



# AMENDMENTS AND ADDITIONS TO ABBANK'S CHARTER

Information of the  
General Meeting of Shareholders





No.: 05/TT-HĐQT.26

## PROPOSAL

### On amendments and additions to ABBank's Charter (Submitted to the Annual General Meeting of Shareholders 2026 for approval)

Hanoi, April 6, 2026



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

Ngày/ on the date: 28-04-2026



The Board of Directors of An Binh Commercial Joint Stock Bank (ABBank) respectfully submits to the General Meeting of Shareholders the following amendments and additions to ABBank's Charter:

#### I. Reasons for amendments and additions

- On December 31, 2025, the State Bank of Vietnam issued Circular No. 83/2025/TT-NHNN on the Internal Control System of Commercial Banks and Branches of Foreign Banks, effective from July 1, 2026, replacing the regulations in Circular 13/2018/TT-NHNN dated May 18, 2018, Circular 40/2018/TT-NHNN dated December 28, 2018, and Article 3 of Circular No. 09/2024/TT-NHNN dated June 28, 2024. Circular 83/2025/TT-NHNN is an important legal basis for the control and management of risks in banks. Circular 83/2025/TT-NHNN also clarifies and adjusts the powers and responsibilities of the Board of Directors, the Board of Supervisors, and the General Director (the CEO), accordingly, the ABBank's Charter needs to be reviewed and amended to suit the regulations;
- On March 3, 2026, ABBank completed the additional share offering to existing shareholders and the share issuance under the Employee Stock Ownership Plan (ESOP). The results of the offering and issuance of shares have been confirmed by the State Securities Commission. Therefore, this amendment to the Charter will incorporate updated information on ABBank's Charter capital and the number of shares.

#### II. Content of amendments and additions

1. Update Clause 1 of Article 10 and Clause 1 of Article 12 regarding Charter Capital and Shares: The new charter capital of ABBank is VND 13,972,086,850,000, corresponding to 1,397,208,685 shares after the offering and issuance of shares to increase charter capital, which concluded on March 3, 2026.
2. Amend and supplement the regulations on the duties and powers of the Board of Directors, the Board of Supervisors, and the General Director according to Circular 83/2025/TT-NHNN in the following clauses:
  - a) Add Clause 3 to Article 24 stipulating that *Members of the Board of Directors are not allowed to simultaneously hold other positions or titles at ABBank (except for holding the position of General Director, positions or titles in the Risk Management Council, and Committees established by the Board of Directors);*
  - b) Amend and supplement Clauses 2, 7, 11, 12, 23, and 24 of Article 52 on the duties and powers of the Board of Directors;
  - c) Amend Clauses 3 and 17 of Article 60 on the duties and powers of the Board of Supervisors;
  - d) Amend point c, Clause 2 of Article 66 on the duties and powers of the General Director.

3. Revise the structure and content of Article 30 on the obligations of compliance, honesty, prudence, and avoidance of conflicts of interest of ABBank's managers, supervisors, and executives to accurately reflect Article 48 of the Law on Credit Institutionsin, while ensuring compliance with other relevant laws (Law on Enterprises, Law on Securities).
4. In addition to the above contents, the Charter has been technically reviewed and revised, including:
  - a) Updating information on the amendments to the Law on Credit Institutions, the Law on Enterprises, and the Law on Securities in 2025 in the references defined in Clause 1, Article 1;
  - b) Adjusting the order of the clauses in Articles 24, 30, and 52 to be consistent with the amendments and additions;
  - c) Updating the information on the referenced clauses to match the adjusted order of the clauses;
  - d) Amend and supplement the abbreviated name of An Binh Commercial Joint Stock Bank to "ABBank" in the Charter and the License for establishment and operation to match ABBank's new brand identity.

(Specific contents are as per the attached List of Adjustments of ABBank Charter 2026).

*The full text of the Charter, updated with the amendments and additions, also can be found via the QR code link*



### **III. Proposal**

We respectfully submit to the General Meeting of Shareholders:

1. To approve the above-mentioned amendments and additions to the ABBank's Charter.
2. To approve the amendment and supplementation of the Regulation on Operation of the Board of Supervisors with corresponding and synchronized contents with the amendments and supplements to the Charter approved by the General Meeting of Shareholders. Authorize/delegate the Board of Supervisors to issue the revised document of Regulation on Operation of the Board of Supervisors to update these amendments and supplements.
3. Authorize/delegate the Board of Directors and the General Director, in accordance with their functions, to direct and organize the review to update and issue revised documents (if necessary) of the Internal Regulation on Governance, the Regulation on Operation of the Board of Directors, and other internal regulations of the Bank to ensure consistency and and synchronization with the amendments and supplements to the ABBank Charter approved by the General Meeting of Shareholderson.

Respectfully submitted./.

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

*(Signed)*

**Vu Van Tien**

**LIST OF ADJUSTMENTS IN DRAFT OF ABBANK CHARTER 2026**

Marking notes: ~~Content removed (crossed out words)~~ *Content modified and added (italics)*

Current regulations	Adjustments	Legal bases/reasons
<b>CHAPTER I: GENERAL PROVISIONS</b>		
<p><b>Article 1. Definitions</b></p> <p>1. The following terms in this Charter shall have the meanings set out below, unless otherwise specified in the context:</p> <p>b) <i>Law on Credit Institutions</i>: 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.</p> <p>c) <i>Law on Enterprises</i>: 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.</p> <p>d) <i>Law on Securities</i>: 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.</p>	<p><b>Article 1. Definitions</b></p> <p>2. The following terms in this Charter shall have the meanings set out below, unless otherwise specified in the context:</p> <p>b) <i>Law on Credit Institutions</i>: This refers to the Law No. 32/2024/QH15 dated January 18, 2024 (effective from July 1, 2024); <i>amended and supplemented by Law No. 43/2024/QH15 dated June 29, 2024 (effective from August 1, 2024) and Law No. 96/2025/QH15 dated June 27, 2025 (effective from October 15, 2025).</i></p> <p>c) <i>Law on Enterprises</i>: This refers to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020 (effective from January 1, 2021); amended and supplemented by <i>Law No. 03/2022/QH15</i> dated January 11, 2022 (effective from March 1, 2022) and <i>Law No. 76/2025/QH15 dated June 17, 2025 (effective from July 1, 2025).</i></p> <p>d) <i>Law on Securities</i>: This refers to the Law No. 54/2019/QH14 dated November 26, 2019 (effective from January 1, 2021); amended and supplemented by <i>Law No. 56/2024/QH15</i> dated November 29, 2024 (effective from January 1, 2025).</p>	<p>Updated information on amendments to the Law on Credit Institutions, the Law on Enterprises, and the Law on Securities in 2025.</p>
<b>CHAPTER II: CHARTER CAPITAL, SHARE AND SHARE CERTIFICATE</b>		
<b>Section 1: CHARTER CAPITAL</b>		
<p><b>Article 10. Charter capital</b></p> <p>1. The Charter capital of ABBANK is VND 10,350,367,620,000 (ten thousand three hundred fifty billion, three hundred sixty-seven million, six hundred and twenty thousand Dong).</p>	<p><b>Article 10. Charter capital</b></p> <p>1. The charter capital of ABBank is: VND <i>13,972,086,850,000 (thirteen trillion nine hundred seventy-two billion eighty-six million eight hundred fifty thousand dong).</i></p>	<p>This update is based on the results of the additional share offering to existing shareholders and the share issuance under the ESOP program, both of which concluded on March 3, 2026.</p>

Current regulations	Adjustments	Legal bases/reasons
<b>Section 2: SHARE AND SHARE CERTIFICATE</b>		
<p><b>Article 12. Shares</b></p> <p>1. The charter capital of ABBANK is divided into 1,035,036,762 (one thousand rezo hundred thirty-five million, rezo hundred thirty-six thousand, sevent hundred and sixty-two) shares. Each ABBANK share has a par value of VND 10,000 (ten thousand Dong).</p>	<p><b>Article 12. Shares</b></p> <p>1. The charter capital of ABBank is divided into <b><i>1,397,208,685 (one billion three hundred ninety-seven million two hundred eight thousand six hundred eighty-five) shares</i></b>. Each ABBank share has a par value of 10,000 (ten thousand Dong).</p>	<p>This update is based on the results of the additional share offering to existing shareholders and the share issuance under the ESOP program, both of which concluded on March 3, 2026.</p>
<b>CHAPTER II: ORGANIZATION GOVERNANCE OF ABBANK</b>		
<b>Section 1: GENERAL PROVISIONS</b>		
<p><b>Article 24. Cases banned from concurrently holding different positions</b></p> <p>[Not yet regulated]</p>	<p><b>Article 24. Cases banned from concurrently holding different positions</b></p> <p><b><i>3. Members of the Board of Directors of ABBank are not allowed to simultaneously hold other positions or titles at ABBank, except for the position of General Director as stipulated in the Law on Credit Institutions, or positions or titles in the Risk Management Council and Committees established by the Board of Directors.</i></b></p> <p>[Also, changed the number of clauses 3, 4, and 5 to 4, 5, and 6]</p>	<p>Article 5.1(c.ii) of Circular 83/2025/TT-NHNN</p>
<p><b>Article 30. Obligations of compliance, honesty, caution and avoiding conflicts of interest of the Managers, Supevisors, and Executives of ABBANK</b></p> <p><del>Member of the Board of Directors, Member of Board of Supervisors, the General Director, the Deputy General Director of ABBANK</del> have the following obligations:</p> <p>1. Comply with laws, this Charter, resolutions and decisions of the General Meeting of Shareholders.</p> <p>2. Be responsible for complying with restrictive regulations to ensure</p>	<p><b>Article 30. Obligations of compliance, honesty, caution and avoiding conflicts of interest of the Managers, Supevisors, and Executives of ABBank</b></p> <p><b><i>1. Managers, Executives of</i></b> ABBank have the following obligations:</p> <p><b><i>a)</i></b> Comply with laws, this Charter, resolutions and decisions of the General Meeting of Shareholders.</p> <p><b><i>b)</i></b> Be responsible for complying with restrictive regulations to ensure</p>	<p>Restructured into 2 Clauses, with Clause 1 derived from existing provisions and applied to Managers and Executives in</p>

Current regulations	Adjustments	Legal bases/reasons
<p>safety in ABBANK's banking operations according to the provisions of the Law on Credit Institutions.</p> <p>3. To exercise his or her duties honestly and prudently to their best ability in order to assure the best legitimate interests of ABBANK, and shareholders of ABBANK.</p> <p>4. To be loyal to the interests of ABBANK; only use information obtained from their positions to serve the benefit of ABBANK. Not to use information, know-how, business opportunities of ABBANK gained from their position nor abuse his or her position, role or misuse assets of ABBANK for his or her own personal benefit or for the benefit of other organizations or individuals or to damage the benefits of ABBANK and its shareholders.</p> <p>5. Ensure the storage of ABBANK's records to provide data for management, operation, and supervision of all ABBANK activities, and inspection, supervision, and inspection activities of the SBV.</p> <p>6. Understand categories of risks in ABBANK's operations.</p> <p>7. <del>ABBANK Managers and Executives are obliged to</del> promptly, fully and accurately notify ABBANK of their interests in other organizations and transactions with other organizations and individuals that may cause conflicts with ABBANK's interests as prescribed in Clause 6, Article 28 of this Charter.</p> <p>8. Not to create conditions whereby they themselves or any Related Person borrows from or use other service of ABBANK on conditions more favorable or more preferential than the general conditions stipulated by ABBANK.</p> <p>9. Not to have their salary or remuneration increased or to be paid bonuses when ABBANK suffers losses.</p> <p>10. Within the scope of assigned rights and obligations, be responsible for implementing written requests from the SBV regarding matters under the authority of the SBV. Implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of laws on currency and banking; conclusions, recommendations, and decisions on handling of inspections.</p>	<p>safety in ABBank 's banking operations according to the provisions of the Law on Credit Institutions.</p> <p><i>c)</i> To exercise his or her duties honestly and prudently to their best ability in order to assure the best legitimate interests of ABBank, and shareholders of ABBank.</p> <p><i>d)</i> To be loyal to the interests of ABBank; only use information obtained from their positions to serve the benefit of ABBank. Not to use information, know-how, business opportunities of ABBank gained from their position nor abuse his or her position, role or misuse assets of ABBank for his or her own personal benefit or for the benefit of other organizations or individuals or to damage the benefits of ABBank and its shareholders.</p> <p><i>e)</i> Ensure the storage of ABBank's records to provide data for management, operation, and supervision of all ABBank activities, and inspection, supervision, and inspection activities of the SBV.</p> <p><i>f)</i> Understand categories of risks in ABBank's operations.</p> <p><i>g)</i> ABBank Managers and Executives are obliged to promptly, fully and accurately notify ABBank of their interests in other organizations and transactions with other organizations and individuals that may cause conflicts with ABBank's interests as prescribed in Clause 6, Article 28 of this Charter.</p> <p><i>h)</i> Not to create conditions whereby they themselves or any Related Person borrows from or use other service of ABBank on conditions more favorable or more preferential than the general conditions stipulated by ABBank.</p> <p><i>i)</i> Not to have their salary or remuneration increased or to be paid bonuses when ABBank suffers losses.</p> <p><i>j)</i> Within the scope of assigned rights and obligations, be responsible for implementing written requests from the SBV regarding matters under the authority of the SBV. Implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of laws on currency and banking; conclusions, recommendations, and decisions on handling of inspections.</p>	<p>accordance with Article 48 of the Law on Credit Institutions, while adding a new Clause 2 to cover cases requiring compliance with other relevant laws (if any).</p>

Current regulations	Adjustments	Legal bases/reasons
11. Other obligations stipulated in this Charter and laws.	<p><i>k)</i> Other obligations stipulated in this Charter and laws.</p> <p><b>2. <i>Members of the Board of Directors, members of the Board of Supervisors, Managers, and Executives of ABBank shall fulfill their responsibilities, obligations, and requirements regarding compliance, honesty, prudence, transparency, and avoidance of conflicts of interest as stipulated in other relevant laws and this Charter.</i></b></p>	
<b>Section 3: THE BOARD OF DIRECTORS</b>		
<p><b>Article 52. Duties and powers of Board of Directors</b></p> <p>The Board of Directors has the following duties and powers:</p> <p>2. To decide on the organizational structure of ABBANK, the establishment, closure, termination of operations, change of operations of branches, transaction offices, representative offices, and non-profit units of ABBANK.</p> <p>7. To approve the granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions in accordance with the provisions of Clause 3, Article 135 of the Law on Credit Institutions and relevant regulations of the Governor of the State Bank; To decide on the amount of credit granted in accordance with the provisions of Clause 7, Article 136 of the Law on Credit Institutions, except for contracts and other transactions under the decision-making authority of the General Meeting of Shareholders; <del>To regulate the decentralization and delegation of credit approval authority of approval levels at ABBANK, except for transactions under the decision-making authority of the General Meeting of Shareholders or must be decided by the Board of Directors in accordance with the provisions of laws and this Charter.</del></p> <p>11. To develop the internal regulations on ABBANK governance, the Board of Directors' Operating Regulations for approval by the General Meeting of Shareholders; Issue internal regulations related to the organization, governance, <del>and</del> operations of ABBANK in accordance with the provisions of the Law on Credit Institutions</p>	<p><b>Article 52. Duties and powers of Board of Directors</b></p> <p>The Board of Directors has the following duties and powers:</p> <p>2. To decide on the organizational structure <b><i>at the Head Office, branches, and other subsidiaries of ABBank</i></b>; the establishment, closure, termination of operations, change of operations of branches, transaction offices, representative offices, and non-profit units of ABBank.</p> <p>7. To approve the granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions in accordance with the provisions of Clause 3, Article 135 of the Law on Credit Institutions and relevant regulations of the Governor of the State Bank<sup>1</sup>; To decide on the amount of credit granted in accordance with the provisions of Clause 7, Article 136 of the Law on Credit Institutions, <b><i>based on the proposal of the General Director</i></b>, except for contracts and other transactions under the decision-making authority of the General Meeting of Shareholders.</p> <p>11. To develop the internal regulations on ABBank governance, the Board of Directors' Operating Regulations for approval by the General Meeting of Shareholders; Issue internal regulations related to the organization, governance, operations of ABBank, <b><i>and rofessional ethical standards</i></b> in accordance with the</p>	<p>Điều 5.1(ciii, đ); Điều 6.4(e); Điều 9.2(a); Điều 9.4(a); Điều 12.2; Điều 14.2; Điều 19.1 và Điều 25.2 Thông <span style="float: right;">tur</span> 83/2025/TT-NHNN</p>

<sup>1</sup> Article 135.3 Law on Credit Institutions.

Current regulations	Adjustments	Legal bases/reasons
<p>and other relevant legal provisions, except for matters under the authority of the General Meeting of Shareholders.</p> <p>12. To decide on risk management policies and supervise the implementation of risk prevention measures of ABBANK.</p> <p>13. To review and approve the annual report of ABBANK.</p> <p>23. Other duties and powers as prescribed by laws and this Charter.</p>	<p>provisions of the Law on Credit Institutions and other relevant legal provisions, except for matters under the authority of the General Meeting of Shareholders, <b><i>Board of Supervisors</i></b>.</p> <p><b><i>12. To decide on risk management policies and supervise the implementation of risk prevention measures of ABBank; to exercise senior management oversight over the General Director in risk control and management activities as prescribed by law.</i></b></p> <p>13. To review and approve the annual report of ABBank, <b><i>annual report on the results of self-assessment and evaluation of control activities.</i></b></p> <p><b><i>23. To approve the policy of providing new products and operating in new markets based on proposal of the General Director.</i></b></p> <p><b><i>24. To approve capital plan of ABBank based on proposal of the General Director.</i></b></p> <p>25. Other duties and powers as prescribed by laws and this Charter.</p>	

**Section 4:  
THE BOARD OF SUPERVISORS**

<p><b>Article 60. Duties and powers of the Board of Supervisors</b></p> <p>3. To organize internal audits; have right to access to and be provided with sufficient, accurate and timely information and documents related to management and operation activities of ABBANK; has the right to use ABBANK's resources to perform assigned tasks; The Board of Supervisors is entitled to hire experts, independent consultants and outside organizations to perform its duties but is still responsible for the performance of the duties of the Board of Supervisors</p>	<p><b>Article 60. Duties and powers of the Board of Supervisors</b></p> <p>3. To organize internal audits; to have right to access to and be provided with sufficient, accurate and timely information and documents related to management and operation activities of ABBank; to have the right to use resources of ABBank to perform assigned tasks; to be entitled to hire experts, independent consultants and outside organizations to perform its duties but is still responsible for the performance of the duties of the Board of Supervisors; <b><i>to approve annual report and extraordinary reports on internal audit; to conduct senior management oversight over the Internal Audit in the exercise of its powers, duties, and responsibilities as stipulated by the State Bank of Vietnam; to monitor and evaluate the implementation of professional ethical standards by members of the Board of Supervisors and</i></b></p>	<p>Articles 9.2(b); 9.4(b); 12.2(b); 69.2 and 72.1(a) of Circular 83/2025/TT-NHNN</p>
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Current regulations	Adjustments	Legal bases/reasons
<p>16. To approve the internal audit policy; approve and adjust the internal audit plan.</p>	<p><i>Internal Auditors; to monitor and evaluate the Internal Audit and the Head of Internal Audit in the performance of their functions and duties. The Board of Supervisors may hire an external organization with expertise to assess the quality of the Internal Audit's operations.</i></p> <p>16. To approve the internal audit policy; to approve and adjust the <i>annual</i> internal audit plan <i>as proposed by the Head of Internal Audit after consultation with the Board of Directors.</i></p>	
<p><b>Section 4: THE GENERAL DIRECTOR</b></p>		
<p><b>Article 66. Duties and powers of the General Director</b></p> <p>1. The General Director shall have the following duties and powers:</p> <p>c) To establish and maintain an effective internal control system;</p>	<p><b>Article 66. Duties and powers of the General Director</b></p> <p>1. The General Director shall have the following duties and powers:</p> <p>c) To establish and maintain an effective internal control system; <i>to approve plan for new product offerings and operations in new markets; to decide on the working regulations of the Risk Council, the Asset/Liability Management Council (ALCO Council), the Capital Management Council, and other councils under the General Director's authority (if necessary); to decide on the functions and responsibilities of the compliance unit and the risk management unit; to decide on the working regulations of the Credit Approval Council; to approve the annual report on risk management and the annual report on internal assessment of capital adequacy as prescribed by the State Bank of Vietnam; to conduct senior management supervision over individuals and divisions in the implementation of risk control and management activities; to issue risk limits; to propose and submit to the Board of Directors for approval the policy on offering new products, operating in new markets, and the capital plan of ABBank; to be responsible for organizing and implementing control activities within its authority, operating and maintaining the management information system to ensure compliance with regulations, maintaining a control culture and professional ethical standards, handling violations of</i></p>	<p>Articles 6.4; 9.2(b&amp;c); 12.2(c), 14.2, 3&amp;4; 20.1; 21.1(bi); 25.2, 3, 4, 5&amp;6; 61.2 of Circular 83/2025/TT-NHNN</p>

Current regulations	Adjustments	Legal bases/reasons
	<p><i>internal regulations and professional ethical standards, promptly referring violations of the law to competent authorities for handling, developing and implementing risk management policies, and organizing internal capital adequacy assessments;</i></p>	
<p><i>In addition to the above contents, the Charter has been reviewed and technically revised regarding the order and information cited in some articles to conform to the adjusted article order; the abbreviation have been adjusted to match ABBank's new brand identity.</i></p>		