STATUTE ..... DATED .....

(Re: Organization and operation of the Board of Directors – Vietnam Technological and Commercial Joint Stock Bank)

CONTENTS

CHAPTER I: GENERAL PROVISIONS 3
Article 1.GOVERNING SCOPE AND APPLICABLE ENTITIES 3
Article 2.DEFINITIONS AND ABBREVIATIONS 3
Article 3.BOARD OF DIRECTORS AND BOD COMPOSITION 3
Article 4.OPERATING PRINCIPLES OF THE BOD 4
Article 5.PRINCIPLES OF DELEGATION/AUTHORIZATION OF BOD CHAIRMAN 4
CHAPTER II. DUTIES AND MANDATES OF BOARD OF DIRECTORS AND ITS MEMBERS 5
Article 6.DUTIES AND MANDATES OF BOARD OF DIRECTORS 5
Article 7.DUTIES AND AUTHORITIES OF CHAIRMAN OF BOARD OF DIRECTORS 7
Article 8.DUTIES AND AUTHORITIES OF BOD MEMBERS 9
Article 9.OBLIGATIONS OF CHAIRMAN AND BOD MEMBERS 10
Article 10.PEOPLE UNAUTHORIZED TO UNDERTAKE POSITIONS 11
Article 11.PEOPLE UNAUTHORIZED TO HOLD MULTIPLE ROLES CONCURRENTLY .12
Article 12.AUTOMATIC DISQUALIFICATION AND DISMISSAL 13
Article 13.SUSPENSION AND TEMPORARY SUSPENSION 14
Article 14.ELIGIBILITY CRITERIA AND CONDITIONS FOR MEMBERS OF BOARD OF DIRECTORS.....14
Article 15.ELIGIBILITY CRITERIA AND CONDITIONS FOR INDEPENDENT MEMBERS OF BOARD OF DIRECTORS 15
CHAPTER IV: BOD MEETINGS AND SEEKING WRITTEN INPUTS 15
Article 16.REGULATIONS ON MEETINGS AND FORMS OF MEETINGS 15
Article 17.REGULATIONS ON THE FIRST MEETING OF THE BOARD OF DIRECTORS .16
Article 18.REGULATIONS ON AD-HOC MEETINGS OF THE BOARD OF DIRECTORS ...16
Article 19.CONDITIONS FOR CONDUCTING A MEETING OF THE BOARD OF DIRECTORS.....16
Article 20. NOTIFICATION AND PREPARATION OF THE AGENDA OF A BOARD OF DIRECTORS MEETING.....17
Article 21. BOARD OF DIRECTORS MEETING MINUTES.....17

Article 22. RESOLUTIONS ADOPTED IN A BOARD OF DIRECTORS MEETING 18

Article 23. COLLECTION OF WRITTEN OPINIONS FROM BOARD OF DIRECTORS MEMBERS 18

CHAPTER V: RELATIONS OF THE BOARD OF DIRECTORS 20

Article 24. RELATIONS AMONG MEMBERS OF THE BOARD OF DIRECTORS.....20

Article 25. RELATIONS WITH CHIEF EXECUTIVE OFFICER AND THE MANAGEMENT TEAM.....20

Article 26. RELATION WITH THE SUPERVISORY BOARD 20

CHAPTER VI: OTHER PROVISIONS 20

Article 27. REMUNERATION AND OPERATING EXPENSES.....20

Article 28. INTEREST DECLARATION 21

CHAPTER VII: EFFECTIVENESS 21

Article 29. IMPLEMENTATION RESPONSIBILITIES.....21

CHAPTER I: GENERAL PROVISIONS

Article 1. GOVERNING SCOPE AND APPLICABLE ENTITIES

1.1. Governing scope:

The Statute on Organization and Operation of Board of Director of Vietnam Technological and Commercial Joint Stock Bank stipulates the organization structure, operating principles, mandates and powers, functions and tasks of the BOD and BOD members in order to govern the bank in accordance with the Charter of Vietnam Technological and Commercial Joint Stock Bank and other relevant laws and regulations.

1.2. Applicable entities:

This Statute is applicable at Vietnam Technological and Commercial Joint Stock Bank and Techcombank's subsidiaries.

Article 2. DEFINITIONS AND ABBREVIATIONS

2.1 "Techcombank" : Vietnam Technological and Commercial Joint Stock Bank

2.2 "BOD" : Techcombank's Board of Directors

2.3 "BOS" : Techcombank's Supervisory Board

2.4 "BOD Chairman" : Chairman of the Board of Directors, Techcombank

2.5 "BOD member" : Member of the Board of Directors, Techcombank

2.6 "Techcombank system": including Techcombank and its subsidiaries.

2.7 "Spouses, parents, children, siblings" of individuals: spouses; biological parents, adopted parents, step parents, parents-in-law; biological children, adopted children, step children, children-in-law; biological siblings; half siblings; siblings-in-law of that individual.

Article 3. BOARD OF DIRECTORS AND BOD COMPOSITION

3.1 The Board of Directors (BOD) is Techcombank's governing body, which has full power to, in the name of Techcombank, decide and exercise the rights and perform the obligations of Techcombank, except for issues under the authority and mandate of the General Meeting of Shareholders.

3.2 Techcombank's BOD must have not less than 05 members and not more than 11 members. The number of BOD members for each term shall be decided by the General Meeting of Shareholders. The BOD must have at least 02 independent members, with two thirds of the total number of BOD members being independent members and non-executive member of Techcombank.

3.3 Individuals and their related persons or representative of the capital contribution of an institutional shareholder and their related persons can be a BOD member, but not exceeding 02 BOD members, unless he/she is representing the state capital contribution or a compulsory assignee.

3.4 The BOD will serve a 05-year term. BOD members' term will match the BOD term. A member of the Board of Directors may be re-elected or re-appointed with unlimited number of terms. The term of a supplement or substitute member of the Board of Directors shall be the remaining period of that BOD term. The BOD of a completed term shall continue operating until the BOD of the new term takes over the work.

3.5 Where the BOD actual number of members is smaller than the minimum number as required by law and by this Statute, within 90 days from the date on which the number of BOD members becomes smaller than the regularoty requirement, Techcombank must elect additional member(s) to meet the minimum requirement, except for cases set forth in paragraph 5 Article 166 of the Law on Credit Institutions.

3.6 The BOD consists of BOD Chairman, Vice Chairmen and members. The Chairman and Vice Chairmen are elected or dismissed by BOD members on the principle of majority voting 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[(1)] and legal regulations, including but not limited by the following Committees:

3.7.1 Nomination Committee (NORCO).

3.7.2 Board Risk Committee (BRC).

3.7.3 Other committees.

3.8 The BOD uses its working mechanism 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 executive team and coordination by BOD Chairman. BOD members shall be responsible for their own assignment and be jointly accountable to BOD Chairman, General Meeting of Shareholders and relevant laws and regulations.

4.2 Resolutions and decisions of the BOD are legally binding on 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 , ensuring Techcombank's interests.

Article 5. PRINCIPLES OF DELEGATION/AUTHORIZATION OF 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 shall perform their works in accordance with the delegations, applicable laws and Techcombank's regulations.

5.3 As the legal representative, BOD Chairman can authorize another person to perform the work of legal representative in line with applicable laws and Techcombank regulations.

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

Article 6. DUTIES AND MANDATES OF BOARD OF DIRECTORS

6.1 To make decisions on the strategy and medium-term development 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, Corporate Secretary or person in charge of governance/BOD Assistants 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 in accordance with the provision in Techcombank's Charter;

6.7 To appoint or replace the representative under Techcombank's authorization at projects, organizations, enterprises and other credit institutions and decide the remuneration and other benefits of these people (if any);

6.8 To make decisions on matters relating to granting credit and providing services in accordance with the laws and Techcombank Charter;

6.9 To make decisions on the investments in, purchase and sale of Techcombank's fixed assets in cases where the investment amount, tentative purchase price or the original price of such asset(s) is 10% ~~up~~ to 20% of Techcombannk's charter capital as indicated in the most recent audited financial statement;

6.10 To pass other contracts and transactions where the transaction amount is less than 20% of Techcombank's charter capital as indicated in the most recent audited financial statement between Techcomank and a BOD member, related persons of a manager, member of the Supervisory Board, or a major shareholder of Techcombank, or a subsidiary or affiliate of Techcombank. The person representing Techcombank in signing such contract or entering into such transaction must notify BOD members and BOS members about the related persons to such contract/transaction and attach the draft contract or the main substance of the transaction. The BOD shall decide to endorse such contract/transaction within 15 days from receipt of such notification, unless otherwise stipulated by the bank's Charter. In this case, the related member(s) is not allowed to vote on the matter;

6.11 To make decision on credit granting ~~transactions~~ as prescribed in Clause 3, Article 135 and Clause 7, Article 136 of Law on Credit Institutions except transactions under the competent authority of the General Meeting of Shareholders;

6.12 To approve other contracts and transactions valued at or more than 10% charter capital of Techcombank as recorded in the latest financial statement;

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 General Meeting of Shareholders

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, disciplinary, corporate titles and 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/ shareholders/ 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 and applicable laws.

Article 8. DUTIES AND AUTHORITIES OF BOD MEMBERS

8.1 To manage the bank with other members of Board of Directors in compliance with provisions of applicable laws and Techcombank Charter

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

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

8.7 To convene ad-hoc Annual General Meeting of Shareholders 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 with 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 BOD members are not allowed to authorize other personnel to attend meetings of the Board of Directors to decide on matters prescribed in Clause 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18 Article 70 of Law on Credit Institutions;

8.19 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, decision of the General Meeting of Shareholders 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 benefits 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 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.

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 difficulty in cognition and behavior control; those who have limited civil act capacity or lost civil act capacity;

10.1.2 People who are being prosecuted for criminal liability or are serving prison sentences; are serving disciplinary measures at compulsory detoxification facilities or compulsory educational establishments; being banned by the Court from holding certain positions, practicing certain professions or doing certain jobs;

10.1.3 People who are sentenced for violating ownership without evidence of his or her criminal record having been removed or deleted; people who have been convicted of serious offense or above;

10.1.4 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; or assigned, appointed or designated to engage in the management, supervision of the credit institution as required;

10.1.5 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;

10.1.6 People who are not allowed to involve in the management and operation of enterprises and cooperatives in accordance the Law on Cadres and Civil Servants and the Law on Prevention and Combat of Corruption;

10.1.7 The person used to be the owner of a private enterprise, member of a partnership company, CEO (Managing Director), BOD member, Committee member, member of the Supervisory Board of an enterprise, Head and members of a co-operative at the time such enterprise or co-operative declares bankruptcy except for the case where such person is assigned or appointed to involve in the management, operation and control of an enterprise or a co-operative being a credit institution that is requested to declare bankruptcy by a competent regulator;

10.1.8 The person being suspended from the role of Chairperson, BOD member, Chairperson or member of the Members' Council, Head of or member of the Superviosry Board, CEO (Managing Director) of a credit institution as per Article 47 of the Law on Credit Institutions or being determined to have committed violation(s) by a competent regulator, leading to the revocation of such credit institution's operating license;

10.1.9 Related persons of BOD members, of the CEO (Managing Director) of Techcombank, unless otherwise stipulated in Clause 4, Article 54 of Techcombank's Charter;

10.1.10 The person deemed responsible for violation(s) as per the inspection conclusion, resulting in the highest administrative penalty imposed upon the credit institution or foreign bank branch for violations of regulations on license, governance, management, stocks, securities, capital contributions, stock purchase, credit granting, corporate bond purchase, and prudential ratios in the monetary and banking sector in accordance with applicable laws on resolving administrative violations in the monetary and banking sector.

10.2 Related persons of members of Techcombank's BOD shall not be appointed as member of the Supervisory Board, CEO, Deputy CEO (if any) and other equivalent roles as per Techcombank's Charter.

10.3 Parents, spouses, children, siblings of a BOD member and spouses of these persons shall not be appointed as Chief Accountant or person in charge of finance of Techcombank.

Article 11. PEOPLE UNAUTHORIZED TO HOLD MULTIPLE ROLES CONCURRENTLY

11.1 Techcombank's BOD Chairperson shall not be Techcombank's Executive or member of the Supervisory Board of Techcombank or of another credit institution and shall not a hold managerial role of another enterprise.

11.2 Except for independent members, other BOD members of Techcombank shall not concurrently hold one of the following roles:

11.2.1. Techcombank's Executive, except Techcombank's CEO;

11.2.2. Managerial or Executive role of another credit institution or enterprise, unless such entities are Techcombank's parent company or subsidiaries, unless otherwise approved or in the event of mandatory acquisition;

11.2.3. Controller, member of the Supervisory Board of other credit institutions or enterprises.

11.3 Techcombank's independent BOD member shall not concurrently hold one of the following roles:

11.3.1. Techcombank's Executive;

11.3.2. Managerial or Executive role of other credit institutions or Managerial role at more than 02 other enterprises;

11.3.3. Controller, member of the Supervisory Board of other credit institutions or enterprises.

11.4 Techcombank's BOD member shall not concurrently be BOD member of more than five (05) other companies.

11.5 Unless otherwise regulated by the applicable law, each BOD member shall be the Chairperson of only one of the Committees specified in Clauses 3.7.1 and 3.7.2 Article 3 hereof.

Article 12. AUTOMATIC DISQUALIFICATION AND DISMISSAL

12.1 People who are automatically disqualified for BOD membership include:

12.1.1 Those who fall under the cases specified in Article 10 hereof;

12.1.2 Those who represent the contributed capital of a institutional shareholder of Techcombank whose legal status is terminated;

12.1.3 Those who are no longer the authorized representatives of the contributed capital of institutional shareholders;

12.1.4 Those who are expelled from the territory of the Socialist Republic of Vietnam;

12.1.5 Automatic disqualification shall also occur upon the revocation of operating license of the credit institution;

12.1.6 Those who are deceased;

12.1.7 Other cases specified in Techcombank's Charter.

12.2 BOD Chairperson and members shall be dismissed where:

12.2.1 They submit letters of resignation (which specifies the reason for resignation) to Techcombank's BOD and Supervisory Board;

12.2.2 They do not participate in BOD's activities (applicable to BOD members) in 06 consecutive months, unless due to force majeure;

12.2.3 They fail to satisfy criteria or conditions as per the applicable law;

12.2.4 Such member is an independent BOD member and fails to comply with the provisions of Articles 11.3 and 15 hereof;

12.2.5 Other cases specified in Techcombank's Charter.

12.3 BOD Chairperson and BOD members, after having been automatically disqualified or dismissed, shall still be held accountable for the decisions made by them during their office term.

12.4 The BOD shall send a report enclosed with supporting documents on the persons automatically disqualified in accordance with Clause 12.1 hereof (except for the

case specified in Point 12.1.5) to the State Bank of Vietnam within 05 working days from the date of concluding the disqualification of such persons and shall be liable for the accuracy and truthfullness of such report; shall conduct the procedures to elect and appoint personnel to fill in the corresponding vacancies as per the applicable law.

12.5 Within 10 working days from the date of approving the decision on relief from duty or dismissal as specified in Clause 12.2 hereof, the BOD shall send a report enclosed with supporting documents to the State Bank of Vietnam.

Article 13. SUSPENSION AND TEMPORARY SUSPENSION

13.1 Where the BOD Chairperson or BOD members vilate Article 11 hereof, Clause 10 Article 48 of the Law on Credit Institutions or other relevant applicable regulatory provisions while exercising the assigned rights and obligations or fail to meet the criteria and conditions specfieid in Articles 14 and 15 hereof; the State Bank of Vietnam may suspend their performance of rights and obligations and request competent regulators to relieve their duty, dismiss, elect, appoint or assign replacements where deemed necessary.

13.2 Special Supervisory Board is entitled to suspend or temporarily suspend the performance of rights and obligations of the Chairperson and members of the BOD of the credit institution that is put under special control where deemed 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 hereof shall be responsible for handling pending problems and violations related to their personal liability at the request of the State Bank of Vietnam, the Board of Directors and the Supervisory Board of the credit institution or the Special Supervisory Board.

Article 14. ELIGIBILITY CRITERIA AND CONDITIONS FOR MEMBERS OF BOARD OF DIRECTORS

14.1 Persons who are not holding the roles specified in Article 10 hereof.

14.2 Persons who possess business ethics as per the Code of Business Ethics issued by the Governor of the State Bank of Vietnam.

14.3 Persons who hold university degrees or higher.

14.4 Persons who satisfy one of the following conditions: having at least 03 years of experience at managerial or executive roles of credit institutions; having at least 05 years of experience at managerial or executive roles of enterprises operating in the field of finance, accounting, auditing of other enterprises whose minimum equity equals the legally required capital of commercial joint-stock banks; having at least 05 years of experience at professional units of credit institutions, branches of foreign banks; having at least 05 years of experience at professional unit in finance, banking, accounting or accounting.

14.5 Persons who are not family members of the CEO and members of the Supervisory

Board of Techcombank.

Article 15. ELIGIBILITY CRITERIA AND CONDITIONS FOR INDEPENDENT MEMBERS OF BOARD OF DIRECTORS

In addition to the eligibility criteria and conditions specified in Article 14 hereof, independent members of the BOD shall satisfy the independence requirements as follows:

15.1 They must not be 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 They must not earn Techcombank's salaries or regular remunerations, except for BOD membership allowances.

15.3 Their spouses, parents, children and siblings must not be Techcombank's major shareholders, members of the Supervisory Board of Techcombank or its subsidiaries and must not hold managerial roles at these entities.

15.4 They must not directly or indirectly own or represent Techcombank's shares; must not, together with their related persons, directly or indirectly own more than 1% of Techcombank's charter capital or equity with voting right.

15.5 They must not hold managerial roles or be members of the Supervisory Board of any credit institution at any point of time in the last 5 consecutive years.

CHAPTER IV: BOD MEETINGS AND SEEKING WRITTEN INPUTS

Article 16. REGULATIONS ON MEETINGS AND FORMS OF MEETINGS

16.1 The BOD may hold regular or ad-hoc meetings. A BOD meeting shall be called by the BOD Chairperson or the BOD member authorized by the BOD Chairperson.

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

16.3 A BOD meeting shall be convened in the form of a discussion participated by all or some BOD members from different locations, provided that all participants can:

16.3.1 Hear the discussion;

16.3.2 Raise his or her opinions during the meeting at his or her discretion;

16.3.3 Discuss with other participants directly via telephone or other communication means.

16.3.4 A BOD member participating in the meeting in the aforementioned forms shall be considered present in the meeting. The meeting venue is the place where the majority of BOD members are physically gathering, or where the Chairperson is present.

16.3.5 Resolutions approved in a meeting conducted via e-communication means take effect upon the conclusion of such meeting but shall be confirmed with the meeting minutes signed by all participants or with their approval of the meeting minutes via email or in writing.

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

The Chairperson of the BOD shall be elected in the first BOD meeting within 07 working days from the conclusion of such election. Such meeting is called by the member with the highest votes. Where there is more than one member having equal and highest votes, members voted by the majority shall appoint one of them to call the BOD meeting.

Article 18. REGULATIONS ON AD-HOC MEETINGS OF THE BOARD OF DIRECTORS

18.1 The BOD Chairperson shall call an ad-hoc BOD meeting where deemed necessary or upon:

18.1.1 Request of the Supervisory Board or independent BOD member;

18.1.2 Request of the CEO or at least five people holding managerial roles stipulated in Techcombank's Charter;

18.1.3 Request of at least two BOD members;

18.1.4 Other cases specified in Techcombank's Charter;

18.1.5 The requests shall be made in writing, specifying the meeting purpose and issues to be discussed and resolved within the BOD's authority. The person who is competent to call a BOD meeting may refuse the aforementioned requests where the issued to be discussed and resolved is not within the BOD's authority.

18.2 BOD Chairperson or a BOD member authorized by BOD Chairperson must call a BOD meeting within seven (07) working days upon receipt of the aforementioned requests in accordance with Clause 18.1 Article 18 hereof. If the BOD Chairperson or a member authorized by the BOD Chairperson fails to call such meeting, unless due to force majeure events, he or she shall bear full responsibility any loss incurred to the Bank. In this case, the person making the request shall be entitled to call a BOD meeting, and participating BOD members shall vote to elect a person to chair such meeting.

18.3 The BOD Chairperson shall specify the cases where an ad-hoc meeting should be called, deadline for and form of notifying participants of the meeting.

Article 19. CONDITIONS FOR CONDUCTING A MEETING OF THE BOARD OF DIRECTORS

19.1 A BOD meeting is convened where attended by at least ¾ (three fourths) of total BOD members. Where the meeting called in accordance with the provisions of this Clause is not attended by the required number of BOD members, the second call shall be made within 07 days from the first call. In this case, the meeting shall be convened where attended by more than half of total BOD members. In case of absence from the meeting, a BOD member may authorize another member to vote

on his/her behalf or provide written inputs. Such inputs must be sent to the BOD Chairperson in a closed envelop at least 1 hour before the meeting starts. The envelop shall only be opened in the presence of all attending members.

19.2 A BOD member may authorize a non-board member to attend the meeting on his or her behalf if approved by the majority other BOD members. Authorization shall be granted in compliance with Clause 8.18 Article 8 hereof.

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) working days prior to 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 ballots (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's Charter and it should be made certain that the invitation reaches each BOD member's address registered with Techcombank.

20.3. BOD Chairman or the 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 recorded 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 persons; 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 a BOD meeting revolves around the internal control system, the meeting minutes must consist of inputs (agreement and disagreement) and conclusion about the internal control system.

21.1.7. Voting results which indicate the members who agree, disagree, or abstain;

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 discrepancy in the content of such two minutes, the explanation shall be made according to the Vietnamese minutes

21.3. The Chairman, Minutes taker and persons signing such minutes must take responsibility for accuracy and truthfulness of the BOD meeting minutes. BOD Office is responsible for sending the minutes to all attending members no later than seven (07) days following the date of BOD meeting.

21.4. The BOD meeting minutes and documents used at the meeting must be archived at the head office of Techcombank.

21.5. Where the Chairman, Minutes taker refuses to sign meeting minutes but all participating BOD members agree to sign and the contents as required in Points 1 to 8, Clause 1, Article 21 are included, this 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 a 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 entered into between and by Techcombank, BOD members and their related entities and other issues as regulated by the law) 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 opinions from members of Board of Directors.

23.2. BOD's office shall prepare slips for opinion collection and other necessary documents related to contents for opinion. The slips for opinion collection and attached documents must be sent by secured methods 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 providing input.

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 slips for opinion collection must include the following contents:

23.4.1. Name, head office's address, number and date of Establishment and Operation License of Techcombank;

23.4.2. Purpose of input seeking;

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 abstention;

23.4.6. Deadline for sending answered slips to Techcombank;

23.4.7. Full name and signature of the chairman of the Board of Directors.

23.5. The answered slips must be signed by the members of Board of Directors and sent back to BOD office in accordance with Techcombank's regulations. Voting ballots are counted as soon as they are received and the matter may be passed after receiving the required number of votes in favor.

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"). 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 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 up to the time making vote-counting minutes. The minutes must include appendix of the list of members of Board of Directors who voted up to the time making vote-counting minutes;

23.6.4. The total number of agree, disagree and abstain votes for each issue to be asked for opinion up to the time making vote-counting minutes; and

23.6.5. Full name and signature of vote checker and Chairman for written input seeking.

23.7. The Chairman for written input seeking and vote checker shall take joint responsibility for the truthfulness and accuracy of the vote-counting minutes, and for any damage arising from decisions which are ratified due to dishonest, inaccurate vote counting.

23.8. Decisions that are approved in the form of written input seeking are 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 endorsed 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 slips 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. Relations among BOD members are 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-designated, they must ensure to hand over work, documents, and relevant papers. The handover must be made in writing and reported to the BOD Chairman.

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

Given the governing function, the BOD is responsible for issuing resolutions and decisions for CEO, Deputy CEO(s) 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. The 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. Upon receipt of any audit minutes or report from BOS, BOD is responsible for studying and directing relevant units to make plans and take measures in a timely manner.

CHAPTER VI: OTHER PROVISIONS

Article 27. REMUNERATION AND OPERATING EXPENSES

27.1. Remuneration and other interests of BOD members are booked to operating expenses of Techcombank in accordance with the law and Techcombank Charter.

27.2. Budget for remuneration of the BOD is decided by Annual General Meeting of Shareholders.

27.3. Operating costs of the BOD and its assistant apparatus is booked to operating expenses 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 to Techcombank their related interests, including:

28.1.1. Name, enterprise identification number, head office location, other economic organization(s) to which BOD member and his/her related entity has contributed capital, owned stocks that represent at least 05% of charter capital, including contributed capital, shares authorized or entrusted to other individuals/organizations;

28.1.2. Name, enterprise identification number, head office location, other economic organization(s) where BOD member and his/her related entity are members of BOD, Members' Council, Supervisory Board or Chief Executive Officer (Managing Director).

28.1.3. Information about related entities being individuals, including full name, ID number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider;

28.1.4. Information about related entities being organizations, including: name, enterprise identification number, head office location, business registration certificate number or equivalent legal documents; legal representative, relationship with the information provider.

28.2. BOD members shall send the information in writing to Techcombank when providing information for the first time within seven (07) working days since the occurrence and upon any information change.

28.3. BOD members perform work in any form within Techcombank's scope of business on behalf of an individual or other persons must explain the nature and content of such work to BOD and shall only implement where it is approved by most of remaining BOD members; where such BOD member implements without reporting to 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 at the General Meeting of Shareholders on ..../...../.....

29.2. This Statute takes effect from ..../...../..... The Statute on the Organization and Operation of Techcombank's Board of Directors No. 0016/2022/QĐ1 dated

09/05/2022 expired, except for implementing transitional provisions as regulated in Article 210, Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024.

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.

REFERENCES

External Documents

Document	No.	Issuance date	Issuance body
Law on Credit Institutions 2024	32/2024/QH12	18/1/2024	National Assembly
Law on Enterprises	59/2020/QH14	17/06/2020	National Assembly
Law No. 03/2022/QH15 to amend a number of provisions in the Enterprise Law	03/2022/QH15	11/01/2022	National Assembly
Decree on Guidelines on the Law on Securities	155/2020/NĐ-CP	31/12/2020	Government
Circular on guidelines for implementation of some Articles on administration o 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
Circular No. 51/2024/TT-NHNN dated November 29, 2024 on prescribing independent audit of commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches	51/2024/TT-NHNN	29/11/2024	State Bank of Vietnam

Internal documents

Ref.	Contents	Terms	Document	No.

No.[1]				
1	The entire document	The entire document	The Charter of the Vietnam Technological and Commercial Joint Stock Bank	