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REGULATION**ON THE OPERATION OF SUPERVISORY BOARD**

*(Promulgated by the Decision No: dated 2021
of the Supervision Board of An Binh Commercial Joint Stock Bank)*

CHAPTER I**GENERAL RULES****Article 1. Purpose**

This Regulation stipulates the organizational structure of personnel, standards, conditions, rights, obligations and responsibilities of the Supervisory Board in accordance with the strategic direction and organizational structure of An Binh Commercial Joint Stock Bank in accordance to the legal regulations.

Article 2. Scope of regulation and subject of application

- 2.1. Scope of regulation: This Regulation specifies the organizational structure of personnel, standards, conditions, rights and obligations of the Supervisory Board and its members in accordance with the Law on Credit Institutions, Law. Securities, Enterprise Law, guiding documents and the Charter of An Binh Joint Stock Commercial Bank.
- 2.2. Subject of application: This Regulation is applicable to the Supervisory Board, its members; related units and individuals in ABBANK.

Article 3. Operational principles of the Supervisory Board

The Supervisory Board works based on the collective principle. The members of the Supervisory Board are personally responsible for their work and are jointly responsible to the General Meeting of Shareholders, the law for the Supervisory Board's affairs and decisions.

Article 4. References

- 4.1 Law on Credit Institutions dated June 16, 2010;
- 4.2 Law on Securities dated November 26, 2019;
- 4.3 Law on Enterprises dated June 17, 2020;
- 4.4 Decree No. 155/2020 / ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- 4.5 Circular No. 116/2020 / TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on banking governance applicable to public banks in Decree No. 155/2020 / ND -CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- 4.6 Charter of An Binh Commercial Joint Stock Bank dated April 29, 2021;
- 4.7 Resolution of the General Meeting of Shareholders dates April 29, 2021.

Article 5. Abbreviations and explanations of terms

- ABBANK: An Binh Commercial Joint Stock Bank;
- Supervisory Board: Supervisory Board of An Binh Commercial Joint Stock Bank;
- Charter: The current charter of An Binh Commercial Joint Stock Bank;
- Board of Directors: Board of Directors of An Binh Commercial Joint Stock Bank;
- General Meeting of Shareholders: General Meeting of Shareholders of An Binh Joint Stock Commercial Bank;
- Members of Supervisory Board: Including Head of Supervisory Board and members of Supervisory Board.

CHAPTER II**MEMBERS OF THE SUPERVISORY BOARD****Article 6. General responsibilities of members of the Supervisory Board**

- 6.1. Comply with the laws, the Charter of ABBANK, resolutions of the General Meeting of Shareholders and professional ethics in implementing assigned rights and obligations.
- 6.2. Exercise the assigned rights and obligations in an honest, prudent and best manner in order to ensure maximum legal interests of ABBANK.
- 6.3. Be loyal to the interests of ABBANK and shareholders; not abuse position, position and use information, know-how, business opportunities, other assets of ABBANK for self-interest or to serve the interests of other organizations and individuals.
- 6.4. Do not compete illegally with ABBANK or create conditions for a third party to damage the interests of ABBANK.
- 6.5. Not to create conditions for themselves or their related persons as stipulated in the ABBANK Charter to borrow capital or use other services at ABBANK with more favorable and favorable conditions than the general provisions of the laws and of ABBANK.
- 6.6. Must attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); In case of force majeure cannot attend, members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board.
- 6.7. Not permitted to be increased in salary, remuneration and to be paid of bonus when ABBANK is in loss.
- 6.8. Other obligations in accordance with the provisions of the Law on Enterprises and the Charter of ABBANK.
- 6.9. In case of any violation specified in Clauses 6.1, 6.2, 6.3, 6.4, 6.5, 6.6 and 6.7 of this Article causing damage to ABBANK, or another person, members of the Supervisory Board shall be

personally or jointly responsible for compensation for that damage. Income and other benefits gained by members of the Supervisory Board due to violation must be returned to ABBANK.

- 6.10. In case of detecting a member of the Supervisory Board committing a violation in the exercise of his / her assigned rights and obligations, the member must notify in writing the Supervisory Board, request the violator to stop the violation behavior and take remedy action for the violation consequence.

Article 7. Rights and obligations of the Head of the Supervisory Board

- 7.1 To organize the implementation of duties and powers of the Supervisory Board in accordance with this Regulation and ABBANK's Charter.
- 7.2 Prepare the agenda for the Supervisory Board's meetings on the basis of considering the issues and concerns of the members of the Supervisory Board related to the duties and powers of the Supervisory Board; convene and chair the Supervisory Board's meetings.
- 7.3 On behalf of the Supervisory Board to sign documents under the authority of the Supervisory Board.
- 7.4 On behalf of the Supervisory Board to convene an extraordinary General Meeting of Shareholders or request an extraordinary meeting of the Board of Directors in accordance with ABBANK's Charter.
- 7.5 Attend the meeting of the Board of Directors, provide opinions but not vote. Request to take note his/her opinions in the minutes of the Board of Directors meeting if his/her opinion is different from the resolutions and decisions of the Board of Directors and report to the General Meeting of Shareholders.
- 7.6 Prepare working plans and assign tasks to members of the Supervisory Board.
- 7.7 To ensure that all members of the Supervisory Board receive complete, objective, accurate information and have sufficient time to discuss the issues which must be considered by the Supervisory Board.
- 7.8 To supervise and direct members of the Supervisory Board in the performance of their assigned tasks and duties and powers of the Supervisory Board.
- 7.9 Authorize another member of the Supervisory Board to perform his/her duties during his absence.
- 7.10 Other duties and powers in accordance with legal regulations and the ABBANK Charter.

Article 8. Rights and obligations of member of the Supervisory Board

- 8.1 Perform the duties and powers of the member of the Supervisory Board in accordance with the law, ABBANK Charter and this Regulation with integrity, objectivity, confidentiality, responsibility and prudence for the benefit of ABBANK and shareholders.
- 8.2 Election, participation in dismissal voting, participating in voting on dismissal of the title of Head of the Supervisory Board.

- 8.3 Request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board.
- 8.4 Control business activities, check accounting books, assets, financial statements and recommend to correct mistakes (if any).
- 8.5 Have the right to request ABBANK's officers and employees to provide data and explain business activities to perform assigned tasks.
- 8.6 Report to the Head of the Supervisory Board on unusual financial activities and taking personal responsibility for his/her own assessment and conclusion.
- 8.7 Attend meetings of the Supervisory Board, contribute opinions and vote on issues within the duties and powers of the Supervisory Board, except for issues that have conflicts of interest with such member.
- 8.8 Request to take note his/her opinion in the minutes of the Board of Directors meeting if his/her opinion is different from the decisions of the Board of Directors and report to the General Meeting of Shareholders.
- 8.9 Other duties and powers in accordance with legal regulations and ABBANK Charter.

Article 9. Term and number of Supervisory Board members

- 9.1 The Supervisory Board has at least 03 members and maximum 05 members, of which at least ½ (one-half) of the total number of members are full-time working, not concurrently holding other positions or jobs at ABBANK or other enterprises. The Supervisory Board elects one member to be its Head. A full-time member of the Supervisory Board is a member who regularly works at ABBANK between meetings of the Supervisory Board and is responsible for one or several tasks assigned by the Supervisory Board. The Supervisory Board shall specify working mechanism, duties and responsibilities of its members.
- 9.2 The term of the Supervisory Board is 5 years. The term of Supervisory Board members follows the term of the Supervisory Board and may be re-elected for unlimited number of terms. The term of a member who is supplemented or replaced a member who is automatically disqualified, dismissed or removed in the middle of term is the remaining time of the term.
- 9.3 In case the number of Supervisory Board members does not reach 2/3 (two thirds) of the total number of members as prescribed in the Charter of ABBANK or not adequate minimum number of members as prescribed by law, within 60 days (sixty days) from the date of insufficient number as prescribed, ABBANK has to vote sufficient number of members to the Supervisory Board as regulated.
- 9.4 The Supervisory Board has an assisting body, an internal audit department and is entitled to use ABBANK's resources and hire experts and external organizations to perform its duties.
- 9.5 Members of the Supervisory Board are not necessarily shareholders of ABBANK.

- 9.6 The Supervisory Board must have more than a half of its members permanently residing in Vietnam.
- 9.7 In case a Supervisory Board members term expires but members for a new term have not been elected, the members of the Supervisory Board, who term has expired, shall continue exercising their rights and obligations until the new term members of the Supervisory Board are elected and assigned duties.

Article 10. Criteria and conditions for members of the Supervisory Board

Members of the Supervisory Board must satisfy the following criteria and conditions:

- 10.1 Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises; Articles 33 and 34 of the Law on Credit Institutions.
- 10.2 Having a university or post-graduate degree in economics, finance, accounting, auditing, law, and business administration; having at least 03 years of working in finance, banking, accounting or auditing
- 10.3 Not being a related person of a member of the Board of Directors, General Director and other managers;
- 10.4 Not being a manager of ABBANK, not necessarily a shareholder or employee of ABBANK;
- 10.5 Not working in the accounting and finance department of ABBANK;
- 10.6 Not being a member or employee of an auditing organization who has been approved to audit the financial statements of ABBANK in the previous 3 years;
- 10.7 Having professional ethics on the basis of complying with ABBANK's Charter;
- 10.8 A full-time member of the Supervisory Board must reside in Vietnam during his / her term of office.
- 10.9 Other standards and conditions in accordance with other relevant laws and ABBANK Charter.

Article 11. Head of the Supervisory Board

- 11.1 The Head of the Supervisory Board must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration, banking.
- 11.2 The Head of the Supervisory Board is elected by the Supervisory Board among the members of the Supervisory Board; election, dismissal, and removal from office are proceeded according to the majority rule.
- 11.3 Rights and obligations of the Head of the Supervisory Board are stipulated in the Charter of ABBANK and this Regulation.

Article 12. Nomination of member of the Supervisory Board

- 12.1 A shareholder or group of shareholders owning from 10% to less than 15% of the total number of voting shares is entitled to nominate one (01) candidate; from 15% to less than

30% to nominate up to two (02) candidates; from 30% to less than 40% to nominate up to three (03) candidates; from 40% to less than 50% to nominate up to four (04) candidates; from 50% to less than 60% to nominate up to five (05) candidates; from 60% to less than 70% to nominate up to six (06) candidates; from 70% to less than 80% to nominate up to seven (07) candidates; and from 80% to less than 90% nominate up to eight (08) candidates.

12.2 Nomination of candidate to the Supervisory Board is proceeded as follows:

- a) Based on the number of Supervisory Board members, a shareholder or a group of shareholders specified in this Clause is entitled to nominate one or more persons as candidate(s) to the Supervisory Board. In case the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient, the incumbent Supervisory Board shall introduce additional candidates or hold a nomination in accordance with ABBANK's Charter, Internal regulations on ABBANK governance and this Regulation. The introduction of candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.
- b) Shareholder, group of shareholders nominating candidates to the Supervisory Board and nominated candidates must complete the documents and procedures within the time limit as prescribed by the Board of Directors to apply for the State Bank's approval.
- c) The tentative list of persons elected or appointed to be members of the Supervisory Board must be approved in writing by the State Bank before the election or appointment. Persons elected and appointed to these positions must belong to the list approved by the State Bank. The order, procedures, and dossiers to request the approval follow the State Bank's regulations.
- d) In case the candidate for the Supervisory Board is approved by the State Bank to vote, ABBANK must publish information related to the candidate on ABBANK's website so that shareholders can study about the candidate member before voting; ABBANK performs the obligation of disclosing information on the election and appointment of positions specified in this Article in accordance with the law on information disclosure on the stock market.
- e) ABBANK must notify the State Bank of the list of elected and appointed persons specified at Point c, Clause 12.1 of this Article within 10 (ten) working days from the date of election and appointment.

Article 13. Means of election, dismissal and removal from office of members of the Supervisory Board

13.1. The election, dismissal and removal of members of the Supervisory Board fall under the authority of the General Meeting of Shareholders and are conducted at the meeting of the General Meeting of Shareholders.

13.2. Voting to elect members of the Supervisory Board must be done by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of Supervisory Board members. Shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the ABBANK Charter is met. In case there are 2 or more candidates who are voted at the same number of votes for the last position of Supervisory Board member, re-election will be conducted among the candidates who won the same number of votes or selected according to the criteria regulated in the regulation on election or ABBANK Charter.

Article 14. Cases of dismissal or removal of Supervisory Board members

The General Meeting of Shareholders shall dismiss or remove members of the Supervisory Board when falling into one of the following cases:

- 14.1 No longer meeting the criteria and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises; Article 36 of the Law on Credit Institutions and ABBANK Charter;
- 14.2 Resigned and accepted;
- 14.3 Failure to complete assigned tasks;
- 14.4 Failure to perform its rights and obligations for 06 consecutive months, except for force majeure events;
- 14.5 Violated many times, seriously violated the obligations of members of the Supervisory Board according to the provisions of the Law on Enterprises; The Law on Credit Institutions and the ABBANK Charter;
- 14.6 Other cases as stipulated by the resolution of the General Meeting of Shareholders, ABBANK Charter.

Article 15. Notice of election, dismissal and removal of members of the Supervisory Board

15.1. If the candidates for the Supervisory Board are approved by the State Bank, ABBANK must immediately disclose information related to the candidates before the date of the General Meeting of Shareholders on its website. In order for shareholders to study about these candidates before voting, candidates for the Supervisory Board must make a written commitment on the truthfulness and accuracy of the published personal information and must commit to perform the tasks honestly, prudently and in the best interests of ABBANK if elected as a member of the Supervisory Board. Information relating to candidates for the Supervisory Board to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;

- c) Working history;
 - d) Other managerial positions;
 - e) Benefits related to ABBANK and related parties of ABBANK;
 - f) Other information (if any) as prescribed in ABBANK Charter;
 - g) ABBANK is responsible for disclosing information about the companies that candidate is holding managerial positions and the candidate's company-related interests (if any).
- 15.2. The announcement of the results of the election, dismissal, and removal of members of the Supervisory Board shall comply with the regulations on information disclosure.

CHAPTER III SUPERVISORY BOARD

Article 16. Rights, obligations and responsibilities of the Supervisory Board

- 16.1. The Supervisory Board supervises the Board of Directors, General Director in the management and administration of ABBANK.
- 16.2. Check the reasonableness, legality, honesty and prudence level in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting.
- 16.3. To be responsible before the law, the General Meeting of Shareholders; Shareholders in the performance of assigned duties and powers.
- 16.4. Issue internal regulations of the Supervisory Board; annually review internal regulations of the Supervisory Board, important accounting and reporting policies.
- 16.5. Verify the completeness, legality and truthfulness of ABBANK's first 6 (six) month and annual financial statements (including audited financial statements performed by the independent audit), report on management evaluation of the Board of Directors and submit the appraisal report to the Annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval by the Board of Directors or the General Meeting of Shareholder.
- 16.6. The Supervisory Board is able to consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
- 16.7. Review, inspect and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of ABBANK.
- 16.8. Checking the accounting books, accounting records and other documents of ABBANK, the management and operation of ABBANK when necessary or according to the resolution of the General Meeting of Shareholders or at the request of major shareholders. or group of shareholders in accordance with the law, ABBANK Charter. The Supervisory Board shall

- carry out the inspection within 07 working days from the date of receipt of the request. Within 15 days from the end of the inspection, the Supervisory Board must report and explain the issues requested to be inspected to the Board of Directors and organizations or individuals who requested. The inspection by the Supervisory Board as stipulated in this Clause must not obstruct the normal operation of the Board of Directors, nor cause any disruption to the operation of ABBANK's business operations.
- 16.9. Making, keeping and updating and changing the list of founding shareholders, major shareholders and related persons of ABBANK's Board of Directors members, Supervisory Board members, General Director.
 - 16.10. Perform the supervision of the senior management of the internal audit in accordance with the State Bank's regulations.
 - 16.11. Approve and adjust the annual internal audit plan of ABBANK at the request of the Chief of Internal Auditor on the basis of discussion with the General Director and the Board of Directors; The deadline issued before December 15 of the previous year and includes the following contents: audit scope, audit object, audit objectives, audit time (including hiring of experts, organizations outside) to perform internal audit and other matters as stipulated by ABBANK.
 - 16.12. Appoint, dismiss, discipline, suspend and decide the salary and other benefits for the positions of the Internal Audit Department at the request of the Chief of Internal Auditor in accordance with the ABBANK regulations; take responsibility for issues related to the internal audit department in accordance with the State Bank's regulations.
 - 16.13. Propose the Board of Directors or the General Meeting of Shareholders on the measures to amend, supplement and improve the organizational structure, management, supervision and operation of business activities at ABBANK.
 - 16.14. When detecting that there is a member of the Board of Directors, or the General Director who violates the provisions of Article 165 of the Law on Enterprises and relevant current law provisions must immediately notify the Board of Directors in writing, request the person having acts of violation to terminate the violation and take measures to overcome the consequences.
 - 16.15. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of ABBANK.
 - 16.16. Using the independent consultant, internal audit department of ABBANK to perform the assigned tasks.
 - 16.17. Checking each specific issue related to the management and operation of ABBANK operations at the request of shareholders.
 - 16.18. Request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders.

- 16.19. Replace the Board of Directors to convene the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders in accordance with the Law on Enterprises, the Charter and Internal Regulations on ABBANK governance.
- 16.20. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
- 16.21. Review, extract, copy part or all of the declaration of the list of related persons and related interests which are declared according to the Law on Enterprises, ABBANK's Charter and Internal regulations on corporate governance.
- 16.22. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations to audit the financial statements of ABBANK; the auditing organization who is approved to inspect the operations of ABBANK when seeing necessary.
- 16.23. Supervising the financial situation of ABBANK, the compliance with the law by the Board of Directors members, General Director, other managers in all activities.
- 16.24. Ensure operational coordination with the Board of Directors, General Director and shareholders.
- 16.25. In case of detecting a violation of the law or a violation of the ABBANK Charter by a member of the Board of Directors, the General Director and other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request violators to stop violations and take remedial measures.
- 16.26. Develop the Regulation on the Supervisory Board's operation and submit to the General Meeting of Shareholders for approval.
- 16.27. Witness the Board of Directors to hold votes counting and make minutes of counting votes if requested by the Board of Directors in case of collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders.
- 16.28. Head of Supervisory Board manage activities for the General Meeting of Shareholders to elect the Chairman of the meeting in case the Chairman is absent or temporarily incapable of working but the remaining members of the Board of Directors are unable to elect the Chairman of the meeting. In this case, the person with the highest number of votes presides over the meeting.
- 16.29. To perform other rights and obligations in accordance with the provisions of the Law on Enterprises, the Law on Credit Institutions, the Charter and Internal Regulation on ABBANK corporate governance.

Article 17. Right of Supervisory Board to be provided with information

- 17.1. The Board of Directors, members of the Board of Directors, General Director, other managers must fully, accurately and promptly provide information and documents on the management, administration and business activities of ABBANK as requested by a member of the Supervisory Board or the Supervisory Board.

- 17.2. If a member of the Supervisory Board receives information or documents relating to the duties of the Supervisory Board in a manner consistent with the control task (from other sources the Board of Directors or the Supervisory Board), this member must report to the Head of the Supervisory Board as soon as possible and the Head of the Supervisory Board will notify the relevant members.
- 17.3. Supervisory Board members have the right to access the records and documents of ABBANK kept at the Head Office, branches, business units and other locations; have the right to access to the workplace of the manager and employees of ABBANK during working hours.
- 17.4. Documents and information must be sent to the Supervisory Board members at the same time and in the same manner as to members of the Board of Directors, including:
- a) Notice of meeting invitation, circulation sheet to obtain Board of Directors members' opinions and attached documents;
 - b) Resolutions, decisions and minutes of General Meeting of Shareholders, the Board of Directors meetings;
 - c) Report of the General Director submitted to the Board of Directors or other documents issued by ABBANK.

Article 18. Responsibilities of the Supervisory Board in convening an extraordinary meeting of the Shareholders' Meeting

- 18.1 The Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:
- a) The remaining number of members of the Board of Directors and Supervisory Board is lower than the number of members as prescribed by law;
 - b) At the request of a shareholder or group of shareholders having rights as stipulated in the Charter of ABBANK;
 - c) When there is a request to convene an extraordinary meeting of the General Meeting of Shareholders from the Supervisory Board but the Board of Directors fails to do in accordance to the provisions of law and ABBANK Charter.
- 18.2 In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate for any damage incurred by ABBANK.
- 18.3 The cost of convening and conducting a meeting of the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by ABBANK.

CHAPTER IV**SUPERVISORY BOARD MEETING****Article 19. Meeting of the Supervisory Board**

- 19.1 The first meeting of the Supervisory Board of the term of the Supervisory Board to elect the Head of the Supervisory Board must be held within 07 (seven) days after the election of that Supervisory Board. Supervisory Board member who won the highest number of votes shall convene the first meeting of the Supervisory Board, the expected agenda, time and location of the meeting 05 (five) days before the scheduled meeting date. In case there are more than 01 (one) member who won the same highest number of votes, the members shall elect on the principle of majority to choose one of them to convene the Supervisory Board meeting.
- 19.2 The Supervisory Board meets at least once a quarter and may be convened an extraordinary meeting to promptly resolve unexpected affairs. An extraordinary meeting of the Supervisory Board was conducted at the request of:
- a) Chairman of the Board of Directors
 - b) At least 2/3 (two thirds) of the members of the Board of Directors.
 - c) Head of Supervisory Board.
 - d) Two or more members of the Supervisory Board.
 - e) General Director.
 - f) Other cases as prescribed by law and the Charter of ABBANK.
- 19.3 Within 07 (seven) working days from the receipt of the request for an extraordinary meeting of the Control Board, the Head of the Supervisory Board must convene and conduct an extraordinary meeting of the Supervisory Board.
- 19.4 The meeting of the Supervisory Board shall be conducted after 3 (three) working days from the date of sending the notice to members of the Supervisory Board; In case of an extraordinary meeting, the time limit for notification may be shorter as decided by the Head of the Supervisory Board. The notice of the meeting of the Supervisory Board is made in writing, clearly stating the agenda, time, place and must be accompanied by necessary documents on the issues to be discussed and voted at the Supervisory Board meeting. The meeting of the Supervisory Board can be conducted in the form of face-to-face meetings or online meeting and electronic voting in accordance with ABBANK's Charter, Internal Regulation on corporate governance. Member of the Supervisory Board who cannot attend the meeting in person can send his/her voting opinion in writing, in a closed envelope and must be forwarded to the Chairman of the meeting at least 01 hour before the opening time. This written vote can only be opened in the presence of all members who directly attend the meeting.
- 19.5 The meeting of the Supervisory Board is conducted when there are 2/3 (two thirds) or more of the members directly attend or authorize another Supervisory Board member to attend the

meeting. In case of convening a periodical meeting of the Supervisory Board for the first time but not enough members attending as prescribed, the Head of the Supervisory Board must re-convene the second meeting within next 7 (seven) days.

19.6 The Supervisory Board has the right to request members of the Board of Directors, General Director and representatives of the approved auditing organization to attend and answer to the matters that need to be clarified.

19.7 Voting:

- a) Each member attending the Supervisory Board meeting will have one vote at the meeting of the Supervisory Board. If a member of the Supervisory Board is unable to attend the meeting, he / she can authorize his / her vote in writing to another member of the Supervisory Board (who has the right to participate in voting) to perform the voting instead. A member of the Supervisory Board who has the interests related to a matter decided by the Supervisory Board will not be allowed to vote on such matter, nor may he be authorized by other Supervisory Board members to vote that issue.
- b) If any doubt arises at a meeting related to the interests of Supervisory Board members or related to the right to vote of Supervisory Board members and such doubts are not voluntarily solved by that Supervisory Board member, by consent to waive the right to vote, then the suspicions will be referred to the Chairman of the meeting. Judgment of the Chairperson will be final and conclusive unless the nature or extent of rights of such Supervisory Board member is not known.
- c) Any Supervisory Board member relating to a contract or transaction in case of certain conditions as stated in the Charter of ABBANK may only sign / approve if it is guaranteed to comply with the The conditions are stated in the Charter of ABBANK and in accordance with the law and in this case, the member of the Supervisory Board will be deemed to have material rights to that contract and not be allowed to vote for the contract for that issue.
- d) A decision of the Supervisory Board shall be passed if it is approved by a majority of the members of the Supervisory Board who have voting right to attend the meeting. In case the number of votes is equal, the final decision belongs to the side with the opinion of the Head of the Supervisory Board or a member of the Supervisory Board to act as the Chairman of the meeting (in case the Head of the Supervisory Board is absent or the Head of the Supervisory Board does not convene meeting as requested).

19.8 Obtain opinion by written document circulation:

- a) In case the Head of the Supervisory Board collects opinions in written to pass a decision on an issue, the decision will be adopted and equal to a decision passed at a meeting of the Supervisory Board which is normally convened and organized if:
 - Agreed by the majority of the members who have voting rights on the issue raised for opinions.

- The number of Supervisory Board members participating in voting meets the requirement on the number of members required to conduct a meeting of the Supervisory Board.

Documents for collecting opinions, voting opinions of Supervisory Board members and accompanying documents are valid and kept as minutes of meetings of the Supervisory Board.

- b) The form of requesting voting opinion must contain the following information:
 - Name and address of the Head Office according to the business registration. Number and date of the business registration certificate of ABBANK.
 - Full name and contact address of the Supervisory Board member.
 - Purpose of collecting opinion.
 - The issue for requesting voting opinion.
 - Voting options: Agree, disagree, no opinion.
 - The deadline for answer collecting.
 - Full name and signature of the Head of the Supervisory Board.

Article 20. Minutes of Supervisory Board meetings

20.1 The Supervisory Board Meetings must be fully recorded in the minutes book and may be recorded, filed and stored in other electronic formats. Minutes of the Supervisory Board meetings must be made in detail and clearly. Minutes of meetings of the Supervisory Board must be made in Vietnamese. The minutes maker and Supervisory Board members attending the meeting must sign the minutes and are jointly responsible for the accuracy and truthfulness of the meeting minutes. The chairperson of the meeting is responsible for arranging and sending the minutes of the Supervisory Board's meeting to the Supervisory Board members and the minutes will be considered as conclusive evidence of the work carried out at the meetings, unless there are complaints regarding the content of such minutes within 10 (ten) days from the date of sending the minutes.

20.2 Minutes of meetings of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.

CHAPTER V

REPORTING AND BENEFIT DISCLOSURE

Article 21. Submission of annual reports

Reports of the Supervisory Board at the Annual General Meeting of Shareholders include the following contents:

21.1. Report on business results of ABBANK, on the performance of the Board of Directors, General Director to submit to the annual General Meeting of Shareholders for approval.

- 21.2. Self-assessment report on the performance of the Supervisory Board and its members.
- 21.3. Remuneration, operating expenses and other benefits of the Supervisory Board. The content of this report can be aggregated with the report on remuneration and operating expenses of the Board of Directors to be submitted to the Annual General Meeting of Shareholders.
- 21.4. Summarize the Supervisory Board's meetings and conclusions and recommendations of the Supervisory Board; the results of monitoring the operational and financial situation of ABBANK.
- 21.5. Assessment report on transactions between ABBANK, its subsidiary, and other companies controlled by more than fifty percent (50%) of charter capital with members of the Board of Directors, General Director and other related persons with that member; transactions between ABBANK and the Company which a member of the Board of Directors is a founding member or manager during the most recent 3 years prior to the transaction.
- 21.6. Results of monitoring the Board of Directors, General Director and other executives of ABBANK.
- 21.7. Results of the evaluation of the coordination between the Supervisory Board and the Board of Directors, General Director and shareholders.
- 21.8. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations which are approved to audit the financial statements of ABBANK; the auditing organization which is approved to inspect the operations of ABBANK when seeing necessary.

Article 22. Remuneration, salary and benefits of the Supervisory Board

- 22.1 The remuneration or salary and other benefits (collectively referred to as the remuneration) of the Supervisory Board members are paid by ABBANK on the basis of the requirements for the performance of the duties, tasks, the actual situation, and business efficiency of ABBANK. The total remuneration of the Supervisory Board is decided by the General Meeting of Shareholders at the annual meeting. The Chairman of the Board of Directors announced the remuneration and ensured the payment of remuneration and other benefits of the Supervisory Board members in accordance with ABBANK's Charter and relevant regulations issued by the Board of Directors.
- 22.2 Members of the Supervisory Board are entitled to be reimbursed and paid expenses for meals, accommodation, travelling and expenses for the using independent consultants at a reasonable level and other reasonable expenses according to ABBANK's regulations when performing the tasks assigned. The total remuneration and fees must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has another decision.
- 22.3 Remuneration and operating expenses of the Supervisory Board are included in the cost of business operations of ABBANK in accordance with the regulations on corporate income tax

and other relevant laws and must be made into a separate category in the annual financial statements of ABBANK.

Article 23. Disclosure of related interests

- 23.1. The members of ABBANK's Supervisory Board must declare to ABBANK about their related benefits, including:
- a) Name, enterprise identification number, address of the Head Office, business lines of the enterprise in which the Supervisory Board member owns or owns a stake or share; rate and time to own, hold such contributed capital or shares;
 - b) Name, enterprise identification number, address of the Head Office, business lines of the enterprise in which the related persons of the Supervisory Board member owns, jointly owns or holds the contributed capital or share of over 10% of charter capital.
 - c) Other cases as prescribed by the ABBANK Charter.
- 23.2. The declaration specified in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; Any amendment or supplement must be notified to ABBANK within 07 working days from the date of such amendment or supplement.
- 23.3. Members of the Supervisory Board and related persons of members of the Supervisory Board are only allowed to use information obtained from their positions to serve the benefit of ABBANK.
- 23.4. Members of the Supervisory Board are obliged to notify in writing to the Board of Directors, the Supervisory Board about transactions between ABBANK, Subsidiaries and other companies controlled by ABBANK over fifty percent (50%) of the charter capital with a Supervisory Board member or with related persons of the Supervisory Board member in accordance with legal regulations. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, ABBANK must disclose information on these resolutions in accordance with the Law on Securities on information disclosure.
- 23.5. Members of the Supervisory Board and related persons of these members are not allowed to use or disclose to others inside information to perform related transactions.
- 23.6. Member of the Supervisory Board if, to their knowledge, sees relevant, whether directly or indirectly 01 (one) contract, an agreement or 01 (one) anticipated contract or a tentative agreement with ABBANK, he / she is required to declare the nature of related interests at the Board of Directors and Supervisory Board meetings, where the Board of Directors and the Supervisory Board will consider whether or not to enter into such contracts or agreements, if later would learn about the existence of such of his / her interests or in any other case, such member must notify at the nearest meeting of the Board of Directors and meeting of the Supervisory Board when that member knows that he / she has related interests.

Article 24. Information confidentiality

- 24.1. Members of the Supervisory Board handle all information and documents in their scope and authority with necessary prudence and are responsible for keeping information confidential in accordance with ABBANK's confidentiality regulations.
- 24.2. Members of the Supervisory Board are not allowed to disclose to the outside, disclose or otherwise provide a third party with confidential information, ABBANK documents and other information related to the client's, ABBANK's business activities information, or information that ABBANK has not yet disclosed to the outside.
- 24.3. Members of the Supervisory Board are not allowed to disclose State secrets and business secrets of ABBANK that they know.
- 24.4. Members of the Supervisory Board are not allowed to copy or use confidential information during the working process at ABBANK, except for necessary cases to perform ABBANK duties in accordance with the law or with prior written consent of the customer.
- 24.5. The confidentiality of information is still effective after the term of Supervisory Board member expires.

In case of violation of the regulations on information security in accordance with the regulations of ABBANK and / or the law, the Supervisory Board member will be responsible for and sanctions against the violation in accordance with ABBANK's regulations and / or according to the provisions of the law and have responsibility to compensate for any damage caused by his / her acts.

CHAPTER VI**RELATIONSHIP OF THE SUPERVISORY BOARD****Article 25. Relationship between Supervisory Board members**

Members of the Supervisory Board maintain an independent relationship, not interdependent, but coordination and cooperation in common work to ensure the good implementation of the responsibilities, rights and duties of the Supervisory Board in accordance with legal regulations and ABBANK Charter. The Head of the Supervisory Board is the coordinator of the general work of the Supervisory Board but does not have the authority to dominate the Supervisory Board members.

Article 26. Relationship with Shareholders

- 26.1. The Supervisory Board makes the reports on Supervisory Board's activities at the Annual General Meeting of Shareholders in accordance with the law and the ABBANK Charter.
- 26.2. The Supervisory Board carried out the extraordinary review and inspection at the request of a major shareholder or a group of major shareholders in accordance with ABBANK's Charter and submitted reports in accordance with this Regulation and ABBANK's Charter.

Article 27. Relationship with the Board of Management

The Supervisory Board maintains an independent relationship with ABBANK Board of Management, is the unit performing the function of supervising Board of Management's activities.

Article 28. Relationship with the Board of Directors

The Supervisory Board maintains an independent relationship and coordinate with the Board of Directors, is the unit to perform the function of supervising the Board of Directors' activities.

Article 29. Relationship with Internal Audit

The Supervisory Board instructs, directs and supervises the Internal Audit Department in accordance with this Regulation and other relevant regulations.

CHAPTER VII**TERMS OF ENFORCEMENT****Article 30. Entry into force**

- 30.1. This Regulation takes effect from the date of its promulgation and replaces the Regulation on organization and operation of the Supervisory Board approved by the General Meeting of Shareholders on April 25, 2019.
- 30.2. The amendment and supplement of this Regulation are issued by the Supervisory Board to ensure compliance with legal regulations, in accordance with the actual situation and not contrary to ABBANK's Charter.

**ON BEHALF OF THE SUPERVISORY BOARD
THE HEAD**

Nguye Thi Hanh Tam