

VINFAST AUTO LTD.

COMPENSATION COMMITTEE CHARTER

(As of August 14th, 2023)

The board of directors (the “*Board*”) of VinFast Auto Ltd. (together with its subsidiaries, the “*Company*”) has constituted and established a compensation committee with the authority, responsibility and duties as described in this Compensation Committee Charter (this “*Charter*”).

I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors and the administration of the Company’s equity incentive plans.

II. Composition

The Committee shall consist of at least three directors, each of whom shall satisfy the independence requirements of NASDAQ, except as otherwise permitted by applicable NASDAQ rules, and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Act 1967 (the “*Singapore Companies Act*”) (where applicable). Committee members shall be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Singapore Companies Act and the Company’s Constitution (as may be amended, restated or supplemented from time to time, the “*Constitution*”). Unless otherwise restricted by any relevant provisions of the Singapore Companies Act (where applicable) or the Constitution, all meetings of the Committee may be held by means of telephone or video conference or other methods of simultaneous communication by electronic, audio, audio-visual or other similar means or other technology by which all Directors participating in the meeting are able to hear and be heard by or to communicate with all the other Directors participating. In addition, unless otherwise restricted by any relevant provisions of the Constitution, a resolution in writing of the Committee shall only be effective as a resolution duly passed at a meeting of the Committee duly convened and held if such resolution in writing is signed or approved by a simple majority of Directors or their alternates for the time being (who are not prohibited by law or the provisions of this charter from voting on such resolutions) comprising the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee shall take into consideration all factors, including any applicable factors under NASDAQ rules, relevant to the adviser’s independence from management. The Committee shall be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Constitution and applicable NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation.* The Committee shall review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee shall evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), shall set the Chief Executive Officer's compensation.

2. *Other Executive Officer Compensation.* The Committee shall review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

3. *Director Compensation.* The Committee shall periodically review and make recommendations to the Board regarding director compensation, subject always to compliance with the relevant provisions of the Singapore Companies Act, including without limitation, section 77 (options over unissued shares), section 162 (loans and quasi-loans to directors, credit transactions and related arrangements), section 168 (payments to director for loss of office, etc.) and section 169 (provision and improvement of director's emoluments).

4. *Incentive and Equity Compensation.* Subject to regulations of Companies Act 1967 and provisions of the Company's constitution, the Committee shall administer the Company's equity-based compensation plans, including without limitation to approve the adoption of such plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards, subject always to compliance with the relevant provisions of the Singapore Companies Act, including without limitation, section 77 (options over unissued shares).

5. *Abstention from voting.* No member of the Committee shall participate in any deliberation or decision if he/she is directly or indirectly interested in the matter to be resolved by the Committee.

6. *Regulatory Compliance.* The Committee shall review compensation and benefit policies and practices to ensure compliance with applicable laws and regulations.

7. *Employment Agreements and Severance Arrangements.* The Committee shall review and recommend to the Board employment agreements and severance arrangements for the Company's executive officers.

8. *Risk Management.* The Committee shall review the Company's compensation policies and practices and assess whether such policies and practices may create risks that are reasonably likely to have a material adverse effect on the Company.

9. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee shall annually perform an evaluation of the performance of the Committee.

11. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.