

LIST OF ADJUSTMENTS IN DRAFT OF ABBANK CHARTER 2025

Content marking notes:

~~Content removed (crossed-out words)~~

Content modified and added (italics)

Current regulations	Adjustments	Legal bases/reasons
CHAPTER I: GENERAL PROVISIONS		
<p>Article 1. Definitions</p> <p>j) Executive(s) of ABBANK (Executive(s)): comprises General Director (or the Chief Executive Officer), Deputy General Directors, Member of Executive Board (or Board of Management), the Chief Accountant, Branch Director 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> <p>(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 Board of Supervisors of a parent company or ABBANK, or an individual or organization with power to appoint such person with a subsidiary company and vice versa;</p> <p>(ii). A company or ABBANK with manager or member of the Board of Supervisors of such company or ABBANK, or in respect of the company, organization with power to appoint such person and vice versa;</p> <p>(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> <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-clause (iv) of this clause of a manager, member of the Board of</p>	<p>Article 1. Definitions</p> <p>j) Executive(s) of ABBANK (Executive(s)): comprises General Director (or the Chief Executive Officer), Deputy General Directors, Member of Executive Board (or Board of Management), the Chief Accountant, Branch Director of ABBANK <i>(The title of Member of Executive Board is not equivalent to the title of Deputy General Director).</i></p> <p><i>l) 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></p> <p><i>(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;</i></p> <p><i>(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></p>	<p>Article 4.24 Law on Credit Institutions 2024; Article 3 and Article 4.23 of the Law on Enterprises; Article 4.46 of the Law on Securities.</p>

<p>Supervisors, 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-clauses from (i) to (v) of this clause 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><i>(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;</i></p> <p><i>(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; 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;</i></p> <p><i>(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;</i></p> <p><i>(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;</i></p> <p><i>(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.</i></p> <p><i>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</i></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; the Chief Accountant and other management positions similar to the above-mentioned positions who are elected by the General Meeting of Shareholders or appointed by the Board of Directors; the head and members of the Board of Supervisors; the company secretary, person in charge of corporate governance, persons authorized to disclose information.</p>	<p><i>of information disclosure on the securities market and other issues that do not have specific provisions of the Law on Credit Institutions, the definition of Related Person according to the provisions of Clause 46, Article 4 of the Law on Securities, Clause 23, Article 4 of the Law on Enterprises shall apply in accordance with the principle of law application.</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; the 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; <i>Head and Members of the Internal Audit</i>, the Company Secretary, the Person In-charge of Corporate Governance, the Person(s) Authorized to Disclose Information..</p>	
<p>Article 3. The legal representative</p> <p>1. ABBANK has one legal representative who is Chairperson of Board of Directors. The legal representative shall represent ABBANK to exercise the rights and perform the obligations arising out of transactions of ABBANK, represent ABBANK to act as the party requesting the settlement of a civil matter, plaintiff, defendant or person with related interests and obligations before the arbitration and courts and to exercise other rights and perform other obligations in accordance with the laws.</p> <p>[There is no Clause 4]</p>	<p>Article 3. The legal representative</p> <p>1. ABBANK has one Legal Representative who is <i>the General Director. In case the position of General Director is vacant and the appointment of another person to replace him/her has not been completed, the Chairman of the Board of Directors shall be the Legal Representative of ABBANK.</i> The legal representative shall represent ABBANK to exercise the rights and perform the obligations arising out of transactions of ABBANK, represent ABBANK to act as the party requesting the settlement of a civil matter, plaintiff, defendant or person with related interests and obligations before the arbitration and courts and to exercise other rights and perform other obligations in accordance with laws.</p> <p>2. <i>ABBANK must notify the State Bank of ABBANK's legal representative within 10 (ten) days from the date of election of</i></p>	<p>Article 11.3 Law on Credit Institutions 2024 and modify to proactively work in accordance with the reality at ABBANK</p>

	<i>the legal representative as prescribed in this Charter or change of legal representative.</i>	
<p>Article 5. Content of activities</p> <p>...</p> <p>1. Tư vấn tài chính doanh nghiệp, tư vấn mua, bán, hợp nhất, sáp nhập doanh nghiệp và tư vấn đầu tư;</p> <p>12. Phát hành [...] kỳ phiếu, tín phiếu [...] để huy động vốn theo quy định của Luật Các tổ chức tín dụng, Luật Chứng khoán, quy định của Chính phủ và hướng dẫn của Ngân hàng Nhà nước;</p> <p>...</p>	<p>Article 5. Content of activities</p> <p>[Remove the contents of corporate financial consulting, consulting on buying, selling, merging, and consolidating enterprises, and investment consulting; Issuance of promissory notes and credit notes because the Law on Credit Institutions no longer regulates these activities. At the same time, the activities are rearranged in an order consistent with the provisions of the Law on Credit Institutions]</p> <p><i>The specific operations of ABBANK in each period are based on the granted License, in accordance with the Law on Credit Institutions, other relevant laws and regulations of the State Bank.</i></p>	<p>Articles from 107 to 114 Law on Credit Institutions 2024; License No. 120/GP-NHNN dated December 12, 2018 and Decisions to amend and supplement the License issued by the SBV to ABBANK</p>
[Not yet regulated]	<p>Article 6. Issuance of internal regulations on business operations and participation in the controlled testing mechanism</p> <p><i>1. Based on the provisions of Law on Credit Institutions, the provisions of the Governor of the State Bank and other relevant legal provisions, ABBANK must develop and issue internal regulations on ABBANK's business operations, including the implementation of business operations by electronic means, ensuring that there is a control mechanism, internal audit, risk management associated with each business process, and emergency response plan.</i></p> <p><i>2. ABBANK must issue internal regulations on the following contents:</i></p> <p><i>a) Credit granting, credit management;</i></p> <p><i>b) Asset classification, provisioning and use of risk reserves;</i></p> <p><i>c) Assessment of asset quality and compliance with the minimum capital adequacy ratio;</i></p>	

	<p>d) <i>Liquidity management, including procedures and limits for liquidity management;</i></p> <p>e) <i>Internal control and internal audit are appropriate to the nature and scale of ABBANK's operations;</i></p> <p>f) <i>Internal credit rating system for credit institutions must establish an internal credit rating system in accordance with the provisions of the Law on Credit Institutions;</i></p> <p>g) <i>Risk management in the operations of credit institutions;</i></p> <p>h) <i>Anti-money laundering;</i></p> <p>i) <i>Emergency handling plan.</i></p> <p>3. <i>ABBANK must submit to the State Bank the internal regulations specified in Clause 2 of this Article within 10 days from the date of issuance.</i></p> <p><i>The controlled experimental mechanism in the banking sector is an environment for testing the application of technology and the implementation of new products, services, and business models in the banking sector with limitations in scope, space, and implementation time. ABBANK's participation in the controlled testing mechanism in the banking sector is decided by the Board of Directors, unless otherwise provided by law, on the basis of meeting the conditions and criteria for approval of participation and subject to supervision by competent state agencies as prescribed in Article 106 of the Law on Credit Institutions and detailed regulations of the Government.</i></p>	
<p>Article 6. Interest rate and fees in business activities of ABBANK</p> <p>1. ABBANK has the right to determine and shall publish its interest rates for raising capital, fee rate for providing services during its business operation in accordance with the Laws.</p> <p>2. ABBANK has the right to agree with the clients on interest rates and fees for extending the credit during the banking operation of ABBANK in accordance with the Laws.</p>	<p>Article 7. Interest rate and fees in business activities of ABBANK</p> <p>1. ABBANK has the right to determine and shall publish its interest rates for raising capital, fee rate for providing services during its business operation in accordance with the Laws.</p>	

	<p>2. ABBANK has the right to negotiate with customers on interest rates and service fees in accordance with the provisions of Law on Credit Institutions.</p> <p>3. <i>ABBANK must comply with the regulations of the Governor of the State Bank on the mechanism for determining interest rates and fees in the business activities of credit institutions in case of unusual developments in banking activities to ensure the safety of the credit institution system.</i></p>	
<p>Article 7. E-banking operation</p> <p>ABBANK conducts its business activities via using electronic facilities in accordance with the SBV's guidelines and in accordance with the laws on electronic transactions.</p>	<p>Article 8. E-banking operation, data security <i>and business continuity</i></p> <p>1. <i>ABBANK's business activities using electronic facilities are conducted in accordance with the regulations of the Governor of the State Bank and the provisions of laws on electronic transactions, ensuring safety and security.</i></p> <p>2. <i>ABBANK must ensure the safety of its information system, data security and continuous operation in accordance with the regulations of the Governor of the State Bank and other relevant legal provisions.</i></p>	Article 14, 105 &140 Law on Credit Institutions 2024
<p>Article 8. Capital contribution, purchase of share, real estate business</p> <p>8. ABBANK shall not contribute capital to or purchase shares in any enterprise or other credit institution which is a shareholder of ABBANK.</p> <p>9. ABBANK shall not conduct real estate business, except for the following cases:</p> <p>a) Purchasing, investing or owning real properties to use as its business head office, working location, or warehouse directly serving for the professional activities of ABBANK;</p> <p>b) Leasing out an unused part of head office owned by ABBANK;</p> <p>c) Holding real properties as result of enforcing the loan debts. ABBANK must, within three years from the date of the</p>	<p>Article 9. Capital contribution, purchase of share, real estate business</p> <p>10. ABBANK <i>and its subsidiaries</i> are not allowed to contribute capital or purchase shares in the following cases:</p> <p>a) <i>ABBANK and its subsidiaries are not allowed to contribute capital or purchase shares of enterprises and credit institutions that are shareholders of ABBANK;</i></p> <p>b) <i>ABBANK and its subsidiaries are not allowed to contribute capital or purchase shares of other enterprises and credit institutions that are related parties of major shareholders of ABBANK.</i></p> <p>c) <i>Subsidiaries and affiliated companies of ABBANK are not allowed to purchase shares of ABBANK;</i></p>	Article 111, 137, 139, 142 and 144.3 Law on Credit Institutions 2024

<p>decision on enforcement of a security asset being real properties, sell, transfer or acquire such real estate in order to ensure the ratios on investment in fixed assets and usage purpose of fixed assets in accordance with the laws.</p>	<p><i>d) ABBANK that is a subsidiary or affiliated company of a controlling company is not allowed to contribute capital or purchase shares of a controlling company, other subsidiaries or affiliated companies of that controlling company, except in cases where an approved compulsory transfer plan is implemented.</i></p> <p>11. ABBANK shall not conduct real estate business, except for the following cases:</p> <p>d) Purchase, invest in, and own real estate to use as business headquarters, workplaces, or warehouses to directly serve ABBANK's business operations;</p> <p>e) Leasing out an unused part of head office owned by ABBANK;</p> <p><i>f) Holding real estate due to debt settlement. Within 05 years from the date of the decision to settle the secured property being real estate, ABBANK must sell, transfer or repurchase this real estate. In case of repurchasing real estate, it must ensure the purpose of use specified in Point a of this Clause and ensure that the investment ratio in fixed assets (calculated according to the remaining value of fixed assets) does not exceed 50% of the charter capital and the reserve fund to supplement charter capital recorded in ABBANK's accounting books.</i></p>	
<p style="text-align: center;">CHAPTER II: CHARTER CAPITAL, SHARE AND SHARE CERTIFICATE</p>		
<p style="text-align: center;">Section 2: SHARES AND SHARE CERTIFICATE</p>		
<p>Article 12. Limits of share ownership</p> <p>1. For domestic investors:</p> <p>a) A shareholder being individual shall not own more than five per cent of the charter capital of ABBANK.</p> <p>b) A shareholder being an organization shall not own more than fifteen per cent of the charter capital of ABBANK, except in</p>	<p>Article 13. Limits of share ownership</p> <p>1. A shareholder being individual shall not own more than 05% (five percent) of the charter capital of ABBANK, <i>including indirect ownership shares.</i></p> <p>2. <i>A shareholder being an organization shall not own more than 10% (ten percent) of the charter capital of ABBANK, including</i></p>	<p>Article 63 Law on Credit Institutions 2024; Article 139.1(b)(e) Decree 155/2020/NĐ-CP.</p>

<p>the following cases:</p> <ul style="list-style-type: none"> (i) Ownership of shares in ABBANK which is put under special control in accordance with the restructuring plan approved by the authorities; ownership of ABBANK to shares in its subsidiaries, affiliates stipulated in Clause 2 and 3 of Article 103, Clause 3 of Article 110 of the Law on Credit Institutions; (ii) Ownership of shares by foreign investors in accordance with clause 2 of this Article. <ul style="list-style-type: none"> c) A shareholder and related persons of such shareholder are not permitted to own more than twenty per cent of the charter capital of ABBANK, except in the cases prescribed in sub-clause b above. d) A Major Shareholder of ABBANK and related persons of such shareholder are not permitted to own five per cent or more of the charter capital of any other credit institutions. e) A major shareholder of a credit institution and related persons of such shareholder are not permitted to own five per cent or more of the charter capital of ABBANK. <p>2. For foreign investors: Total share ownership of all foreign investors in ABBANK is 24.6% of ABBANK's charter capital. Conditions, procedures for buying and selling shares, and the maximum share ownership ratio of a foreign investor shall comply with the general provisions of current laws.</p> <p>3. The ownership ratio of a shareholder stipulated in clause 1 this Article shall include the capital portion entrusted by such shareholder to other individuals or organizations to purchase the shares.</p>	<p><i>indirect ownership shares.</i></p> <p>3. A shareholder and Related Persons of such shareholder are not permitted to own more than <i>15% (fifteen percent)</i> of the charter capital of ABBANK. A Major Shareholder of ABBANK and Related Persons of such shareholder are not permitted to own 05% (five percent) or more of the charter capital of any other credit institutions. <i>The share ownership ratio specified in this Clause includes shares that shareholders authorize other organizations or individuals to purchase shares and does not include share ownership of Related Persons who are subsidiaries of that shareholder as prescribed in Point a, Clause 9, Article 4 of the Law on Credit Institutions.</i></p> <p>4. <i>The provisions of Clause 2 and Clause 3 of this Article shall not apply to the following cases:</i></p> <ul style="list-style-type: none"> <i>a) Owning shares in subsidiaries and affiliated companies that are credit institutions as prescribed in Clause 2 and Clause 3, Article 111 of the Law on Credit Institutions;</i> <i>b) Owning shares of foreign investors as prescribed in Clause 5 of this Article;</i> <i>c) Special cases when the State Bank applies early intervention measures, special control, merger, consolidation, and compulsory transfer as prescribed in Point b, Clause 1, Article 159, Point h, Clause 1, Article 171, Clause 2, Article 177, and Point b, Clause 1, Article 185 of the Law on Credit Institutions;</i> <i>d) From July 1, 2024 (the effective date of the Law on Credit Institutions), shareholders, shareholders and Related Persons owning shares exceeding the share ownership ratio prescribed in this Article shall continue to maintain their shares but shall not increase their shares until they comply with the provisions on share ownership ratio as prescribed in this Charter, except in the case of receiving dividends in shares.</i> <p>5. For foreign investors: Total share ownership of all foreign investors in ABBANK is <i>16.5%</i> of ABBANK's charter capital.</p>	
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	<i>The maximum shareholding ratio of a foreign investor being an organization, the maximum shareholding ratio of a foreign investor and Related Persons of that investor at ABBANK; the conditions and procedures for foreign investors to purchase shares of ABBANK shall comply with the general regulations of the Government.</i>	
Article 13. Shares issuing and offering 2. The ordinary shares will be offered to existing shareholders with priority in accordance with current shares proportion owned by the shareholders in ABBANK, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not buy will be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and others on conditions that are not more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders has approved.	Article 14. Shares issuing and offering 2. The ordinary shares will be offered to existing shareholders with priority in accordance with current shares proportion owned by the shareholders in ABBANK, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not buy will be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and others on conditions that are not more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders has approved. <i>The offering and issuance of shares must ensure compliance with the share ownership limit prescribed in Article 12 of this Charter.</i>	Article 64 Law on Credit Institutions 2024
Article 14. Shares transfer 3. The following events of shares transfer shall be required the prior approval of the SBV in writing before implementation: a) Sales and purchase, transfer of shares of major shareholders; b) Sales and purchase, transfer of shares resulting in the change from the major shareholder into the normal shareholder and vice versa.	Article 15. Shares transfer 3. <i>In case of purchasing or receiving transfer of shares leading to becoming a major shareholder of ABBANK, it must be approved in writing by the SBV before implementation.</i>	Article 37 Law on Credit Institutions 2024
CHAPTER III: ORGANIZATION GOVERNANCE OF ABBANK		
Section 1: GENERAL PROVISIONS		

<p>Article 20. Internal control system</p> <p>3. The performance of internal control system of ABBANK shall be assessed periodically by internal audit unit and independent auditing organization.</p> <p>4. The General Director shall be responsible for establishment, maintenance and development reasonably, and effectively operation of internal control system; conduct inspection and assessment on the internal control system and be responsible for complying with other relevant regulations on the internal control system.</p>	<p>Article 21. Internal control system</p> <p><i>3. When deemed necessary, the State Bank has the right to request and ABBANK must hire an independent auditing organization to evaluate part or all of the internal control system.</i></p> <p><i>4. ABBANK builds an internal control system and deploys technology applications in internal control activities according to regulations of the Governor of the SBV.</i></p>	<p>Article 57.3 Law on Credit Institutions 2024</p>
<p>Article 22. Cases banned from holding positions</p> <p>1. The following persons are not permitted to be Chief accountant, Director of a Branch, or Director of a Subsidiary of ABBANK:</p> <ul style="list-style-type: none"> a) Those who are minors; those with restricted civil act capacity or having lost civil act capacity; b) Those who are currently subject to criminal prosecution, currently serving criminal sentence or a court decision; c) Those who were once convicted of a crime of infringement of ownership and the conviction has not been removed from the record; d) Those who were once convicted of a crime from the serious level upwards; e) State employees and officials, and managers at the divisional or higher level in enterprises of which 50% (fifty per cent) or more of the charter capital is held by the State, except for any person appointed to act as representative managing the capital contribution portion of the State in ABBANK; f) Professional officers, non-commissioned officers, professional soldiers and military workers of bodies and units of the Vietnamese People's Army; professional officers and noncommissioned officers of bodies and units 	<p>Article 23. Cases banned from holding positions</p> <p>1. The following persons are not permitted to be Chief accountant, Director of a Branch, or Director of a Subsidiary of ABBANK:</p> <ul style="list-style-type: none"> g) Those who are minors; <i>those with difficulty in cognition and behavior control</i>; those with restricted civil act capacity or having lost civil act capacity; h) Those who are currently are being prosecuted for criminal liability, <i>serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility or compulsory education facility; or who are prohibited by the Court from holding a position, practicing a profession or doing certain work</i>; i) Those who were once convicted of a crime from the serious level upwards; j) Those who were once convicted of a crime of infringement of ownership and the conviction has not been removed from the record; k) Government officials, employees, managers at the divisional or higher level in enterprises of which 50% (fifty percent) or more of the charter capital is held by the State, except for the person assigned to represent the management of the State's capital contribution, <i>of enterprises in which the State holds 50% or more of the charter capital at ABBANK or assigned, designated, appointed to participate in the management,</i> 	<p>Article 42 Law on Credit Institutions 2024</p>

<p>of the Vietnamese People's Public Security, except for any person appointed to act as representative managing the capital contribution portion of the State in ABBANK;</p> <p>3. The following persons are not permitted to be a member of the Board of Directors or Board of Supervisors, or the General Director or Deputy General Director or hold an equivalent position in ABBANK:</p> <p>a) Those within the category stipulated in clause 1 of This Article;</p> <p>b) Those within the category not permitted to participate in management or executive operation pursuant to the law on State employees and officials and the law on anti-corruption;</p> <p>c) Those who used to be the owner of a private enterprise, partner of a partnership, (General) Director, member of the Board of Directors or Members' Council or Board of Controllers of an enterprise, or the Chairperson and Members of the Committee of Management of a Co-operative at the time when such enterprise or Co-operative was declared bankrupt, except where the enterprise or co-operative was declared bankrupt due to an event of force majeure;</p> <p>d) Those who was the legal representative of an enterprise when its operation was suspended or the enterprise was compulsorily dissolved as the result of a serious breach of the law, except where such person acted as the representative upon request of the competent State agency in order to restructure and strengthen such enterprise;</p> <p>e) Those who used to be suspended from the position of Chairperson or Member of the Board of Directors, Chairperson or Member of the Members' Council, Chairperson or Member of supervisory board or general director (director) of a credit institution pursuant to Article 37 of the Law on Credit Institutions, or those who are determined by a State agency or competent agency that he/she has committed a violation that result in revocation</p>	<p><i>operation, and control of ABBANK according to task requirements;</i></p> <p>l) Professional officers, non-commissioned officers, professional soldiers and military workers of bodies and units of the Vietnamese People's Army; professional officers and noncommissioned officers of bodies and units of the Vietnamese People's Public Security, except for the person assigned to represent the management of the State's capital contribution, <i>of enterprises in which the State holds 50% or more of the charter capital at ABBANK;</i></p> <p>3. The following persons are not permitted to be a Member of the Board of Directors or Board of Supervisors, or the General Director or Deputy General Director or hold an equivalent position in ABBANK:</p> <p>i) Those within the category stipulated in clause 1 of This Article;</p> <p>j) Those within the category not permitted to participate in management or executive operation pursuant to the legal regulations on Government officials, employees and on anti-corruption;</p> <p>k) Those who used to be the owner of a private enterprise, partner of a partnership, (General) Director, Member of the Board of Directors or Board of Members or Board of Supervisors, <i>Supervisors</i> of enterprises or the Chairperson and Members of the Board of Directors of a co-operative at the time when such enterprise or co-operative was declared bankrupt, <i>except in cases where he/she was assigned, designated or appointed to participate in the management, operation and control of an enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;</i></p> <p>l) Those who has been suspended from the position of Chairperson or other Member of the Board of Directors; Chairperson or other Member of the Board of Members; Head or other Member of the Supervisor Board; (General) Director of a credit institution as prescribed in Article 47 of the Law on Credit Institutions or has been determined by a competent</p>	
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<p>of the license of a credit institution;</p> <p>f) A related person of a member of the Board of Directors or of the General Director is not permitted to be a member of the Board of Supervisors of ABBANK;</p> <p>g) A related person of the Chairperson of the Board of Directors is not permitted to be the General Director of ABBANK;</p> <p>h) Those who takes responsibility for the issues pursuant to an inspection conclusion resulting in the fact that a credit institution or foreign bank branch is punished a penalty for an administrative violation in the currency and banking sector at the highest level of punishment frame applied for the violation behaviors relating to the licenses, management, executive operation, shares, share certificates, capital contribution, shares acquisition, credit granting, purchase of enterprise bonds and prudential ratios in accordance with the laws on dealing with administrative violation in the currency and banking sector.</p>	<p>authority to have committed a violation leading to the revocation of the credit institution's License;</p> <p><i>m) A Related Person of a Member of the Board of Directors or of the General Director of ABBANK, except for the case specified in Clause 3, Article 50 of this Charter;</i></p> <p>n) Those who takes responsibility for the issues pursuant to an inspection conclusion resulting in the fact that a credit institution or foreign bank branch is punished a penalty for an administrative violation in the currency and banking sector at the highest level of punishment frame applied for the violation behaviors relating to the licenses, management, executive operation, shares, share certificates, capital contribution, shares acquisition, credit granting, purchase of enterprise bonds and prudential ratios in accordance with laws on dealing with administrative violation in the currency and banking sector.</p>	
<p>Điều 23. Cases banned from concurrently holding different positions</p> <p>1. The member of the Board of Directors of ABBANK:</p> <p>a) is not permitted to concurrently be a member of the Board of Supervisors of ABBANK;</p> <p>b) is not permitted to concurrently be a manager of other credit institutions, except that such credit institution is a subsidiary of ABBANK;</p> <p>c) is not permitted to concurrently be a member of the Board of Directors of more than 5 other companies;</p> <p>d) The Chairperson of the Board of Directors of ABBANK is not permitted to concurrently be an executive officer of ABBANK and of another credit institution.</p> <p>e) The Chairperson of the Board of Directors of ABBANK is not permitted to concurrently be the Chairperson or member of the Board of Directors or Chairperson or</p>	<p>Article 24. Cases banned from concurrently holding different positions</p> <p><i>1. The Chairperson</i> of the Board of Directors of ABBANK:</p> <p><i>a) Must not concurrently be an Executive of ABBANK, a Member of the Board of Supervisors of ABBANK and of another credit institutions;</i></p> <p><i>b) Must not concurrently be a manager of another enterprise.</i></p> <p><i>2. A Member of the Board of Directors who is not an independent member:</i></p> <p><i>a) Must not concurrently be an Executive of ABBANK, except for the case of being the General Director of ABBANK;</i></p> <p><i>b) Must not concurrently be an executive or manager of another credit institution or a manager of another enterprise, except in the case of being an executive or manager of a subsidiary of ABBANK or in the case of implementing an approved</i></p>	<p>Article 43 Law on Credit Institutions 2024</p>

<p>member of the Members' Council, Chairperson of the Company, General Director (Director), Deputy General Director (Deputy Director) or other managerial positions in other companies</p> <p>2. A member of the Board of Supervisors of ABBANK:</p> <p>a) is not permitted to concurrently be a member of the Board of Director, Members' Council, executive officials or employee of ABBANK or its subsidiary; or an employee of an enterprise in which a member of the Board of Directors or the General Director of ABBANK is a member of the Board of Director, an executive or major shareholder;</p> <p>b) is not permitted to concurrently be a member of the Board of Directors or Board off Members, or an executive of an enterprise of which member of the Board of Supervisors is currently a member of the Board of Directors or an executive of ABBANK;</p> <p>c) The Head of Board of Supervisors is not permitted to concurrently be the member of supervisory board, or manager of other credit institutions.</p> <p>3. The General Director, a Deputy General Director or person in an equivalent position in ABBANK is not permitted to concurrently be a member of the Board of Directors or Members' Council or Board of Supervisors of another credit institution, unless it is a subsidiary of ABBANK.</p> <p>The Deputy General Director or person in an equivalent position of ABBANK is not permitted to be the General Director (Director), Deputy General Director (Deputy Director) or person in an equivalent position of another enterprise.</p> <p>The General Directors is not permitted to concurrently be the Chairperson or a member of the Board of Directors or of the members' council, the company Chairperson, the general director (director), deputy general director (deputy director) or person in an equivalent position of another enterprise.</p>	<p><i>compulsory transfer plan;</i></p> <p>c) Must not concurrently be <i>a Supervisor</i> or Member of the Board of Supervisors of another credit institution <i>or other enterprise.</i></p> <p>3. <i>Independent members of the Board of Directors of ABBANK:</i></p> <p>a) <i>Must not concurrently be an Executive of ABBANK;</i></p> <p>b) <i>Must not concurrently be a manager or executive of another credit institution; manager of more than 02 other enterprises;</i></p> <p>c) <i>Must not concurrently be a Supevisor or a Member of the Board of Supervisors of another credit institution or other enterprise.</i></p> <p>4. A Member of the Board of Supervisors of ABBANK shall not concurrently hold one of the following positions, <i>except in the case of being a manager, operator, or employee of a credit institution receiving a compulsory transfer according to an approved compulsory transfer plan:</i></p> <p>d) <i>Manager or Executive of ABBANK, another credit institution or another enterprise;</i> an employee of ABBANK or a subsidiary of ABBANK;</p> <p>e) <i>Employee of an enterprise in which a Member of the Board of Directors of ABBANK is a Member of the Board of Directors, an executive or a major shareholder of that enterprise.</i></p> <p>5. The General Director, Deputy General Director is not permitted to concurrently be <i>a manager, executive</i>, supervisor, Member of the Board of Supervisors of another credit institution, except in the case where the Deputy General Director of ABBANK is the manager or executive of a subsidiary of ABBANK.</p>	
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<p>Article 28. Disclosure of related interests</p> <p>1. A member of the Board of Directors, member of Board of Supervisors or the General Director or Deputy General Director and other equivalent positions of ABBANK shall disclose the following information to ABBANK:</p> <p>a) Name, enterprise code, date and place of issue of Enterprise Registration Certificate, 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, date and place of issue of Enterprise Registration Certificate, 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).</p> <p>c) Other cases stipulated in Clause 2, Article 164 of the Law on Enterprises, Clause 3 of Article 291 and Article 299 of Decree 155/2020/NĐ-CP stipulating a certain provisions of the Law on Securities (other than cases stipulated in point a, b of this Clause).</p> <p>2. Disclosure of information as specified in Clause 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>3. ABBANK shall publicize the information specified in Clause 1 of this Article annually to its General Meeting of Shareholders, which shall be recorded at the ABBANK's head office and may be recorded a part of or all information of the above list at ABBANK's branches when necessary.</p> <p>4. ABBANK must inform SBV in writing on the information stipulated under Point a and b, Clause 1 of this Article within</p>	<p>Article 29. Disclosure of related interests</p> <p><i>1. A Member of the Board of Directors, Member of Board of Supervisors or the General Director, Deputy General Director of ABBANK shall disclose the following information:</i></p> <p><i>a) Name, enterprise code, head office address of enterprises or economic organizations in which he/she or he/she and his/ her Related Persons owns/own a capital share or shares from 5% (five percent) or more of its charter capital, including contribution capital, share that he/she authorizes/authorize or entrusts/entrust for other organizations and individuals to own;</i></p> <p><i>b) Name, enterprise code, head office address of the enterprises or economic organizations of which he/she and his/her Related Persons is/are a Member of the Board of Directors, Board of Members, Supervisor, Board of Supervisors or the (General) Director.</i></p> <p><i>c) Information about the Related Person who is an individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider.</i></p> <p><i>d) Information about the Related Person which is an organization, including: name, enterprise code or equivalent legal document, head office address of the enterprise; legal representative, relationship with the information provider</i></p> <p>e) Other cases stipulated in Clause 2, Article 164 of the Law on Enterprises, Clause 3 of Article 291 and Article 299 of Decree 155/2020/NĐ-CP stipulating a certain provision of the Law on Securities.</p> <p><i>2. Shareholders owning 01% (one percent) or more of the charter capital at ABBANK must provide ABBANK with the following information:</i></p> <p><i>a) Full name; personal identification number; nationality, passport number, date of issue, place of issue of foreign shareholders; enterprise code or equivalent legal document of</i></p>	<p>Article 48.7, 49 Law on Credit Institutions 2024; Article 164.2 Law on Enterprises; Article 291.3 and Article 299 of Decree 155/2020/ND-CP. Circular 09/2024/TT-NHNN (amending and supplementing Article 13.2 Circular 22/2019/TT-NHNN)</p>
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<p>07 business days, from the date ABBANK receives the public information as stipulated under Clause 2 of this Article.</p> <p>5. 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 Board of Supervisors 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>6. 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 this 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>7. 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>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>organization shareholder; date of issue, place of issue of this document;</i></p> <p><i>b) Information on Related Persons as prescribed in Points c and d, Clause 1 of this Article;</i></p> <p><i>c) Number and percentage of their shares owned at ABBANK;</i></p> <p><i>d) Number and percentage of their shares owned by their Related Persons at ABBANK.</i></p> <p>3. <i>The persons specified in Clause 1 and Clause 2 of this Article must send ABBANK written information for the first time and when there is a change in this information within 07 working days from the date of occurrence or change of information.</i></p> <p><i>For information in Point c and Point d, Clause 2 of this Article, shareholder must only provide information to ABBANK when there is a change in their share ownership ratio, their share ownership ratio and that of Related Persons from 01% or more of charter capital at ABBANK compared to the previous provision.</i></p> <p>4. <i>ABBANK must keep the information</i> specified in Clause 1 and Clause 2 of this Article at ABBANK's head office and send a written report to the SBV within 07 working days from the date ABBANK receives the information provided. Annually, ABBANK shall disclose the information specified in Points a, b, d Clause 1 and Points a, c, d Clause 2 of this Article to the ABBANK General Meeting of Shareholders.</p> <p>5. <i>ABBANK must publicly disclose information about the full names of individuals and organizations that are shareholders owning 01% or more of the charter capital at ABBANK and the information specified in Point c and Point d, Clause 2 of this Article on ABBANK's electronic information page within 07 working days from the date ABBANK receives the information provided.</i></p> <p>6. <i>ABBANK Managers and Executives are obliged to promptly, fully and accurately notify ABBANK of their interests in other organizations, transactions with other organizations and individuals that may conflict with ABBANK's interests and may</i></p>	
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	<p><i>only participate in such transactions when approved by the Board of Directors.</i></p> <p>7. The granting of credit to the persons specified in <i>Clause 1, Article 135</i> of the Law on Credit Institutions must be made public in ABBANK. ABBANK must report on the granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions to the General Meeting of Shareholders and the SBV in accordance with the regulations of the SBV.</p> <p>8. <i>The persons providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete, and timely, and must be responsible for providing and publicly disclosing such information.</i></p>	
<p>Article 29. Obligations of compliance, honesty, caution and avoiding conflicts of interest of the Managers, Supervisors, and Executives of ABBANK</p> <p>Each member of the Board of Directors, member of Board of Supervisors, the General Director, the Deputy General Director and equivalent positions have the following obligations:</p> <p>1. To exercise his or her duties honestly and prudently to their best ability in order to assure the best legitimate interests of ABBANK, and shareholders of ABBANK, in accordance with the laws and this Charter at a necessary duty of care that a normal person would exercise in a similar position, conditions and situations.</p> <p>2. To exercise his or her assigned rights and obligations strictly in accordance with the laws, this Charter, resolutions of General Meeting of Shareholders and regulations of ABBANK.</p> <p>3. To be loyal to the interests of ABBANK; only have the right to use information obtained from their positions to serve the benefit of ABBANK; not to use information, know-how, business opportunities of ABBANK gained from their position nor abuse his or her position, role or misuse assets of ABBANK for his or her own personal benefit or for the benefit of other organizations or individuals or to damage the benefits</p>	<p>Article 30. Obligations of compliance, honesty, caution and avoiding conflicts of interest of the Managers, Supervisors, and Executives of ABBANK</p> <p>Member of the Board of Directors, Member of Board of Supervisors, the General Director, the Deputy General Director of ABBANK have the following obligations:</p> <p>1. <i>Comply with laws, this Charter, resolutions and decisions of the General Meeting of Shareholders.</i></p> <p>2. <i>Be responsible for complying with restrictive regulations to ensure safety in ABBANK's banking operations according to the provisions of the Law on Credit Institutions.</i></p> <p>3. To exercise his or her duties honestly and prudently to their best ability in order to assure the best legitimate interests of ABBANK, and shareholders of ABBANK.</p> <p>4. To be loyal to the interests of ABBANK; only use information obtained from their positions to serve the benefit of ABBANK. Not to use information, know-how, business opportunities of ABBANK gained from their position nor abuse his or her position, role or misuse assets of ABBANK for his or her own personal benefit or for the benefit of other organizations or individuals or to damage the benefits of ABBANK and its shareholders.</p>	<p>Điều 48 Luật các TCTD 2024; Điều 165 Luật Doanh nghiệp; Khoản 2 và 5 Điều 291 Nghị định 155/2020/NĐ-CP</p>

<p>of ABBANK and its shareholders</p> <p>4. To notify ABBANK promptly, fully and accurately of their interests they have in economic organizations, transactions with other individuals which may result in a conflict of interest and only to use such opportunities after the Board of Directors has considered the matter and consented. Disclosure of related interest shall be conducted in accordance with Article 28 this Charter and relevant regulations of Law on Credit Institutions and Law on Enterprises.</p> <p>5. Not to illegally compete with ABBANK or create conditions for a third party to cause damage to the interests of ABBANK; not to use or disclose to others inside information to perform related transactions.</p> <p>6. Not to create conditions whereby they themselves or any related person borrows from or use other service of ABBANK in contravention of the laws or on conditions more favorable or more preferential than the general conditions stipulated by the laws and by ABBANK.</p> <p>7. Not to have their salary or remuneration increased or to be paid bonuses when ABBANK suffers losses.</p> <p>8. To publicize related interests in accordance with Article 28 of this Charter and other law regulations.</p> <p>9. Other obligations stipulated in this Charter and the laws.</p>	<p>5. <i>Ensure the storage of ABBANK's records to provide data for management, operation, and supervision of all ABBANK activities, and inspection, supervision, and inspection activities of the SBV.</i></p> <p>6. <i>Understand categories of risks in ABBANK's operations.</i></p> <p>7. <i>ABBANK Managers and Executives are obliged to promptly, fully and accurately notify ABBANK of their interests in other organizations and transactions with other organizations and individuals that may cause conflicts with ABBANK's interests as prescribed in Clause 6, Article 28 of this Charter.</i></p> <p>8. Not to create conditions whereby they themselves or any Related Person borrows from or use other service of ABBANK on conditions more favorable or more preferential than the general conditions stipulated by ABBANK.</p> <p>9. Not to have their salary or remuneration increased or to be paid bonuses when ABBANK suffers losses.</p> <p>10. <i>Within the scope of assigned rights and obligations, be responsible for implementing written requests from the SBV regarding matters under the authority of the SBV. Implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of laws on currency and banking; conclusions, recommendations, and decisions on handling of inspections.</i></p> <p>11. Other obligations stipulated in this Charter and laws.</p>	
<p>Article 31. Transactions subject to approval by General Meeting of Shareholders or Board of Directors</p> <p>1. Unless otherwise prohibited by laws, contracts and transactions between ABBANK and the following parties must be approved by the General Meeting of Shareholders or the Board of Directors:</p> <p>a) Major shareholders of ABBANK and their related persons;</p> <p>b) Authorized representative of shareholders holding more than ten per cent of total ordinary shares of ABBANK and</p>	<p>[Remove this content because the contents of approving transactions with related parties are specifically regulated in Article 67.3(r) and Article 70.9 of the Law on Credit Institutions and have been regulated in Article 38.17 and Article 52.8 of this Charter. Specifically:</p> <p>Article 38. Duties and powers of the General Meeting of Shareholders</p> <p>The General Meeting of Shareholders of ABBANK has the following duties and powers:</p> <p>17. Approval of contracts and other transactions with a value of 20% (twenty percent) or more of ABBANK's charter capital recorded</p>	<p>Restructured to comply with Article 67.3(r) and Article 70.9 of the Law on Credit Institutions 2024.</p>

<p>their related persons;</p> <p>e) Members of the Board of Director, of Board of Supervisors, General Director, other managerial positions of ABBANK and their related persons;</p> <p>d) Enterprises which are subsidiaries or affiliates of ABBANK;</p> <p>e) Enterprises in which members of the Board of Director, of Board of Supervisors, 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 Board of Supervisors, 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;</p> <p>2. Any contract or transaction specified in Clause 1 this Article shall be submitted to the General Meeting of Shareholders for approval in the following cases:</p> <p>a) Contract or transaction specified in Point a, b, c and d, Clause 1 this Article valued more than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent audited financial statements of ABBANK;</p> <p>b) Contract or transaction specified at Point e, Clause 1 of this Article valued 35% (thirty five percent) or more or lead to the total transaction value arising within 12 months from the date of making the first transaction valued 35% (thirty five percent) or more of the total asset value recorded on the most recent financial statement.</p> <p>—The proposal submitted to the General Meeting shall include the draft contract or explain the main contents of the transaction. Shareholders with related interests shall not have the right to vote.</p> <p>3. Any contract or transaction specified in Clause 1 this Article shall be submitted to the Board of Directors for approval in the following cases:</p>	<p>in the most recent audited financial statements between ABBANK and members of the Board of Directors, members of the Board of Supervisors, General Director, major shareholders of ABBANK; related persons of managers, members of the Board of Supervisors, major shareholders of ABBANK; subsidiaries, affiliated companies of ABBANK, except in cases where ABBANK is implementing a compulsory transfer plan.</p> <p>Article 52. Duties and powers of the Board of Directors</p> <p>The Board of Directors has the following duties and powers:</p> <p>8. Approving contracts and other transactions with a value of less than 20% of ABBANK's charter capital recorded in the most recent audited financial statements between ABBANK and members of the Board of Directors, members of the Board of Supervisors, General Director, major shareholders of ABBANK; related persons of managers, members of the Board of Supervisors, major shareholders of ABBANK; subsidiaries, and affiliated companies of ABBANK.</p> <p>The contents of the required documents and specific handling procedures will be included in the Internal Regulations on ABBANK Governance and/or the Regulations on Approval of Decisions of the Board of Directors]</p>	
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<p>a) Contract or transaction specified in Point a, b, c and d, Clause 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;</p> <p>b) Contract or transaction specified at Point e, Clause 1 of this Article valued at maximum 35% (thirty five percent) while the total transaction value arising within 12 months from the date of making the first transaction valued below 35% (thirty five percent) of the total asset value recorded on the most recent financial statement.</p> <p>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>4. Any contracts and transactions specified in Clause 1 this Article which have been signed or performed without the approval of General Meeting of Shareholders or Board of Directors in accordance with Clause 2 and 3 this Article shall be invalid and dealt with in accordance with laws. The person signing and performing the contracts and transactions which are such invalid must jointly compensate for the loss caused and must return to ABBANK any benefits gained from the performance of such contract and transaction.</p> <p>5. When conducting transactions with related persons, ABBANK must sign a written contract on the principle of equality and voluntariness; take necessary measures to prevent shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of ABBANK.</p>		
<p style="text-align: center;">Section 2: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</p>		

<p>Article 34. Rights of shareholders</p> <p>2. Shareholder or group of shareholders holding 05% (five per cent) or more of the total ordinary shares has the following rights:</p> <p>a) To sight, consult and extract the book of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, agreements, transactions required to be approved by the Board of Directors and other documents, other than commercial secrets or business secrets of ABBANK;</p> <p>b) To request for convening a meeting of the General Meeting of Shareholders when the Board of Directors commits a serious breach of the rights of shareholders or the obligations of managers or makes a decision outside its delegated authority. In such cases, the request for convening a meeting of the General Meeting of Shareholders must be made in writing and must contain the information stipulated in clause 4, Article 115 of the Law on Enterprises. The request must be accompanied by documents and evidence of the breaches of the Board of Directors and the seriousness of such breaches, or on the decision which falls outside its authority;</p> <p>c) To request the Board of Supervisors to inspect specific issues relating to the management and administration of the operation of ABBANK as they deem that necessary. The request must be made in writing and must contain the followings: full name, communication address, nationality, number of legal personal identification in respect of a shareholder being an individual; name, enterprise code or number of legal documents of the organization, head office address of a shareholder being an organization; the number of shares and time of registration of shares ownership of each shareholder, aggregate number of shares of the group of shareholders and the percentage of ownership in the total number of shares of</p>	<p>Article 34. Rights of shareholders</p> <p><i>2. Shareholder or group of shareholders holding 05% (five percent) or more of the total ordinary shares has the right to self-nominate, nominate candidate to the Board of Directors, and the Board of Supervisors; other rights in accordance with this Charter, Law on Credit Institutions and other applicable laws.</i></p>	<p>Amended according to Article 61 of the Law on Credit Institutions 2024.</p>
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<p>ABBANK; the issues to be inspected and purpose of the inspection;</p> <p>3. A shareholder or a group of shareholders owning from 10% or more of the ordinary shares has the right to nominate candidates to the Board of Directors, and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be conducted in accordance with clause 5, Article 115 of the Law on Enterprises and other provisions of this Charter. The list of candidates must be submitted to the Board of Directors within the term as decided by the Board of Directors.</p>		
<p>Article 38. Duties and powers of General Meeting of Shareholders</p> <p>8. To make decisions on the classes of shares and total number of shares of each class which may be offered; to make decisions on the plan on altering the charter capital, plan on share offering; to make decisions on the rate of annual dividend for each class of shares as per recommendations of the Board of Directors</p> <p>14. To decide to invest in, buy or sell the ABBANK's assets which account for 20% (twenty percent) or more of ABBANK's charter capital indicated in the latest audited financial statement;</p> <p>15. To decide the contracts and transactions between ABBANK and internal persons and related persons in accordance with Clause 2 Article 31 this Charter</p> <p>16. To make decisions on establishment of subsidiary companies;</p> <p>17. To decide on restructure, dissolution of, or to request a court to open bankruptcy procedures;</p> <p>18. To decide on remedy solutions to major financial changes of ABBANK;</p> <p>19. To approve the list of independent audit companies; to decide the independent audit company which inspects ABBANK's activities, dismiss the independent auditor where necessary;</p>	<p>Article 38. Duties and powers of General Meeting of Shareholders</p> <p><i>The General Meeting of Shareholders of ABBANK has the following duties and powers:</i></p> <p>11. <i>To approve the plan prescribed in Article 143 of the Law on Credit Institutions.</i></p> <p>14. <i>To decide to establish or convert legal forms of commercial presence abroad, subsidiaries of ABBANK.</i></p> <p>16. To approve decisions on investment, purchase and sale of fixed assets of ABBANK, <i>where the investment level, expected purchase price or original price in case of sale of fixed assets</i> is worth 20% (twenty percent) or more of ABBANK's charter capital recorded in the most recent audited financial statements.</p> <p>17. <i>To approve the contract and other transaction with a value of 20% (twenty percent) or more of ABBANK's charter capital indicated in the most recent audited financial statements between ABBANK and a Member of the Board of Directors, a Member of the Board of Supervisors, the General Director, a major shareholder of ABBANK; a Related Person of a Manager, a Members of the Board of Supervisors, a major shareholder of ABBANK; a subsidiary or an affiliated company of ABBANK, except in the case where ABBANK is implementing a compulsory transfer plan.</i></p> <p>18. <i>To decide on division, separation, consolidation, merger, conversion of legal form, dissolution or request the Court to open</i></p>	<p>Restructuring based on Article 67.3 of the Law on Credit Institutions 2024</p>

<p>20. Other powers and duties as stipulated in this Charter and relevant laws.</p>	<p><i>bankruptcy proceedings for ABBANK.</i></p> <p><i>19. To decide on the selection of an independent auditing organization according to the provisions of Article 59 of the Law on Credit Institutions.</i></p> <p><i>20. Decide on solutions to overcome major financial fluctuations of ABBANK.</i></p>	
<p>Article 39. Meeting of General Meeting of Shareholders</p> <p>1. The annual meetings of General Meeting of Shareholders shall be held once per year. In addition to annual meetings, the General Meeting of Shareholders may convene extraordinary meetings. The location of the meeting of the General Meeting of Shareholders shall be location where the Chairperson attending the meeting but must be within the territory of Vietnam.</p> <p>2. The Board of Directors must convene the annual meeting of General Meeting of Shareholders within four months from the end of the financial year; Where necessary and at the decision of the Board of Directors, the time for annual meeting of General Meeting of Shareholders may be extended, but shall not exceed six months from the end of the financial year. The annual meeting of the General Meeting of Shareholders shall discuss and pass the following issues:</p> <p>a) Financial statement, business result and annual business plan of ABBANK;</p> <p>b) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors;</p> <p>c) Report of the Board of Supervisors on its financial appraisal, regarding business results; operational results of the Board of Directors and General Director, and self-evaluation report on the operation result of the Board of Supervisors and its member;</p>	<p>Article 39. Meeting of General Meeting of Shareholders</p> <p>1. <i>The annual meetings of General Meeting of Shareholders shall be held annually once a year within 04 months from the end of the fiscal year.</i></p> <p>2. The location of the General Meeting of Shareholders is determined to be the place where the Chairperson attends the meeting and must be in the territory of Vietnam.</p> <p>3. The Annual General Meeting of Shareholders discusses and approves the following issues:</p> <p>a) Audited annual financial statements;</p> <p>b) Annual business performance reports and business plans;</p> <p><i>c) Reports of the Board of Directors and the Board of Supervisors on the implementation of assigned tasks and powers;</i></p> <p>d) Proposal for setting up funds and distributing after-tax profits;</p> <p>e) Report on remuneration of members of the Board of Directors and the Board of Supervisors that has been implemented and proposed for the next planning year;</p> <p><i>f) Selection of an independent auditing organization according to the provisions of Article 59 of the Law on Credit Institutions;</i></p> <p>g) Other matters within the authority of the General Meeting of Shareholders.</p> <p>4. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The Board of</p>	<p>Article 67.1, 67.2 Law on Credit Institutions 2024; Article 139, Article 140 Law on Enterprises; Article 18 Model Charter according to Circular 116/2020/TT-BTC.</p>

<p>d) Amount of dividend payable on each class of share;</p> <p>e) Other matters within authorities.</p> <p>3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 60 days upon the receipt of request or from date of occurring 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 Board of Supervisors is less than the minimum number of members stipulated by the laws and this Charter; or the remaining members of the Board of Directors, or Board of Supervisors are less than two third (2/3) of the number of members of current term;</p> <p>e) 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 as specified in point b Clause 2 Article 34 of this Charter. The written request must clearly state the reason and purpose of the meeting, have the signatures of the related shareholders.</p> <p>e) Upon the demand of the Board of Supervisors;</p> <p>f) Other matters in accordance with relevant laws.</p> <p>If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, the Chairperson of the Board of Directors and members of the Board of Directors must be responsible before the law and must indemnify for any loss to ABBANK.</p> <p>...</p> <p>8. The meeting of the General Meeting of Shareholders can be conducted under form of physical meeting at one or more</p>	<p>Directors must convene an extraordinary meeting of the General Meeting of Shareholders <i>within 90 (ninety) days</i> from the date of receipt of the request or the date of occurrence of one of the following cases:</p> <p>a) The Board of Directors deems it necessary for the benefit of ABBANK;</p> <p>b) <i>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;</i></p> <p>c) <i>The number of remaining members of the Board of Supervisors is less than the minimum number of members prescribed in Clause 2, Article 51 of the Law on Credit Institutions;</i></p> <p>d) Upon request of a shareholder or group of shareholders owning more than 10% of the total number of common shares at ABBANK <i>in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority;</i></p> <p>e) Upon request of the Board of Supervisors;</p> <p>f) <i>To decide on the content upon request of the State Bank when an event occurs affecting the operational safety of the credit institution.</i></p> <p>If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, the Chairperson of the Board of Directors and members of the Board of Directors must be responsible before the law and must indemnify for any loss to ABBANK.</p> <p>...</p> <p>9. The meeting of the General Meeting of Shareholders can be conducted under form of physical meeting at one or more locations connected by video conference system <i>or a selected software application</i>. An annual or extraordinary General Meeting of Shareholders may be held in the form of an online meeting, electronic voting (<i>hereinafter referred to as an online meeting</i>) <i>or a combination of a face-to-face meeting at one or more different</i></p>	
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<p>locations connected by video conference system. The annual or extraordinary meeting of the General Meeting of Shareholders can be conducted under form of online meeting and electronic voting in compliance with the requirements of the competent authority regarding pandemic prevention or in other force majeure events. The conducting a meeting of the General Meeting of Shareholders in the form of online meeting and electronic voting must ensure the following principles:</p> <ul style="list-style-type: none"> a) The online registration, attendance and electronic voting of the shareholders are electronically identified and authenticated by the method and software application selected by the Board of Directors. b) When the application software system for organizing the meeting identifies the log-in and authentication accounts of the shareholders used to register, attend the meeting online and vote electronically, the shareholders shall be deemed to attend the meeting and vote at the online meeting of General Meeting of Shareholders. c) The shareholders shall self-equip their personal computer/mobile device, internet connection to establish the registration connection, attend and vote electronically; d) To ensure each attending shareholders can hear others expressing their opinions at the meeting and can express their opinions to other attending shareholders concurrently; e) The time and venue of the online meeting shall be the venue where the Chairperson of the meeting is present. f) Decisions to be passed at the online meeting or by voting electronically which is duly held and conducted in accordance with this Clause shall take effect and have validity as the decision passed at a normal physical meeting. g) Right to attend the meeting of shareholders, preparation of list of shareholders attending the meeting, agenda, documents, meeting invitation, conditions, method of conducting the meeting and approval by voting, minutes of 	<p><i>locations and an online meeting.</i> The conduct of an online General Meeting of Shareholders <i>or a combination of online meeting</i> shall be decided by the Board of Directors and shall be in accordance with the following principles:</p> <ul style="list-style-type: none"> a) The registration, <i>attendance online meeting</i> of the shareholders are identified and authenticated by the suitable method and software application. b) When the application software system for organizing the meeting identifies the log-in and authentication accounts of the shareholders used to register, attend the meeting online and vote electronically, the shareholders shall be deemed to attend the meeting and vote at the online meeting of General Meeting of Shareholders. c) The shareholders shall self-equip their personal computer/mobile device, internet connection to establish the registration, attend an online meeting; d) Each attending shareholder can hear others expressing their opinions at the meeting and can express their opinions to all other attending shareholders concurrently; <i>e) The time and venue of an online or combined online meeting is determined to be the location and time at which the Chairman attends the meeting and must be within the territory of Vietnam;</i> f) Decisions to be passed at an online or combined online meeting in accordance with this Clause shall take effect and have validity as the decision passed at a physical meeting. g) Right to attend the meeting of shareholders, preparation of list of shareholders attending the meeting, agenda, documents, meeting invitation, conditions, method of conducting the meeting and approval by voting, minutes of an online or combined online meeting of the General Meeting of Shareholders shall be applied similarly in accordance with provisions of Articles 40 to 46 of this Charter. <i>h) Data on registration and voting of shareholders attending an online meeting is part of the data and documents of the General Meeting of Shareholders;</i> 	
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<p>the online meeting of the General Meeting of Shareholders shall be applied similarly in accordance with provisions of Articles 40 to 46 of this Charter.</p> <p>h) Shareholders' votes are cast electronically by the application system, which is automatically counted and aggregated; At the same time, it is extracted into a data file to store with the data of the list of shareholders attending the meeting.</p> <p>i) The Board of Directors publishes on ABBANK's website providing instructions on registration, attendance at online meetings, and electronic voting at the same time of the announcement to convene the General Meeting of Shareholders.</p>	<p>i) The Board of Directors publishes on ABBANK's website instructions for <i>registration</i> and attendance at an online or combined online meeting <i>when announcing the notice convening the General Meeting of Shareholders.</i></p>	
<p>Article 46. Passing of resolutions of General Meeting of Shareholders</p> <p>3. A resolution at the meeting shall be passed in accordance with the following provisions:</p> <p>a) Except cases stipulated in Point b and c, Clause 3 and Clause 5 of this Article, the resolution shall be passed if it is agreed by a number of shareholders representing more than fifty-one (51) per cent of the total number of voting shares of all attending shareholders;</p> <p>b) The resolution in the following cases shall be passed if it is agreed by a number of shareholders representing more than sixty-five (65) per cent of the total number of voting shares of all attending shareholders:</p> <p>(i) Approval on plan to change the charter capital;</p> <p>(ii) Approval on plan of share offering, including the classes of shares and total number of shares of each class to be offered;</p> <p>(iii) Decision on investment, purchase or sale of assets of ABBANK valued equal to or more than twenty (20) per cent of the charter capital of ABBANK recorded in the</p>	<p>Article 46. Passing of resolutions of General Meeting of Shareholders</p> <p>3. A resolution of the General Meeting of Shareholders at the meeting shall be adopted in accordance with the following provisions:</p> <p>c) Except for the cases specified in Points b and c, Clause 3 and Clause 5 of this Article, the resolutions of the General Meeting of Shareholders shall be adopted when approved by the number of shareholders representing <i>more than 50% (fifty percent)</i> of the total number of votes of all shareholders attending the meeting.</p> <p>d) The resolution of the General Meeting of Shareholders shall be passed when approved by shareholders representing <i>more than 65% (sixty-five percent) of the total number of votes of all shareholders attending the meeting for the contents specified in Clauses 8, 16 and 18, Article 38 of this Charter or when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders in the case of obtaining written opinions for the contents specified in Clauses 8 and 16, Article 38 of this Charter...</i></p>	<p>Clause 4, Article 67, Law on Credit Institutions 2024; Clause 2, Article 147, Law on Enterprises 2020</p>

<p>most recent audited financial statements.</p> <p>(iv) Decision on amendments of and supplement to the Charter of ABBANK;</p> <p>(v) Decision on restructure, dissolution of, or to request the court to open bankruptcy procedures;</p> <p>(vi) Change of lines of business and business sectors;</p> <p>(vii) Change of the organizational and managerial structure of ABBANK;</p>		
<p>Article 47. Authority and procedures for collection of shareholders' opinions</p> <p>10. A resolution of the General Meeting of Shareholders in the form of collection of written opinions of shareholders shall be passed if that reaches the affirmative votes threshold to pass such resolution as stipulated in the point a or b, Clause 3, Clause 5 Article 46 of this Charter (subject to kind of issue to be voted). A decision passed by way of collecting written opinions of shareholders has the same value as a decision passed at the meeting of the General Meeting of Shareholders.</p>	<p>Article 47. Authority and procedures for collection of shareholders' opinions</p> <p><i>8. A resolution of the General Meeting of Shareholders in the form of collection of written opinions of shareholders shall be passed if:</i></p> <p><i>a) It is approved by shareholders representing more than 50% of the total number of votes of all shareholders, except for the case specified in Point b of this Clause;</i></p> <p><i>b) It is approved by shareholders representing more than 65% of the total number of votes of all shareholders for the contents specified in Clauses 8 and 16, Article 38 of this Charter...</i></p>	<p>Article 149 Law on Enterprises</p>
<p style="text-align: center;">Section 3: BOARD OF DIRECTORS</p>		
<p>Article 50. Powers, term and the number of members of Board of Directors</p> <p>2. 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. A minimum of ½ (one half) of the total number of members of the Board of Directors shall be non-executive and independent members. The total number of independent members of the Board of Directors must ensure the following:</p> <p>a) At least 01 independent member in case the Board of Directors</p>	<p><i>Article 50. Powers, term and the number of members of Board of Directors</i></p> <p>2. The Board of Directors shall consist of at least 05 (five) members and not more than 11 (eleven) members. The specific number of the members of the Board of Directors shall be decided by the General Meeting of Shareholders. The Board of Directors <i>must have at least 02 independent members; 2/3 (two-thirds) of the total number of members must be independent members and non-executives members.</i></p> <p>3. Individuals and Related Persons of such individuals or people</p>	<p>Articles 50, 69 of the Law on Credit Institutions 2024, Point b Clause 3 Article 41 of the Law on Securities 2019, Clause 4 Article 276 of Decree 155/2020/ND-CP and Clause 3 Article 26 of the Model Charter</p>

<p>consists of 05 members;</p> <p>a) At least 02 independent members in case the Board of Directors consist of 06 to 08 members;</p> <p>b) At least 03 independent members in case the Board of Directors consist of 09 to 11 members.</p> <p>3. Individuals and related persons of such individuals or people being capital contribution representatives of a shareholder being an organization and the related persons of such persons shall be permitted to participate in the Board of Directors, but they shall not account for more than 1/3 (one third) of the total members of the Board of Directors, unless they are the representative of the contribution capital of the State</p> <p>5. If the number of members of Board of Directors is reduced by more than 2/3 (two third) of the total members of the Board of Directors of given term as decided by the General Meeting of Shareholders or have insufficient minimum members in accordance with the laws, then ABBANK shall, within sixty (60) days from the date the number of the Board of Directors become so insufficient, proceed with supplementing the sufficient number of the Board of Directors in accordance with the laws.</p> <p>6. In case of individual foreign shareholders or representative of foreign organizational shareholders participating in the Board of Directors, there shall have additional following conditions:</p> <p>a) To comply with regulations on cases of prohibition from holding a position, not holding the position as prescribed by relevant law and this Charter;</p> <p>b) Not be the Chairperson of the Board of Directors of ABBANK.</p> <p>...</p> <p>8. The Board of Directors set up Committees to perform its duties and powers, specifically as follows:</p> <p>a) The Board of Directors must establish a Risk Management Committee and a Personnel Committee. The Board of Directors shall decide on the duties and powers of these two</p>	<p>being capital contribution representatives of a shareholder being an organization and the Related Persons of such persons shall be permitted to participate in the Board of Directors but <i>must not exceed 02 (two) members of ABBANK Board of Directors, except in the case of representatives of State capital contributions or the mandatory transferee.</i></p> <p>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. 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 2 Article 51 of this Charter. 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. 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>5. <i>In case the Board of Directors has fewer members than the minimum number of members as prescribed in Clause 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 for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.</i></p> <p>6. The Board of Directors uses ABBANK's seal, <i>apparatus and means of the Bank; and may hire external consulting services (including foreign experts) for the purpose of organising the implementation its duties in accordance with the provisions of law and the Bank's internal regulations.</i></p> <p>7. The staff that directly advises and assists the Board of Directors includes the Board of Directors Office, the positions of Company Secretary and the Person in charge of corporate governance as prescribed by laws. The functions and tasks of the staff that advises and assists the Board of Directors are</p>	<p>according to Circular 116/2020/TT-BTC</p>
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<p>Committees in accordance with the regulations of the Governor of the State Bank;</p> <p>b) Depending on the actual requirements in each period, the Board of Directors shall establish and promulgate the Regulations on the organization and operation of other Committee(s) under the Board of Directors in addition to the 02 Committees specified in Point a of this Clause.</p>	<p>determined by the Board of Directors.</p> <p>8. The Board of Directors set up Committees to perform its duties and powers, specifically as follows:</p> <p>a) The Board of Directors must establish a Risk Management Committee and a Personnel Committee. The Board of Directors shall decide on the duties and powers of these two Committees in accordance with the regulations of the Governor of the State Bank;</p> <p>b) Depending on the actual requirements in each period, the Board of Directors shall establish and promulgate the Regulations on the organization and operation of other Committee(s) <i>or Council(s)</i> under the Board of Directors in addition to the 02 Committees specified in Point a of this Clause.</p>	
<p>Article 51. Criteria and conditions for acting as Member of Board of Directors</p> <p>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>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 this Charter;</p> <p>c) Having good professional ethics on the basis of compliance with Article 28 and 29 of this 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</p>	<p>Article 51. Criteria and conditions for acting as Member of Board of Directors</p> <p>1. A Member of the Board of Directors must satisfy the following criteria and conditions:</p> <p>a) <i>Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter.</i></p> <p>b) Having professional ethics <i>as prescribed by the Governor of the State Bank;</i></p> <p>c) Having a university degree or higher;</p> <p>d) Having one of the following conditions: Having at least 03 (three) years as a manager or operator of a credit institution; having at least 05 (five) years as a manager of an enterprise operating in the financial, accounting, auditing sector or of another enterprise with minimum equity capital equal to ABBANK's legal capital; having at least 05 (five) years working directly <i>in professional divisions of a credit institution or foreign bank branch</i>; At</p>	<p>Article 41.1, 41.2 Law on Credit Institutions 2024</p>

<p>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> <p>2. For the independent Board of Directors members, in addition to the criteria stipulated in Clause 1 this Article, they must satisfy the conditions:</p> <p>...</p> <p>c) Not being a person, whose spouse, father, mother, child, sibling and spouse of these persons are major shareholder of ABBANK,</p> <p>d) Not being a person directly or indirectly owning or represented to own at least 01% (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>...</p>	<p>least 05 years of direct working experience in finance, banking, accounting, auditing divisions.</p> <p>2. For the independent Board of Directors members, in addition to the criteria stipulated in <i>Clause 1</i> of this Article and the following standards and conditions:</p> <p>...</p> <p>c) Not being a person, whose spouse, father, mother, child, sibling and spouse of these persons are major shareholder of ABBANK, <i>Manager or Member of the Board of Supervisors of ABBANK; Manager or supervisor, Member of the Board of Supervisors of ABBANK's subsidiary;</i></p> <p>d) <i>Not being a representative of ownership of shares at ABBANK; not owning or together with a Related Person directly, indirectly owning 01% (one percent) or more of the charter capital or voting shares of ABBANK;</i></p> <p>...</p> <p>3. <i>Members of the Board of Directors must comply with the provisions on not concurrently holding different positions prescribed in Clauses 1, 2 and 3, Article 24 of this Charter.</i></p>	
<p>Aticle 52. Duties and powers of Board of Directors</p> <p>Hội đồng Quản trị có các nhiệm vụ và quyền hạn sau đây:</p> <p>The Board of Directors has the following duties and powers:</p> <p>1. To make decisions on medium term developmental strategies and plans, and on annual business plans of ABBANK.</p> <p>2. To be responsible before the General Meeting of Shareholders for performance of its assigned duties and powers.</p> <p>3. To make decisions on the organizational structure of ABBANK; to make decisions on the establishment of subsidiary companies, the establishment of branches, transaction offices and representative offices, non-business units and amendment to the establishment of branches, transaction offices and representative offices, non-business</p>	<p>Aticle 52. Duties and powers of Board of Directors</p> <p>The Board of Directors has the following duties and powers:</p> <p>1. <i>To submit to the General Meeting of Shareholders for decision and approval of the contents within the duties and powers of the General Meeting of Shareholders as stipulated in Article 38 of this Charter.</i></p> <p>2. To decide on the organizational structure of ABBANK, the establishment, closure, termination of operations, change of operations of branches, transaction offices, representative offices, and public service units of ABBANK.</p> <p>3. To appoint, dismiss, discipline, suspend, and decide on salary, bonus, and other benefits for the General Director, Deputy General Director, and other Executives or other</p>	<p>Article 63 Law on Credit Institutions 2024</p>

<p>units of ABBANK.</p> <ol style="list-style-type: none"> 4. To appoint, dismiss or remove, discipline, suspend and decide the amount of the salary and other benefits of all positions being General Director, Deputy General Director, Chief Accountant, other manager and executives, and other positions in accordance to the internal regulations issued by the Board of Directors. 5. To pass any plans on capital contribution to or purchase of shares in other enterprises and credit institutions, plan on external investment capital transfer having value less than 20 (twenty) per cent of charter capital of ABBANK stated in its latest audited financial statement. 6. To appoint the representative of ABBANK's capital contribution portion in any other enterprise or credit institution. 7. To make decisions on investment, transaction, purchase or sale of assets valued from 10% (ten per cent) of the charter capital of ABBANK stated in its latest financial statement, on the basis of ensuring compliance with prudential ratios in banking operations of ABBANK, except for transactions within the decision-making authority of the General Meeting of Shareholders as stipulated in Clause 2 Article 31 of this Charter; to provide for decentralization and delegation to the inferior bodies regarding their approval limit for transaction of investment, assets purchase and sale having value below 10% (ten per cent) of ABBANK charter capital stated in the most recent financial statement. 8. To approve bond issuing (except convertible bond); to make decisions on loan transaction and other transaction (except for interbank lending) with value from 20% (twenty per cent) of the charter capital of ABBANK stated in its latest financial statement, and to decide the decentralization and delegation to the inferior bodies regarding their approval limit for loan transaction and other transactions with value of below 20% (twenty per cent) of ABBANK charter capital stated in the most recent financial statement. 	<p>positions under the authority of the Board of Directors according to the internal regulations of the Board of Directors.</p> <ol style="list-style-type: none"> 4. To appoint a representative of ABBANK's capital contribution at other enterprises and credit institutions. 5. Approve the plan for capital contribution, purchase, and <i>sale</i> of shares and <i>capital contributions of ABBANK</i> at other enterprises and credit institutions <i>where the capital contribution value, expected purchase price, or book value in the case of selling shares and capital contributions</i> is less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent audited financial statements. 6. To decision on investment, purchase and sale of <i>fixed assets of ABBANK with the investment level, expected purchase price or original price in case of sale of fixed assets</i> with a value of 10% (ten percent) or more of ABBANK's charter capital recorded in the most recent audited financial statements, except for <i>investment, purchase and sale of fixed assets</i> under the decision-making authority of the General Meeting of Shareholders in the cases specified in Clause 1, Article 31 and Clauses 16 and 17, Article 38 of this Charter; to regulate the decentralization and authorization of approval to subordinates for investment, purchase and sale transactions of fixed assets with a value of less than 10% (ten percent) of ABBANK's charter capital recorded in the most recent audited financial statements. 7. <i>To approve the granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions in accordance with the provisions of Clause 3, Article 135 of the Law on Credit Institutions and relevant regulations of the Governor of the State Bank; To decide on the amount of credit granted in accordance with the provisions of Clause 7, Article 136 of the Law on Credit Institutions, except for contracts and other transactions under the decision-making authority of the General Meeting of Shareholders; To regulate the decentralization and delegation of credit approval authority of approval levels at ABBANK, except for transactions under</i> 	
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<p>9. To make decisions on transactions which do not fall under the prohibited or restricted scope and objects under the laws between ABBANK and internal person and related person in accordance with Clause 3 Article 31 this Charter.</p> <p>10. To make decision on the decentralization and delegation on approving the credit of the approval levels in ABBANK, except for transactions within the decision-making authority of the General Meeting of Shareholders or Board of Directors in accordance with the laws and this Charter.</p> <p>11. To approve for extending credit to the objects as specified in Clause 1 Article 127 of the Law on Credit Institution ; extending credit to executives, and other managerial positions in accordance with the laws and this Charter and their related persons (except for cases prohibited from extending credit as specified in Article 126 of the Law on Credit Institution) ; and extending credit in accordance with Clause 7, Article 128 of the Law on Credit Institutions except for transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Clause 15 Article 38 of this Charter .</p> <p>12. To decide on selecting the independent auditor under General Meeting of Shareholders' authorization or to select the independent auditor according to the list approved by the General Meeting of Shareholders to audit the ABBANK's financial statements. In the case the annual General Meeting of Shareholders is delayed to the time later than 4 months as from the ending date of financial year, the Board of Directors decides the independent auditor and then seek General Meeting of Shareholders' approval.</p> <p>13. To inspect, supervise and direct the General Director in the performance of his or her allocated tasks, and to make an annual assessment of the effectiveness of the work of the General Director.</p> <p>14. To develop the Internal Regulation on Corporate Governance, Regulation on the Operation of the Board of Directors to submit to the General Meeting of Shareholders for approval;</p>	<p><i>the decision-making authority of the General Meeting of Shareholders or must be decided by the Board of Directors in accordance with the provisions of laws and this Charter.</i></p> <p>8. <i>To approve contracts and other transactions with a value of less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent audited financial statements between ABBANK and members of the Board of Directors, members of the Board of Supervisors, General Director, and major shareholders of ABBANK; Related Persons of Managers, members of the Board of Supervisors, major shareholders of ABBANK; subsidiaries, affiliated companies of ABBANK.</i></p> <p>9. <i>To approval of contracts and other transactions with a value of 10% (ten percent) or more of ABBANK's charter capital recorded in ABBANK's most recent audited financial statements; To approval of the issuance of bonds (except for convertible bonds); To decide on ABBANK's borrowing transactions (except for interbank borrowing transactions) with a value of 20% (twenty percent) or more of ABBANK's charter capital recorded in the most recent financial statements and regulations on decentralization and delegation of authority to subordinates to decide on borrowing transactions and other transactions with a value of less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent financial statements.</i></p> <p>10. To inspect, supervision, and give direction for the General Director in performing assigned tasks; To conduct annual assessment on the General Director's work performance.</p> <p>11. To develop the internal regulations on ABBANK governance, the Board of Directors' Operating Regulations for approval by the General Meeting of Shareholders; Issue internal regulations <i>related to the organization, governance, and operations of ABBANK in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions, except for matters under the authority of the General Meeting of Shareholders.</i></p>	
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<p>To promulgate these Regulations after they are approved by the General Meeting of Shareholders; To promulgate other internal regulations in accordance with law and this Charter .</p> <p>15. To decide the risk management policy and to supervise implementation of measures of ABBANK to prevent risks.</p> <p>16. To consider, approve and announce annual reports.</p> <p>17. To select a professional valuation organization to evaluate assets for capital contribution other than Vietnamese currency, freely convertible foreign currencies, and gold in accordance with laws.</p> <p>18. To make submissions to the Governor of the SBV to approve issues in accordance with law.</p> <p>19. To make recommendations on restructure, dissolution or a petition for bankruptcy.</p> <p>20. To make decision on new share offering to the extent of authorized shares of each class.</p> <p>21. To make decisions on the selling price of shares and convertible bonds of ABBANK.</p> <p>22. To make decisions on redeeming shares of ABBANK in accordance with provisions of this Charter and other relevant laws.</p> <p>23. To submit the annual financial statement to General Meeting of Shareholders.</p> <p>24. To recommend a plan on distribution of profit and the amount of dividends payable; and to make decisions on the time and procedures for paying dividends or for dealing with losses arising during the business course.</p> <p>25. To prepare relevant agenda, documents for submission to the General Meeting of Shareholders to make decisions on matters within the authority of the General Meeting of Shareholders, except for matters within function and duties of the Board of Supervisors.</p> <p>26. To approve program, operation plan of the Board of Directors;</p>	<p>12. To decide on risk management policies and supervise the implementation of risk prevention measures of ABBANK.</p> <p>13. To review and approve the annual report of ABBANK.</p> <p>14. To decide on the offering of new shares within the scope of the number of shares authorized for offering.</p> <p>15. To decide on the offering price of shares and convertible bonds of ABBANK.</p> <p>16. To decide to repurchase ABBANK shares <i>according to the approved plan.</i></p> <p>17. To propose the plan for profit distribution, dividend payment level; decide on the time limit and procedures for dividend payment or handling of losses arising during the business process.</p> <p>18. To prepare relevant contents and documents to submit to the General Meeting of Shareholders for decision on matters under the authority of the General Meeting of Shareholders, except for matters under the functions and duties of the Board of Supervisors.</p> <p>19. To approve the program and operation plan of the Board of Directors; program, contents, documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect shareholders' opinions in writing to pass resolutions and decisions of the General Meeting of Shareholders.</p> <p>20. To organize, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.</p> <p>21. To notify promptly the State Bank of information that negatively affects the qualifications of members of the Board of Directors, the Board of Supervisors, and the General Director.</p> <p>22. <i>To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31,</i></p>	
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<p>programs, agenda and documents serving the meetings of the General Meeting of Shareholders; and to convene the meeting of General Meeting of Shareholders or collect written opinions from shareholders in order for passing resolutions, decisions of General Meeting of Shareholders.</p> <p>27. To organize, inspect and supervise the implementation of resolution and decisions of the General Meeting of Shareholders and of the Board of Directors.</p> <p>28. To promptly notify the SBV of information adversely affecting the status of members of the Board of Directors or Board of Supervisors or the General Director.</p> <p>29. To recommend the classes of shares and total number of shares of each class to be offered;</p> <p>30. To make decisions on solutions for developing market, marketing and technology.</p> <p>31. Report to the Annual General Meeting of Shareholders the Board of Directors's duties implementation in accordance with this Charter and the laws.</p> <p>32. Organize training courses on governance and necessary skills for members of the Board of Directors, General Director and other managers of ABBANK.</p> <p>33. Other rights and obligations in accordance with the laws and this Charter.</p>	<p><i>2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</i></p> <p>23. Other duties and powers as prescribed by laws and this Charter.</p>	
<p>Article 53. Duties and powers of the Chairperson of Board of Director</p> <p>2. 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>Article 53. Duties and powers of the Chairperson of Board of Director</p> <p>2. 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 his/her's rights and obligations;</i></p> <p>b) To convene and preside the meetings of the Board of Directors;</p> <p><i>c) To sign documents under the authority of the Board of</i></p>	<p>Article 71 Law on Credit Institutions 2024</p>

<ul style="list-style-type: none"> c) To organize for resolutions, decisions of the Board of Directors to be passed; 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. e) To chair meetings of the General Meetings of Shareholders; 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; 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. h) 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; i) To ensure that the members of the Board of Directors participate in corporate governance skill training programs as needed; j) To address internal disputes in accordance to this Charter k) To ensure that the Bank's manager and executives performance are evaluated periodically l) Other rights and obligations in accordance with this Charter and relevant laws. 	<p><i>Directors on behalf of the Board of Directors;</i></p> <ul style="list-style-type: none"> d) To organize for resolutions, decisions of the Board of Directors to be passed; e) To monitor, to organize 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 allocate detail tasks to each Member of the Board of Directors; i) To supervise members of the Board of Directors in performance of rights, duties and works assigned; <i>j) May only authorize another Member of the Board of Directors to exercise the rights and obligations of the Chairperson of the Board of Directors during absence or inability to perform duties;</i> k) Annually, to evaluate the performance of each Member of the Board of Directors and the <i>Councils</i>, Committees of the Board of Directors <i>and report to the General Meeting of Shareholders on the results of this evaluation;</i> l) Other rights and obligations in accordance with law and this Charter. 	
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<p>Article 54. Duties and rights of the members of Board of Director</p> <p>1. The duties of members of Board of Directors:</p> <ul style="list-style-type: none"> a) Together with other members of the Board of Directors, to manage ABBANK in accordance with laws and this Charter. b) To perform the duties and powers of a member of the Board of Directors in accordance with laws, this Charter, internal regulations of ABBANK and the assignment of the Chairperson of the Board of Directors honestly and in the interests of ABBANK and ABBANK's shareholders. c) To study the financial statements as prepared by independent auditors, and to contribute their opinions to, or to request explanations on any matters relevant to the report from managers and executive officers of ABBANK, independent auditors and internal auditors. d) To participate in meeting of the Board of Directors, and to discuss and vote on all issues within the scope of the duties and powers of the Board of Directors as stipulated in this Charter, except cases that the related person is not allowed to vote according to the provisions of this Charter. To be personally liable for his or her decisions before the law, the General Meeting of Shareholders and the Board of Directors. e) To implement the decisions of the General Meeting of Shareholders and the Board of Directors; f) To be responsible to provide explanation, when so requested, to the General Meeting of Shareholders and to the Board of Directors on performance of duties assigned to such member. g) To timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations; h) To report and disclose information when trading shares of ABBANK in accordance with the laws; i) Other duties as prescribed in this Charter and relevant regulations of laws. 	<p>Article 54. Duties and rights of the members of Board of Director</p> <ul style="list-style-type: none"> 1. Together with other members of the Board of Directors, to manage ABBANK in accordance with laws and this Charter. 2. To perform the duties and rights of a Member of the Board of Directors in accordance with the internal regulations of the Board of Directors and the assignment of the Chairperson of the Board of Directors honestly and carefully, for the benefit of ABBANK and ABBANK shareholders; <i>promote the independence of independent members of the Board of Directors in exercising their rights and obligations; be responsible for the exercise of their rights and obligations.</i> 3. <i>To review the audit report</i> of financial statement prepared by the independent auditor, give opinions or request ABBANK's Executives, independent auditors and internal auditors to explain and clarify issues related to the report. 4. <i>Request the General Director, Deputy General Director, and other managers of ABBANK to provide information and documents on the financial situation and business activities of the Bank and related units in the Bank to perform the assigned duties of a member of the Board of Directors, in accordance with the regulations of the Board of Directors.</i> 5. <i>To propose the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors;</i> 6. To attend all meetings of the Board of Directors, discuss and vote on the contents of the Board of Directors' duties and powers as prescribed by laws and this Charter. Be responsible before the law, the General Meeting of Shareholders and the Board of Directors for their decisions. <i>In case the voting content has a conflict of interest with any member, that member shall not participate in the vote.</i> 7. <i>Board of Directors members are not allowed to authorize others to attend Board of Directors meetings to decide on the contents specified in Clauses 1, 3, 5, 6, 7, 8, 9, 11, 12, 13 and</i> 	<p>Article 72 Law on Credit Institutions 2024</p>
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<p>2. The powers of members of Board of Directors:</p> <ul style="list-style-type: none"> a) To elect, dismiss and remove the Chairperson of the Board of Directors; b) To request the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors in accordance with this Charter; c) To request to convene extraordinary General Meeting of Shareholders in accordance with this Charter; d) To request the General Director, Deputy General Director or other managers of ABBANK to provide information and documents on the financial status and business performance of ABBANK and other units in ABBANK. Managers are required to promptly, fully and accurately provide information and documents at the request of members of the Board of Directors; e) Other powers as provided for in this Charter and relevant law regulations. 	<p><i>17, Article 52 of this Charter;</i> for other contents, Board of Directors members are allowed to authorize others to attend meetings and vote if approved by the majority of Board of Directors members.</p> <ul style="list-style-type: none"> 8. To implement the decisions of the General Meeting of Shareholders and the Board of Directors; 9. To provide explanation, when so requested, to the General Meeting of Shareholders and to the Board of Directors on performance of duties assigned to such member. 10. Other duties as prescribed by laws and this Charter. 	
<p>Artricle 55. Passing the decisions of Board of Directors</p> <ul style="list-style-type: none"> 1. The Board of Directors approves the decision by voting at the meeting or collecting opinions of the members of the Board of Directors. 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. 2. Except for the cases specified in Clause 3 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). 3. Decisions of the Board of Directors in the following cases shall be passed if they are unanimously approved by all members with 	<p>Artricle 55. Passing the decisions of Board of Directors</p> <ul style="list-style-type: none"> 1. The Board of Directors approves the decision by voting at the meeting or collecting opinions of the members of the Board of Directors. Each Member of the Board of Directors has one vote, <i>except where the member has no voting right on the matter.</i> 2. <i>A decision of the Board of Directors shall be adopted if approved by a majority of the members with voting rights. In case of equal number of votes, the final decision shall belong to the side with the vote of 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).</i> 3. <i>The Board of Directors shall promulgate a Regulation on specifying the approval of decisions of the Board of Directors on the basis of compliance with the provisions of law and this Charter.</i> 	<p>Article 157 Law on Enterprises 2020</p>

<p>voting rights:</p> <p>a) To approve the contract, transaction between ABBANK with any related party as stipulated in Clause 3 Article 31 this 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 this 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>d) To remove or replace the independent audit organization under the authorization by the General Meeting of Shareholders.</p>		
<p>Article 56. The formality of meeting of Board of Directors</p> <p>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>Article 56. The formality of meeting of Board of Directors</p> <p>4. The Board of Directors conducts a face-to-face meeting or online meeting <i>or a combination of both</i>. In case of online meeting <i>or combined online meeting</i>, the following provisions must be complied:</p> <p>a) An online meeting <i>or combined online meeting</i> 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) An online <i>or combined online meeting</i> must ensure that each member participating in the meeting can:</p> <p>(i) Hear each other member participating in speaking during the meeting;</p>	<p>Article 51, Article 52 Law on Credit Institutions 2024; Article 286 Decree 155/2020/ND-CP; Article 37 Model Charter according to Circular 116/2020/TT-BTC</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 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>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 01 (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</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 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 an online meeting <i>or combined online meeting</i> in accordance with this Clause are effective and valid as that decision passed at a regular face-to-face meeting. The members of the Board of Directors are responsible for signing the Minutes of the Board Meeting to complete the meeting documents after the online meeting ends.</p> <p>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) 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 contents 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. <i>The convener may notify a meeting outside the usual time limit above in cases where urgent decisions by the Board of Directors are required, after prompt consultation and agreed by the members of the Board of Directors; meeting documents in this case may be sent to the Board of Directors members at the meeting.</i></p> <p><i>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 Board of Supervisors</i></p>	
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<p>send the notice of invitation to attend the meeting together with the enclosed documents to Board of Supervisors in the same manner to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; has the right to discuss but not to vote.</p> <p>8. Members 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><i>in the same manner to the members of the Board of Directors. The Head of the Board of Supervisors have the right to attend meetings of the Board of Directors; has the right to discuss but not to vote.</i></p> <p>8. Members 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, <i>except for cases where authorization is not permitted as prescribed in Clause 6, Article 54 of this Charter.</i></p>	
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Section 4: SUPERVISORY BOARD

<p>Article 59. Board of Supervisors</p> <p>1. The Board of Supervisors shall be the body supervising the operation of ABBANK in order for assessing accurately the business operation and the actual financial status of ABBANK. The Board of Supervisors shall conduct internal audit, inspect and assess the observance of law, ABBANK's Charter, internal regulations, resolutions and decisions of the General Meeting of Shareholders, Board of Directors.</p> <p>2. The Board of Supervisors of ABBANK shall have a minimum of three (03) members and maximum of five (05) members, in which at least 1/2 (one-half) of the total number of members shall be full-time members, without concurrently holding other positions or doing other jobs in ABBANK or other enterprises. Members of the Board of Supervisors shall elect one of them to be the head of the Board of Supervisors. A full time member of the Board of Supervisors is the member of the Board of Supervisors who works permanently during the interval time between meeting sessions of the Board of Supervisors and undertake responsibility on one or a number of tasks assigned by the Board of Supervisors.</p> <p>5. If the number of members of the Board of Supervisors is less than</p>	<p>Article 59. Board of Supervisors</p> <p>1. The Board of Supervisors The Board of Supervisors shall monitor and evaluate the compliance with the provisions of laws, this Charter, internal regulations and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.</p> <p>2. <i>The Board of Supervisors of ABBANK shall have a minimum of 05 (five) members.</i> Members of the Board of Supervisors shall elect one of them to be the Head of the Board of Supervisors.</p> <p>5. <i>In case the Board of Supervisors has fewer members than the minimum number of members prescribed in this Clause, within 90 days from the date of insufficient minimum number of members, ABBANK must elect additional members to ensure the minimum number of members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.</i></p> <p>6. Criteria and conditions for members of Board of Supervisors:</p>	<p>Article 51, 52 Law on Credit Institutions; Article 286 Decree 155/NĐ-CP; Article 37 Model Charter according to Circular 116/2020/TT-BTC</p>
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<p>2/3 (two third) of the number as required by General Meeting of Shareholders or if the number is less than the minimum required by laws, then ABBANK shall, within 60 (sixty) days from the date the number become so insufficient, supplement sufficient members of the Board of Supervisors in accordance with the laws.</p> <p>6. Criteria and conditions for members of Board of Supervisors:</p> <p>a) Having full capacity for civil acts, and not falling within the scope of objects not permitted to establish and manage enterprises in accordance with the Law on Enterprises;</p> <p>b) Not falling under the cases that are not allowed to hold the position or hold the same position as prescribed in Articles 22 and 23 of this Charter;</p> <p>c) Having good professional ethics on the basis of compliance with Article 28 and 29 of this Charter;</p> <p>d) University graduate in either majors of economy, business administration, law, accounting, or auditing; having at least 03 years of experience in the financial, banking, accounting, and auditing industry;</p> <p>e) Not holding managerial position of ABBANK;</p> <p>f) Not being a related person, family relationships of the managers of ABBANK; not necessary being a shareholder or employee of ABBANK;</p> <p>g) A full time member of the Board of Supervisors must reside in Vietnam during his/her office term.</p> <p>h) Not work in the accounting and finance department of ABBANK;</p>	<p>a) <i>Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter.</i></p> <p>b) Have professional ethics <i>according to regulations of the Governor of the SBV;</i></p> <p>c) University graduated in either majors of <i>finance, banking,</i> economy, business administration, law, accounting, or auditing;</p> <p>d) Have at least 03 (three) years of of direct working experience in the financial, banking, accounting, and auditing industries;</p> <p>e) Not be a Related Person of any Manager of ABBANK;</p> <p>f) Not work in the accounting, finance division of ABBANK; Not be a member or employee of the independent auditing company auditing the financial statements of ABBANK within the three (03) preceding years.</p> <p>g) <i>The Head of the Board of Supervisors</i> must reside in Vietnam during his/her office term.</p> <p>h) <i>Members of the Board of Supervisors must comply with the provisions on not simultaneously holding positions in Clause 4, Article 24 of this Charter.</i></p>	
<p>Article 60. Duties and powers of the Board of Supervisors</p> <p>1. To supervise the compliance with the laws and the Charter of ABBANK during the administration and operation of ABBANK; supervising the financial situation of ABBANK. To inspect the reasonableness, legality, honesty and prudence in management and administration of business activities; and the systematic nature, consistency and appropriateness of statistic and accounting work</p>	<p>Article 60. Duties and powers of the Board of Supervisors</p> <p>1. To supervise the management and operation of ABBANK <i>in compliance with laws, internal regulations, the Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors of ABBANK;</i> be responsible to the General Meeting of Shareholders in performing assigned tasks and powers <i>according to the</i></p>	<p>Article 52 Law on Credit Institutions 2024.</p>

<p>and preparation of financial statements; and to be liable before the law and the General Meeting of Shareholders for the performance of its assigned duties and powers.</p> <ol style="list-style-type: none"> 2. To propose and propose to the General Meeting of Shareholders to approve the list of independent auditing organizations to audit ABBANK's financial statements; the decision on the approved auditing organization to inspect the operations of ABBANK, request to remove the auditor when deeming it necessary. 3. To develop the regulation on operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval; to issue internal rules of the Board of Supervisors. To reconsider annually such internal rules and the important policies on accounting and reporting. 4. To appoint, dismiss, discipline, suspend and decide the salary, other benefit for the position under the internal audit unit in accordance with the laws and regulations of ABBANK; to be responsible for any issue relating to the internal audit unit in accordance with SBV's regulations; 5. To conduct the internal audit function; have the right to use an independent consultant and the right to be provided and accessed fully, accurately and promptly the information and documents related to the management and administration activities of ABBANK to perform the assigned duties and right. 6. To evaluate the semi-annual and the annual financial statements of ABBANK, including those which have been audited by independent auditors. To report to the General Meeting of Shareholders on the results of evaluation of annual financial statements, to evaluate the appropriateness, legality, honesty and level of care taken in accounting and statistics works as well as preparation of the financial statements. The Board of Supervisors may seek the opinion of the Board of Directors before submitting its report and recommendations to the General Meeting of Shareholders. 7. To verify the completeness, legality and truthfulness of the annual and 6-month business reports, annual financial statements of ABBANK, management assessment reports of the Board of 	<p><i>provisions of the Law on Credit Institutions and this Charter.</i></p> <ol style="list-style-type: none"> 2. To issue <i>the Operating Regulations of the Board of Supervisors after being approved by the General Meeting of Shareholders; issue other internal regulations of the Board of Supervisors. Annually, review the internal regulations of the Board of Supervisors, internal regulations on accounting and reporting.</i> 3. To organize <i>internal audits; have right to access to and be provided with sufficient, accurate and timely information and documents related to management and operation activities of ABBANK; has the right to use ABBANK's resources to perform assigned tasks; The Board of Supervisors is entitled to hire experts, independent consultants and outside organizations to perform its duties but is still responsible for the performance of the duties of the Board of Supervisors.</i> 4. To monitor the financial status, <i>appraise the first 6-month and annual financial statments of ABBANK; report to the General Meeting of Shareholders on the results of the appraisal of the financial statments; assess the reasonableness, legality, completeness, honesty and level of prudence in accounting, statistics and financial reporting. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.</i> 5. To monitor the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of ABBANK under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors. 6. To supervise the implementation of regulations on restrictions to ensure safety in the operations of credit institutions in Chapter VII of the Law on Credit Institutions. 7. <i>To inspect accounting books, other documents and management and operation of ABBANK when deemed</i> 	
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<p>Directors; to submit appraisal report to the Annual General Meeting of Shareholders. To review contracts, transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts, transactions requiring approval of the Board of Directors or General Meeting of Shareholders.</p> <p>8. To check accounting book, other documents and management and executive operation of ABBANK when it deems necessary, or pursuant to a decision of the General Meeting of Shareholders, or pursuant to a request from a major shareholder or group of major shareholders in accordance with the laws and this Charter. The Board of Supervisors shall implement its inspection within seven (07) business days from the date of receipt of a request from the above-mentioned shareholder or group of shareholders. The Board of Supervisors must, within fifteen (15) days from the last day of its inspection, provide a report and explanation on the matters to be inspected to the Board of Directors and the requesting shareholders or group of shareholders. An inspection by Board of Supervisors as referred to in this Clause must not hinder or interrupt ordinary activities during the management and executive operation of the business of ABBANK.</p> <p>9. In case it detects any conduct that violates the laws or the Charter of ABBANK by the member of the Board of Directors, General Director or other executive officer, to notify in writing to the Board of Directors within forty-eight hours, and request the breaching person to terminate such violation and have remedy to overcome the consequence;</p> <p>10. To establish the list of founding shareholders, major shareholders and related persons of members of the Board of Directors, members of the Board of Supervisors, General Director of ABBANK, keep and update the changes of this list;</p> <p>11. To request that the Board of Directors hold an extraordinary meeting or to request that the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the laws and this Charter;</p> <p>12. To convene an extraordinary meeting of the General Meeting of</p>	<p><i>necessary or in the following cases:</i></p> <p><i>a) According to resolutions and decisions of the General Meeting of Shareholders;</i></p> <p><i>b) At the request of the SBV or of major shareholders, groups of major shareholders in accordance with the provisions of law and this Charter. The Board of Supervisors shall carry out the inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the requesting organization or individual.</i></p> <p>8. To promptly notify the General Meeting of Shareholders and the Board of Directors when detecting that ABBANK Managers, Executives have violated laws, this Charter, internal regulations of ABBANK, resolutions and decisions of the General Meeting of Shareholders, the Board of Directors; request the violators to immediately stop the violation and have solutions to remedy the consequences (if any).</p> <p>9. To make a list of shareholders <i>owning 01% (one percent) or more</i> of the charter capital and Related Persons of members of the Board of Directors, members of the Board of Supervisors, General Director of ABBANK, <i>shareholders owning 01% (one percent) or more of the charter capital;</i> keep and update changes to this list.</p> <p>10. To request the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Credit Institutions and this Charter.</p> <p>11. To convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds the assigned authority or in other cases as prescribed in this Charter.</p>	
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<p>Shareholders if the Board of Directors makes a decision that seriously violates the provisions of laws and Charter, or a decision beyond its delegated power or in other circumstances as stipulated in this Charter.</p> <p>13. To have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders and of the Board of Directors and other meetings of ABBANK;</p> <p>14. Annually, the Board of Supervisors must direct the internal audit unit to review, evaluate independently and objectively about the internal control system and notify the Board of Directors, General Director of the internal control system, give recommendations and proposals to correct and complete the internal control system;</p> <p>15. To approve the internal audit policy; to approve and adjust the internal audit plan on the basis of consulting with the General Director and agreement with the Chairperson of the Board of Directors;</p> <p>16. To propose the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure, management, supervision and operation of ABBANK;</p> <p>17. To review, inspect and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of ABBANK.</p> <p>18. To ensure coordination with the Board of Directors, General Director and shareholders.</p> <p>19. To report to the annual General Meeting of Shareholders according to legal regulations.</p> <p>20. To have the right to access ABBANK's records and documents kept at the head office, branches and other locations; have the right to go to the workplace of the manager and employees of ABBANK during working hours.</p> <p>21. To have the right to request the Board of Directors, members of the Board of Directors, General Director and other managers to fully, accurately and promptly provide information and documents on the</p>	<p><i>12. To appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the Internal Audit in accordance with the provisions of law and regulations of ABBANK.</i></p> <p><i>13. To promptly report to the SBV on violations of the provisions in Clauses 6, 8 and 11 of this Article and violations of the ratio of share ownership and Related Persons as prescribed in the Law on Credit Institutions.</i></p> <p><i>14. To propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit ABBANK's financial statements.</i></p> <p>15. Annually, to direct the Internal Audit to independently and objectively review and evaluate the internal control system and notify the Board of Directors and General Director about the internal control system, make recommendations and proposals to adjust and improve the internal control system.</p> <p>16. To approve the internal audit policy; approve and adjust the internal audit plan.</p> <p>17. To report to the Annual General Meeting of Shareholders in accordance with the provisions of laws</p> <p>18. Other duties and powers as prescribed by laws and this Charter.</p>	
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<p>management, administration of business operations of ABBANK.</p> <p>22. Other duties and powers as provided for in this Charter and relevant regulations of laws.</p>		
<p>Article 64. Meeting of Board of Supervisors and collection of opinions in writing of members of Board of Supervisors</p> <p>1. The meeting of the Board of Supervisors:</p> <p>a) The meeting of the Board of Supervisors can be conducted in the form of face-to-face meetings or online meetings. The Board of Supervisors’s meetings shall be regularly held at least once each quarter and may be convened for extraordinary meeting for timely settlement of unexpected work.</p> <p>f) Voting:</p> <p>- Each member attending the meetings of the Board of Supervisors shall have one vote at meetings of the Board of Supervisors. If the Board of Supervisors members could not attend the meeting may delegate his vote in writing to another member of the Board of Supervisors (who is allowed to vote) to implement such voting right. Members of the Board of Supervisors who have the interests related to the issue to be decided in by the Board of Supervisors shall not be allowed to vote for that issue and also shall not receive the authorization of the other members of the Board of Supervisors to participate in voting such issue.</p> <p>...</p>	<p>Article 64. Meeting of Board of Supervisors and collection of opinions in writing of members of Board of Supervisors</p> <p>1. The meeting of the Board of Supervisors:</p> <p>a) The meeting of the Board of Supervisors can be conducted in the form of face-to-face meeting or an online meeting <i>or a combination of the two above meeting forms</i>. The Board of Supervisors’s meetings shall be regularly held at least once each quarter and may be convened for extraordinary meeting for timely settlement of unexpected work.</p> <p>f) Voting:</p> <p>- Each member of the Board of Supervisors <i>with voting right</i> will have one vote at the Board of Supervisors meeting. If that member cannot attend the meeting, he/she may authorize his/her voting rights in writing to another member of the Board of Supervisors to vote on his/her behalf.</p> <p>...</p>	
<p style="text-align: center;">Section 5: GENERAL DIRECTOR</p>		
<p>Article 65. General Director</p> <p>1. The Board of Directors shall appoint one of their members to be the General Director or hire a General Director. The General Director is the Executive the operation of ABBANK.</p> <p>2. The General Director shall be responsible before the Board of</p>	<p>Article 65. General Director</p> <p>1. The Board of Directors appoints the General Director with a term of no more than 5 (five) years.</p> <p>2. The General Director is <i>the highest Executive of ABBANK</i>, responsible before laws and the Board of Directors for the</p>	<p>Articles 55 and 56 of the Law on Credit Institutions 2024; Articles 162.1 and</p>

<p>Directors and the laws for his/her daily executive duty in the Bank the implementation of rights and duties in accordance with the laws and this Charter.</p> <p>3. Criteria of qualifications and conditions of the General Director:</p> <p>a) Have full capacity for civil acts, and not fall under the persons not permitted to manage an enterprise as stipulated in the Law on Enterprises;</p> <p>b) Not falling under the cases that are not allowed to hold the position or hold the same position as prescribed in Articles 22 and 23 of this Charter;</p> <p>c) Having good professional ethics on the basis of compliance with Article 28 and 29 of this Charter;</p> <p>d) University graduate or post-graduate on economy, business administration or laws.</p> <p>e) At least 05 years of experience as executive of a credit institution; or at least 05 years of experience being the General Director (Director), Deputy General Director (Deputy Director) of an enterprise which owners' equity is at least equal to the legal capital level required for the equivalent credit institution and have at least 05 years of experience working directly in the financial, banking, accounting, or auditing sector; or have at least 10 years of experience working directly in the financial, banking, accounting, or auditing sector.</p> <p>f) To reside in Vietnam during his/her term of office.</p> <p>4. The term of the General Director shall be decided by the Board of Directors but not exceed 5 years. The General Director can be re-elected with unlimited number of terms. The sequence, procedure and dossiers for appointment or re-appointment of the General Director shall be implemented in accordance with the laws and internal regulations of ABBANK.</p>	<p>implementation of his/her rights and obligations.</p> <p>3. <i>In case of vacancy of the General Director, the Board of Directors must appoint a General Director within 90 (ninety) days from the date of vacancy of the General Director.</i></p> <p>4. Qualifications and conditions of the General Director:</p> <p>a) <i>Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter.</i></p> <p>b) Having professional ethics <i>according to the regulations of the Governor of the State Bank;</i></p> <p>c) Having a university degree or higher in one of the following fields: <i>finance, banking</i>, economics, business administration, law, accounting, <i>auditing</i>;</p> <p>d) Having one of the following conditions: having at least 5 (five) years as an executive of a credit institution; or having at least 5 (five) years as a General Director (Director), Deputy General Director (Deputy Director) of an enterprise with minimum equity capital equal to the legal capital for the corresponding type of credit institution and having at least 5 (five) years of direct work in the fields of finance, banking, accounting, auditing; or have at least 10 (ten) years of direct work experience in the fields of finance, banking, accounting, auditing.</p> <p>e) Residing in Vietnam during the term of office.</p> <p>f) <i>The General Director must comply with the provisions on not concurrently holding positions in Clause 5, Article 24 of this Charter.</i></p> <p>5. The General Director can be re-appointed with unlimited number of terms. The sequence, procedure and dossiers for appointment or re-appointment of the General Director shall be implemented in accordance with laws and internal regulations of ABBANK.</p>	<p>162.2 of the Law on Enterprises 2020</p>
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<p>Article 66. Rights and obligations of the General Director</p> <p>1. Tổng Giám đốc có các quyền và nhiệm vụ sau đây:</p> <p>k) Formulate and issue regulations regarding the organization and operation of the Risky Committee, Assets Liability Committee (ALCO), Capital Management Committee who shall propose and advise the General Director on the establishment and implementation of policies, risk limit, assets management, liability/credit, evaluation of level of sufficient capital and conduct other duties, rights of the General Director in accordance with law and this Charter;</p> <p>m) To make recommendations and proposal on organization, management and operation of ABBANK with aim at increasing the quality and operational effectiveness of the Bank, and to submit such recommendation and proposals to the Board of Directors or to the General Meeting of Shareholders for their decisions in accordance with their authority.</p> <p>p) Be supervised by the Board of Directors and the Board of Supervisors;</p> <p>q) Other rights and duties in accordance with by law, this Charter; tasks and works assigned by the General Meeting of Shareholders, the Board of Directors, decentralized, assigned according to the resolutions of the General Meeting of Shareholders, resolutions or decisions of the Board of Directors.</p>	<p>Article 66. Rights and obligations of the General Director</p> <p>1. The General Director has the following rights and obligations:</p> <p>...</p> <p>i) Propose and recommend the management structure of ABBANK <i>to the Board of Directors or the General Meeting of Shareholders for decision according to its authority;</i></p> <p>...</p>	<p>Articles 56 of the Law on Credit Institutions 2024; Articles 162.3 and 162.2 of the Law on Enterprises 2020</p>
<p>Article 67. Management apparatus</p> <p>3. Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches, Directors of subsidiaries and equivalent positions:</p> <p>a) Have full capacity for civil acts, and not fall under the persons not permitted to manage an enterprise as stipulated in Law on Enterprises;</p> <p>b) Not falling under the cases that are not allowed to hold the position or hold the same position as prescribed in Articles 22</p>	<p>Article 67. Management apparatus</p> <p>3. Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches, Directors of subsidiaries of ABBANK:</p> <p>a) <i>Not falling into the cases of not being allowed to hold positions as prescribed in Clause 1, Clause 3, Article 23 of this Charter, depending on the appointed position. The Deputy General Director must comply with the regulations on not holding the same positions as prescribed in Clause 5, Article 24 of this Charter;</i></p>	<p>Articles 41.5 of the Law on Credit Institutions 2024</p>

<p>and 23 of this Charter;</p> <p>c) Having good professional ethics on the basis of compliance with Article 28 and 29 of this Charter;</p> <p>d) Have appropriate professional and experience:</p> <ul style="list-style-type: none"> - University graduate degree or post-graduate degree in economics, law or the field of expertise that he/she will undertake; or - University graduate degree or post-graduate degree not falling in the above-mentioned majors and sectors, and having at least 03 (three) years working directly in the banking and finance industry or in the field of expertise that they will undertake. <p>e) To reside in Vietnam during his/her term of office.</p>	<p>b) One of the following conditions is met:</p> <ul style="list-style-type: none"> - University graduate degree or post-graduate degree in <i>banking, finance</i>, economics, bussiness administration, law, accounting, auditing or the field of expertise that he/she will undertake; - University graduate degree or post-graduate degree not falling in the above-mentioned majors and having at least 03 (three) years working directly in the banking and finance industries or in the field of expertise that they will undertake. <p>c) To reside in Vietnam during his/her term of office;</p> <p><i>d) The chief accountant must also meet the standards and conditions prescribed by laws on accounting.</i></p>	
CHAPTER IV: FINANCIAL AND ACCOUNTING REGIME, REPORTING INFORMATION		
Section 1: GENERAL PROVISIONS		
<p>Article 70. Financial regime, fiscal year</p> <ol style="list-style-type: none"> 1. Financial regime of ABBANK is in compliance with the legal regulations and guidance of the Ministry of Finance, the State Bank of Vietnam and other relevant competent agencies. 2. Based on provisions of law, the Board of Directors shall issue the Financial Management Regulations of ABBANK as a basis for implementation. 3. The Board of Directors, the Board of Supervisors, the General Director, within their functional scope, take full responsibility before the law, State agencies for the observance of financial, auditing and accounting regime of ABBANK. 	<p>Article 70. Financial regime, fiscal year</p> <ol style="list-style-type: none"> <i>1. ABBANK is financially autonomous.</i> 2. ABBANK's financial regime is implemented in accordance with the provisions of <i>the Law on Credit Institutions and other relevant legal provisions.</i> <i>3. ABBANK implements detailed regulations on financial regimes, revenue, expenses, and profit distribution in accordance with the Government's regulations.</i> 	<p>Articles 149.1 and 151 of the Law on Credit Institutions 2024</p>
<p>Article 71. Accounting system</p> <ol style="list-style-type: none"> 1. The accounting system of ABBANK is in compliance with regulations of the Ministry of Finance, the State Bank of Vietnam 	<p>Article 71. Accounting system</p> <p><i>ABBANK must perform accounting and bookkeeping in accordance with the provisions of law on accounting; be</i></p>	<p>Articles 150 of the Law on Credit Institutions 2024</p>

<p>and other relevant provisions of law.</p> <p>2. Accounting book of ABBANK is made in Vietnamese language according to the type of business; those records must be accurate, updated, systematic and sufficient to prove and explain transactions.</p> <p>3. ABBANK uses Vietnam dong as the monetary unit in accounting. In case there are economic transactions mainly in foreign currencies, the use of the monetary unit that is a foreign currency in accounting shall comply with current law provisions.</p>	<p><i>responsible before the law for the accuracy and honesty of revenues and expenditures and comply with regulations on the invoice and accounting document regime.</i></p>	
<p>Article 72. Financial statements and annual report</p> <p>1. ABBANK shall make financial reports in accordance with the law on accounting, statistics and periodic reports on professional activities in accordance with the State Bank's regulations.</p> <p>2. ABBANK must prepare annual financial statements and annual financial statements must be audited according to the provisions of laws. ABBANK publishes annual audited financial statements in accordance with the legal regulation on disclosure of information on the stock market and submits them to competent state agencies.</p>	<p>Article 72. Financial statements and annual report</p> <p>1. ABBANK must implement the reporting regime and provide information in accordance with the provisions of laws on accounting, statistics, and statistical investigation.</p> <p>2. ABBANK must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of laws. <i>Within 120 days from the end of the fiscal year</i>, ABBANK shall publish the annual financial statements in accordance with the provisions of laws, <i>except for cases under special control.</i></p>	<p>Article 152.1, 154 Law on Credit Institutions 2024; Article 55, 56 Model Charter according to Circular 116/2020/TT-BTC</p>
<p>Article 73. Independent Audit</p> <p>1. Annually, before the end of the fiscal year, the General Meeting of Shareholders shall appoint an independent auditing company or approve list of auditing companies and authorize the Board of Directors to select one among those companies to audit ABBANK's financial statements; and concurrently report to the State Bank of Vietnam within 30 (thirty) days from the date of decision selecting an independent auditor.</p> <p>2. In case the Board of Directors agrees on delay the annual meeting of the General Meeting of Shareholders after 04 (four) months from the end of the fiscal year, the Board of Directors has the right to decide an independent auditor to audit the financial statements of ABBANK. The selection an independent audit organization must satisfy the following requirements:</p> <p>a) Belonging to the group of internationally prestigious audit</p>	<p>Article 73. Independent Audit</p> <p>1. <i>Before the end of the fiscal year, the General Meeting of Shareholders must select an independent auditing organization or approve a list of independent auditing companies that meet the requirements prescribed by the Governor of the SBV and authorize the Board of Directors to decide on one of them to audit the financial statements and provide assurance services for the operation of the internal control system in the preparation and presentation of financial statements in the following fiscal year.</i></p>	<p>Article 59, Article 67.3 (t) Law on Credit Institutions 2024; Article 57 Model Charter according to Circular 116/2020/TT-BTC</p>

<p>organizations (Big4): KPMG Limited Company (KPMG), Deloitte Vietnam Limited Company (DELOITTE), Ernst & Young Vietnam Limited Company (E&Y), PWC (VIETNAM) Limited Company (PWC);</p> <p>b) Being on the list of approved auditors for units with public interests in the securities sector in accordance with current legal regulations;</p> <p>e) Not in the case of conducting audited financial statements of ABBANK for more than 5 consecutive years.</p> <p>The Board of Directors reports to the General Meeting of Shareholders at the nearest meeting on the selection of auditor in this case.</p> <p>3. ABBANK must re-conduct an independent audit if the audit report contains with the exclusion by the independent auditor.</p> <p>4. The audit in ABBANK's a particular operation is conducted in accordance with the Law on Credit Institutions, the Law on Auditing and other relevant legal provisions.</p>		
<p>Article 74. Use of capital and prudential ratios</p> <p>1. ABBANK is entitled to use capital for the purpose of doing business activities, investing in infrastructure construction and purchasing of fixed assets in accordance with the laws.</p> <p>2. ABBANK is entitled to modify the capital structure and asset structure for the purpose of operational development in accordance with the provisions of law.</p> <p>3. ABBANK is entitled to mobilize capital and asset among its subsidiaries.</p> <p>4. During the operation, ABBANK must maintain and comply with prudential ratios as prescribed by the State Bank of Vietnam.</p> <p>5. ABBANK shall establish reserves for risks occurring during their operation. Such reserves shall be accounted for as operational expenses.</p> <p>6. The classification of assets in credit, rate and methods of establishing risk reserves and use of risk reserves to deal with risks</p>	<p>Article 74. Use of capital and prudential ratios; and risk provisions</p> <p>1. <i>ABBANK's capital includes equity, mobilized capital, and other capital as prescribed by laws.</i> ABBANK is allowed to use capital for business purposes in accordance with <i>the provisions of the Law on Credit Institutions and other</i> relevant legal provisions.</p> <p>2. ABBANK is allowed to purchase and invest in fixed assets directly serving its operations, <i>ensuring that the remaining value of fixed assets does not exceed 50% of the charter capital and the reserve fund for supplementing charter capital recorded in ABBANK's accounting books.</i></p> <p>3. ABBANK must maintain the following safety ratios as specifically prescribed by the Governor of the State Bank:</p> <p><i>a) Solvency ratio;</i></p> <p><i>b) Minimum capital safety ratio of 08% (eight percent) or</i></p>	<p>Article 138, 144, 147 Law on Credit Institutions 2024</p>

<p>during operation shall be implemented in accordance with provisions of law and guidance of the State Bank of Vietnam.</p> <p>7. In case ABBANK recovers loan capital which have already been settled by a risk reserve, the amount so recovered shall be deemed as income of ABBANK</p>	<p><i>a higher ratio as prescribed by the Governor of the SBV from time to time;</i></p> <p><i>c) Maximum foreign currency and gold status compared to equity capital;</i></p> <p><i>d) Rate of purchase, holding, investment in Government bonds, Government-guaranteed bonds;</i></p> <p><i>e) Other prudential ratios.</i></p> <p>4. ABBANK must make provisions for risks in operations. This risk provision is accounted for in operating expenses.</p> <p><i>5. The classification of assets is implemented in accordance with the regulations of the Governor of the SBV; the level of risk provision, the method of risk provision and the use of provisions to handle risks in ABBANK's operations are implemented in accordance with the regulations of the Government, except for special cases where the classification of assets, the level of risk provision, the method of risk provision and the use of provisions to handle risks in operations for each specific case are decided by the Prime Minister.</i></p> <p><i>6. The use of risk provisions does not change the customer's debt repayment obligation for the debt for which the risk provision is used and the responsibility of organizations and individuals related to the debt.</i> In case ABBANK recovers the capital handled by the risk reserve, this recovered amount will be accounted for in ABBANK's revenue.</p>	
<p style="text-align: center;">Section 2: CONTRIBUTION TO FUNDS AND DISTRIBUTION OF PROFIT</p>		
<p>Article 75. Contribution to funds</p> <p>1. ABBANK shall contribute to the following reserve funds from after-tax profit.</p> <p>a) Reserve fund for supplementing charter capital;</p> <p>b) Financial reserve fund;</p> <p>c) Reward and Welfare fund;</p>	<p>Article 75. Contribution to funds</p> <p>1. <i>Every year</i>, ABBANK must deduct from after-tax profits to establish and maintain the following funds:</p> <p>a) The reserve fund for supplementing charter capital <i>must be set aside annually at a rate of 10% of after-tax profit. The maximum level of this fund must not exceed the charter capital of ABBANK;</i></p>	<p>Article 148 Law on Credit Institutions 2024</p>

<p>d) Other funds as stipulated by the applicable laws.</p> <p>2. The Board of Directors submits to the General Meeting of Shareholders to decide in detail the level of appropriation of funds from profit after tax on the basis of the provisions of law and the actual situation of ABBANK. The use of the above funds is in compliance with the provisions of laws, this Charter and internal regulations of ABBANK.</p>	<p>b) Financial reserve fund;</p> <p>c) Reward and Welfare fund;</p> <p>d) <i>Other reserve funds</i> as stipulated by laws.</p> <p>2. ABBANK manages and uses funds in accordance with the provisions of laws, this Charter and ABBANK's internal regulations.</p>	
<p>Article 76. Payment of fixed dividends</p> <p>2. ABBANK may pay dividends to shareholders only when satisfying all the following conditions.</p> <p>a) Has fulfilled the tax obligations and other financial obligations in accordance with the laws;</p> <p>b) Has made appropriation for compulsory funds of ABBANK and has made up fully for previous losses as stipulated by the laws and this Charter;</p> <p>After payment of all intended dividends, ABBANK shall ensure for payment of its due debts and other property obligations</p>	<p>Article 76. Payment of fixed dividends</p> <p>2. ABBANK pays dividends to shareholders ensuring the following conditions:</p> <p><i>a) Has offset losses of the previous year according to the provisions of the Law on Corporate Income Tax and paid corporate income tax;</i></p> <p>b) Has set aside mandatory funds according to the provisions of laws and this Charter;</p> <p><i>c) Not falling into the cases of not being allowed to pay dividends, paying dividends in cash (in case of paying dividends in cash) according to the provisions of Point a, Clause 2, Article 157; Point a, Clause 1, Article 191 of the Law on Credit Institutions;</i></p>	<p>Article 132 of the Law on Enterprises 2020; Point a, Clause 2, Article 157 and Point a, Clause 1, Article 191 of the Law on Credit Institutions 2024</p>
<p style="text-align: center;">Section 3: INFORMATION PROVISION AND REPORTING REGIME</p>		
<p>Article 77. Information and confidentiality of information</p> <p>2. ABBANK is permitted to exchange information with other credit institutions about banking activities in accordance with regulations of State Bank of Vietnam.</p> <p>3. ABBANK's executives, employees and their related persons are not permitted to disclose the state secrets as well as ABBANK's business secrets which they are aware of.</p> <p>4. ABBANK must ensure confidentiality of information relating to clients, has the right to refuse request of organizations and individuals regarding the provision of information relating to</p>	<p>Article 77. Information and confidentiality of information</p> <p>2. <i>ABBANK is provided by the SBV with information of customers having credit relationships with credit institutions and foreign bank branches according to regulations of the Governor of the SBV.</i> ABBANK is allowed to exchange information about the operations of credit institutions <i>and foreign bank branches</i> with other credit institutions and foreign bank branches.</p> <p>3. <i>When conducting transactions with ABBANK, customers are responsible for providing truthful, accurate, complete and timely information, documents and data and are responsible</i></p>	<p>Article 12, 13 Law on Credit Institutions 2024</p>

accounts, deposits, deposited assets and transactions of clients at ABBANK, unless where being requested by competent authorities in accordance with provisions of law or being approved by such clients.	<i>for providing such information, documents and data.</i>	
Article 78. Reporting and Information disclosing 1. ABBANK must prepare and submit periodic or extraordinary reports to the State Bank, the State Securities Commission and other relevant competent authorities in accordance with law. 2. ABBANK is obliged to fully, accurately and promptly disclose financial statements, annual reports, periodic and extraordinary information on the situation of business operations, finance and banking governance in accordance with the provisions of law on securities and stock market as well as guiding documents or requests from competent authorities.	Article 78. Reporting and Information disclosing 1. <i>ABBANK is responsible for reporting to the SBV information related to business activities and must periodically report on business activities according to the regulations of the Governor of the SBV.</i> 2. ABBANK must prepare and submit other periodic or non periodic reports according to the provisions of laws.	
CHAPTER V: RESOLUTION OF INTERNAL DISPUTES, RESTRUCTURING, DISSOLUTION AND BANKRUPTCY		
Article 81. Restructuring 1. ABBANK may be restructured by way of division, separation, consolidation, merger, conversion or other ways in accordance with law. 2. The General Meeting of Shareholders shall decide upon the restructuring of ABBANK.	Article 81. Restructuring 1. ABBANK may be restructured by way of division, separation, consolidation, merger, legal form conversion or other ways shall be carried out in accordance with laws <i>after receiving written approval from the State Bank.</i> 2. <i>Conditions, documents and procedures for approving reorganization shall comply with regulations of the Governor of the SBV.</i>	Article 201 Law on Credit Institutions 2024; Articles from 198 to 201 Law on Enterprises
Article 82. Dissolution 1. ABBANK shall be dissolved in the following circumstances: a) ABBANK voluntarily requests to be dissolved if it is capable of settling all outstanding debts and must be so approved by the State Bank; b) Upon expiry of its operational duration, ABBANK does not	Article 82. Dissolution 1. ABBANK shall be dissolved in the following circumstances: a) ABBANK voluntarily requests to be dissolved if it is capable of settling all outstanding debts and be so approved by the State Bank; b) Upon expiry of its operational duration and ABBANK	Article 202 Law on Credit Institutions 2024; Articles from 207 to 212 Law on Enterprise 2020

<p>apply for extension or application for extension is not approved by the State Bank;</p> <p>c) The license of establishment and operation is revoked;</p> <p>d) Other circumstances in accordance with law.</p> <p>2. The liquidation upon the dissolution of ABBANK shall be conducted in accordance with relevant provisions of law.</p>	<p>does not apply for extension or application for extension is not approved by the SBV;</p> <p>c) The license of establishment and operation is revoked;</p> <p>d) <i>Early intervention or special control with credit institutions taking over all debt obligations.</i></p> <p>2. <i>The liquidation upon the dissolution of ABBANK shall be conducted under the supervision of the SBV and in accordance with the order and procedures for liquidation of assets prescribed by the Governor of the SBV.</i></p>	
<p>Article 83. Applying of early intervention and special controls</p> <p>1. In case of in danger of being insolvent or in danger of being unable to meet its payments, ABBANK must promptly report to the State Bank on its actual status, reasons for same, measures already taken and measures intended to be taken to remedy the situation and proposals, recommendations to the State Bank.</p> <p>2. ABBANK shall be considered by the State Bank to be placed under early intervention and must take measures to remedy the situation in case early intervention at request of the State Bank as stipulated in Article 130a of Law on Credit Institutions.</p> <p>3. ABBANK shall be considered by the State Bank to be placed to under special control when falling into any of the following cases:</p> <p>a) Be insolvent or in danger of being insolvent;</p> <p>b) Be unable to meets its payments or in danger of being unable to meet its payments;</p> <p>c) Accumulated losses of the Bank exceed 50% (fifty per cent) of the value of charter capital plus reserve funds as recorded in the most recent audited financial statements;</p> <p>d) Failed to maintain the minimum capital adequacy ratio stipulated in point b, Clause 1 Article 130 of the Law on Credit Institutions for a consecutive period of 12 (twelve) months or the minimum capital adequacy ratio was less than 4% (four per cent) for a consecutive period of 06 (six) months;</p> <p>e) Has been ranked poor for 02 (two) consecutive years in</p>	<p>Article 83. Applying of early intervention and special controls</p> <p>1. <i>Cases of early intervention and ABBANK's responsibilities in cases of early intervention shall be implemented according to the provisions of Chapter IX (from Article 156 to Article 161) of the Law on Credit Institutions.</i></p> <p>2. <i>Cases of special control and ABBANK's responsibilities in cases of special control shall be implemented according to the provisions of Chapter X (from Article 162 to Article 190) of the Law on Credit Institutions.</i></p>	<p>Articles from 156 to Article 161 of the Law on Credit Institutions 2024</p>

<p>accordance with regulations of the State Bank.</p> <p>4. The applying of early intervention or placing under special control shall be conducted in accordance with Article 130a, Article 145a of the Law on Credit Institutions. In case of being placed under special control, ABBANK could receive special loan from the State Bank, Deposit Insurance of Vietnam or other credit institutions in accordance with Article 146d of the Law on Credit Institutions.</p> <p>5. In case ABBANK is placed under special control, the Board of Directors, the Board of Supervisors, the General Director of ABBANK shall have the following responsibilities:</p> <p>a) Making restructuring plan at request of the Special Controlling Board;</p> <p>b) Implementation of restructuring guidelines and plan decided and approved by competent authorities.</p> <p>c) Implementation of decisions, request of the State Bank stipulated at Article 146a of the Law on Credit Institutions.</p> <p>d) Implementation of decisions, request of the Special Controlling Board as stipulated in Article 146b of the Law on Credit Institutions.</p> <p>e) Concurrently, the Board of Directors, the Board of Supervisors, the General Director are responsible for governing, supervising, managing business operation of ABBANK, ensuring the safety of ABBANK's assets.</p> <p>6. The State Bank shall consider and make a decision on terminating special control on ABBANK in one of the following cases:</p> <p>a) ABBANK has remedied the situation which resulted in being placed under special control and complies with the prudential ratios prescribed in Article 130 of Law on Credit Institutions;</p> <p>b) During the period of special control, ABBANK is merged or consolidated with another credit institution, or is dissolved;</p> <p>After a judge appoints a receivers or enterprise to manage or liquidate assets in order to proceed with the bankruptcy procedures.</p>		
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<p>Article 84. Bankruptcy</p> <p>The bankruptcy of ABBANK shall be conducted in accordance of Law on Credit Institutions and Law on Bankruptcy.</p>	<p>Article 84. Bankruptcy</p> <p><i>After the State Bank issues a document terminating special control or not applying measures to restore solvency or terminating the application of measures to restore solvency but ABBANK is still insolvent, ABBANK must submit a request to the Court to open bankruptcy proceedings. ABBANK's bankruptcy shall be carried out in accordance with the provisions of Article 203 of the Law on Credit Institutions and the provisions of the law on bankruptcy.</i></p>	<p>Article 203 Law on Credit Institutions 2024</p>
<p style="text-align: center;">CHAPTER VI: IMPLEMENTING PROVISIONS</p>		
<p>Article 85. Effectiveness</p> <p>4. Amendments and supplements to this Charter shall be decided by the General Meeting of Shareholders, except for cases of updating and adjusting information in this Charter in accordance with the amended contents of the Establishment and Operation License/Business Registration Certificate issued to ABBANK when arising, the Chairperson of the Board of Directors shall be responsible for implementing, confirming, announcing and reporting to the SBV, the management agencies according to current regulations and reporting to the General Meeting of Shareholders at the nearest meeting.</p> <p>The Chairperson of the Board of Directors is responsible for consolidating the amendments and supplements to the Charter approved by the General Meeting of Shareholders into this Charter whenever it arises.</p>	<p>Article 85. Effectiveness</p> <p>3. <i>Cases specified in Article 210 of the Law on Credit Institutions on transitional provisions shall be implemented in accordance with the provisions of Article 210 of the Law on Credit Institutions.</i></p> <p>4. Amendments and supplements to this Charter shall be decided by the General Meeting of Shareholders, except for cases of updating and adjusting information in this Charter in accordance with the amended contents of the Establishment and Operation License/Business Registration Certificate issued to ABBANK when arising, <i>the Board of Directors</i> shall be responsible for implementing, confirming, announcing and reporting to the SBV, the management agencies according to current regulations and reporting to the General Meeting of Shareholders at the nearest meeting.</p> <p><i>The Chairperson of the Board of Directors and the Legal Representative of ABBANK are</i> responsible for consolidating the amendments and supplements to the Charter approved by the General Meeting of Shareholders into this Charter whenever it arises.</p>	
<p><i>In addition to the above contents, the draft Charter) is reviewed, technically revised, worded and/or rearranged to be consistent with the provisions of the Law on Credit Institutions 2024.</i></p>		