



**ABBANK**

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 18 -04- 2025

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

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2025

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<b>IV. PROMULGATION AND AMENDMENT PROCESS</b>				
Time	Date of Issuance	Summary of content		
4.	.../.../...	Issued for the 4th time. Decision No. .... on Issuing the Regulations on Organization and Operation of the Board of Supervisors of An Binh Commercial Joint Stock Bank.		
3.	08/06/2021	Issued for the 3rd time. Decision No. 15/QD-BKS.21 on Issuing the Regulations on Operation of the Board of Supervisors of An Binh Commercial Joint Stock Bank dated June 8, 2024.		
2.	25/04/2019	Issued for the 2nd time. Decision No. on Issuing the Regulations on Operation of the Board of Supervisors of An Binh Commercial Joint Stock Bank dated April 25, 2019.		

1.	28/05/2012	Issued for the 1st time. Decision No. on Issuing the Regulations on Operation of the Board of Supervisors - An Binh Commercial Joint Stock Bank dated May 28, 2012.
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**MODIFICATION AND ADDITIONAL TRACKING TABLE**

No.	Article/Article Name Changed	Summary of changes <sup>1</sup>	Status (add/modify, cancel, add new) <sup>2</sup>
1	Article 4	Replace Article 4 of the Regulations on organization and operation of the Board of Supervisors dated June 8, 2021 (2021 Board of Supervisors Regulations). Amend reference documents: Law on Credit Institutions dated January 18, 2024	Modified/Added
2	Article 7	Replace Article 11 of the 2021 Board of Supervisors Regulations. Add content for the Head of the Board of Supervisors: - The head of the Board of Supervisors must reside in Vietnam during his term of office.	Modified/Added
3	Article 8	Replace Article 7 of the 2021 Board of Supervisors Regulations. Amend the Rights and Obligations of the Head of the Board of Supervisors: - On behalf of the Board of Supervisors, convene an extraordinary meeting of the General Meeting of Shareholders or propose the Board of Directors to hold an extraordinary meeting in accordance with the provisions of law and ABBANK's Charter. - Only one other member of the Board of Supervisors may be authorized to exercise the rights and obligations of the Head of the Board of Supervisors during his/her absence or inability to perform his/her duties.	Modified/Added
4	Article 9	Replace Article 8 of the 2021 Board of Supervisors Regulations. Add some new Rights and obligations of Board of Supervisors members: Require managers to report and explain the financial status, business results of subsidiaries, plans, projects, investment and	Add new

<sup>1</sup>Summary of contents of add/modify, cancel, add new issued items.

<sup>2</sup>Status: add/modify, cancel, add new.

No.	Article/Article Name Changed	Summary of changes <sup>1</sup>	Status (add/modify, cancel, add new) <sup>2</sup>
		development programs and other decisions in the management and operation of ABBANK.	
5	Article 10	<p>Replace Article 9 of the 2021 Board of Supervisors Regulations. Amend the term and number of members of the Board of Supervisors:</p> <p>- In case the number of members of the Board of Supervisors is less than 2/3 (two-thirds) of the total number of members as prescribed in ABBANK's Charter or less than the minimum number of members as prescribed by law, within a period of no more than 90 (ninety) days from the date of insufficient number as prescribed , ABBANK must supplement the required number of members of the Board of Supervisors as prescribed.</p>	Modified/Added
6	Article 11	<p>Replace Article 10 of the 2021 Board of Supervisors Regulations. Amendment of Standards and Conditions for Board of Supervisors Members:</p> <p>- Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises; Article 42, Article 43 of the Law on Credit Institutions.</p>	Modified/Added
7	Article 12	<p>Replace Article 12 of the 2021 BKS Regulations. Additional nominations and candidacy for members of the Board of Supervisors:</p> <p>- Shareholders or groups of shareholders owning 5% or more of total common shares or a lower percentage as prescribed in ABBANK's Charter have the right to nominate people to the Board of Supervisors.</p> <p>- On the assessment of professional ethics for personnel expected to be elected or appointed as members of the Board of Supervisors.</p>	Modified/Added
8	Article 14	<p>Replace Article 14 of the 2021 BKS Regulations. Amendment of regulations on cases of dismissal and removal of members of the Board of Supervisors:</p> <p>No longer meeting the standards and conditions to be a member of the Board of</p>	Modified/Added

No.	Article/Article Name Changed	Summary of changes <sup>1</sup>	Status (add/modify, cancel, add new) <sup>2</sup>
		Supervisors as prescribed in Article 169 of the Law on Enterprises; Article 46 of the Law on Credit Institutions and ABBANK Charter.	
9	Article 1 6	Replace Article 16 of the 2021 Board of Supervisors Regulations. Amend the provisions on Rights, obligations and responsibilities of the Board of Supervisors.	Modified/Added
10	Article 1 8	Replace Article 18 of the 2021 Board of Supervisors Regulations. Add provisions on the responsibilities of the Board of Supervisors in convening extraordinary meetings of the General Meeting of Shareholders: - Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law or exceeds the assigned authority or other cases as prescribed in the ABBANK Charter.	Modified/Added
11	Article 23	Replace Article 23 of the 2021 Board of Supervisors Regulations. Add provisions on Disclosure of related interests. Members of ABBANK's Board of Supervisors must declare to ABBANK their related interests, including: - Name, enterprise code, head office address of the enterprise or other economic organization in which you or you and a related person own capital contributions or shares of 5% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals. - Name, enterprise code, head office address of the enterprise or other economic organization of which you or you and a related person are a member of the Board of Directors, member of the Board of Members, controller, member of the Board of Supervisors, General Director (Director).	Modified/Added
12	Article 31	Add new Transitional Regulations	Add new

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**REGULATION  
ON THE OPERATION OF THE BOARD OF SUPERVISORS**

*Issued with Decision No..... /QD-BKS.24 dated..... Month..... year 2024*

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

This Regulation stipulates the personnel structure, standards, conditions, rights, obligations and responsibilities of the Board of Supervisors in accordance with the strategic orientation and organizational structure of An Binh Commercial Joint Stock Bank, in accordance with the provisions of law.

**Article 2. Scope of regulation and applicable subjects**

- 2.1. This Regulation stipulates the organizational structure, personnel, standards, conditions, rights and obligations of the Board of Supervisors and members of the Board of Supervisors according to the provisions of the Law on Credit Institutions, the Law on Securities, the Law on Enterprises, implementing instructions and Charter of An Binh Commercial Joint Stock Bank.
- 2.2. Applicable subjects: This regulation applies to the Board of Supervisors, members of the Board of Supervisors ; related units and individuals in ABBANK.

**Article 3. Operating principles of the Board of Supervisors**

The Board of Supervisors operates on the principle of collective responsibility. Members of the Board of Supervisors are individually responsible for their work and jointly responsible to the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

**Article 4. References document**

- 4.1 Law on Credit Institutions 2024 promulgated on January 18, 2024
- 4.2 Securities Law promulgated on November 26, 2019;
- 4.3 Law on Enterprises promulgated on June 17, 2020;
- 4.4 Decree No. 155/2020/ND-CP issued on December 31, 2020 by the Government detailing the implementation of a number of articles of the Law on Securities;
- 4.5 Circular No. 116/2020/TT-BTC issued on December 31, 2020 by the Minister of Finance guiding a number of provisions 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 2023
- 4.7 Resolution of Shareholders' Meeting dated .... month ... year ....

**Article 5. Abbreviations and Definitions**

- ABBANK: An Binh Commercial Joint Stock Bank;
- Board of Supervisors : Board of Supervisors of An Binh Commercial Joint Stock Bank;
- Charter: 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 Commercial Joint Stock Bank;
- Members of the Board of Supervisors: including the Head of the Board of Supervisors and members of the Board of Supervisors.

**CHAPTER II****BOARD OF SUPERVISORS MEMBER****Article 6. General responsibilities of the Board of Supervisors Member**

- 6.1. Comply with the law, ABBANK Charter, resolutions of the General Meeting of Shareholders and professional ethics in performing assigned rights and obligations.
- 6.2. Perform assigned rights and obligations honestly, carefully and to the best of our ability to ensure the maximum legitimate interests of ABBANK.
- 6.3. Be loyal to the interests of ABBANK and shareholders; do not abuse position, title and use information, know-how, business opportunities, other assets of ABBANK for personal gain or to serve the interests of other organizations or individuals.
- 6.4. Do not compete illegally with ABBANK or facilitate third parties to harm the interests of ABBANK.
- 6.5. Not to create conditions for oneself or one's related persons as prescribed in ABBANK's Charter to borrow capital or use other services at ABBANK with more preferential and favorable conditions than the general provisions of law and of ABBANK.
- 6.6. Must attend the Annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in case of force majeure and inability to attend, members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors.
- 6.7. No salary increase, remuneration, or bonus payment when ABBANK is at a loss.
- 6.8. Other obligations as prescribed by the Law on Enterprises and ABBANK Charter.

- 6.9. In case of violation of the provisions 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 others, the member of the Board of Supervisors shall be personally or jointly liable for compensating for such damage. Income and other benefits that the member of the Board of Supervisors obtains due to the violation must be returned to ABBANK.
- 6.10. In case a member of the Board of Supervisors is found to have violated the rights and obligations assigned to him/her, a written notice must be sent to the Board of Supervisors, requesting the violator to stop the violation and remedy the consequences.

**Article 7. Head of Board of Supervisors**

- 7.1. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, banking.
- 7.2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal and removal are based on the majority principle.
- 7.3. The head of the Board of Supervisors must reside in Vietnam during his term of office.

**Article 8. Rights and Responsibilities of Head of the Board of Supervisors**

- 8.1. Organize the implementation of the tasks and powers of the Board of Supervisors according to the provisions of this Regulation and ABBANK Charter.
- 8.2. Prepare agendas for meetings of the Board of Supervisors based on consideration of issues and concerns of Board of Supervisors members related to the duties and powers of the Board of Supervisors; convene and chair meetings of the Board of Supervisors.
- 8.3. On behalf of the Board of Supervisors, sign documents under the authority of the Board of Supervisors.
- 8.4. On behalf of the Board of Supervisors, convene an extraordinary meeting of the General Meeting of Shareholders or propose the Board of Directors to hold an extraordinary meeting in accordance with the provisions of law and ABBANK's Charter.
- 8.5. Attend Board of Directors meetings, express opinions but not vote. Request to record your opinions in the Board of Directors meeting minutes if your opinions differ from the resolutions and decisions of the Board of Directors and report to the General Meeting of Shareholders.
- 8.6. Prepare the Board of Supervisors' work plan and assign specific tasks to each member of the Board of Supervisors.
- 8.7. Ensure that members of the Board of Supervisors receive complete, objective, accurate information and have sufficient time to discuss issues that the Board of Supervisors must consider.

- 8.8. Supervise and direct members of the Board of Supervisors in performing assigned tasks and duties and powers of the Board of Supervisors.
- 8.9. Only another member of the Board of Supervisors may be authorized to exercise the rights and obligations of the Head of the Board of Supervisors during his/her absence or inability to perform duties.
- 8.10. Other duties and powers as prescribed by law and ABBANK Charter.

**Article 9. Rights and Responsibilities of Board of Supervisors Members**

- 9.1. Comply with the law, ABBANK's Charter, internal regulations, operating regulations of the Board of Supervisors and perform tasks assigned by the Head of the Board of Supervisors to deploy the tasks and powers of the Board of Supervisors honestly, objectively, confidentially, and carefully for the benefit of ABBANK and shareholders; be responsible for the exercise of one's rights and obligations.
- 9.2. Participate in voting to elect, dismiss, and remove the position of Head of the Board of Supervisors.
- 9.3. Request the Head of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors.
- 9.4. Control business activities, check accounting books, assets, financial reports and recommend corrective measures (if any).
- 9.5. Require managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management and operation of ABBANK.
- 9.6. Require ABBANK managers, operators and employees to provide data and explain business activities to perform assigned tasks.
- 9.7. Report to the Head of the Board of Supervisors on unusual financial activities and take personal responsibility for his/her assessments and conclusions.
- 9.8. Attend meetings of the Board of Supervisors, contribute opinions and vote on issues within the duties and powers of the Board of Supervisors, except for issues that conflict with the member's interests.
- 9.9. Request to record your opinion in the minutes of the Board of Directors meeting if your opinion differs from the decisions of the Board of Directors and report to the General Meeting of Shareholders.
- 9.10. Other duties and powers as prescribed by law and ABBANK Charter.

**Article 10. Term and number of Board of Supervisors Members**

- 10.1. The Board of Supervisors has at least 05 members, of which at least ½ (one-half) of the total number of members are full-time, not concurrently holding other positions or jobs at

ABBANK, or other enterprises. The Board of Supervisors elects one member as the Head of the Board. A full-time member of the Board of Supervisors is a member who works regularly at ABBANK between meetings of the Board of Supervisors and is responsible for one or more tasks assigned by the Board of Supervisors. The Board of Supervisors specifically regulates the working mechanism and tasks and responsibilities of the members of the Board of Supervisors.

- 10.2. The term of office of the Board of Supervisors is 05 years. The term of office of a member of the Board of Supervisors is the same as the term of the Board of Supervisors and can be re-elected for an unlimited number of terms. The term of office of a member who is added or replaces a member who is automatically disqualified, dismissed, or removed during the term of office is the remaining term of office. If the Board of Supervisors/Board of Supervisors of the term has just ended and the Board of Supervisors/Board of Supervisors of the new term has not been elected, the Board of Supervisors/Board of Supervisors whose term has expired shall continue to exercise their rights and obligations until the Board of Supervisors/Board of Supervisors of the new term is elected and takes over the work.
- 10.3. In case the number of members of the Board of Supervisors is less than 2/3 (two-thirds) of the total number of members as prescribed in ABBANK's Charter or less than the minimum number of members as prescribed by law, within a period of no more than 90 (ninety) days from the date of insufficient number as prescribed, ABBANK must supplement the required number of members of the Board of Supervisors as prescribed.
- 10.4. The Board of Supervisors has a support department, an Internal Audit department, and is allowed to use ABBANK's resources, hire experts and outside organizations to perform its tasks.
- 10.5. Members of the Board of Supervisors do not necessarily have to be shareholders of ABBANK.
- 10.6. The Board of Supervisors must have more than half of its members permanently residing in Vietnam.

#### **Article 11. Standards and conditions for Board of Supervisors Members**

Members of the Board of Supervisors must meet the following standards and conditions:

- 11.1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises; Article 42, Article 43 of the Law on Credit Institutions;
- 11.2. Have a university or postgraduate degree in one of the following majors: finance, banking, economics, business administration, law, accounting, auditing; have at least 03 years of direct work experience in the field of finance, banking, accounting or auditing;
- 11.3. Not a related person of a member of the Board of Directors, General Director and other managers;
- 11.4. ABBANK manager, not necessarily a shareholder or employee of ABBANK;
- 11.5. Not allowed to work in the accounting and finance department of ABBANK;

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- 11.6. Not be a member or employee of an auditing organization approved to audit ABBANK's financial statements in the previous 3 consecutive years;
  - 11.7. Have professional ethics as prescribed in Article 12 of this Regulation, ABBANK Charter and regulations of law;
  - 11.8. Full-time members of the Board of Supervisors must reside in Vietnam during their term of office;
  - 11.9. Other standards and conditions as prescribed by other relevant laws and ABBANK Charter.

**Article 12. Nominate, run for Board of Supervisors Members**

- 12.1. Shareholders or groups of shareholders owning 5% or more of total common shares or a lower percentage as prescribed in ABBANK's Charter have the right to nominate people to the Board of Supervisors.
- 12.2. Nomination of candidates to the Board of Supervisors is carried out as follows:
  - a) Based on the number of members of the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Supervisors. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors shall introduce additional candidates or organize nominations in accordance with the provisions of the ABBANK Charter, the Internal Regulations on ABBANK governance and this Regulation. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.
  - b) Shareholders, groups of shareholders nominating candidates to the Board of Supervisors and nominated candidates must complete the documents and procedures within the time limit prescribed by the Board of Directors to request approval from the State Bank.
  - c) The list of candidates to be elected or appointed as members of the Board of Supervisors must be approved in writing by the State Bank before the election or appointment. Candidates to be elected or appointed to these positions must be on the list approved by the State Bank. The procedures and documents for requesting approval shall be implemented in accordance with the State Bank's regulations.
  - d) In case the State Bank approves the election of a candidate for the Board of Supervisors, ABBANK must publish information related to the candidate on ABBANK's website so that shareholders can learn about these candidates before

voting; ABBANK shall perform the obligation to publish information on the election and appointment of positions specified in this Article in accordance with the provisions of law on information disclosure on the stock market.

- e) ABBANK must notify the State Bank of the list of elected and appointed persons specified in Point c, Clause 12.1 of this Article within 10 (ten) working days from the date of election and appointment.

12.3. Personnel expected to be elected or appointed as members of the Board of Supervisors must have professional ethics in accordance with the provisions of law and fully meet the regulations on rules and professional ethics standards issued by ABBANK in accordance with the State Bank's regulations on the internal control system.

People in the following cases are considered to not have professional ethics:

- a) The person responsible according to the inspection conclusion leading to the credit institution and foreign bank branch being administratively sanctioned for violations in the monetary and banking sector at the highest fine level for violations of regulations on licenses, administration, management, shares, stocks, capital contributions, share purchases, credit granting, purchase of corporate bonds, and safety assurance ratios according to the provisions of law on handling administrative violations in the monetary and banking sector;
- b) The person named in the inspection and examination conclusion is responsible for causing the credit institution or foreign bank branch to be sanctioned for administrative violations in the monetary and banking sector within 06 months from the date of signing the warning penalty decision or 01 year from the date of completion of the execution of another administrative penalty decision or 01 year from the date of expiration of the statute of limitations for the execution of the administrative penalty decision;
- c) Persons who are administratively sanctioned for administrative violations in the monetary and banking sector within 06 months from the date of signing the warning decision or 01 year from the date of completion of execution of another administrative sanction decision or 01 year from the date of expiration of the statute of limitations for execution of the administrative sanction decision;
- d) The person who must bear personal responsibility for violations of licenses, administration, management, shares, stocks, capital contributions, share purchases, credit granting, corporate bond purchases, safety guarantee ratios, asset classification, off-balance sheet commitments, provisioning and use of reserves to handle risks according to the provisions of law stated in the conclusion of inspection, examination, and audit, and recommendations related to such violations have not been assessed by competent authorities to have completed the remediation and correction.



**Article 13. Method of electing, dismissing and removing members of Board of Supervisors Members**

- 13.1. The election, dismissal and removal of members of the Board of Supervisors are 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 Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors 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 sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations or the ABBANK Charter.

**Article 14. Cases of dismissal and removal of Board of Supervisors Members**

The General Meeting of Shareholders shall dismiss or remove a member of the Board of Supervisors in one of the following cases:

- 14.1. No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises; Article 46 of the Law on Credit Institutions and ABBANK Charter;
- 14.2. Have a resignation letter and it is accepted;
- 14.3. Failure to complete assigned tasks or work;
- 14.4. Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;
- 14.5. Repeated and serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises; Law on Credit Institutions and ABBANK Charter;
- 14.6. Other cases as prescribed by the General Meeting of Shareholders' resolution and ABBANK's Charter.

**Article 15. Notice of election, dismissal and removal of Board of Supervisors Members**

- 15.1. In case the candidates for the Board of Supervisors are approved by the State Bank, ABBANK must immediately announce information related to the candidates before the opening date of the General Meeting of Shareholders on ABBANK's website so that shareholders can learn about these candidates before voting. The candidates for the Board of Supervisors must have a written commitment to the honesty and accuracy of the published

personal information and must commit to performing their duties honestly, carefully and in the best interests of ABBANK if elected as a member of the Board of Supervisors. Information related to the candidates for the Board of Supervisors to be announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions;
- e) Benefits related to ABBANK and ABBANK 's related parties ;
- f) Other information (if any) as prescribed in ABBANK Charter ;
- g) ABBANK must be responsible for disclosing information about the companies in which the candidate holds management positions and the interests related to the company of the candidate for the Board of Supervisors (if any).

15.2. The announcement of the results of the election, dismissal and removal of members of the Board of Supervisors shall comply with the regulations guiding information disclosure.

### **CHAPTER III**

#### **BOARD OF SUPERVISORS**

##### **Article 16. Rights, obligations and responsibilities of the Board of Supervisors**

- 16.1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and operation of ABBANK to ensure compliance with the law, Charter, internal regulations and Resolutions and decisions of the General Meeting of Shareholders; is responsible to the General Meeting of Shareholders in performing assigned tasks and powers in accordance with the provisions of law and the Charter of ABBANK.
- 16.2. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of ABBANK; Propose to the General Meeting of Shareholders and the Board of Directors measures to amend, supplement and improve the organizational structure of management, supervision and operation of ABBANK's business activities; Witness the Board of Directors organizing the vote counting and making minutes of the vote counting if requested by the Board of Directors in case of obtaining written opinions of shareholders to pass resolutions of the General Meeting of Shareholders.
- 16.3. The Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a meeting chairman in case the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson and the person with the highest number of votes shall chair the meeting.
- 16.4. Develop the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval. Propose and recommend that the General



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- Meeting of Shareholders approve the list of auditing organizations approved to audit ABBANK's financial statements; the approved auditing organization shall inspect ABBANK's operations when deemed necessary.
- 16.5. 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 provisions of the Enterprise Law, the Charter and internal regulations on governance of ABBANK.
- 16.6. Propose the Board of Directors to hold extraordinary meetings or request the Board of Directors to convene extraordinary General Meetings of Shareholders in accordance with the provisions of law and the Charter of ABBANK; Convene extraordinary General Meetings of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of law or exceeds the assigned authority or other cases as prescribed in the Charter of ABBANK.
- 16.7. Issue internal regulations of the Board of Supervisors; annually review internal regulations of the Board of Supervisors, internal regulations of ABBANK on accounting and reporting.
- 16.8. Check the rationality, legality, honesty and prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting. Check each specific issue related to the management and operation of ABBANK at the request of shareholders.
- 16.9. Monitor the financial situation; assess the completeness, reasonableness, legality and honesty of the business situation report, the first 6-month and annual financial reports of ABBANK (including financial reports audited by an independent auditing organization), the management assessment report of the Board of Directors and submit the assessment results at the annual General Meeting of Shareholders. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.
- 16.10. Review contracts and transactions with related parties under the approval authority of the Board of Directors or General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval of the Board of Directors or General Meeting of Shareholders.
- 16.11. Check accounting books, accounting records , other documents and management and operation work of ABBANK when deemed necessary in the following cases:
- a. According to the resolution and decision of the General Meeting of Shareholders.
  - b. At the request of the State Bank or major shareholders, groups of shareholders according to the provisions of law and ABBANK Charter.

The Board of Supervisors shall conduct the inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection,

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- the Board of Supervisors shall report and explain the issues requested for inspection to the Board of Directors and the requesting organization or individual. The inspection by the Board of Supervisors as stipulated in this clause shall not hinder the normal operation of the Board of Directors and shall not disrupt the business operations of ABBANK.
- 16.12. Supervise 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 at the Annual General Meeting of Shareholders; send the report on the results of supervision to the Board of Directors.
- 16.13. Monitor compliance with the provisions of the Law on Credit Institutions on restrictions to ensure safety in ABBANK's operations.
- 16.14. Review, inspect and evaluate the effectiveness and efficiency of ABBANK's internal control, internal audit, risk management and early warning systems; Organize internal audits; have access to, and be provided with complete, accurate and timely information and documents related to ABBANK's management and operations; have the right to use ABBANK's resources to perform assigned tasks and powers; hire independent experts, consultants, external organizations, and ABBANK's internal audit department to perform tasks but still be responsible for the performance of the Board of Supervisors' tasks.
- 16.15. Make a list of founding shareholders within 05 years from the date of founding shareholders, shareholders owning 01% or more of charter capital, capital contributing members and related persons of members of the Board of Directors, members of the Board of Supervisors, General Director of ABBANK, shareholders owning 01% or more of charter capital; keep and update changes to this list.
- 16.16. Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering that a member of the Board of Directors, manager or executive of ABBANK has committed a violation of the law, the charter, internal regulations of ABBANK, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. Request the violator to immediately stop the violation and take measures to remedy the consequences (if any).
- Promptly report to the State Bank on violations of the provisions in Clauses 6, 8 and 11, Article 52 and violations of the ratio of share ownership, capital contribution, and related persons according to the provisions of the current Law on Credit Institutions.
- 16.17. Review, extract, copy part or all of the declared content of the List of related persons and related interests declared according to the provisions of the Enterprise Law, the Charter and the Internal Regulations on governance of ABBANK.
- 16.18. Conduct senior management supervision of internal audit and be responsible for internal audit-related issues as prescribed by the State Bank. Approve and adjust ABBANK's

annual internal audit plan upon the proposal of the Chief Internal Auditor based on discussions with the Board of Directors and the General Director, the plan must be issued before December 15 of the previous year, including the following contents: audit scope, audit subjects, audit objectives, audit time (including hiring experts and external organizations) to conduct internal audits and other contents as prescribed by ABBANK.

- 16.19. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the internal audit department upon the proposal of the Head of Internal Audit in accordance with the provisions of law and regulations of ABBANK.
- 16.20. Ensure coordination of activities with the Board of Directors, General Director and shareholders.
- 16.21. Exercise other rights and obligations as prescribed by the Law on Enterprises, the Law on Credit Institutions, the Charter and Internal Regulations on ABBANK governance.

**Article 17. Right to access information of the Board of Supervisors**

- 17.1. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operations, and business activities of ABBANK at the request of members of the Board of Supervisors or the Board of Supervisors.
- 17.2. If a member of the Board of Supervisors receives information or documents related to the duties of the Board of Supervisors in a manner consistent with the supervisory duties (from a source other than the Board of Directors or the Board of Supervisors), this member must report to the Head of the Board of Supervisors as soon as possible and the Head of the Board of Supervisors will notify the relevant member of the Board of Supervisors.
- 17.3. Members of the Board of Supervisors have the right to access ABBANK's records and documents kept at the Head Office, Branches, Business Units and other locations; have the right to visit the workplace of ABBANK's managers and employees during working hours.
- 17.4. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:
  - a) Meeting invitation, voting form for Board of Directors members and accompanying documents;
  - b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and Board of Directors;
  - c) Report of the General Director submitted to the Board of Directors or other documents issued by ABBANK.

**Article 18. Responsibilities of the Board of Supervisors in convening extraordinary meetings of the General Meeting of Shareholders**

- 18.1. Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law or exceeds the assigned authority or other cases as prescribed in the ABBANK Charter.
- 18.2. The Board of Supervisors is responsible for replacing the Board of Directors in convening 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 number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members prescribed by law;
  - b) At the request of a shareholder or group of shareholders with rights as prescribed in the ABBANK Charter;
  - c) When there is a request to convene an extraordinary meeting of the General Meeting of Shareholders by the Board of Supervisors but the Board of Directors does not comply with the provisions of law and ABBANK's Charter.
- 18.3. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate ABBANK for any damages arising.
- 18.4. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article will be reimbursed by ABBANK.

**CHAPTER IV****BOARD OF SUPERVISORS MEETING****Article 19. Board of Supervisors Meetings**

- 19.1. The first meeting of the Board of Supervisors of the term of the Board of Supervisors to elect the Head of the Board must be held within 07 (seven) days after the election date of the Board of Supervisors. The Board of Supervisors member with the highest number of votes shall convene the first meeting of the Board of Supervisors, planning the agenda, time and place of the meeting 05 (five) days before the scheduled meeting date. In case there are more than 01 (one) member with the highest number of votes and equal, the members shall elect by majority rule one of them to convene the meeting of the Board of Supervisors.
- 19.2. The Board of Supervisors meets regularly at least once a quarter and may be convened for extraordinary meetings to promptly resolve urgent matters. Extraordinary meetings of the Board of Supervisors are held upon 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 Board of Supervisors.

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- d) Two or more members of the Board of Supervisors.
  - e) General Director
  - f) Other cases as prescribed by law and ABBANK Charter.
- 19.3. Within 07 (seven) working days from the date of receipt of the written request for an extraordinary meeting of the Board of Supervisors, the Head of the Board of Supervisors must convene and conduct an extraordinary meeting of the Board of Supervisors.
- 19.4. The Board of Supervisors meeting shall be held after 3 (three) working days from the date of sending the notice to the members of the Board of Supervisors; in case of an extraordinary meeting, the notice period may be shorter according to the decision of the Head of the Board of Supervisors. The notice of the Board of Supervisors meeting shall be made in writing, clearly stating the meeting agenda, time, location and must be accompanied by necessary documents on the issues to be discussed and voted on at the Board of Supervisors meeting. The Board of Supervisors meeting may be held in the form of a face-to-face meeting or an online meeting and electronic voting in accordance with the provisions of the Charter and Internal Regulations on ABBANK governance. A member of the Board of Supervisors who cannot attend the meeting in person may send his/her voting opinion in writing, enclosed in a sealed envelope and delivered to the Chairman of the meeting at least 01 hour before the opening time. This written voting ballot shall only be opened in the presence of all members attending the meeting in person.
- 19.5. The Board of Supervisors meeting is held when 2/3 (two-thirds) or more of the Board of Supervisors members directly attend or authorize other members of the Board of Supervisors to attend the meeting. In case the first regular Board of Supervisors meeting is convened but the required number of members does not attend, the Head of the Board of Supervisors must convene a second Board of Supervisors meeting within no more than 7 (seven) days.
- 19.6. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer questions that need clarification.
- 19.7. Vote:
- a) Each member attending the Board of Supervisors meeting shall have one vote at the Board of Supervisors meeting. If a member of the Board of Supervisors is unable to attend the meeting, he/she may authorize in writing another member of the Board of Supervisors (who is permitted to vote) to vote on his/her behalf. A member of the Board of Supervisors with an interest related to the issue being decided by the Board of Supervisors shall not be allowed to vote on that issue, nor shall he/she be authorized by another member of the Board of Supervisors to vote on that issue.
  - b) If any doubt arises at a meeting concerning the interests of a member of the Board of Supervisors or concerning the voting rights of a member of the Board of Supervisors

and such doubt is not resolved voluntarily by that member of the Board of Supervisors agreeing to waive his voting rights, such doubt shall be referred to the Chairman of the meeting. The Chairman's decision shall be final and conclusive except in cases where the nature or extent of the interests of the relevant member of the Board of Supervisors is not clear.

- c) Any member of the Board of Supervisors related to a Contract or transaction that must satisfy certain conditions stated in the ABBANK Charter shall only be allowed to sign/approve if it is guaranteed to comply with the conditions stated in the ABBANK Charter and in accordance with the law. In this case, that member of the Board of Supervisors shall be considered to have a material interest in that contract and shall not be allowed to participate in voting on that issue.
- d) The decision of the Board of Supervisors shall be adopted if approved by the majority of the members of the Board of Supervisors who are entitled to vote at the meeting. In case of equal votes, the final decision shall belong to the side with the opinion of the Head of the Board of Supervisors or the member of the Board of Supervisors who is the Chairman of the meeting (in case the Head of the Board of Supervisors is absent or the Head of the Board of Supervisors does not convene the meeting as requested).

#### 19.8. Written opinion:

- a) In case the Head of the Board of Supervisors takes written opinions to pass a decision on an issue, the decision will be passed and have the same value as a decision passed at a meeting of the Board of Supervisors convened and held normally if:
  - The majority of members of the Board of Supervisors with voting rights agree on the issue put forward for consultation.
  - The number of members of the Board of Supervisors participating in the vote meets the requirement on the number of members required to hold a meeting of the Board of Supervisors.

The documents for collecting opinions, voting opinions of the members of the Board of Supervisors and the accompanying documents are valid and are managed and kept as the minutes of the Board of Supervisors meeting .

- b) The opinion form must have the following main contents:
  - Name and address of head office according to business registration. Number and date of issuance of ABBANK's business registration certificate.
  - Full name and contact address of Board of Supervisors members.
  - Purpose of consultation.
  - Opinion poll.



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- Voting options: Agree, disagree, no opinion.
  - The deadline for voting has been answered.
  - Full name and signature of the Head of the Board of Supervisors.

**Article 20. Minutes of meeting Board of Control**

- 20.1. The meeting of the Board of Supervisors must be fully recorded in the minutes book and can be recorded, recorded and stored in other electronic forms. The minutes of the meeting of the Board of Supervisors must be detailed and clear. The minutes of the meeting of the Board of Supervisors must be written in Vietnamese . The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting and must be jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Supervisors. The meeting chair is responsible for arranging to prepare and send the minutes of the meeting of the Board of Supervisors to the members of the Board of Supervisors and such minutes will be considered as conclusive evidence of the work conducted at such meetings, except in cases where there are complaints related to the content of such minutes within 10 (ten) days from the date of sending the minutes.
- 20.2. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.

**CHAPTER V****REPORTING AND DISCLOSURE OF BENEFITS****Article 21. Annual report**

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

- 21.1. Report on ABBANK's business results, on the performance of the Board of Directors and General Director to submit to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
- 21.2. Self-assessment report on performance of the Board of Supervisors and members of the Board of Supervisors.
- 21.3. Remuneration, operating expenses and other benefits of the Board of Supervisors. The contents of this report may be combined with the report on remuneration and operating expenses of the Board of Directors submitted by the Board of Directors to the Annual General Meeting of Shareholders.
- 21.4. Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors; results of monitoring the operational and financial situation of ABBANK.
- 21.5. Report on the assessment of transactions between ABBANK, its subsidiaries, other companies in which ABBANK controls more than fifty percent (50%) of charter capital with

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members of the Board of Directors, General Director and related persons of such members; transactions between ABBANK and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of transaction.

- 21.6. Results of supervision of the Board of Directors, General Director and other ABBANK executives.
- 21.7. Results of the assessment of the coordination of activities between the Board of Supervisors, the Board of Directors, the General Director and shareholders.
- 21.8. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit ABBANK's Financial Statements; approved auditing organizations to inspect ABBANK's activities when deemed necessary.

**Article 22. Remuneration, salary and benefits of the Board of Supervisors**

- 22.1. The remuneration or salary and other benefits (collectively referred to as remuneration) of the members of the Board of Supervisors shall be paid by ABBANK based on the requirements for performing duties, tasks, actual situation and business performance of ABBANK . The total remuneration of the Board of Supervisors shall be decided by the General Meeting of Shareholders at the annual meeting . The Chairman of the Board of Directors shall announce the remuneration level and ensure the payment of remuneration and other benefits of the members of the Board of Supervisors in accordance with the provisions of the ABBANK Charter and relevant regulations issued by the Board of Directors.
- 22.2. Members of the Board of Supervisors are paid and reimbursed for their meals, accommodation, travel expenses, and the use of independent consultants at reasonable levels and other reasonable expenses as prescribed by ABBANK when performing assigned tasks. The total remuneration and fees shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 22.3. The remuneration and operating expenses of the Board of Supervisors are included in ABBANK's business operating expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in ABBANK's annual financial statements.

**Article 23. Disclosure of related interests**

- 23.1. Members of ABBANK's Board of Supervisors must declare to ABBANK their related interests, including:
  - a) Name, enterprise code, head office address, business lines of the enterprise in which the member of the Board of Supervisors owns or owns capital contributions or shares; ratio and time of ownership or ownership of such capital contributions or shares;



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- b) Name, enterprise code, head office address of the enterprise or other economic organization in which you or you and a related person own capital contributions or shares of 5% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals;
  - c) Name, enterprise code, head office address of the enterprise or other economic organization of which you or you and a related person are a member of the Board of Directors, member of the Board of Members, controller, member of the Board of Supervisors, General Director (Director);
  - d) Other cases as prescribed by ABBANK Charter.
- 23.2. The declaration as prescribed in Clause 1 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to ABBANK within 07 working days from the date of the corresponding amendment or supplement.
- 23.3. Members of the Board of Supervisors and their related persons may only use information obtained through their positions to serve the interests of ABBANK.
- 23.4. Members of the Board of Supervisors are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between ABBANK, its Subsidiaries, and other companies in which ABBANK controls more than fifty percent (50%) of the charter capital with members of the Board of Supervisors or with related persons of members of the Board of Supervisors in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, ABBANK must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
- 23.5. Members of the Board of Supervisors and their related persons shall not use or disclose to others inside information to carry out related transactions.
- 23.6. A member of the Board of Supervisors, if to his/her knowledge, is involved, directly or indirectly, in 01 (one) contract, an agreement or 01 (one) proposed contract or an agreement expected to be entered into with ABBANK, must declare the nature of the related interests at the meeting of the Board of Directors and the meeting of the Board of Supervisors, where the Board of Directors and the Board of Supervisors will consider whether to enter into such contracts or agreements. If he/she later learns about the existence of such interests or in any other case, that member must notify at the nearest meeting of the Board of Directors and the nearest meeting of the Board of Supervisors after he/she learns that he/she has related interests.

**Article 24. Information Security**

- 24.1. Members of the Board of Supervisors shall handle all information and documents obtained within their scope and authority with necessary care and shall be responsible for keeping the information confidential according to ABBANK's confidentiality regulations.
- 24.2. Members of the Board of Supervisors are not allowed to disclose, publish or otherwise provide to third parties confidential information, ABBANK documents and information related to the business activities of customers, ABBANK, or information that ABBANK has not yet published to the outside.
- 24.3. Members of the Board of Supervisors are not allowed to disclose state secrets and business secrets of ABBANK that they know.
- 24.4. Do not copy or use confidential information during work at ABBANK except in necessary cases to perform ABBANK's tasks according to the provisions of law or with prior written agreement of the customer.
- 24.5. Information security is still maintained after the term of office of a member of the Board of Supervisors ends.

In case of violation of information security regulations as prescribed by ABBANK and/or by law, members of the Board of Supervisors shall be responsible and subject to sanctions as prescribed by ABBANK and/or by law and shall be responsible for compensating for any damages arising from their actions.

**CHAPTER VI****BOARD OF SUPERVISORS RELATIONSHIP****Article 25. Relationship between members of the Board of Supervisors**

The members of the Board of Supervisors have an independent relationship, not dependent on each other but have coordination and collaboration in common work to ensure good implementation of the responsibilities, rights and duties of the Board of Supervisors according to the provisions of law and ABBANK Charter. The Head of the Board of Supervisors is the person who coordinates the common work of the Board of Supervisors but does not have the right to control the members of the Board of Supervisors.

**Article 26. Relationship with Shareholders**

- 26.1. The Board of Supervisors shall report on its activities at the Annual General Meeting of Shareholders in accordance with the provisions of law and the Charter of ABBANK.
- 26.2. The Board of Supervisors shall conduct unscheduled reviews and inspections upon request of major shareholders or groups of major shareholders as prescribed in the ABBANK Charter and shall submit reports as prescribed in this regulation and the ABBANK Charter.

**Article 27. Relationship with the Board of Directors**

The Board of Supervisors has an independent relationship with the ABBANK Board of Directors, and is the unit that performs the function of supervising the activities of the Board of Directors.

**Article 28. Relationship with the Board of Directors**

The Board of Supervisors has an independent and coordinated relationship with the ABBANK Board of Directors, and is the unit that performs the function of supervising the activities of the Board of Directors.

**Article 29. Relationship with Internal Audit**

The Board of Supervisors shall direct, direct and supervise the Internal Audit department in accordance with the provisions of this Regulation and other relevant regulations.

**CHAPTER VII****IMPLEMENTATION PROVISIONS****Article 30. Effective Date**

- 30.1 The operating regulations of the Board of Supervisors of An Binh Commercial Joint Stock Bank include 07 chapters, 31 articles and take effect from the date of issuance .
- 30.2 Amendments and supplements to this Regulation shall be decided by the Board of Supervisors.
- 30.3 Members of the Board of Supervisors, General Director; Directors of Blocks/Headquarters; Business Units and individuals are responsible for implementing this Regulation.

**Article 31. Transitional provisions**

- 31.1 The Board of Supervisors for the 2023 - 2027 term of ABBANK still maintains the number of members as prescribed in Decision 15/QD-BKS.21 on promulgating the Operating Regulations of the Board of Supervisors of An Binh Commercial Joint Stock Bank until the end of the term, except in cases where ABBANK elects, appoints additional members or replaces members of the Board of Supervisors.
- 31.2 Members of the Board of Supervisors elected, appointed before date This Regulation takes effect without meeting the conditions and standards under Article 11 of this Regulation and/or falling into the cases of not being allowed to hold a position, or in the cases of not holding the same position as prescribed in Article 42, Article 43 of the Law on Credit Institutions, may continue to hold the position until the end of the term or until the end of the term of election or appointment.