

# **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS (AMENDED)**





Hanoi, March 27, 2025

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

## SUBMISSION TO THE GENERAL MEETING OF SHAREHOLDERS

### Regulation on the Operation of the Board of Directors 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

The Regulation on the Operation of the Board of Directors of An Binh Commercial Joint Stock Bank (ABBANK) were approved by the General Meeting of Shareholders at the 2021 annual meeting. Pursuant to the Resolution of the General Meeting of Shareholders, the Board of Directors issued this Regulation under Decision No. 74/QĐ-HDQT.21 dated May 20, 2021.

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 order to comply with the provisions of the Law on Credit Institutions 2024, it is necessary to review and amend the current Regulation on the Operation of the Board of Directors and must be implemented together with the amendment of the ABBANK Charter and the Regulation on Internal governance of ABBANK to create consistency in the framework of the most important governance documents of ABBANK.

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

## II. STRUCTURE AND CONTENT OF THE DRAFT REGULATION

1. The structure of draft Regulation compared to the current Regulation has an additional chapter (Chapter V, from Article 19 to Article 21) specifically regulating the approval of contracts and transactions with related persons. Accordingly, the draft Regulation has a structure of 8 chapters with 29 Articles. Specifically:

**Chapter I: General provisions (from Article 1 to Article 3):** Stipulated on the scope of regulation, subjects of application, interpretation of terms and principles of operation of the Board of Directors. The important amendment in this Chapter is to update the definition of Related Person (Article 2) with the content of subjects being expanded according to the provisions of the Law on Credit Institutions 2024.

**Chapter II: Members of the Board of Directors (from Article 4 to Article 10):** Regulated on the rights and obligations of members of the Board of Directors, the right to information of members of the Board of Directors; Term and number of members of the Board of Directors; Standards and conditions of members of the Board of Directors; Chairman of the Board of Directors; Dismissal, removal, replacement and addition of members of the Board

of Directors; Method of election and notification of election, dismissal, removal of members of the Board of Directors.

**Chapter III: Board of Directors (from Article 11 to Article 15):** Stipulated on the roles and duties of the Board of Directors; Duties and powers of the Board of Directors in approving and signing transaction contracts with related parties; Responsibilities of the Board of Directors in convening extraordinary meetings of the General Meeting of Shareholders; Standing Committee of the Board of Directors; Committees of the Board of Directors.

**Chapter IV: Board of Directors Meeting (from Article 16 to Article 18):** Regulated on Board of Directors Meeting; Approval of Board of Directors' decisions; Obtaining opinions to approve Board of Directors' decisions.

**Chapter V: Approval of transactions with related persons (from Article 19 to Article 21):** Specified the Approval of contracts and transactions with related persons outside the scope of credit granting; Approval of contracts and transactions with related persons regarding credit granting; Requirements for preparation and approval of contracts and transactions with related persons.

**Chapter VI: Reporting and disclosure of benefits (from Article 22 to Article 24):** Regulated on Annual reporting; Remuneration, bonuses and other benefits of members of the Board of Directors; Disclosure of related benefits.

**Chapter VII: Relationship of the Board of Directors (Articles 25 to 27):** Stipulated on the relationship between members of the Board of Directors; Relationship with the Executive Board; Relationship with the Supervisory Board. In this Chapter, there are additional regulations on the relationship between the Board of Directors and the General Director in the Board of Directors' implementation of senior management supervision of internal control, risk management and internal assessment of capital adequacy according to the provisions of Articles 10.1, 11.1 and 12.1 of Circular 13/2018/TT-NHNN and the coordination mechanism between the Board of Directors and the Board of Supervisors according to the provisions of Article 65.2 of Circular 13/2018/TT-NHNN.

**Chapter VIII: Implementation (Articles 28 and 29):** Entry into force and Amendments and supplements to the Regulation.

2. The specific contents of the provisions in the draft Regulation have been reviewed and amended and supplemented based on the provisions of the Law on Credit Institutions 2024, referring to the applicable provisions of the Law on Enterprises 2020 (amended and supplemented in 2022), the Law on Securities 2019 (amended and supplemented in 2025), Decree No. 155/2020/ND-CP, the Model Charter according to Circular No. 116/TT-BTC dated December 31, 2020; at the same time, ensuring consistency with the provisions of the draft Charter that have been reviewed and updated to submit to the General Meeting of Shareholders at this year's annual meeting.
3. During the drafting process, the contents of draft Regulation were consulted with and revised based on comments from the Supervisory Board, 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 Operation of the Board of Directors of ABBANK (Draft attached) and assigning the Board of Directors to issue these Regulation./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**Dao Manh Khang**