

**INTERNAL REGULATION
ON GOVERNANCE**



DRAFT

**REGULATION ON
INTERNAL GOVERNANCE OF AN BINH
COMMERCIAL JOINT STOCK BANK**

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**REGULATION ON INTERNAL GOVERNANCE
OF AN BINH COMMERCIAL JOINT STOCK BANK**

*(Promulgated by the Decision No: /QĐ-HĐQT.25 dated 2025
of the Board of Directors of An Binh Commercial Joint Stock Bank)*

**CHAPTER I:
GENENERAL PROVISIONS****Article 1. Scope of regulation and subjects of application**

- 1.1. Scope of regulation: The Regulation on Internal Governance of ABBANK stipulates the roles, rights and obligations of the General Meeting of Shareholders; the Board of Directors; the Board of Supervisors, the General Director; transactions with related persons; reporting and information disclosure; process and procedures for the General Meeting of Shareholders; nomination, election, dismissal and removal Member of the Board of Directors, the Board of Supervisors, the General Director; and other related issues in accordance with the provisions of the Charter of ABBANK and the provisions of laws.
- 1.2. Subjects of application: This Regulation is applicable to ABBANK's management apparatus; shareholders, managers, executives, and their related persons; and other related unites and individuals.

Article 2. Interpretation of terms

- 2.1. The following terms in this Regulation shall have the meanings set out below, unless otherwise specified in the context:
- a) *Laws*: means all Codes, Laws, ordinances, decrees, decisions, circulars and other legislations provided in Law on Promulgation of Legal Documents.
 - b) *Law on Credit Institutions*: means the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and taking effect on July 01, 2024.
 - c) *Law on Enterprises*: means the Law on Enterprises adopted by the National Assembly on June 17, 2020 and taking effect on January 01, 2021, which was amended and supplemented on January 11, 2022, the amended and supplemented contents take effect from March 1, 2022.
 - d) *Law on Securities*: means the Law on Securities adopted by the National Assembly on November 26, 2019 and taking effect on January 01, 2021, which was amended and supplemented on November 29, 2024, the amended and supplemented contents take effect from January 1, 2025.

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- e) *State Bank of Vietnam or SBV*: means the State Bank of Vietnam.
- f) *ABBANK or An Binh Bank*: means An Binh Commercial Joint Stock Bank.
- g) *Shareholder*: means any individual or organization who owns one or more shares of ABBANK.
- h) *Major Shareholder*: means a shareholder owning 5 per cent or more of the voting share capital of ABBANK, including the number of shares that shareholder owns indirectly.
- i) *Share Certificate*: means the certificate issued by ABBANK or accounting book entry certifying the ownership over one or more shares of ABBANK.
- j) *Manager of ABBANK*: comprises the Chairperson, Deputy Chairperson and Members of the Board of Directors; General Director.
- k) *Executive of ABBANK*: comprises General Director, Deputy General Directors, Member of Executive Board/Board of Management, the Chief Accountant, Directors of Branches and other similar executive positions of ABBANK (The title of Member of Executive Board/Board of Management is not equivalent to the title of Deputy General Director).
- l) *Related person*: means any organization or individual related to another organization or individual (including ABBANK) in one of the following cases:
- (i). Parent company with subsidiary and vice versa; parent company with subsidiary of subsidiary and vice versa; credit institution with subsidiary of subsidiary of credit institution and vice versa; subsidiaries of the same parent company or of the same credit institution with each other; subsidiaries of subsidiaries of the same parent company or of the same credit institution with each other; managers, supervisors, Members of the Board of Supervisors of the parent company or of the credit institution, individuals or organizations with the authority to appoint these persons with the subsidiary and vice versa;
 - (ii). A company or credit institution with the manager, controller, Member of the Board of Supervisors of that company or credit institution or with the company or organization with the authority to appoint those people and vice versa;
 - (iii). A company or credit institution with an organization or individual owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;
 - (iv). An individual with a spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of a wife or husband; daughter-in-law, son-in-law; full siblings; half siblings; siblings of spouse; brother-in-law, sister-in-law of a person with the same parents or half siblings (hereinafter referred to as wife, husband, father, mother, child, brother, sister); paternal grandparents, maternal grandparents; paternal grandchildren, maternal

grandchildren; paternal uncles, paternal aunts, paternal uncles, paternal uncles and paternal nieces and nephews;

- (v). A company or credit institution with an individual having a relationship as prescribed in section (iv) above with a manager, supervisor, Member of the Board of Supervisors, capital contributor or shareholder owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;
- (vi). An individual authorized to represent the capital contribution for an organization or individual specified in sections (i) to (v) above in relationship with the authorizing organization or individual; individuals authorized to represent the capital contribution of the same organization together;
- (vii). Other legal entities and individuals having a relationship that poses potential risks to ABBANK's operations are determined according to ABBANK's internal regulations or upon written request of the State Bank through inspection and supervision activities.

The definition of “Related person” in this point applies to the contents of management organization, reorganization, dissolution and related activities according to the provisions of the Law on Credit Institutions. For the issue of information disclosure on the securities market and other issues that do not have specific provisions of the Law on Credit Institutions, the definition of Related Person according to the provisions of Clause 46, Article 4 of the Law on Securities, Clause 23, Article 4 of the Law on Enterprises shall apply in accordance with the principle of law application.

- m) *Internal Person*: means a person who holds an important position in the executive and managerial apparatus of ABBANK, comprising of the Chairperson, Vice-Chairperson, Members of Board of Directors; the legal representative; General Director, Deputy General Directors; the Financial Director; the Chief Accountant and other management positions similar to the above-mentioned positions who are elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Head and Members of the Board of Supervisors; the Head and Members of the Internal Audit; the Company Secretary, Person in charge of corporate governance, Persons authorized to disclose information.
- n) *Independent Member of the Board of Directors*: means the Member of Board of Directors who satisfies the criteria and conditions on independence as stipulated in ABBANK’s Charter.

- 2.2. In this Regulation, any reference to one or some regulatory provisions, some articles or one or some specific legal documents shall include also any amendments, modifications or replacements or interpretation (if any) thereof, from time to time. Where due to any changes to the regulatory provisions or any reason that result in the inconsistency of this Regulation with regulatory provisions on a specific matter, then the regulatory provisions shall prevail.

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- 2.3. The headings of Chapters, Sections, or Articles of this Regulation are used for convenience only and do not affect its interpretation.
- 2.4. Terms, definitions or expressions which are not defined in this Regulation shall have the meaning prescribed in relevant laws and ABBANK's Charter.

Article 3. Basic principles of corporate governance

- 3.1. Comply with relevant legal regulations and ABBANK's Charter.
- 3.2. Efficient and consistent with good corporate governance practices.
- 3.3. Ensuring the legal rights of shareholders, fair treatment among shareholders.
- 3.4. Prevent conflicts of interest.
- 3.5. Transparency.

**CHAPTER II:
THE GENERAL MEETING OF SHAREHOLDERS****Article 4. Roles, powers and responsibilities of the General Meeting of Shareholders**

- 4.1. The General Meeting of Shareholders, including all shareholders with voting rights, is the highest decision-making body of ABBANK.
- 4.2. The General Meeting of Shareholders of ABBANK has the duties and powers specified in the ABBANK'S Charter.

Article 5. Authority to convene a meeting of the General Meeting of Shareholders

- 5.1. The Board of Directors shall convene the annual meeting of General Meeting of Shareholders within four months from the end of the financial year.
- 5.2. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 90 (ninety) days from the date of receipt of the request or the date of occurrence of one of the following cases:
 - a) The Board of Directors considers such meeting is necessary for the interests of ABBANK;
 - b) The number of remaining Members of the Board of Directors is less than the minimum number of Members prescribed in Clause 1, Article 69 of the Law on Credit Institutions;
 - c) The number of remaining Members of the Board of Supervisors is less than the minimum number of Members prescribed in Clause 2, Article 51 of the Law on Credit Institutions;
 - d) Upon request of a shareholder or group of shareholders owning more than 10% of the total number of common shares at ABBANK in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority. The request document in this case must include the contents specified in Clause 4, Article 115 of the Law on Enterprises. The shareholder or group of

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shareholders making the request must take full responsibility for the accuracy and truthfulness of the information and documents provided to the competent authority and/or as the basis for making the request;

- e) Upon request of the Board of Supervisors;
- f) To decide on the content upon request of the State Bank when an event occurs affecting the operational safety of the credit institution.

If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, the Chairperson of the Board of Directors and Members of the Board of Directors must be responsible before the law and must indemnify for any loss to ABBANK.

- 5.3. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in clause 2 of this Article, within thirty (30) days thereafter, the Board of Supervisors shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders according to the provisions of this Charter.

If the Board of Supervisors fails to convene a meeting as above stipulated, the Board of Supervisors must be responsible before the law and must indemnify for any loss to ABBANK.

- 5.4. Where the Board of Supervisors fails to convene a meeting as stipulated in Clause 4 of this Article, within the next 30 (thirty) days thereafter, the shareholder or group of shareholders stipulated in point d Clause 2 of this Article has the right to convene a meeting of the General Meeting of Shareholders according to the provisions of this Charter; and must take full responsibility for the accuracy and honesty of the information and documents provided to the competent authority and be responsible before the law and resolve related disputes (if any) when convening the General Meeting of Shareholders.

- 5.5. The convenor must carry out the following work to hold a meeting of the General Meeting of Shareholders:

- a) To determine the time and venue of the meeting;
- b) To prepare a list of shareholders entitled to attend the meeting; To provide information and deal with complaints relating to the list of shareholders;
- c) To prepare the program and agenda of the meeting;
- d) To prepare documents for the meeting;
- e) To draft a resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; list and details of candidates in the case of election of Members of the Board of Directors or of the Board of Supervisors;
- f) To send the invitation notice of the meeting to shareholders being entitled to attend the meeting;
- g) Other works and responsibility serving the meeting in accordance with the laws and ABBANK's Charter.

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Article 6. Preparation the list of shareholders for the meeting of the General Meeting of Shareholders.

- 6.1. The convenor of the General Meeting of Shareholders must publish information on the ABBANK website, on the information disclosure system of the State Securities Commission and on the Stock Exchange about the last registration date to have the right to attend the meeting of the General Meeting of Shareholders (date of closing the list of shareholders) at least 20 (twenty) days prior to the expected closing date. At the same time, the convenor of the General Meeting of Shareholders must send a document to the Vietnam Securities Depository announcing the closing of the list of shareholders to prepare the list of shareholders for the meeting.
- 6.2. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no earlier than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
- 6.3. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the register of shareholders of ABBANK. During the time ABBANK shares are centrally registered at the Vietnam Securities Depository and Clearing Corporation, the list of shareholders at the date of closing provided by the Vietnam Securities Depository and Clearing Corporation is the basis for determining the rights of shareholders related to that General Meeting of Shareholders. The list of shareholders entitled to attend a meeting of the General Meeting of Shareholders shall contains information on full name, contact address, nationality, and number of identification card/ citizen's identification card/Passport number for foreigners (hereinafter referred to as ownership registration number) in respect of the shareholders being individual; name, head office address, nationality, enterprise code/establishment decision number (hereinafter referred to as ownership registration number) in respect of shareholders being organizations and number of shares of each type, number and date of shareholder registration of each shareholder.
- 6.4. Shareholders are entitled to inspect, extract and duplicate the name and contact address of shareholders entitled to attend a meeting of the General Meeting of Shareholders; to request correction of wrong information or addition of necessary information about themselves in the list of shareholders entitled to attend a meeting of the General Meeting of Shareholders.

Article 7. The notice to convene the General Meeting of Shareholders

- 7.1. The notice to convene the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders entitled to attend the meeting and be disclosed on the ABBANK website and announcement system information of the State Securities Commission and the Stock Exchange, ensuring the following requirements:
 - a) The deadline is not later than 21 days before the opening of the meeting (counting from the date the notice is successfully sent by email or hanover to mail services providers or from the date on which information is published);

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- b) The notice is sent to shareholders by a method guaranteed to reach the shareholder contact address (including email address if registered by the shareholders); The contents of the name, address of the head office, and the number of ABBANK are available here; name, registration number of the ownership of the shareholder; time, location of the meeting and other requirements for meeting attendees;
- c) Clearly state the link to all documents of the General Meeting of Shareholders.
- 7.2. Documents of the General Meeting of Shareholders published on ABBANK's website must be updated with the amended and supplemented contents (if any) and include:
- a) The agenda, documents used in the meeting;
- b) List and details of candidates in case of election of Members of the Board of Directors, Member of Board of Supervisors;
- c) Voting sheet;
- d) Draft resolution on each issue on the agenda;
- e) Sample form of appointment of authorized representative to attend the meeting;
- 7.3. The Board of Directors must send a letter inviting the representative of the auditing organization which has audited the annual financial statements of ABBANK to attend the annual General Meeting of Shareholders in the case that the audited annual financial statements of ABBANK has any material exception.

Article 8. Program and agenda of meeting of General Meeting of Shareholders

- 8.1. The convenor of a meeting of the General Meeting of Shareholders must prepare the program and agenda of the meeting.
- 8.2. A shareholder or group of shareholders holding at least 05% (five per cent) of the total ordinary shares of ABBANK may recommend items to be included in the agenda of a meeting of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to ABBANK no later than 03 (three) business days prior to the date of opening. The recommendation must specify the full name, ownership registration number of shareholder(s), the number of shares of each class of shareholder(s), and the items recommended to be included in the agenda.
- 8.3. If the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation specified in Clause 2 this Article, then no later than 02 (two) business days before the date of opening of the meeting of General Meeting of Shareholders, he/she shall so notify in writing with the reason for refusal. The convenor of a meeting of the General Meeting of Shareholders may refuse the recommendation only in the following cases:
- a) The recommendation is delivered in contravention of provisions of Clause 2 this Article;
- b) The recommended items do not fall within the decision-making authority of the General

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Meeting of Shareholders;

- c) There is not sufficient time to prepare the documentation for, procedure for, or to deal with, the recommended items in accordance with the laws and ABBANK's Charter;
 - d) The recommendation does not have sufficient grounds and necessary evidences or is not for the common benefits of ABBANK.
- 8.4. The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in Clause 2 of this Article into the planned program and agenda of the meeting, except in the cases stipulated in Clause 3 of this Article; the recommendation shall be added officially to the program and agenda for the meeting if the General Meeting of Shareholders so approves.
- 8.5. The program and agenda of the meeting must be passed by the General Meeting of Shareholders in the opening session. The program must specify in detail the duration applicable to each issue in the agenda for the meeting. For the issues specified at Points a, b and c, Clause 6 this Article that are required to be considered by the annual General Meeting of Shareholders in accordance with the law, that content will be automatically approved, unless 100% of the attending shareholders vote disagree.
- 8.6. The annual meeting of the General Meeting of Shareholders shall discuss and pass the following issues:
- a) Financial statement, business result and annual business plan of ABBANK;
 - b) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each Member of the Board of Directors;
 - c) Report of the Board of Supervisors on its financial appraisal, business performance evaluation; results of monitoring the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions under the decision-making authority of the General Meeting of Shareholders and the Board of Directors; and self-evaluation report on the operation result of the Board of Supervisors and its Member;
 - d) Proposal for setting up funds and distributing after-tax profits;
 - e) Report on remuneration of Members of the Board of Directors and the Board of Supervisors that has been implemented and proposed for the next planning year;
 - f) Selection of an independent auditing organization according to the provisions of Article 59 of the Law on Credit Institutions;
 - g) Other matters within the authority of the General Meeting of Shareholders.

Article 9. Attend, authorize and register to attend the General Meeting of Shareholders

9.1. A shareholder shall be deemed to attend and vote at a meeting of the General Meeting of Shareholders in the following case:

- a) The shareholder being an individual or the representative managing the capital contribution of a shareholder being an organization, the legal representative of shareholder

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- being an organization (in case this shareholder being an organization do not assign or assign insufficient authorized representative for whole shares in ABBANK) attends and votes in person at the meeting;
- b) The shareholder authorizes other person or organization to attend and vote at the meeting;
 - c) The shareholder attends and votes via an online conference, or by electronic vote or by other combination forms;
 - d) The shareholder sends his or her voting slip to the meeting by mail, by fax or email.
- 9.2. A shareholder appointing multiple authorized representatives must specifically determine the number of shares of each representative. If the shareholder being an organization authorizes in writing for the representative managing its capital contribution as stipulated in ABBANK's Charter, this person is automatically the authorized representative to attend and vote at the meeting of General Meeting of Shareholders.
- 9.3. Except the case that the representative managing of the capital of a shareholder being an organization is automatically authorized representative attending and voting at the General Meeting of the Shareholders in accordance with Clause 2 of this Article, the authorization for a representative to attend a meeting of the General Meeting of Shareholders must be made in writing on the form in accordance with the laws and must contain the signature as follows:
- a) A shareholder being an individual is the authorizing party, the power of attorney must have signature of the shareholder and of the individual or the legal representative of the organization being authorized to attend the meeting;
 - b) In case of the representative managing the capital contribution of a shareholder being an organization is the authorizing party, the power of attorney must have the signature of the representative managing the capital of shareholder being an organization and individual or the legal representative of an organization being authorized to attend the meeting.
 - c) A shareholder being an organization without appointment or appointing insufficient representatives managing whole capital contribution at ABBANK, the power of attorney must have signature of the legal representative of the organization and of the individual or the legal representative of the organization being authorized to attend the meeting;
 - d) If an attorney or an organization or individual was authorized on behalf of the authorizing party to sign a written appointment of a representative to attend the meeting, the appointment in this case will be considered effective only if the authorization designation of the representative to be presented together with the power of attorney to the authorized attorney, organization, or individual (if it has not been registered with ABBANK before) in which has the content of sub-authorization/sub-designation.
- 9.4. When registering to attend a meeting of the General Meeting of Shareholders, the person authorized to attend the meeting must present the written power of attorney prior to entering the meeting room.
- 9.5. Except for the case that ABBANK received the notice of one of the following events before

the opening of the General Meeting of Shareholders, votes of the authorized person attending the meeting and voting at the meeting of General Meeting of Shareholders within the scope of authorization are still valid when one of the following occurs:

- a) The authorizing party was dead or restricted or lost the capacity for civil acts;
- b) The authorizing party was suspended the authorization;
- c) The authorizing party has rescinded the authority of the authorized person.

9.6. Register for attending:

- a) Prior to the time of opening of a meeting, shareholders, person authorized to attend the meeting must present at the venue on time as specified in the notice of invitation to carry out the procedure for registration for attending. Time for registration shall be carried out in accordance with the notice of invitation;
- b) The person who registers to attend the meeting, after completing the registration procedures, shall be issued with voting cards and votes slips, voting ballot (if any), including the registration number, names of the shareholder and the number of votes corresponding to the number of shares with voting rights of that shareholder;
- c) When the time for registration is over, if the quorum to hold the meeting has satisfied, the Chairperson can start the meeting to ensure progress, without requirement to wait for presence of all shareholders entitled to attend the meeting;
- d) Shareholders or authorized persons arriving after the open of the meeting are still allowed to register and have the right to participate in voting the issues immediately after registration. In this case, the validity of previously voted matters shall not be affected.

Article 10. Conditions for conducting meeting of General Meeting

- 10.1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50 per cent of the voting shares.
- 10.2. Where a firstly convened meeting is not able to be held due to failure of the quorum stipulated in Clause 1 of this Article, then the meeting must be secondly convened within 30 (thirty) days from the intended date of the firstly convened meeting. The secondly convened meeting of General Meeting of Shareholders shall be conducted if number of attending shareholders accounts for at least 33% of the voting shares;
- 10.3. Where the secondly convened meeting is unable to be held due to failure of quorum stipulated in Clause 2 of this Article, then it may be convened for a third time within 20 (twenty) days from the date of the intended opening of the secondly convened meeting. In this case, a meeting of the General Meeting of Shareholders shall be convened irrespective of the total number of attending shareholders or ratio of voting shares of shareholders attending the meeting.
- 10.4. Only the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting invitation as prescribed in this Regulation.

Article 11. Chairperson, Secretary and the Vote Counting Committee at the General Meeting of Shareholders**11.1. Chairperson of the meeting:**

- a) The Chairperson of the Board of Directors or the Member of Board of Directors authorized by the Chairperson shall act as Chairperson of all meetings which are convened by the Board of Directors; if the Chairperson is absent or is not temporarily incapable to work, the remaining Members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting on a majority basis. If they cannot elect a person to act as Chairperson, the head of the Board of Supervisors shall preside the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
- b) In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall preside the General Meeting of Shareholders to elect a Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
- c) The Chairperson shall nominate more persons who are Members of Board of Director, General Director/Deputy General Director to assist the Chairperson in presiding the meeting.

11.2. Secretary of the meeting: The Chairperson shall nominate one or more persons to act as secretary of the meeting;**11.3. Vote counting committee:** The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the Chairperson of the meeting. The General Meeting of Shareholders may elect one or more persons responsible for monitoring the counting of votes when necessary as proposed by the Chairperson of the meeting.**Article 12. Approval of the General Meeting of Shareholders resolutions****12.1.** The General Meeting of Shareholders shall discuss and vote on each issue or group of related issues in the agenda for the meeting.**12.2.** For each issue to be voted, shareholders have right to choose one of three options of agree, disagree, and no opinion.**12.3.** The results of the voting counts will be announced immediately prior to the closing of the meeting unless otherwise decided by the General Meeting of Shareholders.**12.4.** The form of voting is as follows:

- a) For the main issues on the agenda, shareholders vote by writing one of the three voting options: agree, disagree or have no opinion in the vote slips;
- b) For the election of Members of the Board of Directors, the Board of Supervisors, shareholders vote by ballot using cumulative voting method;
- c) For matters of the meeting formality such as approving the composition of the Vote

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Counting Committee, voting rules, agenda, minutes of the meeting, and other issues, shareholders vote by raising the voting card or other simple form of voting according to one of the three options: agree, disagree or no opinion.

Article 13. Conditions for a resolution of the General Meeting of Shareholders to be approved

- 13.1. The General Meeting of Shareholders shall pass decisions which fall within its power by way of voting at a meeting or collecting written opinions except for the case that must be passed by voting at the meeting specified in Clause 2 of this Article.
- 13.2. A resolution of the General Meeting of Shareholders on the following matters must be passed by way of voting at a meeting of the General Meeting of Shareholders:
- a) Development orientation of the company;
 - b) Decision on the number of Members of the Board of Directors and Board of Supervisors in each term of office; decision to elect, removal, dismiss, elect additional Member or replace Members of the Board of Directors and Board of Supervisors;
 - c) To consider and handle with violations of the Board of Directors or Board of Supervisors which cause damage to ABBANK and its shareholders; and
 - d) To decide on division, separation, consolidation, merger, conversion of legal form, dissolution or request the Court to open bankruptcy proceedings for ABBANK.
- 13.3. A resolution at the meeting shall be passed in accordance with the following provisions:
- a) Except cases stipulated in Point b and c, Clause 3 and Clause 5 of this Article, a resolution shall be passed if it is agreed by a number of shareholders representing more than fifty (50) per cent of the total number of voting shares of all attending shareholders;
 - b) A resolution of the General Meeting of Shareholders is passed when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders attending the meeting on the matters specified in sections (i), (ii) and (iii) below or when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders in the case of obtaining written opinions on the matters specified in sections (i) and (ii) below:
 - (i) Approval on plan of share offering, including the classes of shares and total number of shares of each class to be offered;
 - (ii) Decision on investment, purchase or sale of assets of ABBANK valued equal to or more than twenty (20) per cent of the charter capital of ABBANK recorded in the most recent audited financial statements.
 - (iii) Decision to divide, separate, merge, consolidate, convert legal form, dissolve or request the Court to open bankruptcy proceedings for ABBANK.

- c) Voting to elect Members of the Board of Directors and of the Board of Supervisors must be implemented by the method of cumulative voting, whereby each shareholder shall have total number of votes corresponding to the total number of voting shares it owns multiplied by the number of Members to be elected to the Board of Directors and the Board of Supervisors, and each shareholder has the right to accumulate all or part of its total votes for one or more candidates. Persons who are elected as Members of the Board of Directors or the Board of Supervisors shall be determined on the basis of a descending votecount, starting with the candidate with the highest number of votes until the number of Members of Board of Directors or the Board of Supervisors suffices. If there are two or more candidates who obtain the same number of votes for being elected as the last Member of the Board of Directors and the Board of Supervisors, such Member shall be re-elected amongst the number of candidates having an equal number of votes or selected in accordance with the criteria in the regulations on election approved by the General Meeting of Shareholders.
- 13.4. The resolutions approved at the meeting of the General Meeting of Shareholders by the shareholders attending the meeting in person or by proxy accounting for 100% (one hundred per cent) of the total voting shares shall be valid and effective even if the sequence and procedures for convening the meeting, agenda and program of the meeting or formality conducting the meeting fails to be implemented in accordance with the laws and ABBANK's Charter.
- 13.5. Resolution of the General Meeting of Shareholders changing or canceling special rights associated with a type of preference shares is effective when shareholders represent 65% (sixty-five per cent) or more of the total number of votes of all shares attending the meeting agreed. In case the content of the Resolution of the General Meeting of Shareholders changes in the direction of detrimental to the rights and obligations of the preference shareholders, it shall only be approved if at least 75 % (seventy-five per cent) of the total number of preferred shares of that type attending the meeting approved.

Article 14. Minutes of meeting of General Meeting of Shareholders

- 14.1. Meetings of the General Meeting of Shareholders shall be minuted and may be sound recorded or recorded and stored in other electronic forms. Minutes must contain the following main details:
- a) Name, head office address, and enterprise code of ABBANK;
 - b) Time and venue of the meeting of General Meeting of Shareholders;
 - c) Program and agenda of the meeting;
 - d) Full name of Chairperson and secretary;
 - e) Summary of developments of the meeting and of opinions stated in the General Meeting of Shareholders on each matter set out in the meeting agenda;

- f) Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;
- g) Total number of votes for each issue voted on, which specify the method of voting, the number of valid or invalid votes, the number of votes in favor of, against, and abstentions an issue; and the corresponding percentage of the total number of votes of shareholders attending the meeting;
- h) Matters which were passed and corresponding percentage of affirmative votes of such passing;
- i) Full name and signatures of the Chairperson and secretary.

In the case that the Chairperson or secretary refuses to sign the meeting minutes, this minute shall be effective if signed by all other Members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. Minutes of the meeting shall clearly state that the Chairperson, secretary refused to sign the meeting minutes.

- 14.2. Minutes must be prepared in Vietnamese and could also be in a foreign language. In the case of any difference in the contents of the minutes between the Vietnamese text and the foreign language text, the contents in the Vietnamese text shall prevail.
- 14.3. The minutes of a meeting of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.
- 14.4. The Chairperson and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.

Article 15. Disclosure of resolutions and ways to oppose resolutions of the General Meeting of Shareholders

- 15.1. Minutes of the meeting, resolutions of the General Meeting of Shareholders must be sent to SBV and shareholders of ABBANK within 15 (fifteen) days from the closing date of the meeting. The sending of meeting minutes and resolutions to shareholders is replaced by posting on the ABBANK website.
- 15.2. In case the General Meeting of Shareholders approves the election, dismissal or removal of Members of the Board of Directors or Members of the Board of Supervisors, the Board of Directors must submit a written report with relevant documents to the State Bank within 10 (ten) days from the date of approval.
- 15.3. The minutes of the meeting and resolutions of the General Meeting of Shareholders must be disclosed within 24 hours from the time the minutes or resolutions are adopted.
- 15.4. Within 90 (ninety) days from the date of receipt of the resolution or minutes of meeting of the General Meeting of Shareholders or minutes of vote counting results to collect opinions of the General Meeting of Shareholders, shareholders, groups of shareholders owning 5% (five percent) of the total number of common shares or more has the right to request the

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Court or Arbitration to consider, cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a) The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the Charter of ABBANK and the current Law on Enterprises, unless such resolution has been passed equal to 100% of the total number of shares. share with voting rights;
- b) The content of the resolution violates the law or the Charter of ABBANK.

Article 16. Report of the Board of Directors at the Annual General Meeting of Shareholders

Report of the Board of Directors submitted to the Annual General Meeting of Shareholders must be completed and published 21 days prior to the opening date of the meeting and must contain the following contents:

- 16.1. Evaluation of the business results, the Board of Directors' implementation of high-level supervision of management, the results of supervision of the operations of the General Director and other executives of ABBANK the management; results of implementing the General Meeting of Shareholders resolutions.

If the previous resolutions of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is any change to the content under the deciding competence of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders for approval before implementation.

- 16.2. Audited financial statements.
- 16.3. Summarize the meetings and activities of the Board of Directors and resolutions, decisions of the Board of Directors; activities of the Board of Directors Committees; activities of independent Members of the Board of Directors and evaluation results of independent Members of the Board of Directors on the activities of the Board of Directors (when ABBANK was a listed company).
- 16.4. Report on transactions between ABBANK, its subsidiaries, and companies with over 50% or more of the charter capital held by ABBANK with Members of the Board of Directors and related persons of that Member; transactions between ABBANK and companies in which a Member of the Board of Directors is a founding Member or manager of an enterprise during the last 3 years prior to the transaction.
- 16.5. Remuneration, operating expenses and other benefits of the Board of Directors and Members of the Board of Directors in accordance with the provisions of laws and the ABBANK's Charter;
- 16.6. Future plans.
- 16.7. Other contents in accordance with legal regulations, ABBANK's Charter and this Regulation.

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Article 17. Report of the Board of Supervisors at the Annual General Meeting of Shareholders

Report of the Board of Supervisors submitted to the Annual General Meeting of Shareholders must be completed and published 21 days prior to the opening date of the meeting, ensuring the following contents:

- 17.1. Summarize the Board of Supervisors's meetings and conclusions and recommendations;
- 17.2. The results of supervision ABBANK's financial and operation.
- 17.3. The results of the Board of Supervisors' high-level supervision of the Board of Directors, General Director and other executives of ABBANK.
- 17.4. Results of the evaluation of the coordination between the Board of Supervisors and the Board of Directors, General Director and shareholders.
- 17.5. Synthesize credit extension transactions for entities restricted to credit as prescribed in Clause 1 Article 135 of the Law on Credit Institutions.
- 17.6. Evaluation of transactions between ABBANK, subsidiaries, and companies with over 50% or more of the charter capital controlled by ABBANK with Members of the Board of Directors, General Director, other executives of ABBANK and other related persons of that object; Transactions between ABBANK and companies in which ABBANK's Members of the Board of Directors, General Director, other executives were founders or managers of the enterprise during the last 03 years prior to the transaction. .
- 17.7. Remuneration, operating expenses and other benefits of the Board of Supervisors and Members of the Board of Supervisors in accordance with the provisions of laws and the ABBANK's Charter;
- 17.8. Proposing the selection of an independent auditing organization to audit the financial statements of ABBANK (except for the case that the annual meeting of the General Meeting of Shareholders is extended after 04 (four) months from the date of the end of the fiscal year, the selection of an independent audit organization is decided by the Board of Directors in accordance with ABBANK's Charter.

Article 18. Report of the General Director at the Annual General Meeting of Shareholders

The General Director is responsible for completing the annual report on business operations of ABBANK for publication at least 21 (twenty-one) days before the annual General Meeting of Shareholders. The report of the General Director must include the following contents:

- 18.1. Evaluation of business results of the past year, including indicators of scale, efficiency, profitability and financial safety indicators; risk management, with comparison with planned targets and required development orientations approved by the General Meeting of Shareholders, the Board of Directors and compared with the performance results of the previous period;
- 18.2. Business plans and solutions, action plans to achieve the planned objectives and to overcome shortcomings and difficulties to improve the operational efficiency of ABBANK.

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Article 19. Meetings of the General Meeting of Shareholders in the form of online meeting and electronic voting

- 19.1. Annual or extraordinary General Meeting of Shareholders can be held in the form of online meeting and electronic voting or a combination of face-to-face meetings at many different locations and in the form of online meeting and electronic voting (shortly, online meeting and electronic voting) in the case of compliance with the requests from competent authorities for disease prevention or in other special circumstances.
- 19.2. Conducting the General Meeting of Shareholders in the form of online meeting and electronic voting is based on the following principles:
- a) The registration, participation in online meeting and electronic voting of shareholders must be authenticated through appropriate methods and application software;
 - b) If the application software system used to organize online meetings, electronic voting identifies and verifies a shareholder log-in information, such shareholder will be considered truly to attend that online meeting and electronic voting.
 - c) Shareholders prepare their own personal computer / mobile device, internet connection to register, attend online meetings and electronic voting;
 - d) Each shareholder attending the online meeting can hear another participant speak during the meeting and can speak with all other attendees simultaneously;
 - e) Venue and time of the online meeting is determined to be the place and time where the Chairperson of the meeting is present but must be in the territory of Vietnam.
 - f) Shareholders' votes cast an electronic ballot that is automatically counted and summarized by the application system; at the same time, it is extracted into a data file to store with the data of the list of shareholders attending the meeting.
 - g) Decisions passed in online meetings, in the form of electronic voting in accordance with this Clause, are effective and valid as decisions passed at regular face-to-face meetings.
 - h) The right to attend the meeting of shareholders, the preparation of the list of shareholders for the meeting, agenda, documents, notice of convention, conditions for conducting the meeting, method of conducting the meeting and approval of voting, meeting minutes of the General Meeting of Shareholders and other related issues for the online meeting apply the similar as the rules for the regular meeting.
 - i) The electronic voting is automatically counted and summarized by the application; at the same time, it is extracted into a data file to store with the data of the list of shareholders attending the meeting.
- 19.3. The Board of Directors decides to choose the application solution for the online meeting and electronic voting of General Meeting of Shareholders and publishes the instructions on registration and attendance of the meeting on ABBANK's website at the same time announcing the notice convening the General Meeting of Shareholders.

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Article 20. Collecting shareholders' written opinions to approve decision of General Meeting of Shareholder

- 20.1. Other than the circumstances that are compulsorily approved by voting at the meeting of General Meeting of Shareholder as specified in Clause 2 Article 13 of this Regulation, the Board of Directors has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders at any time where is deemed necessary for the interests of ABBANK.
- 20.2. The Board of Directors must ensure to disclose information on closing the list of shareholders to obtain opinions at least 10 days before the closing date, and send a written notice of closing the list of shareholders to the Vietnam Securities Depository to prepare the list of shareholders, prepare opinion paper, draft resolutions of the General Meeting of Shareholders, support documents and send them to shareholders' contacts, and post them on the ABBANK's website at least 10 days before the deadline for shareholders to submit their voting.
- 20.3. The written opinion form must contain the following basic details:
- a) Name, head office address and enterprise code of ABBANK;
 - b) Purpose of collecting written opinions;
 - c) Full name, contact address, nationality, ownership registration number for individual shareholders; name, ownership registration number, head office address for institutional shareholders; number of shares of each type and number of votes of the shareholder;
 - d) Issues which are sought the opinions in order to pass a decision;
 - e) Voting options comprising agreement, non-agreement or abstention;
 - f) Time-limit within which the completed written opinion form must be returned to ABBANK;
 - g) Full name and signature of the Chairperson of the Board of Directors.
- 20.4. Any completed written opinion form must bear the signature of a shareholder being an individual, or of the legal representative of a shareholder being an organization, or of the authorized individual or of the legal representative of the authorized organization.
- 20.5. The shareholders may return their written opinion form to the Company by post, fax, or e-mail in accordance with the following regulations:
- a) In case of mailing, the opinion form must be contained in a sealed envelope and no one is allowed to open it before counting votes;
 - b) In case of fax or email, written opinion form sent to ABBANK must be kept confidential until the time of vote counting;
 - c) The written opinion forms sent to ABBANK after the deadline specified in the content of the opinion form or opened in case of mailing and disclosed in case of fax, email is invalid. The opinion form which is not returned is considered as a non-voting vote;

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- 20.6. The Board of Directors shall conduct the vote-counting and then prepare minutes of the vote counting in the presence of the Board of Supervisors or of a shareholder not holding a managerial position in ABBANK. The minutes of vote-counting shall contain the following basic details:
- a) Name, head office address and enterprise code of ABBANK;
 - b) Purpose of collection of written opinions and issues which are sought opinion in order to pass the resolution;
 - c) Number of shareholders with total number of votes having participated in the vote, classifying the votes into valid and invalid and mentioning the method by which the votes were returned, and including an appendix being a list of the shareholders having participated in the vote;
 - d) Total number of votes in favor of, against and abstentions on each issue voted on;
 - e) Issues which have been passed and the corresponding voting ratio;
 - f) Full name and signature of the Chairperson of the Board of Directors and of the person who supervised the vote-counting and the vote counter.
- 20.7. The Members of the Board of Directors and the persons who counted and supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote count.
- 20.8. A resolution of the General Meeting of Shareholders in the form of collection of written opinions of shareholders shall be passed as prescribed in Point b Clause 13.3 Article 13 of this Regulation. A decision passed by way of collecting written opinions of shareholders has the same value as a decision passed at the meeting of the General Meeting of Shareholders.
- 20.9. Resolutions passed by the General Meeting of Shareholders by way of obtaining written opinions of shareholders must be sent to the State Bank and ABBANK shareholders within 15 (fifteen) days from the date of completion of vote counting and shall be disclosed information within 24 hours from the time the resolution is passed. The sending of resolutions and minutes of counting of votes for the General Meeting of Shareholders to shareholders is replaced by posting on the ABBANK's website.
- In case the General Meeting of Shareholders approves the election, dismissal or removal of Members of the Board of Directors or Members of the Board of Supervisors, the Board of Directors must submit a written report with relevant documents to the State Bank within 10 (ten) days from the date of approval.
- 20.10. The collection of shareholders' opinions can be done in the form of electronic voting by the Board of Directors' decisions according to the following provisions:
- a) Ensuring the principles specified at points a, b, c, f, g, h Clause 2, Article 19 of this Regulation;

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- b) Ensure similar requests for shareholders' written opinions as prescribed in Clauses 1, 2, 3, 6, 7, 8 and 9 of this Article;
- c) The collection of shareholders' opinions by means of electronic voting as prescribed in this Clause is as valid as collecting written opinions of shareholders. Resolutions of the General Meeting of Shareholders passed in the form of electronic voting is as valid as passed at the meeting of the General Meeting of Shareholders.
- d) The Board of Directors publishes on the website of ABBANK instruction and guideline the implementation of electronic voting at the same time of announcement of collection of shareholders' opinions.

Article 21. Expenses related to meeting of General Meeting of Shareholders

The expenses necessary to convene and conduct the General Meeting of Shareholders, to collect shareholders' opinion shall be paid or refunded by ABBANK and included in the operational cost of ABBANK in accordance with the law. When attending the General Meeting of Shareholders, providing vote in collecting shareholders's opinion, shareholders must bear all costs incurred, including expenses for accommodation, travel, personal computer equipment, internet connection.

**CHAPTER III:
THE BOARD OF DIRECTORS****Article 22. Roles and duties of the Board of Directors**

- 22.1. The Board of Directors is the governing body of ABBANK, has full authority in the name of ABBANK to decide and perform the rights and obligations of ABBANK, except for matters falling under the authority of the General Meeting of Shareholders.
- 22.2. The specific powers and duties of the Board of Directors comply with the provisions of the Law on Credit Institutions, other relevant laws and Charter of ABBANK. At the same time, the Board of Directors performs the following roles and responsibilities:
 - a) To be responsible to shareholders for the governance of operations of ABBANK;
 - b) Treat all shareholders equally and respect the interests of persons with interests related to ABBANK;
 - c) Performing supervision of senior management regarding internal control, risk management, and internal assessment of capital adequacy to ensure the ABBANK's operations compliance with the provisions of law, the Charter and internal regulations;
 - d) Monitoring and preventing conflicts of interest of Members of the Board of Directors, Members of the Board of Supervisors, General Director and other managers, including misuse and abuse related party transactions.

Article 23. Nomination candidates, election, removal and dismissal of Members of the Board of Directors

- 23.1. The number, composition and term of Members of the Board of Directors comply with the *This document contains information that is the property of ABBANK. Without permission from ABBANK, copying or printing in any form is prohibited.*

ABBANK's Charter and the Regulation on Operation of the Board of Directors.

23.2. Membership of the Board of Directors

- a) Members of the Board of Directors must meet the criteria and conditions prescribed by the Law on Credit Institutions and ABBANK's Charter.
- b) The Chairperson of the Board of Directors does not concurrently hold the position of General Director of ABBANK.

23.3. The nomination, election, disqualification, dismissal, and removal of Members of the Board of Directors comply with the ABBANK's Charter and the Regulation on Operation of the Board of Directors.

Article 24. Meetings and collecting opinions to pass decisions of the Board of Directors

24.1. Process and procedures for holding meetings, form of meetings of the Board of Directors, eligibility for the meeting to be conducted, meeting minutes, methods of attending meetings of Members of the Board of Directors and other issues in relation to the meeting of the Board of Directors, comply with the provisions of ABBANK Charter, Regulation on Operation of the Board of Directors, Regulation for the approval of decisions of the Board of Directors.

24.2. The Chairperson of the Board of Directors decides on collecting written opinions of Members of the Board of Directors, via email (email) or by other means to pass decisions of the Board of Directors according to the provisions of the Regulation on Operation of the Board of Directors, Regulation for the approval of decisions of the Board of Directors.

Article 25. The Standing Board of Directors

The Board of Directors may have a Standing Board of Directors when necessary in order to meet the management and operation requirements of ABBANK in each period according to the specific provisions in the Operation Regulation of the Board of Directors.

Article 26. The Board of Directors Committees

The Board of Directors must set up committees according to the provisions of the Law on Credit Institutions and the guiding legal documents; and other councils, committees depending on the working requirements and the actual situation at ABBANK to advise, make recommendations and assist the Board of Directors in monitoring, evaluating and implementing the Board of Directors's roles, responsibilities and authorities in specific areas of corporate governance. The establishment of councils, committees of the Board of Directors is specified in the Regulation on Operation of the Board of Directors.

Article 27. Company secretary and persons in charge of corporate governance

27.1. If considered necessary, the Board of Directors shall appoint a company secretary in accordance with Clause 5, Article 156 of the Law on Enterprises to support the Board of

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Directors and Chairperson of the Board of Directors to perform the obligations within its competence as prescribed by the laws and ABBANK's Charter. The company secretary has the following rights and obligations:

- a) To assist to convene the meetings of the General Meeting of Shareholders or of the Board of Directors; to record the minutes of meetings;
- b) To assist Members of the Board of Directors to exercise the assigned rights and perform the assigned obligations;
- c) To assist the Board of Directors to apply and exercise the assigned rights and perform the assigned obligations;
- d) To assist the company to build up the relationship with the shareholders and protect the legitimate rights and interests of the shareholders;
- e) To assist the company to properly comply with the obligations to provide and disclose information and comply with administrative procedures.
- f) Other rights and obligations as stipulated in ABBANK's Charter.

27.2. The Board of Directors shall appoint at least 01 (one) person to act as the person in charge of corporate governance of ABBANK. The person in charge of corporate governance can concurrently act as the company secretary. The person in charge of corporate governance cannot concurrently work for an independent audit company that is auditing the financial statements of ABBANK. The person in charge of corporate governance has the following rights and obligations:

- a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant works between ABBANK and shareholders;
- b) To prepare meetings of the Board of Directors, of Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;
- c) To advise on meeting procedures;
- d) To attend all meetings;
- e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with the laws;
- f) To provide financial information, copies of minutes of the Board of Directors and other information to Members of the Board of Directors and of the Board of Supervisors;
- g) To oversee and report to the Board of Directors on activities of disclosure of information by ABBANK;
- h) Be the liaison point with related parties;

- i) To maintain confidentiality of information in accordance with law and ABBANK's Charter;
 - j) Other rights and obligations as stipulated by law and ABBANK's Charter.
- 27.3. The procedures and process for the appointment and dismissal of the company secretary and the person in charge of corporate governance comply with ABBANK's internal regulations promulgated by the Board of Directors from time to time.

CHAPTER IV: BOARD OF SUPERVISORS

Article 28. Board of Supervisors

- 28.1. The Board of Supervisors supervises ABBANK's operations in order to accurately assess ABBANK's business operations and financial situation. The Board of Supervisors performs internal audit, supervise and assesses compliance with laws, the ABBANK's Charter, internal regulations, and resolutions and decisions of the General Meeting of Shareholders, the Board of Directors.
- 28.2. The Board of Supervisors, a Member of the Board of Supervisors fully performs the duties, powers and responsibilities in accordance with ABBANK's Charter and laws.
- 28.3. The Board of Supervisors of ABBANK shall have a minimum of 05 (five) Members, in which at least 1/2 (one-half) of the total number of Members shall be full-time Members, without concurrently holding other positions or doing other jobs in ABBANK or other enterprises. A full-time Member of the Board of Supervisors is a Member who works regularly at ABBANK between meetings of the Board of Supervisors and is responsible for one or several tasks assigned by the Board of Supervisors. Members of the Board of Supervisors shall elect one of them to be the head of the Board of Supervisors. In case the Board of Supervisors has fewer Members than the minimum number of Members prescribed in this Clause, within 90 days from the date of insufficient minimum number of Members, ABBANK must elect additional Members to ensure the minimum number of Members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.
- 28.4. The term of the Board of Supervisors shall be 05 (five) years. The term of Members of the Board of Supervisors shall be the same to the term of the Board of Supervisors. Members of the Board of Supervisors may be re-elected or re-appointed for an unlimited number of terms. The term of office of an additional Member or of a replacement for Members whose status was automatically lost or who was removed or dismissed during his or her term of office, shall be the remaining period of the term of office. At the end of a term of office, the current Board of Supervisors shall continue its activities until the Board of Supervisors of the new term takes over the works.
- 28.5. Members of the Board of Supervisors must meet the standards and conditions prescribed by the Law on Credit Institutions and ABBANK Charter.
- 28.6. The nomination of Members of the Board of Supervisors; election Members of the Board
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of Supervisors; dismissal and removal of Members of the Board of Supervisors shall comply with the provisions of the ABBANK's Charter and Regulations on Operation of the Board of Supervisors.

- 28.7. ABBANK must notify in writing to the State Bank the list of Members of the Board of Supervisors to be elected, exempted, removed from office, and naturally disqualified within 10 (ten) days from the date of election, dismissal, removal, determination of the automatic loss of sMembership of the Board of Supervisors; at the same time, fulfill the obligation to disclose information according to the provisions of law within 24 hours from the time of arising of the above mentioned events.

CHAPTER V: GENERAL DIRECTOR

Article 29. General Director

- 29.1. The General Director is the highest executive of ABBANK's operations, appointed, dismissed, and removed by the Board of Directors. The General Director is responsible to the Board of Directors and before the law for the operations of ABBANK. In case of vacancy of the General Director, the Board of Directors must appoint a General Director within 90 days from the date of vacancy of the General Director.
- 29.2. The General Director performs powers and duties in accordance with the provisions of laws and the ABBANK's Charter. The General Director must manage the operations of ABBANK in accordance with the provisions of laws, the ABBANK's Charter, the contract, agreement and commitment signed with ABBANK and decisions of the General Meeting of Shareholders, the Board of Directors. If doing in contravention of the provisions of the laws and the ABBANK's Charter, causing damage to ABBANK, the General Director must compensate for the damage caused by his fault to ABBANK.
- 29.3. The term of the General Director is decided by the Board of Directors but not exceeding 05 years. The General Director can be re-appointed by the Board of Directors with an unlimited number of terms. The procedures, application for re-appointment, re-appointment, salary and benefit for the General Director comply with the laws and ABBANK's internal regulations.
- 29.4. ABBANK must notify in writing to the SBV the appointment, dismissal, removal, automatic loss of status of the General Director within 10 (ten) working days from the date of arising events; at the same time, fulfill the obligation to disclose information according to the provisions of laws within 24 hours from the time of arising of the aforementioned events.
- 29.5. The Board of Directors decides to appoint, dismiss and ensure the disclosure of information on the appointment and dismissal of the Deputy General Director, Chief Accountant, and other executives of ABBANK in accordance with the laws, ABBANK's Charter and internal regulations.
- 29.6. The General Director, Deputy General Director, and Chief Accountant must meet the standards and conditions prescribed by the Law on Credit Institutions and the ABBANK Charter.

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- 29.7. The General Director, Deputy General Director, Chief Accountant, and other executives of ABBANK, after being automatically disqualified, dismissed or dismissed, are still responsible for their decisions during the period. time to assume the position.

**CHAPTER VI:
COORDINATION BETWEEN THE BOARD OF DIRECTORS,
THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR**

Article 30. Working relationship between the Board of Directors and the General Director

- 30.1. Relationships with competent agencies, relevant organizations, partners, client, the press and other external organizations are as follows:

- a) Depending on the content and nature of the works, on the basis of the needs of the agency, organization or partner and in accordance with the functions and duties and copying the provisions of the ABBANK's Charter, the Chairperson of the Board of Directors or the General Director is the representative on behalf of ABBANK in meetings or events with leaders of competent agencies, relevant departments, business partners, public media, clients. The Chairperson of the Board of Directors, the General Director may authorize another Member of the Board of Directors or Member of the Board of Management to implement above tasks. If authorized by the Chairperson of the Board of Directors, General Director, after attending, the authorized person must report back to the Chairperson, the General Director. The meeting with the press and information disclosure to the outside complied with ABBANK's Regulation and Information Disclosure issued from time to time.
- b) At important meetings or receptions, the chairperson decides other Members to attend on the principle of ensuring good coordination between tasks of governance by the Board of Directors and tasks of management by the General Director and inter-units good coordination, including related managerial, supervising and executive positions.
- c) Relevant units and individuals are responsible for preparing content, documents and other fairly necessary conditions for the meeting or receiving the guests as directed by the host and relevant internal regulations of ABBANK.

- 30.2. Working relations in the implementation of assigned tasks are performed as follows:

- a) At the meetings of the Board of Directors, the Chairperson of the Board of Directors / the chairperson of the meeting shall base on the content of the meeting to decide to invite the General Director, the Deputy General Directors or other Executives to take charge of the relevant matters to attend the meeting to present, explain and give opinions at the request of the Board of Directors.
- b) For the following meetings held by the Board of Management, the General Director is responsible for inviting the Standing Board of Directors and / or Members of the Board

of Directors to attend the meeting and send meeting minutes to the Standing Board of Directors and such Member of the Board of Directors assigned in charge:

- Regular business briefings monthly/quarterly/half yearly/annual on business;
 - The meeting related to important issues related to orientations, directions or decisions from the Board of Directors;
 - Regarding the responsibilities and authority of the General Meeting of Shareholders, the Board of Directors, the Board of Directors Committees;
 - Relating to Shareholders, shares; share offering, convertible bonds, increase or decrease charter capital; dividend;
 - Regarding the legal rights and interests, responsibilities and actions of ABBANK in disputes, events, incidents, risks related to the review and decision-making authority of the Board of Directors/Chairman of the Board of Directors;
 - Regarding the recruitment, appointment, dismissal, removal, transfer and review of the responsibilities of ABBANK's executives;
 - Public communication crisis handling;
 - Other issues at the request of the Chairperson of the Board of Directors or the General Director deems necessary.
- c) The General Director is responsible to report periodically at least on a monthly basis on the business results and operations of ABBANK to the Board of Directors. The content of the report includes indicators of scale, efficiency, profitability, financial safety indicators, risk management, results of the implementation of the directions of the BOD /Chairperson of the Board of Directors and other contents as requested by the Board of Directors/Chairperson of the Board of Directors. Information and data content, with comparison with assigned targets and plans, with strategic goals/medium/long-term plans, performance results of the previous period and reference information from competitors (if any).
- d) The General Director is responsible for reporting to the Board of Directors and the General Meeting of Shareholders on the performance of tasks, powers and assigned financial and business targets. The General Director is assessed on the results and effectiveness performance in accordance with ABBANK's internal regulations issued by the Board of Directors on staff management, performance assessment, rotation and re-appointment.
- e) In addition to the periodic reports, the General Director, Deputy General Director, other Executives shall provide information, documents and explanations at the request of the Board of Directors, the Chairperson of Board of Directors. The General Director, Deputy General Director, and other Executives provide information, documents, and explanations upon request of Members of the Board of Directors/Committees of the Board of Directors in accordance with the tasks assigned and provisions of law and the Regulation on Operation of the Board of Directors, the Regulation on the approval of decisions of the Board of Directors.

- f) The General Director, Deputy General Director, other executives are responsible for providing the necessary information as conveniently and promptly as possible to the Board of Directors/Chairman of the Board of Directors/Board of Directors Committee/Board of Directors Members as prescribed in this Clause.
- g) In case of detection of risks that could greatly affect the reputation or business operations of ABBANK or other necessary matters, the General Director, Deputy General Director and other Executives should report immediately to the Standing Board of Directors/Chairperson of the Board of Directors.
- 30.3. The Office of the Board of Directors is appointed as the functional unit to advise and assist the Board of Directors in ensuring the working relationship between the Board of Directors and the General Director according to this Regulation. Documents submitted to the Board of Directors, Chairperson of the Board of Directors must be done through the Office of the Board of Directors as the focal point for centralized monitoring, coordinating review, making recommendation and exchanging information.

Article 31. Working relationship between the Board of Directors and the Board of Supervisors

- 31.1. The Chairperson of the Board of Directors ensures that the Board of Supervisors is invited to attend regular or extraordinary meetings of the Board of Directors.
- 31.2. The Board of Directors provides information, documents, resolutions, decisions and meeting minutes of the Board of Directors to the Board of Supervisors to perform the duties of the Board of Supervisors in accordance with the provisions of the ABBANK's Charter.
- 31.3. The Board of Directors shall coordinate with the Board of Supervisors, the Internal Audit Unit in the internal audit on supervision of senior managers of the Board of Directors; implementation the recommendations of the Board of Supervisors in the internal audit report (if any) to the Board of Directors and notify the Board of Supervisors of the results of the implementation of the recommendations.
- 31.4. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations under the Board of Supervisors' authority to the General Meeting of Shareholders.
- 31.5. The Office of the Board of Directors is appointed as a functional unit to advise and act as a focal point to help the Board of Directors ensure the working relationship between the Board of Directors and the Board of Supervisors.

Article 32. Coordination of activities between the Board of Supervisors and the General Director

- 32.1. The General Director must invite the Board of Supervisors to attend regular business briefings, meetings related to risk handling, financial safety, financial monitoring, audit activities, internal control system, meetings related to important contents with the orientation and direction or decision from the Board of Directors, supervision of the Board of Supervisors; and meetings relate to other issues at the request of the Head of Board of

- Supervisors or General Director, other executives deem necessary.
- 32.2. The General Director co-sends to the Board of Supervisors the periodic reports of the General Director to the Board of Directors.
- 32.3. The General Director, other executives shall directly report or provide information related to the work they are in charge of to the Board of Supervisors; creating favorable conditions for the Board of Supervisors to access information and reports, for the purpose of performing the duties and responsibilities of the Board of Supervisors in accordance with ABBANK's Charter.
- 32.4. In case of detecting a risk that can greatly affect ABBANK, the General Director and other executives should immediately report to the Board of Supervisors and the Board of Directors.
- 32.5. The General Director shall coordinate with the Board of Supervisors, the Internal Audit unit in the internal audit on the supervision of the senior management over the General Director; receive internal reports on internal audit and other evaluation reports; organize the implementation of recommendations of the Board of Supervisors to the General Director and report to the Board of Supervisors on the implementation results of those recommendations.
- 32.6. The General Director appoints a functional unit to advise and contact the General Director to ensure the working relationship between the General Director and the Board of Supervisors according to this Regulation. Documents submitted to the to the General Director must be done through the focal point for centralized monitoring, coordinating review, making recommendation, and exchanging information.

**CHAPTER VII:
ASSESSMENT OPERATION OF THE BOARD OF DIRECTORS,
BOARD OF SUPERVISORS; AND THE GENERAL DIRECTOR' PERFORMANCE**

Article 33. Assessment of the performance of Members of the Board of Directors, Members of the Board of Supervisors and THE General Director

- 33.1. Depending on the decision, regulations of the Board of Directors, the assessment of the performance of Members of the Board of Directors, the Board of Supervisors, Members of the Board of Management and other Executives may be conducted according to one or several the following method:
- a) The individual's self-assessment combined with the supervisors;
 - b) Assessment performance periodically every month, quarterly, 06 (six) months, annually, according to the appointment term (at the end of the appointment / re-appointment period) or another term according to ABBANK's internal regulations;
 - c) Collecting opinion on performance and cooperation capacity assessments;
 - d) Other methods provided by the Board of Directors from time to time.
- 33.2. The Chairperson of the Board of Directors organizes assessment the performance of the

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Members of the Board of Directors, General Directors and the positions appointed by the Board of Directors.

- 33.3. The Head of the Board of Supervisors organizes assessment the performance of the Members of the Control Board and other positions appointed by the Board of Supervisors.
- 33.4. The General Director organizes assessment the performance of positions appointed by the General Director and the title appointed by the Board of Directors but assigned to the General Director for evaluation (if any).
- 33.5. The detail assessment process is carried out in accordance with ABBANK's internal regulations issued by the Board of Directors and the Board of Supervisors.

CHAPTER VIII: ORGANISING THE IMPLEMENTATION

Article 34. Entry into force and implementation

- 34.1. This Regulation takes effect from the date it is promulgated.
- 34.2. This Regulation replaces the Internal Regulation on Management of An Binh Commercial Joint Stock Bank issued together with Decision 73/QĐ-HĐQT.21 dated May 20, 2021 of the Board of Directors.
- 34.3. Issues which have not been mentioned in this Regulation shall comply with the provisions of the ABBANK's Charter and relevant laws. In case of any discrepancy between the mandatory provisions of the ABBANK's Charter, the laws and the provisions of this Regulation on a specific matter, such relevant provisions of the ABBANK's Charter and laws shall prevail.

Article 35. Promulgation, amendment and supplementation of the Regulation

On the basis of compliance with the provisions of law, ABBANK Charter and actual situation, the Board of Directors submits to the General Meeting of Shareholders for approval the Regulation on Internal Governance of ABBANK. The Board of Directors shall promulgate, amend and supplement this Regulation after they have been approved by the General Meeting of Shareholders.

This Regulation was approved by the General Meeting of Shareholders of An Binh Commercial Joint Stock Bank on April 18, 2025./.