NGÂN HÀNG TMCP
HÀNG HẢI VIỆT NAM
VIETNAM MARITIME
COMMERCIAL JOINT STOCK BANK

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số/No.: 10978 /2026/CV-TGĐ6

Hà Nội, ngày 28 tháng 9 năm 2026
Hanoi, day month 9 year 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: Sở Giao dịch Chứng khoán Việt Nam/ Sở Giao dịch Chứng khoán Hà Nội/ Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh
To: Vietnam Exchange/ Hanoi Stock Exchange/ Hochiminh Stock Exchange

1. Tên tổ chức/*Name of organization:* Ngân hàng TMCP Hàng Hải Việt Nam/ *Vietnam Maritime Commercial Joint Stock Bank*
- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code:* MSB
- Địa chỉ/*Address:* Số 54A Nguyễn Chí Thanh, Phường Láng, Thành phố Hà Nội, Việt Nam/ *No. 54A Nguyen Chi Thanh, Lang Ward, Hanoi, Vietnam*
- Điện thoại liên hệ/*Tel.:* 024-37718989
- Fax: 024-37718899 - E-mail: *ir@msb.com.vn*

2. Nội dung thông tin công bố/*Contents of disclosure:*

Công bố tài liệu lấy ý kiến cổ đông bằng văn bản về các vấn đề thuộc thẩm quyền của Đại hội đồng cổ đông.

Nội dung lấy ý kiến:

- Thông qua chủ trương thành lập Ngân hàng Thương mại TNHH Một thành viên 100% vốn của MSB tại Trung tâm Tài chính Quốc tế Việt Nam (VIFC) theo nội dung Tờ trình số 123 /2026/TT-HĐQT ngày 28/09/2026.
- Thông qua việc góp vốn, mua cổ phần của MSB để mua lại công ty con hoạt động trong lĩnh vực chứng khoán theo nội dung Tờ trình số 124/2026/TT-HĐQT ngày 28/09/2026.
- Thông qua việc góp vốn, mua cổ phần của MSB để thành lập, mua lại công ty con hoạt động trong lĩnh vực bảo hiểm nhân thọ tại Việt Nam theo nội dung Tờ trình số 125/2026/TT-HĐQT ngày 28/09/2026.
- Thông qua việc góp vốn của MSB để thành lập công ty con hoạt động trong lĩnh vực bảo hiểm phi nhân thọ tại Việt Nam theo nội dung Tờ trình số 126/2026/TT-HĐQT ngày 28/09/2026.
- Thông qua phương án tăng vốn điều lệ lần 2 năm 2026 theo nội dung Tờ trình số 127/2026/TT-HĐQT ngày 28/09/2026
- Thông qua việc sửa đổi, bổ sung Điều lệ, Quy chế quản trị MSB, Quy chế tổ chức và hoạt động của Hội đồng quản trị, Quy chế tổ chức và hoạt động của Ban kiểm soát theo nội dung Tờ trình số 128/2026/TT-HĐQT ngày 28/09/2026.

Thời gian thực hiện: thông qua hình thức biểu quyết điện tử từ 16h ngày 28/9/2026 đến 16h ngày 08/10/2026.

Publication of Documents for Written Shareholder Consultation on Matters within the Authority of the General Meeting of Shareholders.

Matters for Shareholder Consultation:

- *Approval of the policy on the establishment of a 100% MSB-owned Single-Member Limited Liability Commercial Bank at the Vietnam International Financial Center (VIFC) in accordance with Proposal No.123/2026/TT-HĐQT dated 28 September 2026.*
- *Approval of MSB's capital contribution and share acquisition for the purpose of acquiring a subsidiary operating in the securities sector in accordance with Proposal No. 124/2026/TT-HĐQT dated 28 September 2026.*
- *Approval of MSB's capital contribution and share acquisition for the purpose of establishing or acquiring a subsidiary operating in the life insurance sector in Vietnam in accordance with Proposal No.125/2026/TT-HĐQT dated 28 September 2026.*
- *Approval of MSB's capital contribution to establish a subsidiary operating in the non-life insurance sector in Vietnam in accordance with Proposal No.126/2026/TT-HĐQT dated 28 September 2026.*
- *Approval of the plan for the second charter capital increase in 2026 in accordance with Proposal No.127/2026/TT-HĐQT dated 28 September 2026.*
- *Approval of amendments and supplements to the MSB Charter, the MSB Corporate Governance Regulations, the Regulations on the Organization and Operation of the Board of Directors, and the Regulations on the Organization and Operation of the Board of Supervisors in accordance with Proposal No.128/2026/TT-HĐQT dated 28 September 2026.*

Electronic voting period: From 16:00 on 28 September 2026 to 16:00 on 08 October 2026.

(Đối với trường hợp đính chính hoặc thay thế thông tin đã công bố cần giải trình rõ nguyên nhân đính chính hoặc thay thế)

In case of correction or replacement of previously disclosed information, explanation is needed).

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 28/09/2026 tại đường dẫn https://www.msb.com.vn/nha-dau-tu/cong-bo-thong-tin/#thong-tin-bat-thuong-vi/

This information was published on the company's website on 28/09/2026 (date), as in the link https://www.msb.com.vn/en/investors/information-disclosure/#extraordinary-disclosures.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Tài liệu đính kèm/Attached documents: *Notice/Proposal.*

Đại diện tổ chức
Organization representative
Người đại diện theo pháp luật/Người UQ CBTT
Legal representative/ Person authorized to disclose information

TỔNG GIÁM ĐỐC

NGUYỄN HOÀNG LINH

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN HÀNG HẢI VIỆT NAM

Digitally signed by NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN HÀNG HẢI VIỆT NAM
DN: C=VN, L=HÀ NỘI, CN=NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN HÀNG HẢI VIỆT NAM, OID.0.9.2342.19200300.100.1.1=MST:0200124891, E=NGACT@MSB.COM.VN
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VIETNAM MARITIME COMMERCIAL JOINT STOCK BANK

No.: 122/2026/TB-HĐQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, September 28, 2026

NOTICE

Re: Organization of Solicitation of Shareholders' Opinions on Matters Falling within the Authority of the General Meeting of Shareholders

Dear Shareholders,

The Board of Directors ("BOD") of Vietnam Maritime Commercial Joint Stock Bank ("MSB" or the "Bank") respectfully announces and invites Shareholders to participate in the solicitation of shareholders' written opinions by electronic means, with the following details:

1. Time: From 4:00 PM on September 28, 2026 to 4:00 PM on October 8, 2026 (Vietnam time).
2. Venue for conducting the opinion solicitation and vote counting: ROX Tower, No. 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi.
3. Method of collecting Opinion Poll Forms: Through electronic voting at the website https://msb.bvote.vn.
4. Eligible participants: All shareholders holding MSB shares as recorded in the list of shareholders on the Record Date (September 24, 2026) provided by the Vietnam Securities Depository and Clearing Corporation ("VSDC") are entitled to participate in the solicitation of shareholders' written opinions by electronic means.
5. Matters subject to opinion solicitation:

5.1. Approval of the plan to establish a 100%-owned single-member limited liability commercial bank of MSB at the Vietnam International Financial Center (VIFC) in accordance with Proposal No. 123/2026/TT-HĐQT dated 28 September 2026.

5.2. Approval of MSB's capital contribution and share acquisition for the purpose of acquiring a subsidiary operating in the securities sector, in accordance with Proposal No. 124/2026/TT-HĐQT dated 28 September 2026.

5.3. Approval of MSB's capital contribution and share acquisition to establish or acquire a subsidiary operating in the life insurance sector in Vietnam in accordance with Proposal No. 125/2026/TT-HĐQT dated 28 September 2026.

5.4. Approval of MSB's capital contribution to establish a subsidiary operating in the non-life insurance sector in Vietnam, in accordance with Proposal No. 126/2026/TT-HĐQT dated 28 September 2026.

5.5. Approval of the plan for the second charter capital increase in 2026 in accordance with Proposal No.127/2026/TT-HĐQT dated 28 September 2026.

5.6. Approval of amendments and supplements to MSB's Charter, Corporate Governance Regulations, Regulations on the Organization and Operation of the Board of

Directors, and Regulations on the Organization and Operation of the Board of Supervisors in accordance with Proposal No. 128/2026/TT-HĐQT dated 28 September 2026.

6. Documents for the solicitation of shareholders' written opinions: The documents for the solicitation of shareholders' written opinions in Vietnamese and their English translations (including the Proposals, Power of Attorney form, etc.) will be published on MSB's website (www.msb.com.vn), under the "Investors" section, no later than September 28, 2026.

7. Voting instructions:
Shareholders are kindly requested to access https://msb.bvote.vn to log in and cast their votes. In accordance with information security requirements, Shareholders will be required to provide their Registration Number (being the Citizen Identification Card ("CCCD") number/Personal Identification Number/Enterprise Registration Certificate number/Establishment and Operation License number for domestic shareholders; or securities trading code for foreign shareholders). Upon entering the required information, the system will send a one-time password ("OTP") to the mobile phone number or email address registered by the Shareholder with VSDC.
Upon successful login, Shareholders shall cast their votes by selecting "For", "Against", or "Abstain" for each matter set out in the Proposals. Upon completion of voting, Shareholders may download their voting result form through the system.

8. Instructions for authorization:
To authorize a representative, Shareholders shall submit the authorization documents (including the Power of Attorney and a copy of the Citizen Identification Card/Passport of the authorized person) to MSB. For institutional shareholders, the Power of Attorney must be signed by the Representative of the Capital Contribution at MSB or the legal representative of such organization.
Shareholders are kindly requested to send the original authorization documents to MSB's head office by 4:00 PM on October 07, 2026 at the following address:
Legal Advisory & Banking Governance Department, Vietnam Maritime Commercial Joint Stock Bank (MSB), 30th Floor, ROX Tower, No. 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi.
To enable MSB to receive the information and provide effective assistance, Shareholders are kindly requested to send a scanned copy (or photo) of the signed document to the following email address: vpmsb@msb.com.vn.
Note: The scanned copy does not constitute a substitute for the original document. Voting shall only be considered validly recorded upon MSB's receipt of the original document within the prescribed deadline.

The Notice on the organization of the solicitation of shareholders' written opinions will be sent to Shareholders from September 28, 2026 via email and SMS to the telephone numbers registered by Shareholders, based on the information contained in

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the shareholder list as at the Record Date provided by VSDC, and/or to the addresses registered by Shareholders with VSDC.

Sincerely,

Recipients:
- *As stated above;*
- *Filed: Office.*

ON BEHALF OF THE BOD
CHAIRMAN

(Signed and sealed)

TRAN ANH TUAN

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

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN HÀNG HẢI VIỆT NAM

No. 123/2026/TT-HDQT

Hanoi, September 28, 2026

PROPOSAL

Re: Establishment of MSB's wholly owned Single-Member Limited Liability Commercial Bank in the Vietnam International Financial Centre (VIFC)

To: **General Meeting of Shareholders**

Pursuant to:

- *The Law on Credit Institutions 2024, as amended and supplemented;*
- *Resolution No. 222/2025/QH15 of the National Assembly on the Vietnam International Financial Centre ("Resolution No. 222");*
- *Decree No. 323/2025/ND-CP dated 18 December 2025 on the establishment of the Vietnam International Financial Centre ("Decree No. 323");*
- *Decree No. 329/2025/ND-CP dated 18 December 2025 on the licensing of the establishment and operation of banks, foreign exchange management, anti-money laundering, counter-terrorist financing, and counter-proliferation financing of weapons of mass destruction within the Vietnam International Financial Centre;*
- *The Charter of Vietnam Maritime Commercial Joint Stock Bank;*

The Board of Directors of Vietnam Maritime Commercial Joint Stock Bank (MSB) hereby submits to the General Meeting of Shareholders for in-principle approval the establishment of a wholly owned single-member limited liability commercial bank of MSB in the Vietnam International Financial Centre (VIFC), as follows:

I. Legal Basis and Rationale

1. Legal basis

The adoption by the National Assembly of Resolution No. 222, together with its implementing decrees, has established the legal framework for the establishment and operation of the Vietnam International Financial Centre and permits credit institutions to conduct banking activities within the VIFC under the specific regulatory framework prescribed by applicable law.

Against this backdrop, the consideration and establishment of an MSB subsidiary bank within the VIFC is consistent with Vietnam's orientation for the development of an international financial centre, MSB's long-term development strategy, and the ongoing integration of regional and global financial markets.

2. Rationale

The proposed establishment of a wholly owned single-member limited liability commercial bank of MSB within the VIFC represents a long-term strategic initiative aimed at expanding MSB's growth opportunities, enhancing its competitiveness, and facilitating access to international financial standards and practices, specifically as follows:

- ***Safeguarding MSB's competitive position and capturing first-mover advantage:***

As financial markets become increasingly integrated, the traditional business models of Vietnamese commercial banks are facing mounting pressure from credit growth limits, compliance with international standards such as Basel III and IFRS 9, and increasingly compressed net interest margins (NIM). The VIFC provides an opportunity to access international sources of capital and address these constraints. A number of competing banks, namely Vietcombank, SHB, HDB, TPB, Nam A Bank, LPB, MBB and TCB, have already taken strategic steps to participate in the VIFC ecosystem. Any delay by MSB could result in missed opportunities to access lower-cost international capital and the loss of an early-mover advantage in helping shape the initial transaction practices and standards within the VIFC. An early presence would enable MSB to reinforce its position as a dynamic commercial bank at the forefront of innovation and international integration.

- ***Alignment with MSB's strategy and core strengths:***

Over its 35 years of development, MSB has established a strong corporate customer base in import-export, logistics, maritime services and FDI supply chains. These are precisely the customer segments that are expected to benefit directly from the VIFC's liberalized foreign exchange regime and cross-border trade policies. MSB also benefits from an extensive global correspondent banking network, together with strong capabilities in foreign exchange and treasury operations. Leveraging these strengths through participation in the VIFC would enable MSB to evolve from a primarily domestic banking service provider into a financial intermediation link within the global supply chains of its corporate customers.

- ***Addressing the limited availability of low-cost foreign-currency funding:***

Through its Subsidiary Bank within the VIFC, MSB may gain access to lower-cost foreign-currency funding through syndicated loans or international bond issuances. Such lower-cost funding could subsequently support MSB in financing green projects and renewable energy projects, thereby contributing to an improvement in NIM.

- ***Enhancing and diversifying foreign exchange derivative products (FX Derivatives):***

In the domestic market, demand for foreign exchange derivative products remains relatively limited and the applicable regulatory framework continues to impose various restrictions. Participation in the VIFC, where the regulatory framework is designed to facilitate derivative products, together with stronger demand generated by foreign investment inflows, would provide MSB with an opportunity to further develop and enhance its foreign exchange derivatives business.

- ***Leveraging the VIFC's special policy framework and government incentives:***

The VIFC offers a range of preferential mechanisms, including corporate income tax incentives, personal income tax incentives for highly skilled professionals, special mechanisms relating to real estate, a more flexible legal framework, and other specific operating conditions. These mechanisms are expected to provide significant economic benefits and enhance the operating efficiency of the Subsidiary Bank during its initial establishment and development phase.

- ***Expanding MSB's position in the domestic and international interbank markets:***

The establishment of the Subsidiary Bank is expected to support an improvement in MSB's credit rating, thereby potentially enabling MSB to obtain higher credit lines from both domestic and international banks.

II. PROPOSED MATTERS FOR APPROVAL

The Board of Directors hereby submits the following matters to the General Meeting of Shareholders for consideration and approval:

2.1. Approval in principle of the establishment of the Subsidiary Bank, with the following principal terms:

a) Name: A name compliant with applicable law;

b) Charter capital: The minimum Charter Capital shall be equal to the statutory minimum capital required under applicable law;

c) Head office: Located within the Vietnam International Financial Centre;

d) Legal status: The Subsidiary Bank shall be a single-member limited liability commercial bank with legal entity status and independent accounting, wholly owned by MSB, which shall hold 100% of its charter capital;

e) Scope of operations: The Subsidiary Bank may engage in all activities permitted for wholly domestically owned commercial banks operating within the Vietnam International Financial Centre, in accordance with applicable law;

f) Conditions for establishment: The establishment of the Subsidiary Bank shall be subject to the following: (i) compliance with applicable laws and regulations; (ii) satisfaction of all licensing requirements for its establishment and operation as prescribed by the competent authorities; (iii) maintenance of financial soundness and investment efficiency, and alignment with MSB's development strategy; and (iv) no adverse effect on MSB's continued compliance with the prudential ratios applicable to its operations under applicable law.

2.2. Assignment and authorization to the Board of Directors:

The General Meeting of Shareholders assigns and authorizes the Board of Directors to decide and/or approve matters including: the name of the Subsidiary Bank; its specific charter capital, total investment amount, method of capital contribution and capital contribution schedule, in each case in accordance with applicable law and operational requirements; the location of its head office; its organizational structure, governance model, management and executive structure, and other relevant matters; to carry out or direct the preparation and completion of licensing applications and documentation in accordance with applicable regulations, as well as all necessary procedures with the competent authorities; to execute, amend and supplement applications, documents and instruments relating to the establishment and operation of the Subsidiary Bank; and to decide on any other matters necessary to implement the establishment in principle as approved by the General Meeting of Shareholders, while ensuring compliance with applicable law and the best interests of MSB.

In the course of implementing the foregoing matters, the Board of Directors shall be entitled to take such actions itself and/or direct, assign, delegate or authorize any member of the Board of Directors and/or the Chief Executive Officer, relevant units or individuals of MSB to exercise any of the foregoing powers or perform any of the foregoing tasks as necessary to complete the establishment of the Subsidiary Bank within the VIFC.

2.3. The Resolution of the General Meeting of Shareholders approving the foregoing matters shall take effect from the date of its adoption and shall remain in effect without limitation as to time, unless and until otherwise amended or superseded by another resolution of the MSB General Meeting of Shareholders.

Respectfully submitted for consideration and approval./.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(Signed & sealed)

TRAN ANH TUAN

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

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN HÀNG HẢI VIỆT NAM

No. 124/2026/TT-HDQT

Hanoi, September 28, 2026

PROPOSAL

Re: Approval of MSB's capital contribution and/or share acquisition for the acquisition of a securities company as a subsidiary

To: General Meeting of Shareholders

Pursuant to:

- *Article 67.3(o) and Article 111 of the Law on Credit Institutions (Law No. 32/2024/QH15);*
- *The Law on Securities (Law No. 54/2019/QH14) and and its implementing and guiding regulations;*
- *The Charter of Vietnam Maritime Commercial Joint Stock Bank (MSB),*

In the context of Vietnam's financial market increasingly developing toward greater integration of banking, securities and asset management activities, the establishment of a comprehensive financial services ecosystem has become an important strategic direction for financial institutions seeking to enhance their competitiveness and build a foundation for sustainable growth.

Based on MSB's development strategy for the coming period, and in view of its objective to expand into capital markets and asset management, the Board of Directors hereby submits to the General Meeting of Shareholders for consideration and approval in principle MSB's capital contribution and/or acquisition of shares or equity interests in a securities company, with a view to making such company a subsidiary of MSB, in accordance with applicable law.

I. RATIONALE FOR THE CAPITAL CONTRIBUTION AND/OR SHARE ACQUISITION TO ACQUIRE A SECURITIES COMPANY AS A SUBSIDIARY

The proposed capital contribution and/or acquisition of shares or equity interests in a securities company with a view to making it a subsidiary of MSB would not only expand MSB's business activities but also generate significant financial value over the medium and long term:

First, diversifying revenue streams and reducing reliance on lending activities: In addition to traditional interest income, a securities company may generate fee income from securities brokerage, investment advisory, securities issuance advisory, listing advisory, M&A advisory, underwriting and other financial services permitted by law. Increasing the proportion of non-interest income would enhance MSB's resilience to fluctuations in credit cycles, credit growth limits and market interest rates.

Second, enhancing the value derived from MSB's existing customer base: With its substantial retail and corporate customer base, MSB has the opportunity to offer securities and investment services to existing customers, thereby increasing revenue per customer, improving customer acquisition cost efficiency and optimizing Customer Lifetime Value. The integrated provision of banking and securities products would also enhance customer retention and reduce the likelihood of customers migrating to other financial institutions

Third, expanding opportunities to participate in capital market activities: Through a securities company, MSB would be better positioned to participate more extensively in capital raising transactions, securities issuances, corporate restructuring advisory, listings, and mergers and acquisitions for its customers. This would broaden MSB's financial services value chain while creating additional stable and sustainable sources of fee income from the corporate customer segment.

Fourth, capturing the growth potential of the securities and asset management markets: Alongside the expansion of the middle class and increasing demand among retail customers for investment and wealth accumulation, the securities and asset management sectors are regarded as areas with significant long-term growth potential. Ownership of a securities company would provide MSB with a platform to participate directly in these growth opportunities, increase consolidated revenue and enhance the value of MSB's investment.

Fifth, improving capital efficiency and enhancing shareholder value: If effectively managed, a securities company may generate attractive returns through multiple revenue streams and contribute to MSB's consolidated profit. At the same time, the development of a comprehensive financial ecosystem would strengthen MSB's competitiveness, enhance brand value, broaden its growth opportunities and create additional long-term growth drivers for MSB, thereby contributing to increased enterprise value and shareholder benefits

The Board of Directors is of the view that investment in a securities company would not only create additional growth drivers for MSB through revenue diversification and business expansion, but also contribute to improving capital efficiency, strengthening competitiveness, increasing enterprise value and delivering sustainable long-term benefits to shareholders. The securities company becoming a subsidiary of MSB would provide an important foundation for MSB to progressively develop a comprehensive financial

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ecosystem, establish an integrated financial services model and effectively capture opportunities arising from the continued development of Vietnam's capital markets.

II. MATTERS SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS FOR APPROVAL

Based on the foregoing assessment of the rationale for MSB's proposed capital contribution and/or acquisition of shares or equity interests in a securities company with a view to making such company a subsidiary of MSB, the Board of Directors hereby submits the following matters to the General Meeting of Shareholders for consideration and approval, and proposes that the General Meeting of Shareholders:

1. **Approve in principle** MSB's capital contribution and/or acquisition of shares or equity interests in a company operating in the securities sector (the **"Target Company"**), with a view to making the Target Company a subsidiary of MSB and enabling it to conduct such business activities as are permitted under applicable securities laws and relevant implementing regulations.

2. **Approve the preliminary plan** for capital contribution and/or acquisition of shares or equity interests in the Target Company, as follows:

(i) **Information about the Target Company:** The Board of Directors shall be authorized to select the Target Company, provided that the following fundamental conditions must be satisfied:

+ The Target Company is a securities company duly established and lawfully operating in Vietnam and licensed to conduct, at a minimum, the securities business activities required under applicable securities laws.

+ The charter capital of the Target Company meets the statutory minimum capital required under applicable law;

+ The Target Company satisfies all other conditions prescribed by applicable law and MSB's internal regulations in effect at the time of the capital contribution and/or acquisition of shares or equity interests.

(ii) **Form of transaction/investment:** Capital contribution; acquisition by transfer of contributed capital; purchase of shares; acquisition by transfer of shares; subscription for shares/securities issued by the Target Company by way of private placement and/or public offering; any combination of the foregoing; or other forms permitted under applicable law from time to time.

(iii) **Capital contribution/shareholding ratio:** MSB may contribute capital to and/or acquire all or part of the charter capital or voting share capital of the Target Company, subject to the agreements reached with the relevant parties and up to the maximum level permitted by applicable law. The Board of Directors shall be authorized to determine MSB's capital contribution and/or shareholding ratio in the Target Company so as to ensure that the Target Company becomes a subsidiary of MSB.

(iv) **Proposed purchase price/investment amount:** To be determined through negotiation based on an assessment of the Target Company's then-current condition, agreements with the relevant parties and prevailing market conditions, and having regard to MSB's financial capacity from time to time, provided that such investment does not adversely affect its ordinary business operations, liquidity, regulatory prudential ratios, or investment and development plans approved by the General Meeting of Shareholders.

(v) **Timing of the capital contribution and/or share acquisition:** During 2027 and/or at such time as may be consistent with approvals of the competent State authorities, applicable law and actual circumstances.

3. **Delegate to and authorize the Board of Directors** to decide and/or approve the following matters:

a) To consider and decide all matters relating to the implementation of the proposed transaction, including the identification, assessment and selection of a suitable Target Company in which MSB will make a capital contribution and/or acquire shares or equity interests in accordance with the matters set out above;
b) To formulate the plan for MSB's capital contribution and/or acquisition of shares or equity interests in the Target Company, provided that such plan is consistent with the preliminary plan approved by the General Meeting of Shareholders; and to decide on any adjustments or amendments to such plan as necessary or appropriate for MSB's capital contribution and/or acquisition of shares or equity interests in the Target Company;
c) To engage, discuss and negotiate with the seller(s), transaction counterparties and other relevant parties; to liaise, consult and agree relevant matters with the competent authorities; and to decide all matters relating to the transactions referred to above, including but not limited to determining the transaction structure, level or percentage of ownership, purchase price and specific transaction terms; negotiating, amending, supplementing, executing and performing relevant contracts, agreements and documents; liaising with competent State authorities and relevant organizations and individuals; and deciding any matters arising in the course of implementation as

necessary to ensure completion of the transaction in a manner consistent with MSB's interests and applicable law;

d) In implementing the foregoing matters, the Board of Directors shall be entitled to take such actions directly and/or direct, assign, delegate or authorize any member of the Board of Directors and/or the Chief Executive Officer, or any relevant unit or individual within MSB, to exercise any of the foregoing powers or perform any of the foregoing tasks as necessary to complete MSB's capital contribution and/or acquisition of shares or equity interests in the Target Company.

4. The Resolution of the General Meeting of Shareholders approving the foregoing matters shall take effect from the date of its adoption and shall remain in effect without limitation as to time, unless and until otherwise amended or superseded by another resolution of the MSB General Meeting of Shareholders.

Respectfully submitted for consideration and approval./.

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS
CHAIRMAN

(Signed & sealed)

TRAN ANH TUAN

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

No. 125 /2026/TT-HDQT

Hanoi, September 25, 2026

PROPOSAL

Re: Approval of MSB's capital contribution and/or share acquisition for the acquisition of a life insurance subsidiary in vietnam

To: **General Meeting of Shareholders**

Pursuant to:

- *Article 67.3(o) and Article 111 of the Law on Credit Institutions (Law No. 32/2024/QH15);*
- *The Law on Insurance Business 2022, as amended and supplemented in 2025, and relevant implementing regulations;*
- *The Charter of Vietnam Maritime Commercial Joint Stock Bank (MSB),*

In furtherance of MSB's strategy to drive growth and expand its business operations, diversify its financial ecosystem, strengthen its competitive position, and deliver comprehensive and convenient financial solutions to customers through seamless experiences on an integrated platform powered by technology, data and artificial intelligence, the Board of Directors hereby submits to the General Meeting of Shareholders for consideration and approval in principle MSB's capital contribution and/or acquisition of shares to establish or acquire a subsidiary operating in the life insurance sector in Vietnam, as follows:

I. RATIONALE FOR THE ESTABLISHMENT OR ACQUISITION OF A LIFE INSURANCE SUBSIDIARY IN VIETNAM

Over the past three years, from 2023 to 2026, Vietnam's insurance market has been entering a period of renewed stable and sustainable growth accompanied by significant restructuring, rather than merely pursuing revenue growth as in the preceding period. Total industry revenue for 2025 reached VND 237.211 trillion, while revenue for the first six months of 2026 is estimated at VND 117.9 trillion, representing an increase of 2.2% compared with the same period in 2025. Competition within the insurance sector has intensified as a result of regulatory developments, market trends and the rapid increase in the number of newly established insurance companies.

The life insurance segment has experienced a more cautious and gradual recovery amid broader market conditions. Revenue in 2025 reached VND 145.085 trillion, down 1.94% compared with 2024, while revenue for the first six months of 2026 is estimated at VND 68.86 trillion, down 4% year-on-year. New business premium revenue amounted to approximately VND 10.787 trillion, representing a year-on-year decrease of 17%. Nevertheless, life insurance currently covers only approximately 11%–12% of Vietnam's population, indicating significant remaining market potential. At the end of 2025, the life insurance sector comprised 20 companies, with one additional company licensed by mid-2026.

The insurance sector as a whole continues to expand, with total assets of insurance companies reaching nearly VND 1.2 quadrillion and capital reinvested into the economy exceeding VND 1 quadrillion, up 11.2% year-on-year. However, the quality of growth varies considerably among insurance companies, while the financial capacity, risk management capabilities and technology adoption of certain companies remain limited.

The trend toward integrated financial services within banking and insurance ecosystems has accelerated significantly over the past three years, with an increasing number of banks already owning, investing in, or planning to own or invest in both non-life and life insurance companies.

MSB's capital contribution and/or acquisition of shares to establish or acquire a life insurance subsidiary would enable MSB to directly own and control its insurance capabilities, leverage its customer base, data, technology and broader ecosystem, and establish a new growth pillar for the 2027–2030 period. This would allow MSB to proactively develop products aligned with market trends and evolving customer behavior as demand for protection increases, with offerings tailored to individual customer segments, particularly priority banking customers, SMEs and credit customers. It would also enable MSB to more effectively leverage its customer ecosystem, data and customer touchpoints across digital channels, lending, payments and the corporate ecosystem to develop an Embedded Insurance model.

From a strategic perspective, a life insurance subsidiary would constitute an important component of MSB's financial ecosystem, generating an additional sustainable source of non-interest income—one of MSB's strategic growth pillars—while increasing Customer Lifetime Value by enhancing customer retention and enabling MSB to provide comprehensive financial services spanning banking, investment and insurance.

Therefore, MSB's capital contribution and/or acquisition of shares to establish or acquire a life insurance subsidiary in Vietnam is considered necessary and consistent with market demand, thereby contributing to the maximization of shareholder value through growth in consolidated profit and improved return on equity.

II. MATTERS SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS FOR APPROVAL

Based on the foregoing assessment of the rationale for MSB's capital contribution and/or acquisition of shares to establish or acquire a life insurance subsidiary in Vietnam, and given MSB's strong position to participate in the insurance sector in terms of financial resources, network, technology, customer base, high-quality human resources and risk management capabilities, the Board of Directors hereby submits the following matters to the General Meeting of Shareholders for consideration and approval and proposes that the General Meeting of Shareholders:

1. Approve in principle MSB's capital contribution and/or acquisition of shares to establish or acquire a subsidiary operating in the life insurance sector in Vietnam for the purpose of

conducting such business activities as are permitted under applicable law and relevant implementing regulations.

2. Authorize the Board of Directors to, based on investment efficiency, market conditions, requirements of competent State authorities and MSB's development strategy from time to time, select and approve one of the following two options and formulate the corresponding detailed plan:

(i) Capital contribution to establish a new life insurance subsidiary in Vietnam

Principal terms:

+ Proposed charter capital: At least equal to the statutory minimum capital required under applicable law. The Board of Directors shall determine the specific amount based on agreements with the relevant parties/investors.

+ Scope of operations: Life insurance and health insurance. The subsidiary will offer basic life insurance products, health insurance products, universal life insurance products and other insurance products and operations in accordance with applicable law and subject to approval by the Ministry of Finance.

+ Participation ratio of MSB and relevant parties: Up to the maximum permitted by applicable law (100%). The specific participation ratio shall depend on agreements with the relevant parties and applicable law, provided that the newly established life insurance company becomes a subsidiary of MSB.

+ Timing of the capital contribution to establish the subsidiary: At such time as may be appropriate having regard to approvals of the competent State authorities, applicable law and actual market conditions. The capital contribution to establish the life insurance subsidiary shall be implemented in an appropriate and controlled manner and according to a suitable schedule.

(ii) Capital contribution and/or share acquisition to acquire an existing life insurance company and make it a subsidiary of MSB:

+ MSB and/or relevant parties of MSB may consider, negotiate and undertake capital contributions and/or acquire transferred shares for the purpose of acquiring ownership in a life insurance company lawfully operating in Vietnam in accordance with applicable law.

+ The ownership ratio of MSB and/or the relevant parties shall be within the limits permitted by applicable law and shall ensure that, following completion of the transaction, the life insurance company becomes a subsidiary of MSB.

+ The specific investment amount, number of shares to be acquired, ownership ratio, transaction structure, implementation schedule and related conditions shall be determined by the Board of Directors based on the outcome of negotiations with the transferring parties, due diligence results, applicable law and approvals of the competent State authorities.

+ The target life insurance company must satisfy appropriate criteria regarding its financial condition, operating capabilities, governance system, growth potential and alignment with MSB's financial ecosystem development strategy.

+ The transaction shall be implemented at such time as may be appropriate having regard to market conditions, the outcome of negotiations with the relevant parties and approvals of the competent State authorities.

3. Delegate to and authorize the Board of Directors to decide and/or approve the following matters:

a) To formulate a detailed plan for MSB's capital contribution and/or acquisition of shares to establish or acquire a life insurance subsidiary in Vietnam, provided that such plan is consistent with the matters approved by the General Meeting of Shareholders; and to decide on any adjustments or amendments to such plan as necessary or appropriate for MSB's capital contribution and/or acquisition of shares to establish or acquire such subsidiary;

b) To consider, decide and organize the implementation of all matters relating to the contribution of capital to establish a new life insurance company and/or the contribution of capital and acquisition of transferred shares to acquire an existing life insurance company, with a view to establishing a life insurance subsidiary of MSB in Vietnam;

c) To have full authority to engage, discuss and negotiate with transaction counterparties and other relevant parties; to liaise, consult and agree relevant matters with the competent authorities; and to decide all matters relating to the foregoing, including but not limited to selecting the target company; conducting commercial, legal, financial, tax and operational due diligence; negotiating, executing and amending transaction documents; determining the investment amount, charter capital, ownership structure, share acquisition structure and capital increase plan (if any); deciding the terms of the transaction and the documents to be executed and/or entered into by MSB in connection with the transaction, as well as all other matters arising in connection with MSB's capital contribution and/or acquisition of shares to establish or acquire the subsidiary; and amending, supplementing or otherwise modifying the investment plans, matters and transactions as agreed with the competent authorities, transaction counterparties and other relevant parties;

d) In implementing the foregoing matters, the Board of Directors shall be entitled to take such actions directly and/or direct, assign, delegate or authorize any member of the Board of Directors and/or the Chief Executive Officer, or any relevant unit or individual within MSB, to exercise any of the foregoing powers or perform any of the foregoing tasks as necessary to complete MSB's capital contribution and/or acquisition of shares to establish or acquire a subsidiary operating in the life insurance sector in Vietnam.

4. Implementation

The plans set out in this Proposal shall only be implemented after all conditions prescribed under the Law on Credit Institutions, the Law on Insurance Business and other applicable laws and regulations have been fully satisfied and all required approvals from the competent State authorities have been obtained.

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5. The Resolution of the General Meeting of Shareholders approving the foregoing matters shall take effect from the date of its adoption and shall remain in effect without limitation as to time, unless and until otherwise amended or superseded by another resolution of the MSB General Meeting of Shareholders.

Respectfully submitted for consideration and approval./.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

(Signed & sealed)

TRAN ANH TUAN

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

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN HÀNG HẢI VIỆT NAM

No: 126/2026/TT-HDQT

Hanoi, September 28, 2026

PROPOSAL

Re: Approval of MSB's capital contribution to establish a non-life insurance subsidiary in Vietnam

***To:* General Meeting of Shareholders**

Pursuant to:

- *Article 67.3(o) and Article 111 of the Law on Credit Institutions (Law No. 32/2024/QH15);*
- *The Law on Insurance Business 2022, as amended and supplemented in 2025, and relevant implementing regulations;*
- *The Charter of Vietnam Maritime Commercial Joint Stock Bank (MSB),*

In furtherance of MSB's strategy to drive growth and expand its business operations, diversify its financial ecosystem, strengthen its competitive position, and deliver comprehensive and convenient financial solutions to customers through seamless experiences on an integrated platform powered by technology, data and artificial intelligence, the Board of Directors hereby submits to the General Meeting of Shareholders for consideration and approval in principle MSB's capital contribution to establish a subsidiary operating in the non-life insurance sector in Vietnam, as follows:

I. RATIONALE FOR THE ESTABLISHMENT OF A NON-LIFE INSURANCE SUBSIDIARY IN VIETNAM

Over the past three years, from 2023 to 2026, Vietnam's insurance market has been entering a period of renewed stable and sustainable growth accompanied by significant restructuring, rather than merely pursuing revenue growth as in the preceding period. Total industry revenue for 2025 reached VND 237.211 trillion, while revenue for the first six months of 2026 is estimated at VND 117.9 trillion, representing an increase of 2.2% compared with the same period in 2025. Competition within the insurance sector has intensified as a result of regulatory developments, market trends and the rapid increase in the number of newly established insurance companies.

Within the sector, non-life insurance revenue is estimated at VND 88.054 trillion, representing growth of approximately 10.3%, driven primarily by health, property and motor vehicle insurance. In the first six months of 2026 alone, the non-life insurance segment maintained strong growth momentum of 14.3% year-on-year, reaching VND 49.986 trillion, and remained the principal growth driver of the insurance industry.

Vietnam currently has 32 non-life insurance companies in operation, with two additional companies licensed in 2026. The five leading companies account for approximately 52% of market share, while several insurance companies established within the past three years have recorded active business growth and increases of more than 50% year-on-year in original premium revenue compared with 2024..

The insurance sector as a whole continues to expand, with total assets of insurance companies reaching nearly VND 1.2 quadrillion and capital reinvested into the economy exceeding VND 1 quadrillion, up 11.2% year-on-year. However, the quality of growth varies considerably among insurance companies, while the financial capacity, risk management capabilities and technology adoption of certain companies remain limited.

The trend toward integrated financial services within banking and insurance ecosystems has accelerated significantly over the past three years, with an increasing number of banks already owning, investing in, or planning to own or invest in non-life insurance companies.

MSB's capital contribution to establish a non-life insurance subsidiary would enable MSB to directly own and control its insurance capabilities, leverage MSB's customer base, data, technology and broader ecosystem, and establish a new growth pillar for the 2027–2030 period. This would allow MSB to proactively develop products aligned with market trends and evolving customer behavior as demand for protection increases, with offerings tailored to individual customer segments, particularly priority banking customers, SMEs and credit customers. It would also enable MSB to more effectively leverage its customer ecosystem, data and customer touchpoints across digital channels, lending, payments and the corporate ecosystem to develop an Embedded Insurance model.

From a strategic perspective, a non-life insurance subsidiary would constitute an important component of MSB's financial ecosystem, generating an additional sustainable source of non-interest income—one of MSB's strategic growth pillars—while increasing Customer Lifetime Value by enhancing customer retention and enabling MSB to provide comprehensive financial services spanning banking, investment and insurance. In particular, as the insurance industry shifts from traditional distribution models toward digital distribution, embedded insurance and needs-based sales, building proprietary insurance capabilities at this stage would provide MSB with a significant competitive advantage over the medium and long term.

Therefore, MSB's capital contribution to establish a non-life insurance subsidiary in Vietnam is considered necessary and consistent with market demand, thereby contributing to the maximization of shareholder value through growth in consolidated profit and improved return on equity.

II. MATTERS SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS FOR APPROVAL

Based on the foregoing assessment of the rationale for MSB's capital contribution to establish a non-life insurance subsidiary in Vietnam, and given MSB's strong position to participate in the insurance sector in terms of financial resources, network, technology, customer base, high-quality human resources and risk management capabilities, the Board of Directors hereby submits the following matters to the General Meeting of Shareholders for consideration and approval and proposes that the General Meeting of Shareholders:

1. Approve in principle MSB's capital contribution to establish a subsidiary operating in the non-life insurance sector in Vietnam for the purpose of conducting such business activities as are permitted under applicable law and relevant implementing regulations.

2. Approve the preliminary plan for MSB's capital contribution to establish a non-life insurance subsidiary, as set out in the Appendix attached to this Proposal.

3. Delegate to and authorize the Board of Directors to decide and/or approve the following matters:

a) To formulate a detailed capital contribution plan for the establishment of a non-life insurance subsidiary in Vietnam, provided that such plan is consistent with the matters approved by the General Meeting of Shareholders; and to decide on any adjustments or amendments to the capital contribution plan as necessary or appropriate for MSB's capital contribution to establish such subsidiary;

b) To consider, decide and organize the implementation of the capital contribution plan for the establishment of MSB's non-life insurance subsidiary in Vietnam;

c) To have full authority to engage, discuss and negotiate with transaction counterparties and other relevant parties; to liaise, consult and agree relevant matters with the competent authorities; and to decide all matters relating to the foregoing, including but not limited to determining the investment amount, charter capital and ownership structure; negotiating, amending, supplementing, executing and performing relevant contracts, agreements and documents; and deciding any matters arising in the course of implementation as necessary to ensure completion of the transaction in a manner consistent with MSB's interests and applicable law;

d) In implementing the foregoing matters, the Board of Directors shall be entitled to take such actions directly and/or direct, assign, delegate or authorize any member of the Board of Directors and/or the Chief Executive Officer, or any relevant unit or individual within MSB, to exercise any of the foregoing powers or perform any of the foregoing tasks as necessary to complete MSB's capital contribution to establish a subsidiary operating in the non-life insurance sector in Vietnam.

4. The Resolution of the General Meeting of Shareholders approving the foregoing matters shall take effect from the date of its adoption and shall remain in effect without limitation as to time, unless and until otherwise amended or superseded by another resolution of the MSB General Meeting of Shareholders.

Respectfully submitted for consideration and approval./.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed & sealed)

TRAN ANH TUAN

APPENDIX: PRELIMINARY CAPITAL CONTRIBUTION PLAN FOR THE ESTABLISHMENT OF MSB'S NON-LIFE INSURANCE SUBSIDIARY IN VIETNAM

(Attached to Proposal No. 126/2026/TT-HDQT dated 28 September, 2026)

I. INFORMATION ON THE CREDIT INSTITUTION MAKING CAPITAL CONTRIBUTION

Full name in Vietnamese: Ngân hàng Thương mại Cổ phần Hàng Hải Việt Nam

Full name in English: Vietnam Maritime Commercial Joint Stock Bank

Enterprise Registration Certificate: No. 0200124891, first issued by the Hanoi City Department of Planning and Investment on July 1, 2005, as amended.

Establishment and operation license: No. 26/GP-NHNN dated May 28, 2026, issued by the Governor of the State Bank of Vietnam, as amended.

Head office address: 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi City

Phone: (024) 3771 8989 **Fax:** (024) 3771 8899

Website: https://www.msb.com.vn

II. PRELIMINARY CAPITAL CONTRIBUTION PLAN

1. **Legal form of the non-life insurance company**: Joint stock company.
2. **Proposed company name and head office address**: The Board of Directors shall be authorized to consider and determine the company name and head office address at the time the procedures for MSB's capital contribution to establish the non-life insurance subsidiary are carried out in accordance with applicable law.
3. **Proposed scope of operations**: Non-life insurance and health insurance business, together with other activities permitted under its Establishment and Operation License and applicable law.

   Contemplated insurance lines include: property insurance; cargo-in-transit insurance; aviation insurance; motor vehicle insurance; fire and explosion insurance; hull insurance and shipowners' civil liability insurance; liability insurance; credit and financial risk insurance; agricultural insurance; surety insurance; other damage insurance; health and bodily injury insurance; medical expense insurance; and other non-life insurance lines permitted under applicable law.
4. **Proposed term of operation:** The proposed term of operation shall be 50 years from the date on which the Establishment and Operation License is issued by the Ministry of Finance.
5. **Operating capital, contemplated number of shares and MSB's ownership ratio**
   - Contemplated initial charter capital of the company: The charter capital shall be at least equal to the statutory minimum capital required under applicable law. The

MSB Board of Directors shall determine the specific amount based on agreements with the relevant parties/investors.

- The company may raise other sources of capital as permitted by applicable law.
- The company's accumulated capital shall be generated from retained earnings and allocated to such funds as are permitted by applicable law.
- Capital contribution ratio of MSB and relevant parties (proposed ownership ratio): Up to the maximum permitted by applicable law. The specific participation ratio shall depend on agreements with the relevant parties and applicable law, provided that the newly established non-life insurance company becomes a subsidiary of MSB

6. MSB shall meet all conditions applicable to the capital contribution for the establishment of a subsidiary operating in the non-life insurance sector in Vietnam under the Law on Credit Institutions, the Law on Insurance Business and other relevant laws and regulations, and shall obtain all approvals required from the competent State authorities.

7. **Assessment of the impact of the establishment of the company on MSB's financial position, governance, management and operations**

MSB's capital contribution to establish a non-life insurance company is expected to have a positive medium- and long-term impact on MSB's strategy to develop its financial ecosystem by expanding the scope of MSB's operations into non-banking financial services. This would contribute to strengthening MSB's position as a diversified, professional and modern financial group capable of providing comprehensive financial solutions and an integrated value chain to accompany customers throughout different stages of their development. The establishment of the insurance company through MSB's capital contribution will increase requirements relating to capital, governance, management and risk control during the initial stage. In the longer term, however, once the company has achieved stable operations and effective business performance, the insurance company is expected to generate additional non-interest income, diversify MSB's revenue structure and contribute positively to MSB's sustainable profit growth.

Potential impacts and risks may be managed through determining a capital contribution amount appropriate to MSB's financial capacity; maintaining MSB's applicable prudential ratios; establishing an independent governance and oversight framework; clearly delineating responsibilities between MSB and the non-life insurance company; and ensuring full compliance with applicable laws and regulations governing banking, insurance, risk management and related-party transactions. At the time of implementation, MSB will conduct a comprehensive assessment of the impact on its own capital, capital adequacy ratio (CAR), liquidity, investment limits, capital efficiency and profitability.

Through the establishment of a non-life insurance subsidiary, MSB will be able to participate in strategic decision-making and establish governance, risk control and performance oversight mechanisms for the non-life insurance company. This will also provide a platform for MSB to take a more proactive role in product development, technology application, utilization of its customer ecosystem and provision of comprehensive risk management solutions, thereby supporting MSB's objectives of diversifying revenue streams and enhancing its competitiveness. The insurance company will remain a separate legal entity and shall be independently responsible for its business operations in accordance with applicable law.

During the initial stage of implementation, MSB intends for the insurance company to provide insurance solutions to retail customers, corporate customers, borrowers and customers within the MSB ecosystem. The initial focus will be on property and personal insurance products with strong customer demand and stable profit margins. Particular emphasis will be placed on improving customer experience and strengthening customer trust through the development of digital channels and the provision of prompt, efficient and personalized support services, from customer advisory services through to claims handling in a timely, transparent and clear manner. Thereafter, distribution channels outside the MSB ecosystem may be expanded on the basis of a selective growth approach, with risk control prioritized ahead of growth, and with the use of reinsurance and/or co-insurance for high-value policies or new products

Consistent with its product development strategy, appropriate risk-based pricing and effective loss control, the non-life insurance company will strengthen financial management and optimize investment efficiency with a view to improving profitability.

Ngân Hàng TMCP Hàng Hải Việt Nam (MSB)
54A Nguyễn Chí Thanh, phường Láng, Hà Nội
Tel: (024) 3771 8989

No.: 127/2026/TT-HĐQT

Hanoi, 28 September 2026

PROPOSAL

Re: Second Charter Capital Increase Plan for 2026

***To:* The General Meeting of Shareholders**

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 passed by the 14th National Assembly, as amended and supplemented by Law No. 76/2025/QH15;*
- *The 2024 Law on Credit Institutions No. 32/2024/QH15 dated 8 January 2024 passed by the 15th National Assembly, as amended and supplemented by Law No. 96/2025/QH15;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019 passed by the 14th National Assembly, as amended and supplemented by Law No. 56/2024/QH15, and its guiding documents;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of certain articles of the Law on Securities; and Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing certain articles of Decree No. 155/2020/ND-CP;*
- *Circular No. 50/2025/TT-NHNN dated 24 December 2025 prescribing the dossiers and procedures for approval of certain changes of commercial banks and foreign bank branches;*
- *The Charter of Vietnam Maritime Commercial Joint Stock Bank;*
- *The actual business needs of Vietnam Maritime Commercial Joint Stock Bank.*

In furtherance of the strategic direction of Vietnam Maritime Commercial Joint Stock Bank (MSB) through 2029 - which aims to complete its financial ecosystem and enhance its governance capabilities in line with international standards, thereby driving growth and a robust expansion of its operations both domestically and internationally - the Board of Directors (the "BOD") respectfully submits to the General Meeting of Shareholders (the "GMS") for consideration and approval MSB's second charter capital increase plan for 2026, as follows:

I. Charter capital increase plan

- **Issuer:** Vietnam Maritime Commercial Joint Stock Bank
- **Share name:** Shares of Vietnam Maritime Commercial Joint Stock Bank
- **Ticker:** MSB
- **Share type:** Common shares

- **Par value:** VND 10,000 per share
- **Current charter capital**: VND 37,440,000,000,000

  Pursuant to Point d, Clause 12, Article 3 of Decree No. 155/2020/ND-CP dated 31 December 2020, the completion date of a share issuance to increase share capital from owners' equity is the record date for the allocation of rights; accordingly, MSB completed the share issuance on 03 September 2025, being the record date. MSB submitted Official Letter No. 10184/2026/CV-TGĐ5 dated 10 September 2026 to the State Securities Commission (SSC) reporting the results of the share issuance to increase share capital from owners' equity, and the SSC issued Official Letter No. 9120/UBCK-QLCB dated 15 September 2026 acknowledging receipt of the report on the results of the share issuance to increase share capital from owners' equity. MSB is currently completing the procedures for the additional listing of shares on HOSE and for the amendment of its charter capital in its Establishment and Operation License with the State Bank of Vietnam.

- **Number of shares outstanding**: 3,744,000,000 shares, of which:
  - Number of preferred shares: 0
  - Number of treasury shares: 0
- **Expected increase in charter capital:** VND 9,360,000,000,000 through a public offering to existing shareholders;
- **Expected number of additional shares:** 936,000,000 shares through a public offering to existing shareholders;
- **Expected number of shares outstanding after the issuance:** 4,680,000,000 shares
- **Expected charter capital after the issuance:** VND 46,800,000,000,000

II. Plan for Charter Capital Increase via Public Offering of Shares to Existing Shareholders

- Expected number of shares to be issued: 936,000,000 shares
- Exercise ratio: 100:25 *(accordingly, based on the record date for the allocation of rights, each shareholder holding 01 share as at the record date for the exercise of subscription rights will receive 01 subscription right; every 100 subscription rights entitle the holder to subscribe for 25 new shares)*
- Offering price: **VND 10,000** per share
- Expected increase in charter capital: **VND 9,360,000,000,000**
- Expected charter capital after the offering/issuance: **VND 46,800,000,000,000** *(Forty-six trillion, eight hundred billion Vietnamese Dong)*

- Number of shares after the issuance: 4,680,000,000 shares *(Four billion, six hundred and eighty million shares)*
- Details: As set out in the attached Charter Capital Increase Plan.
- Timing of the offering/issuance: In 2026 and/or upon reporting to/obtaining approval from the relevant state regulatory authorities.

III. IThe Board of Directors respectfully submits to the General Meeting of Shareholders for approval:

1. The plan to increase MSB's charter capital from VND 37,440,000,000,000 to an expected VND 46,800,000,000,000 through a public offering of shares to existing shareholders, in accordance with the attached Charter Capital Increase Plan.
2. The updating of the charter capital increase set out in Section II of this Proposal in the Bank's Establishment and Operation License and Charter, based on the actual results of the charter capital increase following approval by the regulatory authorities and in line with the implementation timeline, in accordance with applicable laws.
3. The assignment, authorization and delegation to the BOD to carry out the following:

- Decide on and carry out all related tasks and procedures to complete the public offering of shares to existing shareholders for the charter capital increase;
- Decide on the amendment, supplementation, adjustment and/or ratification/ approval/ adoption of all documents revising/ finalizing the Charter Capital Increase Plan approved by the GMS, in line with MSB's actual operational needs and applicable laws, safeguarding the interests of MSB's shareholders, and in accordance with the guidance of the competent regulatory authorities (if any), so as to effectively implement the charter capital increase;
- Adjust the allocation of proceeds from the offering/issuance among the approved uses of proceeds, or change the use of proceeds from the issuance in line with actual circumstances and applicable laws, and report such adjustments to the use-of-proceeds plan to the next GMS;
- Prepare a detailed plan for the use of proceeds from the offering for each intended purpose; balance and deploy capital in line with the Bank's business conditions, ensuring the efficient use of capital and the interests of shareholders;
- Decide on the timing of the share offering, the record date for the exercise of rights and the timing of the additional listing of shares, safeguarding shareholders' interests and in line with MSB's operations and applicable laws;
- Decide on measures to ensure that the share offering complies with MSB's maximum foreign ownership limit;

- Develop a plan for handling fractional shares, odd-lot shares arising and unsubscribed shares (if any) in the offering in compliance with applicable laws;
- Implement, decide on and approve the detailed matters and contents of the registration dossiers and/or other necessary documents relating to the additional registration and depository with the Vietnam Securities Depository and Clearing Corporation (VSDC) and the additional listing on the Ho Chi Minh City Stock Exchange (HOSE) of all shares actually and successfully offered, in compliance with applicable laws;
- Open a blocked (escrow) bank account to receive investors' subscription payments for the offered shares; confirm the payment results and prepare the Report on the Offering Results for submission to the State Securities Commission (SSC) within the prescribed time limit. The use of proceeds held in the blocked account shall comply with applicable laws;
- Proactively complete the related legal procedures upon completion of the capital increase, and amend the charter capital stated in MSB's Charter, MSB's Establishment and Operation License and other legal documents in accordance with applicable laws;
- Proactively decide on and implement any other matters (if arising) to ensure the successful completion of the charter capital increase approved by the GMS.

Respectfully submitted./.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(Signed & sealed)

TRAN ANH TUAN

Ngân Hàng TMCP Hàng Hải Việt Nam (MSB)
54A Nguyễn Chí Thanh, phường Láng, Hà Nội
Tel: (024) 3771 8989

APPENDIX

CHARTER CAPITAL INCREASE PLAN THROUGH A PUBLIC OFFERING OF SHARES

(Attached to Proposal No. 127/2026/TT-HĐQT dated 28 September 2026)

I. RATIONALE FOR THE CHARTER CAPITAL INCREASE

As at the end of 2025, MSB's charter capital stood at VND 31,200 billion, with all prudential ratios at sound levels: the capital adequacy ratio (CAR) reached 12.49%, the loan-to-deposit ratio (LDR) stood at 62%, and the bank-wide non-performing loan (NPL) ratio was 1.71%. The Bank continues to apply rigorous risk management principles and international standards, including Basel III and IFRS, to achieve its ambitious 2029 targets: a market capitalization of USD 12 billion and profit before tax of USD 1 billion. MSB's risk management framework is implemented under the three-lines-of-defense model across all operations, and its risk measurement, control and early-warning methodologies are continuously enhanced in line with international standards. With its current governance, management and control systems and modern technology platform, MSB is fully capable of maintaining effective control over its operations as its capital base expands, ensuring stable and sustainable growth.

Pursuant to Resolution No. 34/NQ-ĐHĐCĐ adopted by the 2026 Annual General Meeting of Shareholders on 24 April 2026, MSB carried out its first charter capital increase of 2026 through a share issuance to increase share capital from owners' equity. On 03 July 2026, Vietnam Maritime Commercial Joint Stock Bank (MSB) submitted Official Letter No. 7497/2026/CV-TGĐ5 to the State Bank of Vietnam (SBV) requesting approval for the 2026 charter capital increase through a share issuance from owners' equity, and the SBV approved the increase to VND 37,440 billion under Official Letter No. 6281/NHNN-QLGS dated 16 July 2026.

On 03 July 2026, Vietnam Maritime Commercial Joint Stock Bank (MSB) submitted Official Letter No. 7497/2026/CV-TGĐ5 to the State Bank of Vietnam (SBV) requesting approval for the 2026 charter capital increase through a share issuance from owners' equity, and the SBV approved the increase to VND 37,440 billion under Official Letter No. 6281/NHNN-QLGS dated 16 July 2026. **MSB has fully implemented Official Letter No. 6281/NHNN-QLGS dated 16 July 2026 of the State Bank of Vietnam on MSB's charter capital increase, as follows:**

a) MSB received Official Letter No. 7553/UBCK-QLCB dated 11 August 2026 from the State Securities Commission acknowledging receipt of MSB's report on the share issuance to increase share capital from owners' equity.

b) On 12 August 2026, the BOD of MSB issued Resolution No. 24.02/2026/NQ-HĐQT approving the record date for the share issuance to increase share capital from owners' equity, being 03 September 2026.

c) On 08 September 2026, the BOD of MSB issued Resolution No. 24.06/2026/NQ-HĐQT approving the results of the share issuance to increase charter capital from the owners' equity of Vietnam Maritime Commercial Joint Stock Bank, as follows:

- Total number of shares distributed: 624,000,000 shares, of which:
  - Shares distributed to shareholders at a ratio of 20%: 623,994,103 shares to 28,509 shareholders;
  - Odd-lot shares distributed to the Trade Union of Vietnam Maritime Commercial Joint Stock Bank: 5,897 shares.
- Total number of shares after the issuance (after 03 September 2026): 3,744,000,000 shares, of which:
  - Number of shares outstanding: 3,744,000,000 shares;
  - Number of treasury shares: 0 shares.
- Charter capital after the 2026 share issuance to increase charter capital from owners' equity: VND 37,440,000,000,000 (Thirty-seven trillion, four hundred and forty billion Vietnamese dong)

d) On 10 September 2024, MSB issued Official Letter No. 10184/2026/CV-TGĐ5 to the State Securities Commission reporting the results of the share issuance to increase share capital from owners' equity.

e) On 15 September 2024, the State Securities Commission issued Official Letter No. 9120/UBCK-QLCB acknowledging receipt of MSB's report on the results of the share issuance to increase share capital from owners' equity.

To further strengthen its competitiveness and governance capabilities, expand the scale of its operations, drive growth and enhance its competitive position in both domestic and international markets, MSB considers the second capital increase through a public offering of shares to investors to be of strategic importance, specifically:

- Strengthening financial capacity and maintaining prudential ratios so as to withstand market volatility, in compliance with international standards (Basel III, IFRS);
- Increasing capital resources to fund projects that substantially expand the Bank's operations both domestically and internationally; combined with digital transformation and the deployment of AI infrastructure across all branches and transaction offices at home and abroad, delivering a best-in-class customer experience and enhancing MSB's competitiveness in Vietnam and the region;
- Securing medium- and long-term funding for investments to complete a comprehensive financial ecosystem with banking as its core pillar, while strengthening the strategic business lines of consumer finance, fund management, securities brokerage and insurance (life and non-life), among others.

II. CHARTER CAPITAL INCREASE PLAN

- **Share name:** Shares of Vietnam Maritime Commercial Joint Stock Bank
- **Ticker:** MSB
- **Share type:** Common shares

- **Par value:** VND 10,000 per share
- **Current charter capital:** VND 37,440,000,000,000
- **Number of shares outstanding:** 3,744,000,000 shares, of which:
  - Number of preferred shares: 0
  - Number of treasury shares: 0

➢ **Capital increase through a public offering of shares to existing shareholders**

- Share name: Shares of Vietnam Maritime Commercial Joint Stock Bank.
- Ticker: MSB
- Share type: Common shares
- Currency: Vietnamese dong (VND)
- Pricing basis:
  - The book value per share of MSB as per the reviewed semi-annual financial statements as at 30 June 2026 was VND 14,502 per share;
  - The closing price of MSB shares on 23 September 2026 (on the Ho Chi Minh City Stock Exchange – HOSE), averaged over 10 consecutive trading sessions from 9 September 2026 to 22 September 2026, was VND 12,960 per share;
  - Determination of the offering price: To ensure the success of the offering while offering greater benefits to existing shareholders, the BOD proposes an offering price to existing shareholders of VND 10,000 per share.
- Expected number of shares to be offered: 936,000,000 shares
- Expected total value of shares offered at par value: VND 9,360,000,000,000.
- Eligible subscribers: Existing shareholders whose names appear on the shareholder register as at the record date for the exercise of subscription rights, in accordance with prevailing laws.
- Offering method: Public offering of additional shares to existing shareholders.
- Exercise ratio: 100:25 (accordingly, based on the record date for the allocation of rights, each shareholder holding 01 share as at the record date for the exercise of subscription rights will receive 01 subscription right; every 100 subscription rights entitle the holder to subscribe for 25 new shares).
- Pricing basis: The offering price to existing shareholders is VND 10,000 per share (equivalent to par value).
- Rounding method and handling of fractional shares, odd-lot shares arising (if any) and shares remaining unsubscribed by existing shareholders (if any):
  - Rounding method: Shares offered to existing shareholders will be rounded down to the nearest whole share.

- For odd-lot shares arising from the exercise of rights under the rounding method and shares not fully subscribed due to existing shareholders declining to subscribe in part or in full, the GMS authorizes the BOD to allocate such shares to other parties on terms, including investor rights and obligations, no more favorable than those offered to existing shareholders (including an offering price not lower than the price offered to existing shareholders), subject to a transfer restriction of 01 year from the closing date of the offering.
- The handling of remaining shares shall comply with prevailing laws. If, upon expiry of the share distribution period prescribed by law (including any extension, if applicable), shares remain undistributed, the GMS authorizes the BOD to decide to close the offering.

▪ Minimum subscription threshold: Not applicable.

▪ Plan to cover any shortfall in expected proceeds: If the shares are not fully distributed as planned and the proceeds raised fall short of the target, the GMS authorizes the BOD to consider raising other sources of funding or to flexibly deploy existing capital resources.

▪ Transfer restrictions:
  - Transfer of subscription rights: Shareholders entitled to subscribe for shares may transfer their subscription rights to third parties.
  - Shares offered to existing shareholders under the exercise ratio are freely transferable.

▪ Expected offering period: Expected in 2026 or until MSB completes the procedures required by law. The GMS authorizes the BOD to determine the specific offering timing after obtaining the approval of the State Bank of Vietnam and completing the offering registration with the State Securities Commission.

▪ Expected completion: In 2026 or until MSB completes the charter capital increase procedures required by law.

▪ Use of proceeds: The expected proceeds of VND 9,360,000,000,000 (equivalent to VND 9,360 billion) will be used in full to supplement working capital and allocated across MSB's business activities under a reasonable structure, ensuring the efficient and safe use of capital and maximizing shareholder value, and are expected to be allocated in the following order of priority:

Use of proceeds	**Expected amount (VND billion)**
Expansion of lending to retail and corporate customers	6,500
Investment in technology development	600

Use of proceeds	Expected amount (VND billion)
Replenishment of capital used for / new equity investments, capital contributions and share acquisitions	2,260
TOTAL	9,360 (*)

(*) The BOD is assigned to allocate the actual proceeds to the above purposes and to adjust the allocation structure and timing in line with actual circumstances and MSB's business needs. Pending deployment of the proceeds under the above plan, the BOD is assigned to decide on the optimal use of such funds for business purposes, so as to ensure efficiency and maximize shareholder value.

- Deployment schedule for the additional charter capital: To supplement capital for business operations in line with the progress of the charter capital increase and market conditions, as considered and decided by the BOD (or the level delegated/authorized by the BOD) in accordance with applicable laws and MSB's regulations.
- Measures to ensure compliance with the foreign ownership limit: The GMS authorizes the BOD to decide on measures to ensure that the share offering complies with the foreign ownership limit, such that foreign ownership in MSB does not exceed the maximum limit prescribed by law for the banking sector.

  Depository and additional listing: All newly issued shares will be registered and deposited with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with applicable laws.

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

No.: 128/2026/TT-HĐQT

Hanoi, September 28, 2026

PROPOSAL

Re: Amendments and supplements to the Charter and the Corporate Governance Charter of MSB, the Rules of Organization and Operation of the Board of Directors, and the Rules of Organization and Operation of the Supervisory Board.

To: **General Meeting of Shareholders**

- *Pursuant to the Law on Enterprises number 59/2020/QH14 and all amendment(s) and/or supplement(s) thereto;*
- *Pursuant to the Law on Credit Institutions number 32/2024/QH15 and all amendment(s) and/or supplement(s) thereto;*
- *Pursuant to Circular 83/2025/TT-NHNN issued on December 31, 2025, governing the internal control system of joint-stock commercial banks and branches of foreign banks,*

In order to ensure compliance with applicable laws and satisfy the applicable governance and operational requirements, the Board of Directors hereby submits to the General Meeting of Shareholders for approval the amendments and/or supplements to the following documents:

- The Charter of MSB;
- The Corporate Governance Charter of MSB;
- The Rules of Organization and Operation of the Board of Directors;
- The Rules of Organization and Operation of the Supervisory Board.

A compilation of the key amendments and/or supplements to each of the aforementioned documents, together with explanations thereof, is enclosed with this Proposal. The drafts of the 2026 Charter, the 2026 Corporate Governance Charter, the 2026 Rules of Organization and Operation of the Board of Directors, and the 2026 Rules of Organization and Operation of the Supervisory Board, have been posted in the Investor Relations section of our website at msb.com.vn.

All amendments and/or supplements shall become effective upon approval by the General Meeting of Shareholders.

The Board of Directors respectfully submits all such amendments and/or supplements to the General Meeting of Shareholders for consideration and approval, and requests that the General Meeting of Shareholders authorize the Board of Directors, the Legal Representative, and the Supervisory Board to carry out any and all formalities and procedures required to issue the amended and supplemented Charter, Corporate Governance Charter, Rules of Organization and Operation of the Board of Directors, and Rules of Organization and Operation of the Supervisory Board.

Respectfully submitted!/.

ON BEHALF OF THE BOARD OF DIRECTORS
THE CHAIRMAN

(Signed & sealed)

TRAN ANH TUAN

KEY AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF VIETNAM COMMERCIAL JOINT STOCK BANK (MSB)

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
1.		"This Charter was approved by MSB's General Meeting of Shareholders according to Resolution No. 33/NQ-DHDCD dated April 21, 2025, including 21 Chapters, 89 Articles. The charter capital in this Charter has been updated according to Decision No. 2238/QD-NHNN dated October 8, 2024 of the Governor of the State Bank of Vietnam on amending the content of the License for Establishment and Operation of Vietnam Maritime Joint Stock Commercial Bank."	"This Charter was approved by MSB's General Meeting of Shareholders pursuant to **Resolution …/NQ-ĐHĐCĐ dated …, and consists of 21 Chapters and 87 Articles**."	To update the time of approval of the Charter
2.	Clause 6, Article 1	"6. **"Shareholder Register"** means a document, either in writing, electronically, or both, that records details on the ownership of shares of MSB shareholders. The shareholder register shall include main details prescribed by law"	"6. "Register of Shareholders"**, or "Register of Securities Holders",** means a written document, an electronic data set, or both, which records information about share ownership by MSB's shareholders. The Register of Shareholders shall contain the primary items prescribed by law"	To add the wording: "Register of Securities Holders"
3.	Clause 9, Article 1	"9. **"Dividend"** is the net profit paid for each share in cash or other assets"	"9. **"Dividend"** means the **profit after tax** distributed in respect of each share, whether in cash or other assets."	Clause 5, Article 4 of the Law on Enterprises
4.	Article 3	"Vietnam Maritime Joint Stock Commercial Bank operates under License for Establishment and Operations No. 0001/NH-GP dated June 08, 1991, issued by the State Bank of Vietnam (SBV); Certificate of Joint	"Vietnam Maritime Joint Stock Commercial Bank duly operates and does business under **License for Establishment and Operations of a Commercial Bank No. 26/ GP-NHNN dated May 28, 2026**, issued by the State Bank of Vietnam (SBV), and Joint	To reflect the most recent license issued by the State Bank of Vietnam.

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		Stock Enterprise Registration issued for the first time on July 1, 2005 and its amendments, supplements and replacements (if any)."	Stock Company Business Registration Certificate issued for the first time on July 01, 2005 and all amendments, supplements and replacements thereto (if any)."	
5.	Clause 3, Article 3	"3. Head Office Address: 54A Nguyen Chi Thanh, Lang Thuong Ward, Dong Da District, Hanoi, Vietnam."	"3. Head Office Address: 54A Nguyen Chi Thanh, **Lang Ward, Hanoi**, Vietnam."	To update the administrative units following the merger
6.	Article 5	"1. Receive demand deposits, time deposits, savings deposits, and other types of deposits. 2. Issue deposit certificates. 3. Grant credit in the following forms: a) Lending; b) Discount, re-discount; c) Bank guarantee; d) Issuance of credit cards; e) Domestic and international factoring. f) Letter of credit; g) Other forms of credit granting as prescribed by the Governor of the State Bank. 4. Open payment accounts for customers. 5. Providing payment means. 6. Providing the following payment services via accounts: a) Providing domestic payment services	"1. To receive demand deposits, fixed deposits, savings deposits, and other deposit schemes. 2. To issue certificates of deposit. 3. To extend the following forms of credit: a) Loans; b) Negotiations; c) Bank guarantees; d) Credit cards; e) Domestic and international factoring; f) Letters of credit; and g) Other forms of credit subject to approval by the State Bank of Vietnam 4. To open current/checking accounts for customers. 5. To provide payment methods. 6. To provide account-based payment	To update MSB's scope of banking activities pursuant to License No. 26/GP-NHNN and all amendments and/or supplements thereto

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		including checks, payment orders, collection, collection orders, money transfers, bank cards, collection and order services; b) <u>Providing international payment services after being approved in writing by the State Bank; other payment services as prescribed by the State Bank's Circular.</u> 7. Open accounts: a) Open a payment account at the State Bank of Vietnam and maintain a required reserve amount in this account; b) Open a payment account at a credit institution that provides payment services via accounts; c) Open a payment account abroad in accordance with the provisions of the law on foreign exchange. 8. <u>Organize internal payments and participate in the national interbank payment system. MSB is allowed to participate in the international payment system when it meets the conditions prescribed by the Government</u>	services which are: a) services of payment by check (or cheque), services of payment by payment order or collection order, bank cards, bank transfers, collection and payment services, and b) <u>**international payment services as provided for by the State Bank of Vietnam.**</u> 7. To open: a) current/checking account(s) with the State Bank of Vietnam and maintain the required reserve amount in such account(s); b) current/checking account(s) with credit institutions that provide account-based payment services; c) current/checking account(s) overseas in accordance with applicable laws and regulations governing foreign exchange. 8. <u>**To organize and operate internal payment activities and participate in the national interbank payment system.**</u> 9. To provide cash management services, treasury services for credit institutions and branches of foreign banks,	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		and is approved in writing by the State Bank. 9. Cash management services; treasury services for credit institutions, foreign bank branches; management and preservation of assets, lease of cabinets and safes. 10. Purchase and sale of State Bank bills, corporate bonds; purchase and sale of other valuable papers (except for purchase and sale of valuable papers as prescribed in Clause 24 of this Article) according to regulations of the Governor of the State Bank. 11. Money brokerage service. 12. Issue deposit certificates, promissory notes, treasury bills and bonds to raise capital according to the provisions of the Law on Credit Institutions, the Securities Law, the Government's regulations and the guidance of the SBV. 13. Borrow capital from the SBV in the form of refinancing in accordance with the Law on the SBV and the guidance of the SBV. 14. Purchase and sell valuable papers with the State Bank in accordance with the provisions of the Law on the State Bank of Vietnam and instructions of the State Bank of Vietnam.	and asset custody and preservation services and safe-deposit box rental and leasing services. 10. **To purchase and sell State Bank of Vietnam bills and corporate bonds; to purchase and sell government debt instruments, government-guaranteed bonds, local government bonds, and other valuable papers.** 11. To provide money brokerage services. 12. **To issue bonds.** 13. **To obtain refinancing from the State Bank of Vietnam.** 14. To purchase and sell valuable papers with the State Bank of Vietnam. 15. To borrow from, extend credit to, make deposits with, and accept deposits from, credit institutions and branches of foreign banks, and to purchase and sell valuable papers under repurchase agreements in accordance with applicable laws and regulations set forth by the State Bank of Vietnam. 16. To make capital contributions and	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		15. Borrow, lend, send and receive capital from credit institutions, foreign bank branches, domestic and foreign financial institutions in accordance with the provisions of the law and the guidance of <u>the SBV</u>. 16. Contribute capital and purchase shares according to the provisions of the law and the guidance of <u>the SBV.</u> 17. Foreign loans according to the provisions of law. 18. Entrust, accept entrustment, act as an agent in banking activities, and assign payment agents according to the regulations of the Governor of <u>the State Bank of Vietnam.</u> 19. Act as an insurance agent according to the provisions of the law on insurance business, in accordance with the scope of insurance agency activities according to the regulations of the Governor of the State Bank. 20. <u>Trade and supply foreign exchange services on the domestic and international markets within the scope prescribed by the SBV.</u> 21. <u>Trading and providing derivative products on interest rates, foreign exchange, currencies</u>	purchase shares in accordance with applicable laws and the guidelines issued by <u>the State Bank of Vietnam</u>. 17. To obtain foreign loans in accordance with applicable laws. 18. To provide entrustment services, accept entrustment, act as an agent in banking activities, and appoint payment agents, in accordance with applicable laws and regulations set forth by <u>the State Bank of Vietnam.</u> 19. To act as an insurance agent in accordance with applicable laws and regulations pertaining to insurance business, within the scope of insurance agency activities prescribed by the State Bank of Vietnam. **<u>20. To trade in, and provide, foreign exchange products and services to the domestic and foreign customers within the scope prescribed by the State Bank of Vietnam.</u>** **<u>21. To trade in, and provide, interest rate derivative products and services to the domestic and foreign customers</u>**	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		and other financial assets in the domestic and international markets according to regulations of the Governor of the State Bank of Vietnam. 22. Securities custody. 23. Gold trading according to regulations of the Governor of the State Bank of Vietnam. 24. Purchase and sale of government debt instruments, government-guaranteed bonds, and local government bonds in accordance with relevant laws. 25. Provision of money transfer, collection, payment, and other non-account payment services in accordance with regulations of the Governor of the State Bank of Vietnam. 26. Other services related to factoring and letters of credit in accordance with regulations of the Governor of the State Bank of Vietnam. 27. Consulting on banking activities and other business activities specified in the Operating License. 28. Acting as an agent in managing collateral assets for lenders being international financial institutions, foreign credit institutions, credit institutions, and foreign bank branches in accordance with relevant laws.	**within the scope prescribed by the State Bank of Vietnam.** 22. To provide securities custodian services. **23. To conduct gold trading activities.** **24. To purchase debts** **25. To provide bank transfer, collection, and payment services without using current/checking accounts.** **26. To provide other services relating to factoring and letters of credit.** 27. To provide advisory services on banking activities and other business activities specified in the Operating License. 28. To act as a collateral management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions, and branches of foreign banks. 29. To provide e-wallet services after obtaining approval from the State Bank of Vietnam. 30. To provide commodity derivatives after obtaining approval from the State Bank of Vietnam.	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		29. E-wallet after obtaining the State Bank's approval. 30. Supply derivative products of commodity prices after obtaining the State Bank's approval. 31. Invest in future contracts, government bonds. 32. Provide setoff and settlement services for securities transactions according to the provisions of Point a, Clause 4, Article 56 of the Law on Securities after being approved by the State Bank. 33. <u>The bank shall supervise in accordance with the law on securities after being approved by the State Bank.</u> 34. Other business activities related to banking activities other than those specified in the above clauses of this Article as prescribed by the Circular of the State Bank of Vietnam and other relevant legal provisions.	31. To invest in government bond futures. 32. To provide clearing and settlement services for securities transactions in accordance with Point a, Clause 4, Article 56 of the Law on Securities after obtaining approval from the State Bank of Vietnam. **<u>33. To provide custodian banking services.</u>** **<u>34. To participate in international payment systems in accordance with applicable laws and regulations set forth by the State Bank of Vietnam.</u>** 35. To conduct other business activities relating to banking activities, other than those specified in the preceding Clauses of this Article, in accordance with the applicable rules and regulations set forth by the Governor of the State Bank of Vietnam and relevant provisions of the law."	
7.	Point t, Clause 4, Article 24	t) Authorize the Board of Directors to approve MSB's Financial Regulations;		To relocate it to the section on the authority of the Board of Directors

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
8.	Clause 1, Article 26	"1. The list of shareholders entitled to attend a General Meeting of Shareholders shall be made in accordance with the Shareholder Register of MSB. The list shall be prepared upon the issuance of the convocation decision and shall be completed no later than ten (10) days prior to the date of delivering the invitation/notice of the meeting."	"1. The list of shareholders entitled to attend a General Meeting of Shareholders shall be prepared in accordance with the Register of Shareholders and/or the Register of Securities Holders of MSB. The list shall be prepared upon the decision to convene the meeting and completed no later than ten (10) days prior to the delivery of the invitation/notice of the meeting."	Clause 1, Article 141 of the Law on Enterprises
9.	Clause 3, Article 32	"3. When registering shareholders, MSB shall issue each shareholder or its authorized representative entitled to vote a voting ballot, which includes the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number corresponding to a specific matter or group of matters to be voted on. During the voting process at the meeting, the votes in favor shall be counted first, followed by the votes against, and finally the abstentions. The Vote Counting Committee shall then consolidate the results into the total number of votes "in favor," "against," and "abstained" for each matter. The Chair shall announce the results	"3. When registering shareholders, **<u>except in the case of electronic voting</u>**, MSB shall issue each shareholder, or their authorized representative entitled to vote, a voting ballot, which shall contain the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number for a specific matter or group of matters to be voted on."	To reflect actual operating practices

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		before the conclusion of the meeting."		
10.	Clause 2, Article 33	"2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or using an automated application system. The CEO is responsible for developing the technical system and guidelines for collecting shareholder opinions using automated applications."	"2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or use an automated application system **or software**."	To reflect actual operating practices
11.	Clause 3, Article 33	"3. The Board of Directors shall prepare opinion collection forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials. These documents must be delivered using a secured means of delivery to each shareholder's address no later than ten (10) days before the deadline for returning the completed opinion form."	"3. The Board of Directors shall prepare written opinion forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials for such draft resolutions or decisions. The written opinion forms, draft resolutions or decisions, and explanatory materials shall be delivered using secured means of delivery **and/or electronic means or other means** to ensure delivery to each shareholder's address, **including, without limitation, to email, text messages, and physical mail,** no later than ten (10) days before the deadline for returning the completed forms."	To reflect actual operating practices
12.	Clause 6, Article 33	"6. Unless collected using automated systems under Article 33.2, the Board of Directors	"6. The Board of Directors shall count the votes and prepare a vote counting report in	To reflect actual operating practices

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		shall count votes and record results in a vote counting report under the supervision of the Supervisory Board or non-executive shareholders. The vote counting report shall include:"	the presence of the Supervisory Board or shareholders that do not hold any managerial or executive positions at MSB. The vote counting report shall mainly contain:"	
13.	Clause 7, Article 33	This provision has not yet been added	"7. **The vote counting procedure through an automated application system or software shall be specifically determined by the Board of Directors, ensuring accuracy, objectivity, and transparency**."	To reflect actual operating practices
14.	Clause 15, Article 53	"15. To promulgate internal regulations related to the organization, administration and operations of MSB, including the authority to decide compensation levels for damages and losses arising during the business process and risk treatment. The Board of Directors can decentralize the authority to promulgate internal regulations to other competent levels of MSB."	"15. The Board of Director shall **issue Financial Management Regulations** and internal regulations relating to the organization, governance, and operations of MSB in accordance with applicable laws, except for matters that fall within the authority of the General Meeting of Shareholders or the Supervisory Board, including the authority to decide on compensation and/or indemnification for damages and losses arising in the course of business activities and the handling of risks. The Board of Directors may delegate the authority to issue internal regulations to	Article 37 of Decree 135/2025/NĐ-CP

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
			other competent authorities within MSB."	
15.	Clause 17, Article 53	"17. To consider and approve annual reports"	"17. The Board of Director shall review and approve annual reports and **yearly reports on the results of self-inspection and assessment of control activities.**"	Point a, Clause 2 and point a, Clause 4, Article 9 of Circular 83/2025/TT-NHNN
16.	Article 53	This provision has not yet been added	"18. **The Board of Director shall issue standards of professional conduct, except for standards of professional conduct applicable to members of the Supervisory Board and internal auditors).**"	Point đ, Clause 1, Article 5 of Circular 83/2025/TT-NHNN
17.	Clause 21, Article 53	"21. To propose profit distribution plan and dividend level to be paid; Decide on the time limit and procedures for paying dividends or handling losses arising during the business process."	"22. **The Board of Director shall propose plans for profit distribution and amounts of dividend to be paid, or the handling of losses arising in the course of business activities, and, after obtaining approval by Annual General Meetings of Shareholders, distribute dividends to shareholders in accordance with applicable laws.**"	Clause 10, Article 28 of Decree 155/2020/NĐ-CP
18.	Clause 22, Article 53	"22. To Select an independent auditing organization from the list of independent auditing organizations approved by the General Meeting of Shareholders to audit	This provision has been removed	To reflect actual operating practices (this matter should fall within the

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		MSB's activities in accordance with the provisions of the Law and/or at the request of competent state agencies."		authority of the General Meeting of Shareholders
19.	Article 55	This provision has not yet been added	"11. **<u>Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board.</u>**"	Clause 3, Article 277 of Decree 155/2020/NĐ-CP
20.	Clause 1, Article 59	"1. The CEO is the highest-ranking executive of MSB, under the supervision of the Board of Directors and the Supervisory Board, responsible to the Board of Directors and the law for the exercise of rights and duties in accordance with the provisions of law and this Charter. The Board of Directors appoints one of its members as the CEO or hires a CEO and will sign a fixed-term labor contract clearly defining the duties, powers and responsibilities of the CEO in accordance with the Labor Code, regulations of the State Bank and relevant legal provisions."	"1. The CEO is the highest-ranking executive officer of MSB. The CEO shall be subject to the supervision of the Board of Directors and the Supervisory Board and be accountable to the Board of Directors and the law for the exercise of their powers and the performance of their duties in accordance with applicable laws and this Charter. The Board of Directors appoints one (01) of their members as the CEO, or hires a CEO, and enter into a fixed-term labor contract which expressly specifies their duties, powers and responsibilities in accordance with the Labor Code, applicable laws and regulations set forth by the State Bank of Vietnam, and other relevant provisions of the law. **<u>The CEO shall not</u>**	Point b, Clause 5, Article 162 of the Law on Enterprises and Clause 5, Article 291 of Decree 155/2020/NĐ-CP

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
			be a related person of MSB's Managers, any member of the Supervisory Board of MSB, any appointed representative of the state capital interests in MSB, or any appointed representative of an enterprise's capital interests in MSB, in accordance with Point d, Clause 46, Article 4 of the Law on Securities."	
21.	Clause 2, Article 62	"2. To issue its internal regulations; to annually review its internal regulations and important policies on accounting and reporting."	"2. The Supervisory Board shall issue their internal regulations and standards of professional ethics applicable to their members and internal auditors, and shall annually review their internal regulations and MSB's accounting and reporting regulations."	Subpoint (i), Point c, Clause 2, Article 72 of Circular 83/2025/TT-NHNN
22.	Clause 4, Article 62	"4. Monitor the financial status, appraise the first 6 months' and annual financial reports of MSB, including financial reports audited by an independent auditing organization; report to the General Meeting of Shareholders on the results of the financial report appraisal; assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial reporting. The Supervisory Board	"4. The Supervisory Board shall monitor MSB's financial condition and appraise MSB's financial statements for the first six (06) months of the year and annual financial statements, shall report to the General Meeting of Shareholders on the results of the appraisal of the financial statements, and shall assess the reasonableness, legitimacy, truthfulness, and prudence in accounting,	Clause 4, Article 52 of Law on Credit Institutions number 32/2024/QH15

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders."	statistical, and financial reporting activities. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders."	
23.	Article 62	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"14. **The Supervisory Board shall issue, amend, and supplement the annual internal audit plan**."	Clause 2, Article 69 of Circular 83/2025/TT-NHNN
24.	Article 62	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"15. **The Supervisory Board shall approve reports on internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, ad-hoc internal audit reports, and any other report in accordance with applicable regulations**."	Clause 1, Article 73, and point d, Clause 2 and point b, Clause 4, Article 9 of Circular 83/2025/TT-NHNN
25.	Article 62	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"16. **The Supervisory Board shall perform senior management oversight of the internal audit department's compliance with the applicable regulations governing the powers and responsibilities of the internal audit department and internal auditors.**"	Point b, Clause 2, Article 12 of Circular 83/2025/TT-NHNN
26.	Article 62	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-	"17. **The Supervisory Board shall**	Point a, Clause 1, Article 72 of

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		NHNN (replacing Circular 13/2018/TT-NHNN).	**<u>supervise and assess compliance with standards of professional ethics by members of the Supervisory Board and internal auditors.</u>**"	Circular 83/2025/TT-NHNN
27.	Article 67	"**Article 67. Standards for persons doing internal audit** 1. Obtaining a university or higher degree in economics, business administration, law, accounting, and auditing; obtaining a university or higher degree in information technology or a major appropriate for a technology auditor. 2. Having worked directly in banking, finance, accounting and auditing for at least 2 years for internal auditors and 03 years for the Head of internal audit; obtaining minimum 2 years of experience working in the information technology industry for a technology auditor."	This provision has been stipulated in the Internal Audit Code of Practice (QC.KS.002)	Internal documents
28.	Article 69	"**Article 69. Requirements of internal control** 1. Internal control is implemented for all activities, business processes, and departments at MSB (including head office,	This provision has been stipulated in the Internal Control System Regulations (QC.RR.035)	Internal documents

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		branches and other dependent units) in order to ensure the following requirements: a) MSB's activities are in compliance with legal regulations; b) Control conflicts of interest; detect and promptly handle violations; c) Raise the awareness on roles and responsibilities of individuals and departments for internal control to build and maintain the control culture of MSB. 2. Internal control is done through control activities, information exchange mechanisms and management information systems."		

KEY AMENDMENTS AND SUPPLEMENTS TO THE CORPORATE GOVERNANCE CHARTER OF VIETNAM COMMERCIAL JOINT STOCK BANK (MSB)

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
1.	Point t, Clause 2, Article 3	"t) shall approve or authorize the Board of Directors to develop MSB's Financial Regulations;"		To relocate it to the section on the authority of the Board of Directors
2.	Clause 1, Article 13	"1. When registering shareholders, other than by electronic voting, MSB shall issue each shareholder or its authorized representative entitled to vote a voting ballot, which includes the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number corresponding to a specific matter or group of matters to be voted on."	"1. When registering shareholders, **except in the case of electronic voting**, MSB shall issue each shareholder, or their authorized representative entitled to vote, a voting ballot, which shall contain the registration number, full name of the shareholder, full name of the authorized representative, shareholder's barcode (if any), and the voting ballot number for a specific matter or group of matters to be voted on."	To reflect actual operating practices
3.	Clause 2, Article 14	"2. During the voting process at the meeting, the votes in favor shall be counted first, followed by the votes against, and finally the abstentions. The Vote Counting Committee shall then consolidate the results into the total number of votes "in favor", "against", and "abstained" for each matter. The Chair shall announce the results before the conclusion of the meeting."	"2. During the voting at the meeting, the votes in favor shall be counted first, followed by the votes against, and finally the abstentions. The vote counting results shall then be aggregated into the total number of votes "in favor", votes "against", and "abstained" votes for each matter. The Chair shall announce the total number of votes in favor, votes against, and abstentions for each matterbefore the conclusion of the meeting."	To ensure consistency in wording

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
4.	Clause 2, Article 17	"2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or using an automated application system. The CEO is responsible for developing the technical system and guidelines for collecting shareholder opinions using automated applications."	"2. The Board of Directors may select one or a combination of the means specified in Clauses 3, 4, 5, and 6 of this Article, or use an automated application system **or software**."	To reflect actual operating practices
5.	Clause 3, Article 17	"3. The Board of Directors shall prepare opinion collection forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials. These documents must be delivered using a secured means of delivery to each shareholder's address no later than ten (10) days before the deadline for returning the completed opinion form."	"3. The Board of Directors shall prepare written opinion forms, draft resolutions or decisions of the General Meeting of Shareholders, and explanatory materials for such draft resolutions or decisions. The written opinion forms, draft resolutions or decisions, and explanatory materials shall be delivered using secured means of delivery **and/or electronic means or other means** to ensure delivery to each shareholder's address, **including, without limitation, to email, text messages, and physical mail,** no later than ten (10) days before the deadline for returning the completed forms."	To reflect actual operating practices
6.	Clause 6, Article 17	"6. Unless collected using automated systems under Article 17.2, the Board of Directors shall count votes and record results in a vote counting report under the supervision of the Supervisory Board or non-executive shareholders. The vote counting report shall include:"	"6. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders that do not hold any managerial or executive positions at MSB. The vote counting report shall mainly contain:"	To reflect actual operating practices

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
7.	Article 17	This provision has not yet been added	"7. **The vote counting procedure through an automated application system or software shall be specifically determined by the Board of Directors, ensuring accuracy, objectivity, and transparency.**"	To reflect actual operating practices
8.	Point n, Clause 2, Article 20	"n) shall issue internal regulations related to MSB's organization, governance, and operations in accordance with applicable laws, except for matters under the General Meeting of Shareholders' or Supervisory Board's authority; this includes the authority to determine indemnification for losses and/or damage arising from business activities and risk handling. The Board may delegate such powers to other competent levels of MSB."	"n) shall **issue Financial Management Regulations,** standards of professional ethics, except for standards of professional ethics applicable to members of the Supervisory Board and internal auditors, and internal regulations relating to the organization, governance, and operations of MSB in accordance with applicable laws, except for matters that fall within the authority of the General Meeting of Shareholders or the Supervisory Board, including the authority to decide on compensation and/or indemnification for damages and losses arising in the course of business activities and the handling of risks. The Board of Directors may delegate the authority to issue internal regulations to other competent authorities within MSB."	Point d, Clause 1, Article 5 of Circular 83/2025/TT-NHNN
9.	Point p, Clause 2, Article 20	"p) shall review and approve annual reports"	"p) shall review and approve annual reports and **yearly reports on the results of self-inspection and assessment of control activities.**"	Point a, Clause 2 and Point a, Clause 4, Article 9 of Circular 83/2025/TT-NHNN

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
10.	Point q, Clause 2, Article 20	This provision has not yet been added	"q) **<u>shall issue standards of professional conduct, except for standards of professional conduct applicable to members of the Supervisory Board and internal auditors).</u>**"	Point đ, Clause 1, Article 5 of Circular 83/2025/TT-NHNN
11.	Point t, Clause 2, Article 20	"t) shall propose profit distribution plans, dividend payout rates; determine the timeline and procedures for dividend distribution or loss handling during such business activities."	"u) shall propose plans for profit distribution and amounts of dividend to be paid, or the handling of losses arising in the course of business activities**<u>, and, after obtaining approval by Annual General Meetings of Shareholders, distribute dividends to shareholders in accordance with applicable laws.</u>**"	Clause 10, Article 278 of Decree 155/2020/NĐ-CP
12.	Point u, Clause 2, Article 20	"u) shall select an independent audit firm from the list approved by the General Meeting of Shareholders to audit MSB's operations as required by law or competent authorities"	This provision has been removed	To reflect actual operating practices (this matter should fall within the authority of the General Meeting of Shareholders)
13.	Article 21	This provision has not yet been added	"11. **<u>Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board.</u>**"	Clause 3, Article 277 of Decree 155/2020/NĐ-CP
14.	Clause 2, Article 36	"2. Resolutions of the Board of Directors shall become as of the date of passing unless otherwise specified <u>in the resolution</u>."	"2. Resolutions of the Board of Directors shall become effective as of the date of adoption unless otherwise specified in **<u>the relevant document</u>**."	

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
15.	Point b, Clause 2, Article 37	"b) To issue internal regulations of the Board of Supervisors; annually review these internal regulations together with MSB's internal accounting and reporting regulations."	"b) The Supervisory Board shall issue their internal regulations **and standards of professional ethics applicable to their members and internal auditors**, and shall annually review their internal regulations and MSB's accounting and reporting regulations."	Subpoint (i), Point đ, Clause 2, Article 72 of Circular 83/2025/TT-NHNN
16.	Point d, Clause 2, Article 37	"d) To supervise MSB's financial status and assess, evaluate the semi-annual and annual financial statements, including those audited by an independent auditor; to report to the General Meeting of Shareholders on the evaluation results and assess the reasonableness, legitimacy, accuracy, and prudence in accounting, statistics, and financial reporting. The Supervisory Board may consult the Board of Directors before submitting its report and recommendations to the General Meeting of Shareholders."	"d) The Supervisory Board shall monitor MSB's financial condition and appraise MSB's financial statements for the first six (06) months of the year and annual financial statements, shall report to the General Meeting of Shareholders on the results of the appraisal of the financial statements, and shall assess the reasonableness, legitimacy, truthfulness, and prudence in accounting, statistical, and financial reporting activities. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders."	Clause 4, Article 52 of Law on Enterprises number 32/2024/QH15
17.	Article 37	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"n) **The Supervisory Board shall issue, amend, and supplement the annual internal audit plan**."	Clause 2, Article 69 of Circular 83/2025/TT-NHNN
18.	Article 37	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"o) **The Supervisory Board shall approve reports on internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, ad-hoc internal audit reports, and any other report in accordance with applicable regulations.**"	Point 1, Clause 73, and Point đ, Clause 2 and Point b Clause 4 Article 9 of Circular

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
				83/2025/TT-NHNN
19.	Article 37	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"p) **The Supervisory Board shall perform senior management oversight of the Internal Audit Department's compliance with the applicable regulations governing the powers and responsibilities of the Internal Audit Department and internal auditors.**"	Point b, Clause 2, Article 12 of Circular 83/2025/TT-NHNN
20.	Article 37	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"q) **The Supervisory Board shall supervise and assess compliance with standards of professional ethics by members of the Supervisory Board and internal auditors.**"	Point a, Clause 1, Article 72 of Circular 83/2025/TT-NHNN
21.	Article 46	"Article 46. Eligibility and Qualification for Internal Auditors, Chief Internal Auditor, and Deputy Chief Internal Auditor 1. Internal Auditors, Chief Internal Auditor, and Deputy Chief Internal Auditor shall earn a bachelor's or higher degree in one of the fields of economics, business administration, law, accounting, or auditing; shall earn a bachelor's or higher degree in information technology or, if IT auditors, in appropriate fields. 2. Internal Auditors shall have no less than two (02) years', and Chief Internal Auditor shall have no less than three (03) years' direct working experience in banking, finance, accounting, or auditing, ; and IT auditors shall have no less than two (02)	This provision has been stipulated in the Internal Audit Code of Practice (QC.KS.002)	Internal documents

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		years' working experience in information technology"		
22.	Article 50	This provision has not yet been added	"b) The CEO shall not be a related person of MSB's Managers, any member of the Supervisory Board of MSB, any appointed representative of the state capital interests in MSB, or any appointed representative of an enterprise's capital interests in MSB, in accordance with Point d, Clause 46, Article 4 of the Law on Securities."	155/2020/NĐ-CP Point b, Clause 5, Article 162 of the Law on Enterprises 2020 and Clause 5, Article 291 of Decree 155/2020/NĐ-CP
23.	Article 57	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"10. The Board of Directors shall coordinate with the Internal Audit Department during internal audits of senior management oversight of the Board of Directors."	Point a, Clause 2, Article 65 of Circular 83/2025/TT-NHNN
24.	Article 57	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"11. The Board of Directors shall implement the recommendations made to them by the Supervisory Board in any reports on internal audit results, and shall notify the Supervisory Board of the results of such implementation."	Point b, Clause 2, Article 65 of Circular 83/2025/TT-NHNN
25.	Article 59	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"5. The CEO shall coordinate with the Internal Audit Department during internal audits of senior management oversight of the CEO."	Subpoint (i), Point a, Clause 3, Article 65 of Circular 83/2025/TT-NHNN
26.	Article 59	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-	"6. The CEO shall direct the Risk Management Department and relevant departments to	Subpoint (ii), Point a, Clause 3,

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
		NHNN (replacing Circular 13/2018/TT-NHNN).	provide all information on risks necessary to enable the Internal Audit Department to formulate the internal audit plan."	Article 65 of Circular 83/2025/TT-NHNN
27.	Article 59	This provision has not yet been incorporated in accordance with Circular 83/2025/TT-NHNN (replacing Circular 13/2018/TT-NHNN).	"7. The CEO shall receive internal audit reports, organize the implementation of recommendations made to the CEO by the Supervisory Board in any reports on internal audit results, and report the results of such implementation to the Supervisory Board."	Subpoint (iii), Point a, Clause 3, Article 65 of Circular 83/2025/TT-NHNN
28.	Clause 1, Article 69	"1. This Corporate Governance Charter shall take effect from XX (month) XX (day), 2025 in accordance with Resolution XX/NQ-ĐHĐCĐ dated XX (month) XX (day), 2025 adopted by the General Meeting of Shareholders, and shall replace the 6th edition of the Corporate Governance Charter, number QC.HC.003, issued on April 23, 2024 by the Board of Directors regarding MSB's corporate governance activities."	"1. **This Corporate Governance Charter shall become effective as of … pursuant to Resolution XX/NQ-ĐHĐCĐ issued on April XX, 2026 by the General Meeting of Shareholders, and shall replace and supersede Corporate Governance Charter number QC.HC.003 (08th edition) issued on April 21, 2025 by the Board of Directors pertaining to the organization and operation of the Board of Directors.**"	To update the time of amendment to the Corporate Governance Charter

KEY AMENDMENTS AND SUPPLEMENTS TO
THE RULES OF ORGANIZATION AND OPERATION OF VIETNAM COMMERCIAL JOINT STOCK BANK (MSB)

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
1.	Clause 14, Article 4	"14. To promulgate internal regulations related to the organization, administration and operations of MSB, including the authority to decide compensation levels for damages and losses arising during the business process and risk treatment. The Board of Directors can decentralize the authority to promulgate internal regulations to other competent levels of MSB."	"14. The Board of Director shall **issue Financial Management Regulations,** standards of professional ethics, except for standards of professional ethics applicable to members of the Supervisory Board and internal auditors, and internal regulations relating to the organization, governance, and operations of MSB in accordance with applicable laws, except for matters that fall within the authority of the General Meeting of Shareholders or the Supervisory Board, including the authority to decide on compensation and/or indemnification for damages and losses arising in the course of business activities and the handling of risks. The Board of Directors may delegate the authority to issue internal regulations to other competent authorities within MSB."	Point d, Clause 1, Article 5 of Circular 83/2025/TT-NHNN
2.	Clause 16, Article 4	"16. To consider and approve annual reports"	"16. The Board of Director shall review and approve annual reports and **yearly reports on the results of self-inspection and assessment of control activities.**"	Point a, Clause 2 and point a, Clause 4, Article 10 of Circular 83/2025/TT-NHNN
3.	Article 4	This provision has not yet been added	"**17. The Board of Director shall issue standards of professional conduct, except for standards of professional conduct**	Point đ, Clause 1, Article 5 of Circular

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
			applicable to members of the Supervisory Board and internal auditors)."	83/2025/TT-NHNN
4.	Article 4	"21. To propose profit distribution plan and dividend level to be paid; Decide on the time limit and procedures for paying dividends or handling losses arising during the business process."	"21. The Board of Director shall propose plans for profit distribution and amounts of dividend to be paid, or the handling of losses arising in the course of business activities, **and, after obtaining approval by Annual General Meetings of Shareholders, distribute dividends to shareholders in accordance with applicable laws.**"	Clause 10, Article 278 of Decree 155/2020/NĐ-CP
5.	Article 4	"21. To Select an independent auditing organization from the list of independent auditing organizations approved by the General Meeting of Shareholders to audit MSB's activities in accordance with the provisions of the Law and/or at the request of competent state agencies."		To reflect actual operating practices (this matter should fall within the authority of the General Meeting of Shareholders)
6.	Article 6	This provision has not yet been added	"11. Each independent member of the Board of Directors shall prepare reports on their assessment of the activities of the Board."	Clause 3, Article 277 of Decree 155/2020/NĐ-CP
7.	Article 19	"1. These Rules shall become effective as of July 01, 2024 pursuant to Resolution XX/NQ-ĐHĐCĐ issued on … by the General Meeting of Shareholders, and shall replace and supersede Rules QC.BM.006 (07th edition) issued on September 26, 2023 by the Board of Directors pertaining to the organization and operation of the Board of Directors."	"**1. These Rules shall become effective as of … pursuant to Resolution XX/NQ-ĐHĐCĐ issued on … by the General Meeting of Shareholders, and shall replace and supersede Rules QC.BM.006 (08th edition) issued on April 23, 2024 by the Board of Directors pertaining to the organization and operation of the Board of**	To update the time of approval of the Rules

No.	Amendment	Previous Provisions	Revised Provisions	Basis for Amendment
			Directors.”	

AMENDMENTS TO QC.BM.008 – REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE BOARD OF SUPERVISORS

No.	Amendment content	Existing provisions	New provisions	Basis/Reason for amendment
1	Clause 2, Article 3	2. Issue internal regulations of the Board of Supervisors; annually review the internal regulations of the Board of Supervisors and MSB's internal regulations on accounting and reporting.	2. Issue internal regulations of the Board of Supervisors and professional ethical standards applicable to members of the Board of Supervisors and internal auditors; review annually the internal regulations of the Board of Supervisors and MSB's internal regulations on accounting and reporting.	Item i, Point c, Clause 2, Article 72 of Circular No. 83/2025/TT-NHNN
2	Article 3	The provision has not been updated in accordance with Circular No. 83/2025/TT-NHNN (replacing Circular No. 13/2018/TT-NHNN).	14. Issue, amend and supplement the annual internal audit plan.	Item iii, Point c, Clause 2, Article 72 of Circular No. 83/2025/TT-NHNN
3	Article 3	The provision has not been updated in accordance with Circular No. 83/2025/TT-NHNN (replacing Circular No. 13/2018/TT-NHNN).	15. Approve reports on Internal audit results, annual internal audit reports submitted to the State Bank of Vietnam, extraordinary internal audit reports, and other reports as prescribed, if any.	Point d, Clause 2 and Point b, Clause 4, Article 9; Point a, Clause 1, Article 73 of Circular No. 83/2025/TT-NHNN
4	Article 3	As prescribed in Clause 5, Article 10 (detailed in Nos. 5 and 6 below).	16. Supervise senior management's oversight of the Internal audit function in the performance of the rights and responsibilities of the Internal audit function and Internal auditors. 17. Supervise and assess compliance with professional ethical standards by members of the Board of Supervisors and Internal auditors.	Point b, Clause 2, Article 12; Article 71; Clauses 1, 2 and 3, Article 72 of Circular No. 83/2025/TT-NHNN
5	Clause 5, Article 10	Relationship with internal audit: The Board of supervisors shall supervise internal audit, including:	These matters have been incorporated into Clauses 16 and 17, Article 3 – Duties and powers of the Board of Supervisors.	Point b, Clause 2, Article 12; Article 71; Clauses 1, 2 and 3, Article 72 of Circular

No.	Amendment content	Existing provisions	New provisions	Basis/Reason for amendment
		a) Supervise and assess compliance with professional ethical standards by internal auditors; b) Supervise the internal audit function in: - Performing internal audit; - Reviewing and assessing the effectiveness of internal audit and the performance of the Head of internal audit; - Addressing and remedying deficiencies and limitations of Internal audit in accordance with the requirements and recommendations of the State Bank of Vietnam, the independent audit organization and other competent authorities; c) Other matters as prescribed by the Board of Supervisors. The Head of Internal Audit shall promptly report to the Board of Supervisors upon detecting violations or risks of violations of internal audit principles.		No. 83/2025/TT-NHNN.