 11% of its charter capital or more than 11% of its voting share capital, but is not a subsidiary of MSB[8].

12. "**Controlling Company**" means a company that directly or indirectly owns more than 20% of MSB's charter capital or has control over MSB (if any) or MSB has subsidiaries or affiliated companies9.

13. **"Independent Member of the Board of Directors"** means a member of the Board of Directors, ensuring the standards and conditions as provided for in Article 42 of this Charter. An independent member of the Board of Directors must notify the Board of Directors of his/her no longer meeting the standards and conditions of an independent member of the Board of Directors and of course no longer being an independent member of the Board of Directors from the date of the ineligibility.

14. **"Signature"** means the types of signature permitted to use according to the provisions of law, including electronic signatures and digital signatures.

15. **"MSB's Managers"** include the Chairman of the Board of Directors, other members of the Board of Directors, and the CEO[10].

16. **"MSB's Executives"**, or **"MSB's Executive Officers"**, include the CEO, the Deputy CEO, the Chief Accountant, and the Branch Directors[11].

17. **"Related Persons"** means any entities or individuals having direct or indirect relationship with such organization or individual in one of the following cases[12]:

    a) Parent company with subsidiary and vice versa; parent company with subsidiary of subsidiary and vice versa; credit institution with subsidiary of subsidiary of credit institution and vice versa; credit institution with subsidiary of subsidiary of credit institution and vice versa; subsidiaries of the same parent company or of the same

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[6] Clause 5, Article 4, Law on Enterprises 2020

[7] Clause 9, Article 4, Law on Credit Institutions 2024

[8] Clause 11, Article 4 of the Law on Credit Institutions 2024

[9] Clause 10, Article 4 of the Law on Credit Institutions 2024

[10] Clause 26, Article 4 of the Law on Credit Institutions 2024

[11] Clause 25, Article 4 of the Law on Credit Institutions 2024

[12] Clause 24, Article 4 of the Law on Credit Institutions 2024

credit institution with each other; subsidiaries of subsidiaries of the same parent company or of the same credit institution with each other; managers, controllers, members of the Supervisory Board of the parent company or of the credit institution, individuals or organizations with authority to appoint these persons with subsidiaries and vice versa;

b) Company or credit institution with managers, controllers, members of the Supervisory Board of that company or credit institution or with companies, organizations with authority to appoint those persons and vice versa;

c) A company or credit institution with an organization or individual owning 05% or more of the charter capital or voting shares at that company or credit institution and vice versa;

d) An individual with a spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law, parents-in-law; biological children, adopted children, stepchildren of a spouse, daughter-in-law, son-in-law; full siblings; half siblings; full siblings; brother-in-law, sister-in-law, brother-in-law, sister-in-law of a person with the same parents or half siblings (hereinafter referred to as wife, husband, father, mother, child, brother, sister, sibling); paternal grandparents, maternal grandparents; paternal grandchildren, maternal grandchildren; paternal uncles, paternal aunts, paternal uncles, paternal uncles, paternal uncles and paternal nieces and nephews;

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

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

g) Other legal entities or individuals having a relationship that poses potential risks to the operations of a credit institution or foreign bank branch as determined according to the internal regulations of the credit institution or foreign bank branch or upon written request of the State Bank through inspection and supervision activities.

18. **"Reorganization"** means a credit institution is divided, split, consolidated, merged or transformed in its legal form.
19. **"SBV"** means the State Bank of Vietnam.
20. **"CI"** means a Credit Institution.
21. **"Law"** means the constitution, laws, ordinances, orders, decrees, resolutions, regulations, circulars, decisions and other legal documents promulgated by Vietnamese State agencies from time to time.
22. **"Law on Credit Institutions"** means the Law on Credit Institutions passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and/or all replacements, amendments and supplements thereto issued from time to time.

23. **"Law on Enterprises"** means the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and/or all replacements, amendments and supplements thereto issued from time to time.
24. **"Law on Securities"** means the Law on Securities passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and/or all replacements, amendments and supplements thereto issued from time to time.
25. **"Vietnam"** means the Socialist Republic of Vietnam.

Article 2. Application of references

1. In this Charter, any reference to any regulation or legal document shall include their amendments, supplements or alternative legal documents.
2. The headings (chapters, articles of this Charter) are used for convenience only and do not affect the contents of this Charter.

CHAPTER II
NAME, ADDRESS AND TERM OF OPERATION

Article 3. Name, Address and Term Of Operation

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 Stock Company Business Registration Certificate issued for the first time on July 01, 2005 and all amendments, supplements and replacements thereto (if any).

1. Legal status in accordance with the law of Vietnam;
2. Full name: Vietnam Maritime Joint Stock Commercial Bank;
   a) Short name in Vietnamese: Maritime Bank or MSB.
   b) Full name in English: Vietnam Maritime Commercial Joint Stock Bank.
   c) Short name in English: MSB.
3. Head Office Address: 54A Nguyen Chi Thanh, Lang Ward, Hanoi, Vietnam.
   a) Telephone: 024-37718989.
   b) Fax : 024 - 37718899
   c) Email : msb@msb.com.vn
   d) Website : www.msb.com.vn
4. Representatives of MSB[13] include legal representatives and authorized representatives:
   a) The legal representative[14] of MSB is the CEO. The legal representative of MSB must reside in Vietnam. In case of absence in Vietnam, the legal representative must authorize in writing another person who is the MSB Manager or Executive who is residing in Vietnam to perform his/ her rights and obligations during the absence. The legal representative of MSB has rights and obligations in accordance with the law.

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13 Article 85 of the 2015 Civil Code

14 Article 11 of the 2024 Law on Enterprises and Article 12 of the 2020 Enterprise Law

b) MSB must notify the State Bank of the legal representative of MSB within 10 days from the date of appointment to the position of CEO as prescribed in this Charter or change of legal representative15.

c) The authorized representative of MSB is appointed in writing by the Board of Directors, CEO or other competent authority of MSB in accordance with the provisions of law and MSB from time to time. The authorized representative of MSB has the rights and obligations specified in the written authorization of MSB. In case the scope of authorized representative cannot be specified, the legal representative has the right to enter into and perform all civil transactions for the benefit of the represented person, unless otherwise provided by law[16].

5. Branches: Addresses, names and some information about Branches, Transaction Offices are posted and updated regularly on the website of MSB, documents of competent state agencies or decisions issued by the SBV after the approval of this Charter.
6. Own seal and own account opened at the SBV, domestic and foreign banks in accordance with the regulations of the SBV.
7. Balance sheet and funds in accordance with current law.
8. The term of operation is 99 years from the date of issuance of the License for establishment and operation by the SBV. The MSB's term of operation can be extended based on the decision of the General Meeting of Shareholders and must be approved in writing by the SBV.

CHAPTER III
OBJECTIVES, CONTENT AND SCOPE OF OPERATION

Article 4. Operational Objectives

1. Business line of MSB is currency trading, credit and finance, currency, banking services ... specified in the License for establishment and operation of MSB, Business registration certificate and specific business licenses comply with the provisions of the Law on Credit Institutions and current relevant regulations of the law to serve customers in accordance with the business strategy set out.
2. MSB's goal is to become one of the leading joint stock commercial banks in Vietnam with excellent service quality based on modern technology, highly qualified personnel, sustainable, safe and effective business motto.

Article 5. Banking Activities[17]

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;

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15 Clause 3, Article 11 of the 2024 Law on Enterprises

16 Clause 2, Article 141 of the 2015 Civil Code

17 Clause 2 Chapter V Law on Credit Institutions 2024. MSB performs banking activities and other business activities in this Article in accordance with the granted Operating License and/or in accordance with the guidance of the State Bank and other relevant legal regulations.

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 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, 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 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 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.
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.

Article 6. Capital Contribution, Share Purchase, Capital Assignment[18]

1. MSB is only allowed to use its charter capital and reserve fund to contribute capital and buy shares in accordance with the provisions of Clauses 2, 3, 4 and 7 of this Article and to comply with the limits prescribed by law to ensure safety in capital contribution and share purchase.
2. MSB must establish or acquire subsidiaries and affiliates to conduct the following business activities:
   a) Securities underwriting, securities brokerage; management and distribution of securities investment fund certificates; securities investment portfolio management and purchase and sale of stock;

[18]Article 111 of the Law on Credit Institutions 2024 and Article 6 of Decree No. 135/2025/ND-CP on the financial regime for credit institutions and foreign bank branches, and financial supervision and evaluation of investment efficiency of state capital in credit institutions with 100% charter capital held by the State and credit institutions with state capital

b) Financial leasing;

c) Insurance.

3. MSB is allowed to establish or acquire subsidiaries and associates operating in the areas of debt management and asset exploitation, remittances, foreign exchange, gold, factoring, credit card issuance, consumer credit, payment intermediary services, credit information.
4. MSB may contribute capital to and buy shares from enterprises operating in the following fields:
   a) Insurance, securities, remittances, foreign exchange, gold, factoring, credit card issuance, consumer credit, payment intermediary services, credit information;
   b) Other fields not specified at Point a of this Clause after being approved by the SBV in writing.
5. The establishment and acquisition of subsidiaries and associates under the provisions of Clauses 2 and 3 of this Article after being approved by the SBV in writing.
6. Conditions, documents, procedures for establishing, acquiring subsidiaries, affiliated companies, and contributing capital, purchasing shares; conditions for increasing capital at subsidiaries, affiliated companies; operations of MSB's subsidiaries, affiliated companies in the field of debt management and asset exploitation shall comply with relevant laws.
7. MSB and subsidiaries of MSB is allowed to buy and hold shares of other credit institutions under the conditions and within the limits prescribed by the SBV.
8. MSB and its subsidiaries are not allowed to contribute capital or purchase shares of the following enterprises or credit institutions:
   a) Other enterprises or credit institutions that are shareholders of MSB;
   b) Other enterprises or credit institutions that are related parties of major shareholders of MSB19.
9. The assignment and the plan to transfer the contributed capital of MSB shall comply with the provisions of the Law on Credit Institutions and other relevant law provisions.

Article 7. Safety Assurance in Operations

During its operation, MSB must comply with regulations on safety in accordance with Chapter VI, Law on Credit Institutions and SBV's regulations; Implement "Available" asset classification and set up provisions to deal with risks in banking activities in accordance with current law.

CHAPTER IV
CHARTER CAPITAL AND OPERATING CAPITAL

Article 8. Charter capital of MSB

1. The charter capital of MSB at the time of approval of this Charter is: VND 31,200,000,000,000[20], in words: Thirty one thousand two hundred billion Vietnam Dong. The

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[19] Clause 5, Article 137 of the Law on Credit Institutions 2024

[20] The charter capital specified in this Charter has been updated in accordance with Decision 3436/QĐ-NHNN issued on October 10, 2025 by the Governor of the State Bank of Vietnam, regarding the amendment of the charter capital in the Operating License of Vietnam Maritime Commercial Joint Stock Bank.

total charter capital of MSB is divided into: 3,120,000,000 shares with a par value of 10,000 VND/share.

2. The charter capital of MSB is accounted for in Vietnamese Dong (VND).
3. During its operation, MSB must ensure to maintain the real value of its charter capital at least equal to the legal capital as prescribed by law. When there is a change in its charter capital, MSB must publicly announce the new charter capital[21].

Article 9. Change of charter capital

1. Any change in MSB's charter capital (increase or decrease) must be approved by the General Meeting of Shareholders and approved in writing by the State Bank before implementation in accordance with the provisions of law. The order, procedures, and documents for requesting approval of changes in charter capital shall comply with the provisions of the State Bank.
2. MSB's charter capital may be increased from the following sources22:
   a) Charter capital supplementary reserve fund; development investment fund; Share capital surplus fund; undistributed retained earnings, and other funds as prescribed by law.
   b) Public issuance of shares; private issuance of shares;
   c) Conversion from convertible bonds to common shares;
   d) Other sources as prescribed by law.
3. Cases of reduction of MSB's charter capital:

a) MSB repurchases shares sold in accordance with the provisions of Article 16 and Article 17 of this Charter,

b) Other cases decided by the General Meeting of Shareholders in accordance with the provisions of law.

Article 10. Capital safety assurance[23]

1. The MSB must maintain the following adequacy ratios:
   a) Solvency ratio;
   b) Minimum capital safety ratio as prescribed by the State Bank of Vietnam from time to time;
   c) Maximum foreign currency and gold status compared to equity capital;
   d) Ratio of purchasing, holding, and investing in government bonds and government-guaranteed bonds;
   e) Other safety assurance ratios,
2. When participating in the national interbank payment system, MSB must deposit at the State Bank and hold the minimum number of collateralized securities as prescribed by the Governor of the State Bank from time to time.
3. Total capital of MSB invested in other credit institutions and subsidiaries of MSB in the form of capital contribution, share purchase and investments in the form of capital contribution, share purchase in order to take control of enterprises operating in the banking, insurance and securities sectors must be deducted from the equity capital when calculating the safety ratios.

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[21] Articles 28 and 37 of the Law on Credit Institutions 2024

22 Clause 1, Article 19 of Circular 24/2024/TT-NHNN and all amendments and supplements thereto

[23] Article 138 of the Law on Credit Institutions

CHAPTER V
SHARE, STOCK AND BOND

Article 11. Class of Shares[24]

1. At the time of adoption of this Charter, all shares of MSB are common shares. All shareholders of MSB are common shareholders.
2. MSB may have preferred shares in accordance with the law.
3. Common shares cannot be converted into preference shares. Preferred shares can be converted into common shares by decision of the General Meeting of Shareholders.
4. MSB always ensures to maintain at least 100 shareholders and not limit the maximum number, except for cases where a special controller is implementing a compulsory transfer plan under the provisions of the Law on Credit Institutions.
5. Foreign organizations and individuals are allowed to buy shares of MSB according to the provisions of law[25].

Article 12. Share Ownership Ratio[26]

1. An individual Shareholder is not allowed to own more than 05% of the charter capital of MSB.
2. An institutional Shareholder is not allowed to own more than 10% of the charter capital of MSB.
3. Shareholders and related persons of such shareholders are not allowed to own shares in excess of 15% of the charter capital of MSB. Major shareholders of a credit institution and related persons of such shareholder is not allowed to own shares of 05% or more of the charter capital of another credit institution.
4. The provisions in Clauses 2 and 3 of this Article do not apply to cases of foreign investors owning shares in accordance with the provisions of law.
5. The share ownership ratio specified in Clauses 1 and 2 of this Article includes the number of shares owned indirectly. The share ownership ratio specified in Clause 3 of this Article includes shares that shareholders entrust to other organizations or individuals to purchase shares and does not include the ownership of shares by related persons who are subsidiaries of that shareholder as prescribed in Point a, Clause 10, Article 1 of this Charter.
6. In case organizations or individuals hold convertible bonds, after converting bonds into shares, they must comply with the share ownership limit specified in this Article.
7. From July 1, 2024, shareholders, shareholders and related persons owning shares exceeding the share ownership ratio specified in this Article shall continue to maintain their shares but shall not increase their shares until they comply with the provisions on share ownership ratio as prescribed in this Article, except in the case of receiving dividends in shares27.

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[24] Article 60 Law on Credit Institutions 2024

[25] Decree No. 01/2014/ND-CP dated January 3, 2014 of the Government on foreign investors purchasing shares of Vietnamese credit institutions and the documents as amended and supplemented

[26] Article 63 Law on Credit Institutions 2024

27 Clause 11 Article 210 Law on Credit Institutions 2024

Article 13. Stock[28]

1. Stocks are certificates issued by MSB or book entries certifying ownership of one or a number of shares of MSB.
2. Content of stocks issued by MSB (if any) and cases of handling errors and problems related to stocks will be implemented in accordance with relevant laws.

Article 14. Share offering[29]

1. Share offering means that MSB increases the number of authorized shares and sells those shares in the course of its operation to increase charter capital.
2. Shares may be offered in one of the following forms:
   a) Offering to existing shareholders;
   b) Public offering;
   c) Private offering of shares.
3. The share offering shall comply with the provisions of the law on securities.
4. MSB shall register to change its charter capital within 10 (ten) days from the date of completion of the sale of shares.
5. The Board of Directors decides the time, method and offering price of shares among the authorized shares.

Article 15. Share transfer[30]

1. Individual and institutional shareholders whose representative is member of the Board of Directors, member of the Supervisory Board or CEO of MSB are not allowed to transfer their shares while holding the position.

   The representative of the capital contribution specified in this clause does not include the representative of the State's capital contribution at MSB.
2. During the time of handling the consequences under the decision of the General Meeting of Shareholders or under a decision of the SBV due to personal responsibility, members of the Board of Directors, members of the Supervisory Board and CEO are not allowed to transfer shares, except for one of the following cases:
   a) Members of the Board of Directors, members of the Supervisory Board, and CEO are authorized representatives of the institution shareholders who are merged, consolidated, divided, separated, dissolved or bankrupt in accordance with the law;
   b) Members of the Board of Directors, members of the Supervisory Board, and CEO are forced to transfer their shares under the Court's decision;
   c) Members of the Board of Directors, members of the Supervisory Board, and CEO transfer shares to other investors in order to implement restructuring plans approved by competent authorities.
3. In case of purchasing or receiving transfer of shares leading to becoming a major shareholder, written approval from the State Bank must be obtained before implementation. Shareholders, purchasers and transferees of MSB shares are responsible for coordinating with MSB to carry

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[28] Article 121 Law on Enterprises 2020

[29] Article 123 Law on Enterprises 2020

[30] Article 64 Law on Credit Institutions 2024

out procedures for requesting approval in accordance with the content specified in this clause and according to MSB's instructions at each period posted on MSB's official website[31].

Article 16. Buy-back of shares at the request of shareholders[32]

1. Shareholders who vote against decisions on reorganizing MSB or changing rights and obligations of shareholders as stipulated in the Charter of MSB have the right to request MSB to buy back their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price and the reason for requesting the MSB to buy back. The request must be sent to MSB within 10 days from the date the General Meeting of Shareholders approves the decision on the matters specified in this Clause.
2. MSB must buy back shares at the request of shareholders as provided for in Clause 1 of this Article at the market price or price decided by the Board of Directors within 90 days from the date of receipt of the request. In case the agreement on price cannot be reached, such shareholder may sell shares to another person or the parties may request a professional valuation organization to conduct a valuation. MSB introduces at least three professional valuation organizations for shareholders to choose and that choice is the final decision.

Article 17. Buy-back of shares at the decision of MSB[33]

MSB has the right to buy back no more than 30% of the total number of common shares sold, part or all of the dividend preference shares sold in accordance with the following provisions:

1. The General Meeting of Shareholders has the right to decide to buy back.
2. The Board of Directors decides the price for buy-back of share. For common shares, the buy-back price must not be higher than the market price at the time of buy-back, except for the case specified in Clause 3 of this Article. For shares of other classes, if MSB and related shareholders have no other agreement, the buy-back price must not be lower than the market price.
3. MSB may repurchase shares from each shareholder in proportion to their shareholding ratio in MSB in accordance with the following procedures:

a) The decision to repurchase shares of MSB must be notified by a guaranteed method to all shareholders within 30 days from the date of approval of the decision. The notice must include the name, address of MSB's head office, total number of shares and type of shares to be repurchased, repurchase price or principle of determining repurchase price, payment procedures and terms, procedures and terms for shareholders to sell their shares to MSB.

b) Shareholders agreeing to resell shares must send a written consent to sell their shares by a guaranteed method to MSB within 30 days from the date of notification. The written consent to sell shares must include the full name, contact address, and legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, head office address for shareholders who are organizations; number of shares owned and number of shares offered for sale; payment method; signature of the shareholder or the

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[31] Point d, Clause 1, Article 37 Law on Credit Institutions 2024

[32] Article 132 Law on Enterprises 2020

[33] Article 133 of the Law on Enterprises 2020

shareholder's legal representative. MSB only buys back shares offered for sale within the above-mentioned period.

4. In the case that MSB repurchases shares from employees according to MSB's regulations on share issuance to employees, the following provisions shall apply[34]:

a) The total number of shares repurchased from employees by MSB must be reported at the next Annual General Meeting of Shareholders;

b) MSB is not required to complete the procedures for reducing its charter capital for the shares repurchased by MSB.

Article 18. Conditions for payment and handling of shares to be bought back[35]

In addition to other restrictions on public companies as prescribed by relevant laws, MSB is only allowed to repurchase shares from shareholders if, after paying the full amount corresponding to the number of shares repurchased, it still ensures safety ratios in banking operations, and the actual value of charter capital does not decrease below the legal capital level of a commercial bank.

Article 19. Issuance of bonds[36]

MSB has the right to issue bonds, convertible bonds and other types of bonds in accordance with the law and MSB's Charter.

CHAPTER VI
MANAGEMENT ORGANIZATION STRUCTURE

Article 20. Management Organization Structure

1. The Management organization structure of MSB includes:
   a) General Meeting of Shareholders;
   b) Board of Directors;
   c) Supervisory Board;
   d) CEO;
2. The Board of Directors/ CEO must specify the structure, functions and duties of the managerial and executive apparatus in accordance with the provisions of law and the business scale of MSB in each period.
3. MSB must develop an internal authorization and assignment mechanism within the Board of Directors and Supervisory Board, CEO and assisting apparatus in accordance with other provisions of the law to ensure the safety, efficiency and smoothness of the banking management and administration.
4. The governance of the MSB must comply with relevant laws and the following principles37:
   a) Reasonable and effective governance structure;
   b) Ensure the performance of the Board of Directors and the Supervisory Board; enhance the responsibilities of the Board of Directors to MSB and its shareholders;
   c) Ensure the rights of shareholders, treat equally among shareholders;

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34 Clause 6 Article 36 of the Securities Law 2019;

35 Article 134 of the Law on Enterprises 2020; Article 57 of the Law on Credit Institutions 2010

36 Securities Law 2019;

37 Article 40, Securities Law 2019

d) Ensure the role of investors, the stock market and intermediaries in supporting MSB's management activities;

e) Respect and ensure the legitimate rights and interests of parties with related interests in MSB management;

f) Timely, completely, accurately and transparently disclosure information on MSB operations; ensure that Shareholders have fair access to information.

CHAPTER VII
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 21. Shareholders' Register and Establishment Of A List Of Shareholders[38]

1. The MSB must make and keep a Shareholders' Register from the time it is granted a business registration certificate.
2. The Shareholders' Register has the following main contents:
   a) Name and head office address of the MSB;
   b) Total number of authorized shares, types of authorized shares and number of authorized shares of each class;
   c) Total number of shares sold of each class and value of share capital contributed;
   d) Full name, contact address, nationality, number of legal papers of individual for individual shareholder; name, business number or number of legal papers of the organization, head office address for institutional Shareholder;
   e) Number of shares of each class of each shareholder, date of share registration.
3. The Shareholders' Register is kept at the head office of MSB or other organizations that have the function of keeping the Shareholders' Register. Shareholders have the right to check, consult or extract, copy names and contacts of shareholders in the Shareholders' Register during the business hours of the organization keeping the Shareholder Register.
4. In case a Shareholder changes his/her contact address, he/she must promptly notify MSB/Vietnam Securities Depository and Clearing Corporation (VSDC) to update the Shareholder Register. MSB is not responsible for the inability to contact Shareholders due to not being informed of the change of address of shareholder.
5. MSB must promptly update the change of shareholders in the Shareholders' Register at the request of related Shareholders in accordance with the provisions of this Charter.
6. Establish a list of shareholders:
   a) The MSB specifies the time of establishing a list of shareholders entitled to shareholder rights and must ensure that shareholders have enough time to register changes in themselves and the number of shares they own with MSB before the aforementioned time;
   b) For the share transfer transactions arising from the date of closing the list of shareholders to the date when the rights of shareholders are exercised, the transferor is the person who is entitled to the shareholder rights.

[38] Article 122 and Article 135, Enterprise Law 2020;

Article 22. Shareholders' Rights[39]

1. A common shareholder has the following rights: [40]
   a) Attend and express opinions in the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative; each common share has one vote;
   b) Receive dividends as decided by the General Meeting of Shareholders;
   c) Be given priority in buying new shares offered for sale in proportion to the proportion of common shares of each Shareholder in the MSB;
   d) Transfer the shares to other shareholders of MSB or other organizations or individuals, or resell the shares to MSB in accordance with the provisions of law and this Charter;
   e) Review, save and extract information in the list of shareholders with voting rights and request correction of inaccurate information;
   f) Review, look up, extract or copy the Charter of MSB, the minutes of the General Meeting of Shareholders and the decisions of the General Meeting of Shareholders;
   g) Receive a part of remaining assets corresponding to the number of shares owned in MSB when MSB is dissolved or goes bankrupt after MSB has paid creditors and other shareholders in accordance with law;
   h) Authorize in writing another person to exercise their rights and obligations; The attorney is not allowed to put in for the election in his own capacity;
   i) Be treated fairly and equally. Each share of the same type gives the Shareholders the same rights, obligations and interests. In case MSB has types of preference shares, rights and obligations associated with those types of preference shares, they must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
   j) The right to full access to periodic and extraordinary information published by MSB in accordance with the law;
   k) Shareholders have the right to protect their legitimate interests. In case a decision of the General Meeting of Shareholders or the Board of Directors violates the provisions of the law or the Charter, causing damage to MSB, the shareholder has the right to cancel or suspend such decision according to the provisions of law and the Charter of MSB;
   l) Other rights as stipulated in this Charter and the provisions of law.
2. Shareholders or groups of shareholders owning from 05% of the total number of common shares have the following additional rights:
   a) Stand for and nominate candidates to the Board of Directors and the Supervisory Board according to the following rates41:
   - Shareholders or groups of shareholders owning from 05% to less than 10% of the total number of common shares are entitled to nominate a maximum of one candidate;

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39 Article 115 of the Enterprise Law 2020; Article 61 of the Enterprise Law 2024; Article 41 of the Securities Law 2019;

40 Article 61 of the Enterprise Law 2024

41 Clause 10, Article 61 of the Law on Credit Institutions 2024 and Article 115 of the Law on Enterprises 2020

- Shareholders or groups of shareholders owning from 10% to less than 30% of the total number of voting shares are entitled to nominate a maximum of two candidates;
- Shareholders or groups of shareholders owning from 30% to less than 40% of the total number of voting shares are entitled to nominate a maximum of three candidates;
- Shareholders or groups of shareholders owning from 40% to less than 50% of the total number of voting shares are entitled to nominate a maximum of four candidates;
- Shareholders or groups of shareholders owning from 50% to less than 60% of the total number of voting shares are entitled to nominate a maximum of five candidates;
- Shareholders or groups of shareholders owning from 60% to less than 70% of the total number of voting shares are entitled to nominate a maximum of six candidates;
- Shareholders or groups of shareholders owning from 70% to less than 80% of the total number of voting shares are entitled to nominate a maximum of seven candidates;
- Shareholders or groups of shareholders owning from 80% to less than 90% of the total number of voting shares are entitled to nominate a maximum of eight candidates.

Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders.

In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates that the shareholder is entitled to nominate according to this Charter, the remaining candidates will be nominated by the Board of Directors or the Supervisory Board. The nomination procedure is implemented according to Article 38 of this Charter and the guidance of the State Bank from time to time42.

b) Review, look up and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports and reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of MSB;

c) Request the Supervisory Board to inspect each specific issue related to the management and operation of MSB when deemed necessary. The request must be in writing; must include the full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, enterprise code or legal document number of the organization, head office address for institutional Shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of MSB; issues to be inspected, purpose of inspection;

d) Other rights as prescribed by law and this Charter (if any).

3. Shareholders being organizations have the right to appoint one or more authorized representatives to exercise their shareholder rights in accordance with the provisions of law; in case more than one authorized representative is appointed, the number of shares for each representative must be specifically determined. The appointment, termination or change of

42 Article 115 of the Enterprise Law 2020

authorized representatives must be notified in writing to MSB as soon as possible. The notification must include the following main contents:

a) Name, enterprise code, number and date of establishment decision, head office address, nationality of shareholders;

b) Number of authorized representatives and corresponding shareholding ratio of each authorized representative;

c) Full name, contact address, nationality, personal legal document number of each authorized representative;

d) Corresponding authorization period of each authorized representative; clearly stating the date of commencement of authorization;

e) Full name, signature of authorized representative and legal representative of the Shareholder43

Article 23. Obligations of common shareholders of MSB[44]

1. Shareholders of MSB must perform the following obligations:

a) Provide exact address when registering to buy shares;

b) Fully pay the committed number of shares within the time limit prescribed by MSB; be responsible for the debts and other liabilities of MSB to the extent of the capital contributed to MSB;

c) Do not withdraw the contributed capital from MSB in any form leading to the decrease in charter capital of MSB. Shares of shareholders can be repurchased by MSB or another person in accordance with this Charter and law. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, the members of the Board of Directors and the legal representative of MSB must be jointly responsible for the debts and other asset obligations of MSB to the extent of the withdrawn share value and occurred damages;

d) Take responsibility before law for the lawfulness of the capital sources for buying and receiving shares transferred at MSB; do not use the capital sources granted by credit institutions or foreign bank branches to buy, receive and transfer shares of MSB; not contribute capital or buy shares of MSB in the name of other individuals or legal entities in any form, except for trust cases as prescribed by law;

e) Comply with the Charter and Internal Management Regulations of MSB;

f) Comply with decisions of the General Meeting of Shareholders and the Board of Directors;

g) Common shareholders must bear personal responsibility when performing one of the following acts on behalf of MSB in any form:

- Violate the law;
- Conduct business and other transactions for self-interest or for the benefit of other organizations or individuals;

43 Clause 4, Article 14, Law on Enterprises 2020

44 Article 62, Law on Credit Institutions 2024; Article 119, Law on Enterprises 2020;

h) Provide complete, timely and accurate information to MSB in accordance with the law and MSB's requirements at each period.

i) Keep the information provided by MSB confidential in accordance with this Charter and the law; only use the information provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by MSB to other organizations or individuals.

j) Major shareholders are not allowed to take advantage of their advantages to affect the rights and interests of MSB and other shareholders according to the provisions of law and MSB's Charter; they are obliged to disclose information according to the provisions of law[45].

k) Perform other obligations as prescribed by law and this Charter.

2. Shareholders who receive investment trusts from other organizations or individuals must provide MSB with information about the actual owners of the shares they receive investment trusts from in MSB. MSB has the right to suspend the shareholder rights of shareholders who receive investment trusts in case these shareholders do not provide information or provide incomplete or inaccurate information about the actual owners of the shares.[46]

Article 24. General meeting of shareholders[47]

1. The General Meeting of Shareholders includes all voting shareholders, is the highest decision-making body of MSB. The General Meeting of Shareholders operates through the annual meeting, extraordinary meeting and collecting shareholders' opinions in writing.
2. The General Meeting of Shareholders must hold an annual meeting within 4 months from the end of the financial year, unless otherwise provided by law. The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the financial year. The Annual General Meeting of Shareholders is not held in the form of collecting shareholders' opinions in writing.
3. The venue of the General Meeting of Shareholders must be in the territory of Vietnam. If a meeting of the General Meeting of Shareholders is held concurrently at many different locations, the venue of the meeting of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting.
4. The General Meeting of Shareholders has the following tasks and powers:
   a) Adopt the development orientation of MSB;
   b) Adopt the Charter, amend and supplement the Charter of MSB;
   c) Approve the regulations on the organization and operation of the Board of Directors, the Supervisory Board, and the internal regulations on MSB's governance;
   d) Decide the number of members of the Board of Directors and the Supervisory Board for each term; election, dismissal, removal from office; elect, supplement and replace members of the Board of Directors, members of the Supervisory Board in accordance with the standards and conditions prescribed by law and the Charter of MSB;

45 Article 41 of the Securities Law 2019

46 Clause 2, Article 62 of the Law on Credit Institutions 2024;

47 Article 67 of the Law on Credit Institutions 2024, Articles 138 and 140 of the Law on Enterprises 2020;

e) Decide on the remuneration, bonuses and other benefits for the members of the Board of Directors, members of the Supervisory Board and the operating budget of the Board of Directors and the Supervisory Board;

f) Review and handle according to the authority of the Board of Directors, the Supervisory Board, causing damage to MSB and shareholders of MSB;

g) Decide on the organizational & managerial structure of MSB;

h) Adopt the plan to change the level of charter capital; adopt the share offering method, including the type of shares and the number of new shares to be offered;

i) Approve the buy-back of sold shares;

j) Approve the plan to issue convertible bonds;

k) Approve annual financial statements; profit distribution plan after completing tax and other financial obligations of MSB;

l) Approve annual financial reports; profit distribution plan after completing tax obligations and other financial obligations of MSB.

m) Approve reports of the Board of Directors and the Supervisory Board on the performance of assigned tasks and powers;

n) Decision to establish or convert legal forms of commercial presence abroad, subsidiaries of MSB;

o) Approve the plan to contribute capital, purchase or sell shares or capital contributions of MSB at other enterprises or credit institutions where the capital contribution value, expected purchase price or recorded value in case of selling shares or capital contributions is 20% or more of MSB's charter capital recorded in the most recent audited financial statements;

p) Approving decisions on investment, purchase and sale of MSB's fixed assets, with the investment level, expected purchase price or original price in case of sale of fixed assets having a value of 20% or more of MSB's charter capital recorded in the most recent audited financial statement;

q) Through contracts and other transactions with a value of 20% or more of MSB's charter capital recorded in the most recent audited financial statements between MSB and members of the Board of Directors, members of the Supervisory Board, CEO, major shareholders of MSB, related persons of members of the Board of Directors, members of the Supervisory Board, CEO, major shareholders of MSB; subsidiaries and affiliated companies of MSB, except in cases where MSB is implementing a compulsory transfer plan;

r) Decide the division, separation, consolidation, merger, transformation of legal form, dissolution or request the Court to initiate bankruptcy proceedings for MSB;

s) Decide on solutions to overcome major financial problems of MSB;

t) Decide on the selection of an independent auditing organization as prescribed in Article 81 of this Charter based on the list of independent auditing organizations submitted by the Board of Directors;

u) Approve the off-balance sheet settlement of risk-handled debt after a minimum period of 05 years from the date of using the reserve to handle risks and after all measures have been taken to recover the debt but it has not been recovered;[48]

v) Approve the proposed remediation plan in the event of early intervention. At least once every two years, the Board of Directors shall review the plan; in case of updates or adjustments to the plan, the Board of Directors shall present it to the General Meeting of Shareholders for approval; if there are no updates or adjustments to the plan, the Board of Directors shall report to the General Meeting of Shareholders.

w) Other contents as prescribed by law.

5. Shareholders are not allowed to vote in the following cases:
   a) The contracts specified at Point p, Clause 4 of this Article when such shareholder or a related person of such shareholder is a party to the other Contract, transaction;
   b) Purchase of shares of such shareholder or of a related person of such shareholder.
6. All decisions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders.
7. Members of the Board of Directors and members of the Supervisory Board must attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); In case of force majeure resulting in the inability to attend, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board.
8. In case the auditing report of MSB's annual financial statements contains material exemptions, opposing opinions or rejects, MSB must invite the representative of the independent auditing organization to attend the Annual General Meeting of Shareholders to explain the relevant contents, representatives of the independent audit organization mentioned above are responsible for attending the Annual General Meeting of Shareholders of MSB[49].

Article 25. Authority to Convene General Meetings of Shareholders[50]

1. The Board of Directors shall convene Annual General Meetings in accordance with Article 24 of this Charter, and convene Extraordinary General Meetings if:
   a) The Board of Directors deems it necessary for the interest of MSB;
   b) The number of remaining members of the Board of Directors or Supervisory Board is less than the minimum required by law;
   c) Any such meeting is convened at the request of a shareholder or group of shareholders owning more than 10% of MSB's ordinary share capital;
   d) Any such meeting is convened at the request of the Supervisory Board;
   e) Any such meeting is convened at the request of the State Bank of Vietnam in case of an event affecting the operational safety of MSB; or
   f) in such other cases as may be provided by law and prescribed in this Charter.
2. The Board of Directors shall convene a General Meeting of Shareholders within ninety (90) days from the date when the number of remaining members of the Board of Directors or

48 Article 12 of the Decree No. 86/2024/ND-CP

49 Clause 4, Article 273, Decree No. 155/2020/ND-CP

50 Article 67 of the Law on Credit Institutions 2024; Article 140 of the Law on Enterprises 2020;

Supervisory Board falls below the legal minimum as specified in Article 25.1(b), or within sixty (60) days upon receipt of a request therefor as specified in Article 25.1(c) and 25.1(d), unless otherwise provided by law.

If the Board of Directors fails to convene such meeting, it shall be legally liable and shall indemnify MSB for any and all losses and/or damage suffered by MSB.

3. If the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Article 25.2, the Supervisory Board shall, within the subsequent thirty (30) days, convene the meeting in place of the Board in accordance with the Charter.

   If the Supervisory Board fails to convene such meeting, it shall be legally liable and shall indemnify MSB for any and all losses and/or damage suffered by MSB.
4. If the Supervisory Board fails to convene a General meeting in accordance with Article 25.3, a shareholder or group of shareholders holding more than 10% of MSB's ordinary share capital shall have the right to convene the meeting in place of the Board of Directors and the Supervisory Board in accordance with the Charter.

   In this case, the convening shareholder(s) may request the business registration authority to supervise the process of convening and holding the meeting if deemed necessary.
5. The convener shall prepare the list of shareholders entitled to attend the General Meeting, provide information and resolve complaints related to the list of shareholders, prepare the agenda and meeting proceedings, documents, draft resolutions and decisions of the General Meeting of Shareholders based on the proposed agenda; a list and detailed information of candidates in case of electing members of the Board of Directors or the Supervisory Board; determine the date, time, and venue of the meeting; and send invitations to each shareholder entitled to attend the meeting in accordance with this Charter.
6. Expenses for convening and holding the General Meeting of Shareholders as stipulated in Clauses 2, 3, and 4 of this Article shall be reimbursed by MSB.

Article 26. Shareholders' Right to Attend General Meetings of Shareholders[51]

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.
2. The list of shareholders entitled to attend a General Meeting of Shareholders shall include full name, contact address, nationality, and legal identification document number of the individual shareholder; name, business registration certificate number/certificate of incorporation number or legal document number, and head office/headquarters address of the entity shareholder; the number of shares held of each class, registration number and date of shareholder registration for each shareholder.
3. Shareholders are entitled to inspect, review, extract, and copy names and contact addresses of shareholders in the list of shareholders entitled to attend a General Meeting of Shareholders; and request corrections of incorrect information or additions of necessary information concerning themselves contained therein.

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51 Article 141 of the Law on Enterprises 2020

4. The notice of the record date to attend the meeting shall be delivered no later than twenty (20) days prior to the record date. This notice shall be publicly disclosed in accordance with applicable laws and published on MSB's website.

Article 27. Agenda And Proceedings of General Meetings of Shareholders[52]

1. The convener of each General Meeting of Shareholdersshall prepare a list of shareholders entitled to attend the meeting; prepare the meeting agenda, proceedings, supporting documents, and draft resolutions or decisions on each issue in the meeting agenda; determine the date, time, and venue of the meeting; and deliver invitations to all shareholders entitled to attend the meeting.
2. A shareholder or group of shareholders holding more than 10% of the ordinary shares capital has the right to propose issues to be included in the meeting agenda of the relevant General Meeting of Shareholders. Such proposal shall be made in writing and delivered to MSB no later than three (03) business days prior to the commencement of the meeting, expressly stating full name of the shareholder, the number of shares of each class held by the shareholder, and the items proposed for inclusion in the meeting agenda.
3. The convener of each General Meeting of Shareholders may only refuse a proposal mentioned in Article 27.2 if:
   a) The proposal is not submitted in a timely, complete, or accurate manner;
   b) At the time of proposing, the shareholder or group of shareholders does not hold more than 10% of the ordinary share capital;
   c) The proposed matter does not fall within the authority of the General Meeting of Shareholders;
   d) The proposed matter requires preparation time or supporting grounds that the General Meeting of Shareholders cannot address immediately during the meeting session.
4. Unless otherwise specified in Article 27.3, the convener of each General Meeting of Shareholders shall accept and include the proposed items specified in Article 27.2 in the planned meeting agenda and proceedings, and such proposed items shall be officially added to the meeting agenda and proceedings if approved by the General Meeting of Shareholders.

Article 28. Invitation to General Meetings of Shareholders[53]

1. The convener shall deliver an invitation to all shareholders who have the right to attend the General Meeting of Shareholders.

   The invitation may be sent to shareholders by registered mail to their registered address or to the address provided by the shareholder for information delivery purposes (for shareholders who have deposited their shares, the invitation may be sent to the depository entity). If a shareholder has provided MSB in writing with a fax number or email address, the invitation may be sent to that fax number or email address. For shareholders who are employees of MSB, the invitation may be enclosed in a sealed envelope and delivered directly at their workplace.
2. Each invitation shall be deemed duly delivered if it is delivered no later than twenty-one (21) days prior to the commencement of the General Meeting of Shareholders.

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52 Article 142 of the Law on Enterprises 2020

53 Article 143 of the Law on Enterprises 2020,

3. Each invitation shall include full name, headquarters address, and business registration certificate number/certificate of incorporation number of MSB; full name and contact address of the relevant shareholder or authorized representative(s) of such shareholder; the date, time, and venue of the meeting, and other requirements and conditions for the meeting attendees.
4. A voting ballot, the meeting agenda, and other documents must be enclosed with the invitation as the basis for passing resolutions and decisions, and the draft resolutions/decisions for each item on the agenda. In the event such documents are not so enclosed, MSB shall provide the electronic address where shareholders may access these materials.
5. In addition to the above methods, the invitation may be sent to shareholders using other means (including other electronic means) to ensure the shareholders receive the information.

Article 29. Right to Attend General Meetings of Shareholders[54]

1. A shareholder and/or, if an entity, their authorized representatives may in person, or authorize in writing one or more individuals and/or entities to, attend a General Meeting of Shareholders using one of the means of attendance in accordance with Article 29.3.
2. The authorization to attend General Meetings of Shareholders shall be made in writing. Such authorization document shall be prepared in accordance with applicable civil laws and shall clearly state full name of the authorized individual or entity and number of authorized shares. The person duly authorized to attend General Meetings of Shareholders shall submit the authorization document before entering the meeting venue.
3. Shareholders shall be deemed to have attended and voted at General Meetings of Shareholders if:
   a) they attend and vote in person at the meeting;
   b) they appoint a proxy, either an individual or an entity, to attend and vote at the meeting;
   c) they attend and vote virtually or using other electronic means;
   d) they deliver their ballots to the meeting by post, fax, or email; or
   e) they deliver their ballots using other means contained herein.

Article 30. Conditions for Holding General Meetings of Shareholders[55]

1. A General Meeting of Shareholders shall be called to order when the number of shareholders present represents more than half (50%) of the total number of voting shares.
2. If the quorum is not established, the General Meeting of Shareholders shall be reconvened within thirty (30) days as of the intended date of the original General Meeting of Shareholders. The reconvened General Meeting of Shareholders may only commence when the members present are the Shareholders and authorized representatives representing one-third (33%) of the total number of voting shares or more.
3. If the second General Meeting of Shareholders does not take place due to the lack of quorum, the third General Meeting of Shareholders shall be re-convened within twenty (20) days as of the intended date of the second General Meeting of Shareholders, and such General Meeting of Shareholders will take place regardless of the number of shareholders or authorized

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54 Article 144 of the Law on Enterprises 2020

55 Article 145 of the Law on Enterprises 2020

representatives present and shall be deemed to be valid, where any and all issues that can be approved in the original General Meeting of Shareholders may be decided.

4. At the request of the Chair, the General Meeting of Shareholders has the right to change the meeting agenda enclosed with the invitation in accordance with Article 28 of this Charter. Such change shall be agreed upon by more than half (50%) of the total number of shareholders present.

Article 31. Procedures for Holding General Meetings of Shareholders[56]

1. On the date of a General Meeting of Shareholders, MSB shall process meeting attendance sign-ins by shareholders until all eligible shareholders present before the scheduled commencement time of the meeting have completed their sign-ins.
2. Shareholders arriving late to a General Meeting of Shareholders have the right to register immediately upon arrival and thereafter may participate in and vote at the meeting. The Chair of the meeting is not required to pause the meeting to allow latecomers to register, and the validity of votes cast prior to the late shareholder's arrival shall not be affected.
3. The General Meeting of Shareholders will be chaired by the Chairman of the Board of Directors or authorized another member of the Board of Directors to be the chair of the meeting convened by the Board of Directors. In case the Chairman of the Board of Directors is absent or temporarily incapable of working, the remaining members of the Board of Directors elect one of them to chair the meeting according to the majority rule. In case the chairperson cannot be elected, the Chairman of the Supervisory Board shall control the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes chair the meeting. The Chairman nominates one or several people to be secretary to prepare the minutes of the meeting.
4. Decisions of the Chairman on the order, procedures or events arising out of the agenda of the General Meeting of Shareholders will be of the highest judgment.
5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session.
6. The Chairman of the General Meeting of Shareholders may postpone the General Meeting of Shareholders even if there are enough delegates required to another time and place decided by the Chairman without consulting the General Meeting of Shareholders if the Shareholders find that:
   a) The members attending cannot have a convenient seat at the meeting location; or
   b) There are attendees who obstruct or disrupt the order, causing a risk that the meeting will not be conducted fairly and legally; or
   c) The means of communication at the meeting location do not ensure that the shareholders attending the meeting can participate, discuss and vote.

   The maximum postponement period shall not exceed 03 days from the date of the scheduled opening of the meeting. The re-meeting will only consider the work that should have been legally resolved at the previously postponed meeting.

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56 Article 146 of the Law on Enterprises 2020

7. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions in Clause 6 of this Article, the General Meeting of Shareholders shall elect another person among the attending members to replace the Chairperson to operate the meeting until its conclusion and all the resolutions passed at that meeting are enforceable.
8. The chairperson or secretary of the meeting can carry out activities that they deem necessary to control the General Meeting of Shareholders in a valid and orderly manner; or let the meeting reflect the wishes of the majority of attending shareholders.
9. The Board of Directors may request shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or the security measures that the Board of Directors considers appropriate. If there is a shareholder or an authorized representative that refuses to comply with the above regulations on inspection or security measures, the Board of Directors, after careful consideration, can refuse or expel the said shareholder or representative from the meeting.
10. The Board of Directors, after careful consideration, may take measures deemed appropriate by the Board of Directors to:
    a) Ensure safety for everyone present at that place;
    b) Create conditions for shareholders to attend (or continue to attend) the meeting.

    The Board of Directors has the discretion to change the above measures and apply all measures as deemed necessary by the Board of Directors. The applied measures may be the issuance of admission permits or use of other options.
11. In special cases (natural disasters, enemy sabotage, fires, epidemics, requests of competent state agencies ...), the General Meeting of Shareholders may be held in the form of online conference, electronic voting or other electronic form or combining live conference with online conference to facilitate shareholders or authorized representatives to attend the General Meeting of Shareholders. Ways of organizing online conferences, electronic voting or other electronic forms or combining live conferences with online conferences decided by the Board of Directors in accordance with the provisions of law and clearly stated in the meeting invitation.

    The order and procedures for a General Meeting of Shareholders to pass a resolution in the form of an online conference or in the form of a direct conference combined with online conference include the following contents:
    a) Notice of convening the online General Meeting of Shareholders or the General Meeting of Shareholders in the form of live conference combined with online conference;
    b) The way to register to attend the online General Meeting of Shareholders or the General Meeting of Shareholders in the form of live conference combined with online conference;
    c) The authorization for a representative to attend the online General Meeting of Shareholders or the General Meeting of Shareholders in the form of live conference combined with online conference;
    d) Organization conditions;

e) The form of passing Resolutions of the Online General Meeting of Shareholders or the General Meeting of Shareholders in the form of live conference combined with conference;

f) Methods of online voting or combining voting with online voting;

g) Methods of online counting of votes or combining counting of votes with online counting of votes;

h) Announce the results of counting votes;

i) Make the minutes of the General Meeting of Shareholders;

j) Announce the Resolution of the General Meeting of Shareholders.

Article 32. Voting Procedures for Resolutions of General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass resolutions and decisions within its authority and powers through voting at the meeting or by collecting written opinions[57].
2. The General Meeting of Shareholders elects one or more persons to the Vote Counting Committee at the request of the Chair of the meeting.
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 contains 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.
4. Decisions of the General Meeting of Shareholders shall be adopted at the meeting when the following conditions are met[58]:
   a) Except as provided in Article 32.4(b), a resolution of the General Meeting of Shareholders is adopted at the meeting when it is approved by the number of shareholders representing more than half (50%) of the total number of votes of all attending shareholders;
   b) For decisions on the contents specified in points h and p, Clause 4, Article 24 of this Charter, they must be approved by shareholders representing more than 65% of the total number of votes of all shareholders attending the meeting;
   c) For decisions on the contents specified in Article 24.4® of this Charter, they must be approved by shareholders representing more than 65% of the total number of votes of all shareholders attending the meeting;
   d) For the contents specified in points a, d, f and r, Clause 4, Article 24 of this Charter, they must be approved by voting at the General Meeting of Shareholders.
5. Members of the Board of Directors and members of the Supervisory Board shall be elected under cumulative voting. Accordingly, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of members to be elected. Shareholders may lump all their votes on one or more specific candidates.

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57 Point a, Clause 4, Article 67 of the Law on Credit Institutions 2024; Clause 1, Article 147 of the Law on Enterprises 2020

58 Clause 4, Article 67 of the Law on Credit Institutions 2024

The elected members of the Board of Directors or Supervisory Board shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members as specified in the Charter is reached. In the event that two or more candidates receive the same number of votes for the final vacancy, a re-election will be held among those candidates, or the vacancy shall be selected using the criteria approved by the General Meeting of Shareholders.

6. A resolution of a General Meeting of Shareholders on a matter that adversely changes the rights and obligations of shareholders holding preferred shares shall only be passed if it is approved by shareholders of the same class of preferred shares representing at least 75% of the total number of such preferred shares attending the meeting.[59]

Article 33. Authority and Procedures for Collection of Shareholders' Written Opinions to Adopt Resolutions of General Meeting of Shareholders[60]

1. The Board of Directors is entitled to collect shareholders' written opinions to pass resolutions or decisions of the General Meeting of Shareholders at any time deemed necessary for the interest of MSB, except as provided in Points a, d, f, and r, Clause 4, Article 24 of the Charter.
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.
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.
4. The opinion collection form shall include the following essential information:
   a) Name, headquarters address, and business registration certificate number/certificate of incorporation number of MSB;
   b) Purpose of collecting opinions;
   c) Full name, contact address, nationality, legal document number for individual shareholders; name, business registration certificate number/certificate of incorporation number or legal document number for entity shareholders; full name, contact address, nationality, and legal document number of the authorized representative for entity shareholders, number of shares held of each class and corresponding voting rights;
   d) Matters requiring opinions for decision-making;
   e) Voting options including: in favor, against, and abstained;
   f) Deadline for returning the completed opinion form to MSB; and
   g) Full name and signature of the Chairman of the Board of Directors.

59 Clause 6, Article 148, Enterprise Law 2020

60 Article 149 of the Law on Enterprises 2020; Article 67 of the Law on Credit Institutions 2024

5. Shareholders may return completed opinion forms to MSB by post, by fax, by email, or using other electronic means (as instructed by MSB from time to time), as follows:

a) For mailed forms by post, the opinion form shall bear the signature of the individual shareholder, or the legal/authorized representative(s) for entity shareholders. The envelope shall be sealed and unopened until vote counting;

b) For fax, email, or other electronic submissions, the opinion form shall remain confidential until vote counting;

c) Opinion forms submitted after the deadline, unsealed, or, if by fax, by email, or using other electronic means, disclosed prematurely are invalid. Unreturned forms are considered as non-participation in the voting.

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:

   a) Name, headquarters address, and business registration certificate number/certificate of incorporation number of MSB;

   b) Purpose and matters requiring shareholder opinions for decision-making;

   c) Number of shareholders and total voting rights participating, differentiating valid and invalid votes, with a list of voting shareholders attached;

   d) Total number of votes: votes in favor, votes against, and abstentions for each matter;

   e) Adopted resolutions; and

   f) Full name, signature of the Chairman of the Board of Directors, vote counters and supervisors.

   Members of the Board of Directors, vote counters, and supervisors are jointly responsible for the accuracy and truthfulness of the vote counting report and any resulting losses and/or damages from dishonest or inaccurate vote counting.

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.

8. Within fifteen (15) business days from the vote counting conclusion, the vote counting report shall be delivered to shareholders or published on MSB's website.

9. A resolution adopted by written opinion is valid if approved by shareholders representing more than half (50%) of total voting rights, except for matters under Points h and p, Clause 4, Article 24 of the Charter, which require more than 65% approval[61].

10. A resolution altering the rights and obligations of preferred shareholders to their detriment may be approved by at least 75% of shareholders of the same preferred share class, in the event of written opinion collection[62].

11. Completed opinion forms (by post, by email, by fax, or using other electronic methods including automated systems or software), the vote counting report, full resolutions adopted, and related documents shall be stored and archived at MSB's headquarters.

Article 34. Minutes of General Meetings of Shareholders[63]

1. Matters discussed in a General Meeting of Shareholders shall be recorded in the minute book and may also be recorded and stored in audio or other electronic formats. The minutes shall mainly include:
   a) Full name, headquarters address, and business registration certificate number/certificate of incorporation number of MSB;
   b) Date, time, and venue of the meeting;
   c) Agenda and proceedings of the meeting;
   d) Summary of the meeting proceedings and of the opinions expressed by shareholders on each matter on the agenda;
   e) Number of shareholders and the total voting shares of the shareholders attending the meeting, with an appendix listing the registered shareholders and their representatives, along with their corresponding shareholding and voting rights;
   f) Total number of votes cast for each matter, specifying the voting method, total number of valid and invalid votes, votes in favor, votes against, and abstentions; and the respective rates determined from the total votes of shareholders attending the meeting;
   g) Resolutions passed and the corresponding percentage of votes "for";
   h) Full names and signatures of the Chair and the Secretary.

   In the event that the Chair or the Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all the information as prescribed in this Clause. The minutes must clearly state the refusal of the Chair or Secretary to sign the minutes[64].
2. The minutes shall be prepared in Vietnamese and may also be in a foreign language, in which case both texts are of equal validity. In the event of any inconsistency or conflict between the English text and the Vietnamese text, the Vietnamese text shall prevail.
3. The minutes of each General Meeting of Shareholders shall be completed and approved before the conclusion. The minutes shall be delivered to all shareholders within fifteen (15) business days from the date the meeting concludes. Alternatively, the minutes may be published on MSB's official website.
4. The Chair and the Secretary of each meeting, or all other members of the Board of Directors who affix their signatures to the minutes, shall be jointly responsible for the accuracy and truthfulness of the minutes.
5. The minutes of a General Meeting of Shareholders, along with all related recordings, the attendance signature book, written proxies, the appendix listing shareholders registered to attend the meeting, full texts of adopted resolutions and decisions, and accompanying materials enclosed with the meeting invitation, shall be retained and archived at the headquarters of MSB.

Article 35. Effect of decisions of the General Meeting of Shareholders

1. A Resolution of the General Meeting of Shareholders is effective from the day on which it is ratified or on the effective date written thereon[65].
2. Decisions of the General Meeting of Shareholders passed by shareholders owning 100% of the total number of voting shares are legal and effective even when the order and procedures for approving such decisions are not conformable with regulations[66].
3. Within 15 days from the date of closing the General Meeting of Shareholders or from the date of closing the vote counting in case of receiving written opinions, MSB must send to Shareholders who are entitled to attend the General Meeting of Shareholders, the State Bank all resolutions and decisions approved by the General Meeting of Shareholders[67]. Sending Resolutions to shareholders can be replaced by posting on MSB's electronic information page.
4. In case a shareholder or group of shareholders as prescribed in Clause 1, Article 36 of this Charter requests to file a lawsuit or directly files a lawsuit against a resolution that has been passed, the resolution being sued shall continue to be enforced until the Court or Arbitration issues an effective decision to cancel it, except in cases where temporary emergency measures are applied according to the decision of a competent authority.[68]

Article 36. Request for Annulment of Resolutions or Decisions of General Meeting of Shareholders[69]

1. Within ninety (90) days upon receipt of the Minutes of each General Meeting of Shareholders or the Minutes of vote counting results from the collection of written opinions, shareholders or groups of shareholders holding 5% or more of MSB's ordinary shares capital has the right to submit to a Court or Arbitration Body a request for review and annulment of a resolution or decision of the General Meeting of Shareholders as specified in Article 36.2.
2. Annulment of a resolution or decision of the General Meeting of Shareholders may be requested if:
   a) The order and procedures required for convening meetings and passing such resolution/decision of the General Meeting of Shareholders is in serious breach of the provisions of law or the Charter, except as provided in Article 35.2 of this Charter;
   b) The terms of the resolution or decision violate the law or the Charter.

CHAPTER VIII
BOARD OF DIRECTORS, SUPERVISORY BOARD AND CEO

Article 37. General duties and powers

1. The Board of Directors is the governing body of MSB, vested with full authority on behalf of MSB to decide and perform MSB's rights and obligations, except for matters under the authority of the General Meeting of Shareholders [70].

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65 Clause 1 Article 152 of the Law on Enterprises 2020
66 Clause 2 Article 152 of the Law on Enterprises 2020
67 Article 68 of the Law on Credit Institutions 2024
68 Clause 3 Article 152 of the Law on Enterprises 2020
69 Article 151 of the Law on Enterprises 2020
70 Clause 1, Article 50 of the Law on Credit Institutions 2024

2. The Supervisory Board is the body supervising the compliance with the provisions of law and MSB's Charter in the management and administration of MSB; is responsible to the General Meeting of Shareholders in the performance of assigned duties and powers[71].
3. The CEO is the highest-ranking executive of MSB, responsible to the Board of Directors and to the law for the implementation of rights and duties in accordance with the provisions of law and MSB's Charter72.

Article 38. Election and Appointment of Members of Board of Directors, Members of Supervisory Board, and CEO[7374]

1. Before the General Meeting of Shareholders is called to order, the Board of Directors shall inform shareholders eligible to attend the meeting of the anticipated number of members to be elected, or appointed as additional members, to the Board of Directors and/or Supervisory Board, including the anticipated number of independent directors. The Board shall further notify the deadline for submission of the lists of candidates and the qualifications and eligibility criteria for the positions so that shareholders may nominate candidates or self-nominate in accordance with applicable laws.
2. Using the lists of nominated or self-nominated candidates provided by shareholders, the Board of Directors shall assess and evaluate their eligibility and qualifications, compile, and submit to the State Bank of Vietnam in accordance with applicable laws, a list of candidates for the positions to be elected. If there are insufficient nominations for the Board of Directors and/or Supervisory Board from shareholders or if the candidates fail to satify the required qualifications and eligibility criteria, the incumbent Board of Directors and/or Supervisory Board shall nominate additional or replacement candidates for such vacancies. Such nominations by the Board of Directors and/or Supervisory Board shall be clearly disclosed before the General Meeting of Shareholders elects members of the Board of Directors and/or Supervisory Board by vote as provided by law[75].
3. The Board of Directors shall inform the shareholders or group of shareholders having nominated the candidates who fail to meet the qualifications and eligibility criteria of the reason(s).
4. Once the list of candidates for the Board of Directors and/or Supervisory Board has been finalized, MSB shall publish information about each candidate on its website no later than ten (10) days prior to the opening of the General Meeting of Shareholders, allowing shareholders to learn about the candidates before casting their votes. Each candidate shall provide a written undertaking as to the accuracy, truthfulness, and reasonableness of their published personal information and their undertaking to perform their duties and responsibilities in a truthful,

71 Clause 1, Article 51 of the Law on Credit Institutions 2024

72 Clause 2, Article 55 of the Law on Credit Institutions 2024

73 Article 44 of the Law on Credit Institutions 2024

74 Managers, executives and other positions of MSB elected or appointed before July 1, 2024 who do not meet the provisions of Articles 39, 40, 41 and 42 of this Charter shall continue to hold office until the end of their term or until the end of the term of election or appointment (Clause 8, Article 210 of the Law on Credit Institutions 2024)

75 Article 274 of Decree No. 155/2020/ND-CP

loyal, and careful manner in the best interest of MSB if elected to the Board of Directors and/or Supervisory Board. The published information about candidates shall include:

a) Full name and date of birth;

b) Educational qualifications;

c) Work experience;

d) Other managerial positions (including positions on Boards of Directors at other companies);

e) Interests related to MSB and its related parties;

f) Other relevant information (if any).

MSB shall ensure that shareholders have access to information on the companies where candidates currently hold positions as members of the Board of Directors and/or Supervisory Board, other managerial roles, and on any interests related to MSB (if any).

5. The list of candidates proposed for election as members of the Board of Directors and/or Supervisory Board shall be approved in writing by the State Bank of Vietnam (SBV) prior to election. Only approved candidates may be elected as members of the Board of Directors and/or Supervisory Board.

   MSB may prepare a separate list of candidates and conduct a separate election for independent directors. In such cases, the election of independent directors shall be carried out in the same manner as the election of other members of the Board of Directors.

6. Within a maximum of 10 business days from the date the General Meeting of Shareholders elects members of the Board of Directors and members of the Supervisory Board, MSB must submit a written announcement to SBV of the list of persons elected to the above positions[76].

7. The Board of Directors appoints one of its members as CEO or hires CEO. The person expected to be appointed as CEO must obtain a written approval from the SBV before the appointment. The Board of Directors must notify the SBV in writing of the person appointed as CEO within 10 business days from the date of appointment[77].

Article 39. Persons who are not allowed to participate in management, control and to hold the title of CEO, Deputy CEO and equivalent titles[78]

1. The following persons shall not be members of the Board of Directors, members of the Supervisory Board, CEO, Deputy CEO and equivalent titles:

   a) Minors; people with difficulty in cognition and behavior control; people with limited or lost civil capacity.

   b) People who are being prosecuted for criminal liability, serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility or compulsory education facility; being banned by the Court from holding a position, practicing a profession or doing certain work;

   c) Persons who have been convicted of serious crimes or higher;

   d) Persons who have been convicted of property infringement and have not had their criminal records expunged;

76 Article 44 Law on Credit Institutions 2024;

77 Clause 1, Article 55, Article 44 Law on Credit Institutions 2024

78 Article 42 Law on Credit Institutions 2024 and Article 17 Law on Enterprises 2020

e) Officials, civil servants, public employees, and managers from department level and above in enterprises in which the State holds 50% or more of the charter capital, except for those appointed as representatives to manage the State's capital contribution, enterprises in which the State holds 50% or more of the charter capital at MSB, or appointed, designated, or appointed to participate in the management, operation, and control of credit institutions as required by the task;

f) Officers, non-commissioned officers, professional soldiers, defense workers and officials in bodies and units of the Vietnam People's Army; professional officers and non-commissioned officers in bodies and units of the Vietnam People's Public Security, except for the person appointed to represent the management of the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at MSB;

g) A person who was a private enterprise owner, a general partner of a general partnership, a CEO (Director), a member of the Board of Directors, a member of the Board of Members, a supervisor, a member of the Supervisory Board of an enterprise, a member of the Board of Directors and a CEO (Director) of a cooperative at the time the enterprise or cooperative was declared bankrupt, except in cases where he/she was assigned, designated or appointed to participate in the management, operation and control of an enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;

h) A person who has been suspended from the position of Chairman, other member of the Board of Directors, Chairman, other member of the Board of Members, Head, other member of the Supervisory Board, CEO (Director) of a credit institution as prescribed in Article 47 of the Law on Credit Institutions or has been determined by a competent authority to have committed a violation leading to the revocation of the credit institution's License for Establishment and Operation;

i) Related persons of members of the Board of Directors, CEO of MSB, except in cases where individuals and related persons of such individuals or representatives of capital contributions of an organizational shareholder and related persons of these persons are allowed to participate in the Board of Directors but not exceeding 02 members of the Board of Directors of MSB, except in cases where they are representatives of capital contributions of the State or the recipient of compulsory transfer;

j) The person who must take responsibility under the inspection conclusion leading the credit institutions, foreign bank branches to be administratively sanctioned in the monetary and banking sectors at the highest sanction framework for the violations of license, administration, management, shares, stocks, capital contribution, share purchase, credit extension, purchase of corporate bonds, prudential ratios in accordance with the law on handling administrative violations in the monetary sector, banking activities;

k) Persons who are not allowed to participate in the management and administration in accordance with the law on cadres and civil servants and the law on anti-corruption;

l) Other cases as prescribed by law and this Charter (if any).

2. Persons holding positions and powers in a number of areas under the management of the State Bank79 shall not be allowed to hold managerial or executive positions of MSB or MSB's subsidiaries from the date of ceasing to hold such positions according to the decision or approval of the competent authority of the State Bank, except in cases where they are designated, transferred or appointed as representatives of State capital at MSB; participating in the management, control and operation of MSB in cases where MSB is weak or under special control according to the decision of the competent authority. The list of areas under the management of the State Bank and the restriction period shall be determined according to the provisions of the Law at each period.80
3. Parents, spouses, children and siblings of members of the Board of Directors, CEO and their spouses are not allowed to be Chief Accountant or person in charge of MSB's finance81.

Article 40. Cases not holding the same position[82]

1. A member who is not an independent member of the Board of Directors of MSB may not concurrently hold one of the following positions:
   a) MSB's executive, except for the case of being the CEO of MSB;
   b) Manager, executive of another credit institution, manager of another enterprise, except for the case of being the manager, executive of a subsidiary of MSB or in the case of implementing an approved compulsory transfer plan;
   c) Controller, member of the Supervisory Board of another credit institution, other enterprise.
2. Independent members of the Board of Directors of MSB shall not concurrently hold one of the following positions:
   a) Executive of MSB;
   b) Manager, executive of another credit institution; manager of more than 02 other enterprises;
   c) Controller, member of the Supervisory Board of another credit institution, other enterprise.
3. The Chairman of the Board of Directors of MSB must not concurrently be an executive, a member of the Supervisory Board of MSB and other credit institutions, or a manager of other enterprises.
4. Members of the Supervisory Board of MSB shall not concurrently hold one of the following positions, except in the case of being a manager, operator, or employee of a credit institution receiving a compulsory transfer according to the approved compulsory transfer plan:
   a) Manager, operator of MSB, another credit institution, another enterprise; employee of MSB or a subsidiary of MSB;

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79 is a person appointed, elected, recruited, contracted or otherwise, with or without salary, assigned to perform certain tasks and public duties and has certain powers while performing those tasks and public duties at the State Bank, including: Cadres, civil servants, public employees; Representatives of state capital in enterprises; People holding managerial positions and positions in enterprises and organizations; Other people assigned to perform tasks and public duties and have powers while performing those tasks and public duties.

80 Circular No. 20/2023/TT-NHNN dated December 29, 2023 and amendments and supplements from time to time.

81 Clause 3, Article 42 of the Law on Credit Institutions 2024

82 Article 43 of the Law on Credit Institutions 2024

b) Employee of an enterprise in which a member of the Board of Directors of MSB is a member of the Board of Directors, an operator, or a major shareholder of that enterprise.

5. The CEO and Deputy CEO of MSB shall not concurrently be a manager, operator, controller, or member of the Supervisory Board of another credit institution or other enterprise, except in the case of the Deputy CEO of MSB being a manager or operator of a subsidiary of MSB.

Article 41. Qualifications and Requirements for Election and Appointment[83]

1. Qualifications for members of the Board of Directors:
   a) Each member of the Board of Directors may not be subject to ineligibility or disqualification as specified in Article 39.1 of the Charter;
   b) Each member of the Board of Directors shall have professional ethics defined by the Governor of the State Bank of Vietnam;
   c) Each member of the Board of Directors shall earn a bachelor's degree or higher;
   d) Each member of the Board of Directors shall have either no less than three (03) years' experience as a manager or executive of a credit institution; no less than five (05) years' experience as a manager in a firm running in the finance, accounting, or auditing fields, or in a corporate whose charter capital is equal to or greater than the legal capital required for a commercial bank; no less than five (05) years' direct working experience in an operational department in a credit institution or foreign bank branch; or or no less than five (05) years' direct working experience in an operational department relating to finance, banking, accounting, or auditing;
   e) For independent members of the Board of Directors: in addition to standards specified at Points a, b, c and d of this Clause, requirements and standards for independent directors must be met as prescribed in Article 42 of this Charter.
2. Qualifications for members of the Supervisory Board:
   a) Each member of the Supervisory Board may not be subject to Article 39.1 of the Charter;
   b) Each member of the Supervisory Board shall have professional ethics defined by the Governor of the State Bank of Vietnam;
   c) Each member of the Board of Directors shall earn a bachelor's degree or higher in one of the fields of economics, business management, law, accounting, and auditing;
   d) Each member of the Board of Directors shall obtain at least 03 years working directly in banking, finance, accounting or auditing sectors;
   e) Not being a related person of MSB's Manager;
   f) Chairman of the Supervisory Board must reside in Vietnam during his / her term of office.
3. Standards and conditions for the CEO:
   a) Not in the case of not being allowed to hold the positions specified in Clause 1 and Clause 2, Article 39 of this Charter;
   b) Have professional ethics according to the regulations of the Governor of the State Bank;

83 Article 41 Law on Credit Institutions 2024

c) Obtaining a university or higher degree in economics, business management, law, accounting, and auditing;

d) Obtaining one of the following conditions: obtaining at least 05 years of experience as an executive of a credit institution; obtaining at least 05 years of experience as the CEO (Director), Deputy CEO (Deputy Director) of an enterprise with the minimum equity equal to the legal capital applicable to commercial banks and obtaining at least 05 years working directly in finance, banking, accounting, auditing sectors; obtaining at least 10 years working directly in finance, banking, accounting, auditing sectors;

e) Residing in Vietnam during his/her term of office.

4. Standards and conditions for Deputy CEO, Chief Accountant, Branch Director, CEO (Director) of a subsidiary of MSB:

a) For the positions of Chief Accountant, Branch Director, CEO (Director) of MSB's subsidiary, the person must not be subject to the provisions in points a, b, c, d, e, f, Clause 1 and Clause 2, Article 39 of this Charter;

b) For the position of Deputy CEO, the person must not be subject to the provisions of Clause I and Clause 2, Article 39 of this Charter;

c) Having one of the following conditions: having a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing or other fields in the professional field that he/she will undertake; having a university degree or higher in another field and having at least 03 years of direct work experience in the field of finance, banking or the professional field that he/she will undertake;

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

e) In particular, the position of Chief Accountant must also meet the standards and conditions prescribed by the law on accounting and must not be the wife, husband, father, mother, child, brother, sister of a member of the Board of Directors, CEO of MSB and the spouses of these people.

Article 42. Standards and conditions for the independent members of the Board of Directors[84]

1. Neither currently working for MSB or its subsidiary nor working for MSB or its subsidiary for 3 preceding years.
2. Not enjoying salaries or regular pays of MSB other than allowances for Board of Directors members under regulations;
3. Having no spouse, parent, child, sibling and spouses of these persons being major shareholders of MSB, managers or Supervision Board members of MSB or its subsidiary;
4. Not representing MSB's share ownership; not together with related persons directly or indirectly owning 01% or more of MSB's charter capital or voting shares;
5. Not being a manager or Supervision Board member MSB at any time in the 5 preceding years.

Article 43. Automatic loss of status[85]

84 Clause 2 Article 41 Law on Credit Institutions 2024

85 Article 45 Law on Credit Institutions 2024

1. The following cases automatically lose the status of a member of the Board of Directors, member of the Supervisory Board and CEO of MSB:

a) Being one of the cases that are not allowed to hold positions prescribed by law and regulations in Article 39 of this Charter;

b) Being a representative of the capital contribution of an organization that is a shareholder of MSB when that organization ceases to exist;

c) No longer being a representative of the capital contribution authorized by an organization shareholder;

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

e) When MSB has its Establishment and Operation License revoked;

f) When the contract to hire the CEO expires;

g) Die

2. The Board of Directors of MSB shall send a report enclosed with documents evidencing a holder' automatic loss of his/her post under points a, b, c, d, f, g, Clause 1 of this Article to the State Bank within 5 working days after finding out such loss, take responsibility for the accuracy and truthfulness of this report, and carry out procedures to elect and appoint holder of the vacant post under law.

3. After automatically losing his/her membership status or post, a member of the Board of Directors, Supervisory Board, Director General of MSB must be liable for his/her decisions made during his/her office term.

4. In case the Chairman of the Board of Directors is automatically disqualified according to the provisions of Clause 1 of this Article, the members of the Board of Directors shall be responsible for organizing a meeting of the Board of Directors to elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members. In case the remaining members of the Board of Directors do not have the minimum number of members, the election of additional members and the election of the Chairman of the Board of Directors shall be carried out according to the provisions of this Charter and relevant legal provisions.

5. In case the Chairman of the Supervisory Board is automatically disqualified according to the provisions of Clause I of this Article, the members of the Supervisory Board shall be responsible for organizing a meeting of the Supervisory Board to elect one of the members to hold the position of Chairman of the Supervisory Board according to the principle of majority approval of the remaining members. In case the remaining members of the Supervisory Board do not have the minimum number of members, the election of additional members and the election of the Chairman of the Supervisory Board shall be carried out according to the provisions of this Charter and relevant legal provisions.

Article 44. Relief from duty, dismissal[86]

1. Except for the case of automatic loss of status as prescribed in Article 43 of this Charter, the Chairman and other members of the Board of Directors, the Head and other members of the

86 Article 46 Law on Credit Institutions 2024;

Supervisory Board, and the CEO of MSB shall be dismissed or removed in one of the following cases:[87]

a) Dismissed when there is a resignation letter (stating clearly the reason for the resignation) sent to the Board of Directors and Supervisory Board of MSB;
b) Dismissed when not participating in the activities of the Board of Directors and Supervisory Board for 06 consecutive months, except in cases of force majeure;
c) Dismissed when not meeting the standards and conditions prescribed in Article 41 of this Charter;
d) Dismissed when an independent member of the Board of Directors does not meet the provisions in Article 42 and Clause 2 of Article 40 and Clause 1 of Article 41 of this Charter;
e) Other cases of dismissal or removal as prescribed by law (if any)

2. After being relieved from duty or dismissed, the Chairman or a member of the Board of Directors; the Head or a member of the Supervisory Board; the Director General of MSB must be liable for his/her decisions made during his/her office term[88].
3. Within 10 working days after approving a decision on relief from duty or dismissal of a post holder specified in Clause 1 of this Article, the Board of Directors of MSB shall send a report enclosed with relevant documents to the State Bank of Vietnam[89].
4. In case the Chairman of the Board of Directors is dismissed or removed according to the provisions of Clause 1 of this Article, the members of the Board of Directors shall be responsible for organizing a meeting of the Board of Directors to elect one person from the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members. In case the remaining members of the Board of Directors do not have the minimum number of members, the election of additional members and the election of the Chairman of the Board of Directors shall be carried out according to the provisions of this Charter and relevant legal provisions.
5. In case the Chairman of the Supervisory Board is dismissed or removed as prescribed in Clause 1 of this Article, the members of the Supervisory Board shall be responsible for organizing a meeting of the Supervisory Board to elect one of the members to hold the position of Chairman of the Supervisory Board according to the principle of majority approval of the remaining members. In case the remaining members of the Supervisory Board do not have the minimum number of members, the election of additional members and the election of the Chairman of the Supervisory Board shall be carried out in accordance with the provisions of this Charter and relevant legal provisions.

Article 45. Handling in case of vacancy of CEO

Within 01 (one) working day from the date the CEO is absent due to the reason of natural loss of qualification or dismissal, removal according to the provisions of this Charter without a replacement, the Board of Directors must immediately decide to appoint a Deputy CEO to manage the operations of MSB to ensure that MSB operates stably, continuously and has

87 Clause 1 Article 46 Law on Credit Institutions 2024
88 Clause 2 Article 46 Law on Credit Institutions 2024
89 Clause 3 Article 46 Law on Credit Institutions 2024

many reports to the State Bank (through the Inspection and Supervision Agency and the State Bank branch). The person appointed to manage MSB must be personally responsible for the assigned tasks during the period of undertaking this task. The Board of Directors of MSB must appoint a CEO within 90 days from the date of vacancy of the CEO.90

Article 46. Suspension or temporary suspension of the exercise of rights and obligations of members of the Board of Directors, members of the Supervisory Board and Executive Board of MSB. [91]

1. Where MSB is placed under special control, the Special Supervisory Board established by the SBV may terminate or suspend the performance of the rights and obligations of the Chairman and members of the Board of Directors, the Head and members of the Supervisory Board, and Executives of MSB if deemed necessary.
2. The Chairman, other members of the Board of Directors, Chairman of the Board, other members of the Supervisory Board, and Executives of MSB may be suspended or temporarily suspended by the State Bank from exercising rights and obligations when violating the provisions of Article 43, Clause 10, Article 48 of the Law on Credit Institutions or other relevant legal provisions in the process of exercising assigned rights and obligations or failing to ensure the standards and conditions prescribed in Article 41 of the Law on Credit Institutions; the State Bank has the right to request the competent authority of MSB to dismiss, remove, elect, appoint a replacement or designate a replacement if deemed necessary.
3. A person who is terminated or suspended from performing his/her rights and obligations under Clause 1 or 2 of this Article shall join efforts to remedy problems and violations related to his/her personal responsibilities when so requested by the SBV, the Board of Directors and the Supervisory Board of MSB or the Special Supervisory Board.

Article 47. Remuneration, bonuses and other benefits for members of Board of Directors, Supervisory Board, CEO[92].

1. Remuneration, bonuses and other benefits for members of the Board of Directors and the Supervisory Board are considered and decided by the General Meeting of Shareholders on the basis of business results and efficiency in the fiscal year in accordance with the law.
2. Salaries and other benefits of the CEO are decided by the Board of Directors, presented in a separate section in the annual financial statements of MSB and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 48. Publicity of related interests[93]

1. A member of the Board of Directors, the Supervisory Board, the Director General or Deputy Director General and the holder of another equivalent post of MSB shall disclose MSB of the following information:
   a) Name, enterprise code, head office address of the enterprise, other economic organization in which you or you and your related person own capital contribution,

90 Clause 3, Article 55 of the Law on Credit Institutions 2024

91 Article 47 Law on Credit Institutions 2024

92 Article 163 of the Law on Enterprises 2020

93 Article 49 Law on Credit Institutions 2024

shares of 05% or more of charter capital, including capital contribution, authorized shares, entrusted to other organizations, individuals;

b) Name, enterprise code, head office address of the enterprise, other economic organization in which you or your related person is a member of the Board of Directors, member of the Board of Members, controller, member of the Supervisory Board, CEO (Director).

c) Information about the relevant person being an individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider;

d) Information about the relevant person being an organization, including: name, enterprise code, head office address of the enterprise, number of the Certificate of Business Registration or equivalent legal documents; legal representative, relationship with the information provider.

2. Shareholders owning 01% or more of MSB's charter capital must provide MSB with the following information:

a) Full name; personal identification number; nationality, passport number, date of issue, place of issue of foreign shareholders; number of Business Registration Certificate or equivalent legal documents of institutional shareholders; date of issue, place of issue of this document;

b) Information on related persons as prescribed in Points c and d, Clause 1 of this Article;

c) Number and percentage of their shares owned at MSB;

d) Number and percentage of their related persons' shares owned at MSB;

3. The subjects specified in Clause 1 and Clause 2 of this Article must send MSB written information for the first time and when there is a change in the information within 07 working days from the date of occurrence or change of information.

For the information specified in Point c and Point d, Clause 2 of this Article, shareholders must only provide information to MSB when there is a change in their share ownership ratio, their share ownership ratio and that of related persons from 01% or more of MSB's charter capital compared to the previous provision.

4. MSB must list and keep the information specified in Clause 1 and Clause 2 of this Article at MSB's Head Office and send a written report to the State Bank within 07 working days from the date MSB receives the information provided. Annually, MSB shall disclose the information specified in Points a, b, d, Clause 1 and Points a, c, d, Clause 2 of this Article to the MSB General Meeting of Shareholders.

5. MSB shall publicly disclose information about the full name and surname of individuals and organizations that are shareholders owning 01% or more of MSB's charter capital and the information specified in Points c and d, Clause 2 of this Article on MSB's electronic information page within 07 working days from the date MSB receives the information provided.

6. The entity providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete, and timely in accordance with MSB's specific instructions at each period and must be responsible for providing and publicly disclosing such information.

Article 49. Rights and obligations of managers and executives of MSB[94]

1. To comply with the law, MSB Charter, resolutions and decisions of the General Meeting of Shareholders.
2. To exercise their rights and fulfill their obligations honestly and prudently in the interests of MSB and its shareholders.
3. Do not use MSB's information, secrets, business opportunities, abuse MSB's position, title and assets for personal gain or to serve the interests of other organizations or individuals, harming the interests of MSB and shareholders.
4. Be responsible for complying with the restrictive regulations to ensure safety in MSB's banking operations as prescribed by the Law on Credit Institutions.
5. Ensure the storage of MSB's records to provide data for the management, operation, and control of all MSB's operations, and the inspection, mitigation, and examination activities of the State Bank.
6. Understand the types of risks in MSB's operations.
7. Timely, fully, and accurately notify MSB of their interests at other organizations, transactions with other organizations and individuals that may cause conflicts with MSB's interests, and may only participate in such transactions when approved by the Board of Directors.
8. Not to create conditions for themselves or their related persons to be granted credit, or use MSB's banking services with more preferential and favorable conditions than MSB's general regulations.
9. Not to increase remuneration, salary or request bonus for Managers and Executives when MSB suffers losses.
10. Within the scope of assigned rights and obligations, be responsible for implementing written requests of the State Bank for contents under the authority of the State Bank. Implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of laws on currency and banking; conclusions, recommendations, decisions on handling of inspections.
11. Other rights and obligations according to the provisions of law and this Charter (if any).

Article 50. Avoidance of interest conflicts

1. The provision of loans, guarantees or credits to managers, executives and their related persons and legal entities with financial interests must comply with the provisions of law.
2. Other contracts and transactions of MSB with members of the Board of Directors, members of the Supervisory Board, CEO, major shareholders of MSB, related persons of members of the Board of Directors, members of the Supervisory Board, CEO, major shareholders; subsidiaries and affiliated companies of MSB must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter and/or other provisions of the Law and must be disclosed in accordance with the provisions of the securities law on information disclosure.[95]

94 Article 48 of the Law on Credit Institutions 2024

95 Article 299 Decree No. 155/2020/ND-CP

3. In case other contracts or transactions mentioned in Clause 2 of this Article are signed or implemented without being approved by the General Meeting of Shareholders or the Board of Directors, such contracts or other transactions shall be invalid and shall be handled in accordance with the provisions of law. Those who cause damage to MSB shall be responsible for compensating for the damage incurred and returning to MSB the benefits gained from the implementation of such contracts or other transactions.
4. In addition to the responsibilities specified in Clauses 1, 2 and 3 of this Article, members of the Board of Directors, the Supervisory Board and CEO are responsible for reporting to the Board of Directors, the Supervisory Board in the following cases:
   a) Transactions between MSB and companies of which the aforementioned members are founding members or managers of the enterprise during the last 3 years prior to the transaction time.
   b) Transactions between MSB and companies of which related persons of the above members are members of the Board of Directors, Director (CEO) or major shareholders.[96]
5. When conducting transactions with related persons, MSB must sign a written contract on the principle of equality and voluntariness. MSB takes necessary measures to prevent members of the Board of Directors, members of the Supervisory Board, CEO, other Managers of MSB, shareholders and related people from interfering with MSB's operation, prejudicing MSB's interests through the control over MSB's transactions, purchases, and prices of goods and services. MSB takes necessary measures to prevent Shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of MSB, and MSB complies with regulations on dealing with shareholders, MSB managers and related persons of such subjects; MSB ensures the rights and legitimate interests of persons with interests related to MSB[97].
6. Members of the Board of Directors, members of the Supervisory Board, CEO, other managers and related persons of these members are not allowed to use information which has not been allowed to publish by MSB or disclose to others for making related transactions.[98]
7. Members of the Board of Directors, members of the Supervisory Board, CEO, other managers and related persons of such members are not allowed to use information obtained through their positions for personal gain or for the benefit of other organizations or individuals[99].

Article 51. Responsibilities and compensation

Members of the Board of Directors, CEO and managers who violate the obligation to act honestly, fail to fulfill their obligations with due care, diligence and professional capacity shall take responsibilities and compensate for damages caused by their own violations.[100]

96 Point b Clause 6 Article 41 Law on Securities 2019, Article 292 Decree No. 155/2020/ND-CP
97 Point b Clause 6 Article 41 of the Law on Securities 2019, Article 292 of Decree No. 155/2020 / ND-CP
98 Clause 5, Article 291 of Decree No. 155/2020 / ND-CP
99 Clause 2, Article 291 of Decree No. 155/2020 / ND-CP
100 Clause 1, Article 48 of the Model Charter applicable to public companies, Circular No. 116/2020/TT-BTC

CHAPTER IX
THE BOARD OF DIRECTORS

Article 52. Board of Directors and its structure[101]

1. The Board of Directors shall submit to the General Meeting of Shareholders for decision or approval any matters within the duties and powers of the General Meeting of Shareholders.
2. The Board of Directors shall consist of between five (05) and eleven (11) members. The number of members for each term shall be determined by the General Meeting of Shareholders. The Board of Directors shall consist of two (02) independent members, and two-thirds (2/3) of the members shall be be independent members and non-executive members.
3. An individual and their related persons, or appointed representatives of the capital contributions made by an entity shareholder and such representatives' related persons, may participate in the Board of Directors, provided that the total number thereof does not exceed two (02) members, save for appointed representatives of the capital contributions made by a State-owned corporate or the receiving party(-ies) for compulsory transfer(s) of shares. If the number of Board members falls below the legal minimum, MSB shall appoint and elect additional members until the required minimum number is reached, unless otherwise specified in Clause 5, Article 166 of the Law on Credit Institutions.
4. The Board of Directors may serve a no more than five (05)-year term. Each member of the Board serves for a term *concurrent* with the term of the Board. Board Members may be re-elected or re-appointed and serve an unlimited number of terms, unless otherwise provided by law. Any member appointed or elected as an additional or replacement member shall serve for a term equal to the remaining term of the current Board. The outgoing Board of Directors shall continue to serve until the new Board takes over.
5. The Board of Directors may elect, release from office, or remove, the Chairman of the Board of Directors.
6. The election, release from office, removal from office, and automatic disqualification of the Chairman and members of the Board of Directors shall be carried out in accordance with applicable laws and the Charter.
7. The Board of Directors shall use the seal or stamp of MSB to perform its duties and exercise its powers.
8. The Board of Directors shall be accountable to the General Meeting of Shareholders for the performance of their assigned duties and the exercise of their powers in accordance with applicable laws and this Charter.
9. The Board of Directors shall have an assisting unit. The functions and duties of such unit shall be determined by the Board of Directors.
10. The Board of Directors shall establish Committees to assist the Board in performing its duties and exercising its powers, including the Risk Management Committee and the Human Resources Committee. The duties and powers of these two Committees shall be decided by

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101 Article 50, Article 69 of the Law on Credit Institutions 2024. The Board of Directors elected before July 1, 2024 shall continue to operate until the end of the Board of Directors' term even if it does not meet the provisions in Clauses 2 and 3, Article 52 of this Charter (Clause 8, Article 210 of the Law on Credit Institutions 2024).

the Board of Directors in accordance with the applicable rules and regulations set out by the Governor of the State Bank of Vietnam.

11. The Board of Directors shall appoint no less than one (01) person to perform the duties of the Corporate Governance Officer of MSB. The Corporate Governance Officer may concurrently serve as the Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

Article 53. Duties and Powers of the Board of Directors[102]

1. The Board of Directors shall submit to the General Meeting of Shareholders for decision or approval any matters within the duties and powers of the General Meeting of Shareholders.
2. The Board of Directors shall decide on the establishment of branches, representative offices, and non-business units of MSB.
3. The Board of Directors shall appoint, release from office, remove, discipline, suspend, and decide on remuneration, bonus, and other benefits for the CEO, Deputy CEOs, the Corporate Governance Officer, and other executive officers within its authority under MSB's internal regulations.
4. The Board of Directors shall approve plans for capital contribution to, purchase of shares or equity interests in, and sale of shares or equity, in other enterprises or credit institutions where the value of the capital contribution, the expected purchase price, or, in the case of a sale, the book value of the shares or equity interests, is less than 20% of MSB's charter capital as recorded in the most recent audited financial statement.
5. The Board of Directors shall appoint representatives to represent MSB's capital interests in other enterprises and credit institutions.
6. The Board of Directors shall approve any investment in, purchase of, or sale of, fixed assets where the value of the investment, the expected purchase price, or, in the case of a sale, the historical value of, any such fixed asset shall be equal to 10% or more of MSB's charter capital as recorded in the most recent audited financial statement, except for investments in, purchases of, and sales of fixed assets, that fall within the decision-making authority of the General Meeting of Shareholders.
7. The Board of Directors shall decide on credit extensions that fall within their authority and powers under the Law on Credit Institutions, except for contracts or transactions that fall within the decision-making authority of the General Meeting of Shareholders.
8. The Board of Directors shall approve, in principle, the launch of new products or entry into new markets as proposed by the CEO[103].
9. The Board of Directors shall approve capital plans submitted by the CEO.
10. The Board of Directors shall approve MSB's restructuring plan associated with the handling of non-performing loans at the request of the State Bank of Vietnam, and approve/ratify other documents (if any) as required, from time to time, by competent State authorities.
11. The Board of Directors shall approve the list of loans, which contains customer names, amounts, and write-off dates, for which provisions have been utilized to address specific risks,

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102 Article 70 of the Law on Credit Institutions 2024 and Clauses 2 and 3 Article 278 of Decree No. 155/2020 / ND-CP

103 Subpoint (i) Point b Clause t Article 21 of Circular No. 83/2025/TT-NHNN

in accordance with applicable laws and MSB's internal regulations, provided that the General Meeting of Shareholders has authorized such approval during the meeting.

12. The Board of Directors shall approve other contracts or transactions between MSB and members of the Board of Directors, members of the Supervisory Board, theo CEO, material shareholders, or their related persons, or between MSB and its subsidiaries/affiliates, with a value of less than 20% of MSB's charter capital as recorded in the most recent audited financial statement. In such cases, the relevant members may not vote.
13. The Board of Directors shall approve other contracts or transactions with a value from 10% or more of MSB's charter capital as recorded in the most recent audited financial statement.
14. The Board of Directors shall review, supervise, and direct the CEO in performing assigned duties, and shall annually evaluate the performance of the CEO.
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 other competent authorities within MSB.
16. The Board of Director shall decide on risk management policies and shall supervise the implementation of risk prevention measures adopted by MSB.
17. The Board of Director shall review and approve annual reports and yearly reports on the results of self-inspection and assessment of control activitie[104].
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)[105].
19. The Board of Director shall decide on the offering of new shares within the number of authorized shares.
20. The Board of Director shall decide on the offering of new shares within the number of authorized shares.
21. The Board of Director shall decide on the buyback or redemption of shares, as applicable, in accordance with approved plans.
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.
23. The Board of Director shall decide on the plans for the issuance of MSB's non-convertible without warrants, including, but not limited to, private placement, international offering, public offering, use and repayment of proceeds from public offerings of bonds, and listing of bonds on the bond trading system.

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[104] Point a, Clause 2 and Point a, Clause 4 Article 9 of Circular No.83/2025/TT-NHNN
[105] Point e, Clause 1, Article 5 of Circular No. 83/2025/TT-NHNN

24. The Board of Director shall prepare the relevant materials and documents and terms and provisions to submit to the General Meeting of Shareholders for decision on and approval of matters falling within the authority of the General Meeting of Shareholders, except for those falling within the duties and powers of the Supervisory Board.
25. The Board of Director shall approve the operating programs and plans of the Board of Directors, and the agenda and materials for the General Meeting of Shareholders, and shall convene the General Meeting of Shareholders or solicit shareholders' written opinions for the adoption of resolutions or decisions of the General Meeting of Shareholders.
26. The Board of Director shall organize, monitor, and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors.
27. The Board of Director shall promptly notify the State Bank of Vietnam of any information that may adversely affect the eligibility of members of the Board of Directors, members of the Supervisory Board, or the CEO, to hold their respective positions.
28. The Board of Directors shall treat all shareholders fairly and equally, and shall respect the interests of MSB's stakeholders.
29. The Board of Directors shall ensure that MSB's activities comply with applicable laws, this Charter, and MSB's internal regulations.
30. The Board of Directors shall perform other duties and exercise other powers as assigned by the General Meeting of Shareholders on a regular or case-by-case basis and as prescribed by law.

Article 54. Rights and obligations of the Chairman of the Board of Directors[106]

1. The Chairman of the Board of Directors shall prepare the operating programs and plans of the Board and shall be responsible for the exercise of their rights and the performance of their obligations.
2. The Chairman shall convene and chair meetings of the Board.
3. The Chairman shall, on behalf of the Board, sign documents falling within the authority of the Board.
4. The Chairman shall organize the adoption of resolutions and decisions of the Board of Directors.
5. The Chairman shall supervise, and organize the supervision of, the implementation of resolutions and decisions of the Board of Directors.
6. The Chairman shall chair meetings of the General Meeting of Shareholders.
7. The Chairman shall ensure that all members of the Board of Directors receive information in a complete, objective, and accurate manner, and they have sufficient time to discuss matters to be considered by the Board.
8. The Chairman shall assign duties to members of the Board of Directors, and such assignment to each member shall be made in writing and signed by the Chairman.
9. The Chairman shall supervise the exercise of the assigned rights and the performance of the assigned duties and obligations by members of the Board of Directors.

106 Article 71 Law on Credit Institutions 2024

10. The Chairman shall annually assess the performance of each member of the Board of Directors and the Committees of the Board of Directors, and shall report the results of such assessment to the General Meeting of Shareholders.
11. In the event of the Chairman's absence or inability to perform their duties, the Chairman shall authorize in writing another member to exercise their rights and perform their obligations.
12. The Chairman shall exercise such other rights and perform such other obligations as are provided for by law and as prescribed by the Charter.

Article 55. Rights and Obligations of Members of the Board of Directors[107]

1. To honestly exercise their rights and perform their obligations under internal regulations of the Board of Directors and as assigned by the Chairman of the Board of Directors in the interests of MSB and shareholders.
2. To examine financial statements prepared by independent auditors, give opinions on or request Executives of MSB, independent auditors and internal auditors to explain matters related to these statements.
3. To propose the Chairman 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 under provisions of the Law and MSB Charter, unless they are not allowed to vote because the matters conflict their benefits. To take responsibility to the law, the General Meeting of Shareholders and the Board of Directors for their decisions.
5. To implement decisions of the General Meeting of Shareholders and the Board of Directors.
6. To be responsible for explaining the performance of assigned duties to the General Meeting of Shareholders and the Board of Directors upon request.
7. May be provided with information and documents on the financial and business performance of MSB and of the units in MSB.
8. To perform their duties honestly, prudently in the best interests of shareholders and MSB.
9. To promptly and fully report to the Board of Directors the remuneration they receive from subsidiaries, affiliates and other organizations that they represent MSB's capital share (if any).
10. To report to the State Securities Commission, the Stock Exchange and to disclose information when trading shares of MSB in accordance with the law.
11. Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board[108].
12. Members of the Board of Directors shall exercise such other rights and perform such other obligations as may be provided by law and as may be prescribed in the Charter.

Article 56. Meetings of the Board of Directors[109]

1. If the Board of Directors elects a Chairman, the first Board meeting for the term to elect the Chairman and make other decisions falling within their authority shall be held within seven

107 Article 72 Law on Credit Institutions 2024; Article 277 Decree 155/2020/ND-CP

[108] Clause 3, Article 227 of Decree No. 155/2020/ND-CP

109 Article 157 of the Law on Enterprises 2020 and Clause 2, Article 277 of Decree No. 155/2020/ND-CP;

(07) business days upon completion of the election of the Board for such term. This meeting shall be convened by the member who receives the highest number of votes. If more than one (01) member receives the same highest number of votes, the members shall, by majority vote, elect one (01) of them to convene the meeting.

2. Board meetings shall be held on an ad hoc basis. The Board of Directors may hold meetings at MSB's headquarters or otherwise.
   a) The Board of Directors may hold regular meetings whenever deemed necessary, convened by the Chairman or by a member of the Board duly authorized by the Chairman, and such meetings are to be held no less than once per quarter, either virtually or otherwise permitted by law.
   b) Extraordinary meetings shall be convened by the Chairman or a member of the Board of Directors duly authorized by the Chairman at any time if deemed necessary.
   c) The Chairman, or any member of the Board duly authorized by the Chairman, may convene a Board meeting
      i. at the request of the Supervisory Board or an independent member of the Board;
      ii. at the request of the CEO or no less than five (05) other Managers of MSB; or
      iii. at the request of no less than two (02) Board members;

   Such request shall be made in writing, expressly stating the purpose, matters to be discussed and decided by the Board within their authority.
3. The Chairman, or any Board member duly authorized by the Chairman, shall convene a Board meeting within seven (07) business days upon receipt of any such request prescribed in point c, Clause 2 of this Article. Save for force majeure events, if the Chairman, or the Board member duly authorized by the Chairman, fails to convene the meeting as requested, they shall be held accountable for any losses and/or damage suffered by MSB; in this case, the requesting person has the right to convene the meeting, and the attending members may vote to elect the chair of the meeting.
4. MSB may issue internal policies and regulations set forth by the Board pertaining to emergency meetings, including periods and means of notification for such meetings.
5. Except for emergency meetings, the Chairman or the person convening a meeting shall deliver an invitation no less than five (05) business days prior to the date of the meeting. The invitation shall expressly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. Enclosed with the invitation are supporting documents to be used at the meeting and voting ballots.

   The invitation may be delivered in hard copy, by fax, by email, using electronic means, or otherwise, provided that it shall reach each Board member at the address registered with MSB.
6. The Chairman, or any Board member duly authorized by the Chairman to convene the meeting, shall further deliver the invitation and supporting documents to members of the Supervisory Board and the CEO in the same manner as to Board members.

   Members of the Supervisory Board and the CEO, if not Board members, may attend Board meetings and participate in discussions but may not vote.
7. A meeting of the Board of Directors shall be conducted when it is participated in by at least three fourths (3/4) of the members. In case a meeting cannot be conducted due to inadequate

number of participants, the second meeting shall be convened within 07 days from the expected date of the first meeting. In this case, the second meeting shall be conducted when it is participated in by more than 50% of members of the Board of Directors. The meeting of the Board of Directors can be held in the form of online conferences, electronic voting or other electronic forms according to the Regulation on organization and operation of the Board of Directors.

8. Voting:
   a) Unless as specified in point b of this Clause, each Board member or their authorized person present at the meeting in their individual capacity shall have one vote;
   b) A Board member shall not vote on any contracts, transactions, or proposals in which such member or their related person has interests that conflict or may conflict with interests of MSB.
9. Decisions of the Board of Directors shall be adopted if approved by a majority of votes, including votes cast as specified in Clause 11 of this Article and votes cast by proxy. In the event of an equal number of votes, the final decision shall be determined by the position supported by the Chairman or the person duly authorized by the Chairman to chair the meeting.
10. Decisions of the Board of Directors shall become effective from the date of adoption or otherwise specified in the relevant resolutions or decisions.
11. If decisions ratified by the Board of Directors are contrary to the provisions of law, decisions of the General Meeting of Shareholders, or the Charter, and cause damage to MSB, the Board members that voted in favor of such decisions shall be jointly and severally liable for such decision and indemnify MSB for the damage caused thereby, and any Board members that voted against such decisions shall be exempt from liability. In this case, MSB's shareholders may request the Court suspend the implementation of, or annul, any such decisions[110].
12. The Board of Directors is entitled to hold meetings in other forms in accordance with current law, provided that these forms are specified in the Regulation on the organization and operation of the Board of Directors.

Article 57. Minutes of Meetings of the Board of Directors[111]

1. Matters discussed in all meeting of the Board of Directors shall be recorded in minutes, and may also be recorded and stored in audio, video, or other electronic formats. Meeting minutes shall mainly contain:
   a) Name, head office address, and business registration certificate number;
   b) Purpose and agenda of the meeting;
   c) Time and venue of the meeting;
   d) Full name of each attending member or person authorized to attend the meeting; full names of absent members and the reasons for such absence;
   e) Issues to be discussed and voted on at the meeting;

110 Clause 4 Article 153 of the Law on Enterprises 2020
111 Article 158 of the Law on Enterprises 2020

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

g) Voting results, expressly specifying members who voted in favor, voted against, or abstained;

h) Decisions approved and the rate of approval; and

i) Full names and signatures of all members present or their authorized representatives.

2. If the Chair of the meeting or the person taking the minutes refuses to sign the minutes; however, the meeting minutes are signed and unanimously approved by all other members who are present at the meeting, and contain all items specified in points (a) to (h), Article 1 of this Clause, such minutes shall remain valid. The minutes shall expressly state the refusal of the Chair or the person taking the minutes to sign the minutes. The person(s) signing the minutes shall be jointly responsible for the accuracy and truthfulness thereof. The Chair and the person taking the minutes shall assume individual responsibility for any losses and/or damages suffered by MSB as a result of their refusal, as may be provided by law and as may be defined in the Charter and relevant provisions of the law.
3. The Chair of the meeting, the person taking the meeting minutes, and all signatories shall be responsible for the accuracy and truthfulness, of the meeting minutes.
4. If any member present at the meeting refuses to sign the minutes, the reason therefor shall be expressly included in the minutes; otherwise, the votes cast on the matters considered at the meeting by such member shall be deemed null and void.
5. The minutes shall be made in Vietnamese and may also be in a foreign language, in which case both texts are of equal validity. In the event of any inconsistency or conflict between the two texts, the Vietnamese text shall prevail and control.
6. Meeting minutes and documents used for the meeting shall be retained at MSB's head office.

Article 58. Authority and Procedures for Solicitation of Shareholders' Written Opinions[112]

1. The Chairman of the Board of Directors, or any Board members duly authorized by the Chairman, shall decide on the solicitation of the Board members' written opinions.
2. The Secretary of the Board of Directors shall prepare written opinion forms and necessary materials relating to the matters on which opinions are sought. Such documents shall be delivered using secured means of delivery to each shareholder's contact address.
3. Each written opinion form shall mainly contain:

a) full name, head office address, and business registration certificate number/certificate of incorporation number of MSB;

b) purpose of the solicitation;

c) full name of the relevant Board member;

d) matters on which opinions are sought;

e) voting options, including: in favor, against, and abstained;

f) deadline for returning the completed opinion form to MSB; and

112 Clause 3, Article 153 of the Enterprise Law 2020

g) full name and signature of the Chairman or the person duly authorized by the Chairman.

4. The completed opinion form shall be signed by the relevant Board member and submitted to MSB in accordance with MSB's applicable rules and regulations. The authorization to obtain written opinions is specifically guided by the Board of Directors in the Organization and Operation Regulations.
5. The Secretary of the Board of Directors shall count the votes and prepare the vote counting minutes. Such vote counting minutes shall mainly contain:
   a) full name, head office address, and business registration certificate number/certificate of incorporation number of MSB;
   b) purpose of the solicitation and matters on which opinions are sought;
   c) total number of voting forms sent out, total number of voting forms returned, and number of valid voting forms, and number of invalid voting forms. The minutes shall contain an attachment listing the members of the Board of Directors who have participated in the voting;
   d) total number of votes: votes in favor, votes against, and abstentions for each matter; and
   e) full name and signature of the Chairman or the Board Member duly authorized by the Chairman, and full name and signature of the Secretary
6. The Secretary of the Board of Directors shall participate in the solicitation of written opinions from the Board members, and the Chairman or any Board members duly authorized by the Chairman shall be jointly and severally responsible for (i) the truthfulness and accuracy of the vote counting minutes and (ii) any damages arising from decisions approved as a result of the untruthfulness and inaccuracy of the vote counting.
7. The completed forms, the vote counting minutes, the full text of the approved decisions, and relevant documents attached to the completed forms, shall be retained at MSB's head office.
8. Decisions of the Board of Directors shall be approved if they receive a majority of votes in favor; in the event of an equal number of votes, the final decision shall be determined by the position supported by the Chairman or the Board member duly authorized by the Chairman to decide on the solicitation of the written opinions.
9. Decisions approved through the solicitation of written opinions of members of the Board of Directors shall have the same validity and effect as decisions adopted at a meeting of the Board of Directors.
10. In addition to the aforementioned cases of solicitation, unless otherwise provided by law, as determined by the Chairman or their duly authorized person, the Board members' opinions may be solicited through the internal document management software or by other electronic means.

CHAPTER X: THE CEO

Article 59. CEO and Assistants[113]

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 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.
2. The term of the CEO is decided by the Board of Directors but not exceeding 05 years. The CEO can be re-appointed for an unlimited number of office terms.
3. Assisting the CEO are a number of Deputy CEOs, Chief Accountant, members of the Executive Board and professional and technical staff.
4. Deputy CEO is the person who assists the CEO in operating one or several fields of activities of MSB as assigned by the CEO.
5. The Chief Accountant assists the CEO in directing the accounting and statistics work of MSB, has the rights and duties as prescribed by law.

Article 60. Rights and Obligations of the CEO[114]

1. Organize the implementation of the decisions of the General Meeting of Shareholders, the Board of Directors.
2. Decide the matters under their authority related to the daily business operations of the MSB.
3. Establish and maintain an effective internal control system.
4. Prepare and submit to the Board of Directors for approval or report to competent authorities for approval of financial statements. Take responsibility for the accuracy and truthfulness of financial statements, statistical reports, settlement data and other financial information.
5. Promulgate the internal regulations and rules under its competence; operational processes and procedures to operate the business operating system, the reporting information system.
6. Report to the Board of Directors, Supervisory Board, General Meeting of Shareholders and Competent State Agencies on MSB's operations and business results.
7. Decide to apply measures beyond their authority in case of natural disaster, enemy sabotage, fire, incident and take responsibility for such decision and promptly report to the Board of Directors.
8. Approve plans for supply of new products and operation in new markets.
9. Propose, suggest the organization and operation of MSB to submit to the Board of Directors or General Meeting of Shareholders for decision under its authority.

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113 Article 162 Law on Enterprises 2020; Article 55 Law on Credit Institutions 2024

114 Article 49 of the 2010 Law on Credit Institutions; Article 162 of the Law on Enterprises 2020

10. Request the Board of Directors to hold an extraordinary meeting.
11. Appoint, dismiss and remove MSB's managerial and executive positions, except for the positions under the deciding authority of the General Meeting of Shareholders, the Board of Directors.
12. Sign contract on behalf of MSB in accordance with the Charter and internal regulations of MSB.
13. Propose the plan for use of profits and loss treatment in MSB's business.
14. Recruit laborers; decide the salaries and allowances (if any) of employees according to their competence.
15. Other rights and duties in accordance with law, this Charter and decisions of the Board of Directors.

CHAPTER XI
SUPERVISORY BOARD

Article 61. Supervisory Board and structure of Supervisory Board[115]

1. MSB's Supervisory Board has at least 05 members.
2. The Supervisory Board has an internal audit department and support department to perform its duties.
3. The term of the Supervisory Board shall not exceed 05 years. The term of the Supervisory Board member shall follow the term of the Supervisory Board. The term of the additional or replaced member shall be the remaining term of the term. The Supervisory Board of the term that has just ended shall continue to operate until the Supervisory Board of the new term takes over the work.
4. In case the number of members of the Supervisory Board is less than the minimum number of members as prescribed in this Charter, within 90 days from the date of insufficient number of minimum members, MSB must elect additional members to ensure the minimum number of members of the Supervisory Board, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.
5. The Supervisory Board must meet at least twice (two) a year and the meeting shall be held when there is the attendance of 2/3 (two thirds) of the Supervisory Board' members. Minutes of meetings of the Supervisory Board will be made in detail and clearly. The secretary and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The Minutes of meetings of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board. The Supervisory Board has the right to request members of the Board of Directors, CEO and representatives of the independent auditing organization to attend and answer problems that are concerned by the members of the Supervisory Board.[116]

Article 62. Duties and powers of the Supervisory Board[117]

115 Article 51 Law on Credit Institutions 2024
116 Article 289 Decree No. 155/2020/ND-CP
117 Article 52 of the Law on Credit Institutions 2024

1. To oversee the observance of law and MSB charter in governance and administration of MSB; to be answerable to the General Meeting of Shareholders for the performance of its assigned tasks and powers.
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.
3. To conduct internal audit; to have the rights to use independent consultants and access and fully, accurately and promptly receive information and documents related to the administration and management of MSB to perform its assigned tasks and powers.
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, 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.
5. Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of MSB under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors.
6. Supervise the implementation of the provisions in Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in the operations of credit institutions.
7. Inspect accounting books, other documents and the management and operation of MSB when deemed necessary or in the following cases:
   a) According to resolutions and decisions of the General Meeting of Shareholders;
   b) At the request of the State Bank or of major shareholders or groups of major shareholders in accordance with the provisions of law. The inspection shall be carried out within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual.
8. Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering that MSB's Managers and Executives have violated the law, the Charter, internal regulations of MSB, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; request the violators to immediately stop the violation and have solutions to remedy the consequences (if any).
9. Make a list of shareholders owning 01% or more of the charter capital, related persons of members of the Board of Directors, members of the Supervisory Board, CEO of MSB, shareholders owning 01% or more of the charter capital; keep and update changes to this list.
10. Request the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the provisions of the MSB Charter and the provisions of law.

11. Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of law or makes a decision that exceeds the assigned authority or in other cases as prescribed in this Charter.
12. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the internal audit department.
13. Promptly report to the State Bank on violations of the provisions in Clauses 6, 8 and 11 of this Article and violations of the ratio of share ownership, capital contribution, and related persons as prescribed by law.
14. The Supervisory Board shall issue, amend, and supplement the annual internal audit plan.
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.
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.
17. The Supervisory Board shall supervise and assess compliance with standards of professional ethics by members of the Supervisory Board and internal auditors.
18. Other duties and powers as prescribed by law (if any).

Article 63. Rights and obligations of the Chairman of the Supervisory Board[118]

1. To organize the performance of duties and powers of the Supervisory Board defined in Article 62 of this Charter and be responsible for the performance of their rights and obligations.
2. Convene and chair the Supervisory Board meeting.
3. On behalf of the Supervisory Board, sign documents under the authority of the Supervisory Board.
4. On behalf of the Supervisory Board, to convene extraordinary meetings of the General Meeting of Shareholders or request the Board of Directors to convene extraordinary meetings according to provisions of this Charter.
5. To attend meetings of the Board of Directors, to give opinions in these meetings but to have no right to vote.
6. To request the inclusion of his/her opinions in meetings minutes of the Board of Directors when these opinions differ from decisions of the Board of Directors and report such opinions to the General Meeting of Shareholders.
7. To prepare working plans for and assign tasks to members of the Supervisory Board.
8. To ensure that members of the Supervisory Board receive complete, objective and accurate information and have enough time to discuss on matters to be considered by the Supervisory Board.
9. To supervise and direct members of the Supervisory Board in performing their assigned tasks, rights and obligations.
10. To authorize another member of the Supervisory Board to perform his/her tasks when absent.
11. Other rights and obligations as provided for by law (if any).

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118 Article 53 of the Law on Credit Institutions 2024

Article 64. Rights and obligations of members of the Supervisory Board[119]

1. To comply with the law, this Charter, internal regulations of the Supervisory Board and perform tasks assigned by the Chairman of the Supervisory Board to implement the tasks and powers of the Supervisory Board honestly and carefully for the benefit of MSB and shareholders; be responsible for the exercise of one's rights and obligations.
2. To elect a member of the Supervisory Board to be the Chairman of the Board.
3. To request the Chairman of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board.
4. To control business activities, accounting books, assets and financial statements and recommend remedies.
5. To require the Manager to report and explain the financial status, business results of the subsidiary, plans, projects, investment development programs and other decisions in the management and operation of MSB.
6. To request MSB Managers, Executives, and employees to provide data and explain business activities to perform assigned tasks.
7. To report to the Chairman of the Supervisory Board on MSB's unusual financial activities and be responsible for their own assessments and conclusions.
8. To attend meetings of the Supervisory Board, to discuss and vote on matters within the scope of duties and powers of the Supervisory Board, except those involving conflicts of their interests.
9. Other rights and obligations as prescribed by law (if any).

Article 65. Rights to receive information of the Supervisory Board[120]

1. Meeting invitations and accompanying documents must be sent to members of the Supervisory Board at the same time and in the same manner as those being sent to members of the Board of Directors.
2. Decisions and meeting minutes of the General Meeting of Shareholders, the Board of Directors must be sent to members of the Supervisory Board at the same time and in the same manner as those being sent to Shareholders, members of the Board of Directors.
3. Report of the CEO submitted to the Board of Directors or other documents issued by MSB shall be sent to members of the Supervisory Board at the same time and in the same manner as those being sent to members of the Board of Directors.
4. A member of the Supervisory Board is entitled to access MSB's documents, records kept at the head office, branches and other locations; to enter the manager's and employees' workplace during working hours.
5. The Board of Directors, members of the Board of Directors, the CEO and other managers shall fully, accurately and promptly provide information and documents about MSB's management, administration and business activities as requested by the Supervisory Board.

119 Article 54 of the Law on Credit Institutions 2024
120 Article 171 of the Law on Enterprises 2020

CHAPTER XII
INTERNAL AUDIT AND CONTROL SYSTEMS

Article 66. Internal Audit Department[121]

1. MSB's internal audit is under the Supervisory Board, performing MSB's internal audit.
2. Internal audit conducts independent and objective reviews and assessments of the appropriateness and compliance with MSB's internal mechanisms, policies, procedures and regulations; makes recommendations to improve the effectiveness of systems, procedures and regulations, contributing to ensuring MSB operates safely, effectively and in accordance with the law.
3. Internal audit results shall be promptly reported to the Board of Directors, the Supervisory Board and sent to the Director General of MSB.

Article 67. Internal control activities[122]

1. The internal control system is a set of mechanisms, policies, procedures, internal regulations, and organizational structure of MSB and is organized and implemented to ensure timely prevention, detection, and handling of risks.
2. MSB shall establish an internal control system to ensure the following requirements:
   a) Efficiency and safety in operations; protection, management, safe and effective use of assets and resources;
   b) Financial information and management information systems shall be honest, reasonable, complete and timely;
   c) Compliance with laws and internal mechanisms, policies, procedures and regulations.
3. MSB shall hire an independent auditing organization to assess part or all of the internal control system in cases where the State Bank so requests and deems it necessary.
4. MSB shall establish an internal control system and deploy technology applications in internal control activities in accordance with the regulations of the Governor of the State Bank.

CHAPTER XIII
FINANCE, ACCOUNTING, REPORTING, INFORMATION AND CONFIDENTIALITY

Article 68. Financial regimes[123]

The financial regime of MSB is implemented in accordance with the law.

Article 69. Fiscal year[124]

MSB's fiscal year starts on January 01 and ends on December 31 of the calendar year.

Article 70. Accounting system

1. The accounting system used by MSB is an Accounting system approved by the Ministry of Finance and the State Bank of Vietnam and complying with provisions of the relevant law.

121 Article 58 of the Law on Credit Institutions 2024

122 Article 57 of the Law on Credit Institutions 2024.

123 Clause 2, Article 151 of the Law on Credit Institutions 2024

124 Clause 1, Article 149 of the Law on Credit Institutions 2024

2. MSB makes accounting books in Vietnamese. MSB will keep accounting records according to type of business activities in which MSB participates. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of MSB.
3. MSB uses Vietnamese Dong as the currency unit used in accounting.

Article 71. Reporting[125]

1. MSB must comply with the reporting regime according to the provisions of law on accounting, statistics and periodic professional business reports under the regulations of the SBV and the State Securities Commission. The Board of Directors, CEO of MSB is responsible for the accuracy and truthfulness of these reports.
2. In addition to the reports prescribed in Clause 1 of this Article, MSB is responsible for promptly reporting to the State Bank in the following cases:
   a) Upon the occurrence of abnormal developments in professional operations which may seriously affect MSB's business situation;
   b) Upon the occurrence of changes in the organizational, administrative or executive structure or the financial status of a major shareholder or other changes which may seriously affect MSB's business activities; purchase, sale, transfer of shares of major shareholders;
   c) Changing the branch name of MSB; suspending business operations for less than 05 working days; listing shares on the domestic stock market.
3. Subsidiaries and affiliated companies of MSB shall send their financial statements and operation reports to the State Bank of Vietnam when so requested.
4. Within 90 days after the end of a fiscal year, MSB shall send annual reports to the State Bank of Vietnam according to law.
5. Within 120 days from the end of the fiscal year, in addition to the reports and documents required by law, MSB as the controlling company must prepare and submit to the State Bank an audited consolidated financial statement in accordance with the provisions of law on accounting.
6. Within 90 days from the end of the fiscal year, MSB as the controlling company must prepare and submit to the State Bank a consolidated report on purchases, sales, and other transactions between MSB and its subsidiaries and affiliates.

Article 72. Disclosure of financial statement[126]

Within 120 days from the end of the fiscal year, MSB must publicly disclose financial reports in accordance with the provisions of law; except in cases where MSB is under special control.

Article 73. Disclosure of Information[127]

1. MSB shall provide account holders with information on transactions and credit balances of their accounts at MSB as agreed upon with these holders.
2. MSB can exchange information with other credit institutions, branches of foreign banks about the activities of MSB.

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125 Article 152 of the Law on Credit Institutions 2024
126 Article 154 of the Law on Credit Institutions 2024
127 Article 12 of the Law on Credit Institutions 2024

3. MSB shall report, provide the State Bank of Vietnam with information related to their business activities and may receive from the State Bank of Vietnam information on clients having credit relations with MSB under the SBV's regulations.
4. MSB is responsible for report, supply other information according to regulations of law.

Article 74. Information Confidentiality[128]

1. Employees, Managers and Executives, staff of MSB may not disclose customers' information, business secrets of MSB.
2. MSB shall keep secret information of MSB's customers according to regulations of law.
3. MSB is not allowed to provide MSB customer information to other organizations or individuals, except in cases where there is a request from a competent state agency as prescribed by law or with the customer's consent.

CHAPTER XIV
RIGHT TO INVESTIGATE BOOKS AND RECORDS

Article 75. Right to investigate books and records[129]

1. Ordinary shareholders have the right to look up books and records, specifically as follows:
   a) Ordinary shareholders have the right to review, look up and extract information about the name and contact address in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or photocopy this Charter, minutes of the General Meeting of Shareholders and resolutions and decisions of the General Meeting of Shareholders;
   b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares and shares have the right to review, look up and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, other transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of MSB.
2. In case the authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach the authorization letter of the shareholder or group of shareholders that he/she represents or a notarized copy of this authorization letter.
3. Members of the Board of Directors, members of the Supervisory Board, CEO and managers have the right to inspect the shareholder register of MSB, list of shareholders and other books and records of MSB for purposes related to their position, provided that this information is kept confidential.
4. MSB shall keep this Charter and amendments, supplements to the Charter, business registration Certificate, regulations, documents proving property ownership, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and any other papers required by law at

128 Article 13 of the Law on Credit Institutions 2024

129 Article 49 Model Charter applicable to public companies issued under Circular No. 116/2020/TT-BTC

the head office provided that shareholders and the business registration body are informed of where these documents will be archived.

5. This charter is published on the website of MSB.

CHAPTER XV
EMPLOYEES AND TRADE UNION

Article 76. Employees and trade union

The CEO must make a plan for the Board of Directors to approve issues related to recruitment, resignation, labor, salary, social insurance, benefits, commendation and discipline in exchange for managers and workers as well as MSB's relationships with trade unions which are recognized according to best management standards, practices and policies, and the practices and policies set forth in this Charter, the regulations of MSB and applicable laws.

CHAPTER XVI
PROFIT DISTRIBUTION

Article 77. Payment of dividends[130]

1. Dividends paid to common shares are determined based on net profit realized and dividend payments are deducted from retained earnings of MSB. MSB is only allowed to pay dividends to Shareholders when MSB has fulfilled tax obligations and other financial obligations in accordance with the law; appropriated MSB funds and offset all previous losses according to the provisions of law and MSB's Charter; immediately after paying the prescribed dividends, MSB still has to guarantee to pay all other due debts and property obligations.
2. According to the decision of the General Meeting of Shareholders and in accordance with the law, the dividend will be announced but not exceed the level proposed by the Board of Directors after it has been approved by the General Meeting of Shareholders.
3. After being approved by the General Meeting of Shareholders, the Board of Directors may make interim dividend payments if it deems that such payment is consistent with MSB's profitability and the legal regulations of each period.
4. The Board of Directors can request the General Meeting of Shareholders to approve the full or partial payment of dividends with specific assets (such as fully paid shares or bonds issued by another company) and the Board of Directors is the body to enforce this policy.
5. In case dividends or other amounts related to a type of shares are paid in cash, MSB shall pay in VND and may pay by check or the payment order sent by post to the registered address of the beneficiary shareholder and in the event of arising risks (from the registered address of shareholders), such shareholder must bear.
6. Dividends will be paid by bank transfer when MSB has enough details about the Shareholders' bank to be able to directly transfer to the Shareholders' bank account. If MSB has made a transfer in accordance with the bank details as notified by the Shareholder, MSB is not responsible for losses arising from such transfer.

130 Article 135 of the Law on Enterprises 2020;

7. In case of obtaining the approval of the General Meeting of Shareholders, the Board of Directors may decide and notify that holders of common shares are entitled to receive dividends by common shares instead of dividends in cash. These additional shares to pay dividends are recorded as shares with full payment for the purchase on the basis that the value of the shares to pay dividends must be equivalent to the cash to pay dividends. MSB must register to increase its charter capital in proportion to the total par value of shares used to pay dividends according to regulations of law.
8. Pursuant to the Law on Enterprises and the Securities Law, the Board of Directors can adopt a decision providing a specific date as the closing date of business activities of MSB. Based on such date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, receive stocks, receive notices or other documents. This closing date can be on the same day or time before such rights are realized. This does not affect the rights of both parties in the transfer of related shares or securities, dividends paid to preferred shares are made under separate conditions applicable to each type of preferred share.
9. The Board of Directors must prepare a list of shareholders entitled to receive dividends, determine the dividend to be paid for each share, the deadline and method of payment at least 30 days before each dividend payment. Notice of dividend payment must be sent by a registered method to the registered address of all shareholders at least 15 days before the dividend payment is made. The notice must clearly state the name and address of the head office of MSB; full name, contact address, nationality, number of legal papers of individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office if the shareholder is an organization; number of each type of shares of the shareholder; dividend rate for each share and total dividend that such shareholder is entitled to receive, time and method of dividend payment; full name and signature of the Chairman of the Board of Directors and of the legal representative of MSB.
10. In case a shareholder transfers his/her shares in the period between the completion of the list of shareholders and the time of dividend payment, the transferor shall be the recipient of dividends from MSB.
11. Dividend payments for shares listed on the Stock Exchange may be made through depository members or the Vietnam Securities Depository and Clearing Corporation in accordance with securities laws.

Article 78. Other issues related to profit distribution

Other issues related to the distribution of profits comply with the provisions of law.

CHAPTER XVII
INDEPENDENT AUDIT

Article 79. Independent audit[131]

131 Article 59 of the Law on Credit Institutions 2024

1. Before the end of the fiscal year, MSB must select an independent auditing organization that meets the requirements prescribed by the State Bank of Vietnam to audit the financial statements and provide assurance services for the operation of the internal control system in the preparation and presentation of financial statements in the following fiscal year.
2. Within 30 days after selecting an independent audit institution, MSB shall notify the State Bank of Vietnam of the selected audit institution.

CHAPTER XVIII
SEAL

Article 80. Stamp and Seal

1. The Board of Directors will decide on the type, quantity, content and form of MSB's seal, including the seal in the form of digital signature according to the provisions of law. The Board of Directors is responsible for issuing regulations on management and use of the seal in accordance with the provisions of the Law.
2. The legal representative of MSB is responsible for managing and using MSB's seal in accordance with current law.

CHAPTER XIX
BANKRUPTCY, DISSOLUTION, LIQUIDATION

Article 81. Bank reorganization[132]

MSB is reorganized in the form of division, separation, consolidation, merger, or conversion of legal form after receiving written approval from the State Bank.

Article 82. Bankruptcy of the Bank[133]

1. After the State Bank of Vietnam issues a document on termination of special control or a document on termination or non-application of solvency restoration measures, if MSB remains in the state of bankruptcy, it shall file a request for a Court to open procedures for settlement of bankruptcy declaration requests under the bankruptcy law.
2. MSB's bankruptcy is implemented in accordance with the law on bankruptcy.

Article 83. Cases of dissolution and termination of banking operations [134]

1. MSB does not request an extension or requests an extension but is not approved in writing by the State Bank when the term of operation expires.
2. MSB's Establishment and Operation License is revoked.
3. MSB voluntarily dissolves if it is able to pay off all debts and is approved in writing by the State Bank.

   MSB is subject to early intervention or special control with a credit institution taking over all debt obligations.

Article 84. Liquidation of the bank's assets[135]

1. In case the bank is declared bankrupt, MSB's liquidation shall be carried out in accordance with the provisions of the law on bankruptcy.

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132 Article 201 of the Law on Credit Institutions 2024

133 Clause 1, Article 203 of the Law on Credit Institutions 2010

134 Article 202 of the Law on Credit Institutions 2014

135 Article 203 and Article 204 of the Law on Credit Institutions 2024

2. Upon dissolution or termination of operations as prescribed in Article 83 of this Charter, MSB shall conduct liquidation under the supervision of the State Bank and in accordance with the procedures for liquidation of assets prescribed by the Governor of the State Bank.
3. All costs related to the liquidation of assets shall be paid by MSB as a priority.

CHAPTER XX
SETTLEMENT OF INTERNAL DISPUTES

Article 85. Settlement of internal disputes

1. Where a dispute or complaint arises in relation to the operation of MSB or to the rights of shareholders arising from the Charter or from any rights or obligations under the Law on Enterprises or other laws or administrative regulations, between:
   a) Shareholders with MSB; or
   b) Shareholder with the Board of Directors, the Supervisory Board or CEO or other managerial positions as stipulated by MSB.

   Related parties will try to resolve that dispute through negotiation and mediation. Except for the case of disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the settlement of the dispute and will request each party to present practical factors related to dispute within 30 working days from the date of arising the dispute. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, either party may request a competent state authority to appoint an independent expert to act as the arbitrator for the dispute settlement process.
2. In case the mediation decision is not reached within 6 weeks from the beginning of the mediation process or if the mediator's decision is not accepted by the parties, either party can bring the dispute to the Arbitration or Court.
3. The parties will bear their own costs related to procedures for negotiation and mediation. The Arbitration, the Court will decide which party shall bear Arbitration and Court fees.

CHAPTER XXI
TERMS OF ENFORCEMENT

Article 86. Amendment and supplement to the Charter

1. The amendment and supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are legal provisions related to the MSB's operation that are not mentioned in this Charter or in the case of new provisions of law which are different from those in this Charter, then the provisions of such law are automatically applied and govern the operation of MSB.

Article 87. Terms of enforcement

1. This Charter shall become effective from XX (month) XX (day), XXXX (year).
2. The Charter is submitted to the State competent agencies according to regulations of law and archived at the MSB Head Office.

LEGAL REPRESENTATIVE OF VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK
THE CEO

NGUYEN HOANG LINH

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