



No.: 0220 /HDQT-TCB

Hanoi, day 01 month year 2022

PROPOSAL

***(Re: amendment of and supplement to the
Statute on the organization and operations of Techcombank BOD)***

Attn: TECHCOMBANK AGSM

- Pursuant to the Law on Credit Institutions 47/2010/QH12 dated 16/6/2010 and its amendment in 2017;
- Pursuant to the Enterprise Law 2020 and the Law 03/2022/QH15 dated 11 January 2022 amending and supplementing some provisions of the Enterprise Law;
- Decree 155/2020/NĐ-CP guiding the implementation of the the Securities Law;
- Circular 116/2020/TT-BTC guiding the implementation of Decree 155/2020/NĐ-CP on corporate governance of public companies;
- Pursuant to Techcombank's Charter,

Pursuant to current regulations and actual situation, in order to facilitate the organization and operation of the Bank, the BOD respectfully submits to the AGSM's the proposal on the amendment of and supplements to the Statute on organization and operations of Techcombank's BOD as follows:

1. Rationale and purpose of amending the Statute

The Law 03/2022/QH15 dated 11 January 2022 amending and supplementing some provisions of the Enterprise Law 2020 became effective from 01/03/2022. The new provisions of such Law have impacted Techcombank's governance structure. At the same time, Techcombank is also revising its Charter to align with prevailing laws and regulations.

As a result, the Statute on organization and operations of the BOD needs to be amended to align with new laws and regulations and with Techcombank's new Charter.

2. Detailed amendments

The main amendments and supplements are detailed in the Appendix attached herewith, and the draft Statute on organization and operations of Techcombank's BOD. The BOD respectfully submits to the AGSM for approval.

3. Effectiveness of the amended Statute

The amendments shall become effective from the date of approval by the AGSM.

Respectfully,

Recipients:

- As above;
- Archived at BOD Office.

**ON BEHALF OF THE BOD
CHAIRMAN**

(Signed)

Ho Hung Anh

**APPENDIX: PROPOSED AMENDMENTS OF AND SUPPLEMENTS TO
THE STATUTE ON ORGANIZATION AND OPERATIONS OF THE BOD**

*(Attached to Proposal 0220 /HĐQT-TCB dated 01st April 2022 on the amendments of and supplements to the
Statute on organization and operations of Techcombank's BOD)*

TT	Current Statute	Amendments/supplements	Reason for amendment
1.	Article 3: 3.7.1. Nomination & Remuneration Committee (NORCO)	Article 3: <i>3.7.1. Nomination Committee (NORCO)</i>	Change the name to comply with Circular 13/2018/TT-NHNN dated 18/5/2018 and relevant documents.
2.	Article 6: Tasks and mandates of the BOD 6.26. Organizaee the implementation, monitor and oversee the implementation of resolutions and decisions of the AGSM or the BOD.	Article 6: Tasks and mandates of the BOD 6.26. Organizaee the implementation, monitor and oversee the implementation of resolutions and decisions of the AGSM or the BOD, <i>including but not limited to the resolutions of the AGSM regarding the plan to increase charter capital in the form of stock option program for selected employees and other resolutions of the AGSM regarding issuance and sale of Techcombank's stocks.</i>	To comply with the actual situation, operational requirement and the Bank's amended charter of 2022
3.	Article 6: Tasks and mandates of the BOD N/A	Article 6: Tasks and mandates of the BOD <i>Approve offshore loan agreement valued from 35% total assets written in Techcombank's latest financial statement. Loans smaller than this value shall be decided by competent authorized level as per internal regulations of delegation of decision-making power issued by Techcombank's BOD from time to time, unless otherwise stipulated in the Bank's Charter.</i>	To comply with the actual situation, operational requirement and the Bank's amended charter of 2022
4.	Article 6: Tasks and mandates of the BOD N/A	Article 6: Tasks and mandates of the BOD <i>Decision on the issuance of non-convertible, non-warrant bonds, including but not limited to private placement, public</i>	To comply with the actual situation, operational requirement

TT	Current Statute	Amendments/supplements	Reason for amendment
		<i>offering, plan to use and repay the proceeds from the public offering, approve the listing of bonds on the securities trading system</i> ;	and the Bank's amended charter of 2022
5.	Article 6: Tasks and mandates of the BOD N/A	Article 6: Tasks and mandates of the BOD <i>Decisions to dispose off assets and the compensation amount in the handling of asset loss at Techcombank. The BOD can delegate specific authority as per Techcombank's current regulations;</i>	To align with paragraph a) point 2 Article 18 of Circular 11/2021/TT-NHNN, paragraph 1 Article 12, paragraph 2 Article 15 and Article 25 of Decree 93/2017/NĐ-CP, based on paragraph 1 Article 153 of the Enterprise Law; and the amended Charter of 2022
6.	Article 6: Tasks and mandates of the BOD N/A	Article 6: Tasks and mandates of the BOD <i>Decision on the annual financial plan in line with the Bank's business and investment plan;</i>	To align with paragraph a) point 2 Article 18 of Circular 11/2021/TT-NHNN, paragraph 1 Article 12, paragraph 2 Article 15 and Article 25 of Decree 93/2017/NĐ-CP, based on Paragraph 1 Article 153 of the Enterprise Law; and the amended Charter of 2022
7.	Article 21: BOD Meeting Minutes 21.5. Where the resigning chair, the minutes writer refuse to sign the meeting minutes, but	Article 21: BOD Meeting Minutes 21.5. Where the resigning chair, the minutes writer refuse to sign the meeting minutes, but all other attending members of the BOD <u>agree to the meeting minutes by signing it</u> , and with	To comply with paragraph 6 Article 7 of the Law 03/2022/QH15 on amending paragraph

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	all other attending members of the BOD sign the minutes, at the same time the majority principle is ensured regarding the BOD's decisions as per Article 22 hereof, and with all the contents as required at paragraphs 21.1.1 through 21.1.8 hereof, then this meeting minutes is deemed valid.	all the contents as required at paragraphs 21.1.1 through 21.1.8 hereof, then this meeting minutes is deemed valid. <u>The meeting minutes shall clearly states that the presiding chair, the minutes writer refuse to sign the meeting minutes.</u>	2 Article 158 of the Enterprise Law; and Techcombank's amended Charter of 2022
8.	The supplements at Article 6 of the Statute are numbered from paragraph 6.29 through 6.32; and paragraph 6.29 of the current Statute is moved down to become paragraph 6.33 to fit the logic and order of the provisions.		

