

THE REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

MOBILE WORLD INVESTMENT CORPORATION

(Approved by the Resolution of the General Meeting of Shareholders No. 01_2023/NQDHDCD/MWG on April 8th, 2023.)

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

1.1 Scope:

The Regulations on the Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws.

1.2 Regulated entity:

Board of Directors and its members.

Article 2. Operating principles

2.1 The Board of Directors shall work on the collective regime. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.

2.2 The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

3.1 Members of the Board of Directors have all the rights specified in the Law and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

3.2 Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:

3.2.1 Perform their duties honestly and prudently for the best interests of the Company and its shareholders;

3.2.2 Attend all meetings of the Board of Directors and provide feedbacks;

- 3.2.3 Promptly and fully inform the Board of Directors of the remunerations received from the subsidiary companies, associate companies and other organizations;
- 3.2.4 Report to the Board of Directors at the latest meeting regarding the transactions among the Company, subsidiary companies and other companies owned more than 50% by the Company, with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;
- 3.2.5 Disclose information when trading the Company's shares as required by law.
- 3.3 Independent members of the Board of Directors shall prepare reports on the performance of the Board of Directors.

Article 4. Rights to be provided with information of members of the Board of Directors

- 4.1 Members of the Board of Directors have all the rights to request the General Director and other managers of the Company to provide information and documents about the finance and business performance of the Company and its units.
- 4.2 The managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the following Charter.

Article 5. Term of office and quantity of members of the Board of Directors

- 5.1 Term of office and quantity of members of the Board of Directors in the Company's Charter and Internal Management Regulations.
- 5.2 In case the term of office of all members of the Board of Directors ends at the same time, all of them will remain members of the Board of Directors, until new members are elected and take over the work unless otherwise prescribed by the Company's Charter.

Article 6. Requirements to be satisfied by members of the Board of Directors

- 6.1 In addition to the standards and conditions prescribed in the Company's Charter and Internal Management Regulations, a member of the Board of Directors shall satisfy the following requirements:
 - 6.1.1 He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
 - 6.1.2 A member of the Board of Directors may concurrently hold the position of member of Board of Directors of up to 05 (five) other companies;
- 6.2 An independent member of the Board of Directors according to the provisions of the Law on Enterprises shall satisfy the following requirements:

- 6.2.1 He/she is not working for the Company, parent company or subsidiary companies of the Company; he/she is not a person who used to work for the Company, parent company or subsidiary companies of the Company over the last 03 years;
 - 6.2.2 He/she is not a person who is receiving salary or remuneration from the Company, except the allowances to which members of the Board of Directors are entitled as per regulations;
 - 6.2.3 His/her spouse, biological parents, adoptive parents, biological children, adopted children, siblings are not major shareholders of the Company; are not managers of the Company or its subsidiary companies;
 - 6.2.4 He/she does not directly or indirectly hold at least 01% of the total voting shares of the Company;
 - 6.2.5 He/she does not hold the position of member of the Board of Directors of the Company over the last 05 years, unless he/she is designated for 02 consecutive terms;
 - 6.2.6 Other requirements specified in the Company's Charter and Internal Management Regulations.
- 6.3 The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the lastest GMS or convene the GMS to elect or replace the independent member within 06 months from the day on which the notice is received from the disqualified member.

Article 7. Chairman of the Board of Directors

- 7.1 The Chairman of the Board of Directors shall be elected, relieved of duty or dismissed by the Board of Directors from among the members of the Board of Directors.
- 7.2 The Chairman of the Board of Directors must not concurrently hold the position of General Director.
- 7.3 The Chairman of the Board of Directors has the rights and obligations according to the provisions of the Company's Charter and the following rights and obligations:
 - 7.3.1 Formulate operating plans and programs of the Board of Directors;
 - 7.3.2 Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
 - 7.3.3 Organize the ratification of resolutions and decisions of the Board of Directors;
 - 7.3.4 Supervise the process of implementation of resolutions and decisions of the Board of Directors;
 - 7.3.5 Chair the General Meeting of Shareholders ("GMS");

- 7.3.6 Sign the Resolutions/Decisions on behalf of the Board of Directors;
 - 7.3.7 Proposing the Board of Directors on the appointment and dismissal of the General Director. On behalf of the Board of Directors to sign a labor contract with the General Director;
 - 7.3.8 In case of necessity, the Chairman of the Board of Directors can temporarily suspend the decisions of the General Director to limit losses and then must report in writing to the Board of Directors for an official decision regarding the suspension or cancellation of such suspension decision within fifteen (15) days from the date of issuance of such suspension decision;
 - 7.3.9 Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.
- 7.4 In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within (10) days from the resignation or dismissal date. In case the Chairman of the Board of Directors is not present or is not able to perform his/her duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until the Board of Directors issues a new decision.
- 7.5 Where necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:
- 7.5.1 Assist in convening the GMS; take minutes of meetings;
 - 7.5.2 Assist members of the Board of Directors in the performance of their rights and obligations;
 - 7.5.3 Assist the Board of Directors in application and implementation of company administration rules;
 - 7.5.4 Assist the Company in development of a relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
 - 7.5.5 Other rights and obligations prescribed by law and the Company's Charter.

Article 8. Dismissal, replacement and addition of members of the Board of Directors

- 8.1 A member of the Board of Directors will be dismissed, replaced by the GMS in the cases specified in the Internal Management Regulations.

- 8.2 Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other than those specified in Clause 1 of this Article.
- 8.3 The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:
 - 8.3.1 The number of members of the Board of Directors decreases by more than one-third of the number specified in the Company's Charter, in which case the Board of Directors shall convene the GMS within (60) days from the said date;
 - 8.3.2 The number of independent members of the Board of Directors falls below the minimum number according to the provisions of the Law on Enterprises;
 - 8.3.3 Except in the cases specified in Clause 8.3.1 and Clause 8.3.2 of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

Article 9. Method for election, dismissal and discharge of members of the Board of Directors

- 9.1 The shareholder or group of shareholders that hold(s) at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors; candidates shall be nominated as follows:
 - 9.1.1 The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders of the meeting to the attending shareholders at least 10 (ten) days before the opening of the GMS;
 - 9.1.2 Depending on the quantity of members of the Board of Directors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the number specified in the decision of the GMS, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
- 9.2 In case the number of candidates is smaller than the minimum number according to the provisions of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on the operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.
- 9.3 Voting to elect members of the Board of Directors shall be carried out by cumulative voting according to the provisions of the Law on Enterprises.
- 9.4 In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.
- 9.5 The election, dismissal and discharge of members of the Board of Directors shall be decided by the GMS by voting.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors

- 10.1 After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 (ten) days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties honestly and prudently for the company's best interests if he/she is given the position of member of the Board of Directors. Information about candidates includes:
- 10.1.1 Full name, date of birth;
 - 10.1.2 Qualifications;
 - 10.1.3 Work experience;
 - 10.1.4 Other managerial positions (including positions in the Board of Directors of other companies);
 - 10.1.5 Interests relevant to the Company and the Company's related parties;
 - 10.1.6 Other information (if any) specified in the Company's Charter;
 - 10.1.7 The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).
- 10.2 The results of the election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

- 11.1 The Board of Directors is a governing body of the Company and has the full authority to make decisions, and exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.
- 11.2 Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. The Board of Directors has the rights and obligations according to the provisions of the Company's Charter.
- 11.3 The Board of Directors shall ratify resolutions and decisions by voting at meetings, questionnaire surveys or other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote.
- 11.4 In case the Board of Directors ratifies a resolution or decision against regulations of law, resolution of the GMS or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation for the Company; the members who vote

against the unconformable resolution or decision are exempt from responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconformable resolution or decision.

Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts

- 12.1 The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 (twelve) months from the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed in The Company's Charter between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises.
- 12.2 The Company's representatives shall send notices to members of the Board of Directors and the Board of Controllers when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 (fifteen) days from the receipt of the notice unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

Article 13. Responsibility of the Board of Directors to convene extraordinary GMS

- 13.1 The Board of Directors shall convene an extraordinary GMS in the cases specified in the Law on Enterprises and the Company's Charter. Order and procedures for convening an extraordinary GMS in accordance with the law and the Company's Charter.
- 13.2 The person who convenes the GMS shall perform the following tasks:
- 13.2.1 Compile a list of shareholders having the right to participate in the meeting;
 - 13.2.2 Provide information and settle complaints relevant to the list of shareholders;
 - 13.2.3 Prepare the meeting agenda and contents;
 - 13.2.4 Prepare meeting documents;
 - 13.2.5 Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors;
 - 13.2.6 Determine the meeting time and location;
 - 13.2.7 Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;
 - 13.2.8 Other tasks for the meeting.

Article 14. Subcommittees of the Board of Directors

- 14.1 The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit and risk management. The number of members of each subcommittee shall be decided by the Board of Directors. The subcommittees shall operate in accordance with the regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.
- 14.2 The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of Law, the Company's Charter and company administration regulations.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

- 15.1 The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 (one) person to convene the Board of Directors.
- 15.2 The Board of Directors shall have at least 01 (one) meeting per quarter and may have ad hoc meetings.
- 15.3 The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the case specified in the Company's Charter
- 15.4 The order and procedures for conducting meetings of the Board of Directors are carried out in accordance with the law, the Company's Charter and the Internal Management Regulations.

Article 16. Minutes of meetings of the Board of Directors

- 16.1 Minutes of all meetings of the Board of Directors shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
- 16.1.1 The enterprise's name, headquarters address, identification number;
 - 16.1.2 The meeting time and location;
 - 16.1.3 Purposes, agenda and contents of the meeting;
 - 16.1.4 Full name of every participating member and their authorized participants; full names of absent members and reasons;
 - 16.1.5 Issues to be discussed and voted at the meeting;
 - 16.1.6 Summaries of opinions of each participating member in chronological order;

- 16.1.7 The voting result, including specific members that cast affirmative votes, negative votes and abstentions;
 - 16.1.8 Ratified issues and ratio of affirmative votes;
 - 16.1.9 Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.
- 16.2 In case the chairperson or the secretary refuses to sign the meeting minutes, but if all other members of the Board of Directors attend the meeting to sign and have all the contents as prescribed in the Law on Enterprises, these minutes will be effective.
- 16.3 Chairman, Board Secretary and others who sign the minutes shall be responsible for their truthfulness and accuracy.
- 16.4 The meeting minutes of the Board of Directors and other documents used in the meeting shall be retained at the Company's office.
- 16.5 The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese and foreign languages, the former shall apply.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

- 17.1 At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:
- 17.1.1 The Company's income statement;
 - 17.1.2 The financial statement;
 - 17.1.3 The report on management and administration of the Company;
- 17.2 The reports mentioned in this Article, verification reports of the Board of Controllers and audit reports shall be retained at the Company's office at least 10 (ten) days before the opening date of the GMS unless the Company's Charter prescribes a longer time.

Article 18. Remunerations, bonuses and other benefits of members of the Board of Directors

- 18.1 Members of the Board of Directors are entitled to remunerations. The GMS decides the remuneration of the members of the Board of Directors at the annual meeting.
- 18.2 The remuneration of each member of the Board of Directors is included in the business expenses of the Company in accordance with the law on corporate income tax, shown in a separate section in the annual financial statements of the Company and must be reported to the Company and reported to the GMS at the annual meeting.
- 18.3 Other expenses related to members of the Board of Directors such as travel, meals and accommodation expenses that the members of the Board of Directors have to pay when performing their responsibilities as a member of the Board of Directors and

other payments to members of the Board of Directors as provided for in the Company's Charter and decided by the GMS at the annual meeting.

Article 19. Disclosure of related interests

The disclosure of interests and related persons of members of the Board of Directors shall comply with the Company's Charter and the following regulations:

19.1 Members of the Board of Directors shall declare their related interests, including:

19.1.1 Names, enterprise ID numbers, headquarters addresses, and business lines of enterprises in which they have stakes or shares; their holdings and time of holdings;

19.1.2 Names, enterprise ID numbers, headquarters addresses, and business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of charter capital.

19.2 The information mentioned in Clause 19.1 shall be declared within 07 working days from the occurrence date of related interests; any revision shall be informed to the Company within 07 (seven) working days from its occurrence date.

19.3 Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the Board of Directors must explain the nature and contents of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

20.1 The relationship between members of the Board of Directors is cooperation. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

20.2 During the working process, the member in charge shall coordinate the operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board of Directors, the member in charge shall submit a report to the Chairman of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this document.

20.3 In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the Chairman of the Board of Directors.

Article 21. Relationship with the executive board

With the governing role, the Board of Directors shall promulgate resolutions, which will be implemented by the General Director, who supervises and inspects the implementation of resolutions.

Article 22. Relationship with the Board of Controllers or Audit Committee

- 22.1 The relationship between the Board of Directors and Audit Committee is cooperation. The Board of Directors shall work with the Audit Committee on equality and independence principles, cooperate and assist one another in performing their tasks.
- 22.2 When receiving inspection records or consolidated reports of the Audit Committee, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.

Chapter VII

IMPLEMENTATION CLAUSES

Article 23. Effect

The Regulations on Operation of the Board of Directors of Mobile World Investment Corporation consists of 07 (seven) chapters, 23 (twenty-three) articles and comes into force from 08/04/2023.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

(Signed and sealed)

NGUYEN DUC TAI