MILITARY COMMERCIAL JOINT STOCK BANK

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN QUÂN ĐỘI

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REGULATION ON
INTERNAL CORPORATE GOVERNANCE
MILITARY COMMERCIAL JOINT STOCK BANK

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CHAPTER I

GENERAL PROVISIONS

Article 1. Purpose, scope and applicability

1. Purpose of issuance

These regulations provide the fundamental principles of bank governance to protect the lawful rights and interests of shareholders and Military Commercial Joint Stock Bank (MB), ensuring that MB's operations comply with the law, MB's Charter, and international best practices in bank governance.

2. Scope of regulation

These regulations specify the roles, rights, and obligations of the General Shareholder Meeting, the Board of Directors, and the chief executive officer; the sequences and procedures for meetings of the General Shareholder Meeting; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and the Supervisory Board; the appointment, dismissal, and removal of the chief executive officer and other activities in accordance with MB's Charter and legal regulations.

3. Applicability

These regulations apply to all Board of Directorsies and units within Military Commercial Joint Stock Bank's organizational structure as defined in MB's Charter, including: the General Shareholder Meeting, the Board of Directors, the Supervisory Board, the Board of Management, and other relevant Board of Directorsies and units of MB.

Article 2. Fundamental governance principles

These regulations are developed based on the following fundamental governance principles:

1. Compliance with relevant legal regulations and MB's Charter.

2. Ensuring a transparent and effective governance and management mechanism for MB, complying with the law and moving towards international standards and practices.

3. Reasonable and effective governance structure.

4. Ensuring the operational effectiveness of the Board of Directors and the Supervisory Board; enhancing the accountability of the Board of Directors toward MB and its shareholders.

5. Protecting the rights of shareholders and ensuring equal treatment among shareholders.

6. Ensuring the role of investors, the stock market, and intermediary organizations in supporting MB's governance activities.

7. Respecting and protecting the lawful rights and interests of stakeholders in MB's governance.

8. Timely, complete, accurate, and transparent disclosure of MB's activities; ensuring fair access to information for all shareholders.

Article 3. Management organizational structure of MB

The management organizational structure of MB includes:

1. The General Shareholder Meeting.
2. The Board of Directors.
3. The Supervisory Board.
4. The Chief Executive Officer.

Article 4. Definitions and interpretation

Words or terms, unless otherwise explained in these regulations, shall have the meanings as defined in MB's Charter.

CHAPTER II

SHAREHOLDERS AND THE GENERAL SHAREHOLDER MEETING

Article 5. Rights of shareholders

1. Shareholders have the following rights:

1.1.To attend and speak at meetings of the General Shareholder Meeting and exercise voting rights directly or through an authorized representative; each ordinary share carries one (01) vote.

1.2. To receive dividends in accordance with resolutions of the General Shareholder Meeting.

1.3. To be prioritized in purchasing newly offered shares in proportion to each shareholder's ratio of ordinary shares at MB, in accordance with legal regulations.

1.4. To transfer shares or the right to purchase shares to other MB shareholders or other organizations and individuals as stipulated in MB's Charter and the law.

1.5. To view, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request corrections of their inaccurate information.

1.6. To view, look up, extract, and photocopy MB's Charter, the minute book of the General Shareholder Meeting, and resolutions or decisions of the General Shareholder Meeting.

1.7. Upon MB's dissolution or bankruptcy, to receive a share of the remaining assets corresponding to the number of shares owned at MB in accordance with the law.

1.8. To authorize another person in writing to exercise their rights and obligations according to MB's Charter and these regulations; the authorized person may not run for election in their own capacity.

1.9. To run for or nominate persons to the Board of Directors and the Supervisory Board in accordance with clause 2 of this article.

1.10. Other rights as provided by law and the Charter.

2 . A shareholder or a group of shareholders owning 05% (five percent) or more of the total shares of MB has the right:

2.1. To run for or nominate persons to the Board of Directors and the Supervisory Board as stipulated in the Charter and in accordance with legal regulations. Applications and candidate lists must be sent to MB's Board of Directors within the time limit and in the form and procedure decided by the Board. The number of candidates for election or nomination is as follows:

a. A shareholder or a group of shareholders owning from 05% (five percent) to 14.5% (fourteen point five percent) of the total voting shares of MB may run for or nominate a maximum of 01 (one) candidate.

b. A shareholder or a group of shareholders owning over 14.5% (fourteen point five percent) of the total voting shares of MB may run for or nominate a maximum of 02 (two) candidates.

2.2. Other rights as provided by law and this Charter.

3. A shareholder or a group of shareholders owning over 10% (ten percent) of the total ordinary shares of MB has the right to request the convening of an extraordinary General Shareholder Meeting in the event that the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond their assigned authority.

The request for an extraordinary general meeting must be in writing and include: full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise code or legal document number, and head office address for institutional shareholders; the number of shares and time of registration of shares for each shareholder, the total shares of the group, and their ownership percentage in MB; and the grounds and reasons for requesting the meeting. The request must be accompanied by full documentation and lawful evidence of the Board's violations, the severity of the violations, or the decisions beyond authority.

4. Founding shareholders of MB, in addition to the rights of ordinary shareholders, have the following rights:

4.1. To hold the "Founding Shareholder Title" for as long as they remain an MB shareholder. This title is personal to the shareholder;

4.2. The founding shareholder title and the right to run for Board membership are non-transferable, non-inheritable, and cannot be given or assigned in any form.

5. In addition to the right to access information under clause 1 of this article, major shareholders or groups of shareholders owning over 9% (nine percent) of the total shares of MB for a continuous period of at least 06 (six) months have the right to access MB's files and records as stipulated in MB's Charter and the law.

Điều 6. Obligations of shareholders

1. Shareholders have the following obligations:

1.1. To pay in full and on time the amount corresponding to the number of shares committed to be purchased within the time limit specified by MB; to be responsible for debts and other property obligations of MB within the scope of the capital contributed to MB.

1.2. Not to withdraw contributed capital from MB in any form that results in a reduction of MB's Charter capital, except where shares are repurchased by MB or others in accordance with the Charter and the law. If a shareholder withdraws part or all of their contributed capital in violation of this clause, that shareholder and any persons with related interests must be jointly and severally liable for MB's debts and other property obligations within the value of the withdrawn shares and any resulting damages.

1.3. To be responsible before the law and MB for the legality of the capital source used to purchase or receive transferred shares at MB; not to use capital provided by credit institutions or foreign bank branches, or capital from corporate bond issuances, to purchase or receive transferred shares of MB; not to purchase MB shares under the names of other individuals or legal entities in any form, except for trust arrangements as provided by law.

1.4. To comply with the Charter and MB's internal management regulations.

1.5. To comply with the resolutions and decisions of the General Shareholder Meeting and MB's Board of Directors.

1.6. To be responsible when acting in MB's name in any form to commit illegal acts or conduct business or other transactions for personal gain or to serve the interests of other organizations or individuals.

1.7. To be responsible for the authenticity of all information provided to MB.

1.8. To maintain the confidentiality of information provided by MB as stipulated in the Charter and the law; to use provided information only to exercise and protect their lawful rights and interests; not to disseminate, copy, or send information provided by MB to other organizations or individuals.

1.9. Other obligations as provided by law and MB's Charter.

2. Shareholders acting as investment trustees for other organizations or individuals must provide MB with information regarding the actual owners of the shares they hold in trust. If MB discovers the actual owner, MB has the right to suspend the shareholder rights of the trustee if they fail to provide information or provide incomplete or inaccurate information about the actual owners.

3. Shareholders, buyers, or transferees of shares whose ownership results in becoming a major shareholder of MB are responsible for coordinating with MB to fully fulfill the conditions, procedures, and application for approval as required by the State Bank of Vietnam and MB's request.

4. Shareholders owning 01% (one percent) or more of MB's Charter capital must provide MB with the following information:

4.1. Full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreign shareholders; enterprise registration certificate number or equivalent legal document for institutional shareholders, including the date and place of issue.

4.2. Information on related individuals, including: full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreigners; and the relationship with the information provider.

4.3. Information on related organizations, including: name, enterprise code, head office address, enterprise registration certificate number or equivalent legal document; legal representative, and the relationship with the information provider.

4.4. The number and ownership percentage of shares they hold at MB.

4.5. The number and ownership percentage of shares held by their related persons at MB.

5. Shareholders specified in clause 4 of this article are responsible for sending MB a written provision of initial information and any changes to the information in clause 4 within 07 (seven) working days from the date of occurrence or change. Regarding points 4.4 and 4.5 of clause 4, shareholders only need to provide information to MB when there is a change in the ownership percentage of the shareholder, or the combined percentage of the shareholder and their related persons, of 01% (one percent) or more of MB's Charter capital compared to the previous provision. The listing, storage, and disclosure of information for shareholders owning 01% or more and their related persons at MB are as follows:

5.1. MB lists and stores the information specified in clause 4 at MB's head office and sends a written report to the State Bank of Vietnam within 07 (seven) working days from the date MB receives the information.

5.2. Annually, MB discloses the information in points 4.1, 4.4, and 4.5 of clause 4 to MB's General Shareholder Meeting in accordance with the law.

5.3. MB publicly discloses the full names of individuals and names of organizations owning 01% or more of MB's Charter capital and the information in points 4.4 and 4.5 of clause 4 on MB's website as required by law.

6. Shareholders are obliged to review and identify all required information under clause 4 in a full and timely manner to:

6.1. Ensure compliance with regulations on share ownership ratios for shareholders and their related persons as stipulated in this Charter and the law, and take responsibility if the shareholder or their related persons violate these regulations.

6.2. Ensure the provision of honest, accurate, complete, and timely information and take responsibility for such information.

7. Other obligations as provided by law and MB's Charter.

Article 7. General Shareholder Meeting

1. The General Shareholder Meeting is the highest decision-making Board of Directorsy of MB, consisting of all shareholders entitled to vote.

2. The annual General Shareholder Meeting is held once a year, within 04 (four) months from the end of the financial year. The Board of Directors may decide to extend the annual meeting when necessary, in accordance with the law and documents from competent state agencies.

3. The annual general meeting is convened by the Board of Directors and organized in Vietnam; the specific location is decided by the Board based on the actual situation. The meeting decides on matters within its duties and rights under the law and MB's Charter. The Board of Directors shall invite representatives from the approved audit firm that audited MB's financial statements to attend the annual meeting if the audit report contains significant qualifications, adverse opinions, or a disclaimer, in accordance with the law.

4. The Board of Directors convenes an extraordinary General Shareholder Meeting in any of the following cases:

4.1. The Board deems it necessary for MB's interests.

4.2. When the remaining number of Board members or Supervisory Board members is less than the minimum required by law.

4.3. A shareholder or group of shareholders requests an extraordinary meeting as stipulated in clause 3, article 34 of MB's Charter.

4.4. Upon request of the Supervisory Board.

4.5. To decide on contents as requested by the State Bank of Vietnam when an event occurs that affects MB's operational safety.

4.6. Other cases as provided by law.

5. The Board of Directors convenes the General Shareholder Meeting within 30 (thirty) days from the date of receiving one of the requests or the date of occurrence of one of the events mentioned in clause 4 of this article.

6. If the Board of Directors fails to convene the meeting, then within the next 30 (thirty) days, the Supervisory Board shall convene the meeting in accordance with the law. If the Supervisory Board fails to do so, the shareholder or group of shareholders who made the request under point 4.3, clause 4 of this article has the right to replace the Board of Directors and the Supervisory Board in convening the meeting as per the law and MB's Charter.

7. All necessary costs for convening and conducting the General Shareholder Meeting or collecting shareholder opinions shall be paid by MB; clearly, such costs do not include expenses incurred by shareholders to attend the meeting or send opinions, such as accommodation, travel, and other related costs.

Article 8. Powers and duties of the General Shareholder Meeting

1. The General Shareholder Meeting has the following Powers and duties:

1.1. To approve MB's development orientation.

1.2. To approve the Charter and any amendments or supplements to MB's Charter.

1.3. To approve the regulations on the organization and operation of MB's Board of Directors and Supervisory Board.

1.4. To decide on the number of members of the Board of Directors and the Supervisory Board for each term; to elect, dismiss, remove, additionally elect, or replace members of the Board of Directors and the Supervisory Board in accordance with the conditions and standards prescribed in MB's Charter and the law.

1.5. To decide on the total annual remuneration, bonuses, and other benefits for the Board of Directors, the Supervisory Board, and the operational budget for the Board of Directors, the Supervisory Board.

1.6. To consider and handle, within its authority, violations by the Board of Directors or the Supervisory Board that cause damage to MB and its shareholders.

1.7. To decide on MB's management organizational structure.

1.8. To approve plans to change the Charter capital; to approve plans for share offerings, including the types of shares and the number of new shares to be offered.

1.9. To approve plans for the repurchase of sold shares.

1.10. To approve plans for the issuance of convertible bonds.

1.11. To approve annual financial statements and profit distribution plans after MB has fulfilled its tax and other financial obligations.

1.12. To approve reports from the Board of Directors and the Supervisory Board on the performance of their assigned duties and rights.

1.13. To approve plans for capital contribution, purchase, sale of MB's shares or contributed capital in other enterprises, credit institutions, where the contribution value, expected purchase price, or book value in case of sale, is 20% (twenty percent) or more of MB's Charter capital as recorded in the most recent audited financial statements.

1.14. To approve decisions to invest in, purchase, or sell MB's fixed assets where the investment level, expected purchase price, or historical cost (in case of sale) is 20% (twenty percent) or more of MB's Charter capital as recorded in the most recent audited financial statements.

1.15. To approve contracts or other transactions valued at 20% (twenty percent) or more of MB's Charter capital as recorded in the most recent audited financial statements between MB and members of the Board of Directors, the Supervisory Board, the chief executive officer, or major shareholders; related persons of managers, Supervisory Board members, or major shareholders; and MB's subsidiaries or affiliates, except in cases where a commercial bank is implementing a compulsory transfer plan.

1.16. To decide on the establishment or conversion of the legal form of overseas commercial presence or MB's subsidiaries;

1.17. To decide on the division, separation, consolidation, merger, conversion of legal form, dissolution, or request the court to initiate bankruptcy proceedings for MB;

1.18. To decide on the selection of an independent audit organization in accordance with the law on credit institutions.

1.19. To approve the proposed recovery plan in the event of early intervention as prescribed by the law on credit institutions.

1.20. To decide on solutions to overcome the major financial fluctuations of MB.

1.21. Other rights, obligations, and duties in accordance with the law and this Charter.

2. Decisions on the contents specified in points 1.1, 1.4, 1.6, and 1.17 of clause 1 of this article must be approved by voting at a meeting of the General Shareholder Meeting.

Article 9. Right to attend the General Shareholder Meeting

1. All shareholders named in the list of shareholders entitled to attend the general meeting have the right to attend, in accordance with the law. Shareholders or authorized representatives of institutional shareholders may attend and vote directly, or authorize in writing one or more other persons to attend and vote at the meeting as prescribed in MB's Charter, or attend and vote through other forms consistent with the law and the Charter. An authorized person does not necessarily have to be an MB shareholder,

may not run for election in their own capacity, and must fulfill the obligations and responsibilities of a shareholder attending and voting at the meeting.

2. Proxy authorization for representation and voting at the GENERAL SHAREHOLDER MEETING must be documented in accordance with civil law regulations and must clearly state the name of the individual or organization being authorized and the number of shares being authorized. Proxy authorization can be executed in writing, by electronic means, or in other appropriate forms as prescribed by law and the MB Charter. The BOARD OF DIRECTORS determines the procedures, methods, and publicly announces them on MB's website for shareholders' acknowledgment. The proxy authorization document must include signatures as follows:

2.1. In the case where the individual shareholder acts as the authorizer, the proxy authorization document must bear the signatures of both the shareholder and the appointed proxy who will attend and vote at the meeting.

2.2. In the case where the authorizer is an organization, the procedures shall be carried out in accordance with the provisions of Clause 1 of Article 33 of the MB Charter

2.3. In other cases, the signature of the legal representative of the shareholder and the appointed proxy attending and voting at the meeting must be included.

2.4. The appointed proxy attending and voting at the GENERAL SHAREHOLDER MEETING must submit the proxy authorization document before participating in the meeting.

3. The voting ballot of the appointed proxy attending and voting at the GENERAL SHAREHOLDER MEETING within the scope of the authorization remains valid in the following cases:

3.1. The authorizer has died, been legally incapacitated, or lost civil act capacity.

3.2. The proxy authorization has been revoked by the authorizer.

3.3. In other cases, it must be signed by the shareholder's legal representative and the authorized person.

3.4. Other cases as stipulated by the law.

4. The provisions of Clause 3 of this Article do not apply in cases where MB receives written notice (accompanied by supporting documents) regarding any of the circumstances specified in this clause before the opening of the GENERAL SHAREHOLDER MEETING or before the meeting is reconvened:

5. Shareholders are considered as attending and voting at the GENERAL SHAREHOLDER MEETING under the following circumstances:

5.1. Attending and voting in person at the meeting.

5.2. Authorizing a proxy or another organization to attend and vote at the meeting.

5.3. Attending and voting through online conferences or a combination of in-person meetings with online conferences, electronic voting, or other electronic forms; or other combined forms.

5.4. Sending the voting cards to the meeting via mail, fax or e-mail.

5.5. Sending electronic voting cards through other electronic means, attending, and voting through other forms as stipulated in these Regulations and the regulations of the BOARD OF DIRECTORS.

6. The forms and means of attendance and voting are decided by the Board of Directors in accordance with MB's Charter, these regulations, and guidelines from competent authorities, and are publicly announced on MB's website.

Article 10. List of shareholders entitled to attend

1. The list of shareholders entitled to attend is prepared based on MB's shareholder register. The list shall be established no more than 10 (ten) days before the date on which the meeting invitation is sent. For shareholders who have deposited their securities, the list is prepared in accordance with the regulations of competent organizations and the law.

2. The list must include full names, contact addresses, nationalities, and legal document numbers for individuals; and names, enterprise codes, and head office addresses for institutional shareholders; the number of shares of each type held by each shareholder, shareholder codes or securities deposit codes, and other information as prescribed by law.

3. Each shareholder has the right to be provided with their own name and contact information as recorded in the list.

4. Shareholders have the right to request the meeting convener to correct misleading or inaccurate information or supplement necessary information about themselves in the list.

5. If shares are transferred between the date the list is finalized and the opening of the meeting, the transferee has the right to attend in place of the transferor for the transferred shares in accordance with the law and guidelines from competent authorities.

Article 11. Meeting invitations, agenda, and content of the General Shareholder Meeting

1. The convener of the General Shareholder Meeting shall perform the following:

1.1. Prepare the list of shareholders entitled to attend, the agenda, and meeting content; and prepare meeting documents.

1.2. Determine the time and location of the meeting.

1.3. Notify all eligible shareholders and send them invitations to the Meeting of Shareholders.

1.4. Other tasks in accordance with the law.

2. The invitation to the General Shareholder Meeting must include the meeting agenda and reasonable information on the issues to be discussed and voted on, along with other mandatory contents as required by law. The notice of the meeting shall be posted on MB's website simultaneously with the sending of invitations and documents to shareholders. The sending of meeting documents may be replaced by posting them on MB's website, in which case the invitation must clearly state the location and method for downloading such documents.

Invitations and documents for the meeting shall be sent via secure methods and/or electronic means or other methods to ensure they reach the contact addresses of shareholders registered with MB (including email, text message, postal mail, or other appropriate methods as determined by MB from time to time) and posted on MB's website. The Board of Directors shall determine the specific electronic methods and implementation procedures in accordance with applicable law and any guidelines from competent authorities (if any). Invitations and documents must be sent to all eligible shareholders at least 21 (twenty-one) days before the meeting opens.

3. For shareholders who have deposited their shares, invitations may be sent to the depository organization; the disclosure of information regarding the meeting shall comply with stock market regulations.

4. Shareholders or groups of shareholders owning 05% (five percent) or more of MB's total ordinary shares have the right to propose issues to be included in the meeting agenda. The proposal must be in writing and sent to MB at least 15 (fifteen) days before the opening date. The proposal must clearly state the shareholder's name, the number of shares held, the issues proposed for the agenda, and include legal documents proving the proposer's right to make such proposals.

5. The Meeting convener may only refuse a proposal under clause 4 of this article in the following cases:

5.1. The proposal is sent past the deadline or contains incomplete or incorrect content.

5.2. The proposed issue does not fall under the decision-making authority of the General Shareholder Meeting.

5.3. The issue is inconsistent with MB's Charter or legal regulations.

5.4. The proposer fails to provide sufficient legal documents proving their right to make the proposal.

5.5. The issue is inconsistent with MB's goals, orientations, or operational content, or relates to state secrets, commercial secrets, or business secrets of MB or other individuals/organizations; or contains content not permitted for public disclosure by law.

5.6. Other cases where the Board of Directors assesses that the proposal may adversely affect the lawful rights and interests of the state or MB's general interests.

6. The person convening the General Shareholder Meeting must accept and include the proposals specified in Clause 4 of this Article into the expected Agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposals shall be officially added to the meeting agenda and content if approved by the General Shareholder Meeting.

7. The Board of Directors shall prepare draft resolutions for each issue on the agenda.

Article 12. Quorum and requirements for conducting the General Shareholder Meeting

1. A meeting of the General Shareholder Meeting shall proceed if the attending shareholders represent more than 50% (fifty percent) of MB's total voting shares.

2. If the first meeting is ineligible to proceed under clause 1 of this article within 120 (one hundred and twenty) minutes of the scheduled start time, a second meeting must be convened within 30 (thirty) days of the scheduled opening date of the first meeting.

The second meeting shall proceed if the attending shareholders and authorized representatives represent at least 33% (thirty-three percent) of MB's total voting shares.

3. If the second meeting is ineligible to proceed under clause 2 of this article within 120 (one hundred and twenty) minutes of the scheduled start time, a third meeting shall be convened within 20 (twenty) days of the scheduled opening date of the second meeting.

The third meeting shall proceed regardless of the total voting shares represented by the attending shareholders and has the authority to decide on all matters that the first meeting could have decided.

Members of the Board of Directors, the Supervisory Board, or other shareholders have the right to attend as observers, if not attending as shareholders, to monitor the organization and decision-making process of the third meeting.

4. At the request of the Chairperson, the General Shareholder Meeting has the right to decide on changes to the agenda that were sent with the meeting invitation.

5. Members of the Board of Directors and the Supervisory Board shall attend the annual meeting to answer shareholders' questions (if any); in case of force majeure preventing attendance, they must report in writing to the Board of Directors and the Supervisory Board.

Article 13. Procedures for conducting the Meeting and voting at the General Shareholder Meeting

1. On the meeting day, shareholders must register; MB shall conduct registration until all eligible shareholders present have been recorded. Registrants will be issued voting cards.

2. The meeting shall discuss and vote on each issue in the agenda. Voting is conducted by raising voting cards (which show shareholder codes to identify votes in favor, against, or abstentions) and/or other forms, as consistent with the meeting regulations and guidelines of competent authorities. Votes are then counted to aggregate results, which the chairperson announces before the meeting closes.

3. Shareholders arriving after the meeting has opened have the right to register and participate in voting immediately after registration. The chairperson is not responsible for stopping the meeting for latecomers, and the validity of previously voted items remains unaffected.

4. The chairman of the Board of Directors shall act as chairperson or authorize another board member to chair meetings convened by the board. If the chairman is absent or temporarily incapacitated, the remaining Board Members shall elect one of them as chairperson by majority vote. If no chairperson can be selected this way, the head of the Supervisory Board shall facilitate the election of a chairperson from among the participants, and the person with the highest votes shall lead the meeting. In other cases, the person who signed the meeting convocation shall lead the meeting to elect a chairperson.

5. The chairperson shall appoint one or more secretaries to record the minutes. The chairperson also nominates a vote-counting committee for approval by the meeting.

6. The chairperson has the right to adjourn a meeting that has a sufficient quorum to another time or change the location in the following cases:

6.1. The venue does not have enough convenient seating for all participants.

6.2. Participants engage in disruptive behavior or there is a risk that the meeting cannot be conducted safely, fairly, and lawfully.

6.3. Communication facilities at the venue do not ensure shareholders' participation, discussion, and voting.

The maximum adjournment period shall not exceed 03 (three) working days from the scheduled opening date.

7. If the chairperson adjourns or pauses the meeting contrary to clause 6 of this article, the meeting shall elect another participant to replace the chairperson and lead the meeting until its conclusion, and the validity of votes cast at that meeting shall not be affected.

8. The chairperson may perform activities they deem necessary and reasonable to conduct the meeting in an orderly manner according to the approved agenda and reflect the wishes of the majority of participants.

9. The convener or chairperson may require participants to undergo security checks or measures they deem appropriate. If a participant refuses to comply, the convener or chairperson may refuse entry or expel that person from the meeting.

10. The convener or chairperson may take measures they deem appropriate to:

10.1. Adjust the number of people at the main meeting location.

10.2. Ensure the safety of everyone present.

10.3. Facilitate shareholders' attendance (or continued attendance) at the meeting.

The convener or chairperson has full authority to change or apply these measures, including issuing entry permits and other forms.

11. The convener or chairperson may decide to:

11.1. Announce that the meeting will be held at the location stated in the notice, where the chairperson will be present ("Principal Venue").

11.2. Manage to enable shareholders or their proxies who cannot attend and vote at the GENERAL SHAREHOLDER MEETING in accordance with point 11.1 of Clause 11 of this Article or those wishing to participate at a venue other than the Principal Venue of the Meeting to attend the GENERAL SHAREHOLDER MEETING (if necessary and appropriate to the actual circumstances) through a combination of in-person and online meeting formats at venues other than the Principal Venue of the Meeting.

The notice on the General Shareholder Meeting need not detail the measures outlined in this Article.

12. In these regulations, all shareholders participating under clause 11 of this article shall be considered as attending at the principal venue.

13. Online meetings, electronic voting, or combined in-person and online meetings:

13.1. When necessary, the Board of Directors may decide on online meetings, electronic voting, or other combined methods in accordance with the law and guidelines from state management agencies. Modern and appropriate technology shall be applied to ensure shareholders can participate, speak, and vote electronically.

13.2. The Board of Directors shall issue regulations for online attendance and electronic voting consistent with the Charter, these regulations, and the law, and publicly announce them on MB's website.

Article 14. Approval of decisions of the General Shareholder Meeting

1. The General Shareholder Meeting shall approve decisions within its authority through voting at meetings or by obtaining written opinions. Resolutions of the General Shareholder Meeting shall take effect from the date of approval or from the effective time specified in such resolutions.

2. Resolutions and decisions of the General Shareholder Meeting approved by 100% (one hundred percent) of the total voting shares are lawful and effective even if the sequence and procedures for convening the meeting and approving such resolutions violate the law or MB's Charter. In cases where a shareholder or a group of shareholders requests a court or an arbitrator to annul a resolution of MB's General Shareholder Meeting as prescribed in article 46 of MB's Charter, such resolutions shall remain effective until the court or arbitrator decides otherwise, except in cases where temporary emergency measures are applied by a competent authority.

3. Resolutions and decisions of the General Shareholder Meeting must be notified to eligible shareholders or posted on MB's website within 15 (fifteen) days from the date of approval.

4. Resolutions and decisions regarding matters specified in points 1.1, 1.4, 1.6, and 1.17 of clause 1, article 8 must be approved by voting at a meeting of the General Shareholder Meeting.

5. Resolutions and decisions of the General Shareholder Meeting are approved as follows:

5.1. Except for cases specified in points 5.2, 5.3, and 5.4 of this clause, a decision is approved if it receives the consent of shareholders representing more than 50% (fifty percent) of the total votes of all attending shareholders, or more than 50% (fifty percent) of the total votes of all shareholders in the case of obtaining written opinions.

5.2. For decisions regarding the contents specified in points 1.8 and 1.14 of clause 1, article 8, approval requires the consent of shareholders representing more than 65% (sixty-five percent) of the total votes of all attending shareholders, or more than 65% (sixty-five percent) of the total votes of all shareholders in the case of obtaining written opinions.

5.3. For decisions regarding the content specified in point 1.17 of clause 1, article 8, approval requires the consent of shareholders representing more than 65% (sixty-five percent) of the total votes of all attending shareholders.

5.4. The election of members of the Board of Directors and the Supervisory Board must be conducted through cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected. Shareholders have the right to cast all their votes for one or several candidates.

The elected Members are determined by the number of votes, from highest to lowest, starting with the candidate with the most votes until the required number of members is reached. If two or more candidates receive equal votes for the final seat, a re-election will be held among those candidates or a selection will be made based on the criteria in the election regulations. If the first round of voting does not result in a sufficient number of members, the General Shareholder Meeting shall continue to vote until enough members are elected, or proceed as decided by the meeting.

Article 15. Authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Shareholder Meeting

The authority and procedures for obtaining written opinions shall comply with the law on enterprises, specifically:

1. The Board of Directors has the right to obtain written opinions from shareholders to approve decisions of the General Shareholder Meeting at any time if deemed necessary for MB's interests. This

process, including the submission of completed opinion forms, may be conducted via postal mail, fax, email, other electronic forms, or a combination thereof, as decided by the Board of Directors.

2. The Board of Directors shall prepare the opinion forms and draft decisions. These documents must be sent via secure methods and/or electronic or other means to ensure they reach the registered contact addresses of shareholders, and must be posted on MB's website.

3. The opinion form must include the following main contents:

3.1. Name, head office address, and enterprise code of MB.

3.2. Purpose of obtaining opinions.

3.3. Full name, contact address, nationality, and legal document number of the individual shareholder; or name, enterprise code, head office address, and legal document number of the institutional shareholder (or its representative); and the number of shares and votes of the shareholder.

3.4. Issues to be voted on.

3.5. Voting options: in favor, against, or no opinion.

3.6. Deadline for returning the completed form to MB.

3.7. Full name and signature of the chairman of the Board of Directors.

4. Procedures for returning completed opinion forms:

4.1. For postal mail: The form must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. It must be returned in a sealed envelope, and no one is permitted to open it until the counting process is complete. Late or unsealed forms are invalid.

4.2. For fax, email, or other electronic/combined methods: The forms must be kept confidential until the counting time.

4.3. Forms that are late, unsealed (for physical mail), or disclosed (for electronic methods) are invalid. Forms not returned are considered non-participating.

5. The Board of Directors shall organize the vote counting and prepare minutes of the results under the supervision of a member of the Supervisory Board or a shareholder who does not hold a management position at MB. The minutes must include:

5.1. Name, head office address, and license number of MB.

5.2. Purpose and issues being voted on.

5.3. Number of participating shareholders and their total votes, distinguishing between valid and invalid votes, with an attached list of participating shareholders.

5.4. Total votes in favor, against, and no opinion for each issue.

5.5. Decisions that have been approved.

5.6. Full names and signatures of the chairman, the supervisor, and the vote counters.

Board members and the supervisor are jointly liable for the truthfulness and accuracy of the minutes and for any damages resulting from decisions approved based on untruthful or inaccurate counting.

6. The counting results must be sent to shareholders or posted on MB's website within 15 (fifteen) days from the conclusion of the counting process, in accordance with securities laws.

7. Completed forms, minutes of counting, approved resolutions, and related documents must be stored at MB's head office.

8. Decisions approved via written opinions have the same value as those approved at a meeting of the General Shareholder Meeting.

Article 16. Minutes of the General Shareholder Meeting

1. The meeting convener is responsible for archiving the minutes and sending them to all shareholders (or posting them on the website) within 15 (fifteen) days from the end of the meeting. The minutes serve as authentic evidence of the proceedings. They must be prepared in Vietnamese, signed by the chairperson and secretary, and approved before the meeting closes. The chairperson and the secretary are jointly liable for the accuracy and truthfulness of the minutes. All records, minutes, attendee signature books, and authorization documents must be stored at MB's head office.

2. Contents of the minutes:

- Name, address, and enterprise code of MB.
- Time and location of the meeting.
- Meeting agenda and content.
- Chairperson and secretary.
- Summary of proceedings and opinions expressed on each agenda item.
- Number of shareholders and total votes of attendees, including an appendix of the attendee registry.
- Total votes for each issue, including voting method, valid/invalid votes, votes in favor/against/no opinion, and the corresponding approval ratios.
- Full names and signatures of the chairperson and secretary.
- If the Chairperson or secretary refuses to sign, the minutes remain valid if signed by all other attending Board Members, containing all required content. The refusal must be noted in the minutes.

3. Within 15 (fifteen) days from the closing of the meeting or conclusion of the counting of written opinions, all approved decisions must be submitted to the State Bank of Vietnam as required by law.

Article 17. Procedures for annulling resolutions of the General Shareholder Meeting

Within 90 (ninety) days from the date of receiving a resolution, meeting minutes, or counting results, shareholders or groups of shareholders owning 05% (five percent) or more of MB's total ordinary shares have the right to request a court to review and annul a resolution or part of its content in the following cases:

1. The sequence and procedures for convening the meeting and issuing the decision seriously violate MB's Charter or the law, except where otherwise provided by law.

2. The content of the resolution violates the law or MB's Charter.

CHARTER III

THE BOARD OF DIRECTORS

Article 18. Composition and Term of Office

1. The General Shareholder Meeting shall elect members of the Board of Directors using the cumulative voting method in accordance with applicable laws, whereby each shareholder shall have a total number of voting rights equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all of their votes to one or several candidates. The Board of Directors shall elect, dismiss, or remove the Chairman of the Board of Directors.

2. The Board of Directors shall consist of from five (5) to eleven (11) members. The specific number of members of the Board of Directors for each term shall be decided by the General Shareholder Meeting of MB. The term of office of the Board of Directors of MB shall be five (5) years. Each member of the Board of Directors shall have a term not exceeding five (5) years and may be re-elected for an unlimited number of terms. The replacement of members of the Board of Directors must be decided by the General Shareholder Meeting. Where a member is elected as an additional member or as a replacement for a member who has been dismissed, removed, or automatically loses his/her status during the term, the term of such member shall be the remaining term of the Board of Directors.

3. The structure and composition of the Board of Directors, including the number of independent members of the Board of Directors of MB, shall comply with applicable laws. An individual and his/her related persons, or representatives of the capital contribution of an institutional shareholder and their related persons, may participate in the Board of Directors of MB but must not exceed two (2) members of the Board of Directors of MB, unless otherwise provided by law.

Article 19. Processes and procedures for electing Board Members

1. Procedures for the election of members of the Board of Directors:

1.1. At least thirty (30) days before the General Shareholder Meeting is held, the Board of Directors shall notify shareholders entitled to attend the General Shareholder Meeting of the number of members expected to be elected or additionally elected to the Board of Directors; including the expected number of independent members of the Board of Directors (in cases where independent members of the Board of Directors have not yet been elected or the minimum number of independent members of the Board of Directors required by law has not yet been met); and at the same time notify the standards and conditions required for the positions to be elected so that shareholders may nominate or stand as candidates in accordance with the MB Charter and applicable laws.

1.2. Based on the list and valid nomination dossiers submitted by shareholders for these positions, the Board of Directors shall determine whether the candidates satisfy the required standards and conditions; and prepare the list of candidates (who meet the standards, conditions and have valid dossiers and procedures) for the positions expected to be elected in accordance with the MB Charter, MB's regulations and applicable laws. Where shareholders fail to nominate a sufficient number of candidates for the positions of members of the Board of Directors (including independent members of the Board of Directors) or where candidates fail to meet the required standards, conditions or valid documentation as prescribed, the Board of Directors shall nominate additional or replacement candidates for these positions. The Board of Directors shall notify shareholders or groups of shareholders who nominate or propose candidates that do not meet the requirements and clearly state the reasons.

1.3. After preparing the list of candidates, the Board of Directors of MB shall submit a written request to the State Bank of Vietnam to review and approve such list in accordance with applicable laws.

1.4. MB may prepare a separate list of candidates and conduct a separate election for independent members of the Board of Directors. In such cases, 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.

2. The election, dismissal, removal, and resignation of the Chairman of the Board of Directors and members of the Board of Directors shall be carried out in accordance with applicable laws and the MB Charter. The procedures, processes, and dossiers for requesting approval of the election, dismissal, or removal of the Chairman of the Board of Directors and members of the Board of Directors shall comply with applicable laws and the MB Charter. The Board of Directors of the previous term shall continue operating until a new Board of Directors is elected and assumes its duties.

3. The Chairman of the Board of Directors must be a Vietnamese citizen and reside in Vietnam during his/her term of office.

4. Shareholders owning voting shares have the right to combine their voting rights to nominate candidates to the Board of Directors and the Supervisory Board in accordance with the MB Charter, these Regulations, and applicable laws.

5. The election of members of the Board of Directors shall comply with Point 5.4 Clause 5 Article 14 of these Regulations and the provisions of the MB Charter.

Article 20. Eligibility and qualifications for Board Members

1. Members of the Board of Directors must satisfy the following standards and conditions:

1.1. Not falling into cases prohibited from being a member of the Board of Directors as prescribed in Article 48 of the MB Charter and applicable laws.

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

1.3. Having a university degree or higher.

1.4. Satisfying one of the following conditions: having at least three (3) years of experience as a manager or executive of a credit institution; having at least five (5) years of experience as a manager of an enterprise operating in finance, accounting, auditing, or another enterprise having equity capital at least equal to the statutory capital applicable to the corresponding type of credit institution; having at least five (5) years of direct working experience in the operational departments of a credit institution or a branch of a foreign bank; having at least five (5) years of direct working experience in professional departments relating to finance, banking, accounting or auditing.

2. An independent member of the Board of Directors is a member who satisfies the standards and conditions specified in Clause 1 of this Article and the following additional standards and conditions:

2.1. Not currently working for MB or any subsidiary of MB and not having worked for MB or any subsidiary of MB during the preceding three (3) years.

2.2. Not receiving regular salary or remuneration from MB other than the remuneration received as a member of the Board of Directors of MB.

2.3. Not having a spouse, parents, children, siblings, or the spouses of such persons who are major shareholders of MB, managers or members of the Supervisory Board of MB, or managers, controllers, or members of the Supervisory Board of MB's subsidiaries.

2.4. Not representing share ownership in MB and not, together with related persons, directly or indirectly owning from one percent (1%) or more of the charter capital of MB.

2.5. Not having served as a manager or member of the Supervisory Board of MB at any time during the preceding five (5) years.

2.6. Other standards and conditions in accordance with applicable laws.

3. A full-time member of the Board of Directors is a member who works on a full-time basis and follows the working regime applicable to MB employees, in accordance with applicable laws.

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

Article 21. Powers and duties of the Board of Directors

1. Be responsible before the law and the General Shareholder Meeting for the performance of the assigned duties and powers.

2. Submit to the General Shareholder Meeting for decision and approval matters falling under the duties and powers of the General Shareholder Meeting as prescribed in the MB Charter. Submit the report on activities of the Board of Directors to the General Shareholder Meeting at the annual General Shareholder Meeting, ensuring compliance with the provisions of law and the MB Charter.

3. Decide on the establishment of branches, transaction offices, representative offices, public service units, and other matters relating to the network within the authority of the Board of Directors in accordance with applicable laws.

4. Decide the organizational structure and functions of the Head Office; decide the organizational structure of branches, representative offices, and public service units of MB in Vietnam.

5. Elect, dismiss or remove the Chairman of the Board of Directors; appoint, dismiss, remove, discipline, suspend and decide the salary, bonuses and other benefits of the Chief Executive Officer, Deputy Chief Executive Officers, members of the Executive Board, Chief Financial Officer, Chief Accountant and other positions (if any) in accordance with internal regulations of the Board of Directors.

6. Approve plans for capital contribution, purchase or sale of shares or capital contributions of MB in enterprises or other credit institutions where the value of the capital contribution, expected purchase price or book value in case of sale of shares or capital contributions is less than twenty percent (20%) of the charter capital of MB as stated in the most recent audited financial statements.

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

8. Approve investment decisions and the purchase or sale of fixed assets of MB where the investment amount, expected purchase price or original value in case of sale of fixed assets is equal to or greater than ten percent (10%) of the charter capital of MB as stated in the most recent audited financial statements, except for investments and transactions falling under the authority of the General Shareholder Meeting.

9. Decide on credit extension in accordance with Clause 7 Article 136 of the Law on Credit Institutions, except for contracts and transactions falling under the authority of the General Shareholder Meeting.

10. Approve contracts and other transactions with a value of less than twenty percent (20%) of the charter capital of MB as stated in the most recent audited financial statements between MB and members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, 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 with a value equal to or greater than ten percent (10%) of the charter capital of MB as stated in the most recent audited financial statements.

12. Inspect, supervise, and direct the Chief Executive Officer in the performance of assigned duties and powers; annually evaluate the performance of the Chief Executive Officer. Inspect, supervise, and annually evaluate the performance of managers, executives, and other positions appointed by the Board of Directors according to decisions of the Board of Directors.

13. Approve the annual business plan and/or business targets and any adjustments or amendments (if any) proposed by the Chief Executive Officer.

14. Issue internal regulations relating to the organization, governance, and operation of MB, except for matters falling under the authority of the General Shareholder Meeting, the Supervisory Board, or the Chief Executive Officer.

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

16. Review and approve the annual report; review and approve the financial statements of MB for submission to the General Shareholder Meeting in accordance with applicable laws.

17. Submit matters to the Governor of the State Bank of Vietnam for approval in accordance with applicable laws.

18. Propose to the General Shareholder Meeting matters relating to division, separation, consolidation, merger, conversion of legal form, dissolution or petitioning the Court to initiate bankruptcy procedures for MB.

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

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

21. Decide on the repurchase of MB's shares in accordance with the approved plan.

22. Submit the annual financial settlement report to the General Shareholder Meeting.

23. Propose profit distribution plans and dividend levels; decide the timing and procedures for dividend payment or handling losses arising during business operations.

24. Provide regulations on the use of funds appropriated from after-tax profits based on resolutions of the General Shareholder Meeting, including issuing regulations, delegating authority for the use of such funds and other related matters. Regulations on the appropriation and use of MB's pre-tax funds shall comply with applicable laws.

25. Prepare contents and documents for submission to the General Shareholder Meeting for decisions on matters falling under the duties and powers of the General Shareholder Meeting, except matters falling under the functions and duties of the Supervisory Board.

26. Approve the program and working plan of the Board of Directors; approve the agenda, contents and documents for meetings of the General Shareholder Meeting; convene the General Shareholder Meeting or obtain written opinions from shareholders to adopt resolutions and decisions of the General Shareholder Meeting.

27. Organize the implementation, inspection and supervision of the implementation of resolutions and decisions of the General Shareholder Meeting and the Board of Directors.

28. Organize inspection and supervisory activities within the functions, duties and powers of the Board of Directors in accordance with the MB Charter, these Regulations, applicable laws and MB's internal regulations (including establishing and/or deciding supervisory mechanisms and the assignment of supervisory responsibilities among members of the Board of Directors).

29. Promptly notify the State Bank of Vietnam of information adversely affecting the eligibility of members of the Board of Directors, members of the Supervisory Board and the Chief Executive Officer.

30. Perform high-level supervisory oversight of the Board of Directors over the Chief Executive Officer with respect to internal control, risk management and internal capital adequacy assessment in accordance with applicable laws.

31. Perform other rights, obligations and duties in accordance with applicable laws, resolutions of the General Shareholder Meeting, directives of competent authorities, the MB Charter and relevant legal regulations.

Article 22. Powers and duties of Board Members

1. Perform the rights and obligations of a member of the Board of Directors in 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; uphold the independence of independent members of the Board of Directors in performing their rights and obligations; and be responsible for the performance of their duties.

2. Review financial statements prepared by the independent auditor, provide opinions or request the executives of MB, the independent auditor and the internal auditor to clarify matters related to such reports.

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

4. Attend meetings of the Board of Directors, discuss and vote on matters within the duties and powers of the Board of Directors in accordance with the MB Charter and applicable laws, and be responsible before the law, the General Shareholder Meeting and the Board of Directors for their decisions. Where a voting matter involves a conflict of interest with a member, such member shall not participate in voting.

5. Implement resolutions and decisions of the General Shareholder Meeting and resolutions of the Board of Directors.

6. Be responsible for explaining to the General Shareholder Meeting and the Board of Directors the performance of assigned duties upon request.

7. Not participate in reviewing or approving decisions involving risks that fall within the functions, duties and authority of the Chief Executive Officer, except where the member of the Board of Directors is concurrently the Chief Executive Officer.

8. Properly, fully and promptly perform their rights and obligations in accordance with applicable laws, the MB Charter and these Regulations and the assignments specified in Clause 29 Article 21 and Clauses 2.7 and 2.10 Article 23 of these Regulations.

9. Members of the Board of Directors shall not authorize others to attend meetings of the Board of Directors to decide matters specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18 Article 70 of the Law on Credit Institutions.

10. Perform other rights, obligations, and duties in accordance with applicable laws, directives of competent authorities, the MB Charter, and decisions of competent authorities of MB.

Article 23. Powers and duties of the Chairman of the Board of Directors

1. The Board of Directors shall elect the Chairman and Vice Chairman(s) of the Board of Directors from among the members of the Board of Directors by majority vote.

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

2.1. Preside over meetings of the General Shareholder Meeting.

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

2.3. Prepare the agenda, contents and documents for meetings of the Board of Directors; convene and chair 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 other 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 sends the annual financial statements, MB's activity report, audit report and the supervisory report of the Board of Directors to shareholders at the General Shareholder Meeting.

2.6. Ensure that members of the Board of Directors receive full, objective and accurate information relating to matters that the Board of Directors must consider in accordance with business practices.

2.7. Prepare working plans and assign duties to members of the Board of Directors.
2.8. Supervise members of the Board of Directors in performing assigned duties and other rights and obligations.

2.9. Supervise the Chief Executive Officer in implementing resolutions and decisions of the Board of Directors.

2.10. Organize and perform supervision over the matters specified in Clause 29 Article 21 of these Regulations in accordance with regulations and/or decisions of the Board of Directors from time to time, including issuing documents and assigning members of the Board of Directors to conduct inspection and supervision of specific sectors, areas and activities.

2.11. Evaluate the performance of each member of the Board of Directors and the committees of the Board of Directors at least once a year and report the evaluation results to the General Shareholder Meeting.

2.12. Decide on the number, duties, salary and other regimes applicable to officers and full-time staff of the supporting apparatus of the Board of Directors, except where such matters fall under the authority of the Board of Directors in accordance with the MB Charter, these Regulations and applicable laws.

2.13. Decide on the appointment, dismissal or removal of positions including heads/persons in charge of divisions/deputy heads of divisions (and equivalent positions in MB and its 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 MB's internal regulations in compliance with applicable laws.

2.14. Decide on the investment, purchase and sale of fixed assets and other assets, equipment and services of MB (in accordance with the delegation of authority of the Board of Directors from time to time), except for transactions falling under the authority of the General Shareholder Meeting, the Board of Directors and the Chief Executive Officer, based on the advice and recommendations of the High-Level Governance Committee under the Board of Directors.
2.15. Direct investment activities, capital contributions, purchase and sale of shares or capital contributions of MB in subsidiaries, enterprises, credit institutions and other related matters based on investment plans approved by the Board of Directors in accordance with applicable laws and the MB Charter; direct the management of subsidiaries in accordance with applicable laws and MB regulations.

2.16. Conduct performance evaluation of MB's representatives in subsidiaries.

2.17. Decide detailed matters relating to the implementation of MB's annual network development plan after approval by the Board of Directors.

2.18. Perform other rights, obligations and duties in accordance with resolutions and decisions of the General Shareholder Meeting, the Board of Directors, directives of competent authorities, the MB Charter and applicable laws.

3. The Chairman of the Board of Directors may authorize in writing a Vice Chairman of the Board of Directors or a member of the Board of Directors to perform his/her rights and obligations during the Chairman's absence or in other cases in accordance with applicable laws and must notify the remaining members of the Board of Directors and the Chief Executive Officer of MB of such authorization. In the

absence of such authorization or in other cases as prescribed by law, the remaining members of the Board of Directors shall elect one among themselves to temporarily perform the duties and powers of the Chairman of the Board of Directors by majority vote until a new decision of the Board of Directors is made.

Article 24. Remuneration and benefits of Board Members

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

2. The Board of Directors shall estimate the remuneration of the Board of Directors in accordance with the law. The total remuneration of the Board of Directors shall be decided by the General Shareholder Meeting at the annual meeting.

3. Remuneration of members of the Board of Directors shall be included in MB's expenses in accordance with regulations on corporate income tax and other relevant laws, recorded as a separate item in MB's annual financial statements and reported to the General Shareholder Meeting at the annual meeting in accordance with applicable laws.

4. A member of the Board of Directors holding an executive position or a full-time member of the Board of Directors (working under the same regime as MB employees), or a member of the Board of Directors serving on committees of the Board of Directors, or a member of the Board of Directors performing tasks determined by the Board of Directors to be beyond the ordinary scope of duties of a member of the Board of Directors may receive additional compensation in the form of a lump-sum payment for each task, salary, commission, percentage of profit or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be reimbursed for accommodation, travel and other reasonable expenses incurred in performing their duties and powers. Operating expenses of the Board of Directors shall be included in MB's expenses.

Article 25. Replacement and dismissal of Board Members

1. In the event that the Chairman of the Board of Directors automatically loses his/her status 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. Within no more than 15 (fifteen) days from the date the Chairman automatically loses his/her status, the members of the Board of Directors must organize a meeting of the Board of Directors to elect a member of the Board of Directors (meeting the standards and conditions as prescribed by applicable regulations) as the Chairman of the Board of Directors.

2. If the Chairman of the Board of Directors wishes to resign from the position, he/she must submit a resignation letter to the Board of Directors. Within 60 (sixty) days from the date of receipt of the resignation letter, the Board of Directors must organize a meeting to consider and decide on the resignation and carry out procedures for dismissal and election of a new Chairman of the Board of Directors in accordance with applicable laws and the MB Charter.

3. A member of the Board of Directors wishing to resign must submit a resignation letter or written notice to the Board of Directors for submission to the General Shareholder Meeting for decision.

4. In the event that the number of members of the Board of Directors is fewer than the minimum number prescribed, within 90 (ninety) days from the date the number of members falls below the minimum level, the Board of Directors must convene a General Shareholder Meeting to elect additional members of the Board of Directors.

5. In other cases, the nearest General Shareholder Meeting shall elect new members of the Board of Directors to replace members who have been dismissed or removed, or to supplement the remaining vacancies.

6. Persons elected as Chairman of the Board of Directors and members of the Board of Directors shall immediately take over and perform the duties of the elected position in accordance with regulations of the State Bank of Vietnam. The Chairman and members of the Board of Directors who are dismissed or removed must hand over their duties to the newly elected Chairman and members of the Board of Directors for handling, and remain personally responsible for decisions made during their tenure.

Article 26. Meetings of the Board of Directors

1. The newly elected Board of Directors must convene within 07 (seven) working days from the date of completion 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 voting ratio. In case more than one member has the highest number of votes or the highest voting ratio, the members of the Board of Directors shall elect by majority vote one among them to convene the meeting.

2. The Board of Directors may hold regular or extraordinary meetings. Meetings of the Board of Directors may be held at MB's head office or at other locations.

3. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings upon the decision of the Chairman of the Board of Directors.

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. At the request of the Supervisory Board.

4.2. At the request of the Chief Executive Officer or at least five (05) other managers.
4.3. At the request of at least two (02) 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 and matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairman of the Board of Directors or the person convening the meeting shall send a notice of invitation to the meeting no later than 03 (three) working days prior to the meeting date. The notice must specify the time and location of the meeting, the agenda, and matters to be discussed and decided. Documents to be used at the meeting, along with any related documents (if any), must be attached. The Chairman of the Board of Directors or the convening person shall send the notice and accompanying documents to members of the Supervisory Board attending the meeting in the same manner as for members of the Board of Directors. The notice may be sent by invitation letter, fax, email, electronic

means or other methods as decided by the Chairman or the convening person, provided that it reaches the registered address of each member of the Board of Directors at MB.

6. The Head of the Supervisory Board is an ex officio participant in meetings of the Board of Directors. The Board of Directors may invite the Chief Executive Officer or other persons to attend meetings when necessary. Participants who are not members of the Board of Directors may discuss, but shall not have voting rights.

7. The Chairman of the Board of Directors or a member authorized by the Chairman must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt of a request as provided in the MB Charter. If the Chairman or the authorized person fails to convene the meeting as requested, he/she shall be responsible for any damages incurred by MB, except in cases of force majeure. In such a case, the requesting person has the right to convene the meeting, and the attending members of the Board of Directors shall elect a chairperson of the meeting.

8. The Chairman of the Board of Directors shall stipulate cases of emergency meetings, notice periods, and forms of meeting invitations in urgent situations.

9. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. If the meeting convened under this clause does not have sufficient participants, a second meeting shall be convened within 07 (seven) days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the members attend. Members not attending in person may vote through online meetings, electronic voting or other electronic forms; send written voting opinions by mail, fax, email or other methods; or authorize another member of the Board of Directors to vote on their behalf except in cases where authorization is not permitted under the Charter. Written votes sent to the meeting (if in paper form, sealed in an envelope) must be delivered to the chairperson of the meeting no later than 01 (one) hour before the meeting opens. Paper ballots received before the meeting shall only be opened in the presence of all members attending the meeting.

10. A member of the Board of Directors shall be deemed to attend and vote at a 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 not permitted under the MB Charter; such authorization must be approved by the majority of members of the Board of Directors.

10.3. Attending and voting via online conference, hybrid meeting, electronic voting or other electronic methods or combinations thereof.

10.4. Sending voting ballots to the meeting via mail, fax or email in accordance with procedures prescribed in Clause 9 Article 63 of the MB Charter.

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

11. Decisions of the Board of Directors shall be adopted if approved by the majority of votes, including written votes and votes by authorization; in the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

12. Meetings of the Board of Directors must be recorded in minutes. The contents of the minutes shall comply with the Law on Enterprises. The minutes must be signed by the chairperson, attending members of the Board of Directors and the secretary of the meeting. The chairperson shall organize the preparation and distribution of the minutes to members of the Board of Directors, and such minutes shall serve as evidence of matters discussed at the meeting.

13. If the chairperson or the recorder refuses to sign the minutes but all other attending members sign and the minutes contain all required contents under the law, the minutes shall remain valid. If a member attending the meeting does not sign the minutes, the reason must be clearly stated and the member's opinion shall be reserved. The minutes must be prepared in Vietnamese and may also be prepared in another language if necessary; the Vietnamese version shall prevail.

14. The authority and procedures for obtaining written opinions of members of the Board of Directors shall be implemented in accordance with regulations issued by the Board of Directors and applicable laws.

15. The procedures for collecting written opinions of the Board of Directors shall be specified in the Regulations on organization and operation of the Board of Directors.

16. Resolutions of the Board of Directors must be notified to members of the Board of Directors, the Supervisory Board, and relevant individuals/units in accordance with the Charter, these Regulations, and decisions of the Board of Directors, and in compliance with applicable laws.

Article 27. Committees of the Board of Directors

The Board of Directors shall establish committees to assist the Board of Directors in performing its duties and powers, including the Risk Management Committee, the Human Resources Committee, the High-Level Governance Committee, the Technology and Digital Transformation Committee and other committees (if necessary). The composition, structure, duties, rights, organization and operation of the committees of the Board of Directors shall be regulated by the Board of Directors of MB from time to time in accordance with applicable laws.

Article 28. Assisting apparatus of the Board of Directors

1. The Board of Directors shall use the supporting apparatus and seal of MB to perform its duties and powers.

2. The Board of Directors may have supporting units and staff as decided by the Board of Directors. The Chairman of the Board of Directors shall specify the number, duties, salaries and other regimes of full-time supporting staff of the Board of Directors' supporting apparatus, except for matters falling under the authority of the Board of Directors in accordance with the MB Charter and applicable laws.

3. The Board of Directors and its committees may hire staff and independent consultants, independent accountants and other external advisors to perform related tasks when necessary for the exercise of their duties and powers, with expenses borne by MB.

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

4.1. The Company Secretary shall be the Chief of the Office of the Board of Directors and/or the Deputy Chief of the Office of the Board of Directors as decided by the Board of Directors from time to time.

4.2. The Company Secretary shall have the following rights and obligations:

a) Assist in organizing the convening of meetings of the General Shareholder Meeting and the Board of Directors; record minutes of meetings.

b) Assist members of the Board of Directors in performing their assigned rights and obligations.

c) Assist the Board of Directors in applying and implementing MB's governance principles.

d) Assist the Board of Directors in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations relating to information disclosure, transparency, and administrative procedures.

đ) Perform other rights and obligations as decided by 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 support corporate governance activities at MB. The person in charge of corporate governance may concurrently act as the Company Secretary as follows:

5.1. The person in charge of corporate governance/Corporate Governance Officer shall be the Chief of the Office of the Board of Directors and/or the Deputy Chief of the Office of the Board of Directors as decided by the Board of Directors from time to time.

5.2. The Corporate Governance Officer shall have the following rights and obligations:

a) Advising the BOARD OF DIRECTORS on the organization of the GENERAL SHAREHOLDER MEETING in accordance with regulations and managing related matters between MB and its shareholders.

b) Preparing for meetings of the BOARD OF DIRECTORS, the SB, and the GENERAL SHAREHOLDER MEETING as requested by the BOARD OF DIRECTORS or the SB.

c) Providing advice on meeting procedures.

d) Attending meetings.

e) Advising on the procedures for drafting BOARD OF DIRECTORS Resolutions to ensure compliance with legal regulations.

f) Providing financial information, BOARD OF DIRECTORS meeting minutes, and other relevant information to Members of the BOARD OF DIRECTORS and the SB.

g) Monitoring and reporting to the BOARD OF DIRECTORS on MB's information disclosure activities.

h) Serving as the primary point of contact for relevant stakeholders.

i) Maintaining information confidentiality in accordance with legal regulations and the Bank's Charter.

j) Other rights and obligations in accordance with legal regulations and as determined by the BOARD OF DIRECTORS from time to time.

CHAPTER IV

THE SUPERVISORY BOARD

Article 29. Composition and Term of office

The General Shareholder Meeting shall elect members of the Supervisory Board by the cumulative voting method in accordance with the MB Charter and applicable laws. The Supervisory Board shall elect, dismiss, and remove the Head of the Supervisory Board.

1. Procedures for electing members of the Supervisory Board:

1.1. At least thirty (30) days prior to the General Shareholder Meeting, the Board of Directors of MB shall notify shareholders entitled to attend the meeting of the expected number of members to be elected or supplemented to the Supervisory Board; and shall notify the standards and conditions applicable to the elected positions so that shareholders or groups of shareholders may nominate or stand for nomination for these positions in accordance with applicable laws and the MB Charter.

1.2. Shareholders or groups of shareholders shall nominate or stand for nomination for the position of member of the Supervisory Board in accordance with Clause 2 Article 5 of these Regulations and the MB Charter.

1.3. Based on the list and valid nomination dossiers of shareholders for these positions, the Board of Directors shall assess compliance with the required standards and conditions and prepare a list of candidates (meeting the standards and conditions and having valid dossiers and procedures) for the positions to be elected in accordance with these Regulations, MB's regulations, and applicable laws. In cases where shareholders or groups of shareholders fail to nominate a sufficient number of candidates for the Supervisory Board or the nominated candidates fail to meet the required standards, conditions, or valid dossier requirements, the Board of Directors shall nominate additional or replacement candidates for these positions. The Board of Directors shall notify shareholders or groups of shareholders nominating ineligible candidates of the reasons.

1.4. After preparing the list of candidates, the Board of Directors of MB shall submit a written request to the State Bank of Vietnam for review and approval of the candidate list in accordance with applicable laws.

2. The Supervisory Board shall consist of at least five (05) members. The specific number of members of the Supervisory Board in each term shall be decided by the General Shareholder Meeting. The Head of the Supervisory Board must work full-time at MB.

3. The number of full-time members of the Supervisory Board shall not be less than one-half (1/2) of the total number of members of the Supervisory Board. A full-time member of the Supervisory Board is a member working under the same regime as MB employees and is responsible for one or several tasks assigned by the Head of the Supervisory Board. All members of the Supervisory Board must be shareholders or representatives of institutional shareholders of MB.

4. The term of the Supervisory Board shall not exceed five (05) years and shall be the same as the term of the Board of Directors. The term of a member of the Supervisory Board shall follow the term of the Supervisory Board. Members of the Supervisory Board may be re-elected for an unlimited number

of terms. Replacement of members of the Supervisory Board must be decided by the General Shareholder Meeting. Members elected to supplement or replace others during a term shall serve for the remaining duration of that term. The Supervisory Board of the preceding term shall continue its activities until the Supervisory Board of the new term takes over.

5. Members of the Supervisory Board must meet the following standards and conditions:

5.1. Be shareholders or representatives of institutional shareholders of MB.

5.2. Not fall under cases prohibited from holding the position as stipulated in Article 48 of the MB Charter.

5.3. Possess professional ethics as prescribed by the Governor of the State Bank of Vietnam.

5.4. Hold a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting or auditing; and have at least three (03) years of direct working experience in finance, banking, accounting or auditing.

5.6. Not be a related person of a manager of MB.

5.7. The Head of the Supervisory Board and full-time members of the Supervisory Board must reside in Vietnam during their term of office.

6. In the case where a shareholder is a foreign individual or an authorized representative of a foreign institutional shareholder elected as a member of the Supervisory Board, such person must also meet additional standards and conditions in accordance with legal regulations on foreign investors purchasing shares and participating in the Supervisory Board of Vietnamese commercial banks.

Article 30. Powers and duties of the Supervisory Board

1. Persons elected as the Head of the Supervisory Board and members of the Supervisory Board are responsible for receiving the handover and assuming the duties of the elected positions in accordance with applicable laws and MB's regulations. Persons who are dismissed, removed or automatically lose their status (except in cases of automatic loss of status due to death, being declared missing, or loss/limitation of civil act capacity) must hand over their duties to newly elected persons and remain personally responsible for decisions made during their tenure.

2. The Supervisory Board shall have the following duties and powers:

2.1. Supervise MB's governance and management activities to ensure compliance with laws, MB's internal regulations, the MB Charter, and resolutions and decisions of the General Shareholder Meeting and the Board of Directors; and be accountable to the General Shareholder Meeting for the performance of its assigned duties and powers.

2.2. Issue internal regulations of the Supervisory Board; annually review internal regulations of the Supervisory Board and MB's internal regulations relating to accounting and reporting.

2.3. Organize the implementation of internal audit; be entitled to use MB's seal and resources in accordance with MB's regulations and to access and be provided with sufficient, accurate and timely information and documents related to MB's governance and management activities in order to perform assigned duties and powers; and may hire experts, independent consultants and external organizations to perform its duties.

2.4. Supervise MB's financial status, examine the six-month and annual financial statements of MB; report to the General Shareholder Meeting on the results of the examination of financial statements and assess the reasonableness, legality, accuracy and prudence in accounting, statistics and financial reporting. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Shareholder Meeting.

2.5. Supervise the approval and implementation of investment projects, purchases and sales of fixed assets, and other contracts or transactions of MB falling under the decision-making authority of the General Shareholder Meeting or the Board of Directors. Annually prepare and submit reports on supervisory results to the General Shareholder Meeting and the Board of Directors.

2.6. Supervise compliance with the provisions in Chapter VII of the Law on Credit Institutions regarding restrictions to ensure safety in MB's operations.

2.7. Examine accounting books, other documents and the management and operation of MB when deemed necessary, or pursuant to resolutions or decisions of the General Shareholder Meeting, requests of the State Bank of Vietnam, or requests of major shareholders or groups of major shareholders in accordance with applicable laws. The Supervisory Board shall conduct such examination within seven (07) working days of receipt of the request. Within fifteen (15) days from the completion of the examination, the Supervisory Board must report and explain the matters examined to the requesting organization or individual.

2.8. Promptly notify the General Shareholder Meeting and the Board of Directors when detecting that managers or executives of MB have committed violations of laws, the MB Charter, MB's internal regulations, or resolutions or decisions of the General Shareholder Meeting or the Board of Directors; request the violators to immediately cease such violations and take remedial measures, if any.

2.9. Prepare a list of founding shareholders within five (05) years from the establishment date, shareholders owning 1% (one percent) or more of the charter capital and related persons of members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer of MB, and shareholders owning 1% (one percent) or more of the charter capital; maintain and update any changes to this list.

2.10. Request the Board of Directors to convene an extraordinary meeting or request the Board of Directors to convene an extraordinary General Shareholder Meeting in accordance with the Law on Credit Institutions and the MB Charter.

2.11. Convene an extraordinary General Shareholder Meeting in cases where the Board of Directors issues decisions that seriously violate provisions of the Law on Credit Institutions or exceed its authority, and in other cases as provided in the MB Charter.

2.12. Appoint, dismiss, discipline, suspend, and decide salaries, bonuses, and other benefits for positions within the internal audit function; decide the organizational structure, duties, and powers of MB's internal audit function in accordance with applicable laws and relevant internal regulations of MB.
2.13. Review contracts and transactions with related persons that fall under the approval authority of the

Board of Directors or the General Shareholder Meeting in accordance with applicable laws and MB's internal regulations.

2.14. Promptly report to the State Bank of Vietnam violations specified in Clauses 2.6, 2.8 and 2.11 of this Article and violations related to share ownership ratios, capital contributions and related persons as prescribed by the Law on Credit Institutions.

2.15. Perform other duties and powers in accordance with applicable laws.

Article 31. Powers and duties of the Head of the Supervisory Board and Members of the Supervisory Board

1. The Head of the Supervisory Board shall have the following rights and obligations:

1.1. Organize the implementation of the duties and powers of the Supervisory Board in accordance with the Law on Credit Institutions and the MB Charter.

1.2. Convene and chair meetings of the Supervisory Board.

1.3. Sign documents on behalf of the Supervisory Board within its authority.

1.4. On behalf of the Supervisory Board, convene extraordinary General Meetings of Shareholders as provided in the MB Charter or request the Board of Directors to hold extraordinary meetings.

1.5. Attend meetings of the Board of Directors and express opinions but without voting rights.

1.6. Request that his/her opinions be recorded in the minutes of Board of Directors meetings if such opinions differ from resolutions or decisions of the Board of Directors, and report them to the General Shareholder Meeting.

1.7. Prepare the working plan of the Supervisory Board and assign specific duties to each member of the Supervisory Board.

1.8. Ensure that members of the Supervisory Board receive full, objective and accurate information and have sufficient time to discuss matters under consideration by the Supervisory Board.
1.9. Supervise and direct the performance of assigned tasks and the exercise of rights and obligations of members of the Supervisory Board.

1.10. May only authorize another member of the Supervisory Board to perform the rights and obligations of the Head of the Supervisory Board during periods of absence or inability to perform duties.

1.11. Perform other rights, obligations and duties in accordance with applicable laws and this Charter.

2. Members of the Supervisory Board shall have the following rights and obligations:

2.1. Comply with applicable laws, the MB Charter and internal regulations of the Supervisory Board and perform assigned duties as designated by the Head of the Supervisory Board to carry out the duties and powers of the Supervisory Board honestly and prudently for the benefit of MB and its shareholders, and be responsible for the performance of their rights and obligations.

2.2. Elect, vote to dismiss or remove the Head of the Supervisory Board.
2.3. Request the Head of the Supervisory Board to convene extraordinary meetings of the Supervisory Board.

2.4. Supervise business activities, examine accounting books, assets and financial statements, and make recommendations for remedial measures if necessary.

2.5. Report to the Head of the Supervisory Board on unusual financial activities and be responsible for their evaluations and conclusions.

2.6. Attend meetings of the Supervisory Board, discuss and vote on matters within the duties and powers of the Supervisory Board, except where conflicts of interest exist.

2.7. Attend meetings of the Board of Directors under authorization or assignment by the Head of the Supervisory Board, participate in discussions but without voting rights.

2.8. Request that their opinions be recorded in the minutes of Board of Directors meetings if their opinions differ from decisions of the Board of Directors and report such matters to the General Shareholder Meeting.

2.9. Request MB's managers to report and explain the financial status, business performance of subsidiaries, plans, projects, investment development programs and other decisions relating to the management and operation of MB.

2.10. Request managers, executives and employees of MB to provide data and explanations regarding business activities in order to perform assigned duties.

2.12. Perform other rights, obligations and duties in accordance with applicable laws and the MB Charter.

3. Members of the Supervisory Board shall receive salaries, remuneration, bonuses and other benefits in accordance with applicable laws, the MB Charter and internal regulations of MB. The total annual salary, remuneration and operating budget of the Supervisory Board shall be decided by the General Shareholder Meeting in accordance with the Law on Enterprises and other relevant legal regulations and MB's internal regulations. Salaries and operating expenses of the Supervisory Board shall be included in MB's expenses in accordance with corporate income tax regulations and other relevant laws and must be recorded as a separate item in MB's annual financial statements.

4. Members of the Supervisory Board shall be reimbursed for reasonable expenses incurred in the performance of their duties. Copies of financial information and other documents provided to members of the Board of Directors, as well as minutes of meetings of the Board of Directors, must be provided to members of the Supervisory Board at the same time they are provided to the Board of Directors. The provision of information at the request of the Supervisory Board must comply with applicable laws.

Article 32. Replacement of the Supervisory Board Members

1. A member of the Supervisory Board shall automatically lose his/her status or be dismissed or removed in accordance with Articles 50 and 51 of the MB Charter. The order, procedures and dossiers relating to the election and approval of the Head of the Supervisory Board and members of the Supervisory Board shall be implemented in accordance with applicable laws and the MB Charter.

2. Within five (05) working days from the date a member of the Supervisory Board is determined to have automatically lost his/her status, the Board of Directors must submit a written report together with supporting documents to the State Bank of Vietnam and shall be responsible before the law for the accuracy and truthfulness of such report; at the same time, the Board of Directors shall carry out procedures to elect a new member of the Supervisory Board in accordance with applicable laws and the MB Charter.

3. Within no more than fifteen (15) days from the date the Head of the Supervisory Board automatically loses his/her status as a member of the Supervisory Board, the members of the Supervisory Board must convene a meeting of the Supervisory Board to elect a member of the Supervisory Board (who meets the required standards and conditions under current regulations) as the Head of the Supervisory Board.

4. In cases where the number of members of the Supervisory Board is fewer than the minimum number prescribed by the MB Charter, within no more than ninety (90) days from the date the number falls below the required minimum, the Supervisory Board must request the Board of Directors to convene a General Shareholder Meeting to elect additional members of the Supervisory Board.

5. In other cases, the nearest meeting of the General Shareholder Meeting shall elect a new member of the Supervisory Board to fill the vacant position.

6. The Head and members of the Supervisory Board of MB who are determined to have automatically lost their status, or who are dismissed or removed, shall remain responsible for their decisions made during their tenure.

Article 33. Meetings of the Supervisory Board

1. The first meeting of the Supervisory Board of a new term must be held within seven (07) days after the election of the Supervisory Board. This meeting shall be convened and chaired by the member who receives the most votes or the highest voting ratio. In the event that more than one member has the same highest number of votes or voting ratio, the members shall elect by majority vote one person among them to convene the meeting of the Supervisory Board.

2. The Supervisory Board shall hold regular meetings at least once every quarter and may convene extraordinary meetings to promptly address urgent matters.

3. The Head of the Supervisory Board shall convene an extraordinary meeting of the Supervisory Board when deemed necessary or upon request from one of the following:

3.1. The Chairman of the Board of Directors.

3.2. At least two (02) members of the Board of Directors.

3.3. A member of the Supervisory Board.

3.4. The Chief Executive Officer.

3.5. Other cases as prescribed by law.

Such request must be made in writing, clearly stating the purpose and matters to be discussed and decided within the authority of the Supervisory Board.

4. Within fifteen (15) days from the date of receipt of a written request for an extraordinary meeting of the Supervisory Board from one of the entities specified in Points 3.1, 3.2, 3.3 and 3.4 Clause 3 of this Article, the Head of the Supervisory Board must convene and conduct such meeting. If after two consecutive requests the Head of the Supervisory Board fails to convene the meeting, the Board of Directors and members of the Supervisory Board may convene the meeting to resolve the matter and decide on the dismissal or removal of the Head of the Supervisory Board, elect another member of the Supervisory Board meeting the required standards to hold the position of Head of the Supervisory Board, or decide to convene an extraordinary General Shareholder Meeting to address the issues, if any.

5. The notice of invitation to a meeting of the Supervisory Board must be made in writing, specifying the meeting agenda, time and venue, and must be accompanied by necessary documents relating to matters to be discussed and voted on at the meeting. The notice must be sent at least two (02) days prior to the meeting date.

6. A meeting of the Supervisory Board shall be conducted when at least two-thirds (2/3) of the members of the Supervisory Board attend (including those attending in person or authorizing another member of the Supervisory Board to attend). If the first convened regular meeting does not meet the required quorum, the Head of the Supervisory Board must convene a second meeting within no more than fifteen (15) days thereafter. If after two meetings the quorum requirement is still not met, the Head of the Supervisory Board must notify the Board of Directors and request the convening of an extraordinary General Shareholder Meeting within no more than thirty (30) days for shareholders to consider the status of members of the Supervisory Board.

7. Voting: Each member of the Supervisory Board attending the meeting shall have one vote. If a member cannot attend the meeting, he/she may authorize another member of the Supervisory Board in writing (who is eligible to vote) to vote on his/her behalf. A member of the Supervisory Board having related interests in matters under consideration by the Supervisory Board shall not receive authorization from another member to vote on such matters.

8. Disclosure of related interests: A member of the Supervisory Board shall not participate in voting on matters where he/she has a conflict of interest and must disclose such interest to the Supervisory Board.

9. Majority voting: A decision of the Supervisory Board shall be adopted if approved by the majority of members entitled to vote attending the meeting. In case of a tie, the final decision shall be made by the Head of the Supervisory Board or by the member authorized by the Head of the Supervisory Board to chair the meeting (in cases where the Head of the Supervisory Board is absent or unable to perform his/her duties).

10. In cases where the Supervisory Board collects written opinions, the decision of the Supervisory Board shall have the same validity as a decision adopted at a duly convened meeting if:

10.1. It receives written approval from the majority (more than one-half) of members of the Supervisory Board entitled to vote on the matter.

10.2. The number of members participating in written voting meets the quorum requirement necessary for holding a meeting of the Supervisory Board.

11. Meetings of the Supervisory Board must be recorded in minutes. The minutes must be signed by the chairperson and the secretary of the meeting. The chairperson shall be responsible for organizing the preparation and distribution of the minutes to members of the Supervisory Board. The minutes shall serve as the official conclusion of matters discussed at the meeting, unless complaints regarding the contents of the minutes are submitted within ten (10) days from the date the minutes are sent.

CHAPTER V

THE BOARD OF MANAGEMENT

Article 34. Organizational structure and role of the Board of Management in corporate governance

1. The MB Board of Management consists of the Chief Executive Officer, the Deputy Chief Executive Officer(s), the Board of Management members, the Chief Financial Officer of MB, and other positions as decided by the Board of Directors.

2. The Chief Excecutive Officer is the highest-ranking executive of MB, deciding on matters within his/her authority related to the daily business operations, other daily operations of MB not within the authority of the General Shareholder Meeting, the Board of Directors, the Chairman of the Board of Directors of MB, and other rights, duties, and obligations in accordance with the MB Charter, legal regulations, and the policies and directions of the General Shareholder Meeting and the Board of Directors at each period.

3. Other members of the Board of Management manage and operate one or more areas of MB's operations as assigned and delegated by the Chief Executive Officer at each period, reporting to the Chief Executive Officer on the performance of their duties.

4. The Chief Executive Officer directs, manages, and issues the working regulations of the Board of Management, and submits reports to the Board of Directors.

CHAPTER VI

COORDINATION AMONG THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE BOARD OF MANAGEMENT

Article 35. Principles of coordination

The Board of Directors, the Supervisory Board, and the Board of Management operate in accordance with the following principles:

1. Always acting in the best interests of MB.

2. Complying with the law, the MB Charter, this Regulation, and the resolutions and decisions of the MB Shareholders' General Meeting.

3. Working with a high sense of responsibility, honesty, cooperation, and regular communication to jointly resolve any obstacles or difficulties (if any).

Article 36. Coordination between the Board of Directors, the Board of Management, and other managers

The collaborative relationship between the Board of Directors and the Board of Management and other managers ensures the following principles:

1. The Board of Directors governs MB in accordance with the provisions of the MB Charter, this Regulation, and MB's internal regulations, legal regulations, and appropriate advanced governance practices at MB. The Board of Directors has the right to decide and exercise the rights and obligations of MB on behalf of MB that are not within the authority of the General Shareholder Meeting, the Supervisory Board, or the Chief Executive Officer.

2. The Board of Directors directs the Board of Management to organize the implementation of resolutions and decisions of the General Shareholder Meeting (annual and/or extraordinary), the provisions of the MB Charter, legal regulations, and the fulfillment of obligations to the State, in accordance with legal regulations.

3. The Chief Executive Officer of MB, and those delegated or authorized by the Chief Executive Officer, perform tasks and exercise powers within their authority. The Board of Directors shall review and decide on matters exceeding the scope of the Chief Executive Officer's authority as stipulated in the MB Charter, the law, and MB regulations.

4. The Board of Management shall report and provide information as stipulated by the Board of Directors regarding information and reporting procedures and other cases as requested by the Board of Directors, in order to perform the management and control functions of the Board of Directors as stipulated in the MB Charter, internal regulations, and in accordance with the law. The information and data reported and provided to the Board of Directors shall be truthful, objective, timely, complete, accurately reflect the operational situation of MB, and be consistent with MB's management requirements and legal regulations.

5. The Chief Executive Officer of MB shall establish and maintain an information and reporting system for the MB Board of Directors, including the method of sending/receiving information and reports, ensuring security and confidentiality as stipulated by the Board of Directors.

6. The Board of Directors shall facilitate the participation of Board Members, Board of Management members, and other managers in training, professional development, and practical field trips both domestically and internationally to enhance their management and operational knowledge at MB. Participation in professional training courses by Board Members and members of the Board of Management shall not affect their work at MB.

Article 37. Coordination between the Board of Directors and the Supervisory Board

1. The Supervisory Board attends and participates in discussions at Board of Directors meetings and other MB meetings as prescribed.

2. The Supervisory Board has access to and is provided with complete, accurate, and timely information and documents related to MB's governance activities as prescribed by law; it may request Board members to explain the financial status and business results of subsidiary companies, investment and development plans, projects, and programs, and other decisions in MB's management; and it may provide data and explanations on business activities to fulfill its assigned tasks.

3. The Board of Directors implements the recommendations of the Supervisory Board in the Supervisory Board's report and the Internal Audit Agency (if any) and informs the Supervisory Board of the results of implementing these recommendations.

4. The Board of Directors shall ensure that all copies of financial and other information provided to Board Members at Board meetings, as well as minutes of Board meetings, are provided to the Head of the Supervisory Board and the Supervisory Board members invited to attend the meetings, in addition to those provided to Members of Board of Directors.

5. In the event of discovering a compliance violation that could significantly adversely affect MB's reputation or business objectives, the Board of Directors shall promptly inform the Head of the Supervisory Board and other members directly responsible for or assigned to that area of work.

6. The Board of Directors shall ensure that it facilitates the Supervisory Board in performing its duties and rights as prescribed by law and MB's internal regulations.

Article 38. Coordination between the Supervisory Board, the Board of Management, and other managers

1. Coordination in the Implementation of Assigned Tasks and Responsibilities

- The Head of the Supervisory Board or a Member of the Supervisory Board may be invited to attend Board of Management meetings and other MB meetings as prescribed. Upon attendance, the Head of the Supervisory Board or a Member of the Supervisory Board may discuss and provide input (if any) and receive minutes or conclusions of these meetings (if any).

- The Supervisory Board has the right to access and be provided with complete, accurate, and timely information and documents related to MB's operational activities as prescribed by law.

- Members of the Supervisory Board may request the Manager to report and explain the financial status and business results of subsidiary companies, plans, projects, investment and development programs, and other decisions in MB's management; they may also request the Manager and MB employees to provide data and explanations on business activities to fulfill their assigned tasks.

- The Board of Management implements the recommendations of the Supervisory Board as stated in the Supervisory Board's report, the internal audit agency (if any), and reports the results of implementing these recommendations to the Supervisory Board.

- In case of discovering a compliance violation that could significantly adversely affect MB's reputation or business objectives, the Board of Management shall promptly inform and report to the Head of the Supervisory Board and other members of the Supervisory Board directly responsible for or assigned to that area of work.

- The Board of Management is responsible for creating all favorable conditions for the Supervisory Board to perform its duties and rights as prescribed by law and MB's internal regulations.

- Reports submitted by the Chief Executive Officer to the Board of Directors must be sent to members of the Supervisory Board at the same time and in the same manner as those sent to members of the Board of Directors.

2. Other Coordination

Members of the Supervisory Board may participate in professional training courses and field surveys both domestically and internationally to hone their skills, learn from experience, and enhance their management and operational knowledge at MB. Participation in these professional training courses by Supervisory Board members must not affect MB's overall work.

CHAPTER VII

CONFLICT OF INTEREST PREVENTION AND RELATED-PARTY TRANSACTIONS

Article 39. Duty of loyalty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, executives, and other managers of MB have the following obligations:

1.1. To comply with the law, MB's Charter, and resolutions and decisions of the MB Shareholders' General Meeting.

1.2. To exercise assigned rights and obligations honestly, carefully, and reasonably, for the benefit of MB and its shareholders.

1.3. Not to use MB's information, know-how, or business opportunities, or abuse their position, title, or assets for personal gain or to serve the interests of other organizations or individuals, thereby harming the interests of MB or its shareholders.

1.4. To fully, promptly, and accurately inform MB of their interests in other organizations and transactions with other organizations or individuals that may conflict with MB's interests, and only to participate in such transactions after approval by the Board of Directors.

1.5. Do not facilitate personal or related parties to borrow funds or use other banking services of MB under more favorable or advantageous conditions than those stipulated in MB's general regulations.

1.6. Do not increase salaries, remuneration, or request bonuses for Managers and Executives when MB is incurring losses.

1.7. Ensure the storage of MB's records to provide data for the management, operation, and control of all MB's activities, as well as for inspection, supervision, and auditing by the State Bank of Vietnam.

1.8. Understand the types of risks in the operation of credit institutions.

1.9. Be responsible for complying with the regulations to ensure the safety of MB's banking operations as stipulated in the Law on Credit Institutions.

1.10. Within the scope of assigned rights and obligations, it is responsible for implementing written requests from the State Bank of Vietnam regarding matters within the State Bank of Vietnam's jurisdiction. It implements recommendations, risk warnings, and operational safety warnings, as well as warnings of potential violations of monetary and banking laws; and concludes, makes recommendations, and issues decisions on inspection matters.

1.11. Other obligations as prescribed by law.

2. Contracts and transactions of MB with Members of the Board of Directors, Members of the Supervisory Board, the Chief Executive Officer, major shareholders, related parties of the Managers, Members of the Supervisory Board, major shareholders of MB, member companies, affiliated companies of MB under the Law on Credit Institutions are signed according to the following provisions:

2.1. For contracts and transactions with a value of 20% (twenty percent) or more of MB's Charter capital as stated in the most recent audited financial statements, approval by the General Shareholder Meeting is required before signing, except in cases of contracts and transactions with commercial banks undergoing mandatory transfer plans and other cases as stipulated by law, resolutions, and decisions of the General Shareholder Meeting. Shareholders with vested interests in the parties to the contract or transaction do not have the right to vote.

2.2. For contracts and transactions with a value of less than 20% (twenty percent) of MB's Charter capital as stated in the most recent audited financial statements, approval by the Board of Directors is required before signing, except in other cases as stipulated by law, resolutions, and decisions of the General Shareholder Meeting. If the voting content conflicts with the interests of any member of the Board of Directors, that member is not allowed to participate in the vote.

3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and managers of MB are prohibited from using insider information that could significantly affect MB's share price to buy, sell, or trade MB shares in violation of the law.

4. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, Deputy Chief Executive Officers, and members of the Board of Management are responsible for complying with regulations on providing and publicly disclosing information as stipulated in Article 49 of the Law on Credit Institutions and its implementing guidelines as follows:

4.1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, Deputy Chief Executive Officers, and members of the Board of Management are responsible for providing MB with:

a. Name, business registration number, and registered office address of the enterprise or other organization in which I or I and related persons own 5% (five percent) or more of the Charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals;

b. Name, business registration number, and registered office address of the enterprise or other economic organization in which I or I and related persons are members of the Board of Directors, members of the Board of Members, auditors, members of the Supervisory Board, or Chief Executive Officer (Director);

c. Information about related persons who are individuals, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider;

d. Information about the related party (organization) includes: name, business registration number, head office address, business registration certificate number or equivalent legal document; legal representative, and relationship with the information provider.

4.2. The provision of information under point 5.1, Clause 5 of this Article must be in writing, both for the first time and when there are changes to this information, within 07 (seven) working days from the date of occurrence or change of information.

4.3. MB shall list and maintain the information under point 5.1, Clause 5 of this Article at its head office and report to the State Bank of Vietnam, and disclose the information to the General Shareholder Meeting of MB in accordance with the Law on Credit Institutions.

5. Contracts and transactions (excluding those prohibited or restricted under the Law on Credit Institutions) between MB and its Deputy Chief Executive Officers, members of the Board of Management, and other managers, and/or their related parties, may only be signed with the approval of MB's Board of Directors.

Article 40. Related-party transactions

1. MB conducts transactions with related parties, ensuring that contracts are signed in writing on the principles of equality and voluntariness. The content of the contract must be clear, specific, in accordance with the law, and disclosed in accordance with the law and MB's regulations (if any).

2. The Supervisory Board has the right to request those required to provide information as stipulated in Article 49 of the Law on Credit Institutions and shareholders owning 01% or more of MB's Charter capital to fulfill their responsibility to provide and periodically update information on their related parties as required.

Article 41. Protection of stakeholder interests

1. MB fulfills its responsibilities to the community and stakeholders in accordance with current laws and the company's Charter.

2. MB complies with all applicable laws and regulations regarding labor, environment, and social responsibility.

CHAPTER VIII

PERFORMANCE EVALUATION AND DISCIPLINARY ACTIONS FOR THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE BOARD OF MANAGEMENT AND OTHER MANAGERS

Article 42. Evaluation methodology for Members of the Board of Directors, Supervisory Board, Board of Management, and other Managers

1. The performance evaluation of Board of Directors members, Supervisory Board members, Board of Management members, and other managers may be conducted in one or more of the following ways:

- Self-assessment.

- Periodic performance evaluation every six (6) months.

- Annual performance evaluation.

- Organizing unscheduled confidence votes.

- Other methods as stipulated by MB from time to time.

2. The Board of Directors inspects, supervises, and directs the Chief Executive Officer in performing his duties, powers, and assigned responsibilities; conducts an annual evaluation of the Chief Executive Officer's performance. It also inspects, supervises, and evaluates annually the performance of managers, executives, and other positions appointed by the Board of Directors.

3. The Supervisory Board evaluates the performance of its members.

4. The Chief Executive Officer evaluates the performance of other MB positions, except for those positions under the evaluation authority of the General Shareholder Meeting, the Board of Directors, the Chairman of the Board of Directors, and the Supervisory Board.

Article 43. Performance evaluation criteria

The criteria for evaluating the performance of Board Members, Supervisory Board Members, Board of Management Members, and other Managers include:

1. Results of assigned work, including the level of completion, volume, quality, and efficiency of individual work, and the development and performance of the unit.

2. Moral character, lifestyle, awareness, ideology, compliance with and adherence to MB Charter, MB's policies and guidelines, and legal regulations.

3. Spirit of continuous learning and professional development, honesty, proactiveness in work, organizational discipline, sense of responsibility in assigned work and current position.

4. Management ability, style, attitude in work management, prevention and combating corruption, practicing thrift, and combating waste.

5. Unity and cooperation within the unit, with other units, and the level of trust with subordinate staff.

Article 44. Performance rating

1. Based on the evaluation results, the ranking of Board of Directors members, Supervisory Board members, Board of Management members, and other managers is classified into at least 3 (three) groups as follows:

- Excellent performance of assigned tasks;

- Satisfactory performance of assigned tasks;

- Unsatisfactory performance of assigned tasks.

Details of the above evaluation and ranking are provided in accordance with MB's relevant regulations.

2. Documents evaluating the performance of Board of Directors members, Supervisory Board members, Board of Management members, and other managers are kept in their personal files at MB in accordance with MB's regulations from time to time.

Article 45. Commendation and rewards

1. Members of the Board of Directors, Supervisory Board, Board of Management, and other managers with outstanding achievements in the governance and operation of MB and in fulfilling their assigned tasks will be considered for awards and commendations in accordance with the law and MB's regulations.

2. The forms of awards, specific criteria for awards, and the procedures for awarding will be implemented according to MB's regulations on emulation and commendation at each given time.

Article 46. Disciplinary actions

1. Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management, and other managers who, in the course of performing their duties, rights, and obligations, violate the law, the MB Charter, and other relevant regulations of MB, will be subject to disciplinary action in accordance with the law and/or MB regulations, depending on the nature, extent, and consequences of the violation.

2. Within their authority as prescribed by law, the Board of Directors or the Supervisory Board has the authority to decide on disciplinary action against positions appointed by the Board of Directors or the Supervisory Board in accordance with the regulations of the Board of Directors or the Supervisory Board. The Chief Executive Officer has the authority to decide on disciplinary action against positions appointed/recruited by the Chief Executive Officer/authorized person in accordance with MB regulations.

3. The principles for handling disciplinary violations, the forms of disciplinary action, and the procedures for handling disciplinary violations are implemented in accordance with the labor regulations and MB's regulations, as well as relevant legal regulations.

CHAPTER IX

EFFECTIVENESS AND IMPLEMENTATION

Article 47. Effective date, amendments, and supplements

1. This regulation was approved by the GENERAL SHAREHOLDER MEETING of MB on April 18, 2026. This Regulation shall take effect from the date of issuance and supersede the Internal Governance Regulations of Military Commercial Joint Stock Bank No. QCQT.B1A.QTNB, which were approved by the GENERAL SHAREHOLDER MEETING on July 01, 2024.

2. Any amendments or supplements to these Regulations shall be reviewed and decided upon by the BOARD OF DIRECTORS, subject to approval by the GENERAL SHAREHOLDER MEETING.

Article 48. Implementation

1. Issues not addressed in these Regulations will be governed by relevant laws. If any provision in these Regulations conflicts with applicable laws, it shall automatically cease to be in effect, and MB will automatically apply the corresponding legal provisions.

2. In case of conflict between the provisions of these Regulations and the provisions of MB's Charter on the same matter, the provisions of MB's Charter shall prevail.

3. Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management, other managers, and all units and individuals at MB are responsible for implementing this Regulation.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed & Sealed)

Luu Trung Thai