

LIST OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS

Noted: Caption marking content: ~~Content removed (italicized strike-through text)~~

Amended and supplemented content: bold italicized text

Current regulations	Amended regulations
<p>Article 2. Interpretation of terms</p> <p>i) <i>Major Shareholder</i>: means a shareholder directly or indirectly owning 5 per cent or more of the voting share capital of ABBANK.</p> <p>k) <i>Executive of ABBANK</i>: comprises General Director, Deputy General Directors, member of Executive Board, the Chief Accountant, Directors of Branches and other similar executive positions of ABBANK.</p> <p>l) <i>Related person</i>: means any organization or individual related to another organization or individual (including ABBANK) in one of the following cases:</p> <ul style="list-style-type: none"> (i) A parent company with its subsidiary company and vice versa; ABBANK with its subsidiary company and vice versa; among subsidiary companies of the same parent company; among subsidiary companies of ABBANK; a manager of ABBANK or member of the Supervisory Board of a parent company or ABBANK, or an individual or organization with power to appoint such person with a subsidiary company and vice versa; (ii) A company or ABBANK with manager or member of the Supervisory Board of such company or ABBANK, or in respect of the company, organization with power to appoint such person and vice versa; (iii) A company or ABBANK with organization or individual owning 5 per cent or more of the charter capital or the voting share capital of the company or ABBANK and vice versa; 	<p>Article 2. Interpretation of terms</p> <p>i) <i>Major Shareholder</i>: means a shareholder owning 5 per cent or more of the voting share capital of ABBANK, <i>including the number of shares that shareholder owns indirectly.</i></p> <p>k) <i>Executive of ABBANK</i>: comprises General Director, Deputy General Directors, Member of Executive Board, the Chief Accountant, Directors of Branches and other similar executive positions of ABBANK <i>(The title of Member of Executive Board is not equivalent to the title of Deputy General Director).</i></p> <p>l) <i>Related person</i>: means any organization or individual related to another organization or individual (including ABBANK) in one of the following cases:</p> <ul style="list-style-type: none"> (i). Parent company with subsidiary and vice versa; parent company with subsidiary of subsidiary and vice versa; <i>credit institution with subsidiary of subsidiary of credit institution and vice versa;</i> subsidiaries of the same parent company or of the same credit institution with each other; <i>subsidiaries of subsidiaries of the same parent company or of the same credit institution with each other;</i> managers, <i>supervisors,</i> 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; <i>(iii). A company or credit institution with an organization or individual</i>

<p>(iv) An individual with his/her spouse, father, mother, child or sibling;</p> <p>(v) A company or ABBANK with an individual prescribed in sub-point (iv) of this point of a manager, member of the Supervisory Board, capital contributor or shareholder owning 5% or more of the charter capital or voting share capital of such company or ABBANK and vice versa;</p> <p>(vi) An individual authorized to act as representative of an organization or individual prescribed in sub-points from (i) to (v) of this point with the organization or individual who is principal; among individuals authorized to act as representatives of capital contribution portions of a same organization.</p> <p>(vii) Any other legal entity or individual with a potentially risky relationship for the operation of ABBANK determined in accordance with the internal rules of ABBANK or pursuant to a written request from the SBV via an inspection or supervision on a case-by-case basis.</p> <p>(viii) Other cases stipulated in Clause 23 Article 4 of the Law on Enterprises, Clause 46 Article 4 of the Law on Securities.</p>	<p>owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(vii). Other legal entities and individuals having a relationship that poses potential risks to ABBANK's operations are determined according to ABBANK's internal regulations or upon written request of the State Bank through inspection and supervision activities.</p> <p>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</p>
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<p>m) <i>Internal Person</i>: means a person who holds an important position in the executive and managerial apparatus of ABBANK, comprising of the Chairperson, Vice-Chairperson, members of Board of Directors; the legal representative; General Director, Deputy General Directors; the Financial Director; <i>the</i> 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 Supervisory Board; the company secretary, person in charge of corporate governance, persons authorized to disclose information.</p>	<p><i>other issues that do not have specific provisions of the Law on Credit Institutions, the definition of Related Person according to the provisions of Clause 46, Article 4 of the Law on Securities, Clause 23, Article 4 of the Law on Enterprises shall apply in accordance with the principle of law application.</i></p> <p>m) <i>Internal Person</i>: means a person who holds an important position in the executive and managerial apparatus of ABBANK, comprising of the Chairperson, Vice-Chairperson, Members of Board of Directors; the legal representative; General Director, Deputy General Directors; the Financial Director; <i>the</i> 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 Supervisory Board; <i>Members of the Internal Audit</i>, the Company Secretary, Person in charge of corporate governance, Persons authorized to disclose information.</p> <p><i>p) ABBANK's subsidiary: is a company in one of the following cases:</i></p> <p><i>(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;</i></p> <p><i>(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;</i></p> <p><i>(iii) ABBANK has the right to amend and supplement the Charter of that company;</i></p> <p><i>(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.</i></p> <p><i>q) ABBANK's affiliated company: is a company in which ABBANK or ABBANK and its related parties own more than 11% of the charter</i></p>
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	<p><i>capital or more than 11% of the voting shares, but is not a subsidiary of ABBANK.</i></p> <p><i>r) 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.</i></p>
<p>Article 4. Rights and duties of members of the Board of Directors</p> <p>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 Charter of ABBANK, <i>including the right to be provided information and documents on the financial and business performance of ABBANK and its affiliates</i></p> <p>4.2. Members of the Board of Directors have obligations as prescribed in the Charter of ABBANK and the following obligations:</p> <p><i>f) Attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); In case of force majeure cannot attend, a member of the Board of Directors must report in writing to the Board of Directors;</i></p>	<p>Article 4. Rights and duties of members of the Board of Directors</p> <p>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.</p> <p>4.2. Members of the Board of Directors have obligations as prescribed in the Law on Credit Institutions, <i>the Law on Securities, the Law on Enterprises, other relevant laws</i> and the ABBANK's Charter and the following obligations:</p>
<p>Article 5. The right of members of the Board of Directors to be provided with information</p> <p>5.1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, other relevant managers <i>and executives</i> of ABBANK to provide information and documents on the financial situation and business activities. of ABBANK and the units in ABBANK.</p>	<p>Article 5. The right of members of the Board of Directors to be provided with information</p> <p>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 <i>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.</i></p>

<p>5.2. Managers and executives are required to promptly, fully and accurately provide information and documents at the request of members of the Board of Directors. The procedures for requesting and providing information are in accordance with ABBANK's Charter and internal regulation promulgated by the Board of Directors.</p>	<p>5.2. The requested person must promptly, fully and accurately provide information and documents as requested by the members of the Board of Directors.</p> <p>5.3. Requesting and providing information and documents to members of the Board of Directors is carried out according to the following regulations:</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>c) Requesting and providing information can be done via email, in writing or directly at the meeting.</i></p> <p><i>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.</i></p>
<p>Article 6. Term and number of members of the Board of Directors</p> <p>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.</p> <p>6.2. A minimum of 1/2 (one-half) of the total number of members of the Board of Directors shall be non-executive and independent members.</p> <p>6.3. The total number of independent members of the Board of Directors</p>	<p>Article 6. Term and number of members of the Board of Directors</p> <p>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.</p> <p>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.</p>

<p>must ensure the following:</p> <p>a) At least 01 independent member in case the Board of Directors consist of 05 members;</p> <p>b) At least 02 independent members in case the Board of Directors consist of 06 to 08 members;</p> <p>c) At least 03 independent members in case the Board of Directors consist of 09 to 11 members.</p> <p>6.4. The term of the Board of Directors shall be 05 (five) years. The term of members of the Board of Directors shall be in line with term of the Board of Directors. The term of office of an additional member or of a replacement for a member shall be the remaining period of the term of office 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 e Clause 7.2 Article 7 of this Regulation.</p> <p>6.5. The Board of Directors of the recently terminated term shall continue its operation until the Board of Directors of the new term takes over.</p>	<p>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.</p> <p>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</p> <p>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.</p> <p>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.</p>
<p>Article 7. Criteria and conditions for acting as member of Board of Directors</p> <p>7.1 A member of the Board of Directors must satisfy the following criteria and conditions:</p> <p>a) Have full capacity for civil acts, and not fall into the category of persons not permitted to manage an enterprise as stipulated in Law on Enterprises;</p>	<p>Article 7. Criteria and conditions for acting as member of Board of Directors</p> <p>7.1 A member of the Board of Directors must satisfy the following standards and conditions:</p> <p>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:</p>

<p>b) Not falling into the cases that are not allowed to hold the position or hold the same position as prescribed in Articles 22 and 23 of ABBANK's Charter;</p> <p>c) Having good professional ethics on the basis of compliance with Article 28 and 29 of ABBANK's Charter;</p> <p>d) University graduate at least.</p> <p>e) At least 03 years of experience as administrator, manager of a credit institution, or at least 05 years of experience as administrator, manager of an enterprise operating in the financial, banking, accounting, auditing industry or of other enterprise which owners' equity is at least equal to the legal capital level required for the equivalent credit institution type, or has at least 05 years of working directly in the financial, banking, accounting, auditing units.</p>	<ul style="list-style-type: none"> - <i>Minors; people with difficulty in cognition and behavior control; people with limited or lost civil capacity;</i> - <i>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;</i> - <i>People who have been convicted of crimes from serious crimes or more;</i> - <i>People who have been convicted of property infringement and have not had their criminal records expunged;</i> - <i>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;</i> - <i>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.</i> <p>b) Have professional ethics <i>according to regulations of the Governor of the SBV;</i></p> <p>c) University graduate at least.</p> <p>d) <i>Have one of the following conditions:</i> Have at least 03 (three) years as a manager or executive of a credit institution; have at least 05 (five)</p>
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<p>7.2 For the independent Board of Directors members, in addition to the criteria stipulated in Clause 7.1 this Article, they must satisfy the conditions:</p> <p>a) 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;</p> <p>b) 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;</p> <p>c) 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 Supervisory Board of ABBANK or its subsidiary company;</p> <p>d) Not being a person directly or indirectly owning or represented to own at least 1% (one per cent) of the total voting shares in ABBANK; not together with related persons owns from 5% (five percent) of charter capital or equity which is entitled to vote;</p> <p>e) Not being a manager or member of Supervisory Board of ABBANK at any time within 5 (five) preceding years.</p> <p>7.3 A member of the Board of Directors of ABBANK can concurrently be a member of the Board of Directors at a maximum of 05 other companies.</p>	<p>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.</p> <p>7.2 Independent members of the Board of Directors must meet the following standards and conditions:</p> <p>a) Standards and conditions stipulated in Clause 7.1 this Article;</p> <p>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;</p> <p>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;</p> <p>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 Supervisory Board of ABBANK; manager or controller, member of the Supervisory Board of ABBANK's subsidiary;</p> <p>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;</p> <p>f) Not being a manager or member of Supervisory Board of ABBANK at any time within 5 (five) preceding years.</p> <p>7.3 Members of the Board of Directors must comply with the regulations on not concurrently holding positions:</p> <p>a) The Chairperson of the Board of Directors must not concurrently be:</p>
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<p>7.4 Independent members of the Board of Directors must notify the Board of Directors of their no longer meeting the conditions specified in Clause 7.2 of 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.</p>	<ul style="list-style-type: none"> - <i>An executive or member of the Supervisory Board of ABBANK or another credit institution;</i> - <i>A manager of another enterprise.</i> <p><i>b) A member of the Board of Directors who is not an independent member must not concurrently be:</i></p> <ul style="list-style-type: none"> - <i>An executive of ABBANK, except in the case of being the General Director of ABBANK;</i> - <i>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;</i> - <i>A Supervisor or member of the Supervisory Board of of another credit institution or other enterprise.</i> <p><i>c) An independent members of the Board of Directors must not concurrently be:</i></p> <ul style="list-style-type: none"> - <i>An executive of ABBANK;</i> - <i>A manager, executive of other credit institution; managers of more than 02 other enterprises;</i> - <i>A supervisor, member of the Supervisory Board of other credit institution, other enterprise.</i> <p>7.4 A member of the Board of Directors must notify the Board of Directors of their no longer meeting the <i>standards</i>, conditions, <i>requirements</i> 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.</p>
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<p>Article 8. Chairperson of Board of Directors</p> <p>8.3. The Chairperson of the Board of Directors has the following rights and obligations:</p> <p>a) To prepare working plans and programs of the Board of Directors;</p> <p>b) To prepare or organize the preparation of the program, agenda and documents for meetings of the Board of Directors; to convene and preside over the meetings of the Board of Directors;</p> <p>c) To organize for resolutions, decisions of the Board of Directors to be passed;</p> <p>d) To monitor the implementation of resolutions, decisions of the Board of Directors; to ensure that the Board of Directors performance as a whole is evaluated and report to the General Shareholders Meeting annually as provided by this Charter and laws.</p> <p>e) To chair meetings of the General Meetings of Shareholders;</p> <p>f) 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;</p> <p>g) To allocate duties to members of the Board of Directors; to supervise members of the Board of Directors in performance of the work assigned to them and in implementation of their general duties and powers; to assess the effectiveness of the work of each member of the Board and of the Committees of the Board of Directors at least once each year, and to report the results thereof to General Meeting of Shareholders.</p> <p>h) To assign specific duties to each member of the Board of Directors;</p> <p>...</p> <p>j) To address internal disputes in accordance to this Charter</p> <p>...</p>	<p>Article 8. Chairperson of Board of Directors</p> <p>8.3. The Chairperson of the Board of Directors has the following rights and obligations:</p> <p>a) To prepare working plans and programs of the Board of Directors; <i>be responsible for the performance of one's rights and obligations;</i></p> <p>b) To convene and preside over the meetings of the Board of Directors;</p> <p><i>c) To sign documents under the authority of the Board of Directors on behalf of the Board of Directors;</i></p> <p>d) To organize for resolutions, decisions of the Board of Directors to be passed;</p> <p>e) To monitor, organise <i>the monitoring</i> the implementation of resolutions, decisions of the Board of Directors;</p> <p>f) To chair meetings of the General Meetings of Shareholders;</p> <p>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;</p> <p>h) To assign specific duties to each member of the Board of Directors;</p> <p>i) To supervise members of the Board of Directors in performance assigned <i>rights, obligations and tasks;</i></p> <p><i>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;</i></p> <p><i>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;</i></p>
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	<p>n) To address internal disputes in accordance <i>with the laws</i> and ABBANK's Charter;</p> <p>...</p>
<p>Article 9. Removal, dismissal, replacement and addition of members of the Board of Directors</p> <p>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 the following cases:</p> <p><i>a) The remaining members of the Board of Directors are less than the minimum number of members as prescribed by laws and ABBANK's Charter or not enough 2/3 (two thirds) of the number of members of the current term. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members of the Board of Directors does not meet the regulations;</i></p> <p><i>b) Except for the case specified at Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the removal or dismissed member at the latest meeting after being accepted candidate by the State Bank.</i></p>	<p>Article 9. Removal, dismissal, replacement and addition of members of the Board of Directors</p> <p>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 <i>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.</i></p>
<p>Article 10. Election and announcement of the election, dismissal, or removal of members of the Board of Directors</p> <p>10.1. Nomination of members of the Board of Directors</p> <p>a) a) <i>At least 45 (forty five) days</i> before the meeting of the General Meeting of Shareholders, the Board of Directors must publicly notify shareholders of <i>the number of members expected to be elected for the new term of the Board of Directors; In which, the number of independent members is expected,</i> together with the <i>conditions</i>, standards, and documents that must be in compliance with ABBANK's Charter and <i>current laws</i> for</p>	<p>Article 10. Election and announcement of the election, dismissal, or removal of members of the Board of Directors</p> <p>10.1. Nomination of members of the Board of Directors</p> <p>a) <i>At least 90 (ninety) days</i> before holding the General Meeting of Shareholders, the Board of Directors must <i>decide to receive shareholders' opinion to exercise their rights on nominate candidates</i>, publicly notify shareholders, along with <i>instructions</i> on the standards, <i>conditions</i>, and documents that must be met according to the provisions of ABBANK's Charter and the law for shareholders to make nominations.</p>

<p>shareholders to nominate.</p> <p>b) The number of the Board of Directors will be nominated based on voting right shareholding. A shareholder or group of shareholders holding from 10% to below 15% total voting shares has the right nominate a maximum of one (01) candidate; holding from 15% to below 30% total voting shares has the right to nominate a maximum of two (02) candidates; holding from 30% to below 40% total voting shares has the right to nominate a maximum of three (03) candidates; holding from 40% to below 50% total voting shares has the right to nominate a maximum of four (04) candidates; holding from 50% total voting shares to below 60% has the right to nominate a maximum of five (05) candidates; holding from 60% to below 70%-total voting shares has the right to nominate a maximum of six (06) candidates; holding from 70% to below 80% total voting shares has the right to nominate a maximum of seven (07) candidates; holding from 80% total voting shares to below 90% total voting shares has the right to nominate a maximum of eight (08) candidates, unless the Board of Directors decides otherwise.</p>	<p>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.</p>
<p>Article 11. Roles and duties of the Board of Directors</p> <p>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; ensuring that ABBANK's operations comply with the laws, the Charter and internal regulations of ABBANK.</p> <p>11.2. The specific powers and duties of the Board of Directors comply with the provisions of the ABBANK's Charter and Regulation on Internal corporate governance.</p>	<p>Article 11. Roles and duties of the Board of Directors</p> <p>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.</p> <p>11.2. The specific powers and duties of the Board of Directors are stipulated in the ABBANK's Charter.</p>

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

12.1. Unless otherwise prohibited ~~by laws and credit transactions~~ in accordance with ~~the Law on Credit Institutions and related guiding legal documents~~, contracts and transactions between ABBANK and the following parties must be approved by the General Meeting of Shareholders or the Board of Directors:

~~a) Major shareholders of ABBANK and their related persons;~~

~~b) Authorized representative of shareholders holding more than ten per cent of total ordinary shares of ABBANK and their related persons;~~

~~c) Members of the Board of Director, of Supervisory Board, General Director, other managerial positions of ABBANK and their related persons;~~

~~d) Enterprises which are subsidiaries or affiliates of ABBANK;~~

~~e) Enterprises in which members of the Board of Director, of Supervisory Board, General Director, other managerial positions of ABBANK own contribution capital or shares; or enterprises in which related persons of members of the Board of Director, of Supervisory Board, General Director, other managerial positions of ABBANK jointly or separately own contribution capital or shares which are more than 10 per cent of charter capital;~~

~~12.2. Any contract or transaction specified in Clause 12.1 this Article shall be submitted to the Board of Directors for approval in the following cases:~~

~~a) Contract or transaction specified in Point a, b, c and d, Clause 12.1 this Article valued at maximum 20% (twenty per cent) of ABBANK's charter capital recorded in the most recent audited financial statements of ABBANK;~~

~~b) Contract or transaction specified at Point e, Clause 12.1 of this Article valued at maximum 35% while the total transaction value arising within~~

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.

<p>12 months from the date of making the first transaction valued below 35% of the total asset value recorded on the most recent financial statement.</p> <p>Beyond the scope specified at Points a and b above, the related party transaction contracts specified in Clause 12.1 of this Article fall under the authority of the General Meeting of Shareholders.</p> <p>12.3. The proposal submitted to the Board of Directors shall include the draft contract or explain the main contents of the transaction. The Board of Directors decides to approve the contracts and transactions according to the general regulations on the time limit for passing decisions of the Board of Directors. The member of the Board of Directors with related interests shall not have the right to vote.</p>	
<p>Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders</p> <p>13.1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders on the following cases:</p> <p>a) The Board of Directors considers such meeting is necessary for the interests of ABBANK;</p> <p>b) The number of the Board of Directors's, members of Supervisory Board is less than the minimum number of members stipulated by the laws and ABBANK's Charter; or the remaining members of the Board of Directors, or Supervisory Board are less than two third (2/3) of the number of members of current term;</p> <p>c) Upon written request by a shareholder or a group of shareholders holding at least 10 per cent of the total ordinary shares of ABBANK for at least consecutive 6 months;</p> <p>d) Upon written request by a shareholder or a group of shareholders holding at least 5 per cent of the total ordinary shares of ABBANK in the cases the Board of Directors seriously violates the rights of shareholders, the obligations of managers or make decisions beyond its assigned</p>	<p>Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders</p> <p>13.1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders on the following cases:</p> <p>a) The Board of Directors considers such meeting is necessary for the interests of ABBANK;</p> <p>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;</p> <p>c) The number of remaining members of the Supevisory Board is less than the minimum number of members prescribed in Clause 2 Article 51 of Law on Credit Institutions;</p> <p>d) Upon written request by a shareholder or a group of shareholders holding over 10 per cent of the total ordinary shares of ABBANK;</p> <p>e) Upon the request of the Supervisory Board;</p> <p>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.</p>

<p>competence. The request to convene a meeting of the General Meeting of Shareholders in this case must be in writing and must include the following contents: full name, contact address, nationality, number of legal identification of the individual for shareholders are individuals; name, business register number or number of legal papers of the organization, head office address of the organization for shareholder are organizations; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of ABBANK, the basis and reason for requesting convening the meeting. Documents with sufficient signatures of related shareholders or the request are made in some copies but gathered all the signatures of related shareholders. Attached to the request to convene the meeting must have documents and evidence about the violations of the Board of Directors, the extent of the violation or the decision beyond its authority.</p> <p>e) Upon the demand of the Supervisory Board;</p> <p>f) Other matters in accordance with relevant laws.</p> <p>13.2. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 60 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.</p>	<p>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.</p> <p><i>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.</i></p>
<p>Article 14. The Standing members of Board of Directors</p> <p>14.2. The Standing Board of Directors has the following duties:</p> <p>a) To support the Chairperson of the Board of Directors 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;</p> <p>b) Assist the Board of Directors and the Chairperson to direct and regularly supervise the operations of the General Director;</p>	<p>Article 14. The Standing Board of Directors</p> <p>14.2. The Standing Board of Directors has the following duties:</p> <p>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;</p> <p>b) To assist the Board of Directors to direct and regularly supervise the operations of the General Director;</p>

<p>c) On behalf of the Board of Directors, to handle daily affairs, to decide matters falling under the authority of the Board of Directors and assigned by the Board of Directors; Issues that arise unexpectedly or urgent situations require immediate decisions of the Board of Directors; coordinated activities with the Supervisory Board and directed the General Director in relation to the operation management of ABBANK in relation to the responsibilities and authority of the Board of Directors;</p>	<p><i>c) To coordinate activities with the Supervisory Board; and direct the General Director regarding ABBANK's activities according to the decisions of the General Meeting of Shareholders and the Board of Directors;</i></p> <p>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.</p>
<p>Article 15. The Board of Directors' Committees</p> <p>15.1. The Board of Directors set up Committees to perform its duties and powers, specifically as follows:</p> <p>15.2. The Board of Directors must establish at least a Risk Management Committee, Human Resources Committee to advise and assist the Board of Directors by providing recommendations, monitoring, evaluating on implementing the role, responsibilities and powers of the Board of Directors in risk management and personnel. The Board of Directors can set up other committees depending on the work requirements and the actual situation at ABBANK</p> <p>15.3. For the Risk Management Committee, Personnel Committee, each Committee must have a minimum of 3 (three) members including the Chairperson of the Committee who is a member of the Board of Directors and other members who are appointed or dismissed by the Board of Directors. A member of the Board of Directors can be the Chairperson of only 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-second) of its voting members who are non-executives;</p>	<p>Article 15. The Board of Directors' Committees</p> <p>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.</p> <p>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.</p> <p>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</p>

<p>15.4. The Board of Directors promulgates specific regulations on functions, duties, powers, organization and operation of the Committees under the Board of Directors in accordance with ABBANK's Charter and the related legal regulations. These internal regulations are sent to SBV (through SBV's Inspection and Supervision Agency) for reporting immediately after being issued.</p> <p>15.5. The Chairperson of the Committee assigns specific tasks to the members of the Committee and is responsible for the organization and operation of the Committee in accordance with the laws, ABBANK's Charter and the regulations issued by the Board of Directors.</p>	<p>Charter and the related legal regulations. These internal regulations are sent to SBV for reporting immediately after being issued.</p>
<p>Article 16. The Board of Directors' meetings</p> <p>16.2. The Board of Directors may hold regular or extraordinary meetings as convened by the Chairperson of the Board of Directors when necessary but at least once per quarter.</p> <p>16.4. The Board of Directors conducts a face-to-face meeting in the presence of members of the Board of Directors or conducts an online meeting. In case of online meeting, the following provisions must be complied:</p> <p>a) Online meetings 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.</p> <p>b) Online meeting must ensure that each participating member can:</p> <p>(i) Hear each other member participating in speaking during the meeting;</p> <p>(ii) Speak to all other participating members simultaneously.</p> <p>c) Members of the Board of Directors participating in the online meeting specified in this Clause are considered present at that meeting.</p> <p>d) Venue and time of the online meeting are determined as the venue and</p>	<p>Article 16. The Board of Directors' meetings</p> <p>16.2. The Board of Directors must conduct at least one per quarter and may conduct extraordinary meetings.</p> <p>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:</p> <p>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.</p> <p>b) A virtual meeting or hybrid meeting must ensure that each participating member can:</p> <p>(i) Hear each other member participating in speaking during the meeting;</p> <p>(ii) Speak to all other participating members simultaneously.</p> <p>c) Members of the Board of Directors participating online specified in this Clause are considered present at that meeting.</p>

<p>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.</p> <p>e) Decisions passed in an online meeting held and conducted in accordance with this Clause are effective and valid as decisions passed at regular face-to-face meetings. The members of the Board of Directors are responsible for signing the Minutes of the Board Meeting to complete the meeting documents as prescribed after the online meeting ends.</p> <p>16.5. When convening a meeting, the Chairperson of the Board of Directors or the convenor of the meeting must send a meeting invitation at least 3 business 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. In case of an urgent meeting, the convenor may announce the meeting invitation one business day prior to the meeting date of meeting after quick consultation and having consent of the members of the Board of Directors; Meeting documents in this case can be sent to Members right at the meeting.</p> <p>The Chairperson of the Board of Directors or the convenor shall send the notice of invitation to attend the meeting together with the enclosed documents to all members of Supervisory Board in the same manner to the members of the Board of Directors.</p> <p>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.</p>	<p>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.</p> <p>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 phisical 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.</p> <p>16.5. When convening a meeting, the Chairperson of the Board of Directors or the convenor 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.</p> <p>The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Supervisory Board as for the Board of Directors members. The Head of the Supervisory Board has the right to attend Board of Directors meetings, has the right to express opinions but cannot vote.</p>
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<p>16.10. Minutes of meetings of Board of Directors:</p> <p>c) The Chairperson and the minutes maker must be responsible for the accuracy and truthfulness of the minutes of meetings of the Board of Directors. In the case the Chairperson or the minutes maker refuses to sign the meeting minutes, but it is signed by all other members of the Board of Directors attending the meeting and has all the contents specified at Point a of this Clause, the Minutes is effective.</p>	<p>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.</p> <p>16.10. Biên bản họp Hội đồng Quản trị:</p> <p>16.10. Minutes of meetings of Board of Directors:</p> <p>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.</p> <p><i>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.</i></p>
<p>Article 17. Approval of the Board of Directors' decisions</p> <p>17.1. The Board of Directors approves the decision by voting at the meeting or collecting opinions of the members of the Board of Directors. Pursuant to the provisions of ABBANK's Charter and this Regulation, the Board of Directors promulgates the Regulation on approving decisions of the Board</p>	<p>Article 17. Approval of the Board of Directors' decisions</p> <p>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</p>

<p>of Directors.</p> <p>17.2. When voting, each member of the Board of Directors has one vote. For issues where a Member of the Board of Directors is a related person, such member does not have the right to vote, nor take authorization by another member of the Board of Directors to participate in voting that matter.</p> <p>17.3. Except for the cases specified in Clause 17.4 of this Article, 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).</p> <p>17.4. Decisions of the Board of Directors in the following cases shall be passed if they are unanimously approved by all members with voting rights:</p> <p>a) To approve the contract, transaction between ABBANK with any related party as stipulated in ABBANK's Charter, other than non-material agreements having a term of less than one (01) year that are negotiated on an arm's length basis in the ordinary course of business. In this case the related members of the Board of Directors have no right of voting;</p> <p>b) To approve the amendment to the annual business plan budget of ABBANK (which was approved at the latest meeting of General Meeting of Shareholders and is authorized by the General Meeting of Shareholders for the Board of Directors to consider and adjust when necessary);</p> <p>c) To approve the obligation of payment outside the normal course of business of ABBANK which does not fall under the power of the General Meeting of Shareholders as stated in ABBANK's Charter, in cash or other method, of amounts in excess of 5% (five per cent) of total owners' equity in the aggregate in that financial year;</p>	<p>Board of Directors promulgates a Regulation specifying the approval decisions of the Board of Directors.</p> <p>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.</p> <p>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).</p> <p><i>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.</i></p>
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(Not regulated)

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

	<p><i>regarding credit granting</i></p> <p>20.1. Credit transactions and contracts subject to credit granting restrictions</p> <p><i>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:</i></p> <ul style="list-style-type: none"> <i>a) Chief Accountant of ABBANK;</i> <i>b) A major shareholder, founding shareholder of ABBANK.</i> <i>c) An enterprise in which one of the following subjects owns more than 10% of the charter capital of that enterprise:</i> <ul style="list-style-type: none"> <i>(i) A member of the Board of Directors, a member of the Supervisory Board, the General Director, Deputy General Director and equivalent positions as prescribed in the ABBANK's Charter.</i> <i>(ii) Spouse, father, mother, child, brother, sister of a member of the Board of Directors, member of the Supervisory Board, General Director, Deputy General Director and equivalent positions as prescribed in the ABBANK's Charter.</i> <i>(iii) A legal entity is shareholder whose capital contribution representative is member of the Board of Directors, member of the Supervisory Board of ABBANK.</i> <i>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</i>
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	<p><i>in accordance with the general regulations of ABBANK.</i></p> <p><i>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.</i></p> <p>20.2. Credit transactions and contracts that are not subject to credit restrictions:</p> <p><i>The Board of Directors approves the granting of credit in the form of issuing credit cards to the following individuals:</i></p> <p><i>a) A member of the Board of Directors, a member of the Supervisory Board, the General Director; a major shareholder of ABBANK;</i></p> <p><i>b) A related person of a Manager, a member of the Supervisory Board, a major shareholder of ABBANK.</i></p> <p>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.</p> <p>Article 21. Requirements for preparing and approving contracts and transactions with related parties</p>
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	<p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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 Regulations on Disclosure Information of ABBANK issued by the Board of Directors.</i></p> <p><i>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.</i></p>
<p>Article 19. Submission of annual reports</p> <p>19.1. After the fiscal year ends, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</p> <p>a) Evaluate the business results, management activities, the results of supervision and administration of ABBANK; results of implementing Resolutions passed by the General Meeting of Shareholders;</p>	<p>Article 22. Submission of annual reports</p> <p>22.1. After the fiscal year ends, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</p> <p>a) Evaluate the business results, management activities, results of supervision ABBANK operations; results of implementing resolutions of the General Meeting of Shareholders;</p>

<p>b) Audited financial statements;</p> <p>c) Summarize meetings and activities of the Board of Directors and resolutions and decisions of the Board of Directors; activities of the Committees under the Board of Directors; activities of independent members of the Board of Directors and evaluation results of independent members of the Board of Directors on the activities of the Board of Directors (when ABBANK was a listed company);</p> <p>d) Other contents in accordance with regulations of law, ABBANK's Charter and ABBANK internal regulations on corporate governance.</p> <p>19.2. The contents of the report specified at Points a, b and c, Clause 19.1 of this Article must be completed and sent to the Supervisory Board for appraisal and publicized 21 days before the opening date of the Annual General Meeting of Shareholders.</p> <p>19.3. The reports specified in Clause 19.1 and 19.2 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the headquarters of ABBANK and last updated at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders owning ABBANK shares for at least 01 consecutive year have the right to, by themselves or together with lawyers, accountants, practicing certified auditors, directly review the report as provided for in this Article.</p>	<p>b) Summarize meetings and activities of the Board of Directors; activities of Committees under the Board of Directors;</p> <p>c) Audited annual financial statements;</p> <p>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);</p> <p>e) Other contents in accordance with regulations of law, ABBANK's Charter and Regulation on Internal Governance of ABBANK.</p> <p>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 Supervisory Board and publicized 21 days before the opening date of the Annual General Meeting of Shareholders.</p> <p>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 nany) untill the opening date of the Annual General Meeting of Shareholders.</p>
<p>Article 20. Remuneration, rewwards and other benefits of members of the Board of Directors</p> <p>20.1. Remuneration, rewwards 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 duties, the work schedule, the time required to complete the tasks, actual status, and business result, efficiency and shall be in compliance with law from time to time. The General Meeting of Shareholders decides the total remuneration of Board of Directors at the annual meeting. The Chairperson</p>	<p>Article 23. Remuneration, rewwards and other benefits of members of the Board of Directors</p> <p>23.1. Remuneration, salary, rewwards 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</p>

<p>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 this Regulation and relevant regulations issued by the Board of Directors.</p> <p>20.2. Remuneration and operating expenses of the Board of Directors and Committees of 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.</p> <p>20.3. 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 in the form 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 based on the regulations <i>of the Board of Directors and the actual situation of ABBANK.</i></p>	<p>meeting. The Chairperson of the Board of Directors announces the level of remuneration and <i>ensures the payment of remuneration</i> 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.</p> <p>23.2. Remuneration and operating expenses of the Board of Directors and <i>Councils</i>, 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.</p> <p>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 <i>basing on the same general principles as set out in Clause 23.1 of this Article.</i></p>
<p>Article 21. Disclosure of related interests</p> <p>21.1. A member of the Board of Directors shall disclose the following information to ABBANK:</p> <p>a) Name, enterprise code, <i>date and place of issue of Enterprise Registration Certificate</i>, head office address, business lines of the enterprise or economic organization in which 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;</p> <p>b) Name, enterprise code, <i>date and place of issue of Enterprise Registration Certificate</i>, head office address, business lines of the enterprise or</p>	<p>Article 24. Disclosure of related interests</p> <p>24.1. A member of the Board of Directors shall disclose the following information to ABBANK:</p> <p>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;</p> <p>b) Name, enterprise code, head office address, business lines of the enterprise or <i>economic organization</i> of which he/she and his/her related</p>

<p>economic organization of which he/she and his/her related persons is/are a member of the Board of Directors, Members' Council or Supervisory Board or the General Director (Director).</p> <p>21.2. Disclosure of information as specified in Clause 21.1 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.</p> <p>21.3. ABBANK must inform SBV in writing on the information stipulated under Point a and b, Clause 21.1 of this Article within 07 business days, from the date ABBANK receives the public information as stipulated under Clause 21.1 of this Article.</p> <p>21.4. The members of the Board of Directors, General Director on behalf of their own name or on behalf of others to perform works in any form within the scope of the business of ABBANK must explain the nature and content of such work before the Board of Directors, the Supervisory Board and shall be entitled to perform such works only when they are approved by the majority of the remaining members of the Board of Directors; if so performing without reporting or without approval of the Board of Directors, all income from such activities shall belong to ABBANK.</p> <p>21.5. ABBANK shall promptly formulate and update upon having change on the list of founding shareholders, major shareholders, members of the Board of Directors, the Supervisory Board, 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.</p> <p>21.6. ABBANK shall publicize in its system and submit reports to:</p> <p>a) The General Meeting of Shareholder regarding credit extended to the entities specified in Clause 1 Article 127 of the Law on Credit Institutions occurring until the time of collection of data for convening the General Meeting of Shareholders;</p>	<p>persons is/are a member of the Board of Directors, Members' Council or Supervisory Board or the General Director (Director).</p> <p>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.</p> <p>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</p> <p>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).</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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</p>
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<p>b) SBV in accordance with regulations of the SBV regarding the report and statistic mechanism on credit extended to the entities specified in Clause 1 Article 127 of the Law on Credit Institutions.</p>	<p><i>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.</i></p>
<p>Article 23. Relationship with the Board of Management</p> <p>23.2. The working relationship between the Board of Directors with the General Director and the Board of Management is specified in internal regulations issued by the Board of Directors.</p>	<p>Article 26. Relationship with the Board of Management</p> <p>26.2. The working relationship between the Board of Directors with the General Director and the Board of Management is specified <i>in the Internal Regulation on Governance of ABBANK and other internal regulations issued by the Board of Directors.</i></p> <p><i>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:</i></p> <p><i>a) Supervising the General Director over internal control in:</i></p> <ul style="list-style-type: none"> <i>- Organizing the implementation of control activities, operating and maintaining the management information system and information exchange mechanism;</i> <i>- Maintaining the control culture and professional ethics standards according to the regulations of the Governor of the SBV;</i> <i>- 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;</i> <i>- Handling violations of the law, violations of internal regulations and professional ethics standards;</i>

	<ul style="list-style-type: none"> - <i>Other contents as prescribed by the Board of Directors.</i> <i>b) Supervise the General Director on the basis of the proposal and advice of the Risk Management Committee on risk management:</i> - <i>Develop and organize the implementation of risk management policies;</i> - <i>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;</i> - <i>Other contents as prescribed by the Board of Directors.</i> <i>c) Supervise the General Director on internal assessment of capital adequacy:</i> - <i>Organize the implementation of internal assessment of capital adequacy;</i> - <i>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;</i> - <i>Other contents as prescribed by the Board of Directors.</i>
<p>Article 24. Relationship with the Supervisory Board</p> <p>24.1. The relationship between the Board of Directors and the Supervisory Board is a coordination relationship. The working relationship between the Board of Directors and the Supervisory Board follows the principles of equality and independence, at the same time closely coordinating and supporting each other in the process of implementing the tasks.</p>	<p>Article 27. Relationship with the Supervisory Board</p> <p>27.1. The relationship between the Board of Directors and the Board of Supervisors is a relationship <i>on coordination between governance and supervisory functions according to the provisions of law and ABBANK's</i> Charter. The working relationship between the Board of Directors and the Supervisory Board 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.</p>

	<p><i>27.2. The coordination mechanism between the Board of Directors and the Supervisory Board and internal audit must ensure:</i></p> <p><i>a) The Board of Directors coordinates with the Internal Audit when internally auditing the supervision of senior management over the Board of Directors;</i></p> <p><i>b) The Board of Directors implements the recommendations of the Supervisory Board to the Board of Directors in the internal audit results report (if any) and notifies the Supervisory Board of the results of the implementation of the recommendations.</i></p>
<p><i>In addition to the contents mentioned above, the draft regulation (amended) has been reviewed and revised for technical aspects, wording and/or rearrangement of regulatory contents to ensure consistency and alignment with the provisions of ABBANK's Charter and Law of Credit institutions 2024.</i></p>	