

VINFAST AUTO LTD.
CORPORATE GOVERNANCE GUIDELINES

(As of August 14th, 2023)

The Board of Directors (the “**Board**”) of VinFast Auto Ltd. (together with its subsidiaries, the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Constitution (as may be amended, restated or supplemented from time to time, the “**Constitution**”), and other corporate governance documents and in the event of any conflict between applicable laws (including the Companies Act 1967 of Singapore (the “**Singapore Companies Act**”), the Company’s Constitution or other corporate governance documents and these Guidelines, the applicable laws, the Company’s Constitution and other corporate governance documents shall supersede these Guidelines. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines shall be subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by applicable laws and regulations.

I. THE BOARD

A. Size of the Board

The Company’s Constitution provides that the number of directors shall not be less than two (2). The Nominating and Governance Committee shall periodically review the size of the Board, and may make recommendations to the Board regarding the size that is most effective in relation to future operations.

B. Independence of the Board

Except as otherwise permitted by the applicable rules of NASDAQ, the Board shall be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under NASDAQ rules.

C. Separate Sessions of Non-Management Directors

The non-management directors shall meet in executive session without management directors or management present on a regularly scheduled basis, but no less than twice per year. The Company shall hold an executive session including only Independent Directors at least once per year. Independent directors are non-management directors.

D. Director Qualification Standards and Additional Selection Criteria

The Nominating and Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, shall evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition, the Nominating and Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

E. Selection of New Directors

Each year, at the annual meeting, the Board shall recommend a slate of directors for election by the shareholders. The Nominating and Governance Committee shall be primarily responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

F. Director Orientation and Continuing Education

Management shall provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management may provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

G. Service on Other Boards

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and Governance Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Nominating and Governance Committee or the Chairman of the Board or the Chief Executive Officer or otherwise make the Company aware of such position. The Nominating and Governance Committee shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with these Guidelines and any other policy of the Company. Further, because of the Audit Committee's demanding role and responsibilities, and the time commitment attendant to such committee membership, each prospective Audit Committee member should evaluate carefully the existing demands on his or her time before accepting this important assignment and no member of the Audit Committee shall serve on audit committees of more than five public companies, including the Company, without prior determination by the Board of Directors that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee.

H. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Governance Committee of such circumstances. The Nominating and Governance Committee shall consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board, if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

I. Term Limits

The Board does not believe it is in the best interests of the Company to establish director term limits, as such term limits may cause the Company to lose the contribution of directors who have been able

to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

J. Director Responsibilities

The business and affairs of the Company shall be managed by or under the direction of the Board. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith and within the powers conferred upon them pursuant to the Company's constitution;
- acting in what they honestly believe to be the interests of the Company;
- not placing themselves in a position where there is or could be a conflict between their duties to the company and their personal interests;
- using a minimum degree of care, skill and diligence and to act honestly in the execution of their duties;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company;
- ensuring that the business of the Company is conducted so as to further the long-term interests of its shareholders; and
- complying with their statutory duties under applicable laws, including the Singapore Companies Act, the Insolvency, Restructuring and Dissolution Act 2018 of Singapore, the Securities and Futures Act 2001 of Singapore and (to the extent applicable) the Singapore Code on Take-Overs and Mergers, such as, *inter alia*, (i) disclosure of their interests in any transaction or proposed transaction with the Company, (ii) filing returns and furnishing the Accounting and Corporate Regulatory Authority with the requisite information on themselves and/or the Company, (iii) ensuring the maintenance of accounting and other records as will sufficiently explain the transactions and financial position of the Company, (iv) not dealing with or disposing of the Company's property or falsifying Company documents within 12 months before the commencement of judicial management or winding up proceedings or at any time thereafter, (v) not trading wrongfully such that the Company incurs debts or other liabilities while insolvent (or that result in the Company becoming insolvent), where it has no reasonable prospect of meeting them in full, (vi) not using the Company for fraudulent trading to defraud creditors and (vii) not allowing the Company to pay dividends unless there are profits available for that purpose.

Except for rights and responsibilities that a non-management director may have as a member of the Audit Committee, and the right to vote for or against matters discussed/decided in the Board's resolution, non-management directors shall not be allowed to individually act on behalf of the Company in any matters and/or transactions.

K. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders, subject to compliance with the relevant provisions of the Singapore Companies Act as to *inter alia* payments to director for loss of office and provision and improvement of directors' emoluments. The Compensation Committee shall review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers shall not receive additional compensation for their service as directors.

Except as otherwise permitted by applicable NASDAQ rules and the applicable provisions of the Singapore Companies Act, members of the Audit Committee and the Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

L. Stock Ownership

The Company encourages directors to own shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

M. Conflicts of Interest

Without prejudice to the generality of the duties of Directors set out in section J above, directors are required to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board.

N. Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers regarding the Company's operations to the Chief Executive Officer or the applicable management representative. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairperson of the Board.

O. Board Access to Senior Management

The Board shall have sufficient access to Company management in order to ensure that directors can ask any questions and receive all information reasonably necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer.

P. Board Access to Independent Advisors

The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities. The Board committees may also hire independent advisors.

Q. Self-Evaluation

In accordance with its charter, the Nominating and Governance Committee shall oversee an annual assessment of the Board and its committees.

II. BOARD MEETINGS

A. Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business, and in accordance with the Company's Constitution and applicable law. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director shall be expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director shall be expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the non-management directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting. If such director is the Chairperson of the Board or a committee of the Board, he or she will notify the other members of the Board or committee, as applicable.

C. Attendance of Non-Directors

The Board encourages the Chairperson of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings shall be at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting shall be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors shall be expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Board currently has four standing committees: (i) the Audit Committee, (ii) the Compensation Committee, (iii) the Nominating and Governance Committee, and (iv) the Disclosure Committee. From time to time and depending upon the circumstances, the Board may form a new committee or disband a current committee. Each committee shall perform its duties as assigned by the Board in compliance with the Company's Constitution and the committee's charter, if adopted. It shall be the responsibility of the directors to attend the meetings of the committees on which they serve.

IV. SUCCESSION PLANNING

The Board (or a committee delegated by the Board) shall (i) work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's

retirement and in the event of an unexpected occurrence, and (ii) periodically review the performance of the Chief Executive Officer.

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Attachment A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

The Nominating and Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria:

In evaluating director candidates, the Nominating and Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A. The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B. The candidate's experience as a board member of another publicly held company;
- C. The candidate's professional and academic experience relevant to the Company's industry, operations, business lines and target markets;
- D. The candidate's ability to exercise mature business judgment, including, but not limited to, the ability to make independent analytical inquiries;
- E. The candidate's diversity of background and perspective, including, but not limited to, with respect to age, gender, race and geographic background as well as diversity of expertise and experience in substantive matters pertaining to the Company's business relative to the other directors;
- F. The strength of the candidate's leadership skills;
- G. The candidate's experience in finance and accounting and/or executive compensation practices; and
- H. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.

The Nominating and Governance Committee and the Board are committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which new Board candidates are chosen. Each individual will be evaluated in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business.