



PROPOSAL

Re: Approval on the 2022 plan to increase charter capital and other relevant matters

Respectfully to: GENERAL MEETING OF SHAREHOLDERS OF TECHCOMBANK

- Pursuant to Law on Enterprise No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010;
- Pursuant to Law on amending Law on Credit Institutions No. 17/2017/dated November 20, 2017;
- Pursuant to charter as adopted by the General Meeting of Shareholders of Technological and Commercial Joint-Stock Bank ("**Techcombank**") on Apr 24, 2021 ("**Charter**");

At the 2022 annual meeting of the General Meeting of Shareholders ("**GMS**"), the Board of Director of Technological and Commercial Joint-Stock Bank ("**BOD**") proposes the GMS to approve the 2022 plan to increase charter capital through the share issuance under the Employee Stock Option Programs of Techcombank and other relevant matters, as follows:

I. Charter capital increase in accordance with share issuance plan under the Employee Stock Option Programs of Techcombank in 2022

The BOD submits to the GMS for approval on 2022 plan to increase charter capital through the share issuance under the Employee Stock Option Programs of Techcombank as follows:

1. The necessity to increase charter capital:
The share issuance under the Employee Stock Option Programs of Techcombank which has been approved by GMS to annually implement aims to attract, encourage and keep talented employees continue to dedicate to Techcombank. Accordingly, the share issuance under this program will result in charter capital increase.
2. The need to increase charter capital of Techcombank (beside the purpose of attracting, encouraging and retaining good, competent and long-term engaged employees):
 - a. Contributing to improve financial capability, creating a foundation for developing branch network, expanding market share and business scale, diversifying types of banking services.

- b. Increasing the charter capital to improve the ability to meet the high capital adequacy ratios in banking operations.
 - c. Growing the medium and long-term capital to serve credit growth needs.
- 3. Name of shares: Shares of Vietnam Technological and Commercial Joint Stock Bank
- 4. Type of share offered: Ordinary share.
- 5. Par value: VND 10,000/share.
- 6. Total number of issued shares: 3,510,914,798 shares
- 7. Total number of outstanding shares: 3,510,914,798 shares
- 8. The number of shares issued under this Resolution: 6,323,716 ordinary shares, with total issued value at par value: 63,237,160,000 VND
- 9. Issuance rate (Number of shares to be issued versus total number of outstanding shares): 0.1801%
- 10. Subscription price of the share issued: VND 10,000/share
- 11. Current charter capital and charter capital increase:
 - a. Charter capital at present: 35,109,147,980,000 VND.
 - b. Expected Charter capital to increase: 63,237,160,000 VND.
 - c. **Charter capital after increase: 35,172,385,140,000 VND.**
- 12. Criteria and the list of employees eligible to participate in the program, principles to determine the number of shares to be allocated to each individual: Follow the Regulation on share issuance under the Employee Stock Option Programs of Techcombank and the list of selected employees is approved by the Board of Directors as authorized by General Meeting of Shareholders.
- 13. General conditions: the Selected Employees are entitled to subscribe newly issued shares at preferential price, subject to 1 (one)-year lock-up period according to the applicable law and other restriction conditions provided in the regulation as from the date of completion of the issuance.
- 14. Estimated execution timing: after obtainment of approvals from the State Bank of Vietnam, the State Securities Commission of Vietnam, expected implementation in 2022.
- 15. The total of shares that the Selected Employees being the foreigners are entitled to subscribe under the issuance: according to the list of the foreign Selected Employees approved by the BOD under the GMS's authorization prior to the issuance.
- 16. The most recent issuance under the Employee Stock Option Programs of Techcombank: Issuance under the Employee Stock Option Programs in 2021. Number of shares: 6,008,568 shares. Implementation time: September 2021.

17. Plan for settlement of shares which are not registered to subscribe or not paid for: after the expiry of time as provided, if the Selected Employees do not register to subscribe or not pay for all the shares offered for sales, the remaining amount shall, at the BOD's sole discretion, be distributed to other subjects at the price not lower than the respective subscription price of such shares or cancel the number of shares which are not subscribed to and/or not paid for.
18. Plan for use of the proceeds from the issuance: the total of proceeds after the share issuance to the Selected Employees under the Employee Stock Option Programs of Techcombank in 2022 estimated to be used to supplement the operational capital of Techcombank.
19. Estimated completion time of share issuance: Within 12 months since the date Governor of State Bank of Vietnam signs the acceptance document for Techcombank to increase charter capital.
20. Rights and obligations of share purchasers
 - a. The share purchasers shall become Techcombank's common shareholders, with full rights and obligations applicable to ordinary shareholders in accordance with Techcombank's Charter and Laws of Vietnam;
 - b. The share purchasers are obliged to pay for shares in accordance with Regulations and Notices of Techcombank;
 - c. The share purchasers must ensure the legal use of capital sources; including but not limited to not using credits funded by the banks to buy shares and not purchasing shares under the names of other individuals or legal entities in any form, except for entrustment as prescribed by law;
 - d. The share purchasers shall be responsible for complying with the provisions of the Law on Credit Institutions on the limit of share ownership of shareholders, shareholders and related parties;
 - e. The share purchasers shall be responsible for complying with Regulations on major shareholders, major shareholders and related parties; and
 - f. Other rights and obligations in accordance with the law and Techcombank's Charter.

II. Increase of Charter Capital and relevant matters when issuing share under the Employee Stock Option Programs of Techcombank in 2022

1. Charter capital increase:

To propose the GMS to approve the charter capital increase of Techcombank from 35,109,147,980,000 VND (*in words: thirty-five thousand, one hundred and nine*

billion one hundred and forty-seven million nine hundred and eighty thousand dong) to 35,172,385,140,000 VND (*in words: thirty-five thousand, one hundred and seventy-two billion, three hundred and eighty-five million, one hundred and forty thousand dong*) corresponding to the total par value of the issued shares in accordance with the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I and amend the Charter respectively in compliance with law.

2. Waiver of pre-emption right in respect of the additionally issued shares:

To propose the GMS to approve/agree that all existing shareholders of Techcombank waive their pre-emption right in respect of the shares issued to the Selected Employees under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I.

3. Register of additional depository and additional listing and amendment to the foreign ownership limitation of Techcombank:

3.1. Techcombank shall conduct the registration of additional depository of all the additionally issued shares under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I with the Vietnam Securities Depository and additional listing of all the new shares with the Ho Chi Minh Stock Exchange.

3.2. The subject participating in the Employee Stock Option Programs of Techcombank in 2022 shall include the foreigner; therefore, there will be a change in the current foreign ownership limitation of Techcombank. Techcombank shall notify of adjustment of the foreign ownership limitation with the State Securities Commission of Vietnam and amend the Charter respectively as stipulated in Section 2 of Part III below.

III. Proposal to GMS

By this Proposal, the BOD proposes the GMS to approve the contents as follows:

1. Approve 2022 plan to increase charter capital and other relevant matters, as follows

1.1. To approve the issuance plan of 6,323,716 shares to the employees under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I.

1.2. To approve/agree that all existing shareholders of Techcombank waive their pre-emption right in respect of the shares issued to the Selected Employees under the

Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I.

- 1.3. To approve 2022 plan to increase charter capital through the share issuance under the Employee Stock Option Programs; accordingly the charter capital of Techcombank increases from 35,109,147,980,000 VND (*in words: thirty-five thousand, one hundred and nine billion one hundred and forty-seven million nine hundred and eighty thousand dong*) to 35,172,385,140,000 VND (*in words: thirty-five thousand, one hundred and seventy-two billion, three hundred and eighty-five million, one hundred and forty thousand dong*) corresponding to the total par value of the issued shares under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I.
- 1.4. To approve the amendment to Article 18 of Techcombank's Charter which regulates the charter capital relevant to 2022 charter capital increase.
- 1.5. To approve the registration of additional depository for 6,323,716 shares with the Vietnam Securities Depository and additional listing with the Ho Chi Minh Stock Exchange (or competent organizations and agencies at the time of this depository or listing) in respect of all the additionally issued shares under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I, including the notice on adjustment of the type of securities from restricted transfer to free transfer after the restricted transfer period.
- 1.6. BOD, as its sole discretion, is responsible to decide the following matters:
 - 1.6.1. To approve the criteria and the list of Selected Employees, principles to determine the number of shares distributed to each Selected Employee.
 - 1.6.2. To approve and overview the implementation of the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I, including but not limited to the implementation time, and the plan for settlement of shares which are not registered to subscribe.
 - 1.6.3. To approve the plan for ensuring the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I to comply with the regulation on foreign ownership limitation.
 - 1.6.4. To decide the Charter Capital, and actual exact number of shares increased (if having change) compared to the figure in the proposed plan for increase of

charter capital upon the results of shares issuance under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I.

- 1.7. The Chairman of the BOD is responsible for implementing and allowed to authorize the Chief Execution Officer to implement the necessary works and procedures to conduct the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I and execute the share issuance under the Employee Stock Option Programs of Techcombank in 2022 as approved by the GMS (except for matters under the authorities of the BOD), including but not limited to:
 - 1.7.1. To approve and complete the issues relating to the share issuance under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I, and carry out the necessary procedures with the competent state authorities in compliance with law regulation, including but not limited to registration for increasing the charter capital with the State Bank of Vietnam, sending report on share issuance and result of share issuance under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I to the State Securities Commission of Vietnam.
 - 1.7.2. To supervise the implementation of the Employee Stock Option Programs of Techcombank in 2022, provide guidance on the content of the program; to propose revisions, additions to the Programs if necessary.
 - 1.7.3. To propose to adjust (if any) the list of Selected Employees eligible to participate in the Employee Stock Option Programs of Techcombank in 2022, stock option and the number of shares distributed to each Selected Employee participating in the program for BOD's approval.
 - 1.7.4. To decide to supplement, revise the related issues as required by the competent state authorities to complete the necessary procedures on the share issuance under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I.
 - 1.7.5. To decide to execute the agreements, transaction documents, related documents to issue shares under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I.
 - 1.7.6. To decide, supervise, and execute the necessary documents, application dossier to carry out the procedures to increase the charter capital, register depository (including notify the adjustment of the type of securities from restricted transfer to free transfer after the restricted transfer period) and

register additional listing of all number of actual issued shares under the Employee Stock Option Programs of Techcombank in 2022 as mentioned in Section I pursuant to law regulation, including the procedures for amending Operating license, Charter, the enterprise registration certificate, the depository registration, and the addition listing of all number of shares after the issuance and other related procedures; work and explain with the competent authorities and related departments regarding such application dossiers hereof and other matters relating to said registration and listing.

1.7.7. To decide and execute other issues relating to the share issuance under the Employee Stock Option Programs of Techcombank in 2022, increase Charter Capital, revise Charter, adjust the foreign ownership limitation and other issues as approved by the GMS.

2. Approve the foreign ownership limitation of Techcombank and revise Techcombank's Charter:

2.1. To approve the amendment to the maximum of foreign ownership limitation of Techcombank from 22.4724% to 22.4595%. The amendment is effective as from the date of completion of the share issuance under the Employee Stock Option Programs of Techcombank in 2022.

2.2. To approve the amendment to Clause 5 of Article 22 of 2022 Techcombank's Charter as below: "The maximum of foreign ownership limitation of Techcombank is 22.4595%".

The amendment to Charter pursuant to this resolution is effective as from the date of completion of the share issuance under the Employee Stock Option Programs of Techcombank in 2022 as stipulated in Section II in compliance with Point đ, Clause 12, Article 3 of Decree 155/2020/ND-CP dated December 31, 2021 of the Government issuing detailed regulations for implementation of Law on Securities.

2.3. The BODs assigns the Chairman of the BODs full responsibility to decide on the following issues:

2.3.1. To amend the maximum of foreign ownership limitation in the Charter of Techcombank as approved by GSM and carry out the procedure for amendment/registration, disclosure, notice on Charter amendment and change in the maximum of foreign ownership limitation stipulated in the Charter with the competent authorities and prepare and propose the plan for ensuring the compliance with the regulation on foreign ownership limitation.

- 2.3.2. Decide on other issues related to the adjustment of foreign ownership limitation, amendment of the Charter and other issues approved by the GSM.

Best Regards!

PP. BOARD OF DIRECTORS

CHAIRMAN

(Signed)

Ho Hung Anh