VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK

CORPORATE GOVERNANCE CHARTER

Reference Number: QC.HC.003

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

Reference Number: QC.HC.003

Hanoi, October 08, 2026

CORPORATE GOVERNANCE CHARTER

BOARD OF DIRECTORS

- Pursuant to the Law on Credit Institutions 2024 and all amendment(s) and/or supplement(s) thereto (if any);
- Pursuant to the Law on Enterprises 2020 and all amendment(s) and/or supplement(s) thereto (if any);
- Pursuant to the Law on Securities 2019 and all amendment(s) and/or supplement(s) thereto (if any);
- Pursuant to Decree 155/2020/ND-CP issued on December 31, 2020 by the Government, implementing certain provisions of the Law on Securities, and all amendment(s) and/or supplement(s) thereto (if any);
- Pursuant to Circular 116/2020/TT-BTC issued on December 31, 2020 by the Ministry of Finance guiding certain corporate governance matters applicable to public companies under Decree 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Vietnam Maritime Commercial Joint Stock Bank (MSB);
- Pursuant to MSB's Business Registration Certificate No. 0200124891, as amended for the 26th time on January 13, 2023;
- Pursuant to Resolution 34A/NQ-ĐHĐCĐ issued on October 08, 2026 by the General Meeting of Shareholders, issuing the Corporate Governance Charter of MSB;
- For the purposes of MSB's corporate governance;

HEREBY PROVIDES AS FOLLOWS:

Chapter I:
GENERAL PROVISIONS

Article 1. Purpose, Subjects, and Scope of Regulation

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

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Board of Directors, members of the Supervisory Board, the CEO, as well as other activities in accordance with the Charter and applicable laws and regulations.

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

Article 2. References[1]

1. Legal Normative Documents:

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

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

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

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

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

f) Other relevant legal normative documents.

2. Internal Governance Documents:

a) The Charter of Vietnam Maritime Commercial Joint Stock Bank as approved by the General Meeting of Shareholders under Resolution 34A/NQ-CHDCD dated October 08, 2026; and

b) Other relevant internal governance documents.

Chapter II:
THE GENERAL MEETING OF SHAREHOLDERS

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

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

a) may approve MSB's development orientation;

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

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

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

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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;

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t) shall decide on the selection of an independent audit firm in accordance with Article 79 of the Charter using the list submitted by the Board of Directors;
u) shall approve the write-off of off-balance-sheet bad debts that have been provisioned and unresolved for at least five (05) years despite all collection and recovery measures being exhausted;
v) shall approve proposed remedial plans in the event of early intervention. The Board of Directors shall periodically, at least every two (02) years, review the plan. If any updates or adjustments are made, the Board of Directors shall submit them to the General Meeting of Shareholders for approval. If no updates 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.

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

1. The Board of Directors shall convene annual general meetings in accordance with Article 24 of the Charter, and shall 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 below the minimum number required by law;
c) any such meeting is convened at the request of a shareholder or group of shareholders holding more than 10% of the number of ordinary shares of MSB;
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 that may adversely affect the operational safety of MSB; or
f) in such other cases as may be provided by law and prescribed in the Charter.
2. The Board of Directors shall convene a General Meeting of Shareholders 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 4 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

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

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10% of the number of ordinary shares of MSB may convene the meeting in place of the Board of Directors and/or 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. Expenses for convening and holding General Meetings of Shareholders as stipulated in Clauses 2, 3, and 4 of this Article shall be reimbursed by MSB.

Article 5. Shareholders' Right to Attend General Meetings of Shareholders[4]

1. The list of shareholders entitled to attend a General Meeting of Shareholders shall be prepared in accordance with the Register of Shareholders of MSB. The list shall be prepared upon the decision to convene the meeting and shall be completed no later than ten (10) days prior to the date of delivering the invitation to or notice of said meeting.
2. The list of shareholders entitled to attend a General Meeting of Shareholders shall contain full name, contact address, nationality, and legal identity document number of individual shareholders; name, business registration certificate number/ certificate of incorporation number or legal document number, and head office/headquarters address of entity shareholders; 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 and look up, extract, and copy names and contact addresses of shareholders in the list of shareholders entitled to attend a General Meeting of Shareholders; and request corrections of incorrect information or additions of necessary information concerning themselves contained therein.

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

1. The convener of a General Meeting of Shareholders shall deliver to all shareholders entitled to attend a meeting a notice of the record date for exercising the rights of existing shareholders to attend.
2. The notice of the record date to attend the meeting shall be delivered no later than twenty (20) days prior to the record date. This notice shall be publicly disclosed in accordance with applicable laws and published on MSB's website.

Article 7. Invitation to General Meetings of Shareholders[5]

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

   The invitation may be delivered to each shareholder 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 delivered 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

[4] Article 141 of the Law on Enterprises 2020
[5] Article 143 of the Law on Enterprises 2020

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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.

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

2. Each invitation shall be deemed duly delivered if it is delivered no later than twenty-one (21) days prior to the commencement of the General Meeting of Shareholders.
3. Each invitation shall 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 the adoption of 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 above methods, the invitation may be delivered to shareholders using other means of delivery, including other electronic means, to ensure the shareholders receive the information.

Article 8. Agenda of General Meetings of Shareholders[6]

1. The convener of each General Meeting of Shareholders shall prepare a list of shareholders entitled to attend the meeting; shall prepare the meeting agenda, supporting documents, and draft resolutions and/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 proposal, the shareholder or group of shareholders does not hold more than 10% of the number of ordinary shares;

[6] Article 142 of the Law on Enterprises 2020

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c) The proposed issue does not fall within the authority of the General Meeting of Shareholders; or
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 issues specified in Clause 2 of this Article in the planned meeting agenda, and such proposed issues shall be officially added to the meeting agenda if approved by the General Meeting of Shareholders.

Article 9. Authorization to Attend General Meetings of Shareholders

1. A shareholder or an authorized representative of an entity shareholder may authorize, in writing, one or more of other individuals or entities to attend a General Meeting of Shareholders using one of the means specified in Clause 1, Article 11 of this Corporate Governance Charter.
2. The authorization of a representative to attend a General Meeting of Shareholders shall be made in writing. The authorization document shall be made in accordance with the civil law and shall clearly state the name of the authorized individual or entity and the number of shares authorized. The proxy shall submit the authorization document before entering the meeting venue.

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

1. Shareholders shall be deemed to have attended and voted at a General Meeting of Shareholders if:

a) they attend and vote in person at the meeting;
b) they appoint a proxy, either an individual or an entity, to attend and vote at the meeting;
c) they attend and vote virtually or using other electronic means;
d) they deliver their ballots to the meeting by post, fax, or email; or
e) they deliver their ballots using other means as prescribed in the Charter.

2. On the date of the General Meeting of Shareholders, MSB shall process attendance sign-ins until all eligible shareholders present before the scheduled time of commencement of the meeting have completed their sign-ins.
3. Shareholders arriving late to a General Meeting of Shareholders have the right to register immediately upon arrival and thereafter may participate in and vote at the meeting. The Chair of the meeting is not required to pause the meeting to allow latecomers to register, and the validity of votes cast prior to the late shareholder's arrival shall not be affected.

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

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

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

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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.
5. General Meetings of Shareholders may be organized in the form of an online conference, electronic voting, or using other electronic means, or in a hybrid format combining physical and online attendance to facilitate participation by shareholders or their authorized representatives. The method of organization shall be decided by the Board of Directors in accordance with the law and clearly stated in the meeting invitation.

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

   a) Notice of convening the General Meeting of Shareholders via online conference or hybrid form;
   b) Method of registration for attending the online or hybrid meeting;
   c) Authorization of representatives to attend the online or hybrid meeting;
   d) Conditions for holding the meeting;
   e) Method of 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 12. Voting Procedures for Resolutions of the General Meeting of Shareholders

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[9].

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

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Article 13. Voting at General Meetings of Shareholders

1. When registering shareholders, except in the case of electronic voting, MSB shall issue each shareholder, or their authorized representative entitled to vote, a voting ballot, which contains the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number for a specific matter or group of matters to be voted on.
2. Members of the Board of Directors and members of the Supervisory Board shall be elected under cumulative voting. Accordingly, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of members to be elected. Shareholders may lump all their votes on one or more specific candidates.
3. The elected members of the Board of Directors or Supervisory Board shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members as specified in the Charter is reached. In the event that two or more candidates receive the same number of votes for the final vacancy, a re-election will be held among those candidates, or the vacancy shall be selected using the criteria approved by the General Meeting of Shareholders.

Article 14. Vote Counting at General Meetings of Shareholders

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

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

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

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;

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

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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;
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.
2. A resolution of a General Meeting of Shareholders on a matter that adversely changes the rights and obligations of shareholders holding preferred shares shall only be 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[11].

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

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 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, expressly 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 items prescribed in this Clause. The minutes shall clearly state the refusal of the Chair or the Secretary to sign the minutes[13].
2. The minutes shall be prepared in Vietnamese and may also be in a foreign language, in which case both texts are of equal validity. In the event of any inconsistency or conflict between the English text and the Vietnamese text, the Vietnamese text shall prevail.
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

[11] Clause 6 Article 148 of the Law on Enterprises 2020
[12] Article 150 of the Law on Enterprises 2020
[13] Clause 1, Article 150 of the Law on Enterprises 2020

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

1. The Board of Directors is entitled to solicit shareholders' written opinions to approve resolutions or decisions of the General Meeting of Shareholders at any time deemed necessary in the interest of MSB, except as otherwise provided in Points a, d, f, and r, of Clause 4, Article 24 of the Charter.
2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or use an automated application system or software.
3. The Board of Directors shall prepare written opinion forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials for such draft resolutions or decisions. The written opinion forms, draft resolutions or decisions, and explanatory materials shall be delivered using secured means of delivery and/or electronic means or other means to ensure delivery to each shareholder's address, including, without limitation, to email, text messages, and physical mail, no later than ten (10) days before the deadline for submisison 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 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 completed opinion form to MSB; and

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

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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 forms mailed by post, each opinion form shall bear the signature of the individual shareholder or the signature of 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;

   f) Full name and 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 for any 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. A resolution adopted by written opinions shall be valid if approved by shareholders representing more than half (50%) of the total voting rights, except for matters under Points h and p, Clause 4, Article 24 of the Charter, which require more than 65% approval[15].
9. A resolution altering the rights and obligations of preferred shareholders to their detriment may be approved by 75% or more of shareholders of the same preferred share class, in the event of solicitation of written opinions[16].

[15] Clause 4, Article 148 of the Law on Enterprises 2020
[16] Clause 6, Article 148 of the Law on Enterprises 2020

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10. 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.
11. All resolutions adopted by written opinions shall be submitted to the State Bank of Vietnam within fifteen (15) days from the conclusion of the vote counting[17].
12. 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 18. Notification of Resolutions of the General Meeting of Shareholders[18]

Within fifteen (15) days from the date of conclusion of each General Meeting of Shareholders or from the date of completion of vote counting in the cases where written opinions shall be 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. The delivery of resolutions to shareholders may be substituted by publishing such resolutions on MSB's website.

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

1. Within ninety (90) days upon receipt of the minutes of each General Meeting of Shareholders or the minutes of vote counting results from the solicitation of written opinions, shareholders or groups of shareholders holding 5% or more of MSB's total ordinary shares may 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 Clause 2.
2. Annulment of a resolution or decision of the General Meeting of Shareholders may be requested if:

a) The order and procedures required for 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 the Charter; or

b) The terms of such resolution or decision are in breach of the law or the Charter.

Chapter III:
THE BOARD OF DIRECTORS

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

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

[17] Article 68 of the Law on Credit Institutions 2024
[18] Clause 5, Article 148 of the Law on Enterprises 2020; Article 68 of the Law on Credit Institutions 2024
[19] Article 151 of the Law on Enterprises 2020

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2. The Board of Directors:

a) shall submit to the General Meeting of Shareholders for decision or approval any matters within the duties and powers of the General Meeting of Shareholders.

b) shall decide on the establishment of branches, representative offices, and non-business units of MSB.

c) shall appoint, release from office, remove, discipline, suspend, and determine salaries, remuneration, bonuses, and other benefits for the CEO, Deputy CEOs, the Corporate Governance Officer, and other executive officers within its authority under MSB's internal regulations.

d) shall approve plans for capital contribution to, purchase of shares or equity interests in, and sale of shares or equity, in other enterprises or credit institutions where the value of the capital contribution, the expected purchase price, or, in the case of a sale, the book value of the shares or equity interests, is less than 20% of MSB's charter capital as recorded in the most recent audited financial statement.

e) shall appoint representatives to represent MSB's capital interests in other enterprises and credit institutions.

f) shall approve any investment in, purchase of, or sale of, fixed assets where the value of the investment, the expected purchase price, or, in the case of a sale, the historical value of, any such fixed asset shall be equal to 10% or more of MSB's charter capital as recorded in the most recent audited financial statement, except for investments in, purchases of, and sales of fixed assets, that fall within the decision-making authority of the General Meeting of Shareholders.

g) shall decide on credit extensions that fall within their authority and powers under the Law on Credit Institutions, except for contracts or transactions that fall within the decision-making authority of the General Meeting of Shareholders.

h) shall approve, in principle, the launch of new products or entry into new markets as proposed by the CEO.

i) shall approve capital plans submitted by the CEO.

j) shall approve MSB's restructuring plan associated with the handling of non-performing loans at the request of the State Bank of Vietnam, and approve/ratify other documents (if any) as required, from time to time, by competent State authorities.

k) shall approve other contracts or transactions between MSB and members of the Board of Directors, members of the Supervisory Board, theo CEO, material shareholders, or their related persons, or between MSB and its subsidiaries/affiliates, with a value of less than 20% of MSB's charter capital as recorded in the most recent audited financial statement. In such cases, the relevant members may not vote.

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

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

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

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

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

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

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

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

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

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

v) shall decide on the plans for the issuance of MSB's non-convertible 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.

w) shall prepare the relevant materials and documents and terms and provisions to submit to the General Meeting of Shareholders for decision on and approval of matters falling within the authority of the General Meeting of Shareholders, except for those falling within the duties and powers of the Supervisory Board.

x) shall approve the operating programs and plans of the Board of Directors, and the agenda and materials for the General Meeting of Shareholders, and shall convene the General Meeting of Shareholders or solicit shareholders' written opinions for the adoption of resolutions or decisions of the General Meeting of Shareholders.

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

z) shall promptly notify the State Bank of Vietnam of any information that may adversely affect the eligibility of members of the Board of Directors, members of the Supervisory Board, or the CEO, to hold their respective positions.

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

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

cc) shall perform other duties and exercise other powers as assigned by the General Meeting of Shareholders on a regular or case-by-case basis and as prescribed by law.

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

1. Members of the Board of Directors shall, in a truthful and careful manner and in the best interest of MSB and its shareholders, exercise their rights and perform their obligations in accordance with the internal regulations set forth by the Board and assignments by the Chairman; independent members shall uphold their independence in the course of exercising their rights and obligations; and all members shall be responsible for the exercise of their rights and performance of 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 not authorize another person to attend a Board meeting to vote on matters specified in Clauses 1, 3, 4, 6, 7, 11, 12, 14, 15, 16, and 20 of Article 53 of the Charter.
6. Members of the Board of Directors shall put into action resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
7. Members of the Board of Directors shall provide explanations to the General Meeting of Shareholders and the Board of Directors about the performance of assigned duties upon request.
8. Members of the Board of Directors may be provided with information and documents relating to the financial situation and business performance of MSB and its subsidiaries.
9. Members of the Board of Directors shall, in a timely and complete manner, report to the Board of Directors any remuneration received from subsidiaries, affiliates, and other entities where they act as appointed representatives of capital contributions made by MSB (if applicable).
10. Members of the Board of Directors shall submit reports to the State Securities Commission, the Stock Exchange, and disclose or otherwise make publicly

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

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available information when conducting transactions involving MSB-issued shares in accordance with applicable laws.

11. Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board.
12. Members of the Board of Directors shall exercise such other rights and fulfill such other obligations as may be provided by law and as may be prescribed in the Charter.

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

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

Article 23. Qualifications and Requirements for Members of the Board of Directors

1. Each member of the Board of Directors shall not be subject to ineligibility or disqualification as specified in Clauses 1 and 2, Article 39 of the Charter.
2. Each member of the Board of Directors shall possess professional ethics as prescribed by the Governor of the State Bank of Vietnam.
3. Each member of the Board of Directors shall hold a bachelor's degree or higher.
4. Each member of the Board of Directors shall have either no less than three (03) years' experience as a manager or executive officer of a credit institution; no less

[21] Managers, executive officers, or persons holding other positions at MSB, who were elected or appointed prior to July 01, 2024 but do not meet the requirements set forth in Articles 39, 40, 41, and 42 of the Charter, may continue to hold their respective positions until the end of their term or the expiration of their respective term of election or appointment in accordance with Clause 8, Article 210 of the Law on Credit Institutions 2024.

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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[22].

5. For independent members: In addition to the qualifications and requirements specified in Clauses 1, 2, 3, and 4 of this Article, the following criteria must also be satisfied:

a) 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;

b) 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;

c) 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;

d) 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

e) 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 24. Nomination and Self-Nomination for the Board of Directors

1. Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares may self-nominate or nominate candidates for the Board of Directors as follows: [23]

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

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

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

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

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

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

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

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

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

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

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.

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

2. Before the General Meeting of Shareholders is called to order, the Board of Directors shall inform shareholders eligible to attend the meeting of the anticipated number of members to be elected, or appointed as additional members, to the Board of Directors, including the anticipated number of independent 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.
3. Using the lists of nominated or self-nominated candidates provided by shareholders, the Board of Directors shall assess and evaluate their eligibility and qualifications, 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.
4. The Board of Directors shall inform the shareholders or group of shareholders having nominated the candidates who fail to meet the qualifications and eligibility criteria of the reason(s) therefor.
5. Once the list of candidates for the Board of Directors has been finalized, MSB shall publish information about each candidate on its website no later than ten (10) days prior to the commencement of the meeting, 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 be the Board members. 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 in Boards of Directors at other companies);
   e) Interests relating to MSB and its related parties;

[24] Article 115 of the Law on Enterprises 2020

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f) Other relevant information (if any).

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

Article 25. Election of Members of the Board of Directors

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

MSB may prepare a separate list of candidates and conduct a separate election for independent 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.

Article 26. Automatic Disqualification, Release from Office, Removal, and Election of Additional Members, of the Board of Directors

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

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

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

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

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

e) MSB has its License for Establishment and Operations revoked; or

f) they pass away.

2. Members of the Board of Directors shall be, as applicable, released from office or removed if[26]:

a) they voluntarily submit a resignation letter, expressly specifying the reasons, to the Board;

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

c) they fail to satisfy the criteria and conditions set out in Article 25 hereof;

d) any of the independent 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.

3. Additional members shall be elected if[27]:

a) the number of members of the Board of Directors is less than the legal minimum; or

b) in such other cases as may be provided by law.

[25] Clause 1, Article 45 of the Law on Credit Institutions 2024
[26] Article 46 of the Law on Credit Institutions 2024
[27] Article 50 of the Law on Credit Institutions 2024

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Article 27. Notification of Election, Release from Office, and Removal of Members of the Board of Directors

1. MSB shall, no later than ten (10) days upon election of members of the Board of Directors in General Meetings of Shareholders, deliver to the State Bank of Vietnam written notice listing the elected individuals.[28]
2. The Board of Directors of MSB shall, within ten (10) days upon approval of the decision to release from office or remove the persons set out in Clause 1 of this Article, submit to the State Bank of Vietnam a written report together with relevant supporting documents[29].
3. The Board of Directors of MSB shall, within five (05) business days upon the removal of status as a Board member due to automatic disqualification, deliver to the State Bank of Vietnam a written report, together with relevant supporting documents, expressly specifying the foregoing removal in accordance with Points a, b, c, d, and f, Clause 1, Article 26 of this Corporate Governance Charter. The Board shall be responsible for the accuracy and truthfulness of this report[30].

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

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

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

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

[28] Article 44 of the Law on Credit Institutions 2024
[29] Article 46 of the Law on Credit Institutions 2024
[30] Clause 2, Article 45 of the Law on Credit Institutions 2024

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Article 30. Support Structure of the Board of Directors

1. The Board of Directors shall have a Secretary to support and facilitate its activities. The Secretary's functions and duties and responsibilities shall be determined by the Board of Directors.
2. The Board of Directors shall establish Committees to assist the Board in performing its duties and exercising its powers, including the Risk Management Committee and the Human Resources Committee. The duties and powers of these two Committees shall be determined by the Board of Directors in accordance with the applicable rules and regulations set out by the Governor of the State Bank of Vietnam.
3. The Board of Directors shall appoint no less than one (01) person to perform the duties of the Corporate Governance Officer of MSB. The Corporate Governance Officer may concurrently serve as the Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
4. The Board of Directors shall use the official seal or stamp of MSB to perform their duties and exercise their powers.

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

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

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

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

c) The Chairman, or any member of the Board of Directors duly authorized by the Chairman, may convene a Board meeting
- at the request of the Supervisory Board or an independent member of the Board;
- at the request of the CEO or no less than five (05) other Managers of MSB; or
- at the request of no less than two (02) Board members.

Such request shall be made in writing, expressly stating the purpose, matters to be discussed and decided by the Board within their authority.

2. The Chairman, or any Board member duly authorized by the Chairman, shall convene a Board meeting within seven (07) business days upon receipt of any such request prescribed in point c, Clause 1 of this Article. Save for force majeure events, if the Chairman, or the Board member duly authorized by the Chairman, fails to convene the meeting as requested, they shall be held accountable for any losses and/or damage suffered by MSB; in this case, the requesting person has the right to convene the meeting, and the attending members may vote to elect the chair of the meeting.

[31] Article 157 of the Law on Enterprises 2020 and Clause 2, Article 277 of Decree 155/2020/NĐ-CP

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3. MSB may issue internal policies and regulations set forth by the Board pertaining to emergency meetings, including periods and means of notification for such meetings.
4. Except for emergency meetings, the Chairman or the person convening a meeting shall deliver an invitation no less than five (05) business days prior to the date of the meeting. The invitation shall expressly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. Enclosed with the invitation are supporting documents to be used at the meeting and voting ballots.

   The invitation may be delivered in hard copy, by fax, by email, using electronic means, or otherwise, provided that it shall reach each Board member at the address registered with MSB.
5. The Chairman, or any Board member duly authorized by the Chairman to convene the meeting, shall further deliver the invitation and supporting documents to members of the Supervisory Board and the CEO in the same manner as to Board members.
6. Members of the Supervisory Board and the CEO, if not Board members, may attend Board meetings and participate in discussions but shall not vote.

Article 32. Conditions for Holding Meetings of the Board of Directors

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.

Article 33. Voting at Meetings of the Board of Directors

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

a) 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.

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

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 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) Date, time, and venue of the meeting;
d) Full name of each attending member or person authorized to attend the meeting; full names of absent members and the reasons for such absence;
e) Issues to be discussed and voted on at the meeting;
f) Summary of opinions of each member present in the order in which they were made;
g) Voting results, expressly specifying members who voted in favor, voted against, or abstained;
h) Decisions approved and the rate of approval; and
i) Full names and signatures of all members present or their authorized representatives.

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

[32]Article 158 of the Law on Enterprises 2020

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Article 35. Solicitation of Members of the Board of Directors' Written Opinions

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

Article 36. Adoption of Resolutions of the Board of Directors

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

Chapter IV:
THE SUPERVISORY BOARD

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

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

a) 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.

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

c) 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.

d) The Supervisory Board shall monitor MSB's financial condition and appraise MSB's financial statements for the first six (06) months of the year and annual financial statements, shall report to the General Meeting of Shareholders on the results of the appraisal of the financial statements, and shall assess the reasonableness, legitimacy, truthfulness, and prudence in accounting, statistical, and financial reporting activities. The Supervisory Board may consult the Board of

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Directors before submitting reports and recommendations to the General Meeting of Shareholders.

e) 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.

f) 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.

g) The Supervisory Board shall examine accounting books, other documents, and management activities of MSB when deemed necessary or:

- at the request of the General Meeting of Shareholders; or
- 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.

h) 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).

i) 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.

j) 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.

k) 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 the Charter.

l) The Supervisory Board shall appoint, release from office, discipline, suspend, and determine salaries, remuneration, bonuses, and other benefits for internal audit personnel.

m) The Supervisory Board shall promptly report to the State Bank of Vietnam any violations specified in Clauses 6, 8, and 11 of Article 62 of the Charter or violations relating to ownership ratios, capital contributions, or related persons under applicable laws.

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

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o) The Supervisory Board shall approve reports on internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, ad-hoc internal audit reports, and any other report in accordance with applicable regulations.
p) The Supervisory Board shall perform senior management oversight of the Internal Audit Department's compliance with the applicable regulations governing the powers and responsibilities of the Internal Audit Department and internal auditors.
q) The Supervisory Board shall supervise and assess compliance with standards of professional ethics by members of the Supervisory Board and internal auditors.
r) The Supervisory Board shall perform other duties and powers as prescribed by law (if any).

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

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).

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

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

1. The Supervisory Board may serve a no more than five (05)-year term. Each member of the Board serves for a term concurrent with the term of the Supervisory Board. Any member appointed or elected as an additional or replacement member shall serve for a term equal to the remaining term of the current Supervisory Board. The outgoing Supervisory Board shall continue to serve until the new Supervisory Board takes over.
2. The Supervisory Board shall consist of no less than five (05) members.

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

1. Each member of the Supervisory Board may not be subject to ineligibility or disqualification as specified in Clause 1, Article 39 of the Charter.
2. Each member of the Supervisory Board shall have professional ethics prescribed by the Governor of the State Bank of Vietnam.
3. Each member of the Supervisory Board shall have a bachelor's degree in one of the fields of finance, banking, economics, business administration, law, accounting, and auditing.
4. Each member of the Supervisory Board shall have no less than three (03) years' direct working experience in finance, banking, accounting, and auditing.
5. Each member of the Supervisory Board may not be a related person of any of managers of MSB.
6. The Chairman of the Supervisory Board shall be domiciled in Vietnam during their term of office.
7. Each member of the Supervisory Board shall satisfy any other standard and condition in accordance with applicable laws.

Article 41. Nomination and Self-Nomination for the Supervisory Board

1. Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares may self-nominate or nominate candidates for the Supervisory Board as follows[36]:

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

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

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

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

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

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

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

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g) Shareholders or groups of shareholders holding from 70% to less than 80% may nominate up to seven (07) candidates;
h) Shareholders or groups of shareholders holding from 80% to less than 90% may nominate up to eight (08) candidates;
i) If the number of nominated candidates is less than the number permitted by the Charter, the remaining candidates shall be nominated by the Supervisory Board. Nomination and Self-nomination shall be carried out as defined in Article 38 of the Charter and as instructed by the State Bank of Vietnam from time to time[37].

2. Ordinary shareholders forming a group to nominate shall give other attending shareholders notice to that effect before the meeting is called to order. Prior to the commencement of the General Meeting of Shareholders, the Board of Directors shall notify shareholders who are entitled to attend the meeting of the anticipated number of Supervisory Board members to be elected or appointed, or elected or appointed as additional members, to the Supervisory Board. The Board of Directors shall further announce the deadline for submission of the lists of candidates and the eligibility criteria and qualification for such positions, so that shareholders may nominate candidates or self-nominate in accordance with applicable laws.
3. Using the lists of nominated or self-nominated candidates provided by shareholders, the Board of Directors shall assess and evaluate their eligibility and qualifications, 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 Supervisory Board from shareholders or if the candidates fail to satify the required qualifications and eligibility criteria, the incumbent Supervisory Board shall nominate additional or replacement candidates for such vacancies. Such nominations by the Supervisory Board shall be clearly disclosed before the General Meeting of Shareholders elects members of the Supervisory Board by vote as provided by law.
4. The Board of Directors shall inform the shareholders or group of shareholders having nominated the candidates who fail to meet the qualifications and eligibility criteria of the reason(s) therefor.
5. Once the list of Supervisory Board candidates has been finalized, MSB shall make publicly available on its official website information relating to the candidates 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. 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 the Board of Directors or Supervisory Boards of other companies);

[37] Article 115 of the Law on Enterprises 2020

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e) Interests relating to MSB and its related parties;
f) Other relevant information (if any) in accordance with the Charter.
MSB shall ensure that shareholders have access to information on the companies where candidates currently hold positions as Supervisory Board members, other managerial positions, and any interests relating to MSB (if any).

Article 42. Election of Members of the Supervisory Board

1. The list of candidates to be elected as members of the Supervisory Board shall be approved in writing by the State Bank of Vietnam prior to election. Only so approved candidates may be elected as members of the Supervisory Board.
2. Members of the Supervisory Board shall be elected under cumulative voting. Accordingly, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of members to be elected. Shareholders may lump all their votes on one or more specific candidates.
3. The elected members of the Supervisory Board shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members as specified in the Charter is reached. In the event that two or more candidates receive the same number of votes for the final vacancy, a re-election will be held among those candidates, or the vacancy shall be selected using the criteria approved by the General Meeting of Shareholders

Article 43. Automatic Disqualification, Release from Office, Removal, and Election of Additional Members, of the Supervisory Board

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

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

2. Members of the Supervisory Board may, as applicable, release from office or shall be removed if[39]:

a) they voluntarily submit a resignation letter, expressly specifying the reason, to the Board of Directors and Supervisory Board;
b) they fail to engage in any activities of the Supervisory Board for six (06) consecutive months, save for force majeure events;
c) they fail to satisfy the criteria and conditions set out in Article 42 hereof; or
d) in such other cases as may be provided by law and, where applicable, as may be prescribed in the Charter.

[38] Clause 1, Article 45 of the Law on Credit Institutions 2024
[39] Article 46 of the Law on Credit Institutions 2024

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3. Additional members shall be elected if:

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

b) in such other cases as may be provided by law.

Article 44. Notification of Election, Release from Office, and Removal of Members of the Supervisory Board

1. MSB shall, no later than ten (10) days upon election of members of the Supervisory Board, deliver to the State Bank of Vietnam written notice containing a list of the elected individuals.[40]
2. The Board of Directors of MSB shall, within ten (10) days upon approval of the resolution on release from office or removal of the persons set out in Clause 1 of this Article, deliver to the State Bank of Vietnam a written report together with relevant supporting documents[41].
3. The Board of Directors of MSB shall, within five (05) business days upon the removal of status as members of the Supervisory Board due to automatic disqualification, deliver to the State Bank of Vietnam a written report, together with relevant supporting documents, expressly specifying the foregoing removal in accordance with Points a, b, c, d, f, and g of Clause 1, Article 43 of this Corporate Governance Charter. The Board shall be responsible for the accuracy and truthfulness of the report[42].

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

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

Chapter V:
ORGANIZATION AND WORKINGS OF THE INTERNAL AUDIT DEPARTMENT

Article 46. Structure of the Internal Audit Department[43]

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

[40] Article 44 of the Law on Credit Institutions 2024
[41] Article 46 of the Law on Credit Institutions 2024
[42] Clause 2, Article 45 of the Law on Credit Institutions 2024
[43] Article 58 of the Law on Credit Institutions 2024

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Article 47. Rights and Responsibilities of the Internal Audit Department

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

Chapter VI:
SELECTION, APPOINTMENT, AND REMOVAL OF EXECUTIVE OFFICERS

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

1. The Chief Executive Officer (CEO) is the highest-ranking executive of MSB, subject to supervision by the Board of Directors and the Supervisory Board, and is 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 the Charter.
2. Rights and obligations of the CEO[45]:

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

b) The CEO may and shall decide on matters within their authority and powers in relation to MSB's daily business activities.

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

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

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

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

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f) The CEO shall report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, and competent state agencies on MSB's business operations and performance.
g) 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.
h) The CEO shall propose new product plans or entry into new markets for approval by the Board of Directors.
i) The CEO shall recommend and propose organizational and managerial structures of MSB for decision-making by the Board of Directors or the General Meeting of Shareholders within their authority.
j) The CEO may request extraordinary meetings of the Board of Directors be convened.
k) 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.
l) 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.
m) The CEO shall recommend profit distribution plans and solutions for handling business losses.
n) The CEO may and shall recruit employees; decide on salaries and allowances (if any) for employees under their authority.
o) 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.

Article 49. Qualifications and Requirements for MSB's Executive Officers[46]

1. Qualifications and Requirements for the Chief Executive Officer (CEO):
a) The CEO shall not be subject to ineligibility or disqualification as specified in Clauses 1 and 2, Article 39 of the Charter;
b) The CEO shall not be a related person of MSB's Managers, any member of the Supervisory Board of MSB, any appointed representative of the state capital interests in MSB, or any appointed representative of an enterprise's capital interests in MSB, in accordance with Point d, Clause 46, Article 4 of the Law on Securities.
c) The CEO shall have professional ethics prescribed by the Governor of the State Bank of Vietnam;
d) 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;
e) 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

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

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whose charter capital is equal to or greater than the legal capital required for a commercial bank and no less than five (05) years' direct working experience in finance, banking, accounting, or auditing; or or no less than ten (10) years' direct working experience in finance, banking, accounting, or auditing; and

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

2. 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 the 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 the 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 50. Appointment of MSB's Executive Officers[47]

1. The Board of Directors appoints the CEO for a term of no more than five (05) years. The person so proposed for appointment shall be approved in writing by the State Bank of Vietnam prior to official appointment. The Board of Directors shall notify the State Bank of Vietnam in writing within ten (10) days upon appointment[48].
2. The Board of Directors may appoint, release from office, remove, discipline, suspend, and determine the remuneration, salaries, bonuses, and other benefits of the CEO, Deputy CEOs, and other executive officers in accordance with MSB's internal regulations.

[47] Article 70 of the Law on Credit Institutions 2024
[48] Clause 1, Article 55 of the Law on Credit Institutions 2024

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

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

Article 52. Automatic Disqualification, Release from Office, and Removal of the CEO

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

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

b) they represent the capital 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.

2. The CEO may, as applicable, release from office or shall be removed if[51]:

a) they voluntarily submit a resignation letter, expressly specifying the reasons, to the Board of Directors and the Supervisory Board;

b) they fail to satisfy the terms and provisions of Article 50 of this Corporate Governance Charter; or

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

Article 53. Notification of Election, Release from Office, and Removal of the CEO

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

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[49] Point i, Clause 2, Article 153 of the Law on Enterprises 2020
[50] Clause 1, Article 45 of the Law on Credit Institutions 2024
[51] Article 46 of the Law on Credit Institutions 2024
[52] Article 44 of the Law on Credit Institutions 2024
[53] Article 46 of the Law on Credit Institutions 2024
[54] Clause 2, Article 45 of the Law on Credit Institutions 2024

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Article 54. The CEO's Remuneration and Salaries

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

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

Article 55. Principles of Coordination

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

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

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

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

   Members of the Supervisory Board have the right to attend and participate in discussions in meetings of the Board of Directors but shall not vote.
5. Resolutions, decisions, and minutes of the General Meeting of Shareholders and the Board of Directors shall be delivered to members of the Supervisory Board at

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the same time and in the same manner as to shareholders and members of the Board of Directors.

6. Reports prepared by the CEO to the Board of Directors or other documents issued by MSB shall be delivered to members of the Supervisory Board at the same time and in the same manner as to the Board of Directors.
7. Members of the Supervisory Board 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.
8. 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.
9. Members of the Supervisory Board shall promptly notify the Board of Directors when they are made aware of, or informed of, any breach by MSB's managers or executive officers of the law, the Charter, internal regulations, or resolutions of the General Meeting of Shareholders or the Board of Directors; request the breaching party immediately cease the breach and propose solutions to remedy the consequences (if any).
10. The Board of Directors shall coordinate with the Internal Audit department during internal audits of senior management oversight of the Board of Directors.
11. The Board of Directors shall implement the recommendations made to them by the Supervisory Board in any reports on internal audit results, and shall notify the Supervisory Board of the results of such implementation.

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

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

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specify the purpose, issues to be discussed and voted on, and decisions falling under the Board's authority.

8. The Chairman or the Board member duly authorized by the Chairman shall, within seven (07) business days upon receipt of any such request specified in Clause 7 of this Article, convene a Board meeting. If the Chairman or the authorized person fails to do so, they shall be held liable for any losses and/or damages caused to MSB, unless due to force majeure events. In such cases, the requesting party has the right to convene the meeting, and the attending Board members shall elect the chair of the meeting by vote.
9. The Chairman of the Board of Directors or the convening person shall send the meeting notice, ballot for the Board members' opinions, and accompanying documents to the CEO in the same manner as to the Board members.
   If the CEO is not a Board member, they still have the right to attend Board meetings and participate in discussions, but shall not vote.

Article 58. Coordination between the Supervisory Board and the CEO

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

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

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Article 59. Methods of Performance Evaluation for Members of the Board of Directors, Members of the Supervisory Board, the CEO, and other Executive Officers

1. Depending on the resolutions of the Board of Directors, the performance of members of the Board of Directors, members of the Supervisory Board, the CEO, and other executive officers may be evaluated and assessed using one or more of the following methods:

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

2. The Board of Directors shall evaluate the performance of their members, the CEO, and other executive officers appointed by the Board.
3. The Supervisory Board shall evaluate the performance of their members and the Internal Audit Department.

Article 60. Performance Evaluation Criteria

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

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

Article 61. Rewards

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

Article 62. Disciplinary Action

1. Members of the Board of Directors, members of the Supervisory Board, the CEO, and other executive officers who, in the course of performing their duties, are in

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breach of the provisions of law, the Charter, or other relevant internal regulations shall, depending on the nature, severity, and impact of such breach, be subject to disciplinary action in accordance with applicable laws and MSB's internal regulations.

2. The principles and types of disciplinary action, and procedures for handling violations, shall comply with applicable laws and MSB's Internal Labor Regulations in effect from time to time.

Chapter IX:
SELECTION, APPOINTMENT, AND RELEASE FROM OFFICE, OF THE CORPORATE GOVERNANCE OFFICER

Article 63. Standards and Requirements of the Corporate Governance Officer

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

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

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

1. The Corporate Governance Officer shall advise the Board of Directors on organizing General Meetings of Shareholders and on other relevant matters between MSB and its shareholders.
2. The Corporate Governance Officer shall arrange meetings of the Board of Directors, Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board.
3. The Corporate Governance Officer shall advise on meeting procedures.
4. The Corporate Governance Officer shall attend meetings.
5. The Corporate Governance Officer shall advise the Board of Directors on the procedures for drafting resolutions and decisions in accordance with applicable laws.
6. The Corporate Governance Officer shall provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board.
7. The Corporate Governance Officer shall supervise and report to the Board of Directors on MSB's public disclosures of information.
8. The Corporate Governance Officer shall serve as the point of contact with relevant concerned parties;

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

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9. The Corporate Governance Officer shall maintain information confidentiality as required by law and as defined in the Charter;
10. The Corporate Governance Officer shall ensure that copies of all resolutions, decisions, meeting minutes of the General Meeting of Shareholders and meetings of the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are provided to the Supervisory Board members at the same time and in the same manner as they are provided to shareholders and members of the Board of Directors; and
11. The Corporate Governance Officer shall have other rights and obligations provided by law and defined in the Charter.

Article 65. Appointment of the Corporate Governance Officer[57]

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

Article 66. Release from Office of the Corporate Governance Officer

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

Article 67. Notification of Appointment or Release from Office of the Corporate Governance Officer

Within ten (10) business days upon approval by the Board of Directors of the resolution and/or decision on the appointment or release from office of the Corporate Governance Officer, such resolution and/or decision shall be published by MSB on its website.

Chapter X:
IMPLEMENTING PROVISIONS

Article 68. Implementing Provisions

1. This Corporate Governance Charter shall become effective as of October 08,2026 pursuant to Resolution 34A/NQ-ĐHĐCĐ issued on October 08, 2026 by the General Meeting of Shareholders, and shall replace and supersede Corporate

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

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Governance Charter number QC.HC.003 (07th edition) issued on April 21, 2025 by the Board of Directors pertaining to the organization and operation of the Board of Directors.

2. Any matters not covered herein shall be carried out in accordance with other relevant legal provisions and other relevant terms and provisions of the Charter. In the event that any provisions of this Corporate Governance Charter are inconsistent with the law or the Charter, any such provision shall automatically cease to be effective, and the applicable legal or Charter provisions shall prevail. The drafting unit must promptly report the issue to the issuing authority for timely guidance and resolution.
3. Any amendment(s) and/or supplement(s) to, and/or replacement(s) and substitution(s) of, this Corporate Governance Charter shall be approved by the General Meeting of Shareholders.
4. The Board of Directors, the Supervisory Board, the Chief Executive Officer, Deputy CEOs, Heads of Divisions, and Leads of relevant Departments and Units shall implement this Corporate Governance Charter and put it into practice.

ON BEHALF OF THE CHAIRMAN
OF THE BOARD OF DIRECTOR

(Signed and sealed)

TRAN ANH TUAN

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

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