

The background features large, abstract geometric shapes in light orange and light teal. The orange shapes are on the left side, and the teal shapes are on the right side, creating a modern, minimalist design.

# **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**



**DRAFT**

# **REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS OF AN BINH COMMERCIAL JOINT STOCK BANK**

---

**2025**

<b>DOCUMENT DEVELOPMENT</b>				
<b>I. DRAFTING DIVISION</b>				
No	Full Name	Title	Division	Signature
	Tran Nam Sơn	Chief Office	Office of the Board of Directors	
<b>II. REVIEW DIVISIONS</b>				
No	Full Name	Title	Division	Signature
	Đat Khanh Toan	Head of Division	Legal Affairs and Compliance Division	
<b>III. APPROVAL FOR PROMULGATING</b>				
No	Full Name	Title	Division	Signature
1.	Đao Manh Khang	Chairman of the Board of Directors	The Board of Directors	
<b>IV. PROMULGATION AND AMENDMENT PROCESS</b>				
Time	Date of Issuance	Brief of Contents		
2	.../4/2025	Decision No. .../QD-HĐQT.25 on promulgating the Regulation on the Operation of the Board of Directors of An Binh Commercial Joint Stock Bank		
1	20/5/2021	Decision No. 74/QD-HĐQT.21 on promulgating the Regulation on the Operation of the Board of Directors of An Binh Commercial Joint Stock Bank		

**AMENDMENTS, SUPPLEMENTS TRACKINGS**

<b>No</b>	<b>Article/Name of Article revised</b>	<b>Brief of revised contents</b>	<b>Status (Amend/Supplement/ Replace/Reissue)</b>

## TABLE OF CONTENTS

<b>CHAPTER I: GENENERAL PROVISIONS .....</b>	<b>6</b>
Article 1. Scope of regulation and subjects of application .....	6
Article 2. Interpretation of terms.....	6
Article 3. Principle on operation of the Board of Directors .....	9
<b>CHAPTER II: MEMBERS OF THE BOARD OF DIRECTORS .....</b>	<b>9</b>
Article 4. Rights and duties of members of the Board of Directors.....	9
Article 5. The right of members of the Board of Directors to be provided with information 10	
Article 6. Term and number of members of the Board of Directors.....	11
Article 7. Criteria and conditions for acting as member of Board of Directors.....	11
Article 8. Chairperson of Board of Directors.....	13
Article 9. Removal, dismissal, replacement and addition of members of the Board of Directors 15	
Article 10. Election and announcement of the election, dismissal, or removal of members of the Board of Directors .....	15
<b>CHAPTER III: THE BOARD OF DIRECTORS.....</b>	<b>17</b>
Article 11. Roles and duties of the Board of Directors .....	17
Article 12. Tasks and powers of the Board of Directors in approving and signing transaction contracts with related parties.....	17
Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders.....	17
Article 14. The Standing Board of Directors .....	18
Article 15. The Board of Directors' Committees.....	19
<b>CHAPTER IV: THE BOARD OF DIRECTORS' MEETINGS .....</b>	<b>19</b>
Article 16. The Board of Directors' meetings.....	19
Article 17. Approval of the Board of Directors' decisions .....	23
Article 18. Collecting opinions of members of the Board of Directors .....	24
<b>CHAPTER V: APPROVAL OF CONTRACTS AND TRANSACTIONS WITH RELATED PERSONS.....</b>	<b>24</b>
Article 19. Approval of contracts and transactions with related persons outside the scope of credit granting.....	24
Article 20. Approval of contracts and transactions with related persons regarding credit granting	25

---

Article 21. <i>Requirements for preparing and approving contracts and transactions with related parties</i> .....	26
<b>CHAPTER VI: REPORTING AND BENEFIT DISCLOSURE</b> .....	26
Article 22. Submission of annual reports .....	26
Article 23. Remuneration, rewards and other benefits of members of the Board of Directors .....	27
Article 24. Disclosure of related interests .....	28
<b>CHAPTER VII: RELATIONSHIPS OF THE BOARD OF DIRECTORS</b> .....	29
Article 25. Relationship among members of the Board of Directors .....	29
Article 26. Relationship with the Board of Management .....	29
Article 27. Relationship with the Board of Supervisors .....	30
<b>CHAPTER VIII: ORGANISING THE IMPLEMENTATION</b> .....	31
Article 28. Entry into force and implementation .....	31
Article 29. Amendment and supplementation of the Regulation .....	31

**REGULATION**  
**ON THE OPERATION OF THE BOARD OF DIRECTORS**  
*(Progulated by the Decision No: /QD-HDQT.25 dated 2025*  
*of the Borad 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 Operation of the Board of Directors of An Binh Joint Stock Commercial Bank prescribes the members of the Board of Directors; the organization and operation of the Board of Directors and other related issues in accordance with the provisions of the ABBANK's Charter and the provisions of laws.
- 1.2. Subjects of application: This Regulation is applicable to members of the Board of Directors, Board of Directors; managers, executives and related organizations 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 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 August 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.
  - e) *State Bank or SBV*: means the State Bank of Vietnam.
  - f) *ABBANK or An Binh Bank*: means An Binh Commercial Joint Stock Bank.
  - g) *Shareholder*: is any individual or organization who owns one or more shares of ABBANK.
  - h) *Major Shareholder*: is a shareholder owning 5% (five percent) or more of ABBANK's voting shares, including the shares that shareholder indirectly owns.

*This document contains information that is the property of ABBANK. Without permission from ABBANK, copying or printing in any form is prohibited.*

- 
- i) *Manager of ABBANK*: comprises the Chairperson, Deputy Chairperson and members of the Board of Directors; General Director.
- j) *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 Member of Executive Board/Board of Management is not equivalent to the title of Deputy General Director).
- k) *Related person*: is an organization or individual that has a direct or indirect relationship with another organization or individual (including ABBANK) if it falls into 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 SBV 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<sup>1</sup> shall apply in accordance with the principle of law application.

- l) *Internal Person*: is 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, Members of the Internal Audit; the Company Secretary, the Person In-Charge of Corporate Governance, the Person(s) authorized to Disclose Information.
- m) *Independent member of the Board of Directors*: is a member of Board of Directors who satisfies the criteria and conditions on independence as stipulated in Clause 7.2 Article 7 of this Regulation and ABBANK’s Charter.
- n) *Non-executive Board Member*: is a member of Board of Director who is not at the same time the General Director, Deputy General Director, Chief Accountant and other Executives.
- o) *ABBANK's subsidiary*: is a company in one of the following cases:
- (i) ABBANK or ABBANK and ABBANK's related persons own more than 50% of the charter capital or more than 50% of the voting shares of that company;
  - (ii) ABBANK has the right to appoint the majority or all members of the Board of Directors, members of the Board of Members, General Director (Director) of that company;
  - (iii) ABBANK has the right to amend and supplement the Charter of that company;

---

<sup>1</sup> Article 4.24 Law on Credit Institutions; Article 3 and Article 4.23 of the Law on Enterprises; Article 4.46 of the Law on Securities

- (iv) ABBANK or ABBANK and ABBANK's related persons directly or indirectly control the adoption of resolutions and decisions of the General Meeting of Shareholders, Board of Directors, Board of Members of that company.
- p) *ABBANK's affiliated company*: is a company in which ABBANK or ABBANK and its related parties own more than 11% of the charter capital or more than 11% of the voting shares, but is not a subsidiary of ABBANK.
- q) *Credit granting*: is an agreement for an organization or individual to use a sum of money or a commitment to allow the use of a sum of money on the principle of repayment through lending, discounting, financial leasing, factoring, bank guarantees, letters of credit and other credit granting operations.
- 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.
- 2.3. The headings of Clause 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. Principle on operation of the Board of Directors**

- 3.1. The Board of Directors operates according to the collective principle. Members of the Board of Directors are personally responsible for their work and are jointly responsible before the General Meeting of Shareholders and the laws for the resolutions and decisions of the Board of Directors for the performance and development of ABBANK.
- 3.2. The Board of Directors assigns responsibility to the General Director to organize the operation of ABBANK and implement the resolutions and decisions of the Board of Directors.

## **CHAPTER II: MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 4. Rights and duties of members of the Board of Directors**

- 4.1. Members of the Board of Directors have full rights under the provisions of the Law on Credit Institutions, the Law on Securities, the Law on Enterprises, other relevant laws and the ABBANK's Charter.
- 4.2. Members of the Board of Directors have obligations as prescribed in the Law on Credit Institutions, the Law on Securities, the Law on Enterprises, other relevant laws and the ABBANK's Charter and the following obligations:

- a) Performing duties honestly and prudently in the best interests of shareholders and ABBANK;
  - b) Attend all meetings of the Board of Directors and give opinions on the issues raised;
  - c) Timely and fully report to the Board of Directors on the disclosure of related interests and avoid conflicts of interests in accordance with ABBANK's Charter;
  - d) Report and explain to the Board of Directors upon request about contracts and transactions that the Board of Directors members themselves or their related persons sign and execute with ABBANK, ABBANK's subsidiaries; or transactions between ABBANK and a company in which the member of the Board of Directors is a founding member or manager of that company during the last 03 years prior to the transaction time;
  - e) Disclose information when trading shares of ABBANK in accordance with the law;
- 4.3. Independent member of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors when ABBANK becomes a listed company.

**Article 5. The right of members of the Board of Directors to be provided with information**

- 5.1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, other executives of ABBANK to provide information and documents on the financial situation and business activities. of ABBANK and the units in ABBANK to perform the assigned duties of a member of the Board of Directors, in accordance with the provisions of ABBANK's Charter and other relevant provisions of the Board of Directors.
- 5.2. The requested person must promptly, fully and accurately provide information and documents as requested by the members of the Board of Directors.
- 5.3. Requesting and providing information and documents to members of the Board of Directors is carried out according to the following regulations:
- a) Priority is given to providing and exchanging information through the internal information system, periodic reports are provided simultaneously to all members of the Board of Directors and can be accessed online at any time.
  - b) Members of the Board of Directors may request additional and updated information within the scope and in order to perform specific tasks and/or work content that are assigned or assigned to perform.
  - c) Requesting and providing information can be done via email, in writing or directly at the meeting.
  - d) The requested person is responsible for providing information and documents to the Board of Directors members within 3 working days, except for cases where another time limit is specified in this Regulation, the Regulation on the approval of decisions of the Board of Directors, other internal regulations issued by the Board of Directors or clearly stated in the request of the Board of Directors member.

**Article 6. Term and number of members of the Board of Directors**

- 6.1. The Board of Directors shall consist of at least five (05) members and not more than eleven (11) members. The specific number of the members of the Board of Directors shall be decided by the General Meeting of Shareholders.
- 6.2. The Board of Directors must have at least 02 independent members; 2/3 (two-thirds) of the total number of members must be independent members and members must not be ABBANK executives.
- 6.3. An individual and his/her related persons or those who are representatives of the capital contribution of an institutional shareholder and their related persons may participate in the Board of Directors, but not exceeding 02 (two) members of the Board of Directors of ABBANK, except in the case of representatives of the capital contribution of the State - the mandatory transferee.
- 6.4. In case the Board of Directors has fewer members than the minimum number of members as prescribed in Clauses 6.1 and 6.2 of this Article, within 90 (ninety) days from the date of insufficient minimum number of members, ABBANK must elect additional members to ensure the minimum number of members, except in the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions
- 6.5. The term of members of the Board of Directors shall be in line with term of the Board of Directors but not exceeding 05 (five) years. The term of an additional member or of a replacement for a member shall be the remaining period of the term of the Board of Directors. Members of the Board of Directors may be re-elected or re-appointed with unlimited number of terms, except for independent members of the Board of Directors may not be elected in 02 consecutive terms to comply Point f Clause 7.2 Article 7 of this Regulation.
- 6.6. The Board of Directors of the recently terminated term shall continue its operation until the Board of Directors of the new term takes over.

**Article 7. Criteria and conditions for acting as member of Board of Directors**

- 7.1 A member of the Board of Directors must satisfy the following standards and conditions:
  - a) Not falling into the cases of not being allowed to hold positions as prescribed in Clause 3, Article 23 of ABBANK's Charter, specifically:
    - Minors; people with difficulty in cognition and behavior control; people with limited or lost civil capacity;
    - People who are being prosecuted for criminal liability, serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility, compulsory education facility; being prohibited by the Court from holding positions, practicing a profession or doing certain jobs;
    - People who have been convicted of crimes from serious crimes or more;
    - People who have been convicted of property infringement and have not had their

- 
- criminal records expunged;
  - Cadres, civil servants, public employees, managers from the division level and above in enterprises in which the State holds 50% or more of the charter capital, except those appointed as representatives to manage the State's capital contribution, enterprises in which the State holds 50% or more of the charter capital at ABBANK or appointed, designated, or appointed to participate in the management, operation, and control of ABBANK as required by the task;
  - Officers, non-commissioned officers, professional soldiers, workers, and defense officials in agencies and units of the Vietnam People's Army; officers, professional non-commissioned officers, and police workers in agencies and units of the Vietnam People's Public Security, except those appointed as representatives to manage the State's capital contribution, enterprises in which the State holds 50% or more of the charter capital at ABBANK.
- b) Have professional ethics according to regulations of the Governor of the SBV;
  - c) University graduate at least.
  - d) Have one of the following conditions: Have at least 03 (three) years as a manager or executive of a credit institution; have at least 05 (five) years as a manager of an enterprise operating in the finance, accounting, auditing sector or of another enterprise with minimum equity capital equal to the legal capital of ABBANK; have at least 05 (five) years working directly in the professional department of a credit institution or foreign bank branch; have at least 05 years working directly in the professional units of finance, banking, accounting, auditing.
- 7.2 Independent members of the Board of Directors must meet the following standards and conditions:
- a) Standards and conditions stipulated in Clause 7.1 this Article;
  - b) Not being a person currently working for ABBANK or any subsidiary company of ABBANK; or not being a person used to work for ABBANK or any subsidiary company of ABBANK at any time within 03 (three) preceding years;
  - c) 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;
  - d) Not being a person, whose spouse, father, mother, child, sibling and spouse of these persons are major shareholder of ABBANK or a manager or member of Board of Supervisors of ABBANK; manager or controller, member of the Board of Supervisors of ABBANK's subsidiary;
  - e) Not being a representative of ownership of shares at ABBANK; not owning or together with a related person directly or indirectly owning 01% (one percent) or more of charter

capital or voting shares of ABBANK;

- f) Not being a manager or member of Board of Supervisors of ABBANK at any time within 5 (five) preceding years.

7.3 Members of the Board of Directors must comply with the regulations on not concurrently holding positions:

- a) The Chairperson of the Board of Directors must not concurrently be:
- An executive or member of the Board of Supervisors of ABBANK or another credit institution;
  - A manager of another enterprise.
- b) A member of the Board of Directors who is not an independent member must not concurrently be:
- An executive of ABBANK, except in the case of being the General Director of ABBANK;
  - A manager or executive of another credit institution or a manager of another enterprise, except in the case of being a manager or executive of a subsidiary of ABBANK or in the case of implementing an approved compulsory transfer plan;
  - A Supervisor or member of the Board of Supervisors of another credit institution or other enterprise.
- c) An independent members of the Board of Directors must not concurrently be:
- An executive of ABBANK;
  - A manager, executive of other credit institution; managers of more than 02 other enterprises;
  - A supervisor, member of the Board of Supervisors of other credit institution, other enterprise.

7.4 A member of the Board of Directors must notify the Board of Directors of their no longer meeting the standards, conditions, requirements specified in this Article. The determination of automatically disqualified, dismissal or removal shall comply with the provisions of the laws, the ABBANK's Charter and this Regulation.

## **Article 8. Chairperson of Board of Directors**

- 8.1. The Chairperson of Board of Directors shall be elected, removed, dismissed by Board of Directors among members of the Board of Directors which have been elected by the General Meeting of Shareholders.
- 8.2. The Chairperson of the Board of Directors cannot concurrently hold the position of General Director, cannot concurrently hold other positions according to the provisions of the ABBANK's Charter.
- 8.3. The Chairperson of the Board of Directors has the following rights and obligations:
- a) To prepare working plans and programs of the Board of Directors; be responsible for the performance of one's rights and obligations;

*This document contains information that is the property of ABBANK. Without permission from ABBANK, copying or printing in any form is prohibited.*



- b) To convene and preside over the meetings of the Board of Directors;
  - c) To sign documents under the authority of the Board of Directors on behalf of the Board of Directors;
  - d) To organize for resolutions, decisions of the Board of Directors to be passed;
  - e) To monitor, organise the monitoring the implementation of resolutions, decisions of the Board of Directors;
  - f) To chair meetings of the General Meetings of Shareholders;
  - g) To ensure that members of the Board of Directors receive complete, objective and accurate information have enough time to discuss on matters which the Board of Directors shall consider;
  - h) To assign specific duties to each member of the Board of Directors;
  - i) To supervise members of the Board of Directors in performance assigned rights, obligations and tasks;
  - j) Only one other member of the Board of Directors may be authorized to exercise the rights and obligations of the Chairperson of the Board of Directors during his/her absence or inability to perform his/her duties;
  - k) Annually evaluate the performance of each member of the Board of Directors, the Boards and Committees of the Board of Directors and report to the General Meeting of Shareholders on the results of this evaluation;
  - l) To perform the tasks and works assigned or authorized by the General Meeting of Shareholders or the Board of Directors according to the resolution of the General Meeting of Shareholders; resolutions or internal regulations issued by the Board of Directors;
  - m) To ensure that the members of the Board of Directors participate in corporate governance skill training programs as needed;
  - n) To address internal disputes in accordance with the laws and ABBANK's Charter;
  - o) To ensure that the Bank's manager and executives performance are evaluated periodically
  - p) Other rights and obligations in accordance with ABBANK's Charter and relevant laws.
- 8.4. Where the Chairperson of the Board of Directors is absent, he or she shall authorize in writing the Vice Chairperson of Board of Directors (in the case the Board of Directors voted the title of Vice Chairperson) to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. If the Deputy Chairperson of the Board of Directors is also absent, the Chairperson of the Board of Directors shall authorize other member of Board of Directors to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. Where no person is authorized or the Chairperson of the Board of Directors is unable to exercise the duties and obligations in accordance

with Clause 4 Article 156 Law on Enterprises, the remaining members shall select one of them to temporarily hold the position of the Chairperson of the Board of Directors on the basis of majority until having new decision of the Board of Directors.

- 8.5. In case the Chairperson of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 working days from the date of receipt of the resignation or dismissal application.
- 8.6. 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 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 support the Board of Directors in applying and implementing corporate governance principles;
  - d) To assist the Bank 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 disclose information and comply with administrative procedures.
  - f) Other rights and obligations as stipulated in ABBANK's Charter.

#### **Article 9. Removal, dismissal, replacement and addition of members of the Board of Directors**

- 9.1. The dismissal and removal of members of the Board of Directors in accordance with the provisions of the ABBANK's Charter.
- 9.2. The General Meeting of Shareholders decides to replace the members of the Board of Directors when it deems it necessary. The replacement is done through the procedure of removal, dismissal and election of members of the Board of Directors.
- 9.3. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in case the Board of Directors has fewer members than the minimum number of members as prescribed in Clauses 6.1 and 6.2, Article 6 of this Regulation within 90 (ninety) days from the date of insufficient minimum number of members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.

#### **Article 10. Election and announcement of the election, dismissal, or removal of members of the Board of Directors**

- 10.1. Nomination of members of the Board of Directors

*This document contains information that is the property of ABBANK. Without permission from ABBANK, copying or printing in any form is prohibited.*



- a) At least 90 (ninety) days before holding the General Meeting of Shareholders, the Board of Directors must decide to receive shareholders' opinion to exercise their rights on nominate candidates, publicly notify shareholders, along with instructions on the standards, conditions, and documents that must be met according to the provisions of ABBANK's Charter and the law for shareholders to make nominations.
- b) The number of the Board of Directors will be nominated based on voting right shareholding. A shareholder or group of shareholders holding from 5% to 10% total voting shares has the right nominate a maximum of one (01) candidate; holding from over 10% to 20% total voting shares has the right to nominate a maximum of two (02) candidates; holding from over 20% to 30% total voting shares has the right to nominate a maximum of three (03) candidates; holding from over 30% to 40% total voting shares has the right to nominate a maximum of four (04) candidates; holding from over 40% to 50% total voting shares has the right to nominate a maximum of five (05) candidates; holding from over 50% total voting shares has the right to nominate a maximum of six (06) candidates, unless the Board of Directors decides otherwise.

In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as prescribed above or the total number of candidates is lower than the number of members of the Board of Directors expected to be elected, the remaining number of candidates shall be nominated by the Board of Directors. The Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect.

- c) Shareholders, or group of shareholders who nominate candidates to the Board of Directors, the Board of Supervisors and the nominated candidates must complete the documents and procedures upon the Board of Directors' notice to submit to the SBV for approval according to legal regulations.
- d) In case the candidates for the Board of Directors or Board of Supervisors are approved by the SBV for election, ABBANK must publish information related to the candidate on the ABBANK's website so that shareholders can study about these candidates before voting. Published information relating to the candidate includes: full name, date of birth; professional qualifications working experience; other managerial positions (including positions at other companies); benefits related to ABBANK and other related parties of ABBANK; other relevant information in accordance with the SBV's regulations.

#### 10.2. Election members of the Board of Directors

- a) To elect members of the Board of Directors 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 each shareholder has the right to accumulate all or part of its total votes for one or more candidates approved by SBV.

- b) Persons who are elected as members of the Board of Directors shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members of Board of Directors 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, 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.
- 10.3. The Board of Directors must notify in writing to the SBV the list of members of the Board of Directors who are elected, removed or dismissed, obviously disqualified within 10 (ten) working days from the date of elect, dismiss, remove, determine the loss of membership of the Board of Directors. At the same time, ABBANK fulfils the obligation to disclose information in accordance with law within 24 hours from the time of arising of the above events.

### **CHAPTER III: THE BOARD OF DIRECTORS**

#### **Article 11. Roles and duties of the Board of Directors**

- 11.1. 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.
- 11.2. The specific powers and duties of the Board of Directors are stipulated in the ABBANK's Charter.

#### **Article 12. Tasks and powers of the Board of Directors in approving and signing transaction contracts with related parties**

Except for contracts and transactions between ABBANK and related parties that are prohibited from being performed; and contracts and transactions under the approval authority of the General Meeting of Shareholders according to the provisions of law and ABBANK's Charter, the Board of Directors approves within its authority contracts and transactions with related parties according to specific provisions in Chapter IV of this Regulation.

#### **Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders**

- 13.1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders on 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 Supervisory Board is less than the minimum number of members prescribed in Clause 2 Article 51 of Law on Credit Institutions;

- d) Upon written request by a shareholder or a group of shareholders holding over 10 per cent of the total ordinary shares of ABBANK;
  - e) Upon the request of the Board of Supervisors;
  - f) To decide on the content at the request of the SBV when an event occurs that affects the operational safety of a credit institution.
- 13.2. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 90 days from the date of receipt of the request or the date of occurrence of the event specified in Clause 13.1 of this Article.
- In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and members of the Board of Directors shall be responsible before the law and must compensate for any damages incurred to ABBANK.
- 13.3. The convenor of the General Meeting of Shareholders must perform the following tasks:
- 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 every shareholders being entitled to attend the meeting;
  - g) Other works and responsibility serving the meeting in accordance with the laws and ABBANK's Charter.

#### **Article 14. The Standing Board of Directors**

- 14.1. The Standing Board of Directors includes: Chairperson, Vice Chairperson of the Board of Directors. In case it is deemed necessary to meet the management and operation requirements of ABBANK in each period, the Chairperson of the Board of Directors may assign other members of the Board of Directors to participate in the Standing Board of Directors.
- 14.2. The Standing Board of Directors has the following duties:
- a) To review the contents before submitting to a meeting of the Board of Directors or collecting opinion of the members of the Board of Directors when necessary;
  - b) To assist the Board of Directors to direct and regularly supervise the operations of the General Director;

- c) To coordinate activities with the Board of Supervisors; and direct the General Director regarding ABBANK's activities according to the decisions of the General Meeting of Shareholders and the Board of Directors;
- d) On behalf of the Board of Directors to decide matters falling under the authority of the Board of Directors and assigned by the Board of Directors; to decide issues that arise unexpectedly, or urgent situations require immediate decisions of the Board of Directors. For the decision-making contents specified in this point, the Standing Board of Directors shall decide collectively according to the principle of consensus and report to the Board of Directors at the nearest meeting.
- e) Other duties assigned by the Board of Directors.

**Article 15. The Board of Directors' Committees**

- 15.1. The Board of Directors must establish Risk Management Committee and Human Resources Committee according to the regulations of the SBV on the granting of licenses and the organization and operation of commercial banks; and may establish other Councils and Committees if necessary depending on the work requirements and actual situation at ABBANK.
- 15.2. For the Risk Management Committee and the Personnel Committee, each Committee must have at least 3 (three) members, of which the Chairman of the Committee is a member of the Board of Directors. A member of the Board of Directors may only be the Chairman of one Committee. The Risk Management Committee must have at least one member who is an independent member of the Board of Directors. Each Committee must have at least more than 1/2 (one-half) of the members with voting rights who are non-executive members.
- 15.3. The Board of Directors promulgates specific regulations on functions, duties, powers, organization and operation of Councils, Committees under the Board of Directors in accordance with ABBANK's Charter and the related legal regulations. These internal regulations are sent to SBV for reporting immediately after being issued.

**CHAPTER IV:  
THE BOARD OF DIRECTORS' MEETINGS****Article 16. The Board of Directors' meetings**

- 16.1. The first meeting of the Board of Directors is conducted within 07 (seven) working days from the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes, members shall elect according to the majority rule to choose one of them to convene a meeting of the Board of Directors. At this meeting, the Board of Directors shall elect the Chairperson of the Board of Directors.
- 16.2. The Board of Directors must conduct at least one per quarter and may conduct

extraordinary meetings.

16.3. The Board of Directors must conduct an extraordinary meeting in the following circumstances:

- a) Upon decision of the Chairperson of the Board of Directors if it is necessary for the interests of ABBANK;
- b) Upon request of the Board of Supervisors;
- c) Upon request of at least one (01) independent member of the Board of Directors or 02 members of the Board of Directors;
- d) Upon request of the General Director or upon request of at least 05 (five) other managers of ABBANK;
- e) Other cases as prescribed by law.

The request of extraordinary meeting of Board of Directors specified in point b, c and d this Clause must be made in writing and must specify the objectives and issues which require to be discussed, and decisions within the authority of the Board of Directors.

The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within a time-limit of 07 (seven) business days from the date of receipt of a request stipulated in point b, c and d this Clause. If the Chairperson fails to convene a meeting of the Board of Directors pursuant to a request, the Chairperson of the Board of Directors shall be liable for loss caused to ABBANK; the person making the request has the right to convene a meeting of the Board of Directors in place of the Chairperson of the Board of Directors.

16.4. The Board of Directors conducts a physical meeting, virtual meeting or hybrid meeting. In case of a virtual meeting or hybrid meeting, the following provisions must be complied:

- a) A virtual meeting or hybrid meeting can be conducted using technology applications and internet systems, via phone, videoconference, other forms of online communication between members of the Board of Directors, groups of Board members when all or several members are in different locations.
- b) A virtual meeting or hybrid meeting must ensure that each participating member can:
  - (i) Hear each other member participating in speaking during the meeting;
  - (ii) Speak to all other participating members simultaneously.
- c) Members of the Board of Directors participating online specified in this Clause are considered present at that meeting.
- d) Venue and time of a virtual meeting or hybrid meeting are determined as the venue and time that the largest group of members of the Board of Directors gathers, and if there is no

such group, the venue and time of the meeting will be determined to be place the Chairperson of the meeting is present.

- e) A decision passed in a virtual meeting or hybrid meeting held and conducted in accordance with this Clause is effective and valid as a decision passed at a regular physical meeting. The members of the Board of Directors are responsible for signing the Minutes of the Board Meeting to complete the meeting documents as prescribed a virtual meeting or hybrid meeting ends.

- 16.5. When convening a meeting, the Chairperson of the Board of Directors or the convener of the meeting must send a meeting invitation at least 03 (three) working days prior to the meeting date. The notice of the meeting of the Board of Directors contains information about the time and venue of the meeting, the agenda and issues to be discussed, and decisions, attached to documents used at the meeting. The meeting notice must be sent via post, fax, email or other method ensured to reach the contact address of each member of the Board of Directors registered with ABBANK so that members of the Board of Directors can received in the most convenient and fastest way. The convener may notify the meeting outside the usual time required above in cases where urgent decisions need to be made by the Board of Directors, after prompt consultation and agreed by the Board of Directors; the meeting documents in this case may be sent to the Board of Directors members at the meeting.

The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Board of Supervisors as for the Board of Directors members. The Head of the Board of Supervisors has the right to attend Board of Directors meetings, has the right to express opinions but cannot vote.

- 16.6. A meeting of the Board of Directors shall be held with presence of three quarters (3/4) or more of the total members. If the meeting convened in accordance with this Clause does not have the quorum as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the Board of Directors attend the meeting.
- 16.7. A member of the Board of Directors is considered attending and voting at a meeting in the following cases:
- a) To attend and directly vote at the meeting;
  - b) To authorize another person to attend the meeting and vote as prescribed in Clause 16.7 of this Article;
  - c) To attend and vote in a virtual meeting or hybrid meeting, electronic voting or other electronic means;
  - d) Send votes to the meeting by post, fax, or email
- 16.8. Members of the Board of Directors must attend all meetings of the Board of Directors. A



member of the Board of Directors may authorize other person to attend the meeting and vote if it is approved by a majority member of the Board of Directors, except for cases where authorization is not allowed as prescribed in Clause 7, Article 54 of ABBANK's Charter and cases where voting authorization is not allowed as prescribed in Clause 21.2, Article 21 of this Regulation.

16.9. In case member of the Board of Directors send his/her voting opinion in writing or by fax, email in advance, the votes must be submitted to the Chairperson of the meeting of the Board of Directors at least 1 hour prior to the opening time. Votes in advance of the Board of Directors' members will be announced with the witness of all members directly attending the meeting. In case members of the Board of Directors vote through the application of electronic voting software, comply with relevant regulations of the Board of Directors regarding the approval of decisions of the Board of Directors.

16.10. Minutes of meetings of Board of Directors:

- a) All meetings of the Board of Directors must be minuted in the minutes of meeting of Board of Directors. The details of the meeting may be sound recorded or recorded on video and stored in the electronic forms enclosed with the minutes of meeting of Board of Directors. The minutes of meeting of Board of Directors must include the following main contents:
  - Name, address of the head office, and license number/business code of ABBANK;
  - Purpose, program and agenda of meeting;
  - Time and venue of meeting;
  - Full name of each member of the Board of Directors attending the meeting or other persons authorized to attend the meeting and method of attending the meeting; full names of members not attending the meeting and reasons for not attending;
  - Contents discussed and voted at the meeting;
  - Opinions of members attending the meeting in process of the development of the meeting (can be formed in an attached document enclosed with the minutes of meeting);
  - Result of voting on specific issues, which shall indicate the members who agree, who do not agree and who abstain from voting and other opinions (if any)
  - Summary of the issues that have been approved and the respective affirmative vote ratio thereof;
  - Full names and signatures of the Chairperson of the meeting and the person writing the minutes, attending members.
- b) Members presenting at the meeting are responsible for signing and certifying the contents of the meeting minutes. All members of the Board of Directors shall sign on the same copies of Minutes of Meeting or one/several members can sign different counterparts of

the meeting minutes with the same content. If a member presenting at the meeting refuses to sign the minutes, the reason must be clearly stated.

- c) The Chairperson, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.

In case the chairperson or the minute taker refuses to sign the minutes of the meeting, but if all other members of the Board of Directors attending the meeting agree to sign the minutes of the meeting and have all the contents as prescribed in Point a of this Clause, the minutes shall be valid. The minutes of the meeting shall clearly state that the chairperson or the minute taker refused to sign the minutes of the meeting. The signatories of the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting. The chairperson or the minute taker shall be personally responsible for any damage caused to ABBANK due to their refusal to sign the minutes of the meeting in accordance with the provisions of the Enterprise Law, ABBANK's Charter and relevant laws.

- d) Minutes of meeting of the Board of Directors shall be prepared in Vietnamese or be prepared in bilingual languages of Vietnamese and English. If any items in these two versions of minutes are different then the Vietnamese version shall prevail.
- e) Minutes of the meeting of the Board of Directors shall be sent to the members of the Board of Directors. The sending of the minutes of the meeting of the Board of Directors can be performed by sending in person, by mail, fax, or email.

#### **Article 17. Approval of the Board of Directors' decisions**

- 17.1. The approval decision of the Board of Directors must comply with the provisions of law, the ABBANK's Charter and this Regulation. The Board of Directors promulgates a Regulation specifying the approval decisions of the Board of Directors.
- 17.2. When voting, each member of the Board of Directors has one vote, except where the member has no voting rights on the matter.
- 17.3. A decision of the Board of Directors shall be passed if it is approved by a majority of votes of the voting member. In case the number of votes is equal, the casting vote belongs to the Chairperson of the Board of Directors or the Chairperson of the meeting (in case the Chairperson of the Board of Directors is absent and does not submit voting opinions in advance).
- 17.4. If the Board of Directors passes a resolution in contravention of the laws, resolution of the General Meeting of Shareholders, or the provisions of this Regulation, that causes loss to ABBANK, then the members who agreed to pass such resolution shall be personally jointly liable for such resolution and decision, and they must indemnify ABBANK for loss; any member who opposed the passing of such resolution shall be relieved from liability. In such case, a shareholder of ABBANK has the right to request the Court to suspend or rescind such resolution or decision as mentioned above



**Article 18. Collecting opinions of members of the Board of Directors**

- 18.1. The Chairperson of the Board of Directors decides to collect opinions of the members of the Board of Directors instead of the meeting to pass decisions of the Board of Directors in the following cases:
- a) It is required a decision of the Board of Directors during the interval time between two meetings of the Board of Directors in order to promptly meet the management and business demand of ABBANK;
  - b) The applicable rules of Law on Credit Institutions, Laws on Securities and Law on Enterprises and the provisions of ABBANK's Charter do not require mandatory approval at a physical meeting of the Board of Directors;
- 18.2. The seeking opinions to pass the decisions of the Board of Directors are conducted in the form of documents, email of the members of Board of Directors registered with ABBANK or application software applied by ABBANK from time to time or the combination of above means of facilities. Sending and receiving documents and information via email or application software applied by ABBANK shall be as valid as such documents are sent and received by normal documents.
- 18.3. Voting of members of the Board of Directors in writing, by email or voting via applied application software shall be as valid as voting at the meeting of the Board of Directors. A decision passed in the form of collecting opinions of members of the Board of Directors has the same validity as a decision passed at a meeting of the Board of Directors.
- 18.4. The written summary of voting opinions together with documents of seeking for opinions of the members of the Board of Directors are valid and kept as minutes of the Board of Directors's meeting.
- 18.5. The sequence, and procedure to collect opinion of members of Board of Directors to pass a decision of Board of Directors shall be conducted in accordance with regulations issued by Board of Directors from time to time.

**CHAPTER V:****APPROVAL OF CONTRACTS AND TRANSACTIONS WITH RELATED PERSONS****Article 19. Approval of contracts and transactions with related persons outside the scope of credit granting**

- 19.1. The Board of Directors approves transactions and contracts outside the scope of credit granting with a value of less than 20% of ABBANK's charter capital recorded in the most recent audited financial statements or another lower ratio as prescribed in the ABBANK's Charter issued from time to time between ABBANK and:
- a) A member of the Board of Directors, a member of the Board of Supervisors, the General Director, a major shareholder of ABBANK;
  - b) A related person of the Manager, member of the Board of Supervisors, major shareholder

*This document contains information that is the property of ABBANK. Without permission from ABBANK, copying or printing in any form is prohibited.*

of ABBANK;

c) A subsidiary or affiliated company of ABBANK.

19.2. For transactions and contracts related to capital mobilization of ABBANK in the forms of loans, bond issuance, deposit receipt, issuance of savings books, certificates of deposit and other mobilization products; other perforated products or transactions on the interbank market that have regulations, rules and common application mechanisms approved and issued by the Board of Directors, the approval of contracts and transactions with related parties shall be carried out in accordance with the above mentioned regulations and rules issued by the Board of Directors.

## **Article 20. Approval of contracts and transactions with related persons regarding credit granting**

### **20.1. Credit transactions and contracts subject to credit granting restrictions**

The granting of secured credit and not applying preferential conditions with a value of less than 20% of ABBANK's charter capital stated in the most recent audited financial statements or other lower ratios as prescribed in the ABBANK's Charter issued from time to time for the following subjects must be approved by the Board of Directors:

- a) Chief Accountant of ABBANK;
- b) A major shareholder, founding shareholder of ABBANK.
- c) An enterprise in which one of the following subjects owns more than 10% of the charter capital of that enterprise:
  - (i) A member of the Board of Directors, a member of the Board of Supervisors, the General Director, Deputy General Director and equivalent positions as prescribed in the ABBANK's Charter.
  - (ii) Spouse, father, mother, child, brother, sister of a member of the Board of Directors, member of the Board of Supervisors, General Director, Deputy General Director and equivalent positions as prescribed in the ABBANK's Charter.
  - (iii) A legal entity is shareholder whose capital contribution representative is member of the Board of Directors, member of the Board of Supervisors of ABBANK.
- d) A person who appraise and approve credit granting at ABBANK basing on the regulations of the Governor of the SBV (from VND 10 billion or more or other specific levels changed from time to time), except for cases of credit granting in the form of credit card issuance to individuals in accordance with the general regulations of ABBANK.
- e) A subsidiary, affiliated company of ABBANK, except for cases where ABBANK grants credit to a subsidiary of ABBANK which is a compulsory transfer credit institution.

### **20.2. Credit transactions and contracts that are not subject to credit restrictions:**

The Board of Directors approves the granting of credit in the form of issuing credit cards to the following individuals:

- a) A member of the Board of Directors, a member of the Board of Supervisors, the General Director, a major shareholder of ABBANK;
- b) A related person of a Manager, a member of the Board of Supervisors, a major shareholder of ABBANK.

20.3. The total outstanding credit balance for the subjects specified in Points a, b, c and d Clause 20.1 of this Article includes the total amount of purchase, holding and investment in bonds issued by these subjects within the total outstanding debt that must comply with the limit specified in Clause 2, Article 135 of the Law on Credit Institutions. The total outstanding credit balance for a subject specified in Point e Clause 20.1 of this Article includes the total amount of purchase, holding and investment in bonds issued by that subject must not exceed 10% of ABBANK's equity; for all subjects specified in Point e Clause 20.1 of this Article, it must not exceed 15% of ABBANK's equity. Credit granting must be made public in ABBANK. Control of credit granting limits when performing transactions and contracts in this Article is carried out according to ABBANK's internal regulations from time to time.

#### **Article 21. Requirements for preparing and approving contracts and transactions with related parties**

- 21.1. The dossier submitted to the Board of Directors must be accompanied by a draft contract or an explanation of the main content of the transaction.
- 21.2. The order and procedures for submitting to the Board of Directors for approval of transactions and contracts with related parties of ABBANK shall comply with the general provisions in the Regulation on Approval of Decisions of the Board of Directors.
- 21.3. When conducting a transaction with a related party, ABBANK must sign written contract on the principles of equality and voluntariness; apply necessary measures to prevent loss of capital, assets or other resources of ABBANK.
- 21.4. Transactions with related parties specified in this Chapter and other cases as prescribed by the law on securities and the securities market must be disclosed in accordance with the Regulation on Disclosure Information of ABBANK issued by the Board of Directors.
- 21.5. The Office of the Board of Directors is the focal unit to receive, synthesize and update information about ABBANK's related persons and carry out procedures and documents to submit to the Board of Directors for approval transactions and contracts with related persons.

### **CHAPTER VI: REPORTING AND BENEFIT DISCLOSURE**

#### **Article 22. Submission of annual reports**

- 22.1. After the fiscal year ends, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a) Evaluate the business results, management activities, results of supervision ABBANK operations; results of implementing resolutions of the General Meeting of Shareholders;
  - b) Summarize meetings and activities of the Board of Directors; activities of Committees

*This document contains information that is the property of ABBANK. Without permission from ABBANK, copying or printing in any form is prohibited.*

under the Board of Directors;

- c) Audited annual financial statements;
  - d) Activities of independent members of the Board of Directors and evaluation of independent members on the Board of Directors activities (when ABBANK is a listed company);
  - e) Other contents in accordance with regulations of law, ABBANK's Charter and Regulation on Internal Governance of ABBANK.
- 22.2. The contents of the report specified at Points a, b and c, Clause 22.1 of this Article must be completed and sent to the Board of Supervisors and publicized 21 days before the opening date of the Annual General Meeting of Shareholders.
- 22.3. The reports specified in Clause 22.1 and 22.2 of this Article must be kept at the headquarters of ABBANK and updated (if any) until the opening date of the Annual General Meeting of Shareholders.

**Article 23. Remuneration, rewards and other benefits of members of the Board of Directors**

- 23.1. Remuneration, salary, rewards and other benefits of members of the Board of Directors (hereinafter collectively referred to as remuneration) shall be paid based on the ABBANK's requirements on performance of their responsibilities, duties, the work schedule, the time required to complete the tasks, and ABBANK's actual status, and business result and efficiency. The General Meeting of Shareholders decides the total remuneration of Board of Directors at the annual meeting. The Chairperson of the Board of Directors announces the level of remuneration and ensures the payment of remuneration and other benefits of members of the Board of Directors in accordance with ABBANK's Charter, resolutions of the General Meeting of Shareholders and relevant regulations of the Board of Directors.
- 23.2. Remuneration and operating expenses of the Board of Directors and Councils, Committees under the Board of Directors shall be included in the business expenses of ABBANK in accordance with the provisions of the law on corporate income tax, which is shown as a separate item in the annual financial statements of ABBANK and must report to the General Meeting of Shareholders at the annual meeting.
- 23.3. Member of the Board of Directors holding executive positions or members of the Committee of the Board of Directors or perform other work outside the normal duties of a member of the Board of Directors are entitled to additional remuneration or other forms of a one-time lump-sum remuneration, salary, allowance or monthly remuneration, commission, percentage of profits or other forms as specifically notified by the Chairperson of the Board of Directors basing on the same general principles as set out in Clause 23.1 of this Article.
- 23.4. Members of the Board of Directors shall be paid by ABBANK for their meals, accommodation, travel and other expenses in accordance with regulations of ABBANK when performance of their assigned duties, including expenses incurred in attending

meetings of the General Meeting of Shareholders, the Board of Directors or Councils, Committees of the Board of Directors.

- 23.5. ABBANK may buy the liability insurance for the managers, the executives of ABBANK, but this insurance does not cover damages related to violations of the laws and ABBANK's Charter. The approval of the cost of purchasing liability insurance is in accordance with ABBANK's financial management regulations promulgated by the Board of Directors.

#### **Article 24. Disclosure of related interests**

- 24.1. A member of the Board of Directors shall disclose the following information to ABBANK:
- a) Name, enterprise code, head office address, business lines of the enterprise or economic organization in which he/she or he/she and his/ her related persons owns/own a capital share or shares in his/her/their name(s) or authorizes/ authorize or entrusts/entrust for other organizations and individuals to own, from 5% (five percent) or more of its charter capital;
  - b) Name, enterprise code, head office address, business lines of the enterprise or economic organization of which he/she and his/her related persons is/are a member of the Board of Directors, Members' Council or Board of Supervisors or the General Director (Director);
  - c) Information about the Related Person being an individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider;
  - d) Information about the Related Person being an organization, including: name, enterprise code, head office address of the enterprise; legal representative, relationship with the information provider;
  - e) Other cases as prescribed in Clause 2, Article 164 of the Law on Enterprises; Clause 3, Article 291 and Article 299 of Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities (outside the scope of the cases prescribed in Points a, b, c and d of this Clause);
- 24.2. Disclosure of information as specified in Clause 24.1 of this Article and changes, addition of related information shall be proceeded in writing as soon as possible but under no circumstances exceed 07 working days from the date of arising or any change or addition of information.
- 24.3. ABBANK must keep the information specified in Clause 1 of this Article at ABBANK's head office and inform SBV in writing on the information stipulated under Point a, b, c and d, Clause 24.1 of this Article within 07 business days, from the date ABBANK receives the public information as stipulated under Clause 24.1 of this Article.
- 24.4. 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 conflict with ABBANK's interests and may only participate in such transactions when approved by the Board of Directors.

- 24.5. ABBANK shall promptly formulate and update upon having change on the list of founding shareholders, major shareholders, members of the Board of Directors, the Board of Supervisors, executives, and other managerial positions, and their related persons in accordance with the laws and ABBANK's Charter. This list must be made publicly available in the system of ABBANK and be sent directly or by post to the SBV.
- 24.6. The granting of credit to the subjects specified in Clause 24.1 of this Article, which are also the subjects specified in Clause 1, Article 135 of the Law on Credit Institutions, must be made public in ABBANK. ABBANK must report on the granting of credit to these subjects to the General Meeting of Shareholders and the SBV in accordance with the regulations of the SBV.

## **CHAPTER VII: RELATIONSHIPS OF THE BOARD OF DIRECTORS**

### **Article 25. Relationship among members of the Board of Directors**

- 25.1. The relationship among the members of the Board of Directors is a cooperative relationship. Members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling assigned work.
- 25.2. In the process of handling the works, the member of the Board of Directors assigned with the main responsibility must actively coordinate to handle, if there is a problem related to the field by other members in charge. In case there are differing opinions among members of the Board of Directors, the member responsible for the main responsibility shall report to the Chairperson for consideration and decision according to his / her competence or hold a meeting or collect opinions of members of the Board of Directors in accordance with the law, ABBANK's Charter and this Regulation.
- 25.3. In the case of reassignment among the members of the Board of Directors, the members of the Board of Directors must hand over their work, files and related documents. This handover must be made in writing and reported to the Chairperson of the Board of Directors on such handover.

### **Article 26. Relationship with the Board of Management**

- 26.1. As a corporate governance, the Board of Directors issues resolutions, decisions, gives directions and requests for the General Director and the Board of Management to implement. At the same time, the Board of Directors supervises the implementation of those resolutions, decisions and instructions.
- 26.2. The working relationship between the Board of Directors with the General Director and the Board of Management is specified in the Internal Regulation on Governance of ABBANK and other internal regulations issued by the Board of Directors.
- 26.3. The working relationship between the Board of Directors and the General Director in the Board of Directors' supervision of senior management over the General Director regarding internal control, risk management, and internal assessment of capital adequacy is



specifically as follows:

- a) Supervising the General Director over internal control in:
  - Organizing the implementation of control activities, operating and maintaining the management information system and information exchange mechanism;
  - Maintaining the control culture and professional ethics standards according to the regulations of the Governor of the SBV;
  - Handling and overcoming shortcomings and limitations in internal control according to the requirements and recommendations of the SBV, independent auditing organizations and other competent authorities;
  - Handling violations of the law, violations of internal regulations and professional ethics standards;
  - Other contents as prescribed by the Board of Directors.
- b) Supervise the General Director on the basis of the proposal and advice of the Risk Management Committee on risk management:
  - Develop and organize the implementation of risk management policies;
  - Handle and overcome existing problems and limitations in risk management according to the requirements and recommendations of the SBV, independent auditing organizations and other competent agencies;
  - Other contents as prescribed by the Board of Directors.
- c) Supervise the General Director on internal assessment of capital adequacy:
  - Organize the implementation of internal assessment of capital adequacy;
  - Handle and overcome existing problems and limitations in internal assessment of capital adequacy according to the requirements and recommendations of the SBV, independent auditing organizations and other competent agencies;
  - Other contents as prescribed by the Board of Directors.

## **Article 27. Relationship with the Board of Supervisors**

- 27.1. The relationship between the Board of Directors and the Board of Supervisors is a relationship on coordination between governance and supervisory functions according to the provisions of law and ABBANK's Charter. The working relationship between the Board of Directors and the Board of Supervisors follows the principles of equality and independence, at the same time closely coordinating and supporting each other in the process of implementing the stipulated functions and tasks.
- 27.2. The coordination mechanism between the Board of Directors and the Board of Supervisors and internal audit must ensure:
  - a) The Board of Directors coordinates with the Internal Audit when internally auditing the supervision of senior management over the Board of Directors;
  - b) The Board of Directors implements the recommendations of the Board of Supervisors to the Board of Directors in the internal audit results report (if any) and notifies the Board of Supervisors of the results of the implementation of the recommendations.
- 27.3. Upon receiving the inspection minutes or the general report of the Board of Supervisors,

the Board of Directors is responsible for studying and directing the executive apparatus and related units to plan and implement timely requirement solutions.

## **CHAPTER VIII: ORGANISING THE IMPLEMENTATION**

### **Article 28. Entry into force and implementation**

- 28.1. This Regulation takes effect from the date it is promulgated.
- 28.2. This Regulation replaces the Regulation on Operation of the Board of Directors of An Binh Commercial Joint Stock Bank issued together with Decision 74/QD-HDQT.21 dated May 20, 2021.
- 28.3. 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 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 29. Amendment and supplementation of the Regulation**

- 29.1. On the basis of compliance with the provisions of law, ABBANK's Charter and the actual situation, the Board of Directors submits to the General Meeting of Shareholders for approval the Regulation on the Operation of the Board of Directors.
- 29.2. The Board of Directors shall issue, 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./.