



**Attn.: TECHCOMBANK'S SHAREHOLDERS**

***Re: Tentative additional self-nomination and nomination of candidates for the Board of Directors for the 2019-2024 term***

The Annual General Meeting of Shareholders in 2019 elected 08 members of the Board of Directors for the 2019-2024 term.

Pursuant to the law and the Charter of Techcombank and based on the Bank's human resource needs for more effective implementation of the Board's roles and responsibilities in the implementation of the Bank's development plans and strategies, the Board hereby would like to announce the self-nomination and nomination of 01 (one) additional Board member for the 2019-2024 term according to the following criteria and conditions.

**Members of the Board of Directors must meet the following criteria and conditions:**

1. Not being listed as the following people:
  - a. Minors; people with limited or no capacity;
  - b. People who are penally prosecuted or are serving sentences or court rulings;
  - c. People who have been sentenced for ownership infringement, yet their criminal records have not been cleared; people who have been convicted of serious crimes or worse;
  - d. State employees, civil servants and managers at deputy departmental head level or higher in state-owned enterprises who hold 50% or more of such enterprises' charter capital, except for people who are appointed as the State's representative for management of its contributed capital to Techcombank;
  - e. Officers, non-commissioned officers, professional soldiers, or defense workers in organizations and units of Vietnam People's Army; professional officers and non-commissioned officers in organizations and units of Vietnam People's Public Security, except for people who are appointed as the State's representative for management of its contributed capital to Techcombank;

- f. People who are not allowed to assume managerial or executive roles in accordance with laws on State employees and civil servants and anti-corruption laws;
  - g. Former owners of private enterprises, business partners of partnerships, Chief Executive Officers (Directors), members of Boards of Directors, members of Members' Boards, members of Supervisory Boards of enterprises, heads or members of management boards of cooperatives at the time when such enterprises or cooperatives are declared bankrupt except for cases where their bankruptcy is caused by force majeure;
  - h. Legal representatives of enterprises at the time when such enterprises' business is suspended or they are forced to wind up due to their serious violations of the law, except for cases where they represent such enterprises at the request of competent state regulators to reorganize and strengthen them;
  - i. People who have been removed from the offices of Chairmen of Boards of Directors, members of Boards of Directors, heads of Supervisory Boards, members of Supervisory Boards, or Chief Executive Officers (Directors) of credit institutions as per Article 37 of the Law on Credit Institutions, or people who are ruled by competent authorities as having committed violations leading to the revocation of credit institutions' business licenses;
  - j. People who are, at the discretion of auditors, responsible for credit institutions or foreign bank branches being administratively sanctioned and subject to the highest fines due to violations of regulations on licensing, governance, management, shareholding, capital contribution, share purchases, credit extension, corporate bond purchases, or prudential ratios in accordance with laws on handling administrative violations in the monetary and banking sector.
2. Not double-hatting in the following cases:
- A member of the Board of Directors must not concurrently hold the following positions:
- a. A member of Techcombank's Supervisory Board;
  - b. A manager of another credit institution, except where such institution is a subsidiary of Techcombank;
  - c. A member of the Boards of Directors of more than 05 companies.
- 3. Having work ethic.
  - 4. Holding a university degree or higher.
  - 5. Having at least three (03) years as a manager or an executive of a credit institution or having at least five (05) years as a manager or an executive of an enterprise in finance, banking,

accounting or auditing, or of an enterprise whose owner equity at least equals the legal capital required of a commercial joint-stock bank, or having at least five (05) years of personal experience in a functional unit in finance, banking, accounting or auditing.

6. Independent member of the Board of Directors must fully satisfy criteria and conditions for member of the Board of Directors specified in Clauses 1, 2, 3, 4, 5 aforementioned and the followings:
  - a. Not working for Techcombank or Techcombank's subsidiaries or used to work for Techcombank Techcombank's subsidiaries within the most recent three (03) years;
  - b. Not enjoying salaries, allowance of Techcombank other than payment for Board of Directors members under regulations;
  - c. Having no spouse, parent, child, sibling and spouse of these persons being major shareholder of credit institutions, managers or member of Supervisory Board of credit institutions or their subsidiaries;
  - d. Neither directly nor indirectly owning or representing ownership of 1% or more of the charter capital or voting share capital of Techcombank; together with his/her related persons not owning 5% or more of the charter capital or voting share capital of Techcombank;
  - e. Not being a manager, member of Techcombank Supervisory Board at any time within the most recent five (05) years.

## **I. REGULATIONS ON SELF-NOMINATION AND NOMINATION:**

As per Clause 11, Article 54 of the Charter of Techcombank.

## **II. REGULATIONS ON SELF-NOMINATION AND NOMINATION DOCUMENTS AND RELATED PROCEDURES:**

### **1. Document list:**

- a. Nomination or self-nomination forms for membership of the Board of Directors for the 2019-2024 term; candidates must ensure they meet standards and conditions prescribed by law and the Charter of Techcombank;
- b. Candidates' CVs: as per the forms prescribed in Appendix 01 appended to the Governor of State Bank's Circular No. 22/2018/TT-NHNN dated 05/9/2018 on procedures and documents for approval of tentative personnel lists of commercial banks, non-bank credit institutions and foreign bank branches (hereinafter referred to as Circular 22) and Circular

No. 13/2019/TT-NHNN dated 21/8/2019 amending a number of articles of Circular No. 22/TT-NHNN.

- c. Candidates' criminal records: as per Clause 4, Article 6 of Circular No. 22 and Circular No. 13/2019/TT-NHNN dated 21/8/2019 amending a number of articles of Circular No. 22.
- d. A list of related persons: as per the form prescribed in Appendix 02 appended to Circular No. 22;
- e. Copies of diplomas and certificates (certified, notarized) as proof of candidates' technical qualifications as per Clause 6, Article 6 of Circular No. 22;
- f. Documents as proof of candidates' eligibility for membership of the Board of Directors as per Clause 7, Article 6 of Circular No. 22;
- g. Certified or notarized copies of candidates' personal identification cards/passports.

## **2. Principles of document preparation:**

Candidates' documents shall be prepared in accordance with Circular No. 22 and documents amending Circular No. 22, and shall adhere to the following principles:

- a. Such documents must be set down in Vietnamese. Documents that are issued, notarized or certified by competent overseas organizations must be consularly legalized in accordance with Vietnamese laws (except for documents exempt from consular legalization in accordance with laws on consular legalization) and be translated into Vietnamese;
  - b. Translated versions from foreign languages into Vietnamese must be notarized or signed off by their translators in accordance with the law;
  - c. Copies of such documents must be true or certified copies in accordance with the law;
  - d. Regarding documents prepared by candidates themselves, their signatures must be authenticated in accordance with the law.
- 3.** Candidates shall send 02 (two) sets of documents in person or by courier to the office of the Board of Directors of Techcombank at the address: 9th floor of Techcombank Tower, 191 Ba Trieu, Hai Ba Trung District, Hanoi; Telephone: 024-39446368 (ext 1512);
- 4.** Deadline for receipt of documents: 17:00 day 24/02/2021. Documents received by the Head Office of Techcombank after the above deadline shall not be deemed valid.

5. According to the law, lists of nominated and self-nominated candidates must be approved by the State Bank of Vietnam before General Meetings of Shareholders can elect such candidates to be members of the Board of Directors.

Best regards,

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

**Recipients:**

- *Techcombank's shareholders;*
- *Office of the Board of Directors.*

***Ho Hung Anh***