

CONTROL TABLE

DRAFTED BY
BOARD OF DIRECTORS' OFFICE
28/4/2021
<i>(Signed)</i>
<i>Nguyen Tuan Minh</i>

CONTROLLED BY
CORPORATE AFFAIRS DIVISION
28/4/2021
<i>(Signed)</i>
<i>Nguyen Thi Phong Thuy</i>

DIRECTED AND CONTROLLED BY
CHIEF EXECUTIVE OFFICER
04/5/2021
<i>(Signed)</i>
<i>Jens Lottner</i>

APPROVED BY
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
05/5/2021
<i>(Signed)</i>
<i>Ho Hung Anh</i>

TABLE OF CONTENTS

CHAPTER I: GENERAL PROVISIONS	7
ARTICLE 1: GOVERNING SCOPE AND APPLICABLE ENTITIES	7
ARTICLE 2: DEFINITIONS/ABBREVIATIONS.....	7
ARTICLE 3: BOD AND ITS STRUCTURE	7
ARTICLE 4: OPERATING PRINCIPLES OF THE BOD.....	8
ARTICLE 5: PRINCIPLES OF DELEGATION/AUTHORIZATION OF BOD AND BOD CHAIRMAN.....	8
CHAPTER II. DUTIES AND AUTHORITIES OF BOARD OF DIRECTORS AND ITS MEMBERS.....	8
ARTICLE 6: DUTIES AND AUTHORITIES OF BOD	8
ARTICLE 7: DUTIES AND AUTHORITIES OF CHAIRMAN OF BOARD OF DIRECTORS	11
ARTICLE 8: DUTIES AND AUTHORITIES OF BOD MEMBERS.....	12
ARTICLE 9: OBLIGATIONS OF CHAIRMAN AND BOD MEMBERS.....	13
CHAPTER III: ELIGIBILITY CRITERIA AND CONDITIONS FOR ELECTION, APPOINTMENT, AND DISMISSAL OF BOD MEMBERS	13
ARTICLE 10: PEOPLE UNAUTHORIZED TO UNDERTAKE POSITIONS	13
ARTICLE 11: PEOPLE UNAUTHORIZED TO HOLD MULTIPLE POSITIONS CONCURRENTLY.....	15
ARTICLE 12: AUTOMATIC DISQUALIFICATION AND DISMISSAL	15
ARTICLE 13: SUSPENSION AND TEMPORARY SUSPENSION	16
ARTICLE 14: ELIGIBILITY CRITERIA AND CONDITIONS FOR MEMBERS OF BOARD OF DIRECTORS.....	16
ARTICLE 15: ELIGIBILITY CRITERIA AND CONDITIONS FOR INDEPENDENT MEMBERS OF BOARD OF DIRECTORS	16
CHAPTER IV: BOARD OF DIRECTORS MEETINGS AND COLLECTION OF WRITTEN OPINIONS.....	17
ARTICLE 16: REGULATIONS ON MEETINGS AND TYPES OF MEETINGS.....	17
ARTICLE 17: REGULATIONS ON THE FIRST MEETING OF THE BOARD OF DIRECTORS	17
ARTICLE 18: REGULATIONS ON AD-HOC MEETINGS OF THE BOARD OF DIRECTORS	17
ARTICLE 19: CONDITIONS FOR CONDUCTING A BOARD OF DIRECTORS MEETING.	18
ARTICLE 20: NOTIFICATION AND PREPARATION OF THE AGENDA OF A BOARD OF DIRECTORS MEETING	18
ARTICLE 21: BOARD OF DIRECTORS MEETING MINUTES.....	19
ARTICLE 22: RESOLUTIONS ADOPTED IN A BOARD OF DIRECTORS MEETING.....	19
ARTICLE 23: COLLECTION OF WRITTEN OPINIONS FROM BOARD OF DIRECTORS MEMBERS.....	20
CHAPTER V: RELATIONS OF THE BOARD OF DIRECTORS	21
ARTICLE 24. RELATIONS AMONG MEMBERS OF THE BOARD OF DIRECTORS	21

ARTICLE 25. RELATIONS WITH CHIEF EXECUTIVE OFFICER AND THE MANAGEMENT TEAM.....	21
ARTICLE 26. RELATION WITH THE SUPERVISORY BOARD	21
CHAPTER VI: OTHER PROVISIONS.....	21
ARTICLE 27: REMUNERATION AND OPERATING EXPENSES	21
ARTICLE 28: INTEREST DECLARATION	22
CHAPTER VII: EFFECTIVENESS	22
ARTICLE 29: IMPLEMENTATION RESPONSIBILITIES.....	22
DOCUMENT MANAGEMENT	23
REFERENCES.....	23

CHANGE LOG

Issuance	Issuing date	Revised article/item	Content (name of article/item)	Page	Reason to revise (Briefing)
02	27/5/2014	Paragraph 6.2.b	Duties and authorities of BOD	5	To align with the organizational structure of Techcombank system
		Paragraph 6.2.c	Duties and authorities of BOD	6	To align with the organizational structure of Techcombank system
		Paragraph 6.2.d	Duties and authorities of BOD	6	To align with the organizational structure of Techcombank system
		Clause 6.3	Duties and authorities of BOD	6	To align with the organizational structure of Techcombank system
		Clause 7.12	Duties and authorities of Chairman of BOD	9	To align with the organizational structure of Techcombank system
		Clause 21.3	BOD meeting minutes	16	To align with the organizational structure of Techcombank system
		Clause 23.2	Collection of written opinion from members of BOD	17	To align with the organizational structure of Techcombank system
		Clause 23.3	Collection of written opinion from members of BOD	17	To align with the organizational structure of Techcombank system
		Clause 23.5	Collection of written opinion from members of BOD	17	To align with the organizational structure of Techcombank system
		Clause 23.6	Collection of written opinion from members of BOD	18	To align with the organizational structure of Techcombank system
03/00	23/3/2018	Paragraph 6.2.3	Modify the duties and authorities of		To align with Phù hợp với Clause 5 Article 63

Issuance	Issuing date	Revised article/item	Content (name of article/item)	Page	Reason to revise (Briefing)
			BOD		Law on Credit Institutions 2017 and the Charter.
		Clause 7.12	Modify the duties and authorities of Chairman of BOD		To align with Clause 5 Article 63 Law on Credit Institutions 2017 and the Charter.
		Article 11	People unauthorized to hold multiple positions concurrently		To align with: (i) Circular No. 71/2017/NĐ-CP (ii) Law on Credit Institutions 2017; and the Charter
		Clause 14.3	Modify the eligibility criteria and conditions for members of BOD		To align with Paragraph 50.1.c, 50.1.d Law on Credit Institutions 2017
		Paragraph 16.2.1	Regulations on meetings and types of meetings		To align with actual operations
		Clause 18.2	Regulations on ad-hoc meetings of the BOD		To align with 45.2.a Law on Credit Institutions 2017; and the Charter
		Clause 25.4	Implementation responsibilities		To align with actual operations
		Modify “subsidiaries/ depended company”	Whole document		To align with the Charter
04/00	26/4/2019	Clause 3.1 and Clause 3.7	BOD and its structure		To align with the Charter
		Article 5	Principles of delegation/authorization of BOD and BOD Chairman		To align with the Charter

Code: QC- VPHĐQT/05

Effective date: 24/4/2021

Revision: 05/00

Issuance	Issuing date	Revised article/item	Content (name of article/item)	Page	Reason to revise (Briefing)
		Article 6	Duties and authorities of BOD		To allign with the Charter and actual operations
		Article 7	Duties and authorities of Chairman of BOD		To allign with the Charter and actual operations
		Article 10	People unauthorizd to undertake positions		To allign with the Charter
		Article 23	Collection of written opinion from members of BOD		To allign with the Charter
05/00		Whole document			Comply with Law on Securities 2019, Law on Enterprises 2020, Decree on guidance/ relevant legal documents and revision of Techcombank's Charter

STATUTE NO. 008/QC DATED 05/05/2021**(Ref: Organization and Operation of Board of Directors of Vietnam Technological and Commercial Joint Stock Bank)****CHAPTER I: GENERAL PROVISIONS****ARTICLE 1: GOVERNING SCOPE AND APPLICABLE ENTITIES****1.1. Governing scope**

Statute on organization and operation of Board of Directors of Vietnam Technological and Commercial Joint Stock Bank provides for personnel organization, operational principles and mechanism, authorities, functions and duties of the Board of Directors (BOD) and BOD members in order to govern the Bank in compliance with Charter of Vietnam Technological and Commercial Joint Stock Bank⁽¹⁾ and effective regulations of law.

1.2. Applicable entities

This Statute is consistently applied at Vietnam Technological and Commercial Joint Stock Bank and its subsidiaries.

ARTICLE 2: DEFINITIONS/ABBREVIATIONS

2.1. “Techcombank”: Vietnam Technological and Commercial Joint-Stock Bank

2.2. “BOD”: Board of Directors of Techcombank

2.3. “BOS”: Supervisory Board of Techcombank

2.4. “BOD Chairman”: Chairman of Board of Directors of Techcombank

2.5. “BOD Member”: Member of Board of Directors of Techcombank

2.6. “Techcombank system”: including Techcombank and its subsidiaries.

ARTICLE 3: BOD AND ITS STRUCTURE

3.1. The Board of Directors is the governing body of Techcombank, which has full authorities, in the name of Techcombank, to exercise rights and obligations of Techcombank, except for issues within the authority of the Annual General Shareholders Meeting.

3.2. The Board of Directors must have at least 05 (five) members and no more than 11 (eleven) members among which at least 01 (one) must be independent member. At least a half of the total number of Board of Directors’ members are independent and non- executive members.

3.3. Any individual and his related persons or those who are representative for contributed capital of a shareholder being an organization and their related persons thereof have the right to participate in the BOD but shall not account for more than 1/3 (one third) of the total number of the Board of Directors’ members, except for the case of the representative of State’s contributed capital.

3.4. Tenure of the Board of Directors shall be 05 years, except for additional member selection or member replacement. Tenure of the Board of Directors member shall not exceed 05 years. A member of the Board of Directors may be re-elected or re-appointed with unlimited number of tenures. Tenure of a supplement or substitute member of the Board of Directors shall be the remaining period of that BOD tenure. The BOD of a completed tenure shall continue operating until new BOD takes over the business.

3.5. In case the number of members of the Board of Directors is less than two-thirds (2/3) of total

number of members of the tenure or less than minimum members as stipulated by Techcombank Charter^(v), then within sixty (60) days as from the date of insufficient member, Techcombank must supplement the number of Board of Directors members.

- 3.6.** The BOD consists of BOD Chairman, Vice Chairmen and members. Chairman and Vice Chairmen are voted or dismissed by BOD members on the majority principle in the form of ballot or votes. If there are more than two (02) Vice Chairmen, one (01) first Vice Chairman may be elected (if necessary).
- 3.7.** The BOD establishes Committees/Boards to perform its duties and authorities in accordance with this Statute, Techcombank Charter^(v) and legal regulations, including but not limited by the following Committees/Boards:
- 3.7.1. Nomination and Remuneration Committee (NORCO)
 - 3.7.2. Board Risk Committee (BRG)
 - 3.7.3. Other Committees/Boards
- 3.8.** The BOD uses its management apparatus and stamp of the bank to exercise its duties and authorities.

ARTICLE 4: OPERATING PRINCIPLES OF THE BOD

- 4.1.** The BOD works on a collective principle in collaboration with the management and coordination by BOD Chairman. BOD members shall be responsible for their own assignment and be jointly responsible to BOD Chairman, Annual Shareholders Meeting and law.
- 4.2.** Resolutions and decisions of the BOD are compulsory to all units and individuals across Techcombank system.
- 4.3.** All activities of the BOD, BOD members and assistant units of the BOD must ensure compliance with laws and Techcombank Charter^(v), ensuring Techcombank's interests.

ARTICLE 5: PRINCIPLES OF DELEGATION/AUTHORIZATION OF BOD AND BOD CHAIRMAN

- 5.1.** BOD Chairman authorizes a Deputy BOD Chairman or a BOD member in writing to take over his/her business during his or her absence from the bank and/or non-participation in handling works at the Bank. Where the authorized person is not available or BOD Chairman does not have sufficient legal capacity or is prohibited or restricted in accordance with the laws, the remaining members shall elect one of these members to hold the position of Chairman of the Board of Directors on the majority rules until when BOD Chairman signs off a new decision.
- 5.2.** During the implementation, Chairman and Members of BOD are obligated to perform their works in accordance with the delegations, applicable laws and Techcombank's regulations.
- 5.3.** As the legal representative, BOD Chairman is eligible to authorize another person to perform the work of legal representative in line with applicable laws and Techcombank regulations.

CHAPTER II. DUTIES AND AUTHORITIES OF BOARD OF DIRECTORS AND ITS MEMBERS

ARTICLE 6: DUTIES AND AUTHORITIES OF BOD

- 6.1** To make decisions on the strategy, medium-term development plan and annual business plan

- of Techcombank.
- 6.2** To develop and issue internal documents on organization, management, execution and risk control and management to ensure that the operation of Techcombank is managed and controlled in a comprehensive, safe and effective way;
 - 6.3** To make decisions on the organizational structure of Techcombank system, which includes Councils/Committees established by BOD, Executive Board, all units under Techcombank's business network (branches, transaction offices...) and subsidiaries, representative offices and non-business professional units of Techcombank;
 - 6.4** To appoint, release from duty, discipline, suspend and determine remuneration, bonuses and other benefits for positions of Chief Executive Officer, Deputy Chief Executive Officer and equivalent positions (if any), Chief Accountant, positions directly providing advice to and supporting BOD (Advisor to BOD, Secretary of BOD, Chief Secretary, or person in charge of governance etc.), managers of branches, Subsidiaries, non-business professional units, Chiefs of Representative Office and other positions under authority of BOD;
 - 6.5** To make decisions on development of Techcombank network in the form of establishment/setting-up or conversion of type of business, closing down of branches, transaction offices,... representative office or establishment of non-business professional units of Techcombank etc.; and at the same time, making decisions on necessary standards and other issues in relation to each types of business in Techcombank network;
 - 6.6** To approve plans for capital contribution, joint venture, share acquisition or sale/transfer/withdrawal of capital in projects, organizations, enterprises or other credit institutions to be carried out by Techcombank or Subsidiaries of Techcombank;
 - 6.7** To appoint or replace representative(s) of Techcombank's capital contributed in projects, organizations, enterprises or other credit institutions;
 - 6.8** To make decisions on matters relating to granting credit and providing services in accordance with the laws and Techcombank Charter ⁽¹⁾.
 - 6.9** To make decisions on investment, transactions to purchase or sell Techcombank's assets with value of from 10% to less than 20% of Techcombank's charter capital as recorded in the latest audited financial statements;
 - 6.10** To approve of transactions and contracts of Techcombank with its Subsidiaries, Affiliates; contracts of Techcombank with member(s) of Board of Directors, member(s) of Supervisory Board, Chief Executive Officer, major shareholder(s) and their related persons with value equal to or less than 20% of Techcombank's Charter Capital as recorded in the latest audited financial statements or other percentage as regulated in Techcombank's Charter ⁽¹⁾. Techcombank's representative in charge of signing off contracts and transactions must inform members of BOD and BOS the entities related to such contracts and transactions and attach the contract draft or key transaction content. BOD decides whether to accept the contracts and transactions within 15 days since receiving notice, unless otherwise as regulated in Techcombank's Charter. In this case, the related members are not entitled to vote;
 - 6.11** To approve of agreements for loans, capital mobilization, credit provision, pledge and

- mortgage of Techcombank's assets valued at or more than 35% of the total asset value as recorded in the latest financial statement of Techcombank.
- 6.12** To make decision on selection of an independent audit organization (in the list as approved by GSM and accepted by BOS) for Techcombank and subsidiary of Techcombank.
- 6.13** To be entitled to nominate candidates to BOD in the case where the number of nominated or applied candidates is less than the required number of members of BOD to be elected and/or the nominated or applied candidates are considered unsatisfactory with the criteria and conditions provided in Techcombank Charter and related internal regulations of Techcombank.
- 6.14** To approve detailed implementation of business plans as proposed by the Chief Executive Officer.
- 6.15** To inspect, supervise and direct Chief Executive Officer, Deputy Chief Executive Officer and equivalent positions to carry out their assigned tasks; to annually evaluate performance of Chief Executive Officer, Deputy Chief Executive Officer and equivalent positions.
- 6.16** To review, approve and publish the annual report of Techcombank in accordance with the laws.
- 6.17** To select a professional valuation organization to value the assets used for capital contribution of Techcombank, which are not in the form of Vietnam dong, freely convertible foreign currencies and gold in accordance with the laws.
- 6.18** To acquire State Bank of Vietnam's approval or acceptance for issues in accordance with the laws.
- 6.19** To recommend a restructuring or dissolution or filing for bankruptcy of the bank.
- 6.20** To make decisions on offering unsold shares within the number of shares allowed to be offered of each class issued by Techcombank. To make decisions on the price at which shares, bonds, convertible bonds, and bonds with ownership certificates of Techcombank shall be offered.
- 6.21** To make decisions on buyback of shares of Techcombank in accordance with *Techcombank Charter*⁽¹⁾ and the provisions of laws.
- 6.22** To submit annual financial statements of Techcombank to General Meeting of Shareholders.
- 6.23** To recommend the General Meeting of Shareholders to make decisions on the plan for distribution of profit and dividend to be paid; to determine time limits and procedures for payment of dividends or settlement of losses incurred during business operation;
- 6.24** To prepare materials and relevant documents to submit to the General Meeting of Shareholders for deciding on issues under the authority of General Meeting of Shareholders, except for those subject to the functions and duties of Supervisory Board.
- 6.25** To approve of program, agenda, documents for General Meeting of Shareholders; to convene a General Meeting of Shareholders or to collect written opinions of shareholders for the General Meeting of Shareholders' approval of decisions.
- 6.26** To arrange for implementation, inspection and supervision over the execution of the resolutions and decisions of General Meeting of Shareholders or of BOD.
- 6.27** To establish Committees/Boards and/or bodies under BOD to consult, advise and assist BOD

in performing one or more of BOD's duties and powers in accordance with the laws and *Techcombank Charter*⁽¹⁾. To decide entirely on the establishment and dissolution of and to provide for the functions, duties, powers as well as operational mechanism and decision-making mechanisms of the above Committees, Boards and/or bodies.

6.28 To be responsible before the law, before General Meeting of Shareholders for performance of the duties and powers prescribed by the laws, by *Techcombank Charter*⁽¹⁾ or assigned / delegated / authorized by General Meeting of Shareholders.

6.29 Other duties and powers in accordance with *Techcombank Charter*⁽¹⁾ and provisions of laws.

ARTICLE 7: DUTIES AND AUTHORITIES OF CHAIRMAN OF BOARD OF DIRECTORS

BOD Chairman is the legal representative of Techcombank and has the following duties and authorities:

7.1. To develop working programs and action plans of the Board of Directors

7.2. Convene, lead and chair Board of Directors Meetings

7.3. To conduct the preparation of the agenda, contents and materials for a meeting and the approval of resolutions and decisions of the Board of Directors

7.4. To sign resolution, decision of BOD on behalf of BOD.

7.5. To conduct and supervise the implementation process of resolutions and decisions made by the Board of Directors

7.6. To chair the meeting of Annual Shareholders Meeting

7.7. To ensure that all members of the Board of Directors receive information in a full, objective, accurate manner and have enough time to discuss all the issues that need considering by the Board of Directors

7.8. To set up working program and assign duties to BOD members to perform the governance on Techcombank operation. Specific assignment of duties to each member will be presented in writing and approved by BOD Chairman.

7.9. To supervise BOD members in implementing their duties as assigned and their authorities

7.10. To supervise CEO, Deputy CEO and equivalent positions in implementing resolutions and decisions of the BOD

7.11. To evaluate performance of each member, Committees/Councils of the BOD at least once per year and report to General Shareholders' Meeting about the evaluation result

7.12. To decide to appoint, remove, dismiss, transfer, reward, take disciplinary, identify band and decide remuneration for employees working for advisory and supporting units of BOD (BOD's offices etc., except for positions under BOD's authority) and other cases as regulated by BOD.

7.13. To decide issues under the authority and responsibilities of company owners/ capital contributors of Techcombank subsidiaries in line with applicable laws and such subsidiaries' charters.

7.14. To decide authorities for approval, decision-making as well as power and conditions of such authorities of Techcombank, except for cases under the authority of GMS, BOD, CEO and unless otherwise as regulated by applicable laws.

7.15. To decide pending issues on governance and operations at Techcombank if such issues have not been stipulated in Techcombank Charter, except for the cases that such issues are under the decision-making authority of General Meeting of Shareholders, BOD, and CEO in accordance with applicable laws.

7.16. To implement other duties and authorities as per decision of BOD, regulation of Techcombank Charter⁽¹⁾ and applicable laws.

ARTICLE 8: DUTIES AND AUTHORITIES OF BOD MEMBERS

8.1. Together with other members of Board of Directors of the bank to manage the bank in compliance with provisions of applicable laws and Techcombank Charter⁽¹⁾

8.2. To implement duties and authorities of a member of the Board of Directors in accordance with this Statute and the assignment of Techcombank Chairman in an honest manner for the sake of the bank

8.3. To study, evaluate the operation situation and result and to contribute to establishment of business operation plan and direction of Techcombank from time to time.

8.4. To consider financial statements prepared by independent auditor, to make comment or require administrator, executive officer of Techcombank, external auditor and internal auditor to make explanation about all issues related to the financial statements

8.5. To vote, dismiss and release from duty of BOD Chairman in accordance with Techcombank Charter⁽¹⁾

8.6. To request Chairman of the Board of Directors to convene ad-hoc BOD meeting as per provisions in this Statute, Techcombank Charter⁽¹⁾ and applicable laws

8.7. To convene ad-hoc Annual General Shareholder Meeting in accordance with regulation of law.

8.8. To participate in BOD meetings, discuss and vote on all issues within duties, authorities of BOD as per provisions in Techcombank Charter and applicable law, except the case of non-voting due to conflict of interests. To take personnel responsibility before law, before General Shareholder's Meeting and before BOD about own decisions.

8.9. To implement resolutions, decisions of Annual Shareholders Meeting and resolutions and decisions by the Board of Directors

8.10. To be accountable to the Annual Shareholders Meeting, Board of Directors about the implementation of assigned duties, if so requested.

8.11. To be provided information and documents on financial position and business performance of Techcombank and its units. Making and requesting requests from BOD members comply with regulations issued by Techcombank's competent authorities from time to time.

8.12. To declare relevant interests and related entities in line with applicable laws and Techcombank's regulations on the annual and ad-hoc basis (upon occurrence, any change or at request from BOD/ BOD Chairman).

8.13. To report remunerations to BOD on a timely and appropriate manner in line with applicable laws and Techcombank's Charter.

8.14. To report, disclose information related to securities transactions of Techcombank in line with applicable laws.

- 8.15.** To report BOD transactions between Techcombank, Techcombank's subsidiaries and companies that have over 50% charter capital owned and controlled by Techcombank's BOD members and their related entities in the latest meeting the BOD; transactions between Techcombank and companies in which Techcombank's BOD member is the founding member or executives in 3 years prior to the transaction date.
- 8.16.** To make performance review report on a regular or ad-hoc basis for BOD/ BOD Chairman to report performance of BOD and BOD Chairman to the General Meeting of Shareholders or competent agencies in line with applicable laws.
- 8.17.** Independent BOD members of Techcombank make report on BOD performance review.
- 8.18.** Other duties and authorities in accordance with provisions of Techcombank Charter⁽¹⁾ and applicable laws

ARTICLE 9: OBLIGATIONS OF CHAIRMAN AND BOD MEMBERS

- 9.1.** To perform the assigned duties and authorities in compliance with provisions of applicable laws, Techcombank Charter⁽¹⁾, decision of the General Shareholders' meeting or owners or capital contributors of Techcombank
- 9.2.** To perform the assigned duties and authorities in an honest, prudent manner and for the best benefit of Techcombank
- 9.3.** To be faithful to Techcombank's benefit; not to abuse information, know-how, business opportunity of Techcombank, not to abuse the position, title and property of Techcombank for personal benefit or for the sake of another organization, individual or doing harm to Techcombank's benefit
- 9.4.** To give notice, on a timely, sufficient and accurate manner, to Techcombank about interests originated from economic organizations, transactions or other individuals that may cause interest conflict, and such opportunities shall only be used where it has been considered and approved by the Board of Directors
- 9.5.** Not to be entitled to engage in illegal competition with the Bank or to facilitate a third party to do harm to the Bank's benefit
- 9.6.** Not to be entitled to facilitate himself or his relatives as stipulated in Techcombank's Charter⁽¹⁾ to borrow capital from the bank at more preferential, favorable conditions in comparison with general provisions of applicable laws and of Techcombank
- 9.7.** Not to be entitled to increase of salary, remuneration, bonus payment where the bank suffers losses
- 9.8.** Other obligations as prescribed in Techcombank's Charter⁽¹⁾.

**CHAPTER III: ELIGIBILITY CRITERIA AND CONDITIONS FOR ELECTION,
APPOINTMENT, AND DISMISSAL OF BOD MEMBERS****ARTICLE 10: PEOPLE UNAUTHORIZED TO UNDERTAKE POSITIONS**

- 10.1.** The following people shall not be authorized to become members of Techcombank's BOD:
- 10.1.1. Minors; those who have limited civil act capacity or lose civil act capacity;
- 10.1.2. People who are under investigation on criminal obligation, subject to punishment, criminal decision of the Court;
- 10.1.3. People who are sentenced for a serious offend or above

- 10.1.4. People who are sentenced for violating ownership without obtaining the criminal record release authorization
- 10.1.5. Staff, managers from department's deputy management level or above in enterprises where Government holds 50% of the charter capital or above, except the one assigned to act as representative for the contributed capital of the Government in credit institution;
- 10.1.6. Military Officer, non-commissioned officer, serviceman, national defense's workers in units under Vietnam's People Army; officer, professional non-commissioned officer on offices, units under Vietnam's people police, except those who are assigned to act as representative for the management of the contributed fund of the government in credit institution;
- 10.1.7. People who are not allowed to take part in management in accordance with legal regulation on civil servant and the law on corruption fighting;
- 10.1.8. The person used to be a private enterprise's owner, member of a partnership company, Chief Executive Officer (Director), member of the BOD, Member Committee and Enterprise's Supervisory Board, Head and members of a co-operative at the time enterprise, co-operative declares bankruptcy except when the enterprise, cooperative is forced to declare bankruptcy because of force majeure;
- 10.1.9. The legal representative of the enterprise at the time its operations are suspended, forced to dissolve due to serious violation to the law, unless those who are requested by competent state authority to reorganize, consolidate that enterprise;
- 10.1.10. The person being suspended from the position of BOD Chairman, BOD member, Chairman of Member committee, member of Member committee, Head of Supervisory Board, member of Supervisory Board, Chief Executive Officer (Director) of the credit institution according to the provisions in Law on credit institution or being accused by competent authority of violation which leads to the revocation of credit institution's license;
- 10.1.11. The person subject to the inspection conclusion, making the credit institution, foreign bank branch subject to administrative sanction in the monetary and banking sector at the highest level due to violations of regulations on license, governance, management, stocks, securities, capital contributions, stock purchase, credit granting, corporate bond purchase, and prudent ratios in accordance with applicable laws on resolving administrative violations in the monetary and banking sector.
- 10.1.12. The person in family of CEO and BOS member of Techcombank
- 10.2.** Relatives, family members of a member of the Board of Directors, CEO shall not be a member of the Supervisory Board;
- 10.3.** Relatives of BOD Chairman shall not be Chief Executive Officer;
- 10.4.** Parents, spouse, children, brother, sister of a member of BOD, a member of Members' Council, Chief Executive Officer (Director) and spouse of these persons shall not be Chief Accountant or person in charge of finance.

**ARTICLE 11: PEOPLE UNAUTHORIZED TO HOLD MULTIPLE POSITIONS
CONCURRENTLY**

- 11.1.** Chairman of Techcombank's BOD must not be Techcombank's CEO or a BOD member or CEO of another credit institution concurrently unless that credit institution is Techcombank's subsidiary;
- 11.2.** Chairman of Techcombank's BOD must not be BOD Chairman or member, Council Members' Council Chairman or member, President, CEO (Director), Deputy CEO (Deputy Director) or other similar positions at another business concurrently;
- 11.3.** Members of Techcombank's BOD must not be managers of other credit institutions concurrently unless these credit institutions are Techcombank's subsidiaries. They must not be members of Techcombank's Supervisory Board concurrently, either.
- 11.4.** Members of Techcombank's BOD must not be BOD members of other companies concurrently for more than five (05) years.
- 11.5.** Unless otherwise as regulated by laws, each BOD member may be Chairman of one Committee as specified in Clauses 3.7.1 and 3.7.2 Article 3 herein.

ARTICLE 12: AUTOMATIC DISQUALIFICATION AND DISMISSAL**12.1. People who are automatically disqualified for BOD membership include:**

- 12.1.1. Those who have no capacity or who are dead;
- 12.1.2. Those who violate provisions set forth in Article 10 herein;
- 12.1.3. Those who represent the contributed capital of a shareholder institution whose legal status is terminated;
- 12.1.4. Those who are no longer the authorized representatives of the contributed capital of institutional shareholders;
- 12.1.5. Those who are expelled from the territory of the Socialist Republic of Vietnam;
- 12.1.6. Automatic disqualification shall also occur when credit institutions' licenses have been revoked; and
- 12.1.7. Other cases specified in Techcombank Charter⁽¹⁾.

12.2. BOD Chairman and members shall be dismissed when:

- 12.2.1. They have limited capacity;
- 12.2.2. They submit letters of resignation (in which they specify reasons for such resignation) to Techcombank's BOD;
- 12.2.3. They do not participate in BOD activities (in the case of BOD members) in 06 consecutive months, except for force majeure reasons;
- 12.2.4. They fail to satisfy criteria or conditions as per existing laws;
- 12.2.5. They fail to satisfy independence requirements (in the case of independent BOD members); and
- 12.2.6. Other cases stipulated in Techcombank Charter⁽¹⁾.

12.3. BOD Chairman and members of the Board of Directors, after having been automatically disqualified or dismissed, shall still have to take personal responsibility for decisions they made during their office term.

12.4. The Board of Directors shall send a report enclosed with relevant documents that prove

automatic loss of status of concerned persons according to the provisions of Clause 12.1 of this Article to the State Bank of Vietnam within 5 working days from the day automatic loss of status is determined and be liable for the accuracy, truthfulness of the report; to carry out procedures to vote, appoint missing posts according to the provisions of the Law.

- 12.5.** Within 10 working days after approving a decision on relief from duty or dismissal as specified in Clause 12.2 of this Article, the Board of Directors shall send a report enclosed by relevant documents to the State Bank of Vietnam.

ARTICLE 13: SUSPENSION AND TEMPORARY SUSPENSION

- 13.1.** In case the Chairman and BOD members of credit institution violate Article 11 of this Statute, other provisions of relevant law while performing assigned duties or authorities, the State Bank may suspend or temporarily suspend their performance of duties or rights; request competent authority to dismiss, elect, and appoint or nominate replacements where necessary
- 13.2.** The Special Supervisory Board is entitled to suspend or temporarily suspend the performance of duties and authorities of the Chairman and BOD members of credit institution who are put under the special control where necessary;
- 13.3.** Persons who are suspended or temporarily suspended from performing their duties or authorities under provisions in Clauses 13.1 and 13.2 of this Article shall be responsible for participating in handling pending problems and violations related to their personal liability when so requested by the State Bank of Vietnam, the Board of Directors and the Supervisory Board of credit institution or the Special Supervisory Board.

ARTICLE 14: ELIGIBILITY CRITERIA AND CONDITIONS FOR MEMBERS OF BOARD OF DIRECTORS

- 14.1.** Not being the subjects specified in Article 10 hereof;
- 14.2.** Possessing work ethic; and
- 14.3.** Holding university degrees or higher and having at least three (03) years of experience as managers or executives of credit institutions, or having at least five (05) years of experience as managers or executives of enterprises in finance, banking, accounting or auditing or other enterprises whose minimum equity capital equals the legally required capital of commercial joint-stock banks, or having at least five (05) years of experience at professional units in banking, finance, auditing or accounting.

ARTICLE 15: ELIGIBILITY CRITERIA AND CONDITIONS FOR INDEPENDENT MEMBERS OF BOARD OF DIRECTORS

Apart from the eligibility criteria and conditions specified in Article 14 hereof, independent members of BOD must satisfy the independence requirements as follows:

- 15.1.** Not being an employee of Techcombank itself or its subsidiary, or having worked for Techcombank itself or that subsidiary for the last three (03) consecutive years;
- 15.2.** Not earning Techcombank's salaries or regular remunerations, except for BOD membership allowances;
- 15.3.** Not being a person whose spouse, parents, children, siblings and these people's spouses are Techcombank's major shareholders or managers or members of Techcombank's Supervisory Board or its subsidiaries;

15.4. Not directly or indirectly owning or representing more than 1% of Techcombank's charter capital or voting equity capital; not, together with their affiliated persons, jointly own more than 5% of Techcombank's charter capital or voting equity capital; and

15.5. Not being an executive officer or member of the Supervisory Board of a credit institution at any point of time in the last 05 preceding years.

CHAPTER IV: BOARD OF DIRECTORS MEETINGS AND COLLECTION OF WRITTEN OPINIONS

ARTICLE 16: REGULATIONS ON MEETINGS AND TYPES OF MEETINGS

16.1. The Board of Directors may hold regular or ad-hoc meetings. A meeting of the Board of Directors shall be convened by the Chairman or member of the Board of Directors who is authorized by the Chairman.

16.2. Regular meetings: BOD organizes meeting at least once per quarter.

16.3. A meeting of the BOD can be organized with all or some BOD members who are at different locations provided that each participating member can:

16.3.1. Hear other BOD members discussing in the meeting

16.3.2. Raise his or her opinions to other participating members at the same time, if he or she wants to;

16.3.3. Discuss with other members directly via telephone or other communication means or combination of all these means

16.3.4. A BOD member participating in such meeting shall be considered present in the meeting. The venue of such meeting is the place where the majority of BOD members are gathering or where Chairman is present in case of absence of such group.

16.3.5. Decisions approved in a meeting conducted via e-communication means are effective as soon as the meeting concludes but then confirmed by signatures of all participating BOD members

16.4. Meeting venue: BOD meetings can be held in head office or other locations.

ARTICLE 17: REGULATIONS ON THE FIRST MEETING OF THE BOARD OF DIRECTORS

If the BOD elects the Chairman, the first meeting of the BOD to elect Chairman and make decisions within its authorities must be held within seven (07) working days since the election day of the BOD term concludes. This meeting is convened by the member with the highest votes.

If there is more than one member having equal and highest votes, members voted by the majority shall appoint one of them to convene the meeting of the Board of Directors.

ARTICLE 18: REGULATIONS ON AD-HOC MEETINGS OF THE BOARD OF DIRECTORS

18.1. BOD Chairman calls for an ad-hoc BOD meeting if necessary or where it is upon one of the following cases:

18.1.1. Request of the Supervisory Board or independent BOD member;

18.1.2. Request of the CEO or at least five managers stipulated in Techcombank Charter⁽¹⁾;

18.1.3. Request of at least two BOD members;

18.1.4. Other cases under provisions in Techcombank Charter⁽¹⁾;

18.1.5. The requests must be made in writing, clearly stating the purpose, issues to be discussed and decided within the authority of Board of Directors. The person who is competent to convene a meeting of the Board of Directors shall be entitled to refuse the above-mentioned requests if the issue to be discussed and decided is not within the authority of Board of Directors.

18.2. BOD Chairman or a BOD member authorized by BOD Chairman must convene a BOD meeting within seven (07) business days since the request is received according to Clause 18.1 Article 18 of this Statute. If BOD Chairman or a member authorized by BOD Chairman fails to convene a BOD meeting upon the request, he must take responsibility for losses to the Bank, except for force majeure cases. In this case, the person requesting for a meeting shall be entitled to call for a BOD meeting, and participating BOD members shall vote to elect a person to chair the meeting

18.3. BOD Chairman shall specify ad-hoc meetings, deadline and form of BOD meeting request in case of ad-hoc meeting.

ARTICLE 19: CONDITIONS FOR CONDUCTING A BOARD OF DIRECTORS MEETING

19.1. A BOD meeting is carried out if at least $\frac{3}{4}$ (three fourths) of total members attend the meeting. Where the meeting convened in accordance with this Clause does not have sufficient participants, it may be convened again within 7 days since the initial meeting date. In such case, the meeting shall be carried out, if over a half of participants join. In case of absence from the meeting, a BOD member can authorize another member to vote or send his written opinion. In case of written opinion, his vote must be sent in a closed envelop to the chairman of BOD meeting 01 hour at the latest before the meeting starts. His vote can be only opened in the witness of all attending members.

19.2. A BOD member can authorize another person who is not a BOD member to attend the meeting if majority of BOD members agrees this. In this case, the authorized person is not entitled to vote.

ARTICLE 20: NOTIFICATION AND PREPARATION OF THE AGENDA OF A BOARD OF DIRECTORS MEETING

20.1. BOD Chairman or the person who convenes a BOD meeting must send a meeting notification at least three (03) business days before the meeting. Such notification must specify meeting time, venue, agenda and issues to be discussed and decided and shall be accompanied by documents to be used at the meeting and voting slips (for members who are absent from the meeting and have sent in written authorization).

20.2. Meeting invitation can be sent via post office, phone, fax, email or other means as regulated in Techcombank Charter but must reach each BOD member's address registered with Techcombank.

20.3. BOD Chairman or a person who convenes a BOD meeting must send meeting invitation and accompanied documents to members of the Supervisory Board and the CEO in the same way as to BOD members.

20.4. Members of the Supervisory Board and the CEO who are not BOD members, and other invited executives and officers can attend and discuss at BOD meetings but shall not be entitled to vote.

ARTICLE 21: BOARD OF DIRECTORS MEETING MINUTES

- 21.1.** BOD meetings must be written in the minutes and may be recorded or archived by other digital methods. A minutes must contain the following contents:
- 21.1.1. Name, address of head office, number and date of Business Registration Certificate and Business registration location;
 - 21.1.2. Purpose, agenda and content of the meeting;
 - 21.1.3. Time and venue;
 - 21.1.4. Full name of attending members or authorized person; full name of absent members and reasons;
 - 21.1.5. Issues to be discussed and voted in the meeting;
 - 21.1.6. Summary of comments of each attending member according to the sequence of the meeting. Where BOD meeting is about internal control system, the meeting minutes must consist of inputs (agreement and disagreement) and conclusion.
 - 21.1.7. Voting result which indicates the members who agree, disagree, or provide no comment;
 - 21.1.8. Decisions which are approved; and percentage of voting for agreement;
 - 21.1.9. Full names and signatures of all members or authorized persons (except for cases that BOD members send inputs via email or by ballot/independent document) and minutes taker.
- 21.2.** Minutes of the BOD meeting must be made in Vietnamese and can be in a foreign language (English), and both versions have the same legal validity. Where there is any difference in content of such two minutes, the explanation shall be made according to the Vietnamese minutes
- 21.3.** Chairman, Minutes taker and persons signing in such minutes must take responsibility for accuracy and honesty of the BOD meeting minutes. No later than seven (07) days since the date of BOD meeting is responsible for sending the minutes to all attending members.
- 21.4.** The BOD meeting minutes and documents used at the meeting must be kept at head office of Techcombank.
- 21.5.** Where Chairman, Minutes taker refuses to sign meeting minutes but all participating BOD members agree to sign and the contents as required in Clause 21.1.1 to Clause 21.1.8 are included, majority rule shall be adopted in accordance with Article 22 herein and the minutes shall be valid.

ARTICLE 22: RESOLUTIONS ADOPTED IN A BOARD OF DIRECTORS MEETING

- 22.1** A BOD resolution shall be adopted if it is approved by the majority of the votes including votes in writing and votes by proxy; in case of tie vote, the final decision shall be subject to the opinion of the meeting's chairman.
- 22.2** BOD members whose interest is related to an issue decided by the BOD (including transactions and contracts between Techcombank, BOD members and their related entities and other issues as regulated by laws) shall not be entitled to vote for that issue and not be considered as an attending member as well as not authorized by another BOD member to vote for the issue.

ARTICLE 23: COLLECTION OF WRITTEN OPINIONS FROM BOARD OF DIRECTORS MEMBERS

- 23.1.** The Chairman of Board of Directors/ person entitled to call for BOD meeting (hereinafter referred to as “Chairman for written input seeking”) shall decide the collection of written opinion from members of Board of Directors.
- 23.2.** BOD’s office shall prepare notes for opinion collection and other necessary documents related to contents for opinion. The notes for opinion collection and attached documents must be sent by secured method to the contact address of each member of Board of Directors. BOD member must sign in the document for input seeking and send it back to BOD’s office in line with applicable regulation. If the document fails to be sent back as regulated, it shall be deemed that BOD members abstain from input giving.
- 23.3.** The collection of BOD members' written opinions can be conducted via email to each member's email address. Opinions sent via email are of equal value as signed written opinion
- 23.4.** The note for opinion collection must include the following contents:
- 23.4.1. Name, head office’s address, number and date of Establishment and Operation License, Business Registration Certificate of Techcombank;
 - 23.4.2. Purpose of opinion collection;
 - 23.4.3. Full name and contact address of the member of Board of Directors;
 - 23.4.4. Issues to be decided;
 - 23.4.5. The plan for voting, including: agreement, disagreement and no comment;
 - 23.4.6. Deadline for sending answered notes to Techcombank;
 - 23.4.7. Full name and signature of the chairman of the Board of Directors; and
- 23.5.** The answered notes must be signed by the members of Board of Directors and sent back to BOD office in accordance with Techcombank’s regulation.
- 23.6.** Assistants to BOD/Corporate Secretary or BOD officer as authorized/designated by BOD Chairman due to absence of Assistants to BOD/Corporate Secretary shall tally the votes and draw up vote-counting minutes (hereinafter referred to as “vote checker”) under the supervision of at least one independent member of Board of Directors. The vote-counting minutes must contain the main following items:
- 23.6.1. Name, head office’s address, number and date of issue of Establishment and Operation License, Business Registration Certificate of the bank;
 - 23.6.2. Purposes and issues that need to be given opinions;
 - 23.6.3. The total number of votes sent, the total number of votes collected, the number of valid votes, the number of invalid votes. The minutes must include appendix of the list of members of Board of Directors who voted;
 - 23.6.4. The total number of yes, no and no-comment votes for each issue to be asked for opinion; and
 - 23.6.5. Full name and signature of vote checker and Chairman for written input seeking.
- 23.7.** Chairman for written input seeking and vote checker shall take joint responsibility for the honesty and accuracy of the vote-counting minutes, take joint responsibility for any damage arising from decisions which are ratified due to dishonest, inaccurate vote counting.

- 23.8.** Decision that is approved under the form of written input seeking is governed by voting principles as regulated in Article 22 herein.
- 23.9.** Minutes on the result of vote checking enclosed with resolutions and decisions of the Board of Directors, which are passed upon the result of vote checking, must be sent to the members of Board of Directors within fifteen (15) days since the conclusion of vote counting
- 23.10.** Answered notes for opinion collection, vote-counting minutes, the full text of passed resolution and related documents which are enclosed with the notes for opinion collection shall be all kept at Techcombank head office
- 23.11.** Decisions which are passed through written opinion collection from the members of Board of Directors shall have the same validity as those passed at the Board of Directors' meeting

CHAPTER V: RELATIONS OF THE BOARD OF DIRECTORS

ARTICLE 24. RELATIONS AMONG MEMBERS OF THE BOARD OF DIRECTORS

- 24.1.** Relation among BOD members is collaborative relations. BOD members are responsible for sharing relevant issues during the working process.
- 24.2.** During the working process, the dedicated BOD members must proactively collaborate to handle issues that are managed by other BOD members. Where BOD members are not aligned with each other, the dedicated member must report BOD Chairman to consider and make decision in accordance with the authority or hold a meeting to seek inputs from BOD members in line with applicable laws, Techcombank Charter, and this Statute.
- 24.3.** Where BOD members are re-delegated, they must ensure to hand over work, documents, and relevant papers. The handover must be made in writing and reported to BOD Chairman.

ARTICLE 25. RELATIONS WITH CHIEF EXECUTIVE OFFICER AND THE MANAGEMENT TEAM

As the governing function, the BOD is responsible for issuing resolutions and decisions for CEO, Deputy CEO and equivalent positions to execute. Meanwhile, BOD also checks and supervises the execution of issued resolutions and decisions.

ARTICLE 26. RELATION WITH THE SUPERVISORY BOARD

- 26.1.** Relation between BOD and BOS is collaborative. The BOD and BOS work together on the principles of equality and independence as well as collaborate closely and support each other during the working process.
- 26.2.** When receiving any audit minutes or report from BOS, BOD is responsible for studying and direct relevant units to plan and take measures timely.

CHAPTER VI: OTHER PROVISIONS

ARTICLE 27: REMUNERATION AND OPERATING EXPENSES

- 27.1.** Remuneration and other interests of BOD members are booked to operating cost of Techcombank in accordance with the law and Techcombank Charter⁽¹⁾.
- 27.2.** Budget for remuneration of the BOD is decided by Annual General Shareholders Meeting.
- 27.3.** Operating cost of the BOD and its assistant apparatus is booked to operating cost of Techcombank
- 27.4.** Allocation of remuneration of BOD Chairman and BOD members shall comply with internal regulations issued by the BOD.

ARTICLE 28: INTEREST DECLARATION**28.1.** BOD members must declare Techcombank their interests, including:

28.1.1. Name, head office location, industry, sector, number and issuing date of business registration certificate, registration place, economic organization where BOD member and his/her related entity has contributed capital, owned stocks or authorizes, entrusts an individual/ organization to represent at least 05% of charter capital;

28.1.2. Name, head office location, industry, sector, number and issuing date of business registration certificate, registration place, economic organization where BOD member and his/her related entity are members of BOD, Members' Council, Supervisory Board or Chief Executive Officer.

28.2. Information disclosure as regulated in Clause 28.1 herein and relevant information change must be made in writing within seven (07) working days since the occurrence and upon any information change.

28.3. BOD member on behalf of an individual or other person to perform work in any form within Techcombank's scope of business must explain the nature and content of such work to BOD and shall implement where it is approved by most of remaining BOD members; where such BOD member implements without reporting or approval from BOD, all income earned from such business shall belong to Techcombank.

CHAPTER VII: EFFECTIVENESS**ARTICLE 29: IMPLEMENTATION RESPONSIBILITIES**

29.1. This Statute was approved GSM on 24/4/2021.

29.2. This Statute takes effect from 24/4/2021 and replaces the Statute on the Organization and Operation of Techcombank's Board of Directors No. 0028/2019QC dated 26/04/2019.

29.3. Members of Techcombank's Board of Directors, CEO, Deputy CEO, equivalent positions and related individuals and units shall be responsible for complying with this Statute.

29.4. The revision, supplementation and replacement of this Statute shall be proposed and presented by BOD to GSM for approval.

DOCUMENT MANAGEMENT**Replaced Documents**

Document	No.	Issuance date	Issuance body
Statute on organization and operation of the Board of Director of Vietnam Technological and Commercial Joint-stock Bank	0028/2019/QC	26/04/2019	Board of Director

REFERENCES**External Documents**

Document	No.	Issuance date	Issuance body
Law on Credit Institutions	47/2010/QH12	16/6/2010	National Assembly
Law on amendments to a number of articles of Law on Credit Institutions	17/2017/QH14	20/11/2017	National Assembly
Law on Enterprises	68/2014/QH13	26/11/2014	National Assembly
Decree on Guidelines on Corporate Governance of Public Companies	71/2017/NĐ-CP	06/6/2017	Government
Circular on documentation, order and procedures for adopting a number of amendments applicable to commercial banks, branches of foreign banks	50/2018/TT-NHNN	31/12/2018	State Bank of Vietnam
Circular on issuance of License and organizations, operations of commercial banks, branches of foreign bank, representative offices of foreign credit institutions, other foreign organizations of banking operations in Vietnam issued by State Bank of Vietnam	40/2011/TT-NHNN	15/12/2011	State Bank of Vietnam
Circular on internal control systems of commercial banks and branches of foreign banks	13/2018/TT-NHNN	18/5/2018	State Bank of Vietnam

Code: QC- VPHĐQT/05

Effective date: 24/4/2021

Revision: 05/00

Circular on guidelines for implementation of some Articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities	116/2020/TT-BTC	31/12/2020	Ministry of Finance
---	-----------------	------------	---------------------

Internal documents

Ref. No.⁽¹⁾	Contents	Terms	Document	No.
1	The entire document	The entire document	The Charter of the Vietnam Technological and Commercial Joint Stock Bank	