

INTERNAL REGULATION ON GOVERNANCE (AMENDED)



Hanoi, March 27, 2025

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THỐNG QUA VĂN BẢN NÀY
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT
Vào ngày / on the date: 18-04-2025

SUBMISSION TO THE GENERAL MEETING OF SHAREHOLDERS

**On the Regulation on Internal Governance of
An Binh Commercial Joint Stock Bank – ABBANK (Revision)**

**To: The General Meeting of Shareholders
An Binh Commercial Joint Stock Bank (ABBANK).**

I. REQUIREMENTS OF PROMULGATION

1. Pursuant to the requirements specified in Article 210; Clause 2, Clause 3, Article 270; Clause 6, Article 278 of 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; Referring to the Model Internal Regulation on the governance of public companies issued together with Circular No. 116/TT-BTC dated December 31, 2020 of the Ministry of Finance, the Board of Directors submitted to the General Meeting of Shareholders for approval the Regulation on Internal Governance of An Binh Commercial Joint Stock Bank (ABBANK) at the 2021 annual meeting.
2. Pursuant to the Resolution of the General Meeting of Shareholders, the Board of Directors has issued this Regulation under Decision No. 73/QĐ-HDQT.21 dated May 20, 2021. The content of the Regulation on Internal Governance of ABBANK is developed and issued based on the provisions of the Law on Credit Institutions 2010 (amended and supplemented in 2017), the Law on Enterprises 2020, the Law on Securities 2019, Decree No. 155/2020/ND-CP and the Model Regulation according to Circular No. 116/TT-BTC dated December 31, 2020 and ABBANK's Charter.
3. On January 18, 2024, the new Law on Credit Institutions (Law on Credit Institutions 2024) was passed, effective from July 1, 2024, replacing the Law on Credit Institutions 2010 (amended and supplemented in 2017), with many new provisions specific to the organization, management and operation of credit institutions. In compliance with the provisions of the Law on Credit Institutions 2024 and the requirements of the State Bank, the Board of Directors directed and organized the review and reconstruction of the ABBANK Charter. At the same time, the Regulation on Internal Governance of ABBANK were also reviewed and updated in line with the new Charter to be submitted to the General Meeting of Shareholders.

The Board of Directors respectfully submits to the General Meeting of Shareholders the draft Regulation on Internal Governance of ABBANK.

II. STRUCTURE AND CONTENT OF THE DRAFT REGULATION

1. The draft Regulation retains the structure of 8 chapters with 35 Articles, specifically:

Chapter I: General provisions (from Article 1 to Article 3): Prescribing the scope of regulation, subject of application, explanation of terms and basic principles of internal governance.

Chapter II: General Meeting of Shareholders (from Article 4 to Article 21): Provisions on the Roles, powers and responsibilities of the General Meeting of Shareholders; Convention a meeting of the General Meeting of Shareholders; The list of shareholders who are entitled to attend the meeting; Notice to convene the meeting; Agenda and content of the meeting; Attendance, authorization and registration for the meeting; Conditions for conducting the meeting; Chairman, Secretary, Board of Supervisors; Passing resolutions at the meeting; Conditions for passing resolutions of the General Meeting of Shareholders; Minutes of the meeting; Announcing the resolution and the way to oppose the resolution of the General Meeting of Shareholders; Reports of the Board of Directors, Board of Supervisors, General Director at the General Meeting of Shareholders; The meeting of the General Meeting of Shareholders in the form of online and electronic voting; Approval decisions of the General Meeting of Shareholders by way of collecting written opinions; and Expenses related to the General Meeting of Shareholders.

Chapter III: Board of Directors (from Article 22 to Article 27): Regulating roles and responsibilities of the Board of Directors; Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors; The meeting and collecting opinions of the members of the Board of Directors to pass decisions of the Board of Directors; Standing Board of Directors; Committees of the Board of Directors; Company Secretary and Corporate Governance Person.

Chapter IV: Board of Supervisors (Article 28)

Chapter V: General Director (Article 29)

Chapter VI: Coordination between the Board of Directors, Board of Supervisors and General Director (Articles 30 to 32): Stipulating the working relationship between the Board of Directors and the Executive; between the Board of Directors and the Board of Supervisors and between the Board of Supervisors and the Executive.

Chapter VII: Evaluation of activities of the Board of Directors, Board of Supervisors and General Director (Article 33)

Chapter VIII: Organization of implementation (Articles 34 and 35).

2. The content of the draft Regulation is consistent and synchronous with the relevant provisions of the new draft Charter that has just been reviewed and updated according to the Law on Credit Institutions 2024 and is being submitted to the General Meeting of Shareholders, while ensuring that it meets the requirements and provisions of other relevant legal documents. The draft Regulation have also been consulted and commented on by the Board of Supervisors, the General Director and relevant units before being submitted to the Board of Directors.
3. During the drafting process, the contents of draft Regulation were consulted with and revised based on comments from the Board of Supervisors, Internal Audit and legally reviewed by the Legal and Compliance Division before reporting to the Board of Directors for submission to the General Meeting of Shareholders.

III. RECOMMENDATION

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the draft Regulation on Internal Governance of ABBANK (Draft attached) and assigning the Board of Directors to issue this Regulation./.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed)

Dao Manh Khang