MILITARY COMMERCIAL JOINT STOCK BANK

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN QUÂN ĐỘI

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REGULATION ON THE ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS MILITARY COMMERCIAL JOINT STOCK BANK

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CHAPTER I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation

The Regulation on the organization and operation of the Board of Directors of Military Commercial Joint Stock Bank (MB) provides for the organizational structure, composition, duties, and powers of the Board of Directors, the rights and obligations of the Members of the Board of Directors, the principles, operating regimes, working relationships, and other related contents of the Board of Directors and the Members of the Board of Directors, in accordance with the Charter of MB and the provisions of law.

2. Subjects of application

This Regulation applies to the Board of Directors, the Members of the Board of Directors, and other units and individuals related to the MB Board of Directors.

Article 2. Interpretation of terms and abbreviations

Words or terms, unless otherwise interpreted in this Regulation, shall have the meanings as defined in the Charter of MB.

Article 3. Board of Directors and structure of the Board of Directors

1. The Board of Directors is the governing body of MB, having full authority to act in the name of MB to decide and exercise the rights and obligations of MB that do not fall under the authority of the GSM.

2. The Board of Directors establishes Committees to assist the Board of Directors in performing its duties and powers in several related fields, in accordance with the provisions of law, the Charter of MB, and this Regulation.

3. The Board of Directors consists of 05 (five) to 11 (eleven) members. The specific number of Members of the Board of Directors for each term shall be decided by the GSM of MB. The term of the Board of Directors of MB is 05 (five) years. Each Member of the Board of Directors has a term not exceeding 05 (five) years and may be re-elected for an unlimited number of terms. The replacement of a Member of the Board of Directors must be decided by the GSM. In case a member is elected additionally or to replace a member who is dismissed, removed, or automatically disqualified during the term, the term of such member shall be the remaining period of the term of the Board of Directors.

4. The structure and composition of the Board of Directors, and the number of Independent Members of the Board of Directors of MB, shall comply with the provisions of law. An individual and

their related persons, or the representatives of the capital contribution of an institutional shareholder and the related persons of these individuals, may participate in the Board of Directors of MB but shall not exceed 02 (two) Members of the Board of Directors of MB, unless otherwise prescribed by law and the Charter of MB.

5. The election, dismissal, removal, and resignation of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and the Members of the Board of Directors shall be carried out in accordance with the provisions of law, the Charter of MB, and this Regulation. The order, procedures, and dossiers for changes and approvals related to the election, dismissal, and removal of the Chairman of the Board of Directors and the Members of the Board of Directors shall comply with the provisions of law, the Charter of MB, and this Regulation.

6. The Chairman of the Board of Directors must hold Vietnamese nationality and reside in Vietnam during their term of office.

CHAPTER II

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Article 4. Powers and duties of the Board of Directors

1. Be responsible before the law and the GSM for the performance of assigned duties and powers.

2. Submit to the GSM for decision and approval the contents within the duties and powers of the GSM as specified in the Charter of MB. Submit to the GSM the Report on the operations of the Board of Directors at the annual GSM, ensuring the contents comply with the provisions of law and the Charter of MB.

3. Decide on the establishment of branches, transaction offices, representative offices, and non-business units, and decide on other contents related to the network within the duties of the Board of Directors in accordance with the provisions of law.

4. Decide on the organizational model and functions of the head office; decide on the organizational model of domestic branches, representative offices, and non-business units of MB.

5. Elect, dismiss, and remove the Chairman of the Board of Directors; Appoint, dismiss, remove, discipline, suspend, and decide on the salary, bonus, and other benefits for the CEO, Deputy CEOs, members of the Board of Management, Chief Financial Officer, Chief Accountant, and other positions (if any) as prescribed by the Board of Directors.

6. Approve plans for capital contribution, purchase, sale, and transfer of shares and capital contributions of MB in other enterprises, credit institutions, and other organizations in accordance with the law, where the expected capital contribution value, purchase price, or book value in the case of sale or transfer of shares or capital contributions is valued at less than 20% (twenty percent) of the charter capital of MB recorded in the most recent audited financial statements.

7. Appoint representatives of MB's capital contribution in other enterprises and credit institutions.

8. Approve decisions on investment, purchase, and sale of fixed assets of MB where the expected investment level, purchase price, or original cost in the case of selling fixed assets is valued at 10% (ten percent) or more of the charter capital of MB recorded in the most recent audited financial statements,

except for investments, purchases, and sales of fixed assets under the decision-making authority of the GSM.

9. Decide on credit extensions as prescribed in Clause 7, Article 136 of the Law on Credit Institutions, except for other contracts and transactions under the decision-making authority of the GSM.

10. Approve other contracts and transactions valued at less than 20% (twenty percent) of the charter capital of MB recorded in the most recent audited financial statements between MB and Members of the Board of Directors, Members of the Supervisory Board, the CEO, and major shareholders of MB; related persons of Managers, Members of the Supervisory Board, and major shareholders of MB; Subsidiaries and affiliated companies of MB.

11. Approve other contracts and transactions valued at 10% (ten percent) or more of the charter capital of MB recorded in the most recent audited financial statements.

12. Inspect, supervise, and direct the CEO in performing assigned and decentralized duties, powers, and contents; periodically evaluate the working performance of the CEO on an annual basis. Inspect, supervise, and annually evaluate the performance of duties and powers of Managers, Executives, and other positions appointed by the Board of Directors according to the decisions of the Board of Directors.

13. Approve the annual business plan (including the financial plan) and/or business operation targets and adjustments or amendments (if any) proposed by the CEO, in accordance with the provisions of law, the Charter, and internal regulations of MB.

14. Promulgate internal regulations related to the organization, governance, and operations of MB, except for contents under the authority of the GSM, the Supervisory Board, and the CEO.

15. Decide on risk management policies and supervise the implementation of risk prevention measures of MB.

16. Review and approve the annual report; review and approve to submit to the GSM for approval the annual financial statements of MB in accordance with the provisions of law.

17. Submit to the Governor of the State Bank for approval of matters in accordance with the provisions of law.

18. Recommend to the GSM the division, consolidation, merger, conversion of legal form, dissolution, or request the Court to open bankruptcy procedures for MB.

19. Decide on the offering of new shares and the sale of unsold shares within the number of shares authorized for offering.

20. Decide on the offering price of shares and convertible bonds, and bonds with warrants of MB.

21. Decide on the repurchase of shares of MB according to the approved plan.

22. Approve the report on the implementation of the annual financial plan.

23. Recommend the profit distribution plan and the dividend payout rate; decide on the time limit and procedures for paying dividends or handling losses incurred during business operations.

24. Approve the Financial Regulation, regulations on the purchase, sale, transfer, and liquidation of assets, and regulations on the management and use of funds extracted from after-tax profits, including

the decentralization of authority to use funds and other related contents. Regulate the provisioning and use of MB's pre-tax funds in accordance with the provisions of law.

25. Prepare related contents and documents to submit to the GSM for decision on contents within the duties and powers of the GSM, except for contents within the functions and duties of the Supervisory Board.

26. Approve the program and operation plan of the Board of Directors; Approve the program, contents, and documents serving the GSM; convene the GSM or collect written opinions from shareholders to pass resolutions and decisions of the GSM.

27. Organize the implementation, inspection, and supervision of the implementation of resolutions and decisions of the GSM and the Board of Directors.

28. Organize the implementation of inspection and supervision activities within the functions, duties, and powers of the Board of Directors in accordance with the Charter of MB, this Regulation, and the provisions of law and MB (including regulating and/or deciding on the supervision mechanism and the supervision assignment mechanism of the Board of Directors and the Members of the Board of Directors).

29. Promptly notify the State Bank of information that negatively affects the status of Members of the Board of Directors, the Supervisory Board, and the CEO.

30. Perform senior management supervision of the Board of Directors over the CEO in accordance with the provisions of law.

31. Other powers, obligations, and duties in accordance with the regulations and decisions of the GSM, documents of competent authorities, the Charter of MB, and the provisions of law.

CHAPTER III

POWERS AND DUTIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS AND MEMBERS OF THE BOARD OF DIRECTORS

Article 5. Powers and duties of the Chairman of the Board of Directors

1. The Board of Directors shall elect the Chairman and Vice Chairman(men) of the Board of Directors from among the Members of the Board of Directors by majority rule.

2. The Chairman of the Board of Directors has the following rights and obligations:

2.1. Chair the General Meetings of Shareholders.

2.2. Formulate the program and operation plan of the Board of Directors.

2.3. Prepare the program, contents, and documents serving the meetings of the Board of Directors; Convene and chair the meetings of the Board of Directors; Organize the adoption of decisions of the Board of Directors.

2.4. On behalf of the Board of Directors, sign resolutions, decisions, and documents within the authority of the Board of Directors; organize the implementation and supervise or organize the supervision of the implementation of such documents and decisions.

2.5. Ensure that the Board of Directors submits the annual financial statements, the operation report of MB, the audit report, and the inspection report of the Board of Directors to the shareholders at the GSM.

2.6. Ensure that the Members of the Board of Directors receive complete, objective, and accurate information related to the issues that the Board of Directors must consider in accordance with business operation practices.

2.7. Prepare the working plan and assign duties to the Members of the Board of Directors.

2.8. Supervise the Members of the Board of Directors in performing their assigned duties and other powers.

2.9. Supervise the CEO in implementing the resolutions and decisions of the BOD.

2.10. Organize the supervision and supervise the contents specified in Clause 29, Article 4 of this Regulation according to the regulations and/or decisions of the Board of Directors from time to time, including the promulgation of documents and assignment of Members of the Board of Directors to perform one or several inspection and supervision tasks for specific segments, fields, and activities.

2.11. Evaluate the working performance of each Member of the Board of Directors and the Committees of the Board of Directors at least once a year and report to the GSM on the results of this evaluation.

2.12. Specifically decide on the number, duties, salaries, and other regimes of the full-time assisting officers and employees belonging to the assisting apparatus of the Board of Directors, except for cases under the authority of the Board of Directors as prescribed in the Charter, this Regulation, and the law.

2.13. Decide on the appointment, dismissal, and removal of the following positions: Heads/Persons in charge of Divisions/Deputy Directors of Divisions (and equivalents at MB and Subsidiaries); Heads/persons in charge of branches; managerial positions of the Office of the Board of Directors, the Investment Division, and other positions according to the internal regulations of MB, in accordance with the provisions of law.

2.14. Decide on the investment, purchase, and sale of fixed assets and other assets, equipment, and services of MB (according to the decentralization of the Board of Directors from time to time), except for investments, purchases, and sales of fixed assets and other assets, and services under the authority of the GSM, the Board of Directors, and the CEO, based on advice and consultation of the Senior Governance Committee under the Board of Director.

2.15. Direct the investment, capital contribution, purchase, sale, and transfer of shares and capital contributions of MB in Subsidiaries, enterprises, other credit institutions, and other organizations in accordance with the law and other related contents based on the plan for investment, capital contribution, purchase, sale, and transfer of shares and capital contributions approved by the Board of Directors, in accordance with the provisions of law and the Charter of MB; direct the management activities of Subsidiaries in accordance with the provisions of law and regulations of MB.

2.16. Evaluate the working performance of the Representatives of MB at the subsidiaries.

2.17. Decide on the detailed implementation plan for MB's annual network development plan after it has been approved by the Board of Directors.

2.18. Other rights, obligations, and duties in accordance with the regulations and decisions of the GSM, the Board of Directors, documents of competent authorities, the Charter of MB, and the provisions of law;

3. The Chairman of the Board of Directors shall authorize in writing a Vice Chairman of the Board of Directors or a Member of the Board of Directors to exercise their rights and obligations during the absence of the Chairman of the Board of Directors or in other cases in accordance with the provisions of law, and shall notify the remaining Members of the Board of Directors and the CEO of MB of this authorization. In case there is no authorized person or in other cases prescribed by law, the remaining Members of the Board of Directors shall elect a person from among the Members of the Board of Directors to temporarily perform the duties and powers of the Chairman of the Board of Directors based on the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.

4. The Vice Chairman of the Board of Directors assists the Chairman of the Board of Directors as assigned by the Chairman of the Board of Directors. The specific number and personnel of the Vice Chairman(men) of the Board of Directors shall be decided by the Board of Directors.

Article 6. Powers and duties of Members of the Board of Directors

1. Exercise the rights and obligations of a Member of the Board of Directors in strict accordance with the internal regulations of the Board of Directors and the assignment of the Chairman of the Board of Directors in an honest and reasonably prudent manner, for the benefit of MB and its shareholders; promote the independence of the Independent Members of the Board of Directors in exercising their rights and obligations; be responsible for the exercise of their rights and obligations.

2. Review the financial statements prepared by independent auditors, provide opinions, or request the Executives of MB, independent auditors, and internal auditors to explain issues related to the reports.

3. Request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors in accordance with the Charter of MB and the provisions of law.

4. Attend meetings of the Board of Directors, discuss and vote on contents within the duties and powers of the Board of Directors as prescribed in the Charter of MB and the law, and be responsible before the law, the GSM, and the Board of Directors for their decisions. If the voting content conflicts with any member's interests, that member is not allowed to participate in the voting.

5. Implement the resolutions and decisions of the GSM and the resolutions of the Board of Directors.

6. Be responsible for explaining to the GSM and the Board of Directors the performance of assigned duties when requested.

7. Do not participate in reviewing and approving risky decisions within the functions and duties of the CEO, except where the Member of the Board of Directors is the CEO.

8. Correctly, fully, and promptly exercise their rights and obligations in accordance with the provisions of law, the Charter of MB, and this Regulation, and the assigned contents as prescribed in Clause 29, Article 4, and Clauses 2.7 and 2.10, Article 5 of this Regulation.

9. A Member of the Board of Directors is not allowed to authorize another person to attend a meeting of the Board of Directors to decide on the contents prescribed in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14, and 18, Article 70 of the Law on Credit Institutions.

10. Other rights, obligations, and duties in accordance with the provisions of law, documents of competent authorities, the Charter of MB, and the regulations and decisions of competent authorities of MB.

Article 7. Committees of the Board of Directors

The Board of Directors establishes Committees to assist it in performing its duties and powers, including the Risk Management Committee, the Human Resources Committee, the Senior Governance Committee, the Technology and Digital Transformation Committee, and other Committees (if necessary). The composition, structure, duties, powers, organization, and operation of the Committees of the Board of Directors shall comply with the regulations of the MB Board of Directors from time to time and applicable law.

CHAPTER IV

ELIGIBILITY AND QUALIFICATION, ELECTION, APPOINTMENT, REMOVAL, AND AUTOMATIC DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

Article 8. Persons prohibited from being Members of the Board of Directors

Persons falling under the cases specified in Article 48 of the Charter of MB are not allowed to be Members of the Board of Directors of MB.

Article 9. Cases of concurrent holding of positions prohibited

1. Chairman of the Board of Directors and Members of the Board of Directors of MB:

1.1. The Chairman of the Board of Directors of MB must not concurrently be an Executive of MB, a Member of the Supervisory Board of MB, an executive or a member of the Supervisory Board of another credit institution, or a manager of another enterprise..

1.2. A Member of the Board of Directors who is not an independent member of MB must not concurrently hold one of the following positions:

- An Executive of MB, except in the case of being the CEO of MB;
- A manager or an executive of another credit institution, or a manager of another enterprise, except in the case of being a manager or an executive of a Subsidiary of MB or of the parent company of MB, or in the case of implementing an approved mandatory transfer plant;
- A controller or a member of the Supervisory Board of another credit institution or another enterprise.

2. An Independent Member of the Board of Directors of MB must not concurrently hold one of the following positions:

- An Executive of MB;
- A manager/an executive of another credit institution; manager of more than 02 (two) other enterprises;

- A controller/a member of the Supervisory Board of another credit institution or another enterprise.

Article 10. Eligibility and qualifications for Members of the Board of Directors

1. A Member of the Board of Directors must fully meet the following standards and conditions:

1.1. Not falling under the cases of being prohibited from being a Member of the Board of Directors as prescribed in Article 48 of the Charter of MB and the provisions of law.

1.2. Having professional ethics as prescribed by the Governor of the State Bank.

1.3. Having a university degree or higher.

1.4. Having one of the following conditions: having at least 03 years as a manager or an executive of a credit institution; having at least 05 (five) years as a manager of an enterprise operating in the finance, accounting, or auditing sector, or of another enterprise with equity at least equal to the legal capital level for the corresponding type of credit institution; having at least 05 (five) years working directly in the professional department of a credit institution or a foreign bank branch; having at least 05 (five) years working directly in the professional department of finance, banking, accounting, or auditing.

2. An Independent Member of the Board of Directors is a member who meets the standards and conditions specified in Clause 1 of this Article and the following standards and conditions:

2.1. Not being a person currently working for MB or a Subsidiary of MB, or having worked for MB or a Subsidiary of MB in the 03 (three) preceding years.

2.2. Not being a person receiving regular salary or remuneration from MB, other than the remuneration entitled to a Member of the Board of Directors of MB.

2.3. Not having a spouse, father, mother, child, brother, sister, or the spouse of these persons being a major shareholder of MB, a Manager or a Member of the Supervisory Board of MB, or a manager, controller, or member of the Supervisory Board of a Subsidiary of MB.

2.4. Not representing the ownership of shares of MB; not directly or indirectly owning, together with related persons, 01% (one percent) or more of the charter capital of MB.

2.5. Not having been a manager or a member of the Supervisory Board of MB at any time in the 05 (five) consecutive preceding years.

2.6. Other standards and conditions as prescribed by law and the Charter of MB.

3. A full-time Member of the Board of Directors is a member whose working time and working regime for the Board of Directors are the same as those of MB's officers and employees, in accordance with the provisions of law.

4. Members of the Board of Directors and Independent Members of the Board of Directors of MB elected before July 1, 2024, shall be subject to the provisions of Clause 8, Article 210 of the Law on Credit Institutions.

Article 11. Process and procedures for electing Members of the Board of Directors

1. At least 30 (thirty) days before the GSM, the Board of Directors must notify the shareholders (as of the record date of the list of shareholders exercising the right to run for election and nominate

according to the decision of the Board of Directors) of the expected number of members to be elected or added to the Board of Directors; including the expected number of Independent Members of the Board of Directors (in case Independent Members of the Board of Directors have not been elected or the minimum number of Independent Members of the Board of Directors as prescribed has not been met); and simultaneously notify the standards and conditions to be met for the elected positions so that shareholders can run for election or nominate candidates in accordance with the Charter, this Regulation, and the provisions of law.

2. Based on the valid list and dossiers of candidacy and nomination by shareholders for these positions, the Board of Directors shall determine the fulfillment of standards and conditions; compile a List of Candidates (meeting the standards, conditions, and having valid dossiers and procedures) for the positions expected to be elected in accordance with the Charter of MB, the provisions of law, and MB. In case the shareholders do not run for election or nominate a sufficient number of candidates for the Members of the Board of Directors (including Independent Members of the Board of Directors) or the candidates do not meet the standards, conditions, or valid dossiers as prescribed, the Board of Directors shall nominate additional or replacement candidates for these positions. The Board of Directors shall notify the shareholder or group of shareholders running for election or nominating candidates who do not meet the requirements, clearly stating the reasons.

3. After compiling the list of candidates, the Board of Directors of MB shall submit a written request to the State Bank to review and approve this list in accordance with the provisions of law.

4. MB may compile a list of candidates and conduct a separate election for Independent Members of the Board of Directors. In this case, the election of Independent Members of the Board of Directors shall be conducted in the same manner as the election of other Members of the Board of Directors.

Article 12. Replacement of Members of the Board of Directors

1. In case the Chairman of the Board of Directors is automatically disqualified as a Member of the Board of Directors, the Board of Directors shall appoint a Member of the Board of Directors to temporarily manage the affairs of the Board of Directors and report to the competent State Authority in accordance with the provisions of law. Within a period not exceeding 15 (fifteen) days from the date the Chairman of the Board of Directors is automatically disqualified, the Members of the Board of Directors shall hold a meeting of the Board of Directors to elect a Member of the Board of Directors (meeting the prescribed standards and conditions) as the Chairman of the Board of Directors.

2. If the Chairman of the Board of Directors wishes to resign from the position of Chairman of the Board of Directors, they must submit an application to the Board of Directors. Within 60 (sixty) days from the date of receiving the application, the Board of Directors shall hold a meeting to consider and decide, and carry out the procedures for dismissal and election of the Chairman of the Board of Directors in accordance with the provisions of law and the Charter of MB.

3. If a Member of the Board of Directors wishes to resign, they must submit an application or written document to the Board of Directors (clearly stating the reasons for resignation) to be submitted to the GSM for decision.

4. In case the Board of Directors has fewer members than the minimum number prescribed, within 90 (ninety) days from the date of not having the minimum number of Members of the Board of

Directors as prescribed, the Board of Directors must convene a GSM to elect additional Members of the Board of Directors.

5. In other cases, the nearest GSM shall elect new Members of the Board of Directors to replace the Members of the Board of Directors who have been dismissed or removed, or to supplement the missing Members of the Board of Directors.

6. Persons elected as the Chairman of the Board of Directors and Members of the Board of Directors are responsible for receiving and undertaking the work of the elected positions in accordance with the provisions of law and the Charter of MB. The Chairman of the Board of Directors and the Members of the Board of Directors who are dismissed or removed are responsible for handing over the work to the newly elected Chairman of the Board of Directors and Members of the Board of Directors for handling, and at the same time, must be responsible for their decisions during the time holding such positions.

Article 13. Removal and dismissal

1. Except for the cases of automatic disqualification specified in Article 50 of the Charter of MB, the Chairman of the Board of Directors and other Members of the Board of Directors shall be considered for dismissal or removal when falling into one of the following cases:

1.1. Dismissal upon submission of a resignation application to the Board of Directors (clearly stating the reasons for resignation).

1.2. Removal when an Independent Member of the Board of Directors does not meet the standards, conditions, and cases of concurrent holding of positions prohibited for Independent Members of the Board of Directors as prescribed in Clause 2, Article 57, and Clause 3, Article 49 of the Charter of MB and the provisions of law.

1.4. Removal when failing to ensure the standards and conditions of a Member of the Board of Directors as prescribed in this Regulation, the Charter of MB, and the provisions of law.

1.5. Removal when a Member of the Board of Directors does not participate in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure.

1.6. Other cases as prescribed by law or when the competent authority for election or appointment deems it necessary.

2. The Chairman of the Board of Directors and Members of the Board of Directors, after being dismissed or removed, must still be responsible for their decisions during their term of office.

3. Within 10 (ten) days from the date of passing the decision on dismissal or removal for the subjects specified in Clause 1 of this Article, the Board of Directors of MB shall submit a written report accompanied by relevant documents to the State Bank, and must be responsible for the accuracy and truthfulness of this report. MB shall carry out the procedures for electing the vacant positions in accordance with its authority and the provisions of law.

Article 14. Automatic disqualification

1. Cases of automatic disqualification as a Member of the Board of Directors:

1.1. Death.

1.2. Falling into one of the cases specified in Article 48 of the Charter of MB.

1.3. Being the representative of the capital contribution of an institutional shareholder when that institution ceases to exist.

1.4. No longer being the authorized representative of the capital contribution of an institutional shareholder.

1.5. Being expelled from the territory of the Socialist Republic of Vietnam.

1.6. MB having its establishment and operation license revoked.

1.7. The election decision to replace the position of Member of the Board of Directors takes effect.

2. Within 05 (five) working days from the date of determining that a Member of the Board of Directors is automatically disqualified as prescribed in Points 1.1, 1.2, 1.3, 1.4, and 1.5, Clause 1 of this Article, the Board of Directors of MB must submit a written report accompanied by supporting documents to the State Bank of Vietnam and must be responsible for the accuracy and truthfulness of this report before the law; and simultaneously carry out the procedures to elect the vacant positions in accordance with the provisions of law and the Charter of MB.

3. The Chairman of the Board of Directors and Members of the Board of Directors of MB, after being automatically disqualified, must still be responsible for their decisions during their term of office.

CHAPTER V

MEETINGS OF THE BOARD OF DIRECTORS AND COLLECTION OF WRITTEN OPINIONS

Article 15. Meetings of the Board of Directors

1. The newly elected Board of Directors must meet within 07 (seven) working days from the end of the election of the Board of Directors for that term to elect the Chairman of the Board of Directors and make other decisions within its authority. This meeting shall be convened and chaired by the Member with the highest number of votes or the highest percentage of votes. In case there is more than 01 (one) member with the highest number of votes or the highest percentage of votes and they are equal, the members of the Board of Directors shall vote by majority rule to select 01 (one) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors may hold regular or extraordinary meetings. The Board of Directors may meet at MB's head office or elsewhere.

3. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings according to the decision of the Chairman of the Board of Directors, following the order prescribed in the Charter of MB, the Internal Governance Regulation, and this Regulation.

4. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in any of the following cases:

4.1. Upon the request of the Supervisory Board.

4.2. Upon the request of the CEO or at least 05 (five) other managers.

4.3. Upon the request of at least 02 (two) Members of the Board of Directors.

4.4. Other cases as prescribed by law.

The request must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send a notice of meeting invitation at least 03 (three) working days prior to the meeting date. The notice of meeting invitation shall specify the time and venue of the meeting, the agenda, and the issues to be discussed and decided. Attached to the meeting invitation notice must be the documents used at the meeting and any related documents (if any).

The Chairman of the Board of Directors or the convener shall send the notice of meeting invitation and attached documents to the Members of the Supervisory Board invited to attend the meeting in the same manner as for the Members of the Board of Directors. The notice of meeting invitation shall be sent by one or several methods, such as an invitation letter, fax, email, electronic means, or other methods decided by the Chairman of the Board of Directors or the convener, but must ensure that it reaches the address of each Member of the Board of Directors registered at MB.

6. The Head of the Supervisory Board is an ex officio attendee of the meetings of the Board of Directors. The Board of Directors may invite the CEO or other persons to attend its meetings (if necessary). Attendees who are not Members of the Board of Directors have the right to discuss but are not allowed to vote.

7. The Chairman or a Member of the Board of Directors authorized by the Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving one of the requests as prescribed in the Charter of MB. In case the Chairman of the Board of Directors or the authorized person fails to convene a meeting of the Board of Directors upon a request in accordance with the Charter and the provisions of law, they must be responsible for the damages caused to MB, except where the meeting cannot be convened due to force majeure; in this case, the person requesting the meeting of the Board of Directors has the right to convene the meeting of the Board of Directors, and the Members of the Board of Directors attending the meeting shall vote to elect the chairperson of the meeting.

8. The Board of Directors shall regulate the cases of emergency meetings, the notice period, and the form of notice of meeting invitation for the Board of Directors in case an emergency meeting is required.

9. A meeting of the Board of Directors shall be conducted when 3/4 (three-quarters) or more of the total number of Members attend the meeting. In case the meeting convened according to the provisions of this Clause does not have a sufficient number of attending members as prescribed, it shall be convened for the second time within 07 (seven) days from the intended date of the first meeting. In this case, the meeting shall be held if more than half of the Members of the Board of Directors attend. In case of not attending the meeting directly, a Member of the Board of Directors has the right to vote through one or several forms: voting at an online meeting, electronic voting or other electronic forms, sending written voting opinions via mail, fax, email, or other forms; or authorizing another Member of the Board of Directors to vote, except where authorization is prohibited as prescribed in this Charter. In

case of sending written votes to the meeting of the Board of Directors (if in paper form, it must be in a sealed envelope), it must be delivered to the chairperson of the meeting of the Board of Directors at least 01 (one) hour before the opening time. Paper voting ballots sent before the opening time of the meeting shall only be opened in the presence of all Members of the Board of Directors directly attending the meeting.

~~10.~~ A Member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

10.1. Attending and voting directly at the meeting.

10.2. Authorizing another Member of the Board of Directors to attend the meeting, except where authorization is prohibited as prescribed in the Charter of MB. If a Member of the Board of Directors authorizes another person to attend the meeting, the authorization must be approved by a majority of the Members of the Board of Directors.

10.3. Attending and voting via online conference or a combination of direct meeting and online conference, electronic voting or other electronic forms, or other combined forms.

10.4. Sending voting ballots to the meeting via mail, fax, or email. The procedure for sending voting ballots to the meeting shall comply with the provisions of Clause 9, Article 63 of the Charter of MB.

10.5. Sending voting ballots within the time limit prescribed or decided by the Board of Directors.

11. The authorized person is allowed to attend and vote at the meeting of the Board of Directors (except where the scope of authorization provides otherwise or falls under the cases where authorization is prohibited as prescribed by law and the Charter of MB). The authorized person is responsible for performing the authorized work within the scope of authorization and in accordance with the provisions of law; and simultaneously informing the authorizing person of the voting implementation contents related to such voting contents.

The authorizing Member of the Board of Directors is responsible for the work performed by the authorized person within the scope of authorization.

12. A decision of the Board of Directors is passed if approved by a majority of votes, including sending written voting ballots and voting by proxy (in case a Member of the Board of Directors authorizes); in case of an equal number of votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

13. The meeting of the Board of Directors must be recorded in minutes. The contents of the minutes of the Board of Directors' meetings shall comply with the provisions of the Law on Enterprises. The minutes of the meeting of the Board of Directors must be signed by the Chairperson, the Members of the Board of Directors attending the meeting, and the secretary of the meeting. The Chairperson of the meeting shall organize the preparation and distribution of the minutes of the Board of Directors' meetings to the Members of the Board of Directors, and such minutes shall be considered evidence of the work conducted at the meetings. If the Chairperson or the minute-taker refuses to sign the meeting minutes, but they are signed by all other members of the Board of Directors attending the meeting and contain all mandatory contents as prescribed by law, these minutes shall still be valid. If a Member of the Board of Directors who is directly attending the meeting does not sign the minutes, they must clearly

state the reason and reserve their opinion at the meeting. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and may be in a foreign language (if necessary); the Vietnamese minutes shall have applicable effect.

Article 16. Working principles at meetings of the Board of Directors

1. Meeting principles

- Comply with the provisions of law, the Charter, and relevant internal regulations of MB.
- Work under the regime of collective leadership and individual responsibility for the benefit of MB.
- Promote democracy, transparency, and efficiency in operations.

2. Meeting order:

- Members/Guests shall sit in the correct positions according to the nameplates or instructions of the Office of the Board of Directors.
- Members/Guests shall express their opinions under the direction of the Chairperson of the meeting.
- No smoking in the meeting room.
- Mobile phones must be on silent mode.
- Restrict: private talking, using mobile phones.
- Do not use cameras, camcorders, or any other means for the purpose of taking photos and/or recording the meeting, unless approved by the Chairperson of the meeting.

3. Meeting time:

- The meeting shall start on time according to the notice of meeting invitation of the Chairperson of the meeting.
- Members and guests must be present at least 05 (five) minutes before the meeting starts.
- The reporter must be present at least 15 (fifteen) minutes before the meeting starts to prepare for the reporting work.

Article 17. Powers and duties of the Chairperson and attendees

1. Powers and duties of the Chairperson of the meeting

- Direct the meeting in accordance with the provisions of law, achieving efficiency according to the proposed meeting agenda.
- Be entitled to chair and direct the meeting according to the meeting agenda, in accordance with the Charter of MB and this Regulation.
- Be entitled to change or supplement the meeting agenda; be entitled to decide to postpone/suspend the meeting.
- Maintain the discussion among the members. Conclude the discussed issues, direct the adoption of resolutions and decisions of the Board of Directors.

- Rights and duties in accordance with the Charter of MB, this Regulation, and the regulations of the Board of Directors.

2. Powers and duties of Members of the Board of Directors and Guests attending the meeting

- Comply with the provisions of law, the provisions in the Charter of MB, and this Regulation.

- Members of the Board of Directors shall fully attend and vote on issues at the meetings of the Board of Directors (for Members of the Board of Directors). In case of inability to attend, a Member of the Board of Directors shall authorize another Member of the Board of Directors to attend and vote at the meeting (except where authorization is prohibited as prescribed by law and the Charter of MB) or send a written voting ballot as prescribed in this Regulation.

- Be entitled to receive meeting documents and other documents according to the notice of the Chairperson of the meeting.

- Study the reporting documents in advance and prepare opinions to be expressed at the meeting. In case the meeting content is complex, the Members of the Board of Directors may supplement additional opinions after the meeting but must be approved by the Chairperson of the meeting.

- Members of the Board of Directors, guests, and the secretary of the meeting are responsible for using the meeting documents for the right purposes and keeping information confidential in accordance with the regulations of MB, this Regulation, and the provisions of law.

- Members of the Board of Directors are entitled to attend, speak directly, and vote at the meeting under the direction of the Chairperson of the meeting. Guests may discuss and express opinions at the meeting under the direction of the Chairperson of the meeting but do not have the right to vote.

- Members of the Board of Directors not directly attending the meeting have the right to authorize another Member of the Board of Directors to participate and vote (except where authorization is prohibited as prescribed by law and the Charter of MB) or send written voting opinions to the Chairperson of the meeting through the Office of the Board of Directors, in accordance with the provisions of the Charter of MB and this Regulation. Guests not directly attending the meeting may authorize another person to attend on their behalf, provided the Chairperson approves.

- Attendees of the meeting (except Guests) are entitled to receive the minutes, resolutions, and notices of resolutions of the meeting.

- Other rights and obligations as prescribed in the Charter of MB, this Regulation, and the provisions of law.

3. Powers and duties of the reporter/reporting unit (Reporter)

- Comply with the provisions of law, the provisions in the Charter of MB, and this Regulation.

- Prepare and send meeting documents in accordance with this Regulation and the request of the Chairperson of the meeting.

- Must provide complete, accurate, and truthful information regarding the submitted/reported contents.

- Be entitled to receive documents presented by other participating units on the same content at the meeting according to the notice of the Chairperson of the meeting.

- Be entitled to directly present the report contents and defend viewpoints at the meeting under the direction of the Chairperson of the meeting.

- In case the Reporter designated by the Chairperson of the meeting does not attend the meeting directly, they may authorize another person to report on their behalf if approved by the Chairperson of the meeting.

4. Powers and duties of the Secretary of the meeting

- Fully and truthfully record the entire contents and developments of the meeting.

- Draft, submit for approval, and issue minutes, notices of resolutions, and resolutions of the meeting of the Board of Directors.

- Archive minutes, resolutions, notices of resolutions, and meeting documents in accordance with the regulations of MB.

- Perform other tasks as assigned by the Chairperson of the meeting.

5. Powers and duties of Guests

- Comply with the provisions of law, the provisions in the Charter of MB, and this Regulation.

- Must provide complete, accurate, and truthful information regarding the discussed contents and contributed opinions.

- Be entitled to receive meeting documents and other documents related to the meeting under the direction of the Chairperson of the meeting.

Article 18. Order and procedures for conducting meetings of the Board of Directors

1. Inspection procedures before starting the meeting

- The Office of the Board of Directors is responsible for reviewing and inspecting the legality and completeness of the meeting documents, and reviewing and verifying the list of members, Reporters, and Guests according to the notice of meeting invitation of the Chairperson of the meeting.

- The Secretary of the meeting shall report to the Chairperson of the meeting on the results of reviewing and inspecting the legality and completeness of the meeting documents and the results of reviewing and verifying the Attendees of the meeting, and propose to the Chairperson to start the meeting when the conditions for conducting the meeting are met.

2. Meeting order

The agenda of the meeting of the Board of Directors shall follow the order below or under the direction of the Chairperson of the meeting:

- The Chairperson opens and approves the meeting agenda.
- The reporting unit/Reporter presents the report contents.
- Guests present their viewpoints/reports to supplement information.
- The assisting body of the Board of Directors presents the review report (if any).
- Members proceed with discussions.

The Chairperson of the meeting concludes the discussion and requests a vote to adopt the resolutions and decisions of the Board of Directors.

Article 19. Collection of written opinions from Members of the Board of Directors

1. The Chairman of the Board of Directors or the Member of the Board of Directors authorized by the Chairman of the Board of Directors shall decide on the contents for collecting written opinions from the Members of the Board of Directors (which may be by paper document, electronic method, a combination of these methods, or other methods as decided by the Chairman of the Board of Directors). The Chief of the Office of the Board of Directors – Company Secretary is responsible for organizing and implementing the provisions of this Regulation in accordance with the law and the Charter of MB.

2. The notice of opinion collection ("**Notice**") must be sent together with the Voting Ballot and related documents, sent by one of the methods: direct delivery, mail, fax, email, internal information system, other electronic methods, or other methods as decided by the Chairman of the Board of Directors, but must ensure that it reaches the address of each Member of the Board of Directors registered at MB. The voting options include "Agree", "Disagree", or "No opinion".

3. The time limit for a Member of the Board of Directors to provide opinions is **03 (three) working days** from the date of receiving the Notice, unless the Chairman of the Board of Directors decides otherwise. In case, after the above time limit, a Member of the Board of Directors does not send voting opinions in any form (document, email, message) to the address for receiving voting opinions, it shall be understood that such Member has "No opinion".

4. A Member of the Board of Directors may send the Voting Ballot by the methods stated in Clause 2 of this Article but must send the original Voting Ballot to the Office of the Board of Directors no later than **05 (five) working days** from the expiration date of voting, except where a Member of the Board of Directors sends a Voting Ballot signed with an electronic signature in the form of a valid digital signature, in which case the original is not required to be sent. A Voting Ballot with an electronic signature in the form of a digital signature has the same validity as the original.

6. Upon the expiration of the voting period, the Office of the Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of the Chairman of the Board of Directors or an authorized person.

7. The resolution of the Board of Directors shall be sent to the Members of the Board of Directors, Members of the Supervisory Board attending the meeting, and related individuals and units via email for timely implementation. The official written resolution shall be sent to the above subjects no later than 05 (five) working days from the date of sending the notice, except in cases of force majeure.

8. The vote counting minutes attached to the Notice/Resolution of the Board of Directors must be sent to the Members of the Board of Directors and the Head of the Supervisory Board within 05 (five) working days from the end date of vote counting, except in cases of force majeure or where the content of opinion collection involves complex issues requiring further study and supplementary reporting.

9. The dossier for collecting written opinions (Notice, Voting Ballot, Reporting Documents, Vote Counting Minutes, Notice of Resolution, and other documents) must be archived at the Office of the Board of Directors in accordance with the regulations of MB, in accordance with the provisions of law.

CHAPTER VI

OTHER PROVISIONS

Article 20. Assisting apparatus of the Board of Directors

1. The Board of Directors uses the Office of the Board of Directors, the Investment Division, the assisting apparatus, and the seal of MB to perform its duties and powers.

2. The Board of Directors may have assisting bodies and employees appointed by the Board of Directors. The Chairman of the Board of Directors shall regulate the number, duties, salaries, and other terms and conditions of the full-time assisting officers and employees belonging to the assisting apparatus of the Board of Directors, except for cases under the authority of the Board of Directors as prescribed in the Charter of MB and the law.

3. The Board of Directors has the right to hire independent staff and consultants, independent accountants, and other external consultants to perform related tasks in accordance with the Charter of MB and the provisions of law, if necessary to perform its duties and powers at the expense of MB.

4. To support the governance activities of MB to be conducted effectively, when deemed necessary, the Board of Directors may appoint at least one (01) person as the Company Secretary as follows:

4.1. The Company Secretary is the Chief of the Office of the Board of Directors and/or the Deputy Chief of the Office of the Board of Directors, according to the decision of the Board of Directors from time to time.

4.2. The Company Secretary has the following rights and obligations:

- Assist in organizing and convening the General Meetings of Shareholders and meetings of the Board of Directors; record meeting minutes.
- Assist the Members of the Board of Directors in exercising their assigned rights and obligations.
- Assist the Board of Directors in applying and implementing corporate governance principles.
- Assist the Board of Directors in building shareholder relations and protecting the lawful rights and interests of shareholders; complying with obligations to provide information, disclose information, and administrative procedures.
- Other rights and obligations as prescribed by law and the decisions of the Board of Directors from time to time.

5. The Board of Directors shall appoint at least one (01) person in charge of corporate governance to assist with the corporate governance work at MB. The person in charge of corporate governance may concurrently serve as the Company Secretary, as follows:

5.1. The person in charge of governance is the Chief of the Office of the Board of Directors and/or the Deputy Chief of the Office of the Board of Directors, according to the decision of the Board of Directors from time to time.

5.2. The person in charge of corporate governance has the following rights and obligations:

- Advise the Board of Directors in organizing the General Meetings of Shareholders as prescribed and related matters between MB and shareholders.

- Prepare for the meetings of the Board of Directors, the Supervisory Board, and the GSM upon the request of the Board of Directors or the Supervisory Board.

- Advise on the procedures of the meetings.

- Attend the meetings.

- Advise on the procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law.

- Provide financial information, minutes of meetings of the Board of Directors, and other information to the Members of the Board of Directors and Members of the Supervisory Board.

- Supervise and report to the Board of Directors on the information disclosure activities of MB.

- Act as the focal point of contact with related stakeholders.

- Keep information confidential in accordance with the provisions of law and the Charter of MB.

- Other rights and obligations as prescribed by law and the decisions of the Board of Directors from time to time.

Article 21. Remuneration and benefits of Members of the Board of Directors

1. The Members of the Board of Directors are entitled to receive work remuneration, bonuses, and other benefits based on the business results and efficiency of MB.

2. The Board of Directors shall estimate the remuneration level of the Board of Directors in accordance with the provisions of law. The total remuneration of the Board of Directors shall be decided by the GSM at the annual meeting.

3. The remuneration of the Members of the Board of Directors is accounted for as expenses of MB in accordance with the law on corporate income tax and relevant laws, and recorded as a separate item in the annual financial statements of MB and reported to the GSM at the annual meeting in accordance with the provisions of law.

4. A Member of the Board of Directors holding an executive position or a full-time Member of the Board of Directors (having a working regime like an officer or employee of MB), or a Member of the Board of Directors working in the Committees of the Board of Directors or performing other tasks determined by the Board of Directors to be outside the scope of ordinary duties of a Member of the Board of Directors, may be paid an additional lump-sum remuneration per occasion, salary, commission, profit percentage, or in other forms according to the decision of the Board of Directors.

5. A Member of the Board of Directors is reimbursed for meals, accommodation, travel, and other reasonable expenses when performing their duties and powers. The Board of Directors' operating expenses are accounted for as MB expenses.

Article 22. Implementation provisions

1. This Regulation is formulated on the basis of the provisions in the Charter of MB and the provisions of law. Matters not covered by this Regulation shall be implemented in accordance with the

relevant legal provisions. In case this Regulation contains contents contrary to the provisions of law, such contents shall automatically become invalid and MB shall automatically apply the corresponding legal provisions..

2. This Regulation was unanimously approved by the GSM of MB on April 18, 2026, takes effect from the date of promulgation, and replaces the Regulation on the organization and operation of the Board of Directors of MB issued under No. QCQT.B1B.TCHĐ-HĐQT dated July 1, 2024, by the Board of Directors of MB.

3. The Board of Directors of MB shall organize the implementation of the contents in this Regulation.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed& Sealed)

Luu Trung Thai