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CHANGE LOG

History of issuance	Date	Article	Title	Page	Reason (brief)
01/00	06/12/2010		Newly issued		
02/00	27/5/2014	Supplement Article 2	Interpretation of terminologies and abbreviation	2	To align with regulation on the issuance of document
		Paragraph 4 Article 2	Supervisory Board and structure of Supervisory Board	2	To align with regulation on the issuance of document
		Paragraph 3 Article 3	Duties and rights of Supervisory Board	3	To change titles under new organizational structure
03/00	23/03/2018	Supplement Article 4	Responsibilities and authorities of BOS	4	In line with Law on amending, supplementing
		Amend Article 17	Remuneration, salary and operational costs of BOS	11	Law on Credit Institutions 2017
04/00	26/04/2019	Amend Clause 3.4 Article 3	BOS and BOS structure	5	In line with revised TCB's Charter and

					internal statutes on corporate governance
		Supplement Clause 11 Article 4	Responsibilities and authority of BOS	6	In line with revision of Techcombank Charter
		Delete Clause 5.11 Article 5	Responsibilities and authority of BOS Head	7	In line with applicable law and revised TCB Charter

History of issuance	Date	Article	Title	Page	Reason (brief)
		Amend Clause 9.1 Article 9	Cases for persons who shall not concurrently hold posts	10	Delete and revise some provision for easy understanding
		Amend Clause 13.3 Article 13	Notification and meeting preparation	13	In line with reality
05/00	.../.../2021	Amend Article 1	Governing Scope	4	For brevity, In line with law and reality
		Supplement. Amend Article 4	Duties and authorities of		In line with Law on enterprises 2020, Decree 155/2020 / ND-

			the Supervisory Board		CP and Circular 116/2020 / TT-BTC
		Supplement Article 10	Criteria and conditions for a Supervisory Board member		
		Amend from Article 12 to Article 19 about Minute of Supervisory Board	Supplement, Amend regulations on Minutes of Supervisory Board and questionnaire survey		In line with applicable law on enterprises and revised TCB Charter and the reality of operating meetings of the Supervisory Board
		Supplement Chapter VI – Relationships of the Supervisory Board of TCB(from Article 20 to Article 22)	Supplement regulation on relationships of the Supervisory Board		Supplement according to Model regulations-Appendix IV enclosed with Circular No.116/2020 / TT-BTC
		Supplement Article 23 – Remunerations,	Supplement ”bonuses”		Supplement according to Law on enterprises

		salaries, bonuses			
		Supplement Article 24	Supplement Article 24 – Disclosure of related interest of BOS		Supplement according to Model regulations- Appendix IV enclosed with Circular No.116/2020 / TT-BTC

STATUTE NO.18/2021/QC DATED 05/5/2021**On organization and operation of Supervisory Board of Vietnam Technological and
Commercial Joint Stock Bank****CHAPTER I:
GENERAL PROVISIONS****Article 1: Governing scope and applicable entities****1.1. Governing scope.**

The Statute provides for the Organization and Operation of the Supervisory Board of Vietnam Technological and Commercial Joint Stock Bank according to Techcombank Charter and other effective provisions of the Law.

1.2. Applicable entities

This Statute is consistently applicable across Techcombank system (including: Techcombank and its subsidiaries/affiliates).

Article 2: Interpretation of terminologies and abbreviations

2.1. Techcombank: Vietnam Technological and Commercial Joint Stock Company

2.2. BOD: Board of Directors of Techcombank

2.3. SB: Supervisory Board of Techcombank

2.4. Techcombank system: includes Techcombank and subsidiaries/affiliates of Techcombank

Article 3: Supervisory Board and structure of Supervisory Board

3.1. The Supervisory Board is a body which supervises the Bank's operations to assess the honesty and logicity of the business operations and financial statement of Techcombank system.

3.2. The Supervisory Board shall undertake internal audit, control, assess compliance with the provisions of the Law, internal regulations, Charter and resolutions of the General Meeting of Shareholders and the Board of Directors

3.3. The Supervisory Board of Techcombank shall have at least three (03) members and maximum of five (05) members, at least a half (1/2) of whom shall be full-time members, not

concurrently holding another position, job at Techcombank or another enterprise. More than half of the members of the Board of Controllers shall be residents of Vietnam.

- 3.4.** The Supervisory Board includes Internal Audit and Advising, Consulting and Assisting unit which are permitted to use the Bank's resources, hire external experts and organizations to carry out its duties.
- 3.5.** The tenure of the Supervisory Board shall not be more than 5 years. Tenure of a Supervisory Board member shall be subject to that of the Supervisory Board. A Supervisory Board member can be re-elected or re-appointed for an unlimited number of tenure. The tenure of an additional or replacement member shall be the remaining time of the tenure. The Supervisory Board of a just-ended tenure shall continue operating until the one of a new tenure takes over the work.
- 3.6.** Where the number of Supervisory Board members is two thirds (2/3) of total members for the tenure or does not reach required minimum number of members as stipulated by law and Techcombank's Charter, within a period of 60 days, Techcombank shall have enough Supervisory Board members as required.

CHAPTER II. DUTIES, OBLIGATIONS, AND AUTHORITIES OF THE SUPERVISORY BOARD

Article 4: Duties and authorities of the Supervisory Board

- 4.1.** To supervise the compliance with the provisions of the Law and the Bank's Charter on the management and governance of the bank; to be responsible before General Meeting of Shareholders for the performance of assigned duties and authorities
- 4.2.** To issue Internal Regulations of the Supervisory Board. On an annual basis, to review Internal Regulations of the Supervisory Board and important policies on accounting and reporting.
- 4.3.** To appoint, dismiss, sanction, suspend and decide remuneration and other benefits of positions under Internal Audit.
- 4.4.** To carry out internal audit function; to take responsibilities for issues related to internal audit, the system of internal inspection, control according to the State Bank

- of Vietnam's regulations. To have the right to use independent consultant, access to and be fully, accurately, timely provided with the information and documents related to banking management and governance to carry out the assigned duties.
- 4.5.** To appraise the Bank's financial statements for the first half of the year and for the year, including the financial statements audited by an independent auditing organization. To report to the General Meeting of Shareholders about the result of annual financial statement appraisal, assess the reasonableness, legality, honesty and prudence level of accounting, statistics and financial statement preparation. The Supervisory Board may consult the Board of Directors before submitting the reports and recommendations to the General Meeting of Shareholders.
- 4.6.** To examine the accounting book, other documents, management and governance of the Bank where necessary or according to the General Meeting of Shareholders's decision or at request of shareholders or group of major shareholders in accordance with the provisions of the Bank's Charter. The Supervisory Board shall carry out the examination within 07 working days from the date having the request of shareholders or the above-mentioned group of major shareholders. Within a period of 15 days after the completion of the examination, the Supervisory Board shall prepare a report and explanation about issues of which examination is requested to the Board of Directors and shareholders or the group of shareholders that made the request. The Supervisory Board's examination provided for in this paragraph shall not impede or interrupt the normal operation and management of the Bank's business operations.
- 4.7.** To timely notify the Board of Directors of any violation by the Bank's management as stipulated herein, the Bank's Charter and current provisions of applicable laws, and at the same time, to request the violator to stop his violation and take measures to resolve the consequence (if any).
- 4.8.** To draw a list of related people of the Board of Directors members, the Supervisory Board members, the Chief Executive Officer and founding shareholders, major shareholders of the Bank, and to store and keep this list updated.

- 4.9. To propose the Board of Directors to convene an ad-hoc meeting or propose the Board of Directors to hold an ad-hoc General Meeting of Shareholders according to the provisions herein and the Bank's Charter.
- 4.10. To convene an ad-hoc General Meeting of Shareholders where the Board of Directors makes a decision which seriously violates the provisions herein, or is beyond their assigned authorities and in other cases according to the provisions of the Bank's Charter.
- 4.11. To be entitle to propose other candidates for the Supervisory Board where the number of candidates is lower than the required number of BS members and/or the candidates are not qualified as per Techcombank Charter and internal documents.
- 4.12. Review contracts and transactions with its affiliated subsidiary companies of Techcombank; Techcombank contracts with members of the Board of Directors, members of the Supervisory Board, General Director, major shareholders, their related persons to approval by the Board of Directors or the General Meeting of Shareholders and offers recommendations about Contracts, transactions require approval from the Board of Directors or the General Meeting of Shareholders.
- 4.13. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations that are approved to audit Techcombank
- 4.14. Other duties and authorities according to the provisions of the Bank's Charter.

CHAPTER III

DUTIES AND AUTHORITIES OF THE HEAD OF SUPERVISORY BOARD AND ITS MEMBERS

Article 5: Duties and authorities of the Head of the Supervisory Board

- 5.1. To deliver the performance of duties and authorities of the Supervisory Board according to the provisions herein.
- 5.2. To prepare agenda for the meetings of the Supervisory Board in consideration of all issues and concerns of all Supervisory Board members which are related to the Supervisory

- Board's duties and authorities; to convene and chair the Supervisory Board's meetings.
- 5.3. To, on behalf of the Supervisory Board, sign documents within the Supervisory Board's authority.
 - 5.4. To, on behalf of the Supervisory Board, convene an ad-hoc General Meeting of Shareholders or propose the Board of Directors to hold an ad-hoc meeting according to the provisions herein.
 - 5.5. To prepare work plan and segregate duties to the Supervisory Board members according to the bank's Regulations and Statute.
 - 5.6. To make sure that the Supervisory Board members are provided with full, objective, accurate information, and have enough time to discuss the issues that the Supervisory Board have to review.
 - 5.7. To supervise and instruct the Supervisory Board members to carry out the assigned tasks and duties and authorities of the Supervisory Board.
 - 5.8. To authorize another Supervisory Board member to carry out his duties during his absence.
 - 5.9. To attend Board of Directors meetings, raise opinions without voting.
 - 5.10. To request recording of his opinions in the Board of Directors meeting minutes if his opinions differ from the Board of Directors' decisions and report to the General Meeting of Shareholders
 - 5.11. Other duties and authorities according to the provisions of the Bank's Charter.

Article 6: Duties and authorities of member of the Supervisory Board

- 6.1. To carry out the Supervisory Board member's duties and authorities according to the provisions of the Law, the Bank's Charter and provisions herein in an honest, prudential manner for the interest of the Bank and shareholders.
- 6.2. To elect a Supervisory Board member as the Head of the Supervisory Board;
- 6.3. To request the Head of the Supervisory Board to convene an ad-hoc Supervisory Board meeting.

- 6.4. To control business operations, examine accounting journals, assets, financial statements and make recommendations for resolving wrong-doings if any
- 6.5. To have the right to access TCB's documents, to request the Bank's staff to provide data and provide an explanation for business operations in order to carry out assigned duties.
- 6.6. To report to the Head of the Supervisory Board on unusual financial operations and take personal responsibilities for his own assessments and conclusions.
- 6.7. To attend Supervisory Board meetings, provide comments and vote on the issues within the Supervisory Board's duties and authorities except for issues related to conflict of interest with Supervisory Board's members.
- 6.8. Other duties and authorities according to the provisions of the Bank's Charter.

Article 7: Obligations of the Supervisory Board's member

- 7.1. To perform assigned duties and authorities according to the provisions of the Law, the Bank's Charter, General Meeting of Shareholders 's decisions.
- 7.2. To perform assigned duties and authorities in an honest, prudent, best manner for the Bank's interests.
- 7.3. To be faithful to the bank's interest; don't use the information, know-how, business opportunities of the bank; don't abuse the position, title and property of the bank for personal benefits or for the sake of other organizations, individuals or causing harm to the bank's interest.
- 7.4. To timely, fully and accurately notify the Bank of interests that Supervisory Board's members are entitled to in other economic organizations, transactions or other individuals, and such opportunities shall only be taken after being considered and approved by the Board of Directors.
- 7.5. Do not compete illegally with the Bank or facilitate a third party to cause harm to the bank's interest.
- 7.6. Do not facilitate himself or his relatives to borrow from the Bank with more preferential, favourable conditions than general provisions of the Law and of the Bank.

- 7.7. Are not entitled to the increase in salary and remuneration, bonus payment where the bank suffers losses.
- 7.8. Other obligations as provided for in the Bank's Charter.

CHAPTER IV

CRITERIA AND CONDITIONS FOR ELECTION, APPOINTMENT, RELIEF FROM DUTY AND DISMISSAL OF SUPERVISORY BOARD'S MEMBERS

Article 8: Persons who shall not hold posts

The following persons shall not be Supervisory Board members of Techcombank:

- 8.1. Minors; persons with restricted or lost civil act capacity;
- 8.2. Persons currently examined for criminal liability or serving criminal sentence, verdict given by Court;
- 8.3. Persons previously convicted for crimes of serious degree or higher;
- 8.4. Persons previously convicted for crimes of infringing upon property ownership which have not been expunged;
- 8.5. Cadres, civil servants, and managers of departments or higher in enterprises in which the State owns at least 50% the charter capital, except persons authorized to act as representatives to manage state's contributed capital portions at Techcombank;
- 8.6. Officers, non-commissioned officers, serviceman and defence workers in agencies and units of the Vietnam People's Army; career officers and non-commissioned officers in agencies and units of the Vietnam People's Public Security Force, except persons authorized to act as representatives to manage state's contributed capital portions at Techcombank;
- 8.7. Persons who are not allowed to be involved in management and administration under the law on cadres and civil servants and law on anti-corruption;
- 8.8. Persons who used to be private enterprise owners, members of partnership companies, Directors (Chief Executive Officers), Chairman and members of Board of Directors, the Members Committee and the Supervisory Board of an enterprise,

- manager and members of the Management Board of a cooperative which has been declared bankrupt, unless its bankruptcy is declared for a force majeure;
- 8.9.** Legal representative of an enterprise at the time the enterprise is suspended from operation, forced to dissolve for their serious violation of the Law, unless they act as representatives at the request of a competent state agency in order to reorganize or consolidate the enterprise;
- 8.10.** Persons who have been suspended from holding the post of Chairman or Board of Directors member, Head or member of the Supervisory Board or Chief Executive Officer of the Bank under the Law on Credit Institutions, or determined by a competent authority as having committed violations leading to the revocation of a bank's establishment and operation License.
- 8.11.** Related persons of the Board of Directors members and the Chief Executive Officer must not act as the Bank's Supervisory Board members;
- 8.12.** Persons who are held liable under inspection findings which lead to administrative sanctions for violations in monetary and banking sector with the highest amount of financial penalty for violations of regulations on license, management, governance, stock, share, capital contribution, credit granting, corporate bond purchase, prudential ratios as stipulated by the law on handling administrative violations the monetary and banking sector
- 8.13.** Other cases according to the provisions of the Bank's Charter.

Article 9: Persons who shall not concurrently hold posts

A Supervisory Board member of Techcombank shall not concurrently hold posts as follows:

- 9.1.** Do not concurrently act as a member of the Board of Directors, Members Council and governor, employee of Techcombank or subsidiaries/affiliates of Techcombank; employees of enterprise in which member of Board of Directors, Chief Executive Director (Director) of credit institution is member of Board of Directors, Governor or major shareholder;

- 9.2.** Do not concurrently act as a member of the Board of Directors or an executive officer of an enterprise whose Supervisory Board's member is currently a member of the Board of Directors or executive officer of the bank;
- 9.3.** The Head of the Supervisory Board must not concurrently act as a member of the Supervisory Board or an executive officer of other credit institution.
- 9.4.** Other cases according to the provisions of Law and Bank's Charter.

Article 10: Criteria and conditions for a Supervisory Board member

- 10.1.** To be other than persons specified in Article 8 herein;
- 10.2.** To follow the code of conducts.
- 10.3.** To possess a university degree or higher in economics, business administration, law, accounting, auditing; and to have at least 3 years experience in finance-banking, accounting or auditing;
- 10.4.** To be other than related persons, relatives of Techcombank management;
- 10.5.** To be other than a member of employee of the accredited audit organization that is auditing TCB's financial statements over the last 03 years.
- 10.6.** To be other than representatives of investment of the Company at Techcombank;
- 10.7.** A full time Supervisory Board member shall not have extended responsibilities in other credit institutions or enterprise and must reside in Vietnam during his effective tenure.
- 10.8.** Other cases according to the provisions of Law and the Bank's Charter.

Article 11: Automatic loss of status, relief from duty, dismissal, as a Supervisory Board member**11.1. Automatic loss of status as a Supervisory Board member:**

- a. To lose civil act of capacity or die.
- b. To violate the provisions of Article 8 herein.
- c. To represent the capital share of an organization which is a shareholder or capital contributor of a credit institution of which legal entity status is terminated?
- d. To no longer be the authorized representative of an institutional shareholder's capital share;

- e. To be expelled from the Socialist Republic of Vietnam;
- f. The Bank's license is revoked;
- g. Other cases as stipulated by Law and provided for in the Bank's charter.

11.2. Relief from duty, dismissal as a Supervisory Board member

- a. To have limited civil act of capacity.
- b. To submit resignation letter to the Board of Directors, the Board of Supervision of Techcombank;
- c. To fail to join activities of the Supervisory Board for 6 consecutive months, except for force majeure circumstances;
- d. To fail to meet the criteria and conditions according to the current provisions of the Law;
- e. Other cases as stipulated by Law and provided for in the Bank's Chapter

11.3. The Board of Directors shall send a report enclosed to relevant documents that prove automatic loss of status of concerned persons according to the provisions of Clause 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.

11.4. After automatically losing status, being relieved from duty or dismissed, a Supervisory Board member must be liable for his/her decisions made during his/her office term

11.5. Within 10 working days after approving a decision on relief from duty or dismissal as specified in Clause 2 of this Article, the Board of Directors shall send a report and relevant documents to the State Bank of Vietnam.

CHAPTER V:**SUPERVISORY BOARD'S MEETINGS AND QUESTIONNAIRE SURVEY****Article 12. Provisions on meetings and the formality of Supervisory Board's meetings.**

12.1. Regular meeting: Supervisory Board meet at least once a quarter and can be convened on an ad-hoc basis to timely resolve irregular work convened by the Head of Supervisory Board or a member of the Supervisory Board who is by the Head of Supervisory Board.

- 12.2.** A meeting of the Supervisory Board can be organized with all or some Supervisory Board members who are at different locations provided that each participating member can:
- 12.2.1. Hear other the Supervisory Board members discussing in the meeting
 - 12.2.2. Raise his or her opinions to other participating members at the same time, if he or she wants to;
 - 12.2.3. Discuss with other members directly via telephone or other communication means or combination of all these means;
 - 12.2.4. 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;
 - 12.2.5. Decisions approved in a meeting conducted via e-communication means are effective as soon as the meeting concludes but then confirmed by signatures or approval sent by email or paper copy of all participating The Supervisory Board members.
- 12.3.** Meeting venue: The Supervisory Board meetings can be held in head office or other locations.

Article 13. Regulations on the first meeting of the Supervisory Board

The first meeting of the Supervisory Board must be held within seven (07) working days since the election day of Supervisory Board term concludes and 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 Supervisory Board. The first meeting of the Supervisory Board to elect Chairman and make other decisions of the Supervisory Board (if any).

Article 14. Regulations on ad-hoc meetings of the Supervisory Board

- 14.1.** Ad-hoc meeting: A Supervisory Board's meeting shall be held at request of:
- a. The Chairman of the Board of Director;
 - b. Two-thirds of the Board of Directors members or more;
 - c. Head of the Supervisory Board;

- d. Two thirds of the Supervisory Board members or more;
 - e. Chief Executive Officer;
 - f. Other cases as stipulated by Law.
- 14.2.** Within 15 (fifteen) days from the date a request for an ad-hoc Supervisory Board meeting is received from one of the above persons stipulated in Clause 2 of this Article, the Head of the Supervisory Board must convene and hold an ad-hoc Supervisory Board meeting. Where the Head of the Supervisory Board or a person who is authorized by Head of Supervisory Board does not convene the ad-hoc meeting at the request, he shall be liable for losses to the Bank, except for force majeure; in this case, the requester is entitled to convene the Supervisory Board, attending members can vote by balloting a meeting chairman.

Article 15. Conditions for conducting a Supervisory Board Meeting

- 15.1.** A Supervisory Board meeting shall be valid if at least two thirds (2/3) of Supervisory Board members attend in person. In case the number of participating shareholders specified of this Article is not adequate, invitations to the second meeting shall be sent within seven (07) days from the intended date of the first meeting. In this case, the meeting is carried out if at least a half (1/2) of the Supervisory Board members attending the meeting. In case of indirect participation in the meeting, the Supervisory Board's member can delegate the voting right to another attending member or send written opinions. In case of written opinion, his/her vote must be sent in a closed envelop to the chairman of Supervisory Board meeting 01 hour at the latest before the meeting starts. His/her vote can be only opened in the witness of all attending members.
- 15.2.** A Supervisory Board member can authorize another person who is not a Supervisory Board member to attend the meeting if this is agreed by majority of The Supervisory Board members. In this case, the authorized person is not entitled to vote

Article 16. Notification and preparation for Supervisory Board meeting agenda

- 16.1.** Except for ad-hoc/extraordinary meetings, for quarterly meeting, The Head of the Supervisory Board or the person convening the Supervisory Board meeting shall send meeting invitations 03 (three) working days before the meeting date at the latest. The meeting invitation shall specify meeting time, venue, agenda, discussion issues. Enclosed to the meeting invitations shall be documents used at the meeting and member's ballots (for members that do not attend the meeting and have authorization document);
- 16.2.** The meeting invitations shall be sent via post, fax, email, or some other means, yet have to arrive at each Supervisory Board member's address registered at Techcombank;
- 16.3.** The Chairman and members of the Board of Directors, the Chief Executive Officer and other officers are entitled to attend Supervisory Board meetings and discuss but not to vote;

Article 17. The Supervisory Board meeting minutes

- 17.1.** The Supervisory Board meeting minutes shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
- 17.1.1. Name, address of head office, number and date of Business Registration Certificate;
- 17.1.2. Purpose, agenda and content of the meeting;
- 17.1.3. Time and venue;
- 17.1.4. Full name of attending members or authorized person; full name of absent members and reasons; Full name of secretary/ minutes taker and other participants invited to attending the meeting;
- 17.1.5. Issues to be discussed and voted in the meeting;
- 17.1.6. Summary of comments of each attending member according to the sequence of the meeting;
- 17.1.7. Voting result which indicates the members who agree, disagree, or provide no comment;
- 17.1.8. Decisions which are approved; and ratio of affirmative votes;

- 17.1.9. Full names and signatures of all members or authorized persons (except for the Supervisory Board members giving opinions via email or by votes / independent documents) and the minutes taker.
- 17.2. 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
- 17.3. The chairperson, the minutes taker and other persons who sign the minutes shall be responsible for the truthfulness and accuracy of the minutes of the Supervisory Board's meeting. No later than after seven (07) days since the date of the Supervisory Board meeting minutes made, the Secretary / minutes taker is responsible for sending the meeting minutes to all attending members.
- 17.4. The Supervisory Board meeting minutes and documents used at the meeting must be kept at head office of Techcombank
- 17.5. In case the chair or minutes take refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members and have adequate contents according to Clauses 17.1.1 to 17.1.8 of this Article.

Article 18. Resolutions adopted in a Supervisory Board meeting

A Supervisory Board 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 Head of Supervisory Board or a Supervisory Board member authorised by the Head as meeting chair.

Article 19. Collection of Supervisory Board's written opinions

- 19.1. The Head of the Supervisory Board shall decide on collection of Supervisory Board members' written opinions
- 19.2. Head of the Supervisory Board or the person authorized by the Head of the Supervisory Board 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. The Supervisory Board member shall provide signature in the written opinion and send to the Head of the Supervisory Board / the person authorized by the Head of the Supervisory Board as stipulated. If the written opinion is not sent back on schedule as stipulated, it will be considered that the Supervisory Board members have no opinion.

19.3. The collection of the Supervisory Board members' written opinions can be conducted via email to each member's email address along with the delivery of hard copies via secured methods. Members' opinions via email are valid bases for the Head of Supervisory Board to make decisions/resolutions. Opinions sent via email are of equal value as signed written opinion

19.4. The note for opinion collection must include the following contents:

19.4.1. Name, head office's address, number and date of Establishment and Operation License, Certificate of Enterprise Registration of Techcombank;

19.4.2. Purpose of opinion collection;

19.4.3. Full name and contact address of the Supervisory Board members;

19.4.4. Issues to be decided;

19.4.5. The plan for voting, including: agreement, disagreement and no comment;

19.4.6. The deadline for sending answered notes to Techcombank;

19.4.7. Full name and signature of the Head of Supervisory Board.

19.5. The answered notes must be signed by the members of Supervisory Board and sent back to the Supervisory Board.

19.6. The head of the Supervisory Board or a member of the Supervisory Board is authorized to perform the procedures of counting votes and make minutes of counting votes. The minutes of counting votes must contain the following principal details:

19.6.1. Name, head office's address, number and date of issue of Establishment and Operation License, Certificate of Enterprise Registration of the bank

19.6.2. Purposes and issues that need to be given opinions;

- 19.6.3. 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 the Supervisory Board who voted;
- 19.6.4. The total number of yes, no and no-comment votes for each issue to be asked for opinion..
- 19.6.5. Full name and signature of the vote counter and the host in charge of collecting written opinions.
- 19.7.** The host in charge of collecting written opinions, the vote counter shall take joint responsibility for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting
- 19.8.** Decisions which are passed through written opinion collection in accordance with the principle of approval at the meeting of the Supervisory Board as stated in Article 18 of this regulation.
- 19.9.** Minutes on the result of vote checking enclosed with resolutions and decisions of the Supervisory Board, which are passed upon the result of vote checking, must be sent to the members of Supervisory Board within fifteen (15) days since the conclusion of vote counting
- 19.10.** The Completed questionnaires, vote-counting minutes, ratified resolutions and documents enclosed with questionnaires shall be retained at the Techcombank's headquarters.
- 19.11.** Decisions that are approved via collection of Supervisory Board members' written opinions shall be of equal value as those approved at Supervisory Board meetings.

CHAPTER VI: RELATIONSHIP OF THE SUPERVISORY BOARD

Article 20. Relationship between members of the Supervisory Board

- 20.1.** The relationships between members of the Supervisory Board are cooperation. Members of the Supervisory Board are responsible for informing each other of the issues that occur during the performance of their assigned tasks.
- 20.2.** During performance of their tasks, the member in charge shall coordinate operations of other members if they are relevant to his/her tasks. In case of disagreements among

members of the Supervisory Board, the member in charge shall submit a report to the Head of the Supervisory Board for consideration or hold a meeting of members of the Supervisory Board in accordance with regulations of law, the Bank's Charter and this document.

- 20.3.** In case of reassignment among members of the Supervisory Board, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the Head of the Supervisory Board.

Article 21. Relationship with the General Director and the executive board

The Supervisory Board performs the function of supervising the operations of the General Director and the executive board of the banking system on an independent and coordinating basis to ensure the safety and sustainable development of the bank.

Article 22. Relationship with the Board of Directors

The relationship between the Supervisory Board and the Board of Directors shall work on independence principles; cooperate and assist one another in performance of their tasks in accordance with the law and Bank's Charter to ensure safety and sustainable development of the bank.

CHAPTER VI

OTHER PROVISIONS

Article 23. Remuneration, bonuses and operating cost

Remuneration, bonuses and other benefits of members of the Supervisory Board shall be recorded as Techcombank's operating costs in accordance with the law and Techcombank's Charter.

The General Meeting of Shareholders shall decide the budget for remunerations, bonuses and other benefits of the Supervisory Board. The Supervisory Board and the supporting board of the Supervisory Board's operating expenses are booked to the operating cost of Techcombank.

Allocation of remuneration, bonuses and other benefits of the Head and members of the Supervisory Board shall comply with the decision of the Supervisory Board and/or internal regulations issued by the Supervisory Board.

Article 24. Disclosure of related interests

- 24.1.** Members of the Supervisory Board shall declare their related interests to Techcombank, including:
- 24.1.1. Name, headquarters addresses, business lines of enterprises, number and date of issuance of the Certificate of Enterprise Registration, place of business registration of the enterprises/economic organizations in which they and their related persons have stakes or shares or authorize, entrust other individuals or organizations that are worth more than 5% of charter capital.
- 24.1.2. Name, headquarters addresses, business line, number and date of issuance of the Certificate of Enterprise Registration, place of business registration of the enterprises in which they and their related persons are members of the Board of Directors, members of the Members' Council, members of the Supervisory Board, or General Director.
- 24.2.** The information mentioned in Clause 24.1 of this Article and any revision shall be declared within 07 working days from the occurrence date of related interests;
- 24.3.** Members of the Supervisory Board and their related persons may only use the information obtained from their positions to serve the interests of the Company.
- 24.4.** Members of the Supervisory Board shall send written notices to the Board of Directors and the Board of Controllers of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with related persons of members of the Supervisory Board as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.
- 24.5.** Members of the Supervisory Board and their related persons must not use or reveal internal information for carrying out relevant transactions

Article 25. Provide information to the Supervisory Board

The Board of Directors, Board of Directors's member, the Chief Executive Officer, other managers, executives shall provide full, accurate, timely information and documents related to management, governance and business operations of Techcombank at the request of the Supervisory Board, unless otherwise decided by the General Meeting of Shareholders .

Article 26. Implementation provision

26.1. This statute was approved by the General Meeting of Shareholders on 24/4/2021 and replaces the statute on organization and operation of the Supervisory Board No. 0012/2019/QC dated April 26, 2019

26.2. This statute takes effect from 24/4/2021.

Replaced documents:

Name	Code	Issue date	Issuing authority
Statute on Organization and Operation of the Supervisory Board of Vietnam Technological and Commercial JS Bank	0012/2019/QC.BKS	26/04/2019	Supervisory Board

REFERENCE DOCUMENTS**External documents**

Name	Code	Issue date	Issuer
Law amending Law on credit institutions	17/2017/QH14	20/11/2017	The National Assembly
Law on Credit Institutions	47/2010/QH12	16/6/2010	The National Assembly
Circular on corporate governance system of commercial banks and foreign bank branches	13/2018/TT NHNN	18/5/2018	The State Bank of Vietnam
Circular regulating documents, procedures, process of acceptance of changes at commercial banks and foreign bank branches representative offices of foreign credit institution and other foreign organizations with banking operations in Vietnam	40/2011/TT NHNN	15/12/2011	The State Bank of Vietnam

Circular regulating on licensing and organizations, operations of commercial banks, foreign bank branches,	50/2018/TT NHNN	31/12/2018	The State Bank of Vietnam
Law on enterprises	No. 59/2020/QH14	17/06/2020	National assembly

Internal documents

Name	Date of issuance	Authority of issuance
Charter of Vietnam Technological and Commercial Joint Stock Bank	13/04/2019	AGSM
Resolution of Annual General Shareholder Meeting 2019	13/04/2019	AGSM