

**Appendix A**  
**CONDITIONS AND CRITERIA**  
**FOR THE MEMBER OF BOARD OF DIRECTORS**

*(Attached to the Notice for Shareholders consultation on exercising their right to nominate candidates to replace member of the Board of Directors – elected members' term 2025-2027)*

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Pursuant to the provisions of the Law on Credit Institutions 2024, Law on Enterprises, Law on Securities and guiding documents, ABBANK Charter, members of the Board of Directors (BOD) must meet the following criteria and conditions:

1. Not falling into the cases of not being allowed to hold positions specified in clause 1, Article 42 of Law on Credit Institutions 2024:
  - Those who are minors; those with difficulty in cognition and behavior control; those with restricted civil act capacity or having lost civil act capacity;
  - Those who are currently are being prosecuted for criminal liability, serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility or compulsory education facility; or who are prohibited by the Court from holding a position, practicing a profession or doing certain work;
  - Those who were once convicted of a crime from the serious level upwards;
  - Those who were once convicted of a crime of infringement of ownership and the conviction has not been removed from the record;
  - Government officials, employees, managers at the divisional or higher level in enterprises of which 50% (fifty percent) or more of the charter capital is held by the State, except for the person assigned to represent the management of the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at ABBANK or assigned, designated, appointed to participate in the management, operation, and control of ABBANK according to task requirements;
  - Professional officers, non-commissioned officers, professional soldiers and military workers of bodies and units of the Vietnamese People's Army; professional officers and noncommissioned officers of bodies and units of the Vietnamese People's Public Security, except for the person assigned to represent the management of the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at ABBANK;
  - Those within the category not permitted to participate in management or executive operation pursuant to the legal regulations on Government officials, employees and on anti-corruption;
  - Those who used to be the owner of a private enterprise, partner of a partnership, (General) Director, Member of the Board of Directors or Board of Members or Supervisory Board, Supervisors of enterprises or the Chairperson and Members of the Board of Directors of a co-operative at the time when such enterprise or co-operative was declared bankrupt, except in cases where he/she was assigned, designated or appointed to participate in the management, operation and control of

an enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;

- Those who has been suspended from the position of Chairperson or other Member of the Board of Directors; Chairperson or other Member of the Board of Members; Head or other Member of the Supervisor Board; (General) Director of a credit institution as prescribed in Article 47 of the Law on Credit Institutions or has been determined by a competent authority to have committed a violation leading to the revocation of the credit institution's License;
- A Related Person of a Member of the Board of Directors or of the General Director of ABBANK, except in the case of Individuals and Related Persons of such individuals or people being capital contribution representatives of a shareholder being an organization and the Related Persons of such persons shall be permitted to participate in the Board of Directors but must not exceed 02 (two) members of ABBANK Board of Directors (except in the case of representatives of State capital contributions or the mandatory transferee).
- Those who takes responsibility for the issues pursuant to an inspection conclusion resulting in the fact that a credit institution or foreign bank branch is punished a penalty for an administrative violation in the currency and banking sector at the highest level of punishment frame applied for the violation behaviors relating to the licenses, management, executive operation, shares, share certificates, capital contribution, shares acquisition, credit granting, purchase of enterprise bonds and prudential ratios in accordance with laws on dealing with administrative violation in the currency and banking sector.

2. Having professional ethics as prescribed by the Governor of the State Bank, specifically not falling into the cases:

- The person who must, under the inspection conclusion, assume responsibility for the administrative violation against regulations on licensing, management and administration, shares/share certificates, capital contribution, share purchase, credit extension, purchase of corporate bonds, or prudential ratios for which the violating credit institution or FBB must incur the highest fine in the fine bracket in accordance with regulations of law on penalties for administrative violations in monetary and banking sector;
- The person who is named in the inspection conclusion and responsible for the penalties for administrative violations in monetary and banking sector imposed upon the credit institution or FBB within 06 months from the date of signing of the warning decision, or 01 year from the date of finishing serving other penalty imposition decision, or 01 year from the date of expiration of the statute of limitations for serving a penalty imposition decision;
- The person who incurs penalties for administrative violations in monetary and banking sector within 06 months from the date of signing of the warning decision, or 01 year from the date of finishing serving other penalty imposition decision, or 01

year from the date of expiration of the statute of limitations for serving a penalty imposition decision;

- The person who must, under the inspection or audit conclusion, assume personal responsibility for violations against regulations on licensing, management and administration, shares/share certificates, capital contribution, share purchase, credit extension, purchase of corporate bonds, prudential ratios, classification of assets, off-balance sheet commitments, or establishment and use of provisions for risks for which the result of implementation of recommended remedial measures is not yet accepted by competent authorities.
3. For cases other than those specified in clause 2 of this Appendix, members of the Board of Directors of ABBANK must comply with the code of professional ethics issued by ABBANK in accordance with SBV's regulations on internal control systems of commercial banks, FBBs and non-bank credit institutions, except cases of application for a new license.
  4. Have a university degree or higher.
  5. Having one of the following conditions:
    - Having at least 03 (three) years as a manager or operator of a credit institution;
    - Having at least 05 (five) years as a manager of an enterprise operating in the financial, accounting, auditing sector or of another enterprise with minimum equity capital equal to ABBANK's legal capital;
    - Having at least 05 (five) years working directly in the professional department of a credit institution or foreign bank branch;
    - Having at least 05 years of direct working experience in finance, banking, accounting, auditing divisions.
  6. Ensure the requirement of banned from concurrently holding different positions is met according to the provisions of the Law on Credit Institutions 2024, specifically:
    - Must not concurrently be an Executive of ABBANK, except for the case of being the General Director of ABBANK;
    - Must not concurrently be an executive or manager of another credit institution or a manager of another enterprise, except in the case of being an executive or manager of a subsidiary of ABBANK or in the case of implementing an approved compulsory transfer plan;
    - Must not concurrently be a Supervisor or Member of the Supervisory Board of another credit institution or other enterprise.
  7. For the independent Board of Directors members, in addition to the criteria stipulated in Clause from 1 to 5 this Appendix, they must satisfy the conditions:
    - Not being a person currently working for ABBANK or its subsidiary; or not being a person used to work for ABBANK or any its subsidiary at any time within 03 (three) preceding years;

- Not being the person who is receiving the regular salary or remuneration of ABBANK in addition to the remuneration and allowances paid to the members of the Board of Directors as prescribed;
- Not being a person, whose spouse, father, mother, child, sibling and spouse of these persons are major shareholder of ABBANK, Manager or Member of the Board of Supervisors of ABBANK; Manager or supervisor, Member of the Board of Supervisors of ABBANK's subsidiary;
- Not being a representative of ownership of shares at ABBANK; not owning or together with a Related Person directly, indirectly owning 01% (one percent) or more of the charter capital or voting shares of ABBANK;
- Not being a Manager or Member of Supervisory Board of ABBANK at any time within 05 (five) preceding years;
- Must not concurrently hold either of the following positions:
  - Must not concurrently be an Executive of ABBANK;
  - Must not concurrently be a manager or executive of another credit institution; manager of more than 02 other enterprises;
  - Must not concurrently be a Supervisor or a Member of the Supervisory Board of another credit institution or other enterprise.