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VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK

CORPORATE GOVERNANCE CHARTER

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No: QC.HC.003 *Hanoi, XX (month) XX (day), 2026*

CORPORATE GOVERNANCE CHARTER

BOARD OF DIRECTORS

- Pursuant to the Law on Credit Institutions 2024 and all amendment(s) and/or supplement(s) thereto (if any);
- Pursuant to the Law on Enterprises 2020 and all amendment(s) and/or supplement(s) thereto (if any);
- Pursuant to the Law on Securities 2019 and all amendment(s) and/or supplement(s) thereto (if any);
- Pursuant to Decree 155/2020/ND-CP issued on December 31, 2020 by the Government, implementing certain provisions of the Law on Securities, and all amendment(s) and/or supplement(s) thereto (if any);
- Pursuant to Circular 116/2020/TT-BTC issued on December 31, 2020 by the Ministry of Finance guiding certain corporate governance matters applicable to public companies under Decree 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Vietnam Maritime Commercial Joint Stock Bank (MSB);
- Pursuant to MSB's Business Registration Certificate No. 0200124891, as amended for the 26th time on January 13, 2023, of;
- Pursuant to Resolution XX/NQ-GMS issued on 21/04/2025 by the General Meeting of Shareholders, promulgating the Corporate Governance Charter of MSB;
- For the purposes of MSB's corporate governance;

HEREBY PROVIDES AS FOLLOWS:

Chapter I:

GENERAL PROVISIONS

Article 1. Purpose, Subjects, and Scope of Regulation

1. This Corporate Governance Charter is promulgated to govern the internal corporate governance rules of the Vietnam Maritime Commercial Joint Stock Bank (MSB).
2. Scope of regulation: This Corporate Governance Charter sets forth provisions for the roles, duties, responsibilities, powers, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Chief Executive Officer

(CEO); procedures for convening General Meetings of Shareholders; nomination, candidacy, election, appointment, resignation, and removal of members of the Board of Directors, members of the Supervisory Board, the CEO, as well as other activities in accordance with the Charter and applicable laws and regulations.

3. Subjects of application: This Charter applies to members of the Board of Directors, members of the Supervisory Board, the CEO, and related persons of MSB.

Article 2. References[1]

1. Legal Normative Documents:

a) Law on Credit Institutions 32/2024/QH15 dated January 18, 2024 and all amendment(s) and/or supplement(s) thereto (hereinafter referred to as the "Law on Credit Institutions 2024");

b) Law on Securities 54/2019/QH14 dated November 26, 2019 and all amendment(s) and/or supplement(s) thereto (hereinafter referred to as the "Law on Securities 2019");

c) Law on Enterprises 59/2020/QH14 dated June 17, 2020 and all amendment(s) and/or supplement(s) thereto (hereinafter referred to as the "Law on Enterprises 2020");

d) Decree 155/2020/ND-CP issued on December 31, 2020 by the Government implementing certain provisions of the Law on Securities and all amendment(s) and/or supplement(s) thereto (hereinafter referred to as the "Decree 155");

e) Circular 116/2020/TT-BTC issued on December 31, 2020 by the Ministry of Finance guiding certain corporate governance matters applicable to public companies under Decree 155/2020/ND-CP dated December 31, 2020; and

f) Other relevant legal normative documents.

2. Internal Governance Documents:

a) The Charter of Vietnam Maritime Commercial Joint Stock Bank as approved by the General Meeting of Shareholders under Resolution XX/NQ-CHDCD dated ..., 2026; and

b) Other relevant internal governance documents.

Chapter II:
GENERAL MEETING OF SHAREHOLDERS

Article 3. Roles, Rights, and Obligations of the General Meeting of Shareholders[2]

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, serves as the highest decision-making/governing body of MSB. The General

[1] In the event that the documents referred to in the Reference Documents section are amended, supplemented, or replaced, this Charter shall automatically refer to the versions currently in effect

[2] Article 67 of the Law on Credit Institutions 2024, Articles 138 and 140 of the Law on Enterprises 2020

Meeting of Shareholders operates through annual meetings and extraordinary meetings, and by soliciting shareholders' written opinions.

2. The General Meeting of Shareholders:

a) may approve MSB's development orientation;

b) may adopt, amend, and supplement the Charter;

c) may approve regulations governing the organization and operation of the Board of Directors, the Supervisory Board, and internal corporate governance regulations of MSB;

d) may decide the number of members of the Board of Directors and the Supervisory Board for each term; elect, release from office, remove, appoint additional members, or replace members of the Board of Directors and the Supervisory Board in accordance with applicable standards and conditions as prescribed by law and as specified in the Charter;

e) may and shall decide on remuneration, bonuses, and other benefits for members of the Board of Directors and the Supervisory Board, and the operating budgets of these bodies;

f) shall review and handle, within its authority and powers, violations by the Board of Directors and the Supervisory Board that may adversely affect MSB and its shareholders;

g) shall decide on the organizational and management structure of MSB;

h) shall approve changes to the charter capital; approve plans for share offerings, including types and quantities of the shares to be offered;

i) shall approve plans for repurchase/buyback of previously issued shares;

j) shall approve plans for issuance of convertible bonds;

k) shall approve proposed remedial measures in the event of early intervention;

l) shall approve annual financial statements and profit distribution plans after fulfilling tax and other financial obligations;

m) shall approve reports made by the Board of Directors and the Supervisory Board on the performance of their assigned powers and duties;

n) shall decide on the incorporation or conversion of the legal form of MSB's overseas commercial presence and subsidiaries;

o) shall approve plans for capital contribution, purchase, or sale of shares or equity interests made or owned by MSB in other enterprises or credit institutions where the expected investment or sale value is equal to or exceeds 20% of MSB's charter capital as recorded in the most recent audited financial statement;

p) shall approve investment, purchase, or sale of fixed assets where the expected investment or sale value or book value is equal to or exceeds 20% of MSB's charter capital as recorded in the latest audited financial statements;

q) shall approve contracts and transactions valued at 20% or more of MSB's charter capital (as recorded in the latest audited financial statements) between MSB and members of the Board of Directors, members of the Supervisory Board, the CEO, material shareholders, or their related persons; or between MSB and its subsidiaries or affiliates, except where MSB is implementing a mandatory transfer plan;

r) shall decide on the division, separation, consolidation, merger, legal form conversion or transformation, dissolution, or request the court initiate bankruptcy proceedings for MSB;

s) shall decide on solutions to overcome significant financial fluctuations at MSB;

t) shall decide on the selection of an independent audit firm in accordance with Article 79 of the Charter using the list submitted by the Board of Directors;

u) shall approve the write-off of off-balance-sheet bad debts that have been provisioned and unresolved for at least five (05) years despite all collection and recovery measures being exhausted;

v) shall approve proposed remedial plans in the event of early intervention. The Board of Directors shall periodically, at least every two (02) years, review the plan. If any updates or adjustments are made, the Board of Directors shall submit them to the General Meeting of Shareholders for approval. If no updates are made, the Board of Directors shall report to the General Meeting of Shareholders; and

w) such other matters as may be prescribed by law.

Article 4. Authority to Convene General Meetings of Shareholders[3]

1. The Board of Directors shall convene Annual General Meetings in accordance with Article 24 of the 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 the 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 Supervisory Board falls below the legal minimum as specified in Article 4.1(b), or within sixty (60) days upon receipt of a request therefor as specified in Article 4.1(c) and 4.1(d), unless otherwise provided by law.

[3] Article 67 of the Law on Credit Institutions 2024; Article 140 of the Law on Enterprises 2020;

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 4.2, 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 4.3, 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 the 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 5. Shareholders' Right to Attend General Meetings of Shareholders [4]

1. The list of shareholders entitled to attend a General Meeting of Shareholders shall be made in accordance with the Shareholder Register of MSB. The list shall be prepared upon the issuance of the convocation decision and shall be completed no later than ten (10) days prior to the date of delivering the invitation/notice of the meeting.

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

[4] Article 141 of the Law on Enterprises 2020

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.

Article 6. Notice of Record Date for Exercising Rights of Existing Shareholders to Attend General Meetings of Shareholders

1. The convener of a General Meeting of Shareholders shall deliver to all shareholders entitled to attend the meeting a notice of the record date for exercising the rights of existing shareholders to attend.
2. 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 7. Invitation to General Meetings of Shareholders[5]

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.

   At the same time, the invitation shall be made publicly available on the information disclosure system of the Stock Exchange and published on MSB's website.
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.
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

[5] Article 143 of the Law on Enterprises 2020

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 8. Agenda and Proceedings of General Meetings of Shareholders[6]

1. The convener of each General Meeting of Shareholders shall 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 8.2 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 8.3, the convener of each General Meeting of Shareholders shall accept and include the proposed items specified in Article 8.2 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 9. Authorization to Attend General Meetings of Shareholders

1. A shareholder or an authorized representative of an entity shareholder may authorize, in writing, one or more individuals or other entities to attend a General Meeting of Shareholders using one of the means specified in Clause 1, Article 11

[6] Article 141 of the Law on Enterprises 2020

of this Corporate Governance Charter.

2. The authorization of a representative to attend a General Meeting of Shareholders shall be made in writing. The authorization document shall be made in accordance with the civil law and shall clearly state the name of the authorized individual or entity and the number of shares authorized. The authorized person shall submit the authorization document before entering the meeting room.

Article 10. Registration for General Meetings of Shareholders[7]

1. Shareholders shall be deemed to have attended and voted at a General Meeting 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 as prescribed in the Charter.

2. 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.

3. 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.

Article 11. Conditions for Holding General Meetings of Shareholders[8]

1. A General Meeting of Shareholders shall be called to order when shareholders present represent more than half (50%) of the total voting shares.

2. If the required quorum is not established, a General Meeting of Shareholders shall be re-convened within thirty (30) days as of the intended date of the first meeting. The reconvened meeting shall be conducted when the shareholders and authorized representatives in present represent at least one-third (33%) of the voting share capital.

3. If the second meeting cannot be conducted due to insufficient attendance, the third General Meeting of Shareholders must be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives in present, and it shall be deemed valid and entitled to decide on all matters within the competence of the first meeting.

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[7] Article 145 and acticle 146 of the Law on Enterprises 2020

[8] Article 145 of the Law on Enterprises 2020

4. Upon the proposal of the Chair, the General Meeting of Shareholders may change or modify the agenda previously enclosed with the meeting invitation in accordance with Article 28 of the Charter . Any change or modification to the agenda shall be approved by more than half (50%) of the voting share capital of shareholders present.
5. General Meetings of Shareholders may be organized in the form of an online conference, electronic voting, or using other electronic means, or in a hybrid format combining physical and online attendance to facilitate participation by shareholders or their authorized representatives. The method of organization shall be decided by the Board of Directors in accordance with the law and clearly stated in the meeting invitation.

   The order and procedures for organizing General Meetings of Shareholders via online conference or in hybrid form shall include:

   a) Notice of convening the General Meeting of Shareholders via online conference or hybrid form;

   b) Method of registration for attending the online or hybrid meeting;

   c) Authorization of representatives to attend the online or hybrid meeting;

   d) Conditions for holding the meeting;

   e) Method of passing resolutions at the online or hybrid meeting;

   f) Method of online voting or a combination of in-person and online voting;

   g) Method of online vote counting or a combination of in-person and online vote counting;

   h) Notification of vote counting results;

   i) Preparation of the meeting minutes; and

   j) Announcement of resolutions of the General Meeting of Shareholders.

Article 12. Voting Procedures for Resolutions of General Meeting of Shareholders

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[9].

Article 13. Voting at General Meetings of Shareholders

1. When registering shareholders, except in the case of electronic voting, MSB shall issue each shareholder, or their authorized representative entitled to vote, a voting ballot, which 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.
2. Members of the Board of Directors and members of the Supervisory Board shall be elected under cumulative voting. Accordingly, each shareholder has a total

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

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.

3. 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.

Article 14. Vote Counting at General Meetings of Shareholders

1. The General Meeting of Shareholders shall elect one or more individuals to the Vote Counting Committee at the request of the Chair of the meeting.
2. During the voting at the meeting, the votes in favor shall be counted first, followed by the votes against, and finally the abstentions. The vote counting results shall then be aggregated into the total number of votes "in favor", votes "against", and "abstained" votes for each matter. The Chair shall announce the total number of votes in favor, votes against, and abstentions for each matterbefore the conclusion of the meeting.
3. The results of the vote counting for each agenda item of the General Meeting of Shareholders shall be reported by the Head of the Vote Counting Committee to the Chair and shall be read aloud at the meeting.

Article 15. Conditions for Adoption of Resolutions of General Meeting of Shareholders

1. A resolution of a General Meeting of Shareholders shall be adopted at the meeting upon satisfaction of all of the following conditions[10]:

a) Except as provided in Points b, c, and d of this Article 15.1, a resolution shall be passed when it is approved by shareholders representing more than half (50%) of the voting share capital of all shareholders attending the meeting;

b) A resolution on matters specified in Points h and p, Clause 4, Article 24 of the Charter shall be approved by shareholders representing more than 65% of the voting share capital of all shareholders attending the meeting;

c) A resolution on matters specified in Point r, Clause 4, Article 24 of the Charter shall be approved by shareholders representing more than 65% of the voting share capital of all shareholders attending the meeting;

[10] Clause 4, Article 67 of the Law on Credit Institutions 2024

d) A resolution on matters specified in Points a, d, f, and r, Clause 4, Article 24 of the Charter shall be passed by voting in person at the General Meeting of Shareholders.

2. 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[11].

Article 16. Minutes of General Meetings of Shareholders[12]

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 in favor; and

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[13].

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.

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[11] Clause 6 Article 148 of the Law on Enterprises 2020

[12] Article 150 of the Law on Enterprises 2020

[13] Clause 1, Article 150 of the Law on Enterprises 2020

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 17. Authority and Procedures for Solicitation of Shareholders' Written Opinions to Adopt Resolutions of General Meeting of Shareholders[14]

1. The Board of Directors is entitled to solicit shareholders' written opinions to approve resolutions or decisions of the General Meeting of Shareholders at any time deemed necessary for the interest of MSB, except as otherwise provided in Points a, d, f, and r, of 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.
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;

[14] Article 149 of the Law on Enterprises 2020; Article 67 of the Law on Credit Institutions 2024

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;

   f) Full name and 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. 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[15].
9. 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[16].
10. Within fifteen (15) business days from the vote counting conclusion, the vote counting report and adopted resolutions shall be delivered to shareholders or published on MSB's website.
11. All resolutions adopted by written opinion shall be submitted to the State Bank of Vietnam within fifteen (15) business days from the vote counting conclusion[17].

[15] Clause 4, Article 148 of the Law on Enterprises 2020

[16] Clause 6, Article 148 of the Law on Enterprises 2020

12. 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 18. Notification of Resolutions of General Meeting of Shareholders[18]

Within fifteen (15) days from the date of conclusion of each General Meeting of Shareholders or from the date of completion of vote counting in the cases where written opinions shall be collected, MSB shall deliver all resolutions and decisions approved by such General Meeting of Shareholders both to the shareholders entitled to attend the meeting or the shareholders consulted in writing, and to the State Bank of Vietnam. The delivery of resolutions to shareholders may be substituted by publishing them on MSB's official website.

Article 19. Request for Annulment of Resolutions or Decisions of General Meeting of Shareholders[19]

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 19.2.
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 the Charter;

b) The terms of the resolution or decision violate the law or the Charter.

Chapter III:
BOARD OF DIRECTORS

Article 20. Roles, Rights, Duties, and Powers of the Board of Directors

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.
2. The Board of Directors:

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[17] Article 68 of the Law on Credit Institutions 2024

[18] Clause 5, Article 148 of the Law on Enterprises 2020; Article 68 of the Law on Credit Institutions 2024

[19] Article 151 of the Law on Enterprises 2020

a) 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.
b) shall decide on the establishment of branches, representative offices, and non-business units of MSB.
c) 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.
d) 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.
e) shall appoint representatives to represent MSB's capital interests in other enterprises and credit institutions.
f) 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.
g) 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.
h) shall approve, in principle, the launch of new products or entry into new markets as proposed by the CEO.
i) shall approve capital plans submitted by the CEO.
j) 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.
k) 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.

l) shall approve other contracts or transactions with a value from 10% or more of MSB's charter capital that are recorded in the most recent audited financial statement.

m) shall review, supervise, and direct the CEO in performing assigned duties, and shall annually evaluate the performance of the CEO.

n) shall issue Financial Management Regulations, standards of professional ethics, except for standards of professional ethics applicable to members of the Supervisory Board and internal auditors, and internal regulations relating to the organization, governance, and operations of MSB in accordance with applicable laws, except for matters that fall within the authority of the General Meeting of Shareholders or the Supervisory Board, including the authority to decide on compensation and/or indemnification for damages and losses arising in the course of business activities and the handling of risks. The Board of Directors may delegate the authority to issue internal regulations to other competent authorities within MSB.

o) shall decide on risk management policies and shall supervise the implementation of risk prevention measures adopted by MSB.

p) shall review and approve annual reports and yearly reports on the results of self-inspection and assessment of control activities.

q) shall issue standards of professional conduct, except for standards of professional conduct applicable to members of the Supervisory Board and internal auditors).

r) shall decide on the offering of new shares within the number of authorized shares.

s) shall determine offering prices for MSB's shares and convertible bonds.

t) shall decide on the buyback or redemption of shares, as applicable, in accordance with approved plans.

u) shall propose plans for profit distribution and amounts of dividend to be paid, or the handling of losses arising in the course of business activities, and, after obtaining approval by Annual General Meetings of Shareholders, distribute dividends to shareholders in accordance with applicable laws.

v) 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.

w) 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.

x) 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.

y) shall organize, monitor, and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors.

z) 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.

aa) shall treat all shareholders fairly and equally, and shall respect the interests of MSB's stakeholders.

bb) shall ensure that MSB's activities comply with applicable laws, the Charter, and MSB's internal regulations.

cc) 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 21. Rights and Obligations of Members of the Board of Directors[20]

1. Members of the Board of Directors shall, in a truthful and careful manner and in the best interest of MSB and its shareholders, exercise their rights and perform their obligations in accordance with the internal regulations set forth by the Board and assignments by the Chairman; independent directors shall uphold their independence in the course of exercising their rights and obligations; and all members shall be responsible for the exercise of their rights and performance of duties.
2. Members of the Board of Directors shall review audited financial statements prepared by independent auditors and provide opinions, or ask executives, independent auditors, or internal auditors, to explain or clarify issues associated with the reports.
3. Members of the Board of Directors shall request the Chairman convene extraordinary meetings.
4. Members of the Board of Directors shall attend meetings of the Board, shall discuss and vote on matters within the duties and powers of the Board as prescribed by law and as specified in the Charter; and shall be liable to the law, the General Meeting of Shareholders, and the Board of Directors, for their decisions. In the event of a conflict of interest in the matters to be voted on, the relevant members may not participate in the voting.
5. Members of the Board of Directors may not authorize another person to attend a Board meeting to vote on matters specified in Clauses 1, 3, 4, 6, 7, 11, 12, 14, 15, 16, and 20 of Article 53 of the Charter.
6. Members of the Board of Directors shall put into action resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

[20] Article 72 of the Law on Credit Institutions 2024

7. Members of the Board of Directors shall provide explanations to the General Meeting of Shareholders and the Board of Directors about the performance of assigned duties upon request.
8. Members of the Board of Directors may be provided with information and documents relating to the financial situation and business operations of MSB and its subsidiaries.
9. Members of the Board of Directors shall, in a timely and complete manner, report to the Board of Directors any remuneration received from subsidiaries, affiliates, and other entities where they act as appointed representatives of capital contributions made by MSB (if applicable).
10. Members of the Board of Directors shall submit reports to the State Securities Commission, the Stock Exchange, and disclose or otherwise make publicly available information when conducting transactions involving MSB-issued shares in accordance with applicable laws.
11. Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board.
12. Members of the Board of Directors shall exercise such other rights and fulfill such other obligations as may be provided by law and as may be prescribed in the Charter.

Article 22. Term, Structure, and Composition of Board of Directors[21]

1. 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 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.
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 directors, and two-thirds (2/3) of the directors shall be be independent directors and non-executive directors.
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

[21] Managers, executives, and holders of other positions of MSB who were elected or appointed prior to July 1, 2024, but fail to satisfy the provisions set forth in Articles 39, 40, 41, and 42 of MSB's Charter, may continue to hold their positions until the end of their terms of office or the expiration of their elected or appointed terms (Clause 8, Article 210 of the 2024 Law on Credit Institutions).

the capital contributions made by a State-owned corporate or the receiving party(-ies) for compulsory transfer(s) of shares.

4. 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.

Article 23. Qualifications of Members of Board of Directors

1. Each member of the Board of Directors may not be subject to ineligibility or disqualification as specified in Article 39.1 and Article 39.2 of the Charter.
2. Each member of the Board of Directors shall possess professional ethics defined by the Governor of the State Bank of Vietnam.
3. Each member of the Board of Directors shall earn a bachelor's degree or higher.
4. 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[22].
5. For independent directors: In addition to the qualifications and requirements specified in Article 23.1, Article 23.2, Article 23.3, and Article 23.4, the following criteria must also be satisfied:

a) Independent directors are not currently working for MSB or any of its subsidiaries, or must not have worked for MSB or any of its subsidiaries in the past three (03) consecutive preceding years;

b) Independent directors do not regularly earn salary or remuneration from MSB other than the remuneration that members of the Board of Directors are entitled to;

c) Independent directors do not have a spouse, parent, child, sibling, or in-laws who is a material shareholder of MSB, a manager, a controller, or a member of the Supervisory Board of MSB or any of its subsidiaries;

d) Independent directors do not have MSB-issued shares that represent ownership of MSB and, together with their related persons, do not directly or indirectly own 1% or more of MSB's charter capital shares or voting shares; and

e) Independent directors are not, at any time, managers or a members of the Supervisory Board of MSB in the past five (05) consecutive preceding years.

[22] Article 41 of the Law on Credit Institutions 2024

Article 24. Nomination and Self-Nomination for Board of Directors

1. Shareholders or groups of shareholders holding 5% or more of the total ordinary share capital have the right to self-nominate or nominate candidates for the Board of Directors as follows: [23]

a) Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting share capital may nominate up to one (01) candidate;

b) Shareholders or groups of shareholders holding from 10% to less than 30% may nominateup to two (02) candidates;

c) Shareholders or groups of shareholders holding from 30% to less than 40% may nominate up to three (03) candidates;

d) Shareholders or groups of shareholders holding from 40% to less than 50% may nominate up to four (04) candidates;

e) Shareholders or groups of shareholders holding from 50% to less than 60% may nominate up to five (05) candidates;

f) Shareholders or groups of shareholders holding from 60% to less than 70% may nominate up to six (06) candidates;

g) Shareholders or groups of shareholders holding from 70% to less than 80% may nominate up to seven (07) candidates;

h) Shareholders or groups of shareholders holding from 80% to less than 90% may nominate up to eight (08) candidates.

Shareholders actings as a group to nominate shall give other attending shareholders notice to that effect before the the General Meeting of Shareholders is called to order.

If the number of nominations or self-nominations is less than the number permitted by the Charter (including independent directors of the Board of Directors), or the candidates do not satisfy the qualifications and eligibility requirements, the vacancies shall be nominated by the Board of Directors and expressly announced before the General Meeting of Shareholders elects members of the Board by vote in accordance with the law. The election shall be carried out as set out in Article 38 of the Charter and as instructed by the State Bank of Vietnam from time to time[24].

2. 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, 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.

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

[24] Article 115 of the Law on Enterprises 2020

3. 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.
4. 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).
5. Once the list of candidates for the Board of Directors 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, loyal, and careful manner in the best interest of MSB if elected to the Board of Directors. 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, other managerial roles, and on any interests related to MSB (if any).

Article 25. Election of Members of the Board of Directors

The list of candidates proposed for election as members of the Board of Directors 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.

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.

Article 26. Automatic Disqualification, Resignation, Removal, and Election of Additional Members, of Board of Directors

1. Members of the Board of Directors shall be automatically disqualified if[25]:

[25] Clause 1, Article 45 of the Law on Credit Institutions 2024

a) they are or become ineligible or disqualified for such position as provided by law and as set out in Article 39 of the Charter;
b) they represent the capital contributions made by an entity shareholder that ceases to exist;
c) they cease to be an authorized representative of an entity shareholder;
d) they are expelled or deported from the territory of the Socialist Republic of Vietnam;
e) MSB has its License for Establishment and Operations revoked; or
f) they pass away.

2. Members of the Board of Directors shall be removed if[26]:

a) they voluntarily resign from membership by submitting a resignation letter, expressly specifying the reasons, to the Board of Directors;
b) they fail to engage in any activities of the Board for six (06) consecutive months, save for force majeure events;
c) they fail to satisfy the criteria and conditions set out in Article 25 hereof;
d) any of the independent directors fails to satisfy the terms and provisions of Article 42, Article 40.2, and Article 41.1 of the Charter; or
e) such other cases as may be provided by law and, where applicable, as may be prescribed in the Charter.

3. [27]Election of additional members:

a) the number of members of the Board of Directors is less than the legal minimum; or
b) in such other cases as may be provided by law.

Article 27. Notification of Election, Resignation, and Removal of Members of Board of Directors

1. MSB shall, no later than ten (10) days upon election of members of the Board of Directors in General Meetings of Shareholders, deliver to the State Bank of Vietnam written notice listing the elected individuals.[28]
2. The Board of Directors of MSB shall, within ten (10) days upon passing of the resolution on resignation or removal of positions set out in Article 27.1, deliver to the State Bank of Vietnam a written report, together with relevant supporting documents[29].
3. The Board of Directors of MSB shall, within five (05) business days upon the removal of status as a Board member due to automatic disqualification, deliver to the State Bank of Vietnam a written report, together with relevant supporting documents, expressly specifying the foregoing removal in accordance with Points

[26] Article 46 of the Law on Credit Institutions 2024
[27] Article 50 of the Law on Credit Institutions 2024
[28] Article 44 of the Law on Credit Institutions 2024
[29] Article 46 of the Law on Credit Institutions 2024

a, b, c, d, and f, Clause 1, Article 26 of this Corporate Governance Charter. The Board shall be responsible for the accuracy and truthfulness of this report[30].

Article 28. Election, Release from Office, and Removal of Chairman of Board of Directors

1. The Board of Directors may elect, release from office, and remove the Chairman of the Board of Directors.
2. The first meeting of the Board of Directors serving a new term, for the purpose of electing the Chairman and making other decisions within its powers, shall be held within seven (07) business days as of the date the Board of Directors of that term is elected. This meeting shall be convened and chaired by the member receiving the highest number of votes. If there is more than one (01) member with the highest and equal number of votes, the members shall, by majority vote, select one (01) among such members to convene and chair the meeting of the Board of Directors.
3. If the Chairman of the Board of Directors resigns or is removed, the remaining members of the Board of Directors shall convene a meeting to elect a new Chairman from among themselves by majority approval. If the remaining number of members of the Board of Directors is less than the legal minimum, the Board shall elect additional members and the Chairman in accordance with the Charter and relevant laws.

Article 29. Remuneration and Other Benefits of Members of Board of Directors

Remuneration, bonuses, and other benefits for members of the Board of Directors shall be considered and decided by the General Meeting of Shareholders in accordance with the business results and performance of the fiscal year in compliance with applicable laws.

Article 30. Support Structure of the Board of Directors

1. The Board of Directors shall have a Secretary to support and facilitate its activities. The Secretary's functions and duties and responsibilities shall be determined by the Board of Directors.
2. 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 determined by the Board of Directors in accordance with the applicable rules and regulations set out by the Governor of the State Bank of Vietnam.

[30] Clause 2, Article 45 of the Law on Credit Institutions 2024

3. 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.
4. The Board of Directors shall use the official seal or stamp of MSB to perform their duties and exercise their powers.

Article 31. Meetings of the Board of Directors[31]

1. The Board of Directors may hold regular or extraordinary meetings at MSB's headquarters or otherwise.

a) The Chairman may convene regular meetings whenever deemed necessary, and such meetings are to be held no less than once per quarter, either virtually or otherwise permitted by law.

b) The Chairman, or any Board member duly authorized by the Chairman, may convene extraordinary meetings whenever deemed necessary.

c) The Chairman, or any member of the Board of Directors duly authorized by the Chairman, may convene a Board meeting
- at the request of the Supervisory Board or an independent member of the Board;
- at the request of the CEO or no less than five (05) other Managers of MSB; or
- 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.

2. 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 1 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.
3. 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.
4. 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.

[31]Điều 157 Luật DN 2020 và Khoản 2 Điều 277 Nghị định số 155/2020/NĐ-CP

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.

5. 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.
6. Members of the Supervisory Board and the CEO, if not Board members, may attend Board meetings and participate in discussions but may not vote.

Article 32. Conditions for Holding Meetings of Board of Directors

A Meeting of the Board of Directorsmay take place when three-quarters (3/4) of the Board members or more are present. If the quorum is not established at the original meeting as defined by applicable law, another meeting may be called within seven (07) days from the scheduled original meeting. Such another meeting may take place when more than half (50%) of the Board members are present.

Board meetings may be held virtually, the members may exercise voting rights by electronic means, or using other electronic means in accordance with the Charter on Organization and Operation of the Board of Directors.

Article 33. Voting at Meetings of Board of Directors

1. If a Board member fail to attend a meeting in person due to force majeure events and is not subject to any restrictions on authorization, they may authorize another Board member to attend and vote on their behalf, provided that such authorization is consented to by the majority of the Board of Directors and no less than third-quarters (3/4) of the Board members are present at the meeting or cast their votes by post, by fax, by email, by electronic means, or otherwise. A decision may be passed if approved by the majority of members present. In the event of a tie, the opinion of the Chair shall prevail.
2. Voting:

a) Except as provided in Article 33.2(b), each Board member, or its authorized person, present at the meeting in person as an individual has one (01) vote.

b) A Board member may not vote on contracts, agreements, transactions, or proposals from which they, or their related persons, derive interests that conflict or may conflict with the interests of MSB.

Article 34. Minutes of Meetings of the Board of Directors[32]

[32]Article 158 of the Law on Enterprises 2020

1. Matters discussed in all meeting of the Board of Directors shall be recorded in the minute book, and may also be recorded and stored in audio or other electronic formats. Meeting minutes shall mainly contain:

a) Full name, head office address, and business registration certificate number/certificate of incorporation number of MSB;
b) Purpose and agenda of the meeting;
c) Date, 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;
f) Summary of opinions of each member present in the order in which they were made;
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 35. Solicitation of Members of Board of Directors' Written Opinions

Written opinions of members of the Board of Directors shall be solicited in accordance with the Charter and the Rules of the Organization and Operation of the Board of Directors.

Article 36. Adoption of Resolutions by Board of Directors

1. A resolution of the Board of Directors shall be adopted with the approval of votes, including proxy votes. In the event of a tie, the opinion of the Chairman of the Board of Directors, or of the person duly authorized by the Chairman to chair the meeting, shall prevail.
2. Resolutions of the Board of Directors shall become effective as of the date of adoption unless otherwise specified in the relevant document.

Chapter IV:
SUPERVISORY BOARD

Article 37. Roles, Rights, Duties and Responsibilities of the Board of Supervisors

1. The Supervisory Board is responsible for overseeing, monitoring, measuring, and evaluating the adherence of the General Meeting of Shareholders and the Board of Directors to applicable laws, internal regulations, the Charter, and resolutions..
2. Duties and powers of the Supervisory Board:

a) To supervise the governance and executive activities of MSB in accordance with the law, internal regulations, the Charter, and resolutions/decisions of the General Meeting of Shareholders and the Board of Directors; be accountable to the General Meeting of Shareholders for the performance of assigned duties and powers in accordance with the law and the MSB Charter.

b) The Supervisory Board shall issue their internal regulations and standards of professional ethics applicable to their members and internal auditors, and shall annually review their internal regulations and MSB's accounting and reporting regulations.

c) To organize internal audits; be entitled to full, accurate, and timely access to information and documents relating to MSB's governance and operations; use MSB's resources to carry out assigned duties and powers; hire experts, independent consultants, and external entities while remaining responsible for the execution of the Board's duties.

d) The Supervisory Board shall monitor MSB's financial condition and appraise MSB's financial statements for the first six (06) months of the year and annual financial statements, shall report to the General Meeting of Shareholders on the results of the appraisal of the financial statements, and shall assess the

reasonableness, legitimacy, truthfulness, and prudence in accounting, statistical, and financial reporting activities. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.

e) To supervise the adoption and implementation of investment projects, purchase and sale of fixed assets, and contracts or transactions under the authority of the General Meeting of Shareholders and the Board of Directors; to annually report supervisory results to the General Meeting of Shareholders and the Board of Directors.

f) To supervise compliance with Chapter VII of the Law on Credit Institutions concerning limitations and restrictions to ensure the safety of credit institution operations.

g) To examine accounting books, other documents, and management activities of MSB when deemed necessary or in the following cases:

- At the request of the General Meeting of Shareholders;
- At the request of the State Bank of Vietnam or material shareholders/groups of material shareholders in accordance with the law. The examination shall be conducted within seven (07) business days upon receipt of the request. Within fifteen (15) days upon completion of the examination, the Supervisory Board shall report and explain the findings to the requesting entity/individual.

h) To promptly notify the General Meeting of Shareholders and the Board of Directors upon awareness or detection of any violations by any of MSB's managers or executives of law, the Charter, internal regulations, resolutions, or decisions; request the violator cease such offense and remedy any consequences (if applicable).

i) To compile a list of shareholders owning 1% or more of charter capital, related persons of the Board members, the Supervisory Board members, and the CEO of MSB; keep and update changes to this list.

j) To propose extraordinary meetings of the Board of Directors or request the Board convene an extraordinary General Meeting of Shareholders in accordance with the Charter and the law.

k) To convene an extraordinary General Meeting of Shareholders in the cases where the Board of Directors issues resolutions/decisions that seriously violate the law or exceed its authority, or in other cases as provided in the Charter.

l) To appoint, accespt resignation, discipline, suspend, and determine salaries and other benefits of internal audit personnel.

m) To promptly report to the State Bank of Vietnam any violations specified in Clauses 6, 8, and 11 of Article 62 of the Charter or violations related to ownership ratios, capital contributions, or related persons under the law.

n) The Supervisory Board shall issue, amend, and supplement the annual internal

audit plan.

o) The Supervisory Board shall approve reports on internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, ad-hoc internal audit reports, and any other report in accordance with applicable regulations.

p) The Supervisory Board shall perform senior management oversight of the Internal Audit Department's compliance with the applicable regulations governing the powers and responsibilities of the Internal Audit Department and internal auditors.

q) The Supervisory Board shall supervise and assess compliance with standards of professional ethics by members of the Supervisory Board and internal auditors.

r) To perform other duties and powers as prescribed by law (if any).

Article 38. Rights and Obligations of Members of Supervisory Board[33]

1. Members of the Supervisory Board shall adhere to applicable laws, the Charter, internal regulations set forth by the Supervisory Board, perform tasks and duties assigned by the Chairman of the Supervisory Board to exercise the rights and perform the responsibilities of the Supervisory Board in a truthful and careful manner in the best interest of MSB; be responsible for the exercise and performance of their rights and obligations.
2. Members of the Supervisory Board shall elect one member to serve as the Chairman of the Supervisory Board.
3. Members of the Supervisory Board shall request that the Chairman of the Supervisory Board convene extraordinary meetings of the Supervisory Board.
4. Members of the Supervisory Board shall supervise and oversee business activities, inspect accounting books and records, asset records, and financial reports, and propose remedial action.
5. Members of the Supervisory Board shall request managers report and explain the financial status, business results of subsidiaries, investment and development plans/projects/programs, and other decisions in relation to MSB's management and operations.
6. Members of the Supervisory Board shall request managers, executives, employees, and officers of MSB provide data and explanations on business activities necessary to perform assigned duties.
7. Members of the Supervisory Board shall report to the Chairman of the Supervisory Board about any unusual financial activities at MSB and be responsible for their assessments and conclusions.
8. Members of the Supervisory Board shall attend meetings of the Supervisory Board, discuss and vote on matters within the Board's powers, except in cases of conflict of interest.

[33] Điều 54 Luật CTCTD 2024

9. Members of the Supervisory Board shall exercise such other rights and have such other obligations as may be provided by law and as may be defined in the Charter (where applicable).

Article 39. Term, Structure, and Composition of Supervisory Board[34]

1. The Supervisory Board 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 Supervisory Board. Any member appointed or elected as an additional or replacement member shall serve for a term equal to the remaining term of the current Supervisory Board. The outgoing Supervisory Board shall continue to serve until the new Supervisory Board assumes its duties.
2. The Supervisory Board shall consist of no less than five (05) members.

Article 40. Qualifications of Members of Supervisory Board[35]

1. Each member of the Supervisory Board may not be subject to ineligibility or disqualification as specified in Article 39.1 of the Charter.
2. Each member of the Supervisory Board shall have professional ethics defined by the Governor of the State Bank of Vietnam.
3. Each member of the Supervisory Board shall earn a bachelor's degree in one of the fields of finance, banking, economics, business administration, law, accounting, and auditing.
4. Each member of the Supervisory Board shall have no less than three (03) years' direct working experience in finance, banking, accounting, and auditing.
5. Each member of the Supervisory Board may not be a related person of any of managers of MSB.
6. The Chairman of the Supervisory Board shall be domiciled in Vietnam during their term of office.
7. Each member of the Supervisory Board shall satisfy any other standard and condition in accordance with applicable laws.

Article 41. Nomination and Self-Nomination for Supervisory Board

1. Shareholders or groups of shareholders holding 5% or more of the total ordinary share capital have the right to self-nominate or nominate candidates for the Supervisory Board as follows[36]:

a) Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting share capital may nominate up to one (01) candidate;

b) Shareholders or groups of shareholders holding from 10% to less than 30% of the

[34] Article 51 of the Law on Credit Institutions 2024
[35] Article 41 of the Law on Credit Institutions 20242024
[36] Clause 10 Article 61 of the Law on Credit Institutions 2024 and Article 115 of the Law on Enterprises 2020

total voting share capital may nominate up to two (02) candidates;

c) Shareholders or groups of shareholders holding from 30% to less than 40% of the total voting share capital may nominate up to three (03) candidates;

d) Shareholders or groups of shareholders holding from 40% to less than 50% of the total voting share capital may nominate up to four (04) candidates;

e) Shareholders or groups of shareholders holding from 50% to less than 60% of the total voting share capital may nominate up to five (05) candidates;

f) Shareholders or groups of shareholders holding from 60% to less than 70% of the total voting share capital may nominate up to six (06) candidates;

g) Shareholders or groups of shareholders holding from 70% to less than 80% of the total voting share capital may nominate up to seven (07) candidates;

h) Shareholders or groups of shareholders holding from 80% to less than 90% of the total voting share capital may nominate up to eight (08) candidates;

i) If the number of nominated candidates is less than the number permitted by the Charter, vacancies shall be nominated by the Supervisory Board as defined in Article 38 of the Charter and as instructed by the State Bank of Vietnam from time to time[37].

2. Ordinary shareholders acting as a group to nominate shall give other shareholders attending the General Meeting of Shareholders notice to that effect before the meeting is called to order. Prior to the commencement of the General Meeting of Shareholders, the Board of Directors shall notify shareholders who have the right to attend the meeting of the anticipated number of Supervisory Board members to be elected or appointed, or elected or appointed as additional members, to the Supervisory Board. The Board of Directors shall further announce the deadline for submission of the lists of candidates and the eligibility criteria and qualification for such positions, so that shareholders may nominate candidates or self-nominate in accordance with applicable laws.

3. 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 Supervisory Board from shareholders or if the candidates fail to satify the required qualifications and eligibility criteria, the incumbent Supervisory Board shall nominate additional or replacement candidates for such vacancies. Such nominations by the Supervisory Board shall be clearly disclosed before the General Meeting of Shareholders elects members of the Supervisory Board by vote as provided by law.

4. The Board of Directors shall inform the shareholders or group of shareholders

[37] Article 115 of the Law on Enterprises 2020

having nominated the candidates who fail to meet the qualifications and eligibility criteria of the reason(s).

5. Once the list of Supervisory Board candidates has been finalized, MSB shall make publicly available information relating to the candidates no later than ten (10) days prior to the General Meeting of Shareholders on its official website, allowing shareholders to learn about the information before casting their votes. 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 the Board of Directors or Supervisory Boards of other companies);
e) Interests related to MSB and its related parties;
f) Other relevant information (if any) in accordance with the Charter.

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

Article 42. Election of Members of the Supervisory Board

1. The list of candidates to be elected as members of the Supervisory Board shall be approved in writing by the State Bank of Vietnam (SBV) prior to election. Only so approved candidates may be elected as members of the Supervisory Board.
2. 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.
3. The winning candidates are those who receive the highest number of votes, starting with the candidate receiving the most votes until the threshold 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.

Article 43. Automatic Disqualification, Resignation, Removal, and Election of Additional Members, of Supervisory Board

1. Members of the Supervisory Board shall be automatically disqualified if[38]:

a) they are or become ineligible or disqualified for such position as provided by law and as set out in Article 39 of the Charter;

[38] Khoản 1 Điều 45 Luật CTCTD 2024

b) they represent the capital contribution made by an entity shareholder that ceases to exist;

c) they cease to be an authorized representative of an entity shareholder;

d) they are expelled or deported from the territory of the Socialist Republic of Vietnam;

e) MSB has its License for Establishment and operation license is revoked; or

f) they die.

2. Members of the Supervisory Board may resign or shall be removed if[39]:

a) they voluntarily resign from membership by submitting a resignation letter, expressly specifying the reason, to the Board of Directors and Supervisory Board;

b) they fail to engage in any activities of the Supervisory Board for six (06) consecutive months, save for force majeure events;

c) they fail to satisfy the criteria and conditions set out in Article 42 hereof; or

d) such other cases as may be provided by law and, where applicable, as may be prescribed in the Charter.

3. Election of additional members:

a) The number of Supervisory Board members falls below the minimum number required in the Charter. Except as provided in Clause 5, Article 166 of the Law on Credit Institutions, within ninety (90) days from the date of vacancy, MSB shall elect additional members to meet the minimum number requirement; or

b) such any other case as may be provided by law.

Article 44. Notification of Election, Resignation, and Removal of Members of Supervisory Board

1. MSB shall, no later than ten (10) days upon election of members of the Supervisory Board, deliver to the State Bank of Vietnam written notice listing the elected individuals. [40]

2. The Board of Directors of MSB shall, within ten (10) days upon passing of the resolution on resignation or removal of positions set out in Article 44.1, deliver to the State Bank of Vietnam a written report, together with relevant supporting documents[41].

3. The Board of Directors of MSB shall, within five (05) business days upon the removal of status as members of the Supervisory Board due to automatic disqualification, deliver to the State Bank of Vietnam a written report, together with relevant supporting documents, expressly specifying the foregoing removal in accordance with Points a, b, c, d, f, and g of Clause 1, Article 43 of this Corporate

[39] Điều 46 Luật CTCTD 2024

[40] Article 44 of the Law on Credit Institutions 2024

[41] Article 46 of the Law on Credit Institutions 2024

Governance Charter. The Board shall be responsible for the accuracy and truthfulness of the report[42].

Article 45. Remuneration and Other Benefits of Members of Supervisory Board

Remuneration, bonuses, and other benefits for members of the Supervisory Board shall be considered and decided by the General Meeting of Shareholders based on the business performance and results of the financial year, in accordance with applicable laws.

Chapter V:
ORGANIZATION AND WORKINGS OF INTERNAL AUDIT FUNCTION

Article 46. Structure of Internal Audit Function[43]

1. The Internal Audit Function of MSB is subject to supervision by the Supervisory Board and conducts MSB's internal audits.
2. Internal audit results shall be reported to the Supervisory Board and delivered to the Board of Directors and the Chief Executive Officer (CEO) of MSB.

Article 47. Rights and Responsibilities of Internal Audit Function

On the principles of independence, objectivity, and professionalism, the Internal Audit function shall conduct internal audits of the MSB's headquarters, branches, and other dependent units; oversee, monitor, assess, and evaluate the execution of recommendations made by the Supervisory Board to the Board of Directors, the Chief Executive Officer (CEO), individuals, and departments; execute or put into practice the recommendations made by the State Bank of Vietnam (SBV), independent audit firms, and other competent authorities regarding internal audit; prepare internal audit reports in accordance with applicable regulations; develop and review for submission to the Supervisory Board the issuance of, amendment(s) and/or supplement(s) to, the code of professional ethics for members of the Supervisory Board and internal auditors in accordance with applicable regulations, the internal regulations of the Supervisory Board, and the internal audit plan; and perform other tasks as assigned by the Supervisory Board.

Chapter VI:
SELECTION, APPOINTMENT, AND REMOVAL OF EXECUTIVES OF MSB EXECUTIVES

[42] Clause 2, Article 45 of the Law on Credit Institutions 2024
[43] Article 58 of the Law on Credit Institutions 2024

Article 48. Role, Responsibilities, Duties, Rights, and Obligations of the Chief Executive Officer[44]

1. The Chief Executive Officer (CEO) is the highest-ranking executive of MSB, subject to supervision by the Board of Directors and the Supervisory Board, and is responsible to the Board of Directors and to the law for the exercise of powers and performance of duties in accordance with the law and the Charter.
2. Rights and obligations of the CEO[45]:

a) The CEO shall organize and ensure that the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors are put into action.

b) The CEO may and shall decide on matters within their authority and powers in relation to the daily business operations of MSB.

c) The CEO shall develop and maintain an effective internal control system.

d) The CEO shall prepare and submit financial statements for approval by the Board of Directors or the competent authority; be responsible for the accuracy and truthfulness of financial reports, statistical reports, settlement data, and other financial information.

e) The CEO may and shall issue, within their authority, internal regulations and rules; procedures and workflows for the operation of the business management system and management information system.

f) The CEO shall report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, and competent state agencies on MSB's operations and business results.

g) The CEO may and shall decide to apply measures beyond their authority in cases of natural disasters, enemy sabotage, fire, incidents, and be responsible for those decisions, and promptly report to the Board of Directors.

h) The CEO shall propose new product plans or entry into new markets for approval by the Board of Directors.

i) The CEO shall recommend and propose organizational and managerial structures of MSB for decision-making by the Board of Directors or the General Meeting of Shareholders as authorized.

j) The CEO may request extraordinary meetings of the Board of Directors be convened.

k) The CEO shall appoint, release from office, or remove management and executive titles of MSB, except for titles under the authority of the General Meeting of Shareholders or the Board of Directors.

l) The CEO shall affix their signature to, or authorize the signing of, contracts or transactions on behalf of MSB according to the Charter and internal regulations.

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[44] Article 162 of the Law on Enterprises 2020

[45] Article 56 of the Law on Credit Institutions 2024 and Article 162 of the Law on Enterprises 2020

m) The CEO shall recommend profit distribution plans and solutions for handling business losses.

n) The CEO may and shall recruit employees; decide on salaries and allowances (if any) for employees under their authority; and

o) The CEO shall have such other rights and duties as may be provided by law, and as may be specified in the Charter and decisions of the Board of Directors.

Article 49. Qualifications of MSB's Executives[46]

1. **Qualifications and Requirements for the Chief Executive Officer (CEO):**

a) The CEO may not be subject to ineligibility or disqualification as specified in Article 39.1 and Article 39.2 of the Charter;

b) The CEO shall not be a related person of MSB's Managers, any member of the Supervisory Board of MSB, any appointed representative of the state capital interests in MSB, or any appointed representative of an enterprise's capital interests in MSB, in accordance with Point d, Clause 46, Article 4 of the Law on Securities.

c) The CEO shall have professional ethics defined by the Governor of the State Bank of Vietnam;

d) The CEO shall earn a bachelor's degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, and auditing;

e) The CEO shall have either no less than five (05) years' experience as a manager or executive of a credit institution; no less than five (05) years' experience as a General Director (Director) or Deputy General Director (Deputy Director) of a corporate whose charter capital is equal to or greater than the legal capital required for a commercial bank and no less than five (05) years' direct working experience in finance, banking, accounting, or auditing; or or no less than ten (10) years' direct working experience in finance, banking, accounting, or auditing; and

f) The CEO shall be domiciled in Vietnam during their term of office.

2. Standards and requirements for Deputy General Directors, Chief Accountant, Branch Directors, and General Directors (Directors) of each of MSB's subsidiaries:

a) The Chief Accountant, Branch Directors, and General Directors (Directors), of each of MSB subsidiaries may not be subject to the terms and provisions of Points a, b, c, d, e, f, of Clause 1 and Clause 2, Article 39 of the Charter;

b) Deputy General Directors of each of MSB subsidiaries may not be subject to the terms and provisions of Clause 1 and Clause 2, Article 39 of the Charter;

c) Deputy General Directors, the Chief Accountant, Branch Directors, and General Directors (Directors), of each of MSB subsidiaries shall either earn a bachelor's degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing, or their relevant professional area; or

[46] Article 41 of the Law on Credit Institutions 2024

earn a bachelor's degree in a field other than the foregoing fields and have no less than (03) years' direct working experience in finance, banking, or their relevant professional area;

d) Deputy General Directors, the Chief Accountant, Branch Directors, and General Directors (Directors), of each of MSB subsidiaries shall be domiciled in Vietnam during their term of office; and

e) The Chief Accountant position of each of MSB subsidiaries shall also meet the standards and conditions prescribed by the accounting law and must not be a spouse, parent, child, sibling of any member of the Board of Directors, or of MSB's CEO, or a spouse of any such person.

Article 50. Appointment of MSB's Executives[47]

1. The Board of Directors appoints the CEO for a term of no more than five (05) years. The person so proposed for appointment shall be approved in writing by the State Bank of Vietnam prior to official appointment. The Board of Directors shall notify the State Bank of Vietnam in writing within ten (10) days upon appointment[48].
2. The Board of Directors appoints, accepts resignation by, removes, disciplines, suspends, and decides on the remuneration and other benefits of the CEO, Deputy CEOs, and other executives in accordance with MSB's internal regulations.

Article 51. Employment Contracts with MSB's Executives[49]

The Board of Directors enters into, executes, and terminates employment contracts with the CEO and other executives in accordance with MSB's internal human resource management regulations.

Article 52. Automatic Disqualification, Resignation, and Removal of Chief Executive Officer

1. The CEO shall be automatically disqualified if[50]:

a) they are or become ineligible or disqualified for such position as provided by law and set out in Article 39 of the Charter;

b) they represent the capital contribution made by an entity shareholder that ceases to exist;

c) they cease to be an authorized representative of an entity organization;

d) they are expelled or deported from the territory of the Socialist Republic of Vietnam;

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[47] Article 70 of the Law on Credit Institutions 2024

[48] Clause 1, Article 55 of the Law on Credit Institutions 2024

[49] Point i, Clause 2, Article 153 of the Law on Enterprises 2020

[50] Clause 1, Article 45 of the Law on Credit Institutions 2024

e) MSB has its License for Establishment and operation license revoked;
f) their employment contract expires or terminates; or
g) they die.

2. The CEO may resign or shall be removed if[51]:

a) they voluntarily resign from membership by submitting a resignation letter, expressly specifying the reasons, to the Board of Directors and the Supervisory Board;
b) they fail to satisfy the terms and provisions of Article 50 of this Corporate Governance Charter; or
c) such other cases as may be provided by law and, where applicable, as may be prescribed in the Charter.

Article 53. Notification of Election, Resignation, and Removal of CEO

1. MSB shall, no later than ten (10) days upon election of theo CEO by the Board of Directors, deliver to the State Bank of Vietnam listing the elected individual[52].
2. The Board of Directors of MSB shall, within ten (10) days upon passing of the resolution on removal of the CEO, deliver to the State Bank of Vietnam a written report, together with relevant supporting documents[53].
3. The Board of Directors of MSB shall, within five (05) business days upon the removal of status as the CEO due to automatic disqualification, deliver to the State Bank of Vietnam a written report, together with relevant supporting documents, expressly specifying the foregoing removal in accordance with Points a, b, c, d, f, and g of Clause 1, Article 52 of this Corporate Governance Charter. The Board shall be responsible for the accuracy and truthfulness of the report[54].

Article 55. CEO's Salary

The CEO's salary shall be included in MSB's business expenses in accordance with the laws governing corporate income taxes, and shall be presented as a separate item in MSB's annual financial statements. This information shall also be reported to the General Meeting of Shareholders at its annual meetings.

Chapter VII:
COORDINATION OF ACTIVITIES BETWEEN BOARD OF DIRECTORS, SUPERVISORY BOARD, AND CEO

[51] Article 46 of the Law on Credit Institutions 2024
[52] Article 44 of the Law on Credit Institutions 2024
[53] Article 46 of the Law on Credit Institutions 2024
[54] Clause 2, Article 45 of the Law on Credit Institutions 2024

Article 55. Principles of Coordination

The Board of Directors, the Supervisory Board, and the CEO shall coordinate their activities based on the following principles:

1. They shall always coordinate in the best mutual interests of MSB;
2. They shall strictly comply with relevant legal regulations and MSB's internal rules;
3. They shall work with the highest sense of responsibility, honesty, cooperation, and shall maintain regular communication to resolve any obstacles or difficulties (if any).

Article 56. Coordination between the Board of Directors and the Supervisory Board

1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders upon request from the Supervisory Board.
2. The Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors upon request from the Supervisory Board. The request shall be made in writing, expressly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
3. The Chairman or the authorized member of the Board of Directors shall, within seven (07) business days upon receipt of any such request specified in Article 57.2, convene a Board of Directors meeting. If the Chairman or the authorized person fails to convene the meeting as requested, they shall be held liable for any losses and/or damages caused to MSB, unless due to force majeure events. In such cases, the requesting party has the right to convene the meeting, and the attending Board members shall elect the chair of the meeting by vote.
4. Meeting notice, ballots for Board member opinions, and accompanying documents shall be delivered to the members of the Supervisory Board at the same time and in the same manner as to the members of the Board of Directors.

   Members of the Supervisory Board have the right to attend and participate in discussions in meetings of the Board of Directors but may not vote.
5. Resolutions, decisions, and minutes of the General Meeting of Shareholders and the Board of Directors shall be delivered to members of the Supervisory Board at the same time and in the same manner as to shareholders and members of the Board of Directors.
6. Reports prepared by the CEO to the Board of Directors or other documents issued by MSB shall be delivered to members of the Supervisory Board at the same time and in the same manner as to the Board of Directors.
7. Members of the Supervisory Board have the right to access MSB's records and documents stored and archived at the headquarters, branches, and other locations;

and have the right to visit locations where MSB's managers and employees work during working hours.

8. The Board of Directors and its members shall present, in a complete, accurate, and timely manner, information and documents relating to MSB's management, administration, and business activities as requested by the Supervisory Board.
9. Members of the Supervisory Board shall promptly notify the Board of Directors when they are made aware of, or informed of, any violations by MSB managers or executives of the law, the Charter, internal regulations, or resolutions of the General Meeting of Shareholders or the Board of Directors; request the breaching party immediately cease the violations and propose solutions to remedy the consequences (if any).
10. The Board of Directors shall coordinate with the Internal Audit department during internal audits of senior management oversight of the Board of Directors.
11. The Board of Directors shall implement the recommendations made to them by the Supervisory Board in any reports on internal audit results, and shall notify the Supervisory Board of the results of such implementation.

Article 57. Coordination between the Board of Directors and the CEO

1. The CEO is the highest-ranking executive of MSB, subject to supervision by the Board of Directors and accountable to the Board of Directors and the law for the exercise of rights and performance of duties in accordance with legal regulations and the Charter.
2. The CEO is responsible for implementing the resolutions and decisions of the Board of Directors.
3. The CEO prepares and submits financial statements to the Board of Directors for approval or reporting to competent authorities; and is accountable for the accuracy and truthfulness of financial reports, statistical reports, final settlement figures, and other financial information.
4. The General Director reports to the Board of Directors on the operations and business results of MSB.
5. The CEO may take actions beyond their authority in case of natural disasters, enemy sabotage, fire, or emergencies, and shall be responsible for such decisions, and promptly report them to the Board of Directors.
6. The CEO proposes and recommends organizational and managerial structures of MSB to the Board of Directors for decision-making within their authority.
7. The Chairman of the Board of Directors shall convene an extraordinary Board meeting upon the CEO's request. The request shall be made in writing and shall specify the purpose, issues to be discussed, and decisions falling under the Board's authority.

8. The Chairman or the authorized member of the Board of Directors shall, within seven (07) business days upon receipt of any such request specified in Article 58.7, convene a Board meeting. If the Chairman or the authorized person fails to do so, they are liable for any resulting losses and/or damages to MSB, unless due to force majeure events. In such cases, the requesting party has the right to convene the meeting and attending Board members shall elect the meeting chair by vote.
9. The Chairman of the Board of Directors or the convening person shall send the meeting notice, ballot for Board member opinions, and accompanying documents to the CEO in the same manner as to Board members.

   If the CEO is not a Board member, they still have the right to attend Board meetings and participate in discussions, but may not vote.

Article 58. Coordination between the Supervisory Board and the CEO

1. The CEO is the highest-ranking executive of MSB and is subject to supervision by the Supervisory Board.
2. The CEO shall submit reports to the Supervisory Board on MSB's operations and business results.
3. Reports submitted by the CEO to the Supervisory Board or other documents issued by MSB shall also be delivered to members of the Supervisory Board at the same time and in the same manner as to the Board of Directors.
4. The General Director shall present, in a complete, accurate, and timely manner, information and documents relating to MSB's management, operations, and business activities as requested by the Supervisory Board.
5. The CEO shall coordinate with the Internal Audit Department during internal audits of senior management oversight of the CEO.
6. The CEO shall direct the Risk Management Department and relevant departments to provide all information on risks necessary to enable the Internal Audit Department to formulate the internal audit plan.
7. The CEO shall receive internal audit reports, organize the implementation of recommendations made to the CEO by the Supervisory Board in any reports on internal audit results, and report the results of such implementation to the Supervisory Board.

Chapter VIII:
ANNUAL EVALUATION OF REWARDS AND DISCIPLINARY ACTION FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CEO, AND OTHER EXECUTIVES OF MSB

Article 59. Methods of Performance Evaluation for Members of Board of Directors, Members of Supervisory Board, CEO, and Other Executives

1. Depending on the resolutions of the Board of Directors, the performance evaluation of members of the Board of Directors, members of the Supervisory Board, the CEO, and other executives may be carried out using one or more of the following methods:

a) Self-assessment reports;
b) Semi-annual performance evaluations;
c) Annual performance evaluations conducted at the end of the year;
d) Ad-hoc confidence voting or surveys; and/or
e) Other methods as decided by the Board of Directors from time to time.

2. The Board of Directors shall evaluate the performance of its members, the CEO, and other executives appointed by the Board.
3. The Supervisory Board shall evaluate the performance of its members and the Internal Audit function.

Article 60. Performance Evaluation Criteria

Performance evaluation criteria for members of the Board of Directors, members of the Supervisory Board, the CEO, and other executives include:

1. Results in fulfilling assigned tasks, including level of completion, volume, quality, and effectiveness of individual performance and the development and achievements of the respective unit.
2. Personal ethics, lifestyle, awareness, ideology, and compliance with MSB's Charter, internal regulations and policies, and applicable laws.
3. Willingness to learn and improve, honesty, openness to feedback, organizational awareness, discipline, and a sense of responsibility in fulfilling assigned duties and current roles.
4. Management capability, leadership style, and work attitude.
5. Team spirit, collaboration within and among units, and the level of trust from employees.

Article 61. Rewards

1. Members of the Board of Directors, members of the Supervisory Board, the CEO, and other executives who achieve outstanding results in governance, management, or other assigned tasks shall be considered for rewards in accordance with the law and MSB's internal regulations.
2. Reward types, specific criteria, and the procedures for reward consideration and granting shall be implemented in accordance with MSB's regulations on emulation and rewards applicable from time to time.

Article 62. Disciplinary Action

1. Members of the Board of Directors, members of the Supervisory Board, the CEO, and other executives who, during the course of performing their duties, violate the law, the Charter, or other relevant internal regulations shall, depending on the nature, severity, and impact of such violations, be subject to disciplinary action in accordance with applicable laws and MSB's internal regulations.
2. The principles of disciplinary action, types of disciplinary measures, and procedures for handling violations shall comply with applicable legal provisions and MSB's Internal Labor Regulations in effect from time to time.

Chapter IX:
SELECTION, APPOINTMENT, AND REMOVAL OF CORPORATE GOVERNANCE OFFICER

Article 63. Standards and Requirements of Corporate Governance Officer

The Corporate Governance Officer of MSB shall satisfy the following standards and requirements:

1. The Corporate Governance Officer shall have an understanding of legal concepts.
2. The Corporate Governance Officer may not concurrently work for the independent audit firm conducting the audit of MSB's financial statements [55].
3. The Corporate Governance Officer shall satisfy such other standards and requirements as may be provided by law, as may be defined in the Charter, and as may be prescribed in the resolutions of the Board of Directors.

Article 64. Rights and Obligations of the Corporate Governance Officer[56]

1. The Corporate Governance Officer shall advise the Board of Directors in organizing General Meetings of Shareholders and other relevant matters between MSB and its shareholders.
2. The Corporate Governance Officer shall arrange meetings of the Board of Directors, Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board.
3. The Corporate Governance Officer shall advise on meeting procedures.
4. The Corporate Governance Officer shall attend meetings.

[55] Clause 2, Article 281 of Decree No. 155/2020/ND-CP
[56] Clause 3, Article 281 of Decree No. 155/2020/ND-CP

5. The Corporate Governance Officer shall advise the Board of Directors on the procedures for drafting resolutions and decisions in accordance with applicable laws.
6. The Corporate Governance Officer shall provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board.
7. The Corporate Governance Officer shall supervise and report to the Board of Directors on MSB's public disclosures of information.
8. The Corporate Governance Officer shall serve as the point of contact with relevant concerned parties;
9. The Corporate Governance Officer shall maintain information confidentiality as required by law and as defined in the Charter;
10. The Corporate Governance Officer shall ensure that copies of all resolutions, decisions, meeting minutes of the General Meeting of Shareholders and meetings of the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are provided to the Supervisory Board members at the same time and in the same manner as they are provided to shareholders and members of the Board of Directors; and
11. The Corporate Governance Officer shall have other rights and obligations provided by law and defined in the Charter.

Article 65. Appointment of Corporate Governance Officer[57]

1. The Board of Directors shall appoint one (01) person or more to perform the duties of the Corporate Governance Officer and support the effective corporate activities at MSB.
2. The Corporate Governance Officer may concurrently serve as the Secretary of the Board of Directors in accordance with Clause 5, Article 156 of the Law on Enterprises.
3. The Corporate Governance Officer shall serve for such a term as may be determined by the Board of Directors, provided that such term does not exceed five (05) years.

Article 66. Removal of the Corporate Governance Officer

The Board of Directors may remove the Corporate Governance Officer of MSB when necessary, provided that such removal complies with applicable labor laws. The Board of Directors may, from time to time, appoint an Assistant for the Corporate Governance Officer.

[57] Clause 7, Article 278 and Clause 1, Article 281 of Decree 155/2020/ND-CP

Article 67. Notification of Appointment or Removal of Corporate Governance Officer

Within ten (10) business days upon passing by the Board of Directors of the resolution on the appointment or removal of the Corporate Governance Officer, such resolution shall be published by MSB on its official website.

Chapter X:
IMPLEMENTING PROVISIONS

Article 68. Implementing Provisions

1. This Corporate Governance Charter shall become effective as of ... pursuant to Resolution XX/NQ-ĐHĐCĐ issued on April XX, 2026 by the General Meeting of Shareholders, and shall replace and supersede Corporate Governance Charter number QC.HC.003 (08th edition) issued on April 21, 2025 by the Board of Directors pertaining to the organization and operation of the Board of Directors.
2. Any matters not covered herein shall be carried out in accordance with other relevant legal provisions and other relevant terms and provisions of the Charter . In the event that any provision of this Regulation is inconsistent with the law or the Charter, such provision shall automatically cease to be effective and the applicable legal or Charter provisions shall prevail. The drafting unit must promptly report the issue to the issuing authority for timely guidance and resolution.
3. Any amendment(s) and/or supplement(s) to, and/or replacement(s) of this Corporate Governance Charter shall be approved by the General Meeting of Shareholders.
4. The Board of Directors, the Supervisory Board, the Chief Executive Officer, Deputy CEOs, Heads of Divisions, and Leads of relevant Departments and Units shall be responsible for implementing this Corporate Governance Charter and putting it into practice.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

TRAN ANH TUAN

Recipients:
- Members of the BOD and SB;
- The CEO and Deputy CEOs;
- Specialized banks and Divisions;
- Branches;
- Departments, Offices, and Centers at the HO;
- Archived by the Secretariat and the Legal Advisory and Banking Governance Division.