

**ABBANK**

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 20-04-2022



## AMENDMENT AND SUPPLEMENTATION OF ABBANK'S CHARTER



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Liberty – Happiness**

*Hà Nội, March 29, 2022*

**SUBMISSION ON AMENDING AND SUPPLEMENTING  
ABBANK'S CHARTER**

*(To be submitted to the General Meeting of Shareholders on April 20, 2022)*

To the attention of the General Meeting of Shareholders

The Board of Directors would like to propose the General Meeting of Shareholders to accept the amendment and supplementation of ABBANK's Charter, specifically as follows:

**I. NEED FOR MODIFICATION, SUPPLEMENTATION OF ABBANK'S CHARTER**

1. The current ABBANK Charter approved by the General Meeting of Shareholders on April 29, 2021, is built on the basis of the 2010 Law on Credit Institutions (amended and supplemented in 2017); Securities Law 2019, Enterprise Law 2020 and guiding documents, standardized according to the Model Charter of public companies according to Circular No. 116/2020/TT-BTC.
2. ABBANK just finished the entire 2-phase roadmap to increase charter capital according to the Resolution of the Annual General Meeting of Shareholders in 2021, including offering shares to existing shareholders, issuing shares under the Program ESOP for employees (phase 1) and issue of shares to increase charter capital from equity (phase 2). Accordingly, the total charter capital of ABBANK has increased from VND5,713,113,550,000 before the capital increase to VND9,409,470,820,000 after completing the entire capital increase roadmap. Therefore, the charter capital and total number of shares need to be updated in ABBANK's Charter.
3. Foreign ownership in ABBANK including major shareholders Maybank and IFC before capital increase accounted for 30% (the maximum level prescribed by law for credit institutions). Because both major foreign shareholders did not exercise the right to buy the shares offered to existing shareholders and ABBANK issued an additional 2% of ESOP shares to employees, after increasing charter capital, the actual foreign ownership ratio at ABBANK decreased to 25.004%. Pursuant to the provisions of Article 139.1(b)(e) Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of the Securities Law, ABBANK has the right to decide the maximum foreign ownership ratio lower than the rate prescribed by law when approved by the General Meeting of Shareholders and specified in the Charter. Based on the actual situation of ABBANK and the market, it is necessary to amend the charter to stipulate the maximum limit of foreign ownership in ABBANK lower than the general regulation in the current period to ensure stability of the Bank and actively reserve room for foreign major/strategic shareholders when needed.
4. In addition, the National Assembly recently passed Law No. 03/2022/QH15 dated January 11, 2022 amending and supplementing a number of articles of the Enterprise Law effective from March 1, 2022. Therefore, it is necessary to review the relevant contents of ABBANK's Charter to adjust to comply with the provisions of this Law, specifically the regulations related to the minutes of the Board of Directors meeting.

**II. CONTENT OF AMENDMENT AND SUPPLEMENT TO THE CHARTER**

**1. Article 9.1 is amended as follows:**

“Article 9. Charter capital

1. The charter capital of ABBANK is: 9,409,470,820,000 VND (nine thousand four hundred and nine billion, four hundred seventy million, eight hundred and twenty thousand Dong)”.

**2. Article 11.1 is amended as follows:**

“Article 11. Shares

1. ABBANK's charter capital is divided into 940,947,082 (nine hundred and forty million, nine hundred and forty seven thousand, zero hundred and eighty-two) shares. Each ABBANK share has a par value of 10,000 (ten thousand) Dong”.

**3. Article 12.2 is amended and supplemented as follows:**

“Article 12. Limits on share ownership

2. For foreign investors: Total share ownership of all foreign investors in ABBANK is 24.6% of ABBANK's charter capital. Conditions, procedures for buying and selling shares, and the maximum share ownership ratio of a foreign investor shall comply with the general provisions of current laws.”

**4. Article 56.10(c) is amended and supplemented as follows:**

“Article 56. The formality of meeting of Board of Directors

10. Minutes of meetings of Board of Directors

- c) In case the Chairperson and the minutes taker refuse to sign the minutes, but if it is signed by all other members of the Board of Directors attending the meeting and agreed on the minutes; and if the minutes contains all information prescribed in Points a of this Clause, it will be effective. The minutes shall clearly state the reasons why the Chairperson and the minute taker refuse to sign on it. The persons who signed the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and minute taker shall take personal liability for the damage caused to ABBANK by refusing to sign the meeting minutes in accordance with the Law on Enterprises, this Charter and relevant laws.”

### **III. PROPOSAL**

We propose the General Meeting of Shareholders to approve the amendments and supplements to ABBANK's Charter as presented above.

Respectfully submitted.

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

*(Signed)*

**Dao Manh Khang**

**LIST OF AMENDMENTS AND SUPPLEMENTS TO CERTAIN ARTICLES OF ABBANK CHARTER (2022)**



Current regulations	Adjustments / amendments	Legal bases/reasons
<p><b>CHAPTER II:</b> <b>CHARTER CAPITAL, SHARE AND SHARE CERTIFICATE</b></p> <p align="right">ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT</p>		
<p><b>Section 1: CHARTER CAPITAL</b></p>		
<p><b>Article 9. Charter capital</b> 1. The Charter capital of ABBANK is VND 5,713,113,550,000 (Five thousand seven hundred thirteen billion, one hundred and thirteen million, five hundred and fifty thousand Vietnamese Dong)</p>	<p><b>Article 9. Charter capital</b> 1. The charter capital of ABBANK is: <del>VND 9,409,470,820,000 (nine thousand four hundred and nine billion, four hundred seventy million, eight hundred and twenty thousand Dong)</del> <b>VND 2,034,272,000 (two billion, thirty four million, two hundred and seventy two thousand Dong)</b> (nine thousand four hundred and nine billion, four hundred seventy million, eight hundred and twenty thousand Dong)".</p> <p align="right">Vào ngày / On the date: <b>20-04-2022</b></p>	<p>To update the new charter capital of ABBANK.</p>
<p><b>Section 2: SHARES AND SHARE CERTIFICATE</b></p>		
<p><b>Article 11. Shares</b> 1. The charter capital of ABBANK is divided into 571,311,355 (five hundred seventy one million, three hundred eleven thousand, three hundred and fifty five) shares. Par value of a share of ABBANK is VND 10,000 (Ten thousand Vietnamese Dong).</p>	<p><b>Article 11. Shares</b> 1. ABBANK's charter capital is divided into <b>940,947,082 (nine hundred and forty million, nine hundred and forty seven thousand, zero hundred and eighty-two)</b> shares. Each ABBANK share has a par value of VND 10,000 (ten thousand Dong)".</p>	<p>To update the new charter capital of ABBANK.</p>
<p><b>Article 12. Limits on share ownership</b> 2. For foreign investors: Foreign investors have the right to purchase shares of ABBANK. The conditions, procedures, and the limitation of ownership of shares of foreign investors shall be in accordance with regulations of the Government from time to time.</p>	<p><b>Article 12. Limits on share ownership</b> 2. For foreign investors: <b>Total share ownership of all foreign investors in ABBANK is 24.6% of ABBANK's charter capital. Conditions, procedures for buying and selling shares, and the maximum share ownership ratio of a foreign investor shall comply with the general provisions of current laws.</b>"</p>	<p>Article 139.1(b)(e) Decree 155/2020 and the actual situation of ABBANK in order to ensure the stability of the Bank.</p>
<p><b>CHAPTER III:</b> <b>ORGANIZATIONAL STRUCTURE OF ABBANK</b></p>		
<p><b>Section 3: BOARD OF DIRECTORS</b></p>		
<p><b>Article 56. The formality of meeting of Board of Directors</b> 10. Minutes of meetings of Board of Directors c) The Chairperson and the minutes maker must be responsible for the accuracy and truthfulness of the minutes of meetings of the Board of Directors. In the case the Chairperson or the minutes maker refuses to sign the meeting minutes, but it is signed by all other members of the Board of Directors attending the meeting and has all the contents specified at Point a of this Clause, the Minutes is effective.</p>	<p><b>Article 56. The formality of meeting of Board of Directors</b> 10. Minutes of meetings of Board of Directors c) In case the Chairperson and the minutes taker refuse to sign the minutes, but if it is signed by all other members of the Board of Directors attending the meeting and agreed on the minutes; and if the minutes contains all information prescribed in Points a of this Clause, it will be effective. The minutes shall clearly state the reasons why the Chairperson and the minute taker refuse to sign on it. The persons who signed the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and minute taker shall take personal liability for the damage caused to ABBANK by refusing to sign the meeting minutes in accordance with the Law on Enterprises, this Charter and relevant laws.</p>	<p>Amending and supplementing to be consistent with the Clause 2, Article 158 of the Law on Enterprises, newly amended on January 11, 2022, effective from March 1, 2022</p>

