M.S.D.N: 0200124891-C.T.C.P
NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN HÀNG HẢI VIỆT NAM
THÀNH PHỐ HÀ NỘI

MSB

VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK

CHARTER

October, 2026

CHARTER
OF VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK

PRELIMINARY

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

This Charter was approved by MSB's General Meeting of Shareholders pursuant to Resolution 34A/NQ-ĐHĐCĐ dated October 08,2026, and consists of 21 Chapters and 87 Articles. The Charter Capital in this Charter has been updated in accordance with Decision No. 2146/QD-NHNN dated October 5, 2026, issued by the Governor of the State Bank of Vietnam regarding the amendment of the charter capital content in the License for Establishment and Operation of Vietnam Maritime Commercial Joint Stock Bank.

CHAPTER I
DEFINITIONS AND INTERPRETATION

Article 1. Definitions and Interpretation

1. **"MSB"** means Vietnam Maritime Joint Stock Commercial Bank.
2. **"Term of Operation"** means the period of time during which MSB is permitted to conduct business activities in accordance with applicable laws, commencing from the date on which the State Bank of Vietnam issues the License for Establishment and Operation.
3. **"Charter Capital"** means the total par value of MSB shares and sold to shareholders [1].
4. **"Shareholder"** means an individual or entity that owns or holds a minimum of one (01) share in MSB[2].
5. "**Material Shareholder**" means any shareholder holding five percent (05%) or more of the voting shares of MSB, including the number of shares that such shareholder holds indirectly[3].
6. "**Register of Shareholders**", or "**Register of Securities Holders**", means a written document, an electronic data set, or both, which records information about share ownership by MSB's shareholders. The Register of Shareholders shall contain the primary items prescribed by law[4].
7. **"Share"** means the Charter Capital divided into equal units, each with a par value of VND10,000.

---

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

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

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

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

8. **"Share Certificate"** means a certificate issued by MSB or a book entry confirming the ownership of one (01) or more shares of MSB. A share certificate shall contain such principal information as is prescribed by law[5].
9. **"Dividend"** is the profit after tax distributed in respect of each share, whether in cash or other assets[6].
10. **"Subsidiary"** of MSB means a company that[7]:
    a) MSB, or MSB and its related persons, own(s) more than half (50%) of the charter capital or more than half (50%) of the number of voting shares of such company;
    b) MSB is entitled to appoint a majority or all members of the Board of Directors, members of the Board of Members, or the General Director (Director) of such company;
    c) MSB is entitled to amend or supplement the Charter of such company;
    d) MSB, or MSB and its related persons, directly or indirectly control the approval and adoption of resolutions or decisions of the General Meeting of Shareholders, the Board of Directors, or the Members' Council of such company.
11. **"Affiliate Company"** of MSB means a company that MSB, or MSB and its related persons, own(s) more than eleven percent (11%) of the charter capital or more than eleven percent (11%) of the number of voting shares of such company, but that is not a subsidiary of MSB[8].
12. "**Controlling Company**" means a company that directly or indirectly owns more than twenty percent (20%) of MSB's charter capital or has control over MSB (if any) or MSB where MSB has subsidiaries and affiliates[9].
13. **"Independent Member of the Board of Directors"** means a member of the Board of Directors that satisfies the standards and conditions specified in Article 42 of this Charter. An independent member of the Board of Directors shall notify the Board of Directors upon their failure to satisfy the standards and conditions applicable to an independent member of the Board of Directors and shall automatically cease to be an independent member of the Board of Directors as of the date on which such standards and conditions are no longer satisfied.
14. **"Signature"** means the types of signatures permitted for use in accordance with applicable laws, including electronic signatures.
15. **"MSB's Managers"** include the Chairman of the Board of Directors, other members of the Board of Directors, and the CEO[10].
16. **"MSB's Executives"**, or **"MSB's Executive Officers"**, include the CEO, Deputy CEOs, the Chief Accountant, and Branch Directors[11].

---

[5] Clause 1, Article 121, Law on Enterprises 2020
[6] Clause 5, Article 4, Law on Enterprises 2020
[7] Clause 9, Article 4, Law on Credit Institutions 2024
[8] Clause 11, Article 4 of the Law on Credit Institutions 2024
[9] Clause 10, Article 4 of the Law on Credit Institutions 2024
[10] Clause 26, Article 4 of the Law on Credit Institutions 2024
[11] Clause 25, Article 4 of the Law on Credit Institutions 2024

17. **"Related Persons"** means any entities or individuals having a direct or indirect relationship with other entities and individuals in the following cases[12]:

a) A parent company and its subsidiary, and vice versa; a parent company and a subsidiary of its subsidiary, and vice versa; a credit institution and its subsidiary, and vice versa; a credit institution with a subsidiary of its subsidiary, and vice versa; subsidiaries of the same parent company or the same credit institution; subsidiaries of subsidiaries of the same parent company or the same credit institution; managers, controllers, members of the Supervisory Board of a parent company or a credit institution, or individuals or entities having the authority to appoint such persons, and a subsidiary, and vice versa;

b) A company or credit institution and its managers, controllers, members of its Supervisory Board, or such company or credit institution and companies or entities having the authority to appoint such persons, and vice versa;

c) A company or credit institution and entities or individuals holding five percent (05%) or more of the charter capital or the number of voting shares of such company or credit institution, and vice versa;

d) An individual and their spouse; biological parents, adoptive parents, stepfather(s), stepmother(s), parents-in-law; biological children, adopted children, stepchildren of their spouse, daughter(s)-in-law and son(s)-in-law; birth siblings, paternal half siblings; maternal half-siblings; brothers-in-law and sisters-in-law, including the brothers and sisters of their spouse and the spouses of their siblings, who are birth siblings, paternal half-siblings or maternal half-siblings (hereinafter referred to as spouse, parents, children, and siblings); paternal and maternal grandparents; paternal and maternal grandchildren; paternal uncles, paternal aunts, maternal aunts, maternal uncles, and nieces and nephews;

e) A company or credit institution and an individual who has a relationship as prescribed in Point d of this Clause and managers, controllers, members of the Supervisory Board, capital contributors or shareholders holding five percent (05%) or more of the charter capital or the number of voting shares of such company or credit institution, and vice versa;

f) An individual duly authorized to represent the capital contributions made by entities or individuals specified in Points a, b, c, d and e of this Clause and the entities or individuals granting such authorization; individuals duly authorized to represent the capital contributions made by the same entity; and

g) Other legal entities or individuals that has a relationship that poses potential risks to the operations of a credit institution or a branch of a foreign bank, as determined either in accordance with the internal regulations and policies of such credit institution or branch of a foreign bank, or upon written request from the State Bank of Vietnam through their inspection and supervision activities.

---

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

18. **"Reorganization"** means a spin-off, split-off, split up, amalgamation, merger, corporate conversion of the legal form of MSB.
19. **"SBV"** means the State Bank of Vietnam.
20. **"CI"** means a Credit Institution.
21. **"Law"** means the Constitution, laws, ordinances, orders, decrees, resolutions, regulations, circulars, decisions, and other legal documents issued by Vietnamese state's agencies from time to time.
22. **"Law on Credit Institutions"** means the Law on Credit Institutions adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and/or all replacements, amendments and supplements thereto issued from time to time.
23. **"Law on Enterprises"** means the Law on Enterprises adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law 03/2022/QH15 dated January 11, 2022 and/or all replacements, amendments and supplements thereto issued from time to time.
24. **"Law on Securities"** means the Law on Securities adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and/or all replacements, amendments and supplements thereto issued from time to time.
25. **"Vietnam"** means the Socialist Republic of Vietnam.

Article 2. Application of References

1. In this Charter, any reference to any regulation or legal document shall include any amendments, supplements, or replacements thereto.
2. Headings (chapters and articles of this Charter) are used for convenience of understanding and comprehension only and do not affect the substance of this Charter.

CHAPTER II
NAME, ADDRESS, AND TERM OF OPERATION

Article 3. Name, Address, and Term of Operation

Vietnam Maritime Joint Stock Commercial Bank duly operates and does business under License for Establishment and Operations of a Commercial Bank No. 26/ GP-NHNN dated May 28, 2026, issued by the State Bank of Vietnam (SBV), and Joint Stock Company Business Registration Certificate issued for the first time on July 01, 2005 and all amendments, supplements and replacements thereto (if any).

1. It has legal personality in accordance with applicable laws;
2. Full name: Vietnam Maritime Joint Stock Commercial Bank;
   a) Short name in Vietnamese: Maritime Bank or MSB.
   b) Full name in English: Vietnam Maritime Commercial Joint Stock Bank.
   c) Short name in English: MSB.
3. Headquarters Address: 54A Nguyen Chi Thanh, Lang Ward, Hanoi, Vietnam.
   a) Telephone: 024-37718989.
   b) Fax : 024 - 37718899
   c) Email : msb@msb.com.vn

d) Website : www.msb.com.vn

4. Representatives of MSB[13] include its legal representative and authorized representatives:
   a) MSB's legal representative[14] is the Chief Executive Officer (CEO). The legal representative shall reside in Vietnam. In the event of absence from Vietnam, the legal representative shall authorize in writing another person who is a manager or executive officer of MSB and resides in Vietnam to exercise their rights and perform their obligations. MSB's legal representative has rights and obligations in accordance with applicable laws.
   b) MSB shall notify the State Bank of Vietnam of its legal representative within ten (10) days from the date of appointment to the position of CEO as prescribed in this Charter or from the date of any change of its legal representative[15].
   c) MSB's authorized representatives shall be designated in writing by the Board of Directors, the CEO, or another competent authority of MSB, in accordance with applicable laws and MSB's regulations applicable in full force and effect. Such authorized representatives have the rights and obligations set forth in MSB's written authorization. Where the scope of representation of an authorized representative is not expressly specified, the legal representative is entitled to enter into and execute all civil transactions in the interest of MSB, unless otherwise provided by law[16].
5. Branches: The addresses, names, and certain information concerning its Branches, Transaction Units shall be published and regularly updated on MSB's website and in documents issued by the competent state authorities or decisions issued by the State Bank of Vietnam after the date of adoption of this Charter.
6. MSB shall own a separate official seal or stamp and have separate accounts opened with the State Bank of Vietnam and domestic and foreign banks in accordance with the State Bank of Vietnam's applicable rules and regulations in full force and effect.
7. MSB shall own balance sheets and funds as prescribed by law and as defined in this Charter.
8. The term of operation is ninety-nine (99) years upon issuance of the License for Establishment and Operation by the State Bank of Vietnam. MSB's term of operation may be extended pursuant to decisions of the General Meeting of Shareholders and subject to the written approval of the State Bank of Vietnam.

CHAPTER III
OBJECTIVES, ACTIVITIES, AND SCOPE OF OPERATION

Article 4. Operational Objectives

1. MSB's business activities comprise monetary and credit activities, and financial, monetary, and banking services, as specified in its License for Establishment and Operation, Business Registration Certificate, and specific business licenses, and shall be conducted in compliance

[13] Article 85 of the 2015 Civil Code
[14] Article 11 of the 2024 Law on Enterprises and Article 12 of the 2020 Enterprise Law
[15] Clause 3, Article 11 of the 2024 Law on Enterprises
[16] Clause 2, Article 141 of the 2015 Civil Code

with the Law on Credit Institutions and other applicable laws and regulations, for the purpose of serving customers in accordance with its established business strategies.

2. MSB aims to become one of the leading joint-stock commercial banks in Vietnam, delivering excellent service quality using modern technology systems, a highly qualified workforce, and a business philosophy focused on sustainability, safety, and efficiency.

Article 5. Banking Activities[17]

1. To receive demand deposits, fixed deposits, savings deposits, and other deposit schemes.
2. To issue certificates of deposit.
3. To extend the following forms of credit:
   a) Loans;
   b) Negotiations;
   c) Bank guarantees;
   d) Credit cards;
   e) Domestic and international factoring;
   f) Letters of credit; and
   g) Other forms of credit subject to approval by the State Bank of Vietnam
4. To open current/checking accounts for customers.
5. To provide payment methods.
6. To provide account-based payment services which are:
   a) services of payment by check (or cheque), services of payment by payment order or collection order, bank cards, bank transfers, collection and payment services, and
   b) international payment services as provided for by the State Bank of Vietnam.
7. To open:
   a) current/checking account(s) with the State Bank of Vietnam and maintain the required reserve amount in such account(s);
   b) current/checking account(s) with credit institutions that provide account-based payment services;
   c) current/checking account(s) overseas in accordance with applicable laws and regulations governing foreign exchange.
8. To organize and operate internal payment activities and participate in the national interbank payment system.
9. To provide cash management services, treasury services for credit institutions and branches of foreign banks, and asset custody and preservation services and safe-deposit box rental and leasing services.
10. To purchase and sell State Bank of Vietnam bills and corporate bonds; to purchase and sell government debt instruments, government-guaranteed bonds, local government bonds, and other valuable papers.
11. To provide money brokerage services.
12. To issue bonds.

---

[17] Section 2, Chapter V of the Law on Credit Institutions 2024. MSB conducts the banking and other business activities specified herein in accordance with its granted Operating License and/or guidelines issued by the SBV, other relevant provisions of laws, and License No. 26/GP-NHNN

13. To obtain refinancing from the State Bank of Vietnam.
14. To purchase and sell valuable papers with the State Bank of Vietnam.
15. To borrow from, extend credit to, make deposits with, and accept deposits from, credit institutions and branches of foreign banks, and to purchase and sell valuable papers under repurchase agreements in accordance with applicable laws and regulations set forth by the State Bank of Vietnam.
16. To make capital contributions and purchase shares in accordance with applicable laws and the guidelines issued by the State Bank of Vietnam.
17. To obtain foreign loans in accordance with applicable laws.
18. To provide entrustment services, accept entrustment, act as an agent in banking activities, and appoint payment agents, in accordance with applicable laws and regulations set forth by the State Bank of Vietnam.
19. To act as an insurance agent in accordance with applicable laws and regulations pertaining to insurance business, within the scope of insurance agency activities prescribed by the State Bank of Vietnam.
20. To trade in, and provide, foreign exchange products and services to the domestic and foreign customers within the scope prescribed by the State Bank of Vietnam.
21. To trade in, and provide, interest rate derivative products and services to the domestic and foreign customers within the scope prescribed by the State Bank of Vietnam.
22. To provide securities custodian services.
23. To conduct gold trading activities.
24. To purchase debts
25. To provide bank transfer, collection, and payment services without using current/checking accounts.
26. To provide other services relating to factoring and letters of credit.
27. To provide advisory services on banking activities and other business activities specified in the Operating License.
28. To act as a collateral management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions, and branches of foreign banks.
29. To provide e-wallet services after obtaining approval from the State Bank of Vietnam.
30. To provide commodity derivatives after obtaining approval from the State Bank of Vietnam.
31. To invest in government bond futures.
32. To provide clearing and settlement services for securities transactions in accordance with Point a, Clause 4, Article 56 of the Law on Securities after obtaining approval from the State Bank of Vietnam.
33. To provide custodian banking services.
34. To participate in international payment systems in accordance with applicable laws and regulations set forth by the State Bank of Vietnam.
35. To conduct other business activities relating to banking activities, other than those specified in the preceding Clauses of this Article, in accordance with the applicable rules and regulations set forth by the Governor of the State Bank of Vietnam and relevant provisions of the law.

Article 6. Capital Contributions, Share Purchases, and Capital Transfers[18]

1. MSB shall use its charter capital and reserve funds only to contribute capital or purchase shares in accordance with Clauses 2, 3, 4, and 7 of this Article, and shall comply with statutory limits to ensure safety in such capital contribution and share purchase activities.
2. MSB shall establish or acquire subsidiaries and affiliates for the purpose of conducting the following business activities:
   a) securities underwriting and brokerage; management and distribution of securities investment fund certificates; securities investment portfolio management, and trading in shares;
   b) financial leasing; and
   c) insurance.
3. MSB may establish or acquire subsidiaries or affiliates operating in the fields of debt management and asset recovery, remittance services, gold trading, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information.
4. MSB may contribute capital to or purchase shares in enterprises operating in the fields of:
   a) insurance, securities, remittance services, gold trading, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information; and
   b) such other fields as are not specified in Point a of this Clause, subject to written approval from the State Bank of Vietnam (SBV).
5. MSB shall establish or acquire subsidiaries or affiliates pursuant to Clauses 2 and 3 of this Article after obtaining prior written approval from the State Bank of Vietnam.
6. The conditions, requirements, required documentation and procedures for the establishment or acquisition of subsidiaries or affiliates and for capital contributions or share purchases; the conditions and requirements for any increase in the capital in subsidiaries or affiliates; and the operations of MSB's subsidiaries and affiliates in the fields of debt management and asset recovery shall comply with the relevant provisions of law.
7. MSB and its subsidiaries of MSB is entitled to purchase and hold shares issued by other credit institutions subject to such conditions and within such limits as are prescribed by the State Bank of Vietnam.
8. MSB and its subsidiaries shall not make capital contributions in, or purchase shares of:
   a) any other enterprises or credit institutions that are shareholders of MSB; or
   b) any other enterprises or credit institutions that are related parties of MSB's material shareholders[19].
9. The transfer of MSB's external investments and the relevant transfer plan shall comply with the Law on Credit Institutions and other relevant provisions of law.

---

[18] Article 111 of the Law on Credit Institutions 2024 and Article 6 of Decree 135/2025/NĐ-CP regarding the financial regimes applicable to credit institutions and foreign bank branches, financial supervision, and assessment of the effectiveness of the State's capital investment in credit institutions wholly owned by the State and credit institutions with the State's capital

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

Article 7. Safety Assurance in Operations

In the course of its operations, MSB shall comply with applicable safety requirements in accordance with Chapter VII of the Law on Credit Institutions and applicable laws and regulations set forth by the State Bank of Vietnam; and shall classify its "Available" assets and make provisions for the purpose of addressing risks associated with banking operational in accordance with applicable laws.

CHAPTER IV
CHARTER CAPITAL AND OPERATING CAPITAL

Article 8. Charter Capital

1. The charter capital of MSB at the time of approval of this Charter is: VND 37,440,000,000,000[20], in words: Thirty-seven trillion, four hundred forty billion Vietnam Dong. The total charter capital of MSB is divided into: 3,744,000,000 shares with a par value of 10,000 VND per share.
2. The charter capital of MSB is accounted for in Vietnamese Dong (VND).
3. In the course of its operation, MSB shall ensure to maintain the real value of its charter capital at an amount equal to or greater than the legal capital as prescribed by law. In the event of any change of its charter capital, MSB shall publish the new amount its new charter capital[21].

Article 9. Change of Charter Capital

1. Any change, whether an increase or decrease, in MSB's charter capital shall be approved by the General Meeting of Shareholders and shall obtain prior written approval from the State Bank of Vietnam before any such change becomes in full force and effect in accordance with applicable laws. The order, procedures, and supporting documents for obtaining approval of any such change shall comply with the applicable rules and regulations set forth by the State Bank of Vietnam.
2. MSB's charter capital may be increased from[22]:
   a) the reserve fund for supplementation of charter capital; the development investment fund; share premium; undistributed retained earnings, and other funds as prescribed by law.
   b) public offering of shares or private placement of shares;
   c) conversion of convertible bonds into ordinary shares; and
   d) other sources prescribed by law.
3. MSB's charter capital may be decreased if:

a) MSB repurchases shares that have been sold in accordance with Articles 16 and 17 of this Charter, or

b) in such other cases as are decided by the General Meeting of Shareholders in accordance with applicable laws.

---

[20] The charter capital specified in this Charter has been updated in accordance with Decision 2146/QĐ-NHNN issued on October 05, 2026 by the Governor of the State Bank of Vietnam, regarding the amendment of the charter capital in the Operating License of Vietnam Maritime Commercial Joint Stock Bank

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

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

Article 10. Capital Adequacy[23]

1. MSB shall maintain the following adequacy ratios:
   a) Solvency ratio and liquidity ratio;
   b) Minimum capital adequacy ratio as prescribed by the State Bank of Vietnam from time to time;
   c) Maximum foreign currency and gold position relative to owner's equity;
   d) Ratio for the purchase, holding, and investment in government bonds and government-guaranteed bonds; and
   e) Other safety adequacy ratios.
2. When participating in the national interbank payment system, MSB shall make and maintain a required deposit with the State Bank of Vietnam and shall hold the minimum number of valuable papers eligible to be put up as security as prescribed by the Governor of the State Bank of Vietnam from time to time.
3. The total amount of capital invested by MSB in other credit institutions and its subsidiaries in the form of capital contributions or share purchases, and investments in enterprises operating in the banking, insurance, and securities sectors in the form of capital contributions or share purchases shall not be included in equity when calculating the capital adequacy ratio.

CHAPTER V
SHARES, SHARE CERTIFICATES, AND BONDS

Article 11. Class of Shares[24]

1. At the time of adoption of this Charter, all shares of MSB are ordinary shares. All shareholders of MSB are ordinary shareholders.
2. MSB may have preferred shares in accordance with applicable laws.
3. Ordinary shares shall not be converted into preferred shares. Preferred shares can be converted into ordinary shares pursuant to decisions of the General Meeting of Shareholders.
4. MSB shall, at all times, ensure to maintain one hundred (100) shareholders or more and not limit the maximum number, except for cases where a special controller is implementing a compulsory transfer plan under the provisions of the Law on Credit Institutions.
5. Foreign organizations and individuals are allowed to buy shares of MSB according to the provisions of law[25].

Article 12. Share Ownership Ratio[26]

1. An individual shareholder shall not hold more than five percent (05%) of the charter capital of MSB.
2. An entity shareholder shall not hold more than ten percent (10%) of the charter capital of MSB.

---

[23] Article 138 of the Law on Credit Institutions

[24] Article 60 of the Law on Credit Institutions 2024

[25] Decree 01/2014/ND-CP issued on January 3, 2014 by the Government governing purchases of shares of Vietnamese credit institutions by foreign investors and all amendment and supplements thereto.

[26] Article 63 Law on Credit Institutions 2024

3. Shareholders and their related persons shall not hold more than fifteen (15%) of the charter capital of MSB in aggregate. Material shareholders of a credit institution and their related persons shall not hold five percent (05%) of the charter capital of another credit institution or more.
4. The terms and provisions of Clauses 2 and 3 of this Article do not apply to foreign investors in accordance with applicable laws.
5. The share ownership ratio specified in Clauses 1 and 2 of this Article includes the number of shares owned indirectly. The share ownership ratio specified in Clause 3 of this Article includes shares that shareholders entrust to other organizations or individuals to purchase shares and does not include the ownership of shares by related persons who are subsidiaries of that shareholder as prescribed in Point a, Clause 10, Article 1 of this Charter.
6. In case organizations or individuals hold convertible bonds, after converting bonds into shares, they must comply with the share ownership limit specified in this Article.
7. As of July 01, 2024, if shareholders, or shareholders and their related persons, hold shares in excess of the share ownership ratio specified in this Article, they shall continue to hold such shares but shall not acquire any additional shares until they comply with such requirements for share ownership ratios as are prescribed in this Article, except where dividends are paid in shares[27].

Article 13. Share Certificates[28]

1. Share certificates are certificates issued by MSB or book entries confirming the ownership of one (01) or more shares of MSB.
2. Items of share certificates issued by MSB (if any) and the procedures for the handling of errors and incidents associated with share certificates shall be implemented in accordance with applicable laws.

Article 14. Share Offering[29]

1. A share offering means that MSB increases the number of authorized shares and sells those shares in the course of its operation to increase its charter capital.
2. Shares may be sold in:
   a) offering to existing shareholders;
   b) public offering; and
   c) private placement.
3. The offering of shares shall comply with the provisions of the law on securities.
4. MSB shall register the change of its charter capital within 10 (ten) days from the date of completion of the relevant offering of shares.
5. The Board of Directors shall decide on the time, method and price of each offering of shares within the number of authorized shares.

---

[27] Clause 11 Article 210 Law on Credit Institutions 2024

[28] Article 121 Law on Enterprises 2020

[29] Article 123 Law on Enterprises 2020

Article 15. Transfer of Shares[30]

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

   The representative of the capital contribution specified in this clause does not include the representative of the State's capital contribution at MSB.

2. During the time of handling the consequences under the decision of the General Meeting of Shareholders or under a decision of the SBV due to personal responsibility, members of the Board of Directors, members of the Supervisory Board and CEO are not allowed to transfer shares, except for one of the following cases:

   a) Members of the Board of Directors, members of the Supervisory Board, and CEO are authorized representatives of the institution shareholders who are merged, consolidated, divided, separated, dissolved or bankrupt in accordance with the law;

   b) Members of the Board of Directors, members of the Supervisory Board, and CEO are forced to transfer their shares under the Court's decision;

   c) Members of the Board of Directors, members of the Supervisory Board, and CEO transfer shares to other investors in order to implement restructuring plans approved by competent authorities.

3. In case of purchasing or receiving transfer of shares leading to becoming a major shareholder, written approval from the State Bank must be obtained before implementation. Shareholders, purchasers and transferees of MSB shares are responsible for coordinating with MSB to carry out procedures for requesting approval in accordance with the content specified in this clause and according to MSB's instructions at each period posted on MSB's official website[31].

Article 16. Buy-back of Shares as requested by Shareholders[32]

1. Shareholders who vote against decisions on reorganizing MSB or changing rights and obligations of shareholders as stipulated in the Charter of MSB have the right to request MSB to buy back their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price and the reason for requesting the MSB to buy back. The request must be sent to MSB within 10 days from the date the General Meeting of Shareholders approves the decision on the matters specified in this Clause.

2. MSB must buy back shares at the request of shareholders as provided for in Clause 1 of this Article at the market price or price decided by the Board of Directors within 90 days from the date of receipt of the request. In case the agreement on price cannot be reached, such shareholder may sell shares to another person or the parties may request a professional valuation organization to conduct a valuation. MSB introduces at least three professional valuation organizations for shareholders to choose and that choice is the final decision.

---

[30] Article 64 Law on Credit Institutions 2024

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

[32] Article 132 Law on Enterprises 2020

Article 17. Buy-back or Redemption of Shares as determined by MSB[33]

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

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

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

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

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

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

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

Article 18. Conditions for Payment and Handling of Shares to be repurchased[35]

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

---

[33] Article 133 of the Law on Enterprises 2020

[34] Clause 6 Article 36 of the Securities Law 2019;

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

Article 19. Issuance of Bonds[36]

MSB may issue bonds, convertible bonds, and other types of bonds in accordance with applicable laws and this Charter.

CHAPTER VI
ORGANIZATIONAL AND MANAGEMENT STRUCTURE

Article 20. Organizational and Management Structure

1. The organizational and management structure of MSB includes:
   a) the General Meeting of Shareholders;
   b) the Board of Directors;
   c) the Supervisory Board; and
   d) the CEO;
2. The Board of Directors or the CEO must specify the structure, functions and duties of the managerial and executive apparatus in accordance with the provisions of law and the business scale of MSB in each period.
3. MSB must develop an internal authorization and assignment mechanism within the Board of Directors and Supervisory Board, CEO and assisting apparatus in accordance with other provisions of the law to ensure the safety, efficiency and smoothness of the banking management and administration.
4. The governance of the MSB must comply with relevant laws and the following principles[37]:
   a) Reasonable and effective governance structure;
   b) Ensure the performance of the Board of Directors and the Supervisory Board; enhance the responsibilities of the Board of Directors to MSB and its shareholders;
   c) Ensure the rights of shareholders, treat equally among shareholders;
   d) Ensure the role of investors, the stock market and intermediaries in supporting MSB's management activities;
   e) Respect and ensure the legitimate rights and interests of parties with related interests in MSB management;
   f) Timely, completely, accurately and transparently disclosure information on MSB operations; ensure that Shareholders have fair access to information.

CHAPTER VII
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 21. Register of Shareholders and Establishment of a List of Shareholders[38]

1. The MSB must make and keep a Register of Shareholders as of the date on which it is granted its business registration certificate.
2. The Register of Shareholders shall mainly contain:
   a) Full name and headquarters address of MSB;

---

[36] The Law on Securities 2019;

[37] Article 40, Securities Law 2019

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

b) Total number of authorized shares, types of authorized shares and number of authorized shares of each class;

c) Total number of shares sold of each class and value of share capital contributed;

d) Full name, contact address, nationality, number of legal papers of individual for individual shareholder; name, business number or number of legal papers of the organization, head office address for institutional Shareholder;

e) Number of shares of each class of each shareholder, date of share registration.

3. The Register of Shareholders is kept at the head office of MSB or other organizations that have the function of keeping the Shareholders' Register. Shareholders have the right to check, consult or extract, copy names and contacts of shareholders in the Shareholders' Register during the business hours of the organization keeping the Shareholder Register.
4. In case a Shareholder changes his/her contact address, he/she must promptly notify MSB/Vietnam Securities Depository and Clearing Corporation (VSDC) to update the Shareholder Register. MSB is not responsible for the inability to contact Shareholders due to not being informed of the change of address of shareholder.
5. MSB must promptly update the change of shareholders in the Shareholders' Register at the request of related Shareholders in accordance with the provisions of this Charter.
6. Establish a list of shareholders:

a) The MSB specifies the time of establishing a list of shareholders entitled to shareholder rights and must ensure that shareholders have enough time to register changes in themselves and the number of shares they own with MSB before the aforementioned time;

b) For the share transfer transactions arising from the date of closing the list of shareholders to the date when the rights of shareholders are exercised, the transferor is the person who is entitled to the shareholder rights.

Article 22. Rights of Shareholders[39]

1. Shareholders may[40]:

a) attend and express opinions in the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative; each ordinary share is equivalent to one (01) vote;

b) be entitled to dividends as decided by the General Meeting of Shareholders;

c) be given priority in buying new shares offered for sale in proportion to the proportion of ordinary shares of each Shareholder in the MSB;

d) transfer the shares to other shareholders of MSB or other organizations or individuals, or resell the shares to MSB in accordance with the provisions of law and this Charter;

e) review, save and extract information in the list of shareholders with voting rights and request correction of inaccurate information;

f) review, look up, extract or copy the Charter of MSB, the minutes of the General Meeting of Shareholders and the decisions of the General Meeting of Shareholders;

---

[39] Article 115 of the Law on Enterprises 2020; Article 61 of the Law on Enterprises 2024; Article 41 of the Law on Securities 2019;

[40] Article 61 of the Law on Enterprises 2024

g) receive a part of remaining assets corresponding to the number of shares owned in MSB when MSB is dissolved or goes bankrupt after MSB has paid creditors and other shareholders in accordance with law;

h) authorize in writing another person to exercise their rights and obligations; The attorney is not allowed to put in for the election in his own capacity;

i) be treated fairly and equally. Each share of the same type gives the Shareholders the same rights, obligations and interests. In case MSB has types of preference shares, rights and obligations associated with those types of preference shares, they must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) have full access to periodic and extraordinary information published by MSB in accordance with the law;

k) shareholders have the right to protect their legitimate interests. In case a decision of the General Meeting of Shareholders or the Board of Directors violates the provisions of the law or the Charter, causing damage to MSB, the shareholder has the right to cancel or suspend such decision according to the provisions of law and the Charter of MSB; and

l) have such other rights as are prescribed in this Charter and as are provided for by law.

2. Shareholders or groups of shareholders holding five percent (05%) of the total number of ordinary shares or more have the following additional rights:

a) nominate candidates or self-nominate to the Board of Directors and the Supervisory Board as follows[41]:

- Shareholders or groups of shareholders holding from 05% to less than 10% of the total number of voting shares may nominate up to one (01) candidate;
- Shareholders or groups of shareholders holding from 10% to less than 30% may nominate up to two (02) candidates;
- Shareholders or groups of shareholders holding from 30% to less than 40% may nominate up to three (03) candidates;
- Shareholders or groups of shareholders holding from 40% to less than 50% may nominate up to four (04) candidates;
- Shareholders or groups of shareholders holding from 50% to less than 60% may nominate up to five (05) candidates;
- Shareholders or groups of shareholders holding from 60% to less than 70% may nominate up to six (06) candidates;
- Shareholders or groups of shareholders holding from 70% to less than 80% may nominate up to seven (07) candidates;
- Shareholders or groups of shareholders holding from 80% to less than 90% may nominate up to eight (08) candidates.

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

---

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

If the number of nominations or self-nominations is lower than the number permitted by the Charter, the remaining candidates shall be nominated by the Board of Directors or the Supervisory Board. The nomination 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[42].

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

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

d) have such other rights as are prescribed by law and as are specified in this Charter (if any).

3. Entity shareholders may appoint one (01) authorized representative or more to exercise their shareholder rights in accordance with the provisions of law; if more than one (01) authorized representative is appointed, the number of shares represented by each representative shall be expressly determined. The appointment, termination, or change of authorized representatives shall be notified in writing to MSB at the earliest. Any such notice shall mainly contain:

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

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

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

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

e) Full name and signature of each authorized representative and legal representative of the shareholder[43].

Article 23. Obligations of Ordinary Shareholders[44]

1. Shareholders shall:

a) provide exact address when registering to buy shares;

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

---

[42] Article 115 of the Enterprise Law 2020

[43] Clause 4, Article 14, Law on Enterprises 2020

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

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

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

e) comply with this Charter and the Internal Management Regulations;

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

g) assume personal responsibility when, on behalf of MSB in any form:
   - violating the law; or
   - conducting business activities and other transactions for self-interest or for the interest of other entities or individuals;

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

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

j) if material shareholders, not use their advantages to affect the rights and interests of MSB and other shareholders according to the provisions of law and MSB's Charter; they are obliged to disclose information according to the provisions of law[45]; and

k) perform such other obligations as are prescribed by law and this Charter.

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

Article 24. The General Meeting of Shareholders[47]

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, serves as the highest decision-making/governing body of MSB. The General Meeting of Shareholders operates through annual meetings and extraordinary meetings, and by soliciting shareholders' written opinions.

---

[45] Article 41 of the Law on Securities 2019

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

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

2. The General Meeting of Shareholders shall hold its annual meeting within four (04) months from the end of each fiscal year, unless otherwise provided by law. The Board of Directors may decide to extend the time for holding the annual meeting if necessary, provided no later than six (06) months from the end of the fiscal year. An annual meeting shall not be held in the form of soliciting shareholders' written opinions.
3. The venue of each meeting shall be within the territory of Vietnam. If a meeting is simultaneously held at multiple locations, the venue of said meeting shall be deemed to be the location where the Chair participates in the meeting.
4. 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; may 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 their 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 proposed capital contribution or purchase price, or the carrying value in the case of a sale of shares or equity interests, 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, 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 compulsory 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 81 of this Charter using the list submitted by the Board of Directors;

u) shall approve the write-off from off-balance-sheet accounts of debts for which risk provisions have been used, after no less than five (05) years from the date on which the provisions were used to handle the risks and after all debt collection and recovery measures have been taken without success[48];

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 or adjustments 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.

5. Shareholders shall not vote if:

a) The contracts specified at Point p, Clause 4 of this Article when such shareholder or a related person of such shareholder is a party to the other Contract, transaction;

b) Purchase of shares of such shareholder or of a related person of such shareholder.

6. All decisions and issues included in the agenda shall be discussed and voted at General Meetings of Shareholders.

7. Members of the Board of Directors and members of the Supervisory Board must attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); In case of force majeure resulting in the inability to attend, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board.

8. In case the auditing report of MSB's annual financial statements contains material exemptions, opposing opinions or rejects, MSB must invite the representative of the independent auditing organization to attend the Annual General Meeting of Shareholders to explain the relevant

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

contents, representatives of the independent audit organization mentioned above are responsible for attending the Annual General Meeting of Shareholders of MSB[49].

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

1. The Board of Directors shall convene Annual General Meetings in accordance with Article 24 of this Charter, and convene Extraordinary General Meetings if:
   a) the Board of Directors deems it necessary for the interest of MSB;
   b) the number of remaining members of the Board of Directors or Supervisory Board is less than the minimum required by law;
   c) any such meeting is convened at the request of a shareholder or group of shareholders owning more than 10% of MSB's ordinary share capital;
   d) any such meeting is convened at the request of the Supervisory Board;
   e) any such meeting is convened at the request of the State Bank of Vietnam in case of an event affecting the operational safety of MSB; or
   f) in such other cases as may be provided by law and prescribed in this Charter.
2. The Board of Directors shall convene a General Meeting of Shareholders no earlier than ninety (90) days from the date on which the number of remaining members of the Board of Directors or Supervisory Board is as specified in point b, Clause 1 of this Article, or within sixty (60) days upon receipt of a request therefor as specified in points c and d, Clause 1 of this Article, unless otherwise provided by law

   If the Board of Directors is unable to convene such meeting, it shall be legally liable and shall indemnify MSB for any and all losses and/or damage arising therefrom.
3. If the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Clause 2 of this Article, 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 as prescribed, it shall be legally liable and shall indemnify MSB for any and all losses and/or damage arising therefrom.
4. If the Supervisory Board fails to convene a General meeting in accordance with Clause 3 of this Article, a shareholder or group of shareholders holding more than 10% of the number of ordinary shares of MSB may convene the meeting in place of the Board of Directors and the Supervisory Board in accordance with the Charter.

   In this case, the convener(s) may request the business registration authority supervise the process of convocation and holding of 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 relating to such list, prepare the meeting agenda, supporting documents, draft resolutions and decisions of the General Meeting of Shareholders in accordance with the proposed agenda; a list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board; determine the date, time, and venue of the meeting; and send an invitation to each shareholder entitled to attend the meeting in accordance with the Charter.

---

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

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

6. Expenses for convening and holding the General Meeting of Shareholders as stipulated in Clauses 2, 3, and 4 of this Article shall be reimbursed by MSB.

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

1. The list of shareholders entitled to attend a General Meeting of Shareholders shall be prepared in accordance with the Register of Shareholders and/or the Register of Securities Holders of MSB. The list shall be prepared upon the decision to convene the meeting and completed no later than ten (10) days prior to the delivery of the invitation/notice of the meeting.
2. The list of shareholders entitled to attend a General Meeting of Shareholders shall include full name, contact address, nationality, and legal identification document number of the individual shareholder; name, business registration certificate number/certificate of incorporation number or legal document number, and head office/headquarters address of the entity shareholder; the number of shares held of each class, registration number and date of shareholder registration for each shareholder.
3. Shareholders are entitled to inspect, review, extract, and copy names and contact addresses of shareholders in the list of shareholders entitled to attend a General Meeting of Shareholders; and request corrections of incorrect information or additions of necessary information concerning themselves contained therein.
4. The notice of the record date to attend the meeting shall be delivered no later than twenty (20) days prior to the record date. This notice shall be publicly disclosed in accordance with applicable laws and published on MSB's website.

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

1. The convener of each General Meeting of Shareholders shall prepare a list of shareholders entitled to attend the meeting; shall prepare the meeting agenda, proceedings, supporting documents, and draft resolutions or decisions on each issue in the meeting agenda; shall determine the date, time, and venue of the meeting; and shall deliver invitations to all shareholders entitled to attend the meeting.
2. A shareholder or group of shareholders holding more than 10% of the number of ordinary shares 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 Clause 2 of this Article 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 number of ordinary shares;
   c) The proposed matter does not fall within the authority of the General Meeting of Shareholders;

---

51 Article 141 of the Law on Enterprises 2020
52 Article 142 of the Law on Enterprises 2020

d) The proposed issue requires additional preparation time or supporting grounds that the General Meeting of Shareholders cannot adequately address at the meeting.

4. Unless otherwise specified in Clause 3 of this Article, the convener of each General Meeting of Shareholders shall accept and include the proposed items specified in Clause 2 of this Article in the planned meeting agenda, and such proposed items shall be officially added to the meeting agenda if approved by the General Meeting of Shareholders.

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

1. The convener shall deliver an invitation to all shareholders who have the right to attend 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 their fax number or email address, the invitation may be delivered to such fax number or email address. For shareholders who are MSB's employees or officers, the invitation may be enclosed in a sealed envelope and delivered directly at their workplace.
2. Each invitation shall be deemed duly delivered if it is delivered no later than twenty-one (21) days prior to the commencement of the General Meeting of Shareholders.
3. Each invitation shall contain 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 full name and contact address of the 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/or decisions, and the draft resolutions and/or decisions for each item on the agenda. In the event such documents are not so enclosed, MSB shall provide the electronic address where shareholders may access these materials.
5. In addition to the foregoing methods, the invitation may be delivered to shareholders using other means of delivery, including other electronic means, to ensure that shareholders receive the information.

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

1. A shareholder and/or, if an entity, their authorized representatives may attend in person, or may authorize in writing one or more individuals and/or entities to attend, a General Meeting of Shareholders using one of the means of attendance in accordance with Clause 3 of this Charter.
2. The authorization of a proxy to attend General Meetings of Shareholders shall be made in writing. Such authorization document shall be prepared in accordance with applicable civil laws and shall clearly state full name of the individual or entity proxy and number of shares

---

53 Article 143 of the Law on Enterprises 2020,

54 Article 144 of the Law on Enterprises 2020

they are duly authorized to represent. The person duly authorized to attend General Meetings of Shareholders shall submit the authorization document before entering the meeting venue.

3. Shareholders shall be deemed to have attended and voted at 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 contained herein.

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

1. A General Meeting of Shareholders shall be called to order when shareholders present represents more than half (50%) of the total number of voting shares.
2. If the quorum is not established, the General Meeting of Shareholders shall be re-convened within thirty (30) days as of the intended date of the original meeting. The reconvened meeting shall be conducted when the shareholders and authorized representatives present represent one-third (33%) of the total number of voting shares or more.
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 present, and it shall be deemed valid and entitled to decide on all matters within the competence of the original meeting.
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 votes cast by the shareholders present at the meeting.

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

1. On the date of a General Meeting of Shareholders, MSB shall process meeting attendance sign-ins by shareholders until all eligible shareholders present before the scheduled time of commencement of the meeting have completed their sign-ins.
2. Shareholders arriving late to a General Meeting of Shareholders have the right to register immediately upon arrival and thereafter may participate in and vote at the meeting. The Chair of the meeting is not required to pause the meeting to allow latecomers to register, and the validity of votes cast prior to the late shareholder's arrival shall not be affected.
3. The General Meeting of Shareholders will be chaired by the Chairman of the Board of Directors or authorized another member of the Board of Directors to be the chair of the meeting convened by the Board of Directors. In case the Chairman of the Board of Directors is absent or temporarily incapable of working, the remaining members of the Board of Directors elect one of them to chair the meeting according to the majority rule. In case the chairperson cannot be elected, the Chairman of the Supervisory Board shall control the

---

55 Article 145 of the Law on Enterprises 2020

56 Article 146 of the Law on Enterprises 2020

General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes chair the meeting. The Chairman nominates one or several people to be secretary to prepare the minutes of the meeting.

4. Decisions of the Chairman on the order, procedures or events arising out of the agenda of the General Meeting of Shareholders will be of the highest judgment.
5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session.
6. The Chairman of the General Meeting of Shareholders may postpone the General Meeting of Shareholders even if there are enough delegates required to another time and place decided by the Chairman without consulting the General Meeting of Shareholders if the Shareholders find that:
   a) The members attending cannot have a convenient seat at the meeting location; or
   b) There are attendees who obstruct or disrupt the order, causing a risk that the meeting will not be conducted fairly and legally; or
   c) The means of communication at the meeting location do not ensure that the shareholders attending the meeting can participate, discuss and vote.

   The maximum postponement period shall not exceed 03 days from the date of the scheduled opening of the meeting. The re-meeting will only consider the work that should have been legally resolved at the previously postponed meeting.
7. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions in Clause 6 of this Article, the General Meeting of Shareholders shall elect another person among the attending members to replace the Chairperson to operate the meeting until its conclusion and all the resolutions passed at that meeting are enforceable.
8. The chairperson or secretary of the meeting can carry out activities that they deem necessary to control the General Meeting of Shareholders in a valid and orderly manner; or let the meeting reflect the wishes of the majority of attending shareholders.
9. The Board of Directors may request shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or the security measures that the Board of Directors considers appropriate. If there is a shareholder or an authorized representative that refuses to comply with the above regulations on inspection or security measures, the Board of Directors, after careful consideration, can refuse or expel the said shareholder or representative from the meeting.
10. The Board of Directors, after careful consideration, may take measures deemed appropriate by the Board of Directors to:
    a) Ensure safety for everyone present at that place;
    b) Create conditions for shareholders to attend (or continue to attend) the meeting.

    The Board of Directors has the discretion to change the above measures and apply all measures as deemed necessary by the Board of Directors. The applied measures may be the issuance of admission permits or use of other options.
11. In special cases (natural disasters, enemy sabotage, fires, epidemics, requests of competent state agencies ...), 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 the adoption of 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) Announcement of vote counting results;
i) Preparation of the meeting minutes; and
j) Announcement of resolutions of the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall approve resolutions and decisions within their authority and powers through voting at the meeting or by soliciting written opinions[57].
2. 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.
3. When registering shareholders, except in the case of electronic voting, MSB shall issue each shareholder, or their authorized representative entitled to vote, a voting ballot, which contains the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number for a specific matter or group of matters to be voted on.
4. A resolution of a General Meeting of Shareholders shall be adopted at meetings upon satisfaction of all of the following conditions [58]:
   a) Except as provided in Points b, c, and d of this Clause, a resolution shall be adopted when it is approved by shareholders representing more than half (50%) of the total voting rights 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 total voting rights 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 total voting rights of all shareholders attending the meeting;

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

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

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

5. Members of the Board of Directors and members of the Supervisory Board shall be elected under cumulative voting. Accordingly, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of members to be elected. Shareholders may lump all their votes on one or more specific candidates.

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

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

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

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 in the interest of MSB, except as provided in Points a, d, f, and r, Clause 4, Article 24 of this 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 submission of the completed forms.
4. Each opinion form shall mainly contain:
   a) Full name, headquarters address, and business registration certificate number/certificate of incorporation number of MSB;
   b) Purpose of the solicitation of 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

[59] Clause 6, Article 148, Enterprise Law 2020

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

representative for entity shareholders, number of shares held of each class and corresponding voting rights;

d) Issues to be discussed and voted on at the meeting;

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

f) Deadline for submission of the completed opinion form to MSB; and

g) Full name and signature of the Chairman of the Board of Directors.

5. Shareholders may return their 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, each opinion form shall bear the signature of the individual shareholder, or the legal/authorized representative(s) of the entity shareholder. The envelope shall be sealed and unopened until vote counting;

b) For forms delivered by fax or email, or for other electronic submissions, each 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) Full name, headquarters address, and business registration certificate number/certificate of incorporation number of MSB;

b) Purpose and matters to be discussed and voted at the meeting;

c) Number of shareholders and total number of votes cast, differentiating valid and invalid votes, accompanied by a list of voting shareholders;

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

e) Adopted resolutions; and

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

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

7. The vote counting procedure through an automated application system or software shall be specifically determined by the Board of Directors, ensuring accuracy, objectivity, and transparency.

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

9. A resolution adopted by written opinions shall be 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 this Charter, which require more than 65% approval[61].
10. A resolution altering the rights and obligations of preferred shareholders to their detriment may be approved by 75% or more of shareholders of the same preferred share class, in the event of solicitation of written opinions[62].
11. Completed opinion forms delivered by post, by email, by fax, or using other electronic methods including automated systems or software, the vote counting report, full resolutions adopted, and relevant documents attached to completed opinion forms, shall be retained at MSB's headquarters.

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

1. Matters discussed in all General Meetings of Shareholders shall be recorded in minutes and may also be recorded and stored in audio or other electronic formats. The minutes shall mainly contain:
   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 of the meeting;
   d) Summary of the meeting proceedings and summary of the opinions expressed by shareholders on each matter on the agenda;
   e) Number of shareholders and total number of votes of the shareholders attending the meeting, a schedule containing the list of 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 adopted 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 shall clearly state the refusal of the Chair or the Secretary to sign the minutes[64].
2. The minutes shall be prepared in Vietnamese and may also be in a foreign language, in which case both texts are of equal validity. In the event of any inconsistency or conflict between the English text and the Vietnamese text, the Vietnamese text shall prevail.

---

[61] Clause 4, Article 148 of the Law on Enterprises 2020, Clause 4, Article 67 of the Law on Credit Institutions 2024

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

[63] Article 150 of the Law on Enterprises 2020

[64] 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 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 and severally 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 at MSB's headquarters.

Article 35. Legal Effect of Resolutions of the General Meeting of Shareholders

1. A resolution of the General Meeting of Shareholders shall become in full force and effect from the date on which it is approved or from such effective date as expressly specified therein[65].
2. Decisions or resolutions of the General Meeting of Shareholders adopted with the approval of shareholders holding all (100%) of the total number of voting shares shall become valid and effective even if such decisions were not adopted in such order and procedures as are prescribed by applicable regulations[66].
3. 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 solicited, MSB shall deliver all resolutions and decisions approved by the 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[67]. The delivery of resolutions to shareholders may be substituted by publishing such resolutions on MSB's website.
4. If a shareholder or group of shareholders, as prescribed in Clause 1, Article 36 of this Charter, requests the initiation of legal proceedings, or directly initiates legal proceedings, against an adopted resolution, such resolution shall remain effective and enforceable until a court or arbitral tribunal issues an effective decision annulling such resolution, except in cases where interim measures are applied pursuant to decisions of competent authorities.[68]

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

1. Within ninety (90) days upon receipt of the minutes of each General Meeting of Shareholders or the minutes of vote counting results from the solicitation of written opinions, shareholders or groups of shareholders holding 5% or more of MSB's ordinary shares capital has the right to submit to a Court or Arbitration Body a request for review and annulment of a resolution or decision of the General Meeting of Shareholders as specified in Article 36.2.

---

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

2. Annulment of a resolution or decision of the General Meeting of Shareholders may be requested if:
   a) The order and procedures required for convocation of such meeting and adoption of such resolution or decision is in serious breach of the provisions of law or the Charter, except as provided in Clause 2, Article 35 of this Charter;
   b) The terms of such resolution or decision are in breach of the law or the Charter.

CHAPTER VIII
THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE CEO

Article 37. General Duties and Powers

1. The Board of Directors is the governing body of MSB, vested with full authority on behalf of MSB to decide and perform MSB's rights and obligations, except for matters under the authority of the General Meeting of Shareholders [70].
2. 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 their resolutions and decisions[71].
3. The Chief Executive Officer (CEO) is the highest-ranking executive of MSB and is responsible to the Board of Directors and to the law for the exercise of their powers and performance of their duties in accordance with the law and the Charter[72].

Article 38. Election and Appointment of Members of the Board of Directors, Members of the Supervisory Board, and the CEO[73][74]

1. Before the General Meeting of Shareholders is called to order, the Board of Directors shall inform shareholders eligible to attend the meeting of the anticipated number of members to be elected, or appointed as additional members, to the Board of Directors and/or the Supervisory Board, including the anticipated number of independent members. The Board shall further notify the deadline for submission of the lists of candidates and the qualifications and eligibility criteria for the positions so that shareholders may nominate candidates or self-nominate in accordance with applicable laws.
2. Using the lists of nominated or self-nominated candidates provided by shareholders, the Board of Directors shall assess and evaluate their eligibility and qualifications, and shall compile, and submit to the State Bank of Vietnam in accordance with applicable laws, a list of candidates for the positions to be elected. If there are insufficient nominations for the Board of Directors, including independent members, and/or Supervisory Board from shareholders or if the candidates fail to satisfy the required qualifications and eligibility criteria, the incumbent Board of Directors and/or Supervisory Board shall nominate additional or replacement

[70] Clause 1, Article 50 of the Law on Credit Institutions 2024
[71] Clause 1, Article 51 of the Law on Credit Institutions 2024
[72] Clause 2, Article 55 of the Law on Credit Institutions 2024
[73] Article 44 of the Law on Credit Institutions 2024
[74] Any persons that hold managerial, executive, or equivalent positions at MSB, were elected or appointed prior to July 01, 2024, but fail to satisfy the requirements set forth in Articles 39, 40, 41, and 42 of this Charter, may continue to hold their positions until the end of their respective term of office or appointment in accordance with Clause 8, Article 210 of the Law on Credit Institutions 2024

candidates for such vacancies. Such nominations by the Board of Directors and/or Supervisory Board shall be clearly disclosed before the General Meeting of Shareholders elects members of the Board of Directors and/or Supervisory Board by vote as provided by law[75].

3. The Board of Directors shall inform the shareholders or group of shareholders having nominated the candidates who fail to meet the qualifications and eligibility criteria of the reason(s) therefor.
4. Once the list of candidates for the Board of Directors and/or Supervisory Board has been finalized, MSB shall publish information about each candidate on its website no later than ten (10) days prior to the commencement 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 and/or Supervisory Board. The published information shall mainly contain:
   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 relating to MSB and its related parties;
   f) Other relevant information (if any).

   MSB shall ensure that shareholders have access to information on the companies where candidates currently hold positions as members of the Board of Directors and/or Supervisory Board, other managerial positions, and any interests relating to MSB (if any).
5. The list of candidates proposed for election as members of the Board of Directors and/or Supervisory Board shall be approved in writing by the State Bank of Vietnam (SBV) prior to election. Only approved candidates may be elected as members of the Board of Directors and/or Supervisory Board.

   MSB may prepare a separate list of candidates and conduct a separate election for independent members. In such cases, the election of independent members shall be carried out in the same manner as the election of other members of the Board of Directors.
6. MSB shall, no later than ten (10) days upon election of members of the Board of Directors and members of the Supervisory Board in General Meetings of Shareholders, deliver to the State Bank of Vietnam written notice listing the elected individuals[76].
7. 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[77].

---

[75] Article 274 of Decree 155/2020/ND-CP

[76] Article 44 of the Law on Credit Institutions 2024;

[77] Clause 1, Article 55 and Article 44 of the Law on Credit Institutions 2024

Article 39. Persons Prohibited from Participating in Management or Control and Holding the Positions of CEO, Deputy CEO, or Equivalent Positions[78]

1. The following persons shall not be members of the Board of Directors, members of the Supervisory Board, CEO, Deputy CEO and equivalent titles:
   a) Minors; people with difficulty in cognition and behavior control; people with limited or lost civil capacity.
   b) People who are being prosecuted for criminal liability, serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility or compulsory education facility; being banned by the Court from holding a position, practicing a profession or doing certain work;
   c) Persons who have been convicted of serious crimes or higher;
   d) Persons who have been convicted of property infringement and have not had their criminal records expunged;
   e) Officials, civil servants, public employees, and managers from department level and above in enterprises in which the State holds 50% or more of the charter capital, except for those appointed as representatives to manage the State's capital contribution, enterprises in which the State holds 50% or more of the charter capital at MSB, or appointed, designated, or appointed to participate in the management, operation, and control of credit institutions as required by the task;
   f) Officers, non-commissioned officers, professional soldiers, defense workers and officials in bodies and units of the Vietnam People's Army; professional officers and non-commissioned officers in bodies and units of the Vietnam People's Public Security, except for the person appointed to represent the management of the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at MSB;
   g) A person who was a private enterprise owner, a general partner of a general partnership, a CEO (Director), a member of the Board of Directors, a member of the Board of Members, a supervisor, a member of the Supervisory Board of an enterprise, a member of the Board of Directors and a CEO (Director) of a cooperative at the time the enterprise or cooperative was declared bankrupt, except in cases where he/she was assigned, designated or appointed to participate in the management, operation and control of an enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;
   h) A person who has been suspended from the position of Chairman, other member of the Board of Directors, Chairman, other member of the Board of Members, Head, other member of the Supervisory Board, CEO (Director) of a credit institution as prescribed in Article 47 of the Law on Credit Institutions or has been determined by a competent authority to have committed a violation leading to the revocation of the credit institution's License for Establishment and Operation;

[78] Article 42 of the Law on Credit Institutions 2024 and Article 17 of the Law on Enterprises 2020

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

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

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

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

2. Persons holding positions and powers in a number of areas under the management of the State Bank[79] shall not be allowed to hold managerial or executive positions of MSB or MSB's subsidiaries from the date of ceasing to hold such positions according to the decision or approval of the competent authority of the State Bank, except in cases where they are designated, transferred or appointed as representatives of State capital at MSB; participating in the management, control and operation of MSB in cases where MSB is weak or under special control according to the decision of the competent authority. The list of areas under the management of the State Bank and the restriction period shall be determined according to the provisions of the Law at each period[80].

3. Parents, spouses, children and siblings of members of the Board of Directors, CEO and their spouses are not allowed to be Chief Accountant or person in charge of MSB's finance[81].

Article 40. Prohibited Concurrent Positions[82]

1. A member who is not an independent member of the Board of Directors shall not concurrently hold the position of:

a) the executive officer, except for the case of the CEO;

b) Manager, executive of another credit institution, manager of another enterprise, except for the case of being the manager, executive of a subsidiary of MSB or in the case of implementing an approved compulsory transfer plan; or

---

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

[80] Circular 20/2023/TT-NHNN dated December 29, 2023 and all amendments and supplements from time to time.

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

[82] Article 43 of the Law on Credit Institutions 2024

c) Controller, member of the Supervisory Board of another credit institution, other enterprise.

2. Independent members of the Board of Directors of MSB shall not concurrently hold one of the following positions:
   a) Executive of MSB;
   b) Manager, executive of another credit institution; manager of more than 02 other enterprises;
   c) Controller, member of the Supervisory Board of another credit institution, other enterprise.
3. The Chairman of the Board of Directors of MSB must not concurrently be an executive, a member of the Supervisory Board of MSB and other credit institutions, or a manager of other enterprises.
4. Members of the Supervisory Board of MSB shall not concurrently hold one of the following positions, except in the case of being a manager, operator, or employee of a credit institution receiving a compulsory transfer according to the approved compulsory transfer plan:
   a) Manager, operator of MSB, another credit institution, another enterprise; employee of MSB or a subsidiary of MSB;
   b) Employee of an enterprise in which a member of the Board of Directors of MSB is a member of the Board of Directors, an operator, or a major shareholder of that enterprise.
5. The CEO and Deputy CEO of MSB shall not concurrently be a manager, operator, controller, or member of the Supervisory Board of another credit institution or other enterprise, except in the case of the Deputy CEO of MSB being a manager or operator of a subsidiary of MSB.

Article 41. Qualifications and Requirements relating to Election and Appointment[83]

1. Qualifications and Requirements for Members of the Board of Directors:
   a) Each member of the Board of Directors shall not be subject to ineligibility or disqualification as specified in Clause 1, Article 39 of the Charter;
   b) Each member of the Board of Directors shall have professional ethics defined by the Governor of the State Bank of Vietnam;
   c) Each member of the Board of Directors shall hold a bachelor's degree or higher;
   d) Each member of the Board of Directors shall have either no less than three (03) years' experience as a manager or executive officer 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 a branch of foreign banks; or no less than five (05) years' direct working experience in an operational department relating to finance, banking, accounting, or auditing;
   e) For independent members: In addition to the qualifications and requirements specified at Points a, b, c and d of this Clause, the criteria prescribed in Article 42 of this Charter shall also be satisfied.

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

2. Qualifications and Requirements for Members of the Supervisory Board:
   a) Each member of the Supervisory Board shall not be subject to ineligibility or disqualification as specified in Clause 1, Article 39 of the Charter;
   b) Each member of the Supervisory Board shall have professional ethics prescribed by the Governor of the State Bank of Vietnam;
   c) Each member of the Supervisory Board shall hold a bachelor's degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, and auditing;
   d) Each member of the Supervisory Board shall have no less than three (03) years' direct working experience in finance, banking, accounting, or auditing;
   e) Each member of the Supervisory Board shall not be a related person of MSB's Managers; and
   f) The Chairman of the Supervisory Board shall be domiciled in Vietnam during their term of office.
3. Qualifications and Requirements for the CEO:
   a) The CEO shall not be subject to ineligibility or disqualification as specified in Clauses 1 and 2, Article 39 of this Charter;
   b) The CEO shall have professional ethics prescribed by the Governor of the State Bank of Vietnam;
   c) The CEO shall hold a bachelor's degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, and auditing;
   d) The CEO shall have either no less than five (05) years' experience as an executive officer 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 no less than ten (10) years' direct working experience in finance, banking, accounting, or auditing; and
   e) The CEO shall be domiciled in Vietnam during their term of office.
4. Qualifications and Requirements for Deputy General Directors (Deputy Directors), the 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 shall not be subject to the terms and provisions of Points a, b, c, d, e, f, of Clauses 1 and 2, Article 39 of this Charter;
   b) Deputy General Directors (Deputy Directors) of each of MSB subsidiaries may not be subject to the terms and provisions of Clause 1 and Clause 2, Article 39 of this Charter;
   c) Deputy General Directors (Deputy Directors), the Chief Accountant, Branch Directors, and General Directors (Directors), of each of MSB subsidiaries shall either hold 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 have 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 (Deputy 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) For the position of the Chief Accountant of each of MSB subsidiaries, the person shall also meet the qualifications and requirements prescribed by the applicable accounting laws and regulations, and shall not be the spouse, parent, child, sibling of any member of the Board of Directors or the CEO, or the spouse of any such person.

Article 42. Qualifications and Requirements for Independent Members of the Board of Directors[84]

1. Independent members 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;
2. Independent members do not regularly earn salary or remuneration from MSB other than the remuneration that members of the Board of Directors are entitled to;
3. Independent members do not have a spouse, parent, child, sibling, and/or in-laws who are material shareholders of MSB, managers, controllers, or members of the Supervisory Board of MSB or any of its subsidiaries;
4. Independent members shall not act as a representative of the ownership of MSB shares 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
5. Independent members are not, at any time, managers or members of the Supervisory Board of MSB in the past five (05) consecutive preceding years.

Article 43. Automatic Disqualification[85]

1. Members of the Board of Directors, members of the Supervisory Board, and the CEO shall be automatically disqualified if:

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

f) their employment contract expires or terminates; or

g) they pass away.

[84] Clause 2 Article 41 of the Law on Credit Institutions 2024

[85] Article 45 of the Law on Credit Institutions 2024

2. 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 of this Article. The Board shall be responsible for the accuracy and truthfulness of the report, and shall elect and appoint a person to fill the vacant position under applicable laws.
3. Following their automatic disqualification, members of the Board of Directors, members of the Supervisory Board, and the CEO of MSB shall remain responsible for their decisions made during their respective term of office
4. If the Chairman of the Board of Directors is automatically disqualified in accordance with Clause 1 of this Article, 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 of Directors shall elect additional members and the Chairman in accordance with this Charter and relevant laws.
5. If the Chairman of the Supervisory Board is automatically disqualified in accordance with Clause 1 of this Article, the remaining members of the Supervisory Board shall convene a meeting to elect a new Chairman from among themselves by majority approval. If the remaining number of members of the Supervisory Board is less than the legal minimum, the Supervisory Board shall elect additional members and the Chairman in accordance with this Charter and relevant laws.

Article 44. Release from Office and Removal[86]

1. Except for cases of automatic disqualification as prescribed in Article 43 of this Charter, the Chairman and other members of the Board of Directors, the Chairman and other members of the Supervisory Board, and the CEO of MSB shall be, as applicable, released from office or removed if[87]:
   a) they submit a resignation letter, expressly specifying the reasons, to the Board of Directors and the Supervisory Board;
   b) they fail to engage in any activities of the Board of Directors or Supervisory Board, as applicable, for six (06) consecutive months, save for force majeure events;
   c) they fail to satisfy the terms and provisions of Article 41 of this Charter;
   d) any of the independent members fails to satisfy the terms and provisions of Article 42, Clause 2 of Article 40, and Clause 1 of Article 41 of the Charter; or
   e) in such other cases as may be provided by law and, where applicable, as may be prescribed in the Charter.
2. Following their release from office or removal, the Chairman and other members of the Board of Directors, the Chairman and other members of the Supervisory Board, and the CEO of MSB shall remain responsible for their decisions made during their respective term of office[88].

---

[86] Article 46 of the Law on Credit Institutions 2024;

[87] Clause 1 Article 46 of the Law on Credit Institutions 2024

[88] Clause 2 Article 46 of the Law on Credit Institutions 2024

3. Within ten (10) days from the date of approval of the decision to release from office or remove any personnel specified in Clause 1 of this Article, the Board of Directors shall submit a written report, accompanied by relevant documents, to the State Bank of Vietnam (SBV)[89].
4. If the Chairman of the Board of Directors releases from office or is removed in accordance with Clause 1 of this Article, 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 of Directors shall elect additional members and the Chairman in accordance with this Charter and relevant laws.
5. If the Chairman of the Supervisory Board releases from office or is removed in accordance with Clause 1 of this Article, the remaining members of the Supervisory Board shall convene a meeting to elect a new Chairman from among themselves by majority approval. If the remaining number of members of the Supervisory Board is less than the legal minimum, the Supervisory Board shall elect additional members and the Chairman in accordance with this Charter and relevant laws.

Article 45. Handling of the Vacancy of the Position of the CEO

Within 01 (one) business day from the date on which the position of the CEO becomes vacant due to automatic disqualification, release from office, or removal in accordance with this Charter, if no replacement has yet been appointed, the Board of Directors shall promptly appoint a Deputy CEO to manage MSB's activities in order to ensure the stable and continuous operation of MSB, and shall submit a written report to the State Bank of Vietnam (SBV) (through the Banking Supervision Agency and the relevant SBV branch). The person duly appointed to manage MSB's activities shall be individually responsible for the assigned duties during the period of performing such duties. The Board of Directors shall appoint a CEO within ninety (90) days upon the date on which the position of CEO becomes vacant[90].

Article 46. Suspension or Temporary Restriction of Exercise of Rights and Performance of Obligations of Members of the Board of Directors, Members of the Supervisory Board and Executive Officers[91]

1. In the event that MSB is placed under special control, the Special Control Board established by the State Bank of Vietnam may suspend or temporarily restrict the exercise of rights and the performance of obligations of the Chairman and other members of the Board of Directors, the Chairman and other members of the Supervisory Board, and executive officers of MSB, if deemed necessary.
2. The exercise of rights and the performance of obligations of the Chairman and other members of the Board of Directors, the Chairman and other members of the Supervisory Board, and executive officers of MSB may be suspended or temporarily restricted by the State Bank of Vietnam as a result of any breach of Article 43, or Clause 10, Article 48 of the Law on Credit Institutions, or other provisions of law in the course of such exercise and obligations, or as a result of their failure to satisfy the standards and requirements prescribed in Article 41 of the

[89] Clause 3 Article 46 of the Law on Credit Institutions 2024
[90] Clause 3, Article 55 of the Law on Credit Institutions 2024
[91] Article 47 of the Law on Credit Institutions 2024

Law on Credit Institutions. The State Bank of Vietnam may request MSB's competent authorities release from office, remove, or elect any such personnel, or elect, appoint or designate a replacement if deemed necessary.

3. Any person whose exercise of rights and performance of obligations has been suspended or temporarily restricted in accordance with Clauses 1 and 2 of this Article shall participate in the handling of any outstanding issues and violations relating to their personal responsibilities as and when so requested by the State Bank of Vietnam, the Board of Directors and/or the Supervisory Board of MSB, or the Special Control Board.

Article 47. Remuneration, Salaries, Bonuses and Other Benefits for Members of the Board of Directors, Members of the Supervisory Board, and the CEO[92]

1. The 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.
2. The remuneration for each member of the Board of Directors and the salaries for the CEO shall be accounted for as MSB's business expenses in accordance with applicable corporate income tax regulations, presented as separate items in MSB's annual financial statements, and reported to the General Meeting of Shareholders at its annual meetings.

Article 48. Provision and Disclosure of Information[93]

1. Members of the Board of Directors, members of the Supervisory Board, the CEO, and Deputy CEOs of MSB shall disclose and otherwise provide MSB with:
   a) Name, enterprise code, head office address of the enterprise, other economic organization in which you or you and your related person own capital contribution, shares of 05% or more of charter capital, including capital contribution, authorized shares, entrusted to other organizations, individuals;
   b) Name, enterprise code, head office address of the enterprise, other economic organization in which you or your related person is a member of the Board of Directors, member of the Board of Members, controller, member of the Supervisory Board, CEO (Director).
   c) Information about the relevant person being an individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider;
   d) Information about the relevant person being an organization, including: name, enterprise code, head office address of the enterprise, number of the Certificate of Business Registration or equivalent legal documents; legal representative, relationship with the information provider.

[92] Article 163 of the Law on Enterprises 2020

[93] Article 49 of the Law on Credit Institutions 2024

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

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

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

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

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

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

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

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

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

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

Article 49. Rights and Obligations of Managers and Executive Officers[94]

1. To comply with the law, MSB Charter, resolutions and decisions of the General Meeting of Shareholders.

2. To exercise their rights and fulfill their obligations honestly and prudently in the interests of MSB and its shareholders.

3. Do not use MSB's information, secrets, business opportunities, abuse MSB's position, title and assets for personal gain or to serve the interests of other organizations or individuals, harming the interests of MSB and shareholders.

4. Be responsible for complying with the restrictive regulations to ensure safety in MSB's banking operations as prescribed by the Law on Credit Institutions.

[94] Article 48 of the Law on Credit Institutions 2024

5. Ensure the storage of MSB's records to provide data for the management, operation, and control of all MSB's operations, and the inspection, mitigation, and examination activities of the State Bank.
6. Understand the types of risks in MSB's operations.
7. Timely, fully, and accurately notify MSB of their interests at other organizations, transactions with other organizations and individuals that may cause conflicts with MSB's interests, and may only participate in such transactions when approved by the Board of Directors.
8. Not to create conditions for themselves or their related persons to be granted credit, or use MSB's banking services with more preferential and favorable conditions than MSB's general regulations.
9. Not to increase remuneration, salary or request bonus for Managers and Executives when MSB suffers losses.
10. Within the scope of assigned rights and obligations, be responsible for implementing written requests of the State Bank for contents under the authority of the State Bank. Implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of laws on currency and banking; conclusions, recommendations, decisions on handling of inspections.
11. Other rights and obligations according to the provisions of law and this Charter (if any).

Article 50. Avoidance of Conflicts of Interest

1. The provision of loans, guarantees or credits to managers, executives and their related persons and legal entities with financial interests must comply with the provisions of law.
2. Other contracts and transactions of MSB with members of the Board of Directors, members of the Supervisory Board, CEO, major shareholders of MSB, related persons of members of the Board of Directors, members of the Supervisory Board, CEO, major shareholders; subsidiaries and affiliated companies of MSB must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter and/or other provisions of the Law and must be disclosed in accordance with the provisions of the securities law on information disclosure.[95]
3. In case other contracts or transactions mentioned in Clause 2 of this Article are signed or implemented without being approved by the General Meeting of Shareholders or the Board of Directors, such contracts or other transactions shall be invalid and shall be handled in accordance with the provisions of law. Those who cause damage to MSB shall be responsible for compensating for the damage incurred and returning to MSB the benefits gained from the implementation of such contracts or other transactions.
4. In addition to the responsibilities specified in Clauses 1, 2 and 3 of this Article, members of the Board of Directors, the Supervisory Board and CEO are responsible for reporting to the Board of Directors, the Supervisory Board in the following cases:
   a) Transactions between MSB and companies of which the aforementioned members are founding members or managers of the enterprise during the last 3 years prior to the transaction time.

[95] Article 299 of Decree 155/2020/ND-CP

b) Transactions between MSB and companies of which related persons of the above members are members of the Board of Directors, Director (CEO) or major shareholders.[96]

5. When conducting transactions with related persons, MSB must sign a written contract on the principle of equality and voluntariness. MSB takes necessary measures to prevent members of the Board of Directors, members of the Supervisory Board, CEO, other Managers of MSB, shareholders and related people from interfering with MSB's operation, prejudicing MSB's interests through the control over MSB's transactions, purchases, and prices of goods and services. MSB takes necessary measures to prevent Shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of MSB, and MSB complies with regulations on dealing with shareholders, MSB managers and related persons of such subjects; MSB ensures the rights and legitimate interests of persons with interests related to MSB[97].
6. Members of the Board of Directors, members of the Supervisory Board, CEO, other managers and related persons of these members are not allowed to use information which has not been allowed to publish by MSB or disclose to others for making related transactions.[98]
7. Members of the Board of Directors, members of the Supervisory Board, CEO, other managers and related persons of such members are not allowed to use information obtained through their positions for personal gain or for the benefit of other organizations or individuals[99].

Article 51. Responsibilities and Compensation

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

CHAPTER IX
THE BOARD OF DIRECTORS

Article 52. The Board of Directors and Structure[101]

1. The Board of Directors shall submit to the General Meeting of Shareholders for decision or approval any matters within the duties and powers of the General Meeting of Shareholders.
2. The Board of Directors shall consist of between five (05) and eleven (11) members. The number of members for each term shall be determined by the General Meeting of Shareholders. The Board of Directors shall consist of two (02) independent members, and two-thirds (2/3) of the members shall be independent members and non-executive members.

---

[96] Point b Clause 6 Article 41 Law on Securities 2019, Article 292 Decree No. 155/2020/ND-CP

[97] Point b Clause 6 Article 41 of the Law on Securities 2019, Article 292 of Decree No. 155/2020 / ND-CP

[98] Clause 5, Article 291 of Decree No. 155/2020 / ND-CP

[99] Clause 2, Article 291 of Decree No. 155/2020 / ND-CP

[100] Clause 1, Article 48 of the Model Charter applicable to public companies, Circular No. 116/2020/TT-BTC

[101] Articles 50 and 69 of the Law on Credit Institutions 2024. The Board of Directors elected before July 01, 2024 shall continue to operate until the end of their respective term even though they fail to satisfy the requirements specified in Clauses 2 and 3, Article 52 of this Charter, in accordance with Clause 8, Article 210 of the Law on Credit Institutions 2024.

3. An individual and their related persons, or appointed representatives of the capital contributions made by an entity shareholder and such representatives' related persons, may participate in the Board of Directors, provided that the total number thereof does not exceed two (02) members, save for appointed representatives of the capital contributions made by a State-owned corporate or the receiving party(-ies) for compulsory transfer(s) of shares. If the number of Board members falls below the legal minimum, MSB shall appoint and elect additional members until the required minimum number is reached, unless otherwise specified in Clause 5, Article 166 of the Law on Credit Institutions.
4. The Board of Directors may serve a no more than five (05)-year term. Each member of the Board serves for a term concurrent with the term of the Board. Board Members may be re-elected or re-appointed and serve an unlimited number of terms, unless otherwise provided by law. Any member appointed or elected as an additional or replacement member shall serve for a term equal to the remaining term of the current Board. The outgoing Board of Directors shall continue to serve until the new Board takes over.
5. The Board of Directors may elect, release from office, or remove, the Chairman of the Board of Directors.
6. The election, release from office, removal from office, and automatic disqualification of the Chairman and members of the Board of Directors shall be carried out in accordance with applicable laws and the Charter.
7. The Board of Directors shall use the official seal or stamp of MSB to perform their duties and exercise their powers.
8. The Board of Directors shall be accountable to the General Meeting of Shareholders for the performance of their assigned duties and the exercise of their powers in accordance with applicable laws and this Charter.
9. The Board of Directors shall have a support structure. The functions and duties of such structure shall be determined by the Board of Directors.
10. The Board of Directors shall establish Committees to assist the Board in performing their duties and exercising their 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.
11. The Board of Directors shall appoint one (01) person or more to perform the duties of the Corporate Governance Officer of MSB. The Corporate Governance Officer may concurrently serve as the Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

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

1. The Board of Directors shall submit to the General Meeting of Shareholders for decision or approval any matters within the duties and powers of the General Meeting of Shareholders.
2. The Board of Directors shall decide on the establishment of branches, representative offices, and non-business units of MSB.

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

3. The Board of Directors shall appoint, release from office, remove, discipline, suspend, and decide on remuneration, bonus, and other benefits for the CEO, Deputy CEOs, the Corporate Governance Officer, and other executive officers within its authority under MSB's internal regulations.
4. The Board of Directors shall approve plans for capital contribution to, purchase of shares or equity interests in, and sale of shares or equity, in other enterprises or credit institutions where the value of the capital contribution, the expected purchase price, or, in the case of a sale, the book value of the shares or equity interests, is less than 20% of MSB's charter capital as recorded in the most recent audited financial statement.
5. The Board of Directors shall appoint representatives to represent MSB's capital interests in other enterprises and credit institutions.
6. The Board of Directors shall approve any investment in, purchase of, or sale of, fixed assets where the value of the investment, the expected purchase price, or, in the case of a sale, the historical value of, any such fixed asset shall be equal to 10% or more of MSB's charter capital as recorded in the most recent audited financial statement, except for investments in, purchases of, and sales of fixed assets, that fall within the decision-making authority of the General Meeting of Shareholders.
7. The Board of Directors shall decide on credit extensions that fall within their authority and powers under the Law on Credit Institutions, except for contracts or transactions that fall within the decision-making authority of the General Meeting of Shareholders.
8. The Board of Directors shall approve, in principle, the launch of new products or entry into new markets as proposed by the CEO[103].
9. The Board of Directors shall approve capital plans submitted by the CEO.
10. The Board of Directors shall approve MSB's restructuring plan associated with the handling of non-performing loans at the request of the State Bank of Vietnam, and approve/ratify other documents (if any) as required, from time to time, by competent State authorities.
11. The Board of Directors shall approve the list of loans, which contains customer names, amounts, and write-off dates, for which provisions have been utilized to address specific risks, in accordance with applicable laws and MSB's internal regulations, provided that the General Meeting of Shareholders has authorized such approval during the meeting.
12. The Board of Directors shall approve other contracts or transactions between MSB and members of the Board of Directors, members of the Supervisory Board, theo CEO, material shareholders, or their related persons, or between MSB and its subsidiaries/affiliates, with a value of less than 20% of MSB's charter capital as recorded in the most recent audited financial statement. In such cases, the relevant members may not vote.
13. The Board of Directors shall approve other contracts or transactions with a value from 10% or more of MSB's charter capital as recorded in the most recent audited financial statement.
14. The Board of Directors shall review, supervise, and direct the CEO in performing assigned duties, and shall annually evaluate the performance of the CEO.

---

[103] Subpoint (i), Point b, Clause t, Article 21 of Circular 83/2025/TT-NHNN

15. The Board of Director shall issue Financial Management Regulations and internal regulations relating to the organization, governance, and operations of MSB in accordance with applicable laws, except for matters that fall within the authority of the General Meeting of Shareholders or the Supervisory Board, including the authority to decide on compensation and/or indemnification for damages and losses arising in the course of business activities and the handling of risks. The Board of Directors may delegate the authority to issue internal regulations to other competent authorities within MSB.
16. The Board of Director shall decide on risk management policies and shall supervise the implementation of risk prevention measures adopted by MSB.
17. The Board of Director shall review and approve annual reports and yearly reports on the results of self-inspection and assessment of control activities[104].
18. The Board of Director shall issue standards of professional conduct, except for standards of professional conduct applicable to members of the Supervisory Board and internal auditors)[105].
19. The Board of Director shall decide on the offering of new shares within the number of authorized shares.
20. The Board of Director shall determine offering prices for MSB's shares and convertible bonds.
21. The Board of Director shall decide on the buyback or redemption of shares, as applicable, in accordance with approved plans.
22. The Board of Director shall propose plans for profit distribution and amounts of dividend to be paid, or the handling of losses arising in the course of business activities, and, after obtaining approval by Annual General Meetings of Shareholders, distribute dividends to shareholders in accordance with applicable laws.
23. The Board of Director shall decide on the plans for the issuance of MSB's non-convertible bonds 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.
24. The Board of Director shall prepare the relevant materials and documents and terms and provisions to submit to the General Meeting of Shareholders for decision on and approval of matters falling within the authority of the General Meeting of Shareholders, except for those falling within the duties and powers of the Supervisory Board.
25. The Board of Director shall approve the operating programs and plans of the Board of Directors, and the agenda and materials for the General Meeting of Shareholders, and shall convene the General Meeting of Shareholders or solicit shareholders' written opinions for the adoption of resolutions or decisions of the General Meeting of Shareholders.
26. The Board of Director shall organize, monitor, and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors.
27. The Board of Director shall promptly notify the State Bank of Vietnam of any information that may adversely affect the eligibility of members of the Board of Directors, members of the Supervisory Board, or the CEO, to hold their respective positions.

---

[104] Point a, Clause 2 and Point a, Clause 4, Article 9 of Circular 83/2025/TT-NHNN
[105] Point đ, Clause 1, Article 5 of Circular 83/2025/TT-NHNN

28. The Board of Directors shall treat all shareholders fairly and equally, and shall respect the interests of MSB's stakeholders.
29. The Board of Directors shall ensure that MSB's activities comply with applicable laws, this Charter, and MSB's internal regulations.
30. The Board of Directors shall perform other duties and exercise other powers as assigned by the General Meeting of Shareholders on a regular or case-by-case basis and as prescribed by law.

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

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

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

1. 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 members shall uphold their independence in the course of exercising

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

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

their rights and obligations; and all members shall be responsible for the exercise of their rights and performance of their duties.

2. Members of the Board of Directors shall review audited financial statements prepared by independent auditors and provide opinions, or 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. 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 put into action resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. 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.
7. Members of the Board of Directors may be provided with information and documents relating to the financial situation and business performance of MSB and its subsidiaries.
8. Members of the Board of Directors shall perform their duties in a truthful and careful manner in the best interest of shareholders and MSB.
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[108].
12. Members of the Board of Directors shall exercise such other rights and perform such other obligations as may be provided by law and as may be prescribed in this Charter.

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

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

[108] Clause 3, Article 227 of Decree 155/2020/NĐ-CP

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

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

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

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

   Members of the Supervisory Board and the CEO, if not Board members, may attend Board meetings and participate in discussions but shall not vote.
7. A Meeting of the Board of Directors may 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 laws, 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, and the members

may exercise voting rights by electronic means or using other electronic means in accordance with the Rules of Organization and Operation of the Board of Directors.

8. Voting:
   a) Unless as specified in point b of this Clause, each Board member or their authorized person present at the meeting in their individual capacity shall have one (01) vote;
   b) A Board member shall 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.
9. Decisions of the Board of Directors shall be adopted if approved by a majority of votes, including votes cast by proxy. In the event of an equal number of votes, the final decision shall be determined by the position supported by the Chairman or the person duly authorized by the Chairman to chair the meeting.
10. Decisions of the Board of Directors shall become effective from the date of adoption or otherwise specified in the relevant resolutions or decisions.
11. If decisions ratified by the Board of Directors are contrary to the provisions of law, decisions of the General Meeting of Shareholders, or the Charter, and may adversely affect MSB, the Board members that voted in favor of such decisions shall be jointly and severally liable for such decision and indemnify MSB for the damage caused thereby, and any Board members that voted against such decisions shall be exempt from liability. In this case, MSB's shareholders may request the Court suspend the implementation of, or annul, any such decisions[110].
12. The Board of Directors is entitled to hold meetings in other forms in accordance with applicable law, provided that such forms are specified in the Rules of Organization and Operation of the Board of Directors.

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

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

[110] Clause 4, Article 153 of the Law on Enterprises 2020

[111] Article 158 of the Law on Enterprises 2020

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.
6. Meeting minutes and documents used for the meeting shall be retained at MSB's headquarters.

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

1. The Chairman of the Board of Directors, or any Board members duly authorized by the Chairman, shall decide on the solicitation of the Board members' written opinions.
2. The Secretary of the Board of Directors shall prepare written opinion forms and necessary materials relating to the matters on which opinions are sought. Such documents shall be delivered using secured means of delivery to each shareholder's contact address.
3. Each written opinion form shall mainly contain:
   a) full name, headquarters 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 results, including: votes in favor, votes against, and abstentions;
   f) deadline for submission of the completed opinion form to MSB; and
   g) full name and signature of the Chairman or the persons duly authorized by the Chairman.
4. The completed opinion form shall be signed by the relevant Board member and submitted to MSB in accordance with MSB's applicable rules and regulations. The authorization to solicit written opinions shall be prescribed by the Board of Directors in the Rules of Organization and Operation.

[112] Clause 3, Article 153 of Law on Enterprises 2020

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

CHAPTER X: THE CHIEF EXECUTIVE OFFICER (CEO)

Article 59. The CEO and the Support Structure[113]

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 accountable to the Board of Directors and to the law for the exercise of their powers and performance of their duties in accordance with the law and this Charter. The Board of Directors appoints one (01) of their members as the CEO, or hires a CEO, and enter into a fixed-term labor contract which expressly specifies their duties, powers and responsibilities in accordance with the Labor Code,

[113] Article 162 of the Law on Enterprises 2020 and Article 55 of the Law on Credit Institutions 2024

applicable laws and regulations set forth by the State Bank of Vietnam, and other relevant provisions of the law. The CEO shall not be a related person of MSB's Managers, any member of the Supervisory Board of MSB, any appointed representative of the state capital interests in MSB, or any appointed representative of an enterprise's capital interests in MSB, in accordance with Point d, Clause 46, Article 4 of the Law on Securities.

2. The term of office of the CEO shall be determined by the Board of Directors, provided that such term of office shall not exceed five (05) years. The CEO may be re-appointed for an unlimited number of terms of office.
3. The CEO shall be assisted by Deputy CEOs, the Chief Accountant, members of the Executive Board, and specialized professional units.
4. A Deputy CEO shall assist the CEO in managing one or several areas of activities of MSB as assigned by the CEO.
5. The Chief Accountant assists the CEO in directing the accounting and statistical activities of MSB, and shall have such rights and obligations as are prescribed by law.

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

1. 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.
2. The CEO may and shall decide on matters within their authority and powers in relation to MSB's daily business activities.
3. The CEO shall develop and maintain an effective internal control system.
4. The CEO shall prepare and submit financial statements for approval by the Board of Directors or the competent authority; shall be responsible for the accuracy and truthfulness of financial reports, statistical reports, final settlement figures, and other financial information.
5. 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.
6. The CEO shall report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, and competent state agencies on MSB's business operations and performance.
7. The CEO may and shall decide to apply measures beyond their authority in cases of natural disasters, enemy sabotage, fire, incidents, shall be responsible for those decisions, and shall promptly report to the Board of Directors.
8. The CEO shall propose new product plans or entry into new markets for approval by the Board of Directors.
9. 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 within their authority.
10. The CEO may request extraordinary meetings of the Board of Directors be convened.
11. The CEO shall appoint, release from office, or remove, persons who hold managerial and executive positions of MSB, except for positions under the authority of the General Meeting of Shareholders or the Board of Directors.

---

[114] Article 49 of the Law on Credit Institutions 2010 and Article 162 of the Law on Enterprises 2020

12. The CEO shall affix their signature to, or authorize the signing of, contracts, agreements, or transactions on behalf of MSB in accordance with the Charter and internal regulations.
13. The CEO shall recommend profit distribution plans and solutions for handling business losses.
14. The CEO may and shall recruit employees; decide on salaries and allowances (if any) for employees under their authority.
15. The CEO shall exercise such other rights and perform such other duties as may be provided by law, and as may be specified in the Charter and decisions of the Board of Directors.

CHAPTER XI
THE SUPERVISORY BOARD

Article 61. The Supervisory Board and Structure of the Supervisory Board[115]

1. The Supervisory Board shall consist of no less than five (05) members.
2. The Supervisory Board has the Internal Audit Department and a support structure to perform their duties.
3. 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 takes over.
4. If the number of members of the Supervisory Board falls below the minimum number required in this Charter, within ninety (90) days from the date on which the number of members falls below the required minimum number, MSB shall elect additional members in order to ensure the required minimum number of members of the Supervisory Board is reached, except as otherwise prescribed in Clause 5, Article 166 of the Law on Credit Institutions.
5. The Supervisory Board shall hold meetings twice (two) a year or more and each meeting shall be duly convened when two thirds (2/3) of the members of the Supervisory Board are present. The minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The person taking the minutes and members of the Supervisory Board present at the meeting shall affix their signatures to the minutes. The minutes of meetings of the Supervisory Board shall be retained to determine the responsibilities of each member of the Supervisory Board. The Supervisory Board is entitled to request members of the Board of Directors, the CEO, and persons duly authorized by the independent audit firm attend and respond to matters requiring clarification[116].

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

1. The Supervisory Board shall supervise the governance and executive activities of MSB in accordance with the law, internal regulations, the Charter, and resolutions and/or 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 Charter.

---

[115] Article 51 of the Law on Credit Institutions 2024

[116] Article 289 of Decree 155/2020/ND-CP

[117] Article 52 of the Law on Credit Institutions 2024

2. The Supervisory Board shall issue their internal regulations and standards of professional ethics applicable to their members and internal auditors, and shall annually review their internal regulations and MSB's accounting and reporting regulations.
3. The Supervisory Board shall organize internal audits; may be entitled to full, accurate, and timely access to information and documents relating to MSB's governance and operations; may use MSB's resources to carry out assigned duties and powers; may engage experts, independent consultants, and external entities to perform their duties while remaining responsible for the Supervisory Board's performance of their duties.
4. The Supervisory Board shall monitor MSB's financial condition and appraise MSB's financial statements for the first six (06) months of the year and annual financial statements, shall report to the General Meeting of Shareholders on the results of the appraisal of the financial statements, and shall assess the reasonableness, legitimacy, truthfulness, and prudence in accounting, statistical, and financial reporting activities. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.
5. The Supervisory Board shall 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; shall annually report supervisory results to the General Meeting of Shareholders and the Board of Directors.
6. The Supervisory Board shall supervise compliance with Chapter VII of the Law on Credit Institutions concerning limitations and restrictions to ensure the safety of credit institution operations.
7. The Supervisory Board shall examine accounting books, other documents, and management activities of MSB when deemed necessary or:
   a) at the request of the General Meeting of Shareholders; or
   b) at the request of the State Bank of Vietnam, material shareholders, or 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 or individual.
8. The Supervisory Board shall 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 executive officers of the provisions of law, the Charter, internal regulations, resolutions, or decisions; and shall request the violator cease such offense and remedy any consequences (if applicable).
9. The Supervisory Board shall compile a list of shareholders owning 1% or more of charter capital, related persons of the Board members, the Supervisory Board members, the CEO of MSB, and shareholders owning 1% or more of charter capital; and shall maintain and update this list to reflect any changes.
10. The Supervisory Board shall propose that the Board of Directors hold extraordinary meetings or request the Board convene extraordinary General Meetings of Shareholders in accordance with the Charter and the law.

11. The Supervisory Board shall convene an extraordinary General Meeting of Shareholders in the cases where the Board of Directors issues resolutions or decisions that seriously violate the provisions of law or exceed their authority, or in other cases as provided in this Charter.
12. The Supervisory Board shall appoint, release from office, discipline, suspend, and determine salaries, remuneration, bonuses, and other benefits for internal audit personnel.
13. The Supervisory Board shall promptly report to the State Bank of Vietnam any violations specified in Clauses 6, 8 and 11 of this Article or violations relating to ownership ratios, capital contributions, or related persons under applicable laws.
14. The Supervisory Board shall issue, amend, and supplement the annual internal audit plan.
15. The Supervisory Board shall approve reports on internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, ad-hoc internal audit reports, and any other report in accordance with applicable regulations.
16. The Supervisory Board shall perform senior management oversight of the internal audit department's compliance with the applicable regulations governing the powers and responsibilities of the internal audit department and internal auditors.
17. The Supervisory Board shall supervise and assess compliance with standards of professional ethics by members of the Supervisory Board and internal auditors.
18. The Supervisory Board shall perform other duties and powers as prescribed by law (if any).

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

1. The Chairman of the Supervisory Board shall organize the exercise of the powers and the performance of the duties of the Supervisory Board specified in Article 62 of this Charter and shall be responsible for such exercise and performance.
2. The Chairman shall convene and chair meetings of the Supervisory Board.
3. The Chairman shall, on behalf of the Supervisory Board, affix their signature to documents within the authority of the Supervisory Board.
4. The Chairman shall, on behalf of the Supervisory Board, convene extraordinary meetings of the General Meeting of Shareholders, or request the Board of Directors convene extraordinary meetings in accordance with this Charter.
5. The Chairman shall attend meetings of the Board of Directors and shall express opinions in these meetings but shall not vote.
6. The Chairman shall request their opinions be recorded in the minutes of the meetings of the Board of Directors when such opinions differ from decisions of the Board of Directors, and shall report such opinions to the General Meeting of Shareholders.
7. The Chairman shall prepare operational plans for the Supervisory Board and assign tasks to their members.
8. The Chairman shall ensure that their members will receive information in a complete, objective, and accurate manner, and will have sufficient time to discuss on matters to be considered by the Supervisory Board.
9. The Chairman shall supervise and direct the performance by members of the Supervisory Board of their assigned duties and exercise of their rights and performance of their obligations.

[118] Article 53 of the Law on Credit Institutions 2024

10. The Chairman shall authorize only another member of the Supervisory Board to exercise their rights and perform their obligations during their absence or inability to so exercise and perform.
11. The Chairman shall exercise such other rights and perform such other obligations as are provided for by law (if any).

Article 64. Rights and Obligations of Members of the Supervisory Board[119]

1. Members of the Supervisory Board shall adhere to applicable laws, the Charter, their internal regulations, perform tasks and duties assigned by the Chairman of the Supervisory Board, for the purpose of exercising the rights and performing the obligations of the Supervisory Board in a truthful and careful manner in the best interest of MSB; and shall be responsible for the exercise of their rights and performance of their obligations.
2. Members of the Supervisory Board shall elect one (01) 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.
4. Members of the Supervisory Board shall supervise business activities, shall inspect accounting books and records, asset records, and financial reports, and shall propose remedial action.
5. Members of the Supervisory Board shall request managers report and explain the financial condition and business results of subsidiaries, investment and development plans, projects, and/or programs, and other decisions in relation to MSB's management and operations.
6. Members of the Supervisory Board shall request Managers, executive officers, 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 about any unusual financial activities at MSB and shall 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 their powers, except in cases of conflict of interest.
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 65. Rights to Receive and Access Information of the Supervisory Board[120]

1. Meeting invitations 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 Board members.
2. 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.
3. 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.

---

[119] Article 54 of the Law on Credit Institutions 2024

[120] Article 171 of the Law on Enterprises 2020

4. Members of the Supervisory Board may access MSB's records and documents retained at the headquarters, branches, and other locations; and may visit locations where MSB's managers and employees work during working hours.
5. The Board of Directors and their 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.

CHAPTER XII
INTERNAL AUDIT DEPARTMENT AND CONTROL SYSTEMS

Article 66. Internal Audit Department[121]

1. The Internal Audit Department is under the Supervisory Board and conducts MSB's internal audits.
2. The Internal Audit Department shall, in an independent and objective manner, conduct reviews and assessments of the adequacy and compliance of MSB's internal mechanisms, policies, procedures, rules and regulations; and shall make recommendations to improve the effectiveness of systems, procedures, rules, and regulations, thereby contributing to MSB's safe, effective, and lawful operation.
3. Internal audit results shall be promptly reported to the Board of Directors and submitted to the Supervisory Board and the CEO.

Article 67. Internal Control Activities[122]

1. The internal control system is a set of mechanisms, policies, procedures, internal rules and regulations, and organizational structures of MSB, which shall be established and implemented to ensure the timely prevention, detection, and handling of risks.
2. MSB shall establish an internal control system to ensure the following requirements are satisfied:
   a) Effectiveness and safety in operations, and safe and effective protection, management, and use of assets and resources;
   b) Financial and management information systems that are truthful, reasonable, complete, and timely; and
   c) Compliance with laws and internal mechanisms, policies, procedures, rules and regulations.
3. MSB shall engage an independent audit firm to assess part or all of the internal control system as and when requested and deemed necessary by the State Bank of Vietnam.
4. MSB shall establish an internal control system and implement technology applications in internal control activities in accordance with applicable laws and regulations set forth by the Governor of the State Bank of Vietnam.

---

[121] Article 58 of the Law on Credit Institutions 2024
[122] Article 57 of the Law on Credit Institutions 2024.

CHAPTER XIII
FINANCIAL REGIMES, ACCOUNTING SYSTEM, REPORTING PRINCIPLES, INFORMATION AND CONFIDENTIALITY

Article 68. Financial Regimes[123]

MSB's financial regimes shall be implemented in accordance with applicable laws.

Article 69. Fiscal Years[124]

MSB's fiscal years commence on January 01 and end on December 31 of each calendar year.

Article 70. Accounting System

1. The accounting system used by MSB is an accounting system that is approved by the Ministry of Finance and the State Bank of Vietnam and complies with applicable laws.
2. MSB prepares accounting books in Vietnamese. MSB shall retain accounting records according to the types of business activities in which MSB engages. Such records shall be prepared in an accurate, up-to-date, systematic, and sufficient manner in order to substantiate and explain MSB's transactions.
3. MSB uses Vietnamese Dong as its accounting currency.

Article 71. Reporting Principles[125]

1. MSB shall comply with the reporting requirements and provide information in accordance with the provisions of law on accounting, statistics, and periodic reporting on professional operations under the applicable rules and regulations set forth by the Governor of the State Bank of Vietnam and the State Securities Commission. The Board of Directors and the CEO of MSB are responsible for the accuracy and truthfulness of such reports.
2. In addition to the reports prescribed in Clause 1 of this Article, MSB shall, in a timely manner, report to the State Bank of Vietnam upon:
   a) the occurrence of abnormal developments in its professional operations which may materially affect MSB's business condition;
   b) any changes in the organization, governance, or management, or the financial condition, of a material shareholder, or other changes which may materially affect MSB's business activities; purchases, sales, transfers of shares by material shareholders; or
   c) any changes to the name of branches; suspension of transactions for fewer than five (05) business days; or listing of shares on the domestic securities market.
3. MSB's subsidiaries and affiliates shall submit their financial statements and operations reports to the State Bank of Vietnam when so requested.
4. Within ninety (90) days from the end of each fiscal year, MSB shall submit annual reports to the State Bank of Vietnam in accordance with applicable laws.
5. Within one hundred and twenty (120) days from the end of the fiscal year, in addition to the reports and documents required by law, MSB, acting in the capacity of a controlling company,

---

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

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

[125] Article 152 of the Law on Credit Institutions 2024

shall prepare, and submit to the State Bank of Vietnam, an audited consolidated financial statement in accordance with the provisions of law on accounting.

6. Within ninety (90) days from the end of each fiscal year, MSB, acting in the capacity of a controlling company, shall prepare, and submit to the State Bank of Vietnam, a consolidated report on purchases, sales, and other transactions between MSB and its subsidiaries and affiliates.

Article 72. Disclosure of Financial Statements[126]

Within one hundred and twenty (120) days from the end of each fiscal year, MSB shall disclose financial statements in accordance with applicable laws; except in cases where MSB is placed under special control.

Article 73. Disclosure of Information[127]

1. MSB shall provide account holders with information on their transactions and balances of their accounts with MSB as mutually agreed upon with such holders.
2. MSB can exchange information with other credit institutions and branches of foreign banks about each other's operations.
3. MSB shall report to the State Bank of Vietnam on any information relating to their business activities and may receive from the State Bank of Vietnam any information on customers that have credit relations with MSB as prescribed by the Governor of the State Bank of Vietnam.
4. MSB shall report and/or supply such other information as is required by law.

Article 74. Information Confidentiality[128]

1. MSB's managers and executive officers, employees and officers shall not disclose or otherwise make publicly available MSB's customer information and trade secrets.
2. MSB shall treat as confidential MSB's customer information of MSB's customers in accordance with applicable laws.
3. MSB shall not provide MSB's customer information to other entities or individuals, unless otherwise requested by the State's competent agencies in accordance with applicable laws or unless otherwise consented by customers.

CHAPTER XIV
RIGHT TO INVESTIGATE BOOKS AND RECORDS

Article 75. Right to Investigate Books and Records[129]

1. Ordinary shareholders may review and investigate books and records as follows:
   a) Ordinary shareholders have the right to review, look up and extract information about the name and contact address in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or photocopy this Charter, minutes of the General Meeting of Shareholders and resolutions and decisions of the General Meeting of Shareholders;

---

[126] Article 154 of the Law on Credit Institutions 2024

[127] Article 12 of the Law on Credit Institutions 2024

[128] Article 13 of the Law on Credit Institutions 2024

[129] Article 49 of the Model Charter applicable to public companies issued pursuant to Circular 116/2020/TT-BTC

b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares and shares have the right to review, look up and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, other transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of MSB.

2. In case the authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach the authorization letter of the shareholder or group of shareholders that he/she represents or a notarized copy of this authorization letter.
3. Members of the Board of Directors, members of the Supervisory Board, CEO and managers have the right to inspect the shareholder register of MSB, list of shareholders and other books and records of MSB for purposes related to their position, provided that this information is kept confidential.
4. MSB shall keep this Charter and amendments, supplements to the Charter, business registration Certificate, regulations, documents proving property ownership, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and any other papers required by law at the head office provided that shareholders and the business registration body are informed of where these documents will be archived.
5. This charter is published on the website of MSB.

CHAPTER XV
EMPLOYEES AND TRADE UNION

Article 76. Employees and Trade Union

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

CHAPTER XVI
PROFIT DISTRIBUTION

Article 77. Payment of Dividends[130]

1. Dividends paid to ordinary shares are determined based on net profit realized and dividend payments are deducted from retained earnings of MSB. MSB is only allowed to pay dividends to Shareholders when MSB has fulfilled tax obligations and other financial obligations in accordance with the law; appropriated MSB funds and offset all previous losses according to the provisions of law and MSB's Charter; immediately after paying the prescribed dividends, MSB still has to guarantee to pay all other due debts and property obligations.

[130] Article 135 of the Law on Enterprises 2020;

2. According to the decision of the General Meeting of Shareholders and in accordance with the law, the dividend will be announced but not exceed the level proposed by the Board of Directors after it has been approved by the General Meeting of Shareholders.
3. After being approved by the General Meeting of Shareholders, the Board of Directors may make interim dividend payments if it deems that such payment is consistent with MSB's profitability and the legal regulations of each period.
4. The Board of Directors can request the General Meeting of Shareholders to approve the full or partial payment of dividends with specific assets (such as fully paid shares or bonds issued by another company) and the Board of Directors is the body to enforce this policy.
5. In case dividends or other amounts related to a type of shares are paid in cash, MSB shall pay in VND and may pay by check or the payment order sent by post to the registered address of the beneficiary shareholder and in the event of arising risks (from the registered address of shareholders), such shareholder must bear.
6. Dividends will be paid by bank transfer when MSB has enough details about the Shareholders' bank to be able to directly transfer to the Shareholders' bank account. If MSB has made a transfer in accordance with the bank details as notified by the Shareholder, MSB is not responsible for losses arising from such transfer.
7. In case of obtaining the approval of the General Meeting of Shareholders, the Board of Directors may decide and notify that holders of ordinary shares are entitled to receive dividends by ordinary shares instead of dividends in cash. These additional shares to pay dividends are recorded as shares with full payment for the purchase on the basis that the value of the shares to pay dividends must be equivalent to the cash to pay dividends. MSB must register to increase its charter capital in proportion to the total par value of shares used to pay dividends according to regulations of law.
8. Pursuant to the Law on Enterprises and the Securities Law, the Board of Directors can adopt a decision providing a specific date as the closing date of business activities of MSB. Based on such date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, receive stocks, receive notices or other documents. This closing date can be on the same day or time before such rights are realized. This does not affect the rights of both parties in the transfer of related shares or securities, dividends paid to preferred shares are made under separate conditions applicable to each type of preferred share.
9. The Board of Directors must prepare a list of shareholders entitled to receive dividends, determine the dividend to be paid for each share, the deadline and method of payment at least 30 days before each dividend payment. Notice of dividend payment must be sent by a registered method to the registered address of all shareholders at least 15 days before the dividend payment is made. The notice must clearly state the name and address of the head office of MSB; full name, contact address, nationality, number of legal papers of individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office if the shareholder is an organization; number of each type of shares of the shareholder; dividend rate for each share and total dividend that such shareholder is entitled

to receive, time and method of dividend payment; full name and signature of the Chairman of the Board of Directors and of the legal representative of MSB.

10. In case a shareholder transfers his/her shares in the period between the completion of the list of shareholders and the time of dividend payment, the transferor shall be the recipient of dividends from MSB.
11. Dividend payments for shares listed on the Stock Exchange may be made through depository members or the Vietnam Securities Depository and Clearing Corporation in accordance with securities laws.

Article 78. Other Issues Relating to Profit Distribution

Other issues relating to the distribution of profits shall be addressed in accordance with applicable laws.

CHAPTER XVII
INDEPENDENT AUDIT

Article 79. Independent Audit Function[131]

1. Before the end of each fiscal year, MSB shall select an independent audit firm that satisfies the conditions and requirements prescribed by the State Bank of Vietnam to audit the financial statements and provide assurance services on the operation of the internal control system in the preparation and presentation of financial statements in the following fiscal year.
2. Within thirty (30) days upon selection of an independent audit firm, MSB shall notify the State Bank of Vietnam of such selected audit firm.

CHAPTER XVIII
OFFICIAL STAMP AND SEAL

Article 80. Official Stamp and Seal

1. The Board of Directors shall decide on the type, quantity, substance and form of MSB's official stamp and seal, including the seal and stamp in the form of a digital signature in accordance with applicable laws. The Board of Directors shall issue rules and regulations governing the management and use of the official stamp and seal in accordance with applicable laws.
2. MSB's legal representative shall manage and use MSB's official stamp and seal in accordance with applicable laws.

CHAPTER XIX
BANKRUPTCY, DISSOLUTION, AND LIQUIDATION

Article 81. Reorganization[132]

MSB may be reorganized through a spin-off, split-off, split up, amalgamation, merger, or corporate conversion of its legal form upon obtaining prior written approval from the State Bank of Vietnam.

---

[131] Article 59 of the Law on Credit Institutions 2024

[132] Article 201 of the Law on Credit Institutions 2024

Article 82. Bankruptcy[133]

1. After the State Bank of Vietnam issues a document on termination of special control or a document on termination or non-application of solvency restoration measures, if MSB remains in the state of bankruptcy or insolvent, it shall file a petition with the competent court to commence bankruptcy proceedings under the bankruptcy law.
2. MSB's bankruptcy shall be implemented in accordance with the law on bankruptcy.

Article 83. Dissolution and Termination of Banking Activities[134]

1. MSB does not apply for an extension of its term of operation, or applies for an extension but does not obtain written approval from the State Bank of Vietnam upon expiry of its term of operation.
2. The License for Establishment and Operation License is revoked.
3. MSB voluntarily dissolves if it is able to pay off all debts and obtains written approval from the State Bank of Vietnam.
4. MSB is subject to early intervention or special control, with a credit institution assuming all debt obligations.

Article 84. Liquidation of Assets[135]

1. If MSB is declared bankrupt, the liquidation of assets shall be carried out in accordance with the law on bankruptcy.
2. Upon dissolution or termination of operations as prescribed in Article 83 of this Charter, MSB shall carry out liquidation under the supervision of the State Bank of Vietnam and in accordance with the order and procedures for liquidation of assets prescribed by the Governor of the State Bank.
3. All costs and expenses associated with the liquidation of assets shall be given priority for payment by MSB.

CHAPTER XX
INTERNAL DISPUTE RESOLUTION

Article 85. Internal Dispute Resolution

1. In the event of conflicts, dispute, or complaints arising out of or relating to MSB's operations or the rights of shareholders, from this Charter or from any rights or obligations under the Law on Enterprises, or other provisions of law or administrative regulations, between:
   a) shareholders and MSB; or
   b) shareholder and the Board of Directors, the Supervisory Board, the CEO, or persons that hold other managerial positions as prescribed by MSB,

   the relevant Parties will attempt to resolve any such conflict, dispute, or complaint through negotiation and mediation. Except for conflicts, dispute, or complaints relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of such conflicts, dispute, or complaints and shall require each Party to present the relevant facts relating thereto within thirty (30) business days from

[133] Clause 1, Article 203 of the Law on Credit Institutions 2010
[134] Article 202 of the Law on Credit Institutions 2014
[135] Articles 203 and 204 of the Law on Credit Institutions 2024

the date on which any such conflict, dispute, or complaint arise. In the event of such conflicts, dispute, or complaints arising out of or relating to the Board of Directors or the Chairman of the Board of Directors, either Party may request a competent state authority appoint an independent expert to act as the arbitrator for the dispute resolution purposes.

2. If no resolution is reached within six (06) weeks from the beginning of the mediation process, or if the mediator's decision is not accepted by the Parties, such conflicts, dispute, or complaints may be referred to and finally resolved by either Party at a competent Court or Arbitration.
3. Each Party will bear their own costs and expenses associated with the negotiation and mediation procedures. The costs and fees of the arbitration or court proceedings shall be allocated between the Parties as determined by the arbitrator or the court.

CHAPTER XXI
IMPLEMENTING PROVISIONS

Article 86. Amendments and Supplements

1. Any and all amendment(s) and supplement(s) to this Charter shall be considered and decided by the General Meeting of Shareholders.
2. In the event that certain provisions of law relating to MSB's activities are not specified in this Charter, or that new provisions of law are inconsistent with the terms and provisions of this Charter, such provisions of law shall prevail and automatically apply to and govern MSB's operations.

Article 87. Implementing Provisions

1. This Charter shall become effective from October 08,2026.
2. The Charter shall be submitted to the State's competent agencies in accordance with applicable laws and retained at MSB's headquarters.

FOR AND ON BEHALF OF
VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK
THE CEO

(Signed & sealed)

NGUYEN HOANG LINH

TABLE OF CONTENTS

PRELIMINARY.....
CHAPTER I. DEFINITIONS AND INTERPRETATION.....2
Article 1. Definitions and Interpretation.....2
Article 2. Application of references.....5
CHAPTER II.NAME, ADDRESS, AND TERM OF OPERATION.....5
Article 3. Name, Address, and Term of Operation.....5
CHAPTER III.OBJECTIVES, ACTIVITIES, AND SCOPE OF OPERATION.....6
Article 4. Operational objectives.....6
Article 5. Banking Activities.....7
Article 6. Capital Contributions, Share Purchases, and Capital Transfers.....9
Article 7. Safety Sssurance in Operations.....10
CHAPTER IV. CHARTER CAPITAL AND OPERATING CAPITAL.....10
Article 8. Charter Capital.....10
Article 9. Change of Charter Capital.....10
Article 10. Capital Adequacy.....11
CHAPTER V. SHARES, SHARE CERTIFICATES, AND BONDS.....11
Article 11. Class of Shares.....11
Article 12. Share Ownership Ratio.....11
Article 13. Share Certificates.....12
Article 14. Share Offering.....12
Article 15. Transfer of Shares.....13
Article 16. Buy-back of Shares as requested by Shareholders.....13
Article 17. Buy-back or Redmeption of Shares as determined by MSB.....14
Article 18. Conditions for Payment and Handling of Shares to be repurchased.....14
Article 19. Issuance of Bonds.....15
CHAPTER VI. ORGANIZATIONAL AND MANAGEMENT STRUCTURE.....15
Article 20. Organizational and Management Structure.....15
CHAPTER VII.SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS
.....15
Article 21. Register of Shareholders and Establishment of a List of Shareholders.....15
Article 22. Rights of Shareholders.....16
Article 23. Obligations of Ordinary Shareholders.....18
Article 24. The General Meeting of Shareholders.....19
Article 25. Authority to Convene General Meetings of Shareholders.....22
Article 26. Shareholders' Right to Attend General Meetings of Shareholders.....23
Article 27. Agenda of the General Meeting of Shareholders.....23
Article 28. Invitation to General Meetings of Shareholders.....24
Article 29. Right to Attend General Meeting of Shareholders.....24
Article 30. Conditions for Holding General Meetings of Shareholders.....25
Article 31. Procedures for Holding General Meetings of Shareholders.....25
Article 32. Voting Procedures for Resolutions of the General Meeting of Shareholders.....27
Article 33. Authority and Procedures for Solicitation of Shareholders' Written Opinions to Adopt Resolutions of General Meeting of Shareholders.....28
Article 34. Minutes of General Meetings of Shareholders.....30

Article 35. Legal Effect of Resolutions of the General Meeting of Shareholders 31
Article 36. Request for Annulment of Resolutions or Decisions of the General Meeting of Shareholders 31
CHAPTER VIII.THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE CEO 32
Article 37. General Duties and Powers 32
Article 38. Election and Appointment of Members of the Board of Directors, Members of the Supervisory Board, and the CEO 32
Article 39. Persons Prohibited from Participating in Management or Control and Holding the Positions of CEO, Deputy CEO, or Equivalent Positions 34
Article 40. Prohibited Concurrent Positions 35
Article 41. Qualifications and Requirements relating to Election and Appointment 36
Article 42. Qualifications and Requirements for Independent Members of the Board of Directors 38
Article 43. Automatic Disqualification 38
Article 44. Release from Office and Removal 39
Article 45. Handling of the Vacancy of the Position of the CEO . **Error! Bookmark not defined.**
Article 46. Suspension or Temporary Restriction of Exercise of Rights and Performance of Obligations of Members of the Board of Directors, Members of the Supervisory Board and Executive Officers 40
Article 47. Remuneration, Salaries, Bonuses and Other Benefits for Members of the Board of Directors, Members of the Supervisory Board, and the CEO 41
Article 48. Provision and Disclosure of Information 41
Article 49. Rights and Obligations of Managers and Executive Officers 42
Article 50. Avoidance of Conflicts of Interest 43
Article 51. Responsibilities and Compensation 44
CHAPTER IX. THE BOARD OF DIRECTORS 44
Article 52. The Board of Directors and Structure 44
Article 53. Duties and Powers of the Board of Directors 45
Article 54. Rights and Obligations of the Chairman of the Board of Directors 48
Article 55. Rights and Obligations of Members of the Board of Directors 48
Article 56. Meetings of the Board of Directors 49
Article 57. Minutes of Meetings of the Board of Directors 51
Article 58. Authority and Procedures for Solicitation of Shareholders' Written Opinions 52
CHAPTER X: THE CHIEF EXECUTIVE OFFICER (CEO) 53
Article 59. The CEO and the Support Structure 53
Article 60. Rights and Obligations of the CEO 54
CHAPTER XI. THE SUPERVISORY BOARD ..... **Error! Bookmark not defined.**
Article 61. The Supervisory Board and Structure of the Supervisory Board 55
Article 62. Duties and Powers of the Supervisory Board 55
Article 63. Rights and Obligations of the Chairman of the Supervisory Board 57
Article 64. Rights and Obligations of Members of the Supervisory Board 58
Article 65. Rights to Receive and Access Information of the Supervisory Board 58
CHAPTER XII. INTERNAL AUDIT DEPARTMENT AND CONTROL SYSTEMS 59
Article 66. Internal Audit Department 59

Article 67. Internal Control Activities 59
CHAPTER XIII. FINANCIAL REGIMES, ACCOUNTING SYSTEM, REPORTING PRINCIPLES, INFORMATION AND CONFIDENTIALITY 60
Article 68. Financial Regimes 60
Article 69. Fiscal Years 60
Article 70. Accounting System 60
Article 71. Reporting Principles 60
Article 72. Disclosure of Financial Statements 61
Article 73. Disclosure of Information 61
Article 74. Information Confidentiality 61
CHAPTER XIV. RIGHT TO INVESTIGATE BOOKS AND RECORDS 61
Article 75. Right to Investigate Books and Records 61
CHAPTER XV. EMPLOYEES AND TRADE UNION 62
Article 76. Employees and Trade Union 62
CHAPTER XVI. PROFIT DISTRIBUTION 62
Article 77. Payment of Dividends 62
Article 78. Other Issues Relating to Profit Distribution 64
CHAPTER XVII. INDEPENDENT AUDIT 64
Article 79. Independent Audit Function 64
CHAPTER XVIII. OFFICIAL STAMP AND SEAL 64
Article 80. Official Stamp and Seal 64
CHAPTER XIX. BANKRUPTCY, DISSOLUTION, AND LIQUIDATION 64
Article 81. Reorganization 64
Article 82. Bankruptcy 64
Article 83. Dissolution and Termination of Banking Activities 65
Article 84. Liquidation of Assets 65
CHAPTER XX. INTERNAL DISPUTE RESOLUTION 65
Article 85. Internal Dispute Resolution 65
CHAPTER XXI .....
Article 86. Amendments and Supplements 66
Article 87. Implementing Provisions 66