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

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VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK

RULES
OF ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

REFERENCE NUMBER: QC.BM.006

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Hanoi, XX (month) XX (day), 2026

RULES
OF ORGANIZATION AND OPERATION
OF THE BOARD OF DIRECTORS

THE 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 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;
- Pursuant to Resolution XX/NQ-GMS issued on XX (month) XX (day), XXXX (year) by the General Meeting of Shareholders;
- For the purposes of MSB's corporate governance;

HEREBY PROVIDES AS FOLLOWS:

Article 1. Scope and Applicability

These Rules stipulate the principles, organizational structure, duties, assignment of duties, delegation of responsibilities, working procedures, and working relationships of the Board of Directors and their members at Vietnam Maritime Commercial Joint Stock Bank (MSB).

Article 2. Working Principles 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[1].

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

2. The Board of Directors shall operate on the principle of combining the collective leadership of the Board with the coordination of the Chairman of the Board. Members of the Board of Directors shall be individually accountable for their assigned duties and collectively accountable to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors in connection with MSB's development and growth.
3. All activities of the Board of Directors, their members, and their support structure, shall comply with applicable laws and the Charter.
4. The Board of Directors shall assign the Chief Executive Officer (the CEO) responsibility for organizing and managing the implementation of the Board's resolutions and decisions.

Article 3. Structure, and Composition of Board of Directors

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

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8. The Board of Directors shall have an assisting unit. The functions and duties of such unit shall be determined by the Board of Directors.
9. The Board of Directors shall establish Committees to assist the Board in performing its duties and exercising its powers, including the Risk Management Committee and the Human Resources Committee. The duties and powers of these two Committees shall be decided by the Board of Directors in accordance with the applicable rules and regulations set out by the Governor of the State Bank of Vietnam.
10. The Board of Directors shall appoint no less than one (01) person to perform the duties of the Corporate Governance Officer of MSB. The Corporate Governance Officer may concurrently serve as the Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

Article 4. Duties and Powers of the Board of Directors[2]

1. The Board of Directors shall submit to the General Meeting of Shareholders for decision or approval any matters within the duties and powers of the General Meeting of Shareholders.
2. The Board of Directors shall decide on the establishment of branches, representative offices, and non-business units of MSB.
3. The Board of Directors shall appoint, release from office, remove, discipline, suspend, and decide on remuneration, bonus, and other benefits for the CEO, Deputy CEOs, the Corporate Governance Officer, and other executive officers within its authority under MSB's internal regulations.
4. The Board of Directors shall approve plans for capital contribution to, purchase of shares or equity interests in, and sale of shares or equity, in other enterprises or credit institutions where the value of the capital contribution, the expected purchase price, or, in the case of a sale, the book value of the shares or equity interests, is less than 20% of MSB's charter capital as recorded in the most recent audited financial statement.
5. The Board of Directors shall appoint representatives to represent MSB's capital interests in other enterprises and credit institutions.
6. The Board of Directors shall approve any investment in, purchase of, or sale of, fixed assets where the value of the investment, the expected purchase price, or, in the case of a sale, the historical value of, any such fixed asset shall be equal to 10% or more of MSB's charter capital as recorded in the most recent audited financial statement, except for investments in, purchases of, and sales of fixed assets, that fall within the decision-making authority of the General Meeting of Shareholders.
7. The Board of Directors shall decide on credit extensions that fall within their authority and powers under the Law on Credit Institutions, except for contracts or transactions that fall within the decision-making authority of the General Meeting of Shareholders.

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[2] Article 70 of the Law on Credit Institutions 2024 and Clauses 2 and 3, Article 278 of Decree 155/2020/NĐ-CP

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8. The Board of Directors shall approve, in principle, the launch of new products or entry into new markets as proposed by the CEO.
9. The Board of Directors shall approve capital plans submitted by the CEO.
10. The Board of Directors shall approve MSB's restructuring plan associated with the handling of non-performing loans at the request of the State Bank of Vietnam, and approve/ratify other documents (if any) as required, from time to time, by competent State authorities.
11. The Board of Directors shall approve 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.
12. The Board of Directors shall approve other contracts or transactions with a value from 10% or more of MSB's charter capital as recorded in the most recent audited financial statement.
13. The Board of Directors shall review, supervise, and direct the CEO in performing assigned duties, and shall annually evaluate the performance of the CEO.
14. The Board of Directors 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.
15. The Board of Directors shall decide on risk management policies and shall supervise the implementation of risk prevention measures adopted by MSB.
16. The Board of Directors shall review and approve annual reports and yearly reports on the results of self-inspection and assessment of control activities.
17. The Board of Directors shall issue standards of professional conduct, except for standards of professional conduct applicable to members of the Supervisory Board and internal auditors).
18. The Board of Directors shall decide on the offering of new shares within the number of authorized shares.
19. The Board of Directors shall determine offering prices for MSB's shares and convertible bonds.
20. The Board of Director shall decide on the buyback or redemption of shares, as applicable, in accordance with approved plans.

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21. The Board of Directors 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.
22. The Board of Directors 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.
23. The Board of Directors 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.
24. The Board of Directors 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.
25. The Board of Directors shall organize, monitor, and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors.
26. The Board of Directors 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.
27. The Board of Directors shall treat all shareholders fairly and equally, and shall respect the interests of MSB's stakeholders.
28. The Board of Directors shall ensure that MSB's activities comply with applicable laws, the Charter, and MSB's internal regulations.
29. The Board of Directors shall perform other duties and exercise other powers as assigned by the General Meeting of Shareholders on a regular or case-by-case basis and as prescribed by law.

Article 5. Rights and Obligations of the Chairman of the Board of Directors[3]

1. The Chairman of the Board of Directors shall prepare the operating programs and plans of the Board and shall be responsible for the exercise of their rights and the performance of their obligations.
2. The Chairman shall convene and chair meetings of the Board.

[3] Article 71 of the Law on Credit Institutions 2024

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3. The Chairman shall, on behalf of the Board, sign documents falling within the authority of the Board.
4. The Chairman shall organize the adoption of resolutions and decisions of the Board of Directors.
5. The Chairman shall supervise, and organize the supervision of, the implementation of resolutions and decisions of the Board of Directors.
6. The Chairman shall chair meetings of the General Meeting of Shareholders.
7. The Chairman shall ensure that all members of the Board of Directors receive information in a complete, objective, and accurate manner, and they have sufficient time to discuss matters to be considered by the Board.
8. The Chairman shall assign duties to members of the Board of Directors, and such assignment to each member shall be made in writing and signed by the Chairman.
9. The Chairman shall supervise the exercise of the assigned rights and the performance of the assigned duties and obligations by members of the Board of Directors.
10. The Chairman shall annually assess the performance of each member of the Board of Directors and the Committees of the Board of Directors, and shall report the results of such assessment to the General Meeting of Shareholders.
11. In the event of the Chairman's absence or inability to perform their duties, the Chairman shall authorize in writing another member to exercise their rights and perform their obligations.
12. The Chairman shall exercise such other rights and perform such other obligations as are provided for by law and as prescribed by the Charter.

Article 6. Rights and Obligations of Members of Board of Directors[4]

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 the assignments made by the Chairman; independent directors shall uphold their independence in the course of exercising their rights and performing their 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 shall ask executive officers, 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] Article 72 of the Law on Credit Institutions 2024

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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 shall not participate in the voting.
5. Members of the Board of Directors shall 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 4 of these Rules.
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.
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 activities 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 perform such other obligations as may be provided by law and as may be prescribed in the Charter.

Article 7. Assignment of Duties to Members of the Board of Directors

1. The Chairman of the Board of Directors shall be responsible for, and generally manage, the activities of the Board and shall directly oversee certain areas of work. The Vice Chairman and other members of the Board are directly responsible for certain areas of MSB's activities, in accordance with the assignment of duties issued by the Board.
2. The Chairman shall directly assume responsibility for any areas of work that have not been assigned in writing to any Board member.
3. Members of the Board shall notify the Chairman of, and report to the Board, the results of their assigned duties.

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Article 8. Meetings of the Board of Directors

1. If the Board of Directors elects a Chairman, the first Board meeting for the term to elect the Chairman and make other decisions falling within their authority shall be held within seven (07) business days upon completion of the election of the Board for such term. This meeting shall be convened by the member who receives the highest number of votes. If more than one (01) member receives the same highest number of votes, the members shall, by majority vote, elect one (01) of them to convene the meeting.
2. The Board of Directors may hold regular or extraordinary meetings whenever deemed necessary, convened by the Chairman or by a member of the Board duly authorized by the Chairman. Regular meetings are to be held no less than once per quarter, either virtually or otherwise permitted by law.
3. The Board of Directors may hold meetings at MSB's headquarters or otherwise.
4. The Chairman, or any member of the Board duly authorized by the Chairman, may convene a Board meeting

   a) at the request of the Supervisory Board or an independent member of the Board;

   b) at the request of the CEO or no less than five (05) other Managers of MSB; or

   c) at the request of no less than two (02) members.

   Such request shall be made in writing, expressly stating the purpose, matters to be discussed and decided by the Board within their authority.
5. 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 Clause 4 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.
6. 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.
7. Except for emergency meetings, the Chairman or the person convening a meeting shall deliver an invitation no less than five (05) business days prior to the date of the meeting. The invitation shall expressly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. Enclosed with the invitation are supporting documents to be used at the meeting and voting ballots.

   The invitation may be delivered in hard copy, by phone, by fax, by email, using electronic means, or otherwise, provided that it shall reach each Board member at the address registered with MSB.
8. 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.

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Members of the Supervisory Board and the CEO, if not Board members nor other managerial officers and specialists, may attend Board meetings and participate in discussions but may not vote.

9. A Board meeting shall be held when no less than three-fourths (3/4) of the total number of the Board members ar present. If a meeting convened under this Clause does not have a sufficient number of members present as required, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the second meeting shall be held when more than half (50%) of the Board members are present.

10. If a Board member is unable attend a meeting in person due to force majeure events and is not subject to any restriction on authorization, such member may authorize another Board member to attend and vote on their behalf, provided that such authorization is approved by a majority of the Board members and that no less than three-quarters (3/4) of the total number of Board members still attend or submit their written opinions including by fax, by email, or using other electronic means.

11. Meetings of the Board of Directors may be held in the form of online conferences, electronic voting, or other electronic means. Online meetings among Board members may be held when all or some of the members are at different locations, provided that each attending member is able to:

    a) hear every other attending Board member speak during the meeting; and

    b) speak to all other attending members simultaneously. Discussions among members may take place directly by telephone or by other means of communication, or a combination of these methods. Board members attending such meetings shall be deemed to be "present" at such meetings. The venue of a meeting held under this provision shall be the location where the greatest number of Board members are present, or the location where the Chair of the meeting is present.

    c) Decisions adopted at meetings duly held and conducted in the aforementioned manners shall become effective immediately upon the conclusion of such meetings and be confirmed by the signatures of all attending Board members on the meeting minutes, by unanimous consent expressed by email, by approval using through opinion-gathering software, or by other electronic means, including digital or electronic signatures, applicable in cases of emergency or force majeure events.

12. Voting:

    a) Unless as specified in point b of this Clause, each Board member or their authorized person present at the meeting in their individual capacity shall have one vote;

    b) A Board member shall not vote on any contracts, transactions, or proposals in which such member or their related person has interests that conflict or may conflict with interests of MSB.

13. Decisions of the Board of Directors shall be approved if they receive a majority of votes in favor, including votes cast as specified in Clause 11 of this Article and votes cast by proxy. In the event of an equal number of votes, the final decision shall be

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determined by the position supported by the Chairman or the person duly authorized by the Chairman to chair the meeting.

14. Decisions of the Board of Directors shall become effective from the date of adoption or otherwise specified in the relevant resolutions or decisions.

15. If decisions ratified by the Board of Directors are contrary to the provisions of law, decisions of the General Meeting of Shareholders, or the Charter, and cause damage to MSB, the Board members that voted in favor of such decisions shall be jointly and severally liable for such decision and indemnify MSB for the damage caused thereby, and any Board members that voted against such decisions shall be exempt from liability. In this case, MSB's shareholders may request the Court suspend the implementation of, or annul, any such decisions.[5]

Article 9. Minutes of Meetings of the Board of Directors

1. Matters discussed in all meeting of the Board of Directors shall be recorded in minutes, and may also be recorded and stored in audio, video, or other electronic formats. Meeting minutes shall mainly contain:
   a) 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 expressed by each attending member in the chronological order of the meeting;
   g) Voting results, expressly specifying members who voted in favor, voted against, or abstained;
   h) Decisions approved and the rate of approval; and
   i) Full names and signatures of all members present or their authorized representatives.
2. 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.
3. 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

[5] Clause 4 article 153 of the Law on Enterprises 2020

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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.

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 10. Solicitation of Members of Board of Directors' Written Opinions

1. The Chairman of the Board of Directors, or any Board members duly authorized by the Chairman, shall decide on the solicitation of the Board members' written opinions.
2. If absent or unable to perform their duties, the Chairman may authorize another Board member in writing to decide on the solicitation of the Board members' written opinions.
3. The Secretary of the Board of Directors shall prepare written opinion forms and necessary materials relating to the matters on which opinions are sought. Such documents shall be delivered using secured means of delivery to each shareholder's contact address.
4. Each written opinion form shall mainly contain:
   a) full name, head office address, and business registration certificate number/certificate of incorporation number of MSB;
   b) purpose of the solicitation;
   c) full name of the relevant Board member;
   d) matters on which opinions are sought;
   e) voting options, including in favor, against, and abstained;
   f) deadline for returning the completed opinion form to MSB; and
   g) full name and signature of the Chairman or the Board member duly authorized by the Chairman.
5. The completed opinion form shall be signed by the relevant Board member and submitted to MSB in accordance with MSB's applicable rules and regulations.
6. The Secretary of the Board of Directors shall count the votes and prepare the vote counting minutes. Such vote counting minutes shall mainly contain:
   a) full name, head office address, and business registration certificate number/certificate of incorporation number of MSB;
   b) purpose of the solicitation and matters on which opinions are sought;

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c) total number of voting forms sent out, total number of voting forms returned, and number of valid voting forms, and number of invalid voting forms. The minutes shall contain an attachment listing the members of the Board of Directors who have participated in the voting;

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

e) full name and signature of the Chairman or the Board Member duly authorized by the Chairman, and full name and signature of the Secretary.

7. The Secretary of the Board of Directors shall participate in the solicitation of written opinions from the Board members, and the Chairman or any Board members duly authorized by the Chairman shall be jointly and severally responsible for (i) the truthfulness and accuracy of the vote counting minutes and (ii) any damages arising from decisions approved as a result of the untruthfulness and inaccuracy of the vote counting. The completed forms, the vote counting minutes, the full text of the approved decisions, and relevant documents attached to the completed forms, shall be retained at MSB's head office.

8. Decisions of the Board of Directors shall be approved if they receive a majority of votes in favor; in the event of an equal number of votes, the final decision shall be determined by the position supported by the Chairman or the Board member duly authorized by the Chairman to decide on the solicitation of the written opinions.

9. Decisions approved through the solicitation of written opinions of members of the Board of Directors shall have the same validity and effect as decisions adopted at a meeting of the Board of Directors.

10. In addition to the aforementioned cases of solicitation, unless otherwise provided by law, as determined by the Chairman or their duly authorized person, the Board members' opinions may be solicited through the internal document management software or by other electronic means.

Article 11. Working Relationship with External Parties

1. The Chairman of the Board of Directors and members of the Board assigned to maintain working relationships with the State's regulatory agencies and external entities or individuals shall perform their duties on behalf of the Board of Directors and MSB.

2. The Chairman shall attend meetings held by external agencies and units upon invitations addressed to the Board, as well as meetings to which the Chairman is specifically invited. In the event that the Chairman is unable attend any such meeting, they shall designate another person to attend on their behalf, unless the inviting agency does not accept a substitute.

Article 12. Working Relationship between the Board of Directors and Shareholders

The Board of Directors and their members shall always give due consideration to the interests of shareholders and shall provide shareholders with required information in a timely and complete manner in accordance with applicable laws and the applicable rules and regulations set forth by MSB.

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Article 13. Working Relationship between the Board of Directors and the Supervisory Board

1. The Board of Directors shall maintain close cooperation with the Supervisory Board, shall facilitate the provision of all necessary documents and information to the Supervisory Board, and shall respect the Supervisory Board's objective and independent role. The Board of Directors shall support the Supervisory Board in the course of inspecting and auditing MSB's business, management, and administrative activities.
2. The Board of Directors shall monitor and direct the rectification and handling of violations in accordance with the Supervisory Board's recommendations, including any errors committed by the Board of Directors itself or their members.

Article 14. Working Relationship between the Board of Directors and the Executive Committee

1. In the course of coordination, members of the Board of Directors and members of the Executive Board shall automatically coordinate and exchange information; shall facilitate the prompt, timely, and transparent handling of matters; shall follow the orders, procedures, processes, and schedules for the handling of matters as prescribed by law and as defined by MSB; and shall ensure the fulfillment of their assigned duties and protect MSB's interests.
2. In carrying out their governance functions, the Board of Directors shall not direct MSB's units directly but shall do so through the CEO.
3. The Board of Directors may request that the leaders of relevant units report and provide necessary information to facilitate the performance of the Board's activities. The individuals so requested shall provide the requested reports and information in a timely, complete, and accurate manner.
4. The Board of Directors shall not handle matters falling within the duties and authority of the CEO and the Executive Board; however, it reserves the right to attend any meetings of the Executive Board to obtain information necessary for the Board's activities.
5. The Board of Directors shall provide the necessary mechanisms, policies, human resources, facilities, and technical equipment, and shall establish an internal legal framework to enable the CEO and the Executive Board to fulfill their assigned duties.
6. The CEO shall be accountable to the Board of Directors and the law for the management of MSB's day-to-day activities. The CEO's duties and powers shall be exercised in accordance with applicable laws and the Charter.
7. The CEO, members of the Executive Board, and holders of equivalent positions, may submit recommendations and proposals to the Board of Directors on matters relating to the mechanisms, policies, processes, and procedures applicable within MSB for the Board's consideration and decision, or to the General Meeting of Shareholders' for decision within its authority.
8. The mechanisms for coordination among the Board of Directors, the Supervisory Board, and the CEO, shall be prescribed by the Board of Directors from time to time.

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Article 15. Working Conditions and Expenses for Members of the Board of Directors

1. Offices for members of the Board of Directors shall be located at the head office and other appropriate locations (if any). Working conditions, facilities, and office supplies serving the activities of Board members shall be provided in accordance with MSB's general policies and regulations.
2. Operating expenses incurred in the performance of the duties of Board members shall be subject to MSB's financial regulations and shall be recorded and accounted as MSB's expenses based on relevant payment documents and invoices in compliance with applicable accounting and financial practices as prescribed by law and as defined by MSB.
3. 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[6].

Article 16. Support Structure of the Board of Directors

1. The Board of Directors shall use the support structure and the official seal or stamp of MSB to perform their duties and exercise their powers.
2. The Board of Directors shall be assisted by the Secretary of the Board of Directors, the Office of the Board of Directors, the Risk Management Committee, the Human Resources Committee, and other committees or units as necessary. The duties and powers of these Committees shall be determined by the Board of Directors in accordance with applicable laws and the applicable rules and regulations set out by the Governor of the State Bank of Vietnam.

Article 17. The Corporate Governance Officer

1. The Board of Directors shall appoint one (01) person or more to perform the duties of the Corporate Governance Officer and to support the corporate governance activities at MSB. 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.
2. The Corporate Governance Officer may not concurrently work for the independent audit firm conducting the audit of MSB's financial statements.
3. The Corporate Governance Officer may and shall
   a) advise the Board of Directors on organizing General Meetings of Shareholders in accordance with applicable laws and on other relevant matters between MSB and its shareholders;
   b) 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.

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[6] Article 163 of the Law on Enterprises 2020

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c) advise on meeting procedures;

d) attend meetings;

e) advise the Board of Directors on the procedures for drafting resolutions and decisions in accordance with applicable laws;

f) 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;

g) supervise and report to the Board of Directors on MSB's public disclosures of information;

h) serve as the point of contact with relevant concerned parties;

i) maintain information confidentiality as required by law and as defined in the Charter;

j) ensure that copies of all resolutions, decisions, meeting minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are provided to members of the Supervisory Board at the same time and in the same manner as they are provided to shareholders and members of the Board of Directors; and

k) have other rights and obligations provided by law and defined in the Charter.

Article 18. Applicable Supporting Documentation

The forms used for the activities of the Board of Directors under these Rules shall include:

1. Form 01: Meeting Invitation
2. Form 02: Proxy to Attend Meeting
3. Form 03: Board of Directors's Meeting Minutes
4. Form 04: Board of Directors's Resolution
5. Form 05: Board of Directors's Opinion Solicitation Form
6. Form 06: Summary of Board of Directors' Opinions

Article 19. Miscellaneous

1. These Rules shall become effective as of ... pursuant to Resolution XX/NQ-ĐHĐCĐ issued on ... by the General Meeting of Shareholders, and shall replace and supersede Rules QC.BM.006 (08th edition) issued on April 23, 2024 by the Board of Directors pertaining to the organization and operation of the Board of Directors.
2. Any amendment(s) and/or supplement(s) to these Rules shall be approved by the General Meeting of Shareholders.
3. Any matters not addressed in these Rules shall be governed by applicable laws and other relevant rules and regulations set forth by MSB. In the event of any discrepancy or inconsistency between any terms and provisions herein and the law or MSB's Charter, such terms and provisions shall automatically be held to be invalid and unenforceable, and the law and the Charter shall control and prevail to

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the extent of such discrepancy or inconsistency. The drafting unit shall promptly report any such discrepancy or inconsistency to the issuing authority of these Rules for timely resolution.

4. Members of the Board of Directors, the CEO, Directors of specialized banks, Directors of Divisions and Departments, Branch Directors, and other relevant units and individuals shall be in full compliance with these Rules.

ON BEHALF OF THEN BOARD OF DIRECTORS
THE CHAIRMAN

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.

TRAN ANH TUAN

Tài liệu này là tài sản của MSB, chỉ được phép lưu hành nội bộ và cung cấp ra bên ngoài theo quy định của MSB và Pháp luật