VIETNAM TECHNOLOGICAL AND COMMERCIAL JOINT-STOCK BANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, February 4, 2025

No: 0067/2025/QĐ-HĐQT-TCB

DECISION
(On the first amendment in 2025 and issuance of the Charter of Vietnam Technological and Commercial Joint-Stock Bank)

CHAIRMAN OF THE BOARD OF DIRECTORS
VIETNAM TECHNOLOGICAL AND COMMERCIAL JOINT-STOCK BANK

- *Pursuant to the 2020 Law on Enterprises*
- *Pursuant to the 2024 Law on Credit Institutions;*
- *Pursuant to the Establishment and Operation License No. 38/GP-NHNN dated March 6, 2018 (replaced with the Operation License No. 0040/QD-NH5 dated August 6, 1993) of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank);*
- *Pursuant to Decision No. 156/QD-NHNN dated January 22, 2025 on amending the charter capital in the Establishment and Operation License of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank);*
- *Pursuant to the Charter of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank);*
- *Pursuant to the Resolution of the Annual General Meeting of Shareholders of Techcombank dated August 7, 2024,*

DECIDES

Article 1. Amend Clause 1, Article 18 of Techcombank Charter in 2025 as follows:

Techcombank's charter capital is: **VND 70,648,517,390,000** *(In words: Seventy thousand six hundred forty-eight billion five hundred seventeen million three hundred ninety thousand dong).*

Article 2. The full text of the "Charter of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank Charter)" is issued together with this Decision.

Article 3. Effectiveness of the Charter:

The amended contents of the Charter specified in Article 1 above shall take effect from the date of issuance.

Apart from the foregoing amended contents, other provisions of the Charter remain unchanged.

Article 4. Members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, Chiefs of Divisions/Heads of Units, and relevant personnel are responsible for the proper implementation of this Decision.

CHAIRMAN OF THE BOARD OF DIRECTORS

Recipients:
- *As specified in Article 4;*
- *Chief Executive Officer;*
- *BOD Office.*

(Signed)

Ho Hung Anh

VIETNAM TECHNOLOGICAL AND COMMERCIAL JOINT STOCK BANK – TECHCOMBANK

CHARTER

OF

VIETNAM TECHNOLOGICAL AND COMMERCIAL JOINT STOCK BANK TECHCOMBANK

(Full-text amendment the first time in 2025 according to the Resolution dated 07 August 2024 of the General Meeting of Shareholders)

INDEX

TCB Internal Document

CHAPTER I 6
GENERAL REGULATIONS 6
SECTION I 6
DEFINITIONS AND INTERPRETATION 6
Article 1: Definitions 6
SECTION II 7
NAMES, HEAD OFFICE, OBJECTIVES AND SCOPE OF OPERATION 7
Article 2: Name, Form, Head Office, Network and Term of Operation 7
Article 3: Legal representative of the Bank 8
Article 4: Objectives of Techcombank 8
Article 5: Scope of Operation 8
SECTION III 8
MAJOR OPERATIONS OF TECHCOMBANK 8
Article 6: Providing loans, receiving deposits 9
Article 7: Credit Grant Operations 9
Article 8: Activities of providing payment facilities and services 9
Article 9: Money depositing, purchase and sale of valuable papers 9
Article 10. Account opening. 9
Article 11. Organization of and participation in payment systems 10
Article 12: Capital contribution and share purchase 10
Article 13: Foreign exchange trade and provision of foreign exchange services and derivative products 10
Article 14: Investment bank activities 10
Article 15: Entrustment and agency, agency appointment 10
Article 16: Other business activities 11
Article 17: Restrictions to ensure safety in operation 11
CHAPTER II 11
CHARTER CAPITAL, SHARE, SHARE CERTIFICATE, BOND 11
SECTION I 11
CHARTER CAPITAL 11
Article 18: Charter Capital 11
Article 19: Change of Charter Capital 12
SECTION II 12
SHARE, SHARE CERTIFICATE, BOND 12
Article 20: Share 12
Article 21: Share certificate 12
Article 22: Share ownership ratio 13
Article 23: Share Offering and Transfer 13
Article 24: Issuance/Reward/Sale/Distribution, recovery/redemption of shares and other securities according to the selective program for officers, employees, labourers and workers of Techcombank 14
Article 25: Share inheritance 14
Article 26: Redemption of shares 14
Article 27: Issuance of bond 16
CHAPTER III 17
STRUCTURE OF ORGANIZATION AND MANAGEMENT OF TECHCOMBANK 17
SECTION I 17
STRUCTURE OF ORGANIZATION AND MANAGEMENT 17
Article 28: Structure of Organization and Management 17
SECTION II 17
CRITERIA AND CONDITIONS FOR MANAGER, EXECUTIVE OFFICER AND OTHER TITLES OF TECHCOMBANK 17
Article 29: Criteria and conditions to act as a member of the Board of Directors 17
Article 30: Criteria and conditions for a member of the Supervisory Board 17
Article 31: Criteria and conditions for Chief Executive Officer 18

TCB Internal Document

Article 32: Criteria and conditions for a Deputy Chief Executive Officer (if any), Chief Accountant, Director of a Branch, Director of a Subsidiary, and equivalent titles 18
SECTION III 19
PERSONS TO BE BANNED FROM HOLDING CERTAIN POSITIONS – SIMULTANEOUSLY HOLDING CERTAIN POSTS – SUSPENSION, TEMPORARY SUSPENSION 19
Article 33: Persons to be banned from holding certain positions 19
Article 34: Persons to be banned from simultaneously holding certain positions 20
Article 35: Automatic loss of status of a member of the Board of Directors, a member of Supervisory Board or Chief Executive Officer 20
Article 36: Dismissal and release from duty of a member of the Board of Directors, a member of the Supervisory Board, or the Chief Executive Officer 21
Article 37: Suspension and temporary suspension of the position of the Board of Directors, Supervisory Board and Chief Executive Officer 21
SECTION IV 22
PREVENTION OF CONFLICT OF INTEREST AND PUBLIC DISCLOSURE OF RELATED INTERESTS, OBLIGATIONS OF THE MEMBERS 22
Article 38: Prevention of conflict and public disclosure of related interests 22
Article 39: Obligations of the members of the Board of Directors, members of the Supervisory Board, executive officers, Directors of branches, Directors of Subsidiaries, Directors of non-business professional units 23
Article 40: Salaries, remuneration, bonuses and other benefits of the members of the Board of Directors, members of the Supervisory Board 24
SECTION V 24
SHAREHOLDERS 24
Article 41: Shareholders 24
Article 42: Rights of shareholders 24
Article 43: Obligations of shareholders 26
Article 44: Register of shareholders and establishment of the list of shareholders 27
SECTION VI 27
GENERAL MEETING OF SHAREHOLDERS 27
Article 45: General Meeting of Shareholders 27
Article 46: Duties and powers of the General Meeting of Shareholders 28
Article 47: Authority to convene a General Meeting of Shareholders 29
Article 48: The list of shareholders entitled to attend, program, agenda and meeting invitation of a General Meeting of Shareholders 30
Article 49: Right to attend a General Meeting of Shareholders 32
Article 50: Conditions for conducting a General Meeting of Shareholders and minutes: 32
Article 51: Adopting a decision of General Meeting of Shareholders by way of collecting written opinions 34
Article 52: Request to cancel a decision of the General Meeting of Shareholders 34
Article 53: Validity of resolutions of General Meeting of Shareholders 35
SECTION VII 35
BOARD OF DIRECTORS 35
Article 54: Composition and term of office of Board of Directors 35
Article 55: Duties and powers of Board of Directors 36
Article 56: Duties and powers of Chairperson of Board of Directors 39
Article 57: Duties and powers of members of Board of Directors 40
Article 58: Meetings of Board of Directors 40
Article 59: Conditions for conducting a meeting of the Board of Directors 42
Article 60: Meeting invitation and preparation of meeting agenda and organization of meetings of Board of Directors 42
Article 61: Minutes of meetings of Board of Directors 42
Article 62: Decisions adopted in a meeting of Board of Directors 43
Article 63: Arrangement for collecting written opinions from members of Board of Directors 43

TCB Internal Document

SECTION VIII 44
SUPERVISORY BOARD 44
Article 64: Supervisory Board and structure of Supervisory Board 44
Article 65: Duties and powers of Supervisory Board 45
Supervisory Board shall have the following duties and powers: 45
Article 66: Duties and powers of the Head of Supervisory Board 47
The Head of Supervisory Board shall have the following duties and powers: 47
Article 67: Duties and powers of members of Supervisory Board 47
1. The members of Supervisory Board shall have the following powers and duties: 47
Article 68: Meetings of Supervisory Board and collecting written opinions of the members of Supervisory Board 48
Article 69: Adopting the decisions of Supervisory Board 48
SECTION IX 48
CHIEF EXECUTIVE OFFICER 48
Article 70: Chief Executive Officer and assistance unit 48
Article 71: Duties and powers of the Chief Executive Officer 49
CHAPTER IV 50
RELATIONSHIP BETWEEN TECHCOMBANK AND ITS SUBSIDIARIES, TRADE UNION AND EMPLOYEES 50
Article 72: Relationship between Techcombank and its Subsidiaries 50
Article 73: Employees and trade union 50
CHAPTER V 50
FINANCIAL REGIME - ACCOUNTING, INFORMATION - REPORTING 50
SECTION I 50
FINANCE, ACCOUNTING AND REPORTING 50
Article 74: Financial system, fiscal year 50
Article 75: Accounting system 51
Article 76: Financial statements 51
Article 77: Independent auditing 51
Article 78: Use of Capital 51
SECTION II 51
SETTING ASIDE FUNDS AND ALLOCATION OF PROFIT 51
Article 79: Setting aside funds 51
Article 80: Payment of dividends 52
SECTION III 52
INFORMATION AND REPORTING SYSTEM 52
Article 81: Information and confidentiality 52
Article 82: Reporting and public disclosure of information 53
Article 83: Storage of documents 53
CHAPTER VI 53
SETTLEMENT OF DISPUTE, RESTRUCTURE, DISSOLUTION, BANKRUPTCY 53
Article 84: Internal dispute resolution 53
Article 85: Restructure of Techcombank 54
Article 86: Dissolution 54
Article 87: Special control and bankruptcy 54
CHAPTER VII 55
IMPLEMENTATION PROVISIONS 55
Article 88: Effect of the Charter 55

TCB Internal Document

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

****

CHARTER

of

VIETNAM TECHNOLOGICAL AND COMMERCIAL JOINT STOCK BANK – TECHCOMBANK

INTRODUCTION

Vietnam Technological and Commercial Joint Stock Bank - Techcombank (hereinafter referred to as "**Techcombank**" or "**TCB**") is a credit institution allowed to carry out banking activities and other related business activities for profit purposes, contributing to meeting the service needs of organizations and individuals and socio - economic development. Techcombank's organization and operation are in accordance with this Charter, the current regulations of the State Bank of Vietnam and other relevant laws.

Charter content was duly approved by the General Meeting of Shareholders on 07 August 2024.

TCB Internal Document

CHAPTER I
GENERAL REGULATIONS

SECTION I
DEFINITIONS AND INTERPRETATION

Article 1: Definitions

1. In this Charter, unless otherwise stipulated by the context, the following terms shall be construed as follows:
   a. **"Laws":** mean all laws, ordinances, decrees, regulations, circulars, decisions and other legal instruments issued by the State agencies of Vietnam from time to time in relation to the Bank's operations of Techcombank.
   b. **"State Bank":** means the State Bank of Vietnam.
   c. **"Charter Capital":** means the total par value of shares of Techcombank which are sold to shareholders.
   d. **"Legal Capital**": means the minimum statutory amount of capital to establish a bank in accordance with the laws.
   e. **"Dividend":** means the net benefit amount paid to each share in cash or in the form of other assets.
   f. **"Founding Shareholder":** means a shareholder who lawfully owns one or a number of common shares of Techcombank, and whose name is registered in Techcombank's Register of Shareholders as a founding Shareholder.
   g. **"Shareholder":** means an organization or individual which lawfully owns one or a number of shares of Techcombank, and whose name is registered in Techcombank's Register of Shareholders as a holder of share(s).
   h. **"Major Shareholder":** shall mean a shareholder of Techcombank who owns 5% or more of share capital with voting right of Techcombank, including the number shares indirectly owned by that shareholder.
   i. **"Personal legal papers"** refer to one of the following papers: identification cards, citizen identity cards, passports, and other legal personal identification papers.
   j. **"Institutional legal papers"** refer to one of the following papers: incorporation decisions, Enterprise Registration certificates, and other equivalent papers.
   k. **"Share"** means equal portions into which the Charter Capital is divided.
   l. **"Share Certificate"** means a book entry certifying ownership of one or a number of its shares.
   m. **"Register of Shareholders"** is a written document or electronic data file recording information about share ownership of shareholders. The register of shareholders must contain the main contents as prescribed by the Law on Enterprises.
   n. **"Executive Officers of Techcombank"**: include the Chief Executive Officer, Deputy Chief Executive Officers) (if any), Chief Accountant, and Directors of Branches.
   o. **"Managers of Techcombank":** include the Chairperson, other members of the Board of Directors and Chief Executive Officer.
   p. **"Related person":** is defined in Clause 24, Article 4 of the Law on Credit Institutions for issues relating to the organization and operation of Techcombank prescribed by laws on credit institutions. Regarding information disclosure and other issues that are not regulated by laws on credit institutions, related persons shall be determined in accordance with the Law on Enterprises and Law on Securities.
   q. **"Insider":** is defined in accordance with Clause 45, Article 4 of the Law on Securities.
   r. **"Family relation":** is defined in accordance with Clause 22, Article 4 of the Law on Enterprises.
   s. **"Subsidiary of Techcombank"** is an enterprise fall into one of the followings:

TCB Internal Document

(i). more than 50% of its charter capital or more than 50% of number of shareswith voting right are owned by Techcombank or Techcombank and Techcombank's related person;

(ii). Techcombank has the right to appoint the majority or all members of the Board of Directors, Members' Councils, General Director (Director) of the that enterprise;

(iii). Techcombank has the right to amend, supplement to the Charter of that enterprise.

(iv). Techcombank or Techcombank and Techcombank's related persons directly or indirectly control the adoption of resolutions and decisions of the General Meeting of Shareholders, Board of Directors, Members' Council of that enterprise.

t. **"Affiliate of Techcombank":** means a company in which Techcombank owns or Techcombank and Techcombank's related persons own more than 11% of its charter capital or over 11% of its number of shares with voting rights, which however is not a Subsidiary of Techcombank.

u. **"Independent Member of Board of Directors":** is a member of the Board of Directors who meets the standards and conditions as stipulated in Clause 6, Article 29 of this Charter.

v. **"Term of operation":** means the period when Techcombank is allowed to conduct business activities in accordance with the laws, from the date of issuance of the Establishment and Operation License by the State Bank to the Bank. Techcombank is allowed to extend its term of operation based on a decision of the General Meeting of Shareholders and it must be approved by the State Bank in accordance with the laws.

w. **"Banking operations":** is the regular business or supply of one or several of the following professional operations:

(i). Receipt of deposits;

(ii). Grant of credits;

(iii). Provision of payment services via accounts;

(iv). Other banking operations/ activities in accordance with the laws from time to time.

x. **"Vietnam":** means the Socialist Republic of Vietnam.

y. "**Wife, husband, father, mother, children, brother, sister**" of an individual means husband and wife; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of spouses, daughters-in-law, sons-in-law; brothers, sisters of the same parents; half-brothers, half-sisters; brother-in-law, sister-in-law of a person of the same parents or half-father or half-mother of that individual.

2. In this Charter, any references to one or more other provisions of any law or legal document shall include the amendments of, additions to, or those replacing such provisions or documents.
3. The headings (Chapters, Sections and Articles of this Charter) are for convenience only and shall not affect the contents of this Charter.
4. Any word, term or concept defined in the relevant laws shall have similar meanings in this Charter if such words, terms or concepts are not yet defined herein.

SECTION II
NAMES, HEAD OFFICE, OBJECTIVES AND SCOPE OF OPERATION

Article 2: Name, Form, Head Office, Network and Term of Operation

1. Name of the Bank:

- Full name in Vietnamese: Ngân hàng Thương mại Cổ phần Kỹ thương Việt Nam.
- Abbreviated name in Vietnamese: Ngân hàng Kỹ thương Việt Nam
- Full name in English: Vietnam Technological and Commercial Joint Stock Bank
- Abbreviated name in English: Techcombank

2. Head office of the Bank:

TCB Internal Document

- Address : No. 6 Quang Trung Street, Tran Hung Dao Ward, Hoan Kiem District, Hanoi City, Vietnam
- Telephone : (8424) 39 44 63 68
- Fax : (8424) 39 44 63 62
- Telex : 411349HSBCTCB
- Email : ho@techcombank.com.vn
- Website : www.techcombank.com.vn
- SWIFT : VTCB VNVX

3. Form of the Bank: Techcombank is a joint stock company, having a legal status in accordance with the laws of Vietnam.
4. Techcombank is allowed to open branches, representative offices, non-business professional units, transaction offices, automated trading machines (abbreviated as "**ATM**"), and to establish Subsidiaries/ Affiliates and other forms of commercial presence to fulfil Techcombank's operational objectives in accordance with the laws and this Charter.
5. The term of operation of the Bank shall be ninety-nine (99) years from the Date of Establishment and may be extended in accordance with the laws.

Article 3: Legal representative of the Bank

1. Techcombank has one (01 legal representative being the Chairperson of the Board of Directors.
2. Techcombank's legal representative has the full authority to represent Techcombank in exercising rights and obligations arising from Techcombank's transaction; to represent Techcombank as one who requests resolution of civil matters, plaintiff, defendant, person with related rights and obligations before Arbitration, Court; and to perform other rights and obligations in accordance with the laws.
3. Techcombank's legal representative is Techcombank representative (account holder representative) for Nostro accounts, payment accounts and other accounts of Techcombank;
4. Techcombank's legal representative may authorize another person to perform the duties of the legal representative in accordance with the laws and internal regulations of Techcombank, if any.

Article 4: Objectives of Techcombank

Techcombank's operation and development objectives are:

1. Change banking, change lives.
2. Lead the digital transformation of the financial industry, enabling individuals, businesses, and corporations to progress and thrive sustainably.

Article 5: Scope of Operation

1. Techcombank is permitted to carry out all business activities as set out in the Establishment and Operation License, the Enterprise Registration and Tax Registration Certificate, and this Charter in accordance with the laws and to take appropriate measures to achieve the objectives of Techcombank.
2. Techcombank may carry out business activities in other fields permitted by the laws, and approved by the General Meeting of Shareholders or the Board of Directors in accordance with this Charter.
3. Techcombank can carry out business activities and operate both domestically and overseas.

SECTION III
MAJOR OPERATIONS OF TECHCOMBANK

TCB Internal Document

Article 6: Providing loans, receiving deposits

1. Receiving demand deposits, term deposits, savings deposits and other types of deposit;
2. Issuing certificates of deposit;
3. Obtaining loans from credit institutions, foreign bank branches according to regulations of the State Bank Governor and foreign loan according to regulations of the laws ;
4. Obtaining short-term loans from the State Bank in the form of capital refinancing under the provisions of the Law on State Bank of Vietnam;
5. Other forms in accordance with the laws;
6. The capital mobilization may be carried out in Vietnamese Dong, foreign currencies, gold and other financial products as provided for by the laws.
7. Techcombank's deposit taking shall be implemented according to regulations of the State Bank Governor.

Article 7: Credit Grant Operations

Techcombank shall provide credit to domestic or foreign individuals and organizations in the following forms:

1. Lending;
2. Discounting and re-discounting;
3. Bank guarantee;
4. Issuing credit cards;
5. Domestic factoring; international factoring with banks which are entitled to provide international payment services;
6. Letter of credit;
7. Other forms of providing credit according to regulations of State Bank Governor;
8. Lending to credit institutions and foreign bank branches shall comply with the regulations of the the State Bank Governor.

Article 8: Activities of providing payment facilities and services

1. Opening bank accounts for clients;
2. Providing payment facilities;
3. Providing the following via-account payment services:
   (i). Providing domestic payment services, including checks, payment orders, payment authorization, collection orders, collection authorization, money transfer, bank cards, collection and payment services;
   (ii). Providing international payment services after being approved in writing by State Bank; other payment services according to regulations of the State Bank Governor.

Article 9: Money depositing, purchase and sale of valuable papers

1. Techcombank is allowed to buy and sell valuable papers with the State Bank according to the provisions of the Law on the State Bank of Vietnam.
2. Techcombank is allowed to deposit money, buy and sell valuable papers with term with credit institutions and foreign bank branches according to the regulations of the Governor of the State Bank.

Article 10. Account opening

1. Techcombank must open a payment account at the State Bank and maintain the required reserve amount on this account.
2. Techcombank may open payment accounts at credit institutions entitled to provide via-account payment service.
3. Techcombank is entitled to open payment accounts in foreign countries in accordance with the

TCB Internal Document

laws on foreign exchange.

Article 11. Organization of and participation in payment systems

1. Techcombank is allowed to organize internal payment system and participate in the national inter-bank payment system.
2. Techcombank can participate in the international payment system once meeting conditions according to regulations of the Government and getting written approval from the State Bank.

Article 12: Capital contribution and share purchase

1. Techcombank can only use its charter capital and reserve fund to contribute capital and purchase shares in accordance with this Charter.
2. Techcombank must establish, acquire subsidiaries and affiliates while carrying out the following business activities:
   (i). Securities underwriting, securities brokerage; management and distribution of fund certificates of securities investment; management of portfolio of securities investment, and stock purchase and sale;
   (ii). Financial leasing;
   (iii). Insurance.
3. Techcombank is allowed to establish and acquire subsidiaries and affiliates operating in the field of debt and asset management, foreign exchange remittance, gold, factoring, credit card issuance, consumer credit, payment intermediary services, credit information.
4. Techcombank contributes capital to and purchases shares of enterprises operating in the following areas:
   (i). Insurance, securities, foreign exchange remittance, gold, factoring, credit card issuance, consumer credit, payment intermediary services, credit information;
   (ii). Other areas not yet specified in Point (i) of this Clause after approved in writing by State Bank Governor.
5. Techcombank establishes, acquires subsidiaries and affiliates under the provisions of Clauses 2 and 3 of this Article after obtaining written approval from the State Bank.
6. Techcombank and Techcombank's Subsidiaries can purchase and hold shares of other credit institutions on condition and within the limits set forth by the State Bank Governor.

Article 13: Foreign exchange trade and provision of foreign exchange services and derivative products

1. After obtaining a written approval from the State Bank, Techcombank can trade and provide services to domestic or foreign customers with the following products, services:
   i. Foreign exchange;
   ii. Derivatives on interest rates;
   iii. Derivatives related to foreign exchange as per the guidance of the State Bank of Vietnam;
   iv. Foreign exchange, currency and other financial assets.
2. The foreign exchange trade and provision of foreign exchange services of Techcombank to customers shall comply with the provisions of the laws on foreign exchange control.
3. Based on the licensing of the State Bank of Vietnam, Techcombank shall provide with commodity price derivative products in accordance with the law.

Article 14: Investment bank activities

Techcombank directly or through Subsidiaries and Affiliates in accordance with the laws implement the investment banking activities in accordance with regulations of the laws and this Charter.

Article 15: Entrustment and agency, agency appointment

TCB Internal Document

1. Techcombank has the right to entrust, be entrusted, act as an agent in banking activities, assigning payment agent according to regulations of State Bank Governor.
2. Techcombank has the right to implement insurance agency activities according to regulations of the laws on insurance trading, in line with the scope of insurance agency activities according to regulations of State Bank Governor.

Article 16: Other business activities

1. Techcombank has the right to carry out other following business activities according to regulations of State Bank Governor:
   a. Cash management services; treasury services for credit institutions, foreign bank branches; Asset preservation services, cabinet, safes rental;
   b. Providing services of money transfer, collection, payment on behalf of customers and other payment services without going through an account;
   c. Buy and sell State Bank bills and corporate bonds; buying and selling other valuable papers, except buying and selling valuable papers specified in Point a, Clause 2 of this Article;
   d. Currency brokerage service;
   e. Gold trading;
   f. Other services related to factoring and letters of credit;
   g. Consulting on banking activities and other business activities specified in the License.
2. Techcombank is entitled to carry out the following other business activities in accordance with relevant laws:
   a. Buy and sell Government debt instruments, Government guaranteed bonds, local authorities bonds;
   b. Bond issuance;
   c. Securities depository;
   d. Activities of supervising bank;
   e. Security asset management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions, foreign bank branches.
3. Techcombank is allowed to carry out other business activities related to banking activities in addition to the activities specified in Clause 1 and Clause 2 of this Article according to the regulations of the Governor of the State Bank, other regulations of relevant laws.

Article 17: Restrictions to ensure safety in operation

During its term of operation, Techcombank shall comply with the regulations on safety assurance and other relevant provisions of the laws.

CHAPTER II

CHARTER CAPITAL, SHARE, SHARE CERTIFICATE, BOND

SECTION I
CHARTER CAPITAL

Article 18: Charter Capital

1. The Charter Capital of Techcombank is: VND **70,648,517,390,000** *(In word: Seventy thousand six hundred and forty eight billion five hundred and seventeen million three hundred and ninety thousand dong).*
2. The Charter Capital of the Bank shall be adjusted and recorded in Techcombank's License of establishment and operation from time to time.
3. Charter capital is accounted in Vietnamese Dong (VND).

TCB Internal Document

Article 19: Change of Charter Capital

The change (Increase and decrease) of Techcombank's Charter Capital shall be made only on the basis of a decision of the General Meeting of Shareholders and written approval from the State Bank issued before changing the Bank's Charter Capital in accordance with the laws.

1. Methods to increase Techcombank's Charter Capital:
   a. Increase from the additional reserve fund for Charter capital; Equity surplus fund; retained profits and other sources as prescribed by the laws;
   b. Public offering of shares, private placement;
   c. Conversion of issued convertible bonds into ordinary shares;
   d. Payment of dividends by new shares of Techcombank;
   e. Transfer from accumulated capital surplus sources to supplement the Charter Capital;
   f. Capital additionally contributed by shareholders;
   g. Issuance of new shares as the basis for offering international depository receipts;
   h. Other forms decided by the General Meeting of Shareholders in accordance with the provisions of the laws.
2. Methods to decrease Techcombank's Charter Capital:
   a. Techcombank redeems and cancels the number of shares with par value corresponding to the estimated reduction amount of capital;
   b. Techcombank withdraws and cancels the number of shares with par value corresponding to the estimated reduction amount of capital;
   c. Other forms decided by the General Meeting of Shareholders in accordance with the provisions of the laws.
3. The order, procedures and application dossiers for approval of changes in the Charter Capital shall be in accordance with the State Bank's regulations and provisions of the laws.
4. The Board of Directors shall be responsible before the laws for assessment and appraisal of dossiers, procedures and conditions for Techcombank to change its Charter Capital in accordance with the laws and this Charter.

SECTION II
SHARE, SHARE CERTIFICATE, BOND

Article 20: Share

1. Each share of Techcombank has the par value of VND10,000 (*in words: ten thousand Vietnamese Dongs*).
2. On the date of approval of this Charter, all the shares of Techcombank are ordinary shares, and all shareholders of Techcombank are common shareholders.
3. Techcombank may issue various preference shares or preference shares with warrants upon approval of the General Meeting of Shareholders and in accordance with the relevant provisions of the laws.
4. Each share of the same class will entitle its holders to the equal rights, obligations and interests.
5. The purchase, sale, transfer of shares by shareholders will follow the provisions of the relevant laws on securities.
6. Ordinary share offering must be prioritized for existing shareholders in proportion to their ordinary share ownship ratio at Techcombank, unless otherwise decided by the General Meeting of Shareholders.

Article 21: Share certificate

TCB Internal Document

1. Techcombank's share certificates will be issued and managed in the form of book entries. Techcombank's share certificates have the contents as prescribed by the laws;
2. Techcombank's shares cannot be used for pledging at Techcombank.

Article 22: Share ownership ratio

Unless otherwise stipulated by the laws, share ownership ratio in Techcombank is specified as follows:

1. An individual Shareholder is not allowed to own shares exceeding more than five (5) % of Techcombank's Charter Capital.
2. An institutional Shareholder is not allowed to own share exceeding more than ten (10) % of Techcombank's Charter Capital.
3. Shareholder and its related persons are not allowed to own shares exceeding more than fifteen (15)% Charter Capital of Techcombank. Major shareholder of Techcombank and its related persons are not allowed to own shares from 05% charter capital or more of another credit institution.
4. Regulations in Clause 2 and 3 of this Article shall not apply in following cases:
   a. Share ownership in subsidiaries, affiliates which are credit institution as provided in Clauses 2 and 3, Article 111 of the Law on Credit Institution;
   b. Owning shares by foreign investors as stipulated in Clause 7 Article 63 of the Law on Credit Institutions.
5. The share ownership ratio specified in Clauses 1 and 2 of this Article includes the number of indirectly owned shares. The share ownership ratio specified in Clause 3 of this Article includes shares entrusted by shareholders to other organizations and individuals to purchase shares and does not include ownership of shares by a related person who is a subsidiary of that shareholder as prescribed in point a, Clause 9, Article 4 of the Law on Credit Institutions
6. The maximum foreign ownership ratio at Techcombank is 22,5136%.

Article 23: Share Offering and Transfer

1. Techcombank may increase the number of shares and share types entitled to offer to increase its Charter Capital in one of the following forms:
   a. Public offering;
   b. Private placement;
   c. Other forms of offering for sales or issuing shares, to other subjects as prescribed by the laws.
2. Techcombank's forms of offering under Clause 1 of this Article shall comply with the relevant laws.
3. An individual Shareholder, or an institutional shareholder whose capital representative is a member of the Board of Directors, a member of the Supervisory Board or the Chief Executive Officer of Techcombank must not transfer its shares during term of office.
4. In the course of handling consequences due to individual responsibility according to a resolution, decision of the General Meeting of Shareholders or a decision of the State Bank, shares of a member of the Board of Directors, a member of the Supervisory Board, or the Chief Executive Officer can not be transferred, except in one of the following cases:
   a. The member of the Board of Directors, member of the Supervisory Board, or the Chief Executive Officer is the authorized representative of an institutional Shareholder which is merged, consolidated, divided, separated, dissolved or bankrupt in accordance with the laws;
   b. The member of the Board of Directors, member of the Supervisory Board, or the Chief Executive Officer is forced to transfer shares according to judgements, decisions of the Court which came into effects;
   c. The member of the Board of Directors, member of the Supervisory Board, or the Chief

TCB Internal Document

Executive Officer transfers shares to other investors in order to implement the plan for recovery, the plan for transferring the entire capital contribution, and the plan for forced transfer which were approved.

Article 24: Issuance/Reward/Sale/Distribution, recovery/redemption of shares and other securities according to the selective program for officers, employees, labourers and workers of Techcombank

1. Techcombank is entitled to apply issuance/reward/ sale/ distribution of shares and other securities sold or issued by Techcombank under a selective program reserved for officers, employees, labourers and workers of Techcombank and those attracted by Techcombank from outside. Types of securities, standards, conditions for awarding/ selling/ distributing shares and other types of securities sold or issued by Techcombank will comply with the regulations issued by the Board of Directors.
2. Techcombank is entitled to perform the redemption/ recovery of shares and other types of securities issued by Techcombank for officers, employees, labourers and workers of Techcombank who stop working for Techcombank, breach discipline, etc., with the following requirements:
   a. Total shares of employees redeemed by Techcombank for Charter Capital decrease must be reported at the Annual General Shareholders' Meeting;
   b. Techcombank must follow procedure for charter capital decrease which is relevant to the total value based on the face value of shares redeemed by Techcombank within 10 days from the date on which documents are submitted to Annual General Shareholders' Meeting as set forth in point a hereof.
3. The issuance/reward/sale/distribution, redemption, recovery of shares and other securities issued by Techcombank to eligible persons, and the conditions for these activities shall follow Board of Directors 's regulation(s).

Article 25: Share inheritance

1. The share inheritance of a Shareholder being an individual shall be carried out in accordance with this Charter and other relevant provisions of the laws.
2. Upon the presentation of sufficient papers evidencing the legal status of inheritance, after fulfilling the obligations under the laws on inheritance and completing procedures for registering inherited shares or inheriting all types of shares that have been deposited, listed on the stock exchange in accordance with the laws and the regulations of competent authority, the inheritor shall become a Shareholder of Techcombank, entitled to all the rights and obligations of the Shareholder from whom he or she inherited in accordance with this Charter and relevant provisions of the laws.
3. A person who inherits shares held by an individual shareholder who is a member of the Board of Directors, member of the Supervisory Board, the Chief Executive Officer and other managers of Techcombank shall not inherently be a successor of such membership.

Article 26: Redemption of shares

1. Techcombank's redemption of shares must meet the following conditions:
   a. Obtain General Shareholders' Meeting's Resolution on share redemption for charter capital decrease, redemption plan, stating the volume, time and principle of determining the price for redemption of shares;
   b. Have enough funding to redeem shares from one of the following funding sources: equity surplus, investment and development fund, retained earnings, other equity-based funding used for Charter Capital increase according to the applicable law;

TCB Internal Document

c. Designate a securities firm to perform the transaction;

d. Meet regulatory requirements if Techcombank operates in conditional business sectors;

e. Not included in the following cases:

(i) Techcombank is incurring an overdue debt according to the latest audited financial statement; if it is more than 6 months from the end of the financial year to the proposed redemption of shares, whether a debt is determined to be overdue or not shall be based on the latest audited interim financial statement;

(ii) Techcombank is in the course of offering and issuing shares for additional capital raising;

(iii) Techcombank's shares are going through a public bid;

(iv) Techcombank has recently redeemed its shares (within 06 months from the date of report of share redemption) results,, or has recently issued new shares to increase its capital (within 6 months from the end of such issue).

f. Unless the redemption of shares is conducted on a pro-rata basis or under the Court's decision or Arbitrator's award, or such redemption of shares is conducted via order matching, Techcombank shall not redeem its shares from:

(i) Insiders and related persons of the insiders as defined by the Securities Law;

(ii) Shareholders under restricted transfer as stipulated by applicable law and this Charter;

(iii) Techcombank's major shareholders.

2. Techcombank may redeem its shares in the following cases:

a. Share redemption at Techcombank's request:

Techcombank is entitled to redeem no more than 30% of outstanding common shares, part or all of outstanding preferred sharesaccording to applicable law. The Board of Directors may decide on redemption of no more than 10% of total shares by class which were sold in twelve (12) months time-limit. In other cases, the redemption of shares shall be decided by a General Meeting of Shareholders' resolution. Decision on share redemption by the Board of Directors or General Meeting of Shareholders must include the following contents: volume of shares or ratio of share to be redeemed; funding source used for share redemption; method of share redemption; price for redemption of shares or principle of determining the price for redemption of shares; rights and responsibilities of shareholders; other relevant issues according to applicable law.

b. Redemption of shares at the request of a shareholder:

(i) A Shareholder voted not to pass the re-organization of Techcombank or against a change in the rights and obligations of Shareholders stipulated in this Charter has the right to request Techcombank to redeem his/her shares. The request must be in writing and clearly state the full name, address of the Shareholder, the number of shares of each class, the proposed selling price and reasons for such request for redemption of shares by Techcombank. The request must be sent to Techcombank's head office within ten (10) working days, from the date on which the General Meeting of Shareholders approved the decision on the matters mentioned above.

(ii) Techcombank must redeem shares upon request by Shareholder as stipulated in Point a, Clause 2 of this Article at a price agreed by both parties within ninety (90) days from the date of receipt of such request. If an agreement on the price cannot be reached, either the Shareholder can sell the shares to another person or the parties may request a valuation organization to determine the price. Techcombank shall recommend at least three (3) valuation companies for the Shareholder to select from and such selection shall be final.

c. Redemption of shares of employees according to Techcombank's Statute on issuance of shares to Techcombank's employees, redemption of shares under the plan of issuance of shares for dividend payment, and issuance of shares from equity.

d. The redemption of shares specified in points b and c of Clause 2 hereof shall not be subject to the conditions stated in points a, b, c and d of Clause 1 above.

TCB Internal Document

3. Conditions for payment and dealing with the redeemed shares:
   a. Techcombank may only redeem shares from Shareholders if after payment of a corresponding amount of money for such shares, it shall still ensure safety ratios in its banking operation and maintain the actual value of the Charter Capital not be lower than the legal capital requirement for credit institution.
   b. All shares that are redeemed in accordance with this Article shall be offered for sale as soon as the redemption of shares is completed in the following cases:
   c. Techcombank's redemption of separated shares under the plan of issuance of shares for dividend payment, and issuance of shares from equity capital;
   d. Techcombank's redemption of separated shares at the request of a shareholder.
   e. This redemption of shares kept in custody and listed on the stock exchange under this Article shall be carried out in accordance with the relevant provisions of the laws on securities and stock exchange.
   f. If a full payment for redeemed shares resulted in a more than ten (10) per cent decrease in the total value of Techcombank's assets recorded in the accounting books, Techcombank must notify all of its creditors within fifteen (15) days from date on which the redeemed shares are fully paid for.
   g. In accordance with Article 26.1 and Article 26.2(b) herein, Techcombank shall follow procedure for decrease of charter capital in proportion with total value based on the face value of the number of shares redeemed by the Bank within 10 business days from the date on which redeemed shares are fully paid for.
   h. Techcombank shall dispose of the Shares indicating the ownership of shares, which have been repurchased as soon as the corresponding_number of shares have been fully paid for.

4. Share redemption report, information disclosure and share redemption shall be conducted in accordance with Law on securities and regulations of Techcombank from time to time.

Article 27: Issuance of bond

In addition to complying with laws on securities, Techcombank's issuance of convertible bonds, bonds with warrants and other types of bonds must comply with the following provisions:

1. Compliance with the provisions of Law on Credit Institutions and other relevant provisions of the laws;
2. With respect to convertible bonds and bonds with warrants:
   a. Convertible bond means bonds issued by Techcombank and may be converted into ordinary shares of Techcombank under the conditions specified in the issuance plan;
   b. Bonds with warrants are bonds issued with warrants by Techcombank, allowing warrant holders to purchase certain common shares of Techcombank in accordance with the terms and conditions prescribed in bond issuance plans.
   c. Techcombank's plan of issuance of convertible bonds and bonds with warrants must be approved by the General Meeting of Shareholders and so in writing by the competent State authorities;
   d. Techcombank's Board of Directors shall lay down provisions which are not detailed in plans of issuance of convertible bonds and bonds with warrants issuance and other provisions relating to bond issuance;
   e. Procedures for and application dossiers of issuance of convertible bonds and bonds with warrants shall comply with the regulations of competent State authorities and other relevant provisions of the current laws.

TCB Internal Document

CHAPTER III
STRUCTURE OF ORGANIZATION AND MANAGEMENT OF TECHCOMBANK

SECTION I
STRUCTURE OF ORGANIZATION AND MANAGEMENT

Article 28: Structure of Organization and Management

The structure of organization and management of Techcombank includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. Chairperson of the Board of Directors;
5. Chief Executive Officer.

SECTION II
CRITERIA AND CONDITIONS FOR MANAGER, EXECUTIVE OFFICER AND OTHER TITLES OF TECHCOMBANK

Article 29: Criteria and conditions to act as a member of the Board of Directors

A member of the Board of Directors must satisfy all the following criteria and conditions

1. Not being those who are not allowed to hold positions as provided in Clause 1, Article 33 of this Charter.
2. Having professional ethics according to regulations of State Bank Governor;
3. Having a university degree or higher;
4. Meeting one of the following conditions: having at least 03 years as a manager or operator of a credit institution; having at least 05 years as a manager of an enterprise operating in the finance, accounting, auditing industry or of another enterprise with equity capital at least equal to the legal capital for a joint stock commercial bank; having at least 05 years working directly in the professional department of a credit institution or foreign bank branch; having at least 05 years working directly in the professional department of finance, banking, accounting, auditing;
5. Not being a Family relation of the Chief Executive Officer and member of the Supervisory Board of Techcombank;
6. For independent members of the Board of Directors: in addition to the those specified at Clauses 1, 2, 3, 4 and 5 of this Article, they must satisfy the criteria and requirement for independence as follows:
    a. Not being persons who are working for Techcombank or Subsidiaries of Techcombank or worked for Techcombank or Subsidiaries of Techcombank in three (3) preceding years;
    b. Not being persons who are earning regular salaries and remunerations in Techcombank except for amounts earned according to criteria of members of the Board of Directors under regulations;
    c. Do not have husband, wife, father, mother, children, brother, sister and spouses of such persons are (i) major shareholders of Techcombank, or (ii) managers or members of the Supervisory Boards of Techcombank or Techcombank’s subsidiaries;
    d. Do not represent Techcombank's share ownership; do not, with related persons, own directly or indirectly 01% or more of charter capital or voting share capital of Techcombank;
    e. Not being managers, members of the Supervisory Board of Techcombank at any time in five (5) preceding years.

Article 30: Criteria and conditions for a member of the Supervisory Board

A member of the Supervisory Board shall have to satisfy all the following criteria and conditions:

1. Not being those who are not allowed to hold positions as provided in Clause 1, Article 33 of this

TCB Internal Document

Charter;

2. Having professional ethics according to regulations of the State Bank Governor;
3. Having a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing;
4. Having at least 03 years working directly in the fields of finance, banking, accounting, auditing;
5. Not being a related persons of a manager of Techcombank;
6. The Head of the Supervisory Board must reside in Vietnam during his term of office;
7. Not being those who are not allowed to simultaneously hold certain positions as specified in Article 34 of this Charter.
8. Not being a member or employee of an auditing institution permitted to audit the financial statements of Techcombank in 03 immediately preceding years.
9. Not being a representative of the capital contribution of enterprises at Techcombank.

Article 31: Criteria and conditions for Chief Executive Officer

The Chief Executive Officer must satisfy all the following criteria and conditions:

1. Not being those who are not allowed to hold positions specified in Clause 1, Article 33 of this Charter;
2. Having professional ethics according to regulations of State Bank Governor in compliance with Techcombank's Charter and the provisions of the laws on a Manager's responsibility for public disclosure of relevant interests and obligations to Techcombank as defined in Article 38 of this Charter;
3. Having university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing;
4. Being professionally qualified and experienced, specifically by meeting the following conditions:
   a. Having at least 05 years' experience of acting as an executive of a credit institution; or
   b. Having at least five (5) years' experience of acting as the Chief Executive Officer (Director), Deputy Chief Executive Officer (Deputy Director) of an enterprise of which the minimum equity is equal to the legal capital level for commercial joint-stock banks and having at least five (5) years of working directly in the fields of finance, banking, accounting or auditing; or
   c. Having at least ten (10) years' experience of working directly in the fields of finance, banking, accounting or auditing;
5. Residing in Vietnam during his/her term of office; Not being those are not allowed to simultaneously hold certain positions specified in Article 34 of this Charter.
6. Not being a family relation of a manager or member of the Supervisory Board of Techcombank.
7. Not being a representative of the capital contribution of enterprises at Techcombank.

Article 32: Criteria and conditions for a Deputy Chief Executive Officer (if any), Chief Accountant, Director of a Branch, General Director (Director) of a Subsidiary, and equivalent titles

Deputy Chief Executive Officer, Chief Accountant, Director of Branch, General Directors (Directors) of Subsidiaries and similar position holders according to Techcombank' Charter shall fully meet the following standards and conditions:

1. Not being those who are banned from holding positions specified in Clause 2, Article 33 of this Charter; for Deputy Chief Executive Office, must not be those who are banned from holding positions specified in Clause 1, Article 33 of this Charter;
2. Having one of the following conditions: have university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing or other majors in the specialized field that he will be responsible for; have university degree or higher in another field and have at least 03 years of direct work in the field of finance, banking or the professional field that he will be responsible for;

TCB Internal Document

3. Residing in Vietnam during his/her term of office;
4. The chief accountant must also meet the standards and conditions prescribed by law on accounting.

SECTION III
PERSONS TO BE BANNED FROM HOLDING CERTAIN POSITIONS – SIMULTANEOUSLY HOLDING CERTAIN POSTS – SUSPENSION, TEMPORARY SUSPENSION

Article 33: Persons to be banned from holding certain positions

1. The following persons are not allowed to be a member of the Board of Directors, member of Supervisory Board, Chief Executive Officer, Deputy Chief Executive Officer (if any) or to hold equivalent positions according Techcombank's Charter at Techcombank:
   a. Those specified in Clause 2 of this Article;
   b. Those who are not allowed to participate in management and administration of enterprises, cooperatives under the laws on cadres and civil servants and laws on anti-corruption;
   c. Persons who used to be owners of private enterprises, members of partnerships, General Director (Director), members of the Board of Directors, members of the Board of Members, controlling members of enterprise, members of Board of Directors and chief executive officer of cooperative at the time that enterprises, cooperatives were declared bankrupt, except in cases of being appointed, assigned to participate in the management, administration, and control of enterprises or cooperatives that are credit institutions declared bankrupt according to task requirements;
   d. Those who used to be suspended from the position of chairperson, other members of the board of directors, chairperson, other members of the board of members, head of supervisory board, other member of supervisory board, chief executive officer of a credit institution according to the provisions in Article 47 of the Law on Credit Institutions or is defined by competent authorities that such person had a violation which leads to the revocation of the credit institution's license;
   e. Related persons of members of Board of Directors, chief executive officer of Techcombank, except for the case regulated in Clause 4 Article 54 of this Charter.
   f. The person who is held responsible according to the inspection conclusion which leads to the credit institution or foreign bank's branch being sanctioned for administrative violations in the monetary and banking fields within the highest fine frame for acts of violation of regulations on licenses, governance, administration, shares, stocks, capital contribution, share purchase, credit grant, purchase of corporate bonds, safety assurance ratio in accordance with the laws on dealing with administrative violations in the monetary and banking fields.
2. The following persons must not act as the Chief Accountant, Director of a Branch, or Director of a Subsidiary of the credit institution:
   a. Minors; people with difficulty in cognition and behavior control; people with limited civil act capacity or lost civil act capacity;
   b. People who are being prosecuted for criminal liability or are serving prison sentences; are serving administrative 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;
   c. Those who are convicted of crimes of infringing upon property ownership whose criminal records are not yet expunged; those who used to be convicted of crimes of serious or more serious degree;
   d. Cadres, civil servants, and managers at departments level or higher in enterprises of which

TCB Internal Document

more than 50% of the charter capital is owned by the State, except for those designated to act as the capital representatives of the State, of enterprises that the State holds 50% charter capital or more at the credit institution or being assigned, appointed to participate in management, operation, supervision of the credit institution according to task requirement;

e. Officers, non-commissioned officers, career army men and defence workers, official in agencies and units of the Vietnam People's Army; professional non-commissioned officer, police workers in agencies and units of the Vietnam People's Police, except those appointed as representatives to manage the state capital contribution of the State and of enterprises that the State holds from 50% or more of charter capital at Techcombank;

3. Wife, husband, father, mother, children, brother, sister of members of the Board of Directors and Chief Executive Officer and spouses of these people must not act as the Chief Accountant of Techcombank.

Article 34: Persons to be banned from simultaneously holding certain positions

1. The Chairman of the Board of Directors of Techcombank must not simultaneously be an executive, a member of the Supervisory Board of Techcombank and other credit institutions, or a manager of another enterprise.
2. Members of the Board of Directors of Techcombank who are not independent members are not allowed to simultaneously hold one of the following positions:

   a. Executives of Techcombank, except for the case of Chief Executive Officer of Techcombank;

   b. Managers, executives of other credit institutions, managers of other businesses, except in the case of being a manager or executive of a subsidiary of Techcombank or of Techcombank's parent company or in the case of implementing an approved plan of compulsory transfer;

   c. Controllers, members of the Board of Control of other credit institutions and other enterprises.

3. Independent members of Techcombank's Board of Directors may not simultaneously hold one of the following positions:

   a. Techcombank’s executive**;**

   b. Managers and executive of other credit institutions; managers of 02 other businesses;

   c. Controllers, members of the Supervisory Board of other credit institutions and other enterprises.

4. A member of Techcombank's Supervisory Board is not allowed to simultaneously hold one of the following positions, except for being a manager, executive, or employee of the credit institution receiving the mandatory transfer according to the approved transfer plan:

   b. Managers, operators of Techcombank, other credit institutions, other businesses; employee of Techcombank or a subsidiary of Techcombank;

   c. Employees of an enterprise where a member of Techcombank's Board of Directors is a member of the Board of Directors, an executive or a major shareholder of that enterprise.

5. The General Director, Deputy General Director and equivalent positions as prescribed in Techcombank's Charter must not simultaneously be a manager, executive, controller, or member of the Supervisory Board of other credit institutions, enterprises, except in cases where the Deputy General Director and equivalent positions as prescribed in Techcombank's Charter are the managers and executives of Techcombank's subsidiaries or of Techcombank's parent company.

Article 35: Automatic loss of status of a member of the Board of Directors, a member of Supervisory Board or Chief Executive Officer

TCB Internal Document

1. The status of a member of the Board of Directors, a member of Supervisory Board or Chief Executive Officer of Techcombank shall be automatically lost in one of the following circumstances:
   a. Falling into one of situations that is not allowed to hold certain positions as provided in Article 33 of this Charter;
   b. Being the capital representative of an institutional shareholder of Techcombank while the existence of this organization ends;
   c. No longer being the authorized capital representative of an institutional shareholder;
   d. Being expelled from the territory of the Socialist Republic of Vietnam;
   e. Revocation of the Techcombank's license;
   f. Termination of the contract for employment of the Chief Executive Officer;
   g. That person's death;
   h. Other cases prescribed by the laws and this Charter.
2. Within five (5) working days from the date that the status is automatically lost according to point a, b, c, d, f, g, h Clause 1 of this Article, the Board of Directors of Techcombank shall send a report thereon accompanied by evidencing documents to the State Bank, and take responsibility before the laws for the accuracy and truthfulness of such report; and shall carry out procedures to elect and appoint other persons to vacant positions in accordance with the laws.
3. After losing his/her status automatically, a member of the Board of Directors, a member of the Supervisory Board, or Chief Executive Officer of Techcombank shall still bear the liability for the decisions which have been made during his/her term of office.

Article 36: Dismissal and release from duty of a member of the Board of Directors, a member of the Supervisory Board, or the Chief Executive Officer

1. **Except for the case of automatic loss of status specified in Article 35 of this Charter, the Chairman and other members of the Board of Directors; Head and other members of the Supervisory Board; The General Director of Techcombank is dismissed, released in one of the following cases:**
   a. Released upon resignation application (clearly stating reasons therefor) sent to the Board of Directors or Supervisory Board of Techcombank.
   b. Dismissed upon failing to participate in activities of the Board of Directors, Supervisory Board (for members of the Supervisory Board) for 6 consecutive months, except for force majeure.
   c. Dismissal when not meeting the standards and conditions specified in Articles 29, 30, 31 of this Charter and relevant laws;
   d. Released upon the independent Member of Board of Directors fails to meet requirements according to Clause 6 Article 29 and Clause 3 Article 34 of this Charter and relevant provisions of the laws.
   e. Other cases of dismissal, release stipulated in this Charter and by the laws.
2. After being dismissed or released from duty, the Chairperson, other members of the Board of Directors; Head, other members of the Supervisory Board, or Chief Executive Officer of Techcombank shall still bear liability for the decisions which have been made during his/her term of office.
3. Within ten (10) days from the date on which a decision on dismissal or release from duty to positions holders specified in Clause 1 of this Article is approved, the Board of Directors of Techcombank shall send a report thereon accompanied by relevant documents to the State Bank.

Article 37: Suspension and temporary suspension of implementation of rights and obligations of the members of Board of Directors, Supervisory Board and executive officers of

TCB Internal Document

1. In case Chairperson, other members of the Board of Directors, Head, other members of the Supervisory Board, or executive officers of Techcombank violates Article 34, Clause 10 Article 39 of this Charter or other relevant provisions of the laws in the course of performing his/her assigned tasks or fail to meet conditions, criteria stipulated in Article 29, 30, 31, 32 of this Charter, the State Bank may suspend or temporarily suspend his/her task performance or power exercise; request competent authority to dismiss, release, elect, and appoint a substitute, when deemed necessary.
2. The Special Supervisory Board may suspend or temporarily suspend the performance of tasks or exercise of powers of the Chairperson, other members of the Board of Directors; the Head, other members of the Supervisory Board; executive officers of Techcombank if Techcombank is placed under special control, when deemed necessary.
3. The persons who are suspended or temporarily suspended from performing their tasks or exercising their powers under Clause 1 and Clause 2 herein must participate in handling problems and violations related to their personal liability when so requested by the State Bank, the Board of Directors and the Supervisory Board of Techcombank or the Special Supervisory Board.

SECTION IV
PREVENTION OF CONFLICT OF INTEREST AND PUBLIC DISCLOSURE OF RELATED INTERESTS, OBLIGATIONS OF THE MEMBERS

Article 38: Prevention of conflict and public disclosure of related interests

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other managers of Techcombank must declare their related interests to Techcombank in accordance with Article 164 of the Law on Enterprises and other relevant provisions of the laws; in particular:
   a. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, Deputy Chief Executive Officer and equivalent positions according to Techcombank's Charter must provide Techcombank with following information:
      (i) Name, enterprise code, head office address of the enterprise or other economic organization in which he or he with his related persons own capital contributions or shares of 05% or more of charter capital, including capital contributions, shares that they authorize, entrust other organizations, individuals to own;
      (ii) Name, enterprise code, head office address of the enterprise or other economic organization of which he and his related persons are members of the Board of Directors, members of the Board of Members, controllers, Member of the Supervisory Board, General Director (Director);
      (iii) Information about related persons which are individuals, including: full name; personal identification number; nationality, passport number, date of issuance, place of issuance for foreigners; relationship with the information provider;
      (iv) Information about the related persons which are organizations, including: name, business code, head office address of the business, number of Business Registration Certificate or equivalent legal documents; legal representative, relationship with information provider.
   b. Subjects specified in Point a) Clause 1 of this Article must send to Techcombank in writing information provided for the first time and when there is a change of such information within 07 working days from the date of occurrence or change.

TCB Internal Document

2. Shareholders owning 01% or more of Techcombank's charter capital must provide Techcombank with the following information:
   a. Full name; personal identification number; nationality, passport number, date of issuance, place of issuance of foreign shareholders; number of Business Registration Certificate or equivalent legal documents of the shareholder being an organization; date and place of issuance of this document;
   b. Information about related persons as prescribed in sections (iii) and (iv) point a) Clause 1 of this Article;
   c. Number and percentage of ownership of shares at Techcombank;
   d. Number and percentage of shares owned by his related person at Techcombank.

   Subjects specified in Clause 2 of this Article must send to Techcombank written document to provide information for the first time and when there is a change in this information within 07 working days from the date of occurrence or change. For information at points c and d, Clause 2 of this Article, shareholders must only provide information to Techcombank when there is a change in share ownership ratio of them or of them and their related person to 01% or more of Techcombank's charter capital compared to the previous provision.
3. Techcombank must post and store the information specified in Point a) Clause 1 and Clause 2 of this Article at Techcombank's head office and send a written report to the State Bank within 07 working days from the date Techcombank receives the information provided. Periodically every year, Techcombank discloses information specified in items (i), (ii) and (iv) point a clause 1 and points a, c, d clause 2 of this Article to the General Meeting of Shareholders of Techcombank.
4. Techcombank must publicly disclose information about the full names of individuals and organizations that are shareholders owning 01% or more of Techcombank's charter capital and the information specified in Points c and d, Clause 2 of this Article on the website within 07 working days from the date Techcombank receives the provided information.
5. Subjects providing and publicly disclosing information must ensure that the information provided and publicly announced is truthful, accurate, complete, and timely and must be responsible for the provision and public disclosure of information.
6. Techcombank takes responsibility for taking necessary measures to prevent members of the Board of Director, Supervisory Board Chief Executive Officer, other management positions at Techcombank, shareholders and related entities from intervening Techcombank's operations and influencing Techcombank's interests; complying with regulation on transaction with shareholders; Techcombank management and their related entities; and securing legal rights and interests of Techcombank.
7. Techcombank takes responsibility for reporting, disclosing sufficient and accurate information on a regular basis and extraordinary information on manufacturing, business, finance, corporate governance to shareholders, the pubic and other information if such information may influence Techcombank stock price, decision of shareholders and investors.

Article 39: Obligations of the members of the Board of Directors, members of the Supervisory Board, executive officers, Directors of branches, Directors of Subsidiaries, Directors of professional units

Members of the Board of Directors, members of the Supervisory Board, executive officers, Directors of branches, Directors of Subsidiaries, Directors of non-business professional units shall have the following obligations:

1. Comply with the laws, Techcombank's Charter, resolutions and decisions of Techcombank's General Meeting of Shareholders.
2. Exercise assigned rights and obligations honestly and carefully for the benefit of Techcombank and Techcombank's shareholders.
3. Not to use the information, business secrets and opportunities of Techcombank, not to abuse his or her position, title or Techcombank's assets for his or her personal interests or interests of other

TCB Internal Document

individuals or organizations to harm the interests of Techcombank, shareholders of Techcombank;

4. Responsible for complying with restrictive regulations to ensure safety in banking operations of credit institutions according to the provisions of the Law on Credit Institutions.
5. To be aware of various kinds of risks in the business of Techcombank;
6. To notify fully and accurately and in a timely manner to Techcombank of his or her interest, which may cause conflicts, that he or she gains from other economic organizations, transactions or other individuals, and shall only use such opportunities when the Board of Directors has considered and approved of;
7. Notify Techcombank promptly, fully and accurately about their interests in other organizations, transactions with other organizations and individuals that may conflict with the interests of Techcombank and only participate in such transactions upon approval by the Board of Directors.
8. Not to facilitate himself or herself or his or her related person(s) to obtain any loan from or use other services of Techcombank on the terms and conditions which are more favourable than the general provisions of Techcombank;
9. Not to receive an increase in wage or remuneration or to request for bonuses for managers, excutives when Techcombank suffers from losses;
10. Within the scope of assigned rights and obligations, are responsible for implementing written requests of the State Bank for contents falling under the authority of the State Bank. Implement recommendations, warn of risks and operational safety, warn of risks leading to violations of monetary and banking laws; conclusions, recommendations, and decisions on handling inspections.
11. Other obligations in accordance with the provisions of this Charter and the laws.

Article 40: Salaries, remuneration, bonuses and other benefits of the members of the Board of Directors, members of the Supervisory Board

Salaries, remuneration, bonuses and other benefits of the members of the Board of Directors, members of the Supervisory Board and operating budgets of the Board of Directors and Supervisory Board shall be considered and determined by the General Meeting of Shareholders in accordance with provisions in Articles 163 and 172 of the Law on Enterprises.

SECTION V
SHAREHOLDERS

Article 41: Shareholders

1. Shareholders are holders of Techcombank's shares, having the rights and obligations in proportion to the respective number and classes of shares under their ownership.
2. A shareholder is officially recognized only when his/her shareholder information as stipulated in Article 44 hereof is recorded in Techcombank's Register of Shareholders or in accordance with the laws on securities (in case of shareholders owning shares which are deposited and listed on the stock exchange).
3. Techcombank shall have a minimum of 100 shareholders without limitation of the maximum number of shareholders, unless otherwise stipulated by the laws.

Article 42: Rights of shareholders

1. Ordinary shareholders shall have the following rights:
   a. To attend and express opinions in General Meetings of Shareholders, and exercise their right to vote in the following methods, with one vote corresponding to each ordinary share:

TCB Internal Document

(i) Attending and voting directly in the meeting;
(ii) Authorizing another person to attend and vote in the meeting;
(iii) Attending and voting via electronic meeting, electronic voting or other electronic forms;
(iv) Sending their vote to the meeting by mail or electronic mail

b. To receive dividends at the rate decided by the General Meeting of Shareholders;
c. To be given priority to purchase new shares offered in proportion to the number of ordinary shares held by each shareholder of Techcombank;
d. To transfer their shares, right to buy shares to other Techcombank's shareholders or other organizations or individuals in accordance with the provisions of the laws and this Charter;
e. To view, look up, make an extract of the information about the names and contact addresses in the list of shareholders with voting rights; to request for an amendment of their incorrect information;
f. To view, look up, make an extract, copy of this Charter of Techcombank, book of meeting minutes of the General Meeting of Shareholders, resolutions, decisions of the General Meeting of Shareholders;
g. To be shared part of the remaining assets in proportion to the number of shares held in Techcombank after Techcombank becomes dissolved or bankrupt;
h. To authorize another person in writing to exercise their rights and perform the obligations; in which the authorized person shall not nominate himself or herself in their own name;
i. To nominate themselves or others as candidates to the Board of Directors or the Supervisory Board in accordance with the provisions of the laws and regulations of Techcombank. The Board of Directors shall prescribe the procedures for nomination and candidacy, period for receiving nomination and candidacy applications, and other relevant issues;
j. Other rights in accordance with the provisions of the laws and regulations of the State Bank.

2. A major shareholder or a group of shareholders having been holding 05% or more of the ordinary shareholders shall have the rights to:
   a. Nominate themselves or others as candidates to the Board of Directors or the Supervisory Board;
   b. Request for convening a General Meeting of Shareholders in the cases as stipulated in clause 3 of this Article;
   c. Review, look up and extract the book of meeting minutes and resolutions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors, and other documents, except for those relating to trade and business secrets of Techcombank;
   d. Request the Supervisory Board to inspect each particular issue relating to the operations of the bank where it is deemed necessary. The request must be in writing and contain full name, contact address, nationality, number of personal legal papers with respect to an individual shareholder; name, number of the incorporation decision or business code or number of institutional legal papers, head office address with respect to an institutional shareholder; the number of shares and time of registration of shares of each shareholder; the total number of shares held by the group of shareholders, and the percentage of ownership in the total number of shares of the company; issues to be inspected and purposes of the inspection.

   The shareholder or the group of shareholders mentioned in clause 2 of this Article shall have the right to convene a General Meeting of Shareholders where:

3. The Board of Directors commits a serious violation against the rights of shareholders, obligations of the managers or makes a decision beyond its assigned power;

   The request for convening a General Meeting of Shareholders must be made in writing and must contain the following information: full name, contact address, nationality, number of personal

TCB Internal Document

legal papers with respect to an individual shareholder; name, enterprise code or number of institutional legal papers, address of the head office with respect to an institutional shareholder; the number of shares and time of registration of shares of each shareholder; the total number of shares held by the group of shareholders, and the percentage of ownership in the total number of Techcombank's shares, and grounds and reasons for the request of convening of the General Meeting of Shareholders. The request for convening the meeting must be accompanied by documents and evidence of the violations of the Board of Directors, the severity of such violations, or of the decisions which are beyond its power.

4. An institutional shareholder shall have the right to appoint a person or several persons to be its authorized representative to exercise its shareholder's rights in accordance with laws; in case of more than one authorized representative, the number of shares and votes of each representative must be determined particularly. Such appointment, termination or change of authorized representatives must be notified in writing to the Head Office of Techcombank as soon as possible. Such notice must contain details as prescribed by laws.
5. Raise requests and implement request of shareholders in line with regulations issued by Techcombank's competent authorities from time to time.

Article 43: Obligations of shareholders

1. Techcombank's shareholders must perform the following obligations:
   a. To make full payment for the shares that they have committed to purchase in a period stipulated by Techcombank; to be liable for the debts and other property obligations of Techcombank within the amount of capital contributed to Techcombank;
   b. Not to withdraw the contributed share capital from the Bank in any form resulting in a decrease in Techcombank's Charter Capital, except for the cases specified in Point a) Clause 3, Article 26 of this Charter;
   c. To be responsible before the law for the legality of the funds for contributing capital in Techcombank, purchasing or receiving transfer of Techcombank's shares; not to use funds from foreign credit institutions or bank branches, capital from corporate bond issuance to purchase or receive transfer of Techcombank's shares; not to contribute capital in Techcombank or purchase Techcombank's shares under the name of other individuals or legal entities in any form, except for the case of entrustment as prescribed by laws;
   d. To comply with the Charter and internal regulations of Techcombank;
   e. To abide with resolutions, decisions of the General Meeting of Shareholders, the Board of Directors;
   f. To be liable when, in the name of Techcombank in any form, violating the laws, conducting business and other transactions for their personal benefit or for the benefit of any other organizations or individuals;
   g. Major shareholders are ineligible to take advantages of their power to influence rights and interests of the Company and other shareholders in line with applicable laws and the Charter; and responsible for disclosing information in line with applicable laws.
   h. Ensure the confidentiality of information provided by Techcombank in accordance with this Charter and the law; only use the information provided to exercise and protect their lawful rights and interests; not distribute or copy or send information provided by Techcombank to other institutions or individuals;
   i. Register email addresses and other contact addresses and update of changes to receive information, documents and notices from Techcombank, including but not limited to invitation notices for General Meeting of Shareholders, written shareholders' opinion forms and other relevant documents;

TCB Internal Document

j. Other obligations in accordance with the provisions of this Charter and other provisions of relevant laws.

2. Shareholders entrusted to invest for other organizations or individuals must provide Techcombank with information about the true owner of the shares they entrust to invest in Techcombank. Techcombank has the right to suspend the shareholder rights of shareholders receiving entrusted investments in cases where these shareholders do not provide information or provide incomplete or inaccurate information about the true owner of the shares.

Article 44: Register of shareholders and establishment of the list of shareholders

1. The register of shareholders is made and retained either in the form of written document or electronic file and records information about share ownership of shareholders. The register of Shareholders must contain the following major contents:
   a. Name and address of the head office of Techcombank;
   b. Total number and classes of shares eligible for offering and total number of shares of each class eligible for offering;
   c. Total number of sold shares of each class and amount of the paid-up share capital;
   d. Full name, contact address, nationality, number of personal legal papers with respect to an individual shareholder; name, enterprise code or number of institutional legal papers, address of the head office with respect to an institutional shareholder;
   e. Number of shares of each class owned by each shareholder and the date on which such shares are registered.
2. The register of shareholders is kept at the head office of Techcombank or other institutions in charge of keeping such register. Shareholders have the right to check, look up, extract or copy names and contact addresses of Techcombank shareholders in the register of shareholders during the working hours of institutions in charge of keeping such register.
3. Where a shareholder changes his or her contact address, he or she must timely notify Techcombank of the same for updates in the register of shareholders. Techcombank shall not be responsible in case of failure to contact a shareholder due to not being notified of the change in his or her contact address. Techcombank must timely update changes of shareholders in the register of shareholders at the request of relevant shareholders in accordance with the company's charter.
4. Establishment of the list of shareholders:
   a. The Board of Directors shall specifically provide for the time of establishment of the list of shareholders entitled to shareholder's rights, and must ensure that shareholders have enough time to register changes of themselves and the number of shares in Techcombank which they have held before the time mentioned above;
   b. With respect to transactions of share transfer occurring during the period between the date on which the list of shareholders is established and the date on which shareholder's rights are exercised, the transferor shall be entitled to shareholder's rights.

SECTION VI
GENERAL MEETING OF SHAREHOLDERS

Article 45: General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the supreme decision-making authority of Techcombank.
2. The General Meeting of Shareholders approves of decisions under its power by way of: (i) voting in a meeting; or (ii) collecting written opinions.
3. An ordinary General Meeting of Shareholders shall be held within 4 months from the end of a

TCB Internal Document

fiscal year.

Article 46: Duties and powers of the General Meeting of Shareholders

1. General Shareholders' Meeting shall have the following rights and obligations:
   a. To determine the amount of remuneration, bonuses and other benefits of members of Board of Directors and of Supervisory Board, and operating budgets of the Board of Directors and Supervisory Board;
   b. To adopt Charter, decide on amendments of and supplements to the Charter of Techcombank;
   c. To adopt the internal governance statute, regulations on organization and operations of Board of Directors and Supervisory Board;
   d. To determine the number of members of Board of Directors and Supervisory Board for each term of office; to elect, release from duty, dismiss, additionally elect, replace members of Board of Directors and of Supervisory Board upon expiration of their terms of office, or replace members of Board of Directors and of Supervisory Board in accordance with the conditions and standards under this Charter and in accordance with the laws;
   e. To determine the total amount of annual remuneration, bonuses and other benefits of members of Board of Directors and of Supervisory Board, and operating budgets of the Board of Directors and Supervisory Board;
   f. To consider and deal with, under its power, the violations of the Board of Directors and Supervisory Board, which have caused damages to Techcombank and Techcombank's shareholders;
   g. To make decisions on the management organizational structure of Techcombank;
   h. To adopt proposals on change in the Charter Capital; to adopt proposals on share offering, including the class(es) of shares and the number of shares to be offered;
   i. To approve plan on share buyback in accordance with the laws;
   j. To adopt proposals on issuance of convertible bonds and bonds with warrants;
   k. To adopt plan provided in Article 143 of the Law on Credit institutions;
   l. To adopt annual financial statements, proposals on profit distribution after fulfilment of tax obligations and other financial obligations of Techcombank;
   m. To adopt reports of the Board of Directors and Supervisory Board with respect to performance of duties and powers as assigned;
   n. Decision to establish or convert legal forms of commercial presence abroad, Techcombank subsidiaries;
   o. To approve the capital contribution plan, purchase and sale of shares and capital contributions at other enterprises and credit institutions whose capital contribution value, expected purchase price or book value in case of selling shares, contributed capital with a value of 20% or more of Techcombank's charter capital recorded in the most recent audited financial report;
   p. To approve decisions to invest, buy, and sell fixed assets of Techcombank that the investment level, expected purchase price or original price in case of selling fixed assets with a value of 20% or more of Techcombank's charter capital recorded in the most recent audited financial report;
   q. To approve other contracts and transactions with a value of 20% or more of charter capital of Techcombank as recorded in the latest audited financial statements between Techcombank and members of Board of Directors, members of Supervisory Board, Chief Executive Officer, major shareholders of Techcombank, related persons of managers, members of the Supervisory Board, major shareholders of Techcombank; Subsidiaries and Affiliates of Techcombank;
   r. To make decisions on division, split, merger, consolidation, conversion of legal form, dissolution of Techcombank or request a Court to initiate bankruptcy proceedings for

TCB Internal Document

Techcombank;

s. To decide the list of independent auditors that perform audits for Techcombank;
t. To make decisions on solutions to overcome significant fluctuations in finance of Techcombank;
u. To decide the maximum foreign ownership ratio at Techcombank from time to time; and
v. Other rights and duties in accordance with this Charter and relevant provisions of the laws.

2. Conditions and ways for adopting a resolution of General Meeting of Shareholders:
   a. Except for the case specified in point b, c, d of this clause, a decision of a General Meeting of Shareholders shall be adopted when it is approved by shareholders representing more than 50% of the total votes of all attending shareholders in case of voting in the General Meeting of Shareholders, or when approved by the number of shareholders representing more than 50% of the total votes of all shareholders in the case of taking written opinions.
   b. For decisions on the content specified in points h and p, Clause 1 of this Article, it must be approved by the number of shareholders representing more than 65% of the total votes of all shareholders attending the meeting or to be approved by the number of shareholders representing more than 65% of the total votes of all shareholders in the case of taking written opinions.
   c. For decisions on the content specified in point r, Clause 1 of this Article, it must be approved by the number of shareholders representing more than 65% of the total votes of all shareholders attending the meeting;
   d. Voting to elect members of the Board of Directors and of Supervisory Board must be implemented by way of accumulative voting in accordance with the laws.
3. Decisions on the contents specified in points a, d, f and r, Clause 1 of this Article must be approved by voting at the General Meeting of Shareholders.

Article 47: Authority to convene a General Meeting of Shareholders

1. The annual General Meeting of Shareholders shall be held once a year upon convened by the Board of Directors within four (04) months from the end of a fiscal year. The Board of Directors shall decide to extend such meeting deadline where necessary, but not exceed six (6) months from the end of the fiscal year.
2. The annual General Meeting of Shareholders shall discuss and adopt the following issues:
   a. Techcombank's annual business plan;
   b. Annual audited financial statements;
   c. Report of the Board of Directors on governance and yearly performance of the Board of Directors and each member of the Board of Directors;
   d. Report of the Supervisory Board on business result of Techcombank, and yearly performance of the Board of Directors and Chief Executive Officer;
   e. Report on self-assessment of yearly performance of the Supervisory Board and each member of the Supervisory Board;
   f. Dividend per share of each class;
   g. Proposal on profit distribution for the fiscal year;
   h. Other issues under its power.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following circumstances:
   a. The Board of Directors deems necessary in the interests of Techcombank;
   b. The number of the remaining members of the Board of Directors and Supervisory Board is less than the minimum number as required by the laws;
   c. At the request in writing of a shareholder or a group of shareholders holding 05% or more of the total number of ordinary shares of Techcombank. The written request for meeting must

TCB Internal Document

specify reasons and purposes of the meeting, with full signature of the related shareholders;

d. At the request of the Supervisory Board;

e. Deciding on the content according to requirement of the State Bank when an event that affects the safety of Techcombank's operations occurs;

f. Other circumstances in accordance with provisions of this Charter and the laws.

4. The Board of Directors must convene a General Meeting of Shareholders within a period of thirty (30) days from the date on which the number of members of the Board of Directors, the number of members of the Supervisory Board is remained as stipulated in Point b, Clause 3 of this Article or the request stipulated in Points c and d, Clause 3 of this Article is received.
5. If the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Clause 4 of this Article, the Supervisory Board shall convene a General Meeting of Shareholders within the following thirty (30) days in place of the Board of Directors.
6. Where the Supervisory Board fails to convene a General Meeting of Shareholders in accordance with Clause 5 of this Article, the requesting shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to represent Techcombank to convene such meeting in accordance with the Law on Enterprises. In this case, the shareholder or group of shareholders convening a General Meeting of Shareholders may request the business registration authority to supervise the convening and conducting of the meeting when deemed necessary.
7. The convener shall have to prepare a list of shareholders entitled to attend and vote in a General Meeting of Shareholders; to provide information of and resolve complaints against the list of shareholders; to prepare the program, agenda, draft resolution of the General Meeting of Shareholders based on the tentative content of the meeting; list and details of candidates in the event of election of members of the Board of Directors and Supervisory Board, and documents for the meeting; to determine time and place of the meeting; to send meeting invitation to each shareholder entitled to attend the meeting in accordance with this Charter and relevant laws.
8. Lawful and reasonable costs for convening and conducting a General Meeting of Shareholders as stipulated in Clauses 4, 5 and 6 of this Article shall be reimbursed by Techcombank.
9. Where the Board of Directors and Supervisory Board fail to convene a General Meeting of Shareholders as stipulated in Clauses 4 and 5 of this Article, they must compensate for any damage incurred to Techcombank.
10. The venue of a General Meeting of Shareholders must be in a place where the chair is going to attend such meeting and be in the territory of Vietnam.
11. Members of the Board of Directors and Supervisory Board must attend annual General Meetings of Shareholders to answer shareholders' questions asked at such meetings (if any); where they cannot attend such meetings due to force majeure, members of the Board of Directors and Supervisory Board must report on the same in writing to the Board of Directors and Supervisory Board.
12. Where Techcombank's auditing reports and annual financial statements contain material qualified opinion or differing opinion or rejection, Techcombank must invite representatives of auditing institutions permitted to audit Techcombank's financial statements to attending annual General Meetings of Shareholders, and such representatives shall be responsible for attending such meetings.

Article 48: The list of shareholders entitled to attend, program, agenda and meeting invitation of a General Meeting of Shareholders

1. The list of shareholders entitled to attend a General Meeting of Shareholders:

   a. The list of shareholders entitled to attend a General Meeting of Directors is made based on Techcombank's register of shareholders. The list of shareholders entitled to attend a General Meeting of Directors shall be made no more than ten (10) days before the date on which the

TCB Internal Document

invitation notice of that General Meeting of Directors is given. Techcombank shall announce the list of shareholders entitled to attend a General Meeting of Directors at least twenty (20) days before the last date for registration.

b. The list of shareholders entitled to attend a General Meeting of Shareholders must contain full name, contact address, nationality, number of personal legal papers of individual shareholders; name, business code or number of institutional legal papers, address of the head office of institutional shareholders; number of shares of each class, number and date of shareholder registration of each shareholder.

c. Shareholders have the right to check, look up, extract and copy names and contact addresses of shareholders in the list of shareholders entitled to attend a General Meeting of Shareholders; to request to correct incorrect information or to add necessary information about themselves to the list of shareholders entitled to attend a General Meeting of Shareholders.

2. Program and agenda of a General Meeting of Shareholders:

a. The convener of a General Meeting of Shareholders shall have to prepare a list of Shareholders entitled to attend and vote in such meeting; to prepare the program, agenda, and documents for the meeting, and the draft resolutions with respect to each issue included in the agenda; to determine the time, place of meeting and send meeting invitation notices to the entitled shareholders.

b. A shareholder or a group of shareholders holding 05% or more of the total ordinary shares of Techcombank shall have the right to propose issues to be included in the agenda of a General Meeting of Shareholders. The proposal must be made in writing and sent to Techcombank at least three working days before the opening date. The proposal must contain the full names of the shareholder(s), the number of each class of shares held by the shareholder(s), and the issues proposed to be included in the agenda.

c. Where the convener of a General Meeting of Shareholders rejects a proposal mentioned in point b, Clause 2 of this Article, he or she must provide a written response stating reasons for such rejection within 02 working days before the opening date of a General Meeting of Shareholders. Such rejection may only be made in one of the following circumstances:

(i) The proposal is not sent in in accordance with point b, Clause 2 of this Article;

(ii) The proposed issues do not fall within the authority of a General Meeting of Shareholders for determination;

(iii) The proposal is not for the common interests of Techcombank.

d. The convener of a General Meeting of Shareholders must accept and include the proposal provided in Clause 2 of this Article in the intended program and agenda of the meeting, except for the cases stipulated in Clause 3 of this Article; such proposal shall officially be added to the program and agenda of the meeting if approved by General Meeting of Shareholders.

3. Invitation notice for a General Meeting of Shareholders

a. The convener of a General Meeting of Shareholders must send meeting invitation notices to all shareholders entitled to attend it no later than twenty-one (21) before the opening date, in particular:

(i) The meeting invitation notice must contain the name, address of the head office, number and date of issuance of the Enterprise Registration Certificate, place of business registration of Techcombank; name, address of the head office, number of institutional legal papers of an institutional shareholder; full name, contact address of an individual shareholder; or information of the authorized representative of a shareholder, date and place of the meeting;

(ii) The meeting invitation notice shall be sent by method that is guaranteed to reach the shareholders, such as through email or the contact address or another form that the

TCB Internal Document

shareholders has registered with Techcombank or security depository organizations. At the same time, the meeting invitation notice shall be posted on the website of Techcombank;

The agenda of a General Meeting of Shareholders, documents related to issues to be voted on at the meeting shall be sent to shareholders or/and posted on Techcombank's website. In the event that such documents are not attached to the invitation notice of the meeting, the invitation notice must clearly state the link to all meeting documents for shareholders to access, including:

(i) Meeting agenda and documents;
(ii) List and details of candidates in the event of election of members of the Board of Directors and Supervisory Board;
(iii) Voting slip;
(iv) Draft resolution for each issue in the meeting agenda.

b. The convener of a General Meeting of Shareholders must send invitation to required participants in accordance with Clauses 11 and 12 of Article 47 of this Charter.

Article 49: Right to attend a General Meeting of Shareholders

1. An individual shareholder or an authorized representative of an institutional shareholder shall authorize, in person or in writing, one or several individuals to attend a General Meeting of Shareholders via one of the methods prescribed in Clause 3 of this Charter. Where an institutional shareholder has no authorized representative in accordance with Clause 4, Article 42 of this Charter, it shall appoint another person to attend a General Meeting of Shareholders.
   The authorization for an individual or institution to attend a General Meeting of Shareholders must be made in writing. Such written authorization shall be made in accordance with civil laws and must clearly state the name of the authorized shareholder, the name of the authorized individual or institution, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and must contain signatures of the authorizing and authorized parties.
2. The person authorized to attend a General Meeting of Shareholders must submit written authorization when registering for such meeting. In the event of re-authorization, meeting attendees must also present the initial written authorization of a shareholder or the authorized representative of an institutional shareholder (if not previously registered with Techcombank before).
3. Shareholders shall be deemed to attend General Meeting of Shareholders and vote in the following cases:
   a. Directly attend the meeting and conduct voting;
   b. Authorize another individual or institution to attend the meeting and conduct voting;
   c. Attend online meeting and voting or under any online or in any other electronic platform;
   d. Send vote to the meeting via mail, fax or email.

Article 50: Conditions for conducting a General Meeting of Shareholders and minutes:

1. Method of General Meeting of Shareholders:
   a. A General Meeting of Shareholders may be conducted in person or online. The convener of General Meeting of Shareholders has right to decide the method of General Meeting of Shareholders in alignment with Techcombank's actual situation and condition. Online meeting shall only be conducted if Techcombank satisfies conditions of technical system for online meeting and voting.

TCB Internal Document

b. Online meeting and voting must strictly comply with principles and rules for in-person meeting under this Charter. Chief Executive Officer is responsible for technical system to ensure the compliance of online meeting and voting with these principles and rules.

2. A General Meeting of Shareholders shall be conducted when the number of attendees represent more than 50% of the total votes. Where the first meeting cannot be convened because it does not satisfy the aforesaid condition, invitation for the second meeting shall be sent out within a period of thirty (30) days as from the intended date of the first meeting. The second General Meeting of Shareholders shall only be conducted when the number of attendees represent at least 33% of the total votes. Where the second General Meeting of Shareholders cannot be convened because it does not satisfy the aforesaid condition, invitation for the third meeting shall be sent out within a period of twenty (20) days as from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the number of votes of attendees.
3. The Chairperson of the Board of Directors shall act as chairperson of a General Meeting of Shareholders convened by the Board of Directors or shall authorize a member of the Board of Directors to do the same. Where the Chairperson of the Board of Directors is absent, a member of the Board of Directors authorized by the Chairperson of Board of Directors shall act as chairperson of the General Meeting of Shareholders. If the Chairperson of the Board of Directors does not authorize any member or is temporarily unable to work, given the sufficient number of shareholders and authorized persons representing the shares with voting right at the meeting, the other members of the Board of Directors shall elect a person amongst themselves as chairperson of the meeting on the basis of majority voting; where they fail to do so, Head of the Supervisory Board shall lead the meeting to elect such chairperson, and the one with the highest vote shall act as chairperson. The elected chairperson shall appoint a secretary to take minutes of the meeting.
4. In the case where a General Meeting of Shareholders is convened by Supervisory Board or (a) major shareholder(s), after the sufficient number of shareholders and authorized persons representing the shares with voting right attend the meeting as stipulated, the convener of the General Meeting of Shareholders shall be responsible for arrangement so that the General Meeting of Shareholders can vote to elect a person amongst attending shareholders as chairperson of that General Meeting of Shareholders. The chairperson elected by the General Meeting of Shareholders shall appoint a secretary to prepare minutes of the General Meeting of Shareholders.
5. The chairperson of General Meeting of Shareholders and secretary shall be responsible for keeping and sending minutes of meeting to all shareholders when the General Meeting of Shareholders is finished, and such minutes shall be considered conclusive evidence of the business conducted in that General Meeting. Such minutes shall be made in Vietnamese language, bearing signatures of the chairperson of the General Meeting of Shareholders and secretary, which contain the following major contents:
   a. Name, address of the head office, number and date of issuance of the Enterprise Registration Certificate, and place of business registration;
   b. Time and place of the General Meeting of Shareholders;
   c. Program and agenda of the meeting;
   d. The chairperson and secretary;
   đ. Summary of the meeting and opinions expressed in the General Meeting of Shareholders with respect to each issue in the meeting agenda;
   e. The number of attending shareholders and their total votes, an appendix of the list of registered shareholders, representatives of attending shareholders, with the corresponding numbers of shares and votes;
   g. Total votes with respect to each issue voted, where the numbers of affirmative, negative votes and abstentions and their respective percentages of the total votes of the attending shareholders are clearly stated;

TCB Internal Document

h. Adopted decisions;

i. Full name and signature of the chairperson and secretary.

Where the chairperson or secretary of the meeting refuses to sign meeting minutes, such minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and if they fully contain the contents prescribed herein. Meeting minutes shall clearly state such refusal.

6. The minutes of a General Meeting of Shareholders must be finalized and adopted before the meeting is finished. Such minutes shall be evidence for the business conducted in the General Meeting of Shareholders.
7. The minutes of a General Meeting of Shareholders, the appendix of the list of shareholders registered to the meeting, full text of the adopted Resolutions and relevant documents enclosed with the meeting invitation must be kept at the head office of Techcombank.
8. Upon registration, Techcombank shall issue a voting card to each shareholder or person authorized to attend the meeting, which contain the registration number, full name of the shareholder and person authorized to attend, and number of votes entitled by that shareholder. Voting in the General Meeting shall take the forms of agreement, disagreement and abstention. The total number of affirmative, negative votes and abstentions shall be announced by the chairperson right after voting with respect to a decision.
9. Voting may also be conducted by way of showing hand if agreed unanimously by the General Meeting of Shareholders, in that case the person in charge of counting votes shall determine the total votes casted based on the list of attending shareholders and the number of authorized votes. The General Meeting shall select those in charge of counting votes or supervising vote counting amongst the attendees, otherwise those shall be selected by the chairperson.
10. Shareholders or authorized attendees who are late at a General Meeting of Shareholders shall have the right to register immediately and then participate and vote in the General Meeting, but the chairperson has no responsibility to halt the meeting for those shareholders to register and effectiveness of the conducted voting shall not be affected.

Article 51: Adopting a decision of General Meeting of Shareholders by way of collecting written opinions

1. A decision of the General Meeting of Shareholders may be adopted by way of collecting written opinions in accordance with Clause 2, Article 45 and Clause 2, Article 46 of this Charter.
2. A resolution of the General Meeting of Shareholders which is adopted by way of collecting written opinions shall have the same validity as the same adopted by way of direct voting of the General Meeting of Shareholders in a General Meeting of Shareholders.
3. Other matters in relation to collecting written opinions shall be in accordance with the laws.
4. The Board of Directors must prepare a form for written opinion, a draft resolution of a General Meeting of Shareholders, and explanatory documents to such resolution, and must send them to all voting shareholders at least ten (10) days before the deadline for collecting written opinions. Requirements and methods for sending opinion taking forms and accompanying documents comply with the provisions of Clause 3, Article 48 of the Charter.
5. The minutes of counting votes shall be posted on Techcombank's website within twenty-four (24) hours, from when the vote counting is completed.

Article 52: Request to cancel a decision of the General Meeting of Shareholders

1. Within ninety (90) days from the date on which the resolutions or minutes of the General Meeting of Shareholders or the minutes of the results of counting votes by way of collecting written opinions from the General Meeting of Shareholders are received, a shareholder or group of shareholders mentioned in clause 3, Article 42 of this Charter shall have the right to request a court or an arbitration to review and cancel a resolution or part of a resolution of the General

TCB Internal Document

Meeting of Shareholders in the following cases:

a. The order and procedures for convening and making decision of the General Meeting of Shareholders seriously violate the provisions of this Charter and Law on Enterprises, except for the cases as stipulated in Clause 2, Article 53 hereunder;

b. Contents of the resolution violate the provisions of the laws or this Charter.

2. The settlement order and procedures at the Court or Arbitration shall be in accordance with the relevant laws.

Article 53: Effectiveness of resolutions of General Meeting of Shareholders

1. Resolutions of General Meeting of Shareholders shall be valid from the date on which they are adopted or from the effective time specified in such resolutions.
2. Resolutions of General Meeting of Shareholders which are adopted by 100% of the total shares with voting right are legal and valid even if the order and procedures for convening such meeting and adoption of such resolutions violate this Charter and the Law on Enterprises.
3. In the case where a shareholder or group of shareholder requests a Court or an Arbitration to cancel a resolution of the General Meeting of Shareholders in accordance with Article 52 hereof, such resolution shall be effective until rulings by the Court or Arbitration to cancel such resolution take effect, except for the case where an interim injunction is imposed by a competent authority.

SECTION VII
BOARD OF DIRECTORS

Article 54: Composition and term of office of Board of Directors

1. Board of Directors is the management body of Techcombank, having the full authority on behalf of Techcombank to make decisions, to exercise the rights and perform the obligations of Techcombank, except for the issues under the authority of General Meeting of Shareholders.
2. Techcombank's Board of Directors must have at least 5 members and no more than 11 members. The number of members for each term is decided by the General Meeting of Shareholders. The Board of Directors must have at least 02 independent members, two-thirds of the total members must be independent members and members who are not Techcombank's executives.
3. Board of Directors' term of office shall be 5 (five) years. Term of office for member of Board of Director shall follow the term of Board of Directors. Members of Board of Directors may be re-elected or re-appointed for an unlimited number of terms. The term of office of the additional or replacement member of Board of Directors shall be the remaining term of office of Board of Directors. Board of Directors whose term of office has just expired shall continue operating until the Board of Directors of the new term takes over.
4. An individual and his related person(s) or those who are representatives for the contributed capital of an institutional shareholder and their related persons can become members of Board of Directors, but not exceeding 02 members of Board of Directors, except for the cases of representing for the State's contributed capital, mandatory transferee.
5. In case the Board of Directors has less than the minimum number of members as prescribed by law and this Charter, within 90 days from the date of insufficiency of member number, Techcombank must elect to supplement and ensure the minimum number of members, except for the cases specified in Clause 5, Article 166 of the Law on Credit Institutions.
6. Board of Directors shall use the seal of Techcombank for performance of its duties and powers.
7. Board of Directors has supporting department. Functions and duties of the supporting department shall be determined by the Board of Directors.
8. Board of Directors shall establish its Committees/Boards to support it in performing its duties and powers as stipulated in this Charter and provisions of the laws. Duties and powers of those

TCB Internal Document

Committees/Boards shall be stipulated by the Board of Directors in accordance with the regulations of the State Bank Governor.

9. Board of Directors shall appoint at least one (1) person to be the Banking administrator to support the banking governance to work effectively. Term of office, standards, rights and obligations of that Administrator shall be stipulated in Techcombank's Regulation on Internal Governance.

10. Candidacy and nomination for a candidate to Board of Directors:

a. In the case where the Board of Directors candidates have been determined, the information about such candidates shall be posted on Techcombank's website at least ten (10) days before the opening date of the General Meeting of Shareholders so that shareholders may look up the information about these candidates before casting votes. The candidates to the Board of Directors must provide a written commitment of the truthfulness and accuracy of their personal information as published, and undertake that they shall perform their duties in an honest, prudent manner and shall work to the best interest of Techcombank if elected to be a member of Board of Directors. The published information about the candidates to Board of Directors shall include:

(i) Full name, date of birth;
(ii) Professional qualification;
(iii) Employment history;
(iv) Other management positions (including Board of Directors positions at other companies);
(v) Interests relating to Techcombank and Techcombank's related parties;
(vi) Other information (if any).

Techcombank shall be responsible for disclosing information of companies where candidates hold Board of Directors positions and other management positions as well as interests relating to the companies of Board of Directors candidates (if any).

b. Shareholders holding ordinary shares shall have the right to combine their total number of voting rights to nominate a candidate to the Board of Directors. A shareholder or group of shareholders holding from 5% to below 10% of total number of shares with voting right shall have the right to nominate one (1) candidate; from 10% to below 30% shall have the right to nominate no more than two (2) candidates; from 30% to below 40% shall have the right to nominate no more than three (3) candidates; from 40% to below 50% shall have the right to nominate no more than four (4) candidates; from 50% to below 60% shall have the right to nominate no more than five (5) candidates; from 60% to below 70% shall have the right to nominate no more than six (6) candidates; from 70% to 80% shall have the right to nominate no more than seven (7) candidates; and from 80% to below 90% shall have the right to nominate no more than eight (8) candidates. Ordinary shareholders who assemble themselves into groups to nominate candidates to the Board of Directors must notify attending shareholders of such assembly before the opening of the General Meeting of Shareholders.

c. Where the number of candidates to the Board of Directors through nomination and candidacy are still insufficient as required and/or the candidates are considered unsatisfactory against the criteria and conditions, the incumbent Board of Directors may recommend additional candidates or organize nomination in accordance with the company's Charter, internal regulations on corporate governance and operating statute of the Board of Directors. Such recommendation must be articulated before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 55: Duties and powers of Board of Directors

1. Board of Directors shall have the following duties and powers:

a. To be responsible for establishment and opening of Techcombank's operations after the first

TCB Internal Document

General Meeting of Shareholders;

b. To manage all operations of Techcombank, to have the full authority on behalf of Techcombank to make decisions, to exercise the rights and perform the obligations of Techcombank, except for issues under the authority of General Meeting of Shareholders; to be responsible before the law, before General Meeting of Shareholders for performance of the assigned duties and powers;

c. To submit to the General Meeting of Shareholders for its decision on and adoption of issues under the authority of General Meeting of Shareholders as stipulated in Article 46 hereof, except for issues authorized by the General Meeting of Shareholders as stipulated in this Charter;

d. To make decisions on establishment of branches, representative offices, non-business professional units of Techcombank;

đ. To appoint, dismiss and determine salaries and remuneration, other benefits for positions of Chief Executive Officer (CEO), Deputy Chief Executive Officer (Deputy CEO), Chief Accountant, positions directly providing advices to and support the Board of Directors (Advisor to the Board of Directors, Secretary of Board of Directors, Head of Board of Directors' Office and/or Assistants to Board of Directors, Corporate Governance Officer etc.) Managers of Branches, subsidiaries, non-business professional units, Chiefs of Representative Office and other positions under authority of Board of Directors.

Discipline and suspense the aforesaid positions and others in line with the internal regulation issued by the Board of Directors from time to time.

e. To approve of plans for capital contribution or purchase and sale of share, contributed capital in other enterprises which has the value of contributed capital, expected purchase price or book value in case of selling shares or contributed capital less than 20% of Techcombank's charter capital as recorded in the latest audited financial statements;

f. To appoint authorized representative(s) of Techcombank at other enterprises, credit institutions and decide on the remuneration and other benefits for these people (if any);

g. To decide to invest, buy, sell fixed assets of Techcombank in which the investment level, expected purchase price or original price in case of selling fixed assets is from 10% to less than 20% of Techcombank's charter capital recorded in the most recent audited financial statements;

h. To approve contracts and other transactions with value of less than 20% of Techcombank's charter capital recorded in the most recent audited financial report between Techcombank and members of the Board of Directors, members of the Supervisory Board, and the General Director , major shareholder of Techcombank; Related persons of managers, members of the Supervisory Board, major shareholders of Techcombank; Techcombank's subsidiaries and affiliated companies;

i. To approve contracts to borrow, mobilize capital, grant credit, pledge, mortgage Techcombank's assets with a value equal to or greater than 35% of the total asset value recorded in Techcombank's most recent financial report;

j. Approving foreign loan contracts with value from 35 % of total assets recorded in Techcombank's latest financial report. Loans lower than this limit will be decided by the competent authority according to internal regulations on decentralization decisions issued by Techcombank's Board of Directors from time to time, unless otherwise provided for in the Charter;

k. To make decisions on credit provision as stipulated in Clause 3 of Article 135, Clause 7 of Article 136 of Law on Credit Institutions, except for transactions under the authority of General Meeting of Shareholders as stipulated in Point m, Clause 1, Article 46 of this Charter;

l. Approving contracts and other transactions with value of 10% or more of Techcombank's

TCB Internal Document

charter capital recorded in the most recent audited financial report

m. Inspect, supervise and direct the General Director to perform assigned tasks; Annually evaluate the General Director's performance;

n. To issue internal regulations and policies relating to organization, administration and operation of Techcombank in accordance with the relevant provisions of the laws, except for the issues under the authority of General Meeting of Shareholders;

o. To make decisions on the risk management policy and to supervise the implementation of risk prevention measures of Techcombank;

p. To review and approve of Techcombank's annual reports in accordance with the laws;

q. To make decisions on offering unsold shares within the number of shares allowed to be offered of each class issued by Techcombank;

r. To determine the prices at which Techcombank's shares, convertible bonds and bonds with warrants shall be offered;

s. To make decisions on buyback of shares of Techcombank in accordance with approved plan and the relevant regulations;

t. 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;

u. To prepare content and relevant documents to submit to General Meeting of Shareholders for deciding, adopting issues under the authority of General Meeting of Shareholders, except for those subject to functions and duties of Supervisory Board;

v. To approve of operating programs and plans of Board of Directors; program, agenda and documents for General Meeting of Shareholders; to convene a General Meeting of Shareholders or to collect written opinions of shareholders for approval of the resolutions, decisions of the General Meeting of Shareholders;

w. To arrange for implementation, inspection, supervision over implementation of the resolutions, decisions of the General Meeting of Shareholders or of Board of Directors, including but not limited to resolutions of the General Meeting of Shareholders on the plan to increase charter capital in the form of share issuance under the selection program for staffs, employees and persons working at Techcombank and resolutions of the General Meeting of Shareholders on other plans for shares offering and issuance...;

x. To notify the State Bank in a timely manner about the information negatively affecting the status of members of Board of Directors and Supervisory Board, Chief Executive Officer;

y. To recommend to the General Meeting of Shareholders for decision on the restructuring, dissolution or filing for bankruptcy of the bank;

z. To submit annual financial statements of Techcombank to General Meeting of Shareholders;

aa. To decide on the issuance of bonds that are non-convertible and without warrants, including but not limited to: deciding on private bond issuance plans, plans for issuing bonds to the public, plans for using and repay the debt capital obtained from the bond offering to the public, adopting the listing of bonds on the securities trading system, ...;

bb. To select independent auditors (from amongst a list approved by the General Meeting of Shareholders and on the basis of the consensus of the Supervisory Board) who shall perform Techcombank audits;

cc. To decide on asset liquidation and decide on compensation levels when dealing with property losses at Techcombank. The Board of Directors may decentralize specific decision-making authority within this scope, according to Techcombank's internal regulations;

dd. To decide on the annual financial plan in accordance with the business plan and investment plan;

TCB Internal Document

ee. Develop, approve, implement, amend and supplement restructuring plans associated with bad debt handling of Techcombank;

ff. Other duties and powers in accordance with the provisions of this Charter and the laws.

2. Where a decision adopted by Board of Directors is contrary to the laws, this Charter or decisions of the General Meeting of Shareholders, which causes losses to Techcombank, members who have approved of such resolution and decision shall be jointly and personally liable for such resolution and decision and shall have to compensate for the damages incurred to Techcombank; members who have objected to such resolution and decision shall be exempted from the liability.

Article 56: Duties and powers of Chairperson of Board of Directors

1. Chairperson of Board of Directors is elected, released from duty and dismissed amongst members of Board of Directors elected by the General Meeting of Shareholders. Chairperson of Board of Directors must reside in Vietnam during his or her term of office.
2. Duties and powers of Chairperson of Board of Directors are as follows:
   a. To formulate the programs and plans for operation of Board of Directors;
   b. To convene, facilitate and chair General Meetings of Shareholders and meetings of Board of Directors;
   c. On behalf of the Board of Directors, sign documents under the authority of the Board of Directors;
   d. To organize the approval of resolutions and decisions of Board of Directors;
   e. To supervise, arrange the supervision on the implementation of the resolutions and decisions of Board of Directors;
   f. To ensure that members of Board of Directors shall receive sufficient, objective, and accurate information and have enough time to discuss the issues to be reviewed by the Board of Directors;
   g. To assign tasks in detail to each members of Board of Directors;
   h. To supervise members of Board of Directors over their performance of the assigned duties and the general rights and obligations;
   i. Only be allowed to authorized one member of the Board of Directors to perform right and obligation of Chairperson of the Board of Directors during periods of absence or inability to perform duties;
   j. To annually and regularly evaluate the performance of each member of Board of Directors, Committees/Boards of Board of Directors and to report the evaluation results to General Meeting of Shareholders;
   k. To make decisions on issues under the authority and responsibility of decision of the shareholder/owner/capital contributor(s) at Techcombank's Subsidiaries in accordance with the laws and charters of such Subsidiaries;
   l. To make decisions on the hierarchy of approval, decision-making and authority and conditions for these levels of hierarchy of Techcombank, except for the cases under the authority of General Meeting of Shareholders, Board of Directors, Chief Executive Officer in accordance with the laws;
   m. To make decisions on the remaining issues of administration and operations of Techcombank which are not clearly stipulated herein, except for those under the authority of decision of General Meeting of Shareholders, Board of Directors, Chief Executive Officer in accordance with the laws;
   n. Other duties and powers under the authority of Chairperson of Board of Directors in accordance with the provisions of this Charter and the laws.
3. The principle for authorization by Chairperson of Board of Directors: Chairperson of Board of Directors authorizes in writing a Deputy Chairperson of Board of Directors or a member of Board

TCB Internal Document

of Directors to take over his/her business during his or her absence from Techcombank and/or non-participation in handling works at Techcombank.

Article 57: Duties and powers of members of Board of Directors

Members of Board of Directors shall have the following duties and powers:

1. Together with other members of Board of Directors, to administer Techcombank's implementation of its duties and powers in accordance with the provisions of the laws and this Charter;
2. To perform the duties and powers of a member of Board of Directors in compliance with the internal regulations of Board of Directors and tasks assigned by the Chairperson of Board of Directors in a truthful, cautious manner in the interest of Techcombank and shareholders; implement the independence of independent members of the Board of Directors in exercising rights and obligations; take responsibility for exercising its rights and obligations;
3. To review the report on auditing financial statements prepared by an independent auditor, to provide opinions or to request the executive officers of Techcombank, independent auditor and internal auditor(s) to explain, make clear on the issues relating to such statements;
4. To request Chairperson of Board of Directors to convene an extraordinary meeting of Board of Directors;
5. To attend the meetings of Board of Directors, to discuss and vote in a meeting or vote in writing on all issues under the duties and powers of Board of Directors in accordance with this Charter , to be responsible before the laws, General Meeting of Shareholders and Board of Directors for his/her decisions; In case the voting content conflicts with the interests of any member, that member is not allowed to participate in the vote;
6. Members of the Board of Directors are not allowed to authorize another person to attend a meeting of the Board of Directors to decide on the content specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14. and 18 Article 70 of the Law on Credit Institutions;
7. To implement the decisions of General Meeting of Shareholders and resolutions of Board of Directors;
8. To be responsible for explaining to General Meeting of Shareholders and Board of Directors on the performance of his/her assigned duties upon request;
9. Provide information, documents on financial position, business activities of Techcombank and Techcombank subsidiaries; Making request and organizing the implementation of request by Board of Director must comply with regulations issued by Techcombank's competent authority from time to time;
10. Report remuneration from subsidiaries, affiliates and other organizations to Board of Directors;
11. Report, disclose information upon Techcombank securities transaction in line with applicable laws;
12. Report to the Board of Directors in the latest Board meeting on transactions between Techcombank, its subsidiaries and companies where Techcombank owns more than 50% of their charter capital and members of the Board of Directors and their related persons; transactions between Techcombank and companies where a member of the Board of Directors is a founding member or business manager for the last 03 years prior to the transaction time;
13. Independent members of the Board of Directors of Techcombank must prepare evaluation reports on the operation of the Board of Directors;
14. Other duties and powers in accordance with this Charter and relevant provisions of the laws.

Article 58: Meetings of Board of Directors

1. Regulations on meeting and forms of meeting:

TCB Internal Document

a. Meetings of Board of Directors may be held on a regular or on an ad-hoc basis. Meetings of Board of Directors shall be convened by Chairperson of Board of Directors or a member of Board of Directors authorized by Chairperson of Board of Directors to convene a meeting.
b. Regular meetings: Regular meetings of Board of Directors are organized at least once every quarter.
c. Place of Meeting: Meetings of Board of Directors may be held at the head office or other locations.
d. Meetings of Board of Directors may be held in the form of conference call among all or a number of members of Board of Directors at different locations, provided that each attending member is able to:

(i) Concurrently hear each other member of Board of Directors expressing opinions in the meeting.
(ii) If a member wishes, he/she can express his or her opinions at the same time to all other attending members.
(iii) Conversation between the members may be made directly by telephone or other means of communication or by a combination of all such means.

2. A member of Board of Directors shall be considered having participated and voted at a meeting if he or she:
   a. Attends and votes in person at the meeting;
   b. Authorizes another person to attend the meeting and vote in accordance with Clause 2, Article 59 hereof;
   c. Attends and votes via online conference, cast electronic votes or other electronic methods;
   d. Sends his/her vote to the meeting via mail, fax or email.

   In the case where his/her vote is sent to the meeting via mail, the voting slip must be contained in a sealed envelope and delivered to Chairperson of Board of Directors no later than one hour before opening. The vote slip shall be opened only at the witness of all attendees.

3. Regulations on the first meeting of Board of Directors:
   The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days from the date on which the election of that Board of Directors is completed. This meeting shall be convened and chaired by the member who gains the highest number of votes or highest percentage of votes. Where more than one member gains the highest and equal number or percentage of votes, members shall elect by a majority vote a person from amongst themselves to convene a meeting of Board of Directors.
4. Regulations on an extraordinary meeting of Board of Directors
   Chairperson of Board of Directors shall convene an extraordinary meeting when deemed necessary or one of the following cases occurs:
   a. At the request of Supervisory Board or an independent member of the Board of Directors;
   b. At the request of Chief Executive Officer or at least five other managers;
   c. At the request of at least two members of Board of Directors;

   The request must be made in writing and specify the purposes and issues to be discussed and decided under the authority of Board of Directors. The person who has the authority to convene a meeting of Board of Directors shall have the right to refuse such request if the issues to be discussed and decided are beyond the authority of Board of Directors.

5. Chairperson of Board of Directors or a member of Board of Directors authorized by the Chairperson must convene a meeting of Board of Director within a period of seven (7) working days from the date on which the request for meeting mentioned in Clause 4 of this Article is received. If the Chairperson or the authorized person fails to convene a meeting of Board of Directors as requested, he/she must be responsible for the damages incurred to the bank, unless

TCB Internal Document

where the meeting cannot be convened due to force majeure; in this case, the person who requests for a meeting of Board of Directors shall have the right to convene a meeting of Board of Directors, in which the attending members of Board of Directors shall vote to elect a chairperson of the meeting.

6. Chairperson of the Board of Directors shall specifically stipulate emergency meetings, deadline and form of invitation of a meeting of Board of Directors in case of emergency.
7. Members of Board of Directors must attend all meetings of Board of Directors. A member is allowed to authorize another person to attend a meeting if agreed by a majority of members of Board of Directors.
8. Chairperson of Board of Directors shall decide and invite other people who are not a member of Board of Directors to attend meetings of Board of Directors. Those people shall the right to express their opinions in a meeting if invited by the chairperson of the meeting and must strictly comply with the regulations on meetings of Board of Directors.

Article 59: Conditions for conducting a meeting of the Board of Directors

1. A meeting of Board of Directors shall be conducted if at least three-quarters (3/4) of the members are present. In the case where a meeting convened in accordance with this clause fails to satisfy the required number of attendees as prescribed, the meeting shall be convened for a second time within a period of 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted when the number of attendees represents more than a half of the total members of Board of Directors. When a member of Board of Directors cannot directly attend a meeting, that member shall have the right to authorize another member of Board of Directors or to send his or her voting opinion in writing. In case of voting opinion, the voting slip must be contained in a sealed envelope and delivered to Chairperson of Board of Directors no later than one hour before the opening time. The vote slip shall be opened only at the witness of all attendees.
2. A member of Board of Directors can authorize another person to attend meeting and vote if this is agreed by a majority of members of the Board of Directors. The authorization must comply with Clause 6 Article 57 of this Charter.

Article 60: Meeting invitation and preparation of meeting agenda and organization of meetings of Board of Directors

1. Chairperson of Board of Directors or the convener of a meeting of Board of Directors must give a meeting invitation no later than three (03) working days before the date of meeting. The meeting invitation must specify time and venue, agenda, issues to be discussed and decided in the meeting. Enclosed with the meeting invitation are documents and materials used at the meeting.
2. The Board of Directors meeting invitation shall be sent in written form, via the telephone, fax, electronic means or other means, to the address of each member of Board of Directors as registered with Techcombank.
3. Chairperson of Board of Directors or the convener must send the meeting invitation and enclosed documents to members of Supervisory Board and Chief Executive Officer in the same way as to members of Board of Directors.
4. Members of Supervisory Board, Chief Executive Officers who is not a member of Board of Directors, and other managers and specialists shall have the right to attend meetings of Board of Directors, and to discuss, but shall not have the right to vote.

Article 61: Minutes of meetings of Board of Directors

1. Meetings of Board of Directors must be minuted and may be recorded, documented and kept in other electronic forms. Meeting minutes must contain the following major contents:
   a. Name, address of the head office, number and date of issuance of the Enterprise Registration Certificate, place of business registration;

TCB Internal Document

b. Purposes, program and agenda of the meeting;
c. Time and venue of the meeting;
d. Full name of each attending member or person authorized to attend the meeting; full name of absent members and reasons;
e. The issues discussed and voted in the meeting;
f. Summary of opinions of each member of Board of Directors attending the meeting in order;
g. Result of voting, which indicates members casting affirmative, negative votes and abstentions;
h. The adopted decisions and their respective voting percentages;
i. Full names and signatures of all attending members or authorized representatives and minutes taker.

2. Minutes of meetings of Board of Directors shall be made in Vietnamese language and may further be made in a foreign language (in English) and these two versions have the same legal validity. In case of differences in the content between these two versions, the Vietnamese version shall prevail.
3. Where the Chairperson, minutes taker refuse to sign meeting minutes but all other members of the Board of Directors that attend and agree to adopt the meeting minutes sign it and meeting minutes contain all the contents prescribed in points a, b, c, d, e, f, g and h, Clause 1 of this Article, then meeting minutes shall take effect. The meeting minutes clearly state that the Chairperson and the minutes taker refuse to sign the meeting minutes.
4. The Chairperson, minutes taker and members of Board of Directors who sign meeting minutes shall be responsible for their accuracy and truthfulness. No later than seven (7) days from the date of meeting of Board of Directors, the Office of Board of Directors and/or Assistants of Board of Directors shall be responsible for delivering the minutes of meeting to all attending members.
5. The minutes of a meeting of Board of Directors and documents used in the meeting must be kept at the head office of Techcombank.

Article 62: Decisions adopted in a meeting of Board of Directors

1. A decision of Board of Directors shall be adopted if is approved by a majority of votes, including votes in writing and votes under authorization. In case of tie vote, the final decision shall be the one supported by the opinion of the chairperson of the meeting.
2. Members of Board of Directors with interests related to an issue decided by Board of Directors shall not be entitled to vote for that issue, and not be counted in the required number of attending members, and not be authorized by another member of Board of Directors to vote for that issue.

Article 63: Arrangement for collecting written opinions from members of Board of Directors

1. Chairperson of Board of Directors shall decide upon collecting written opinions from members of Board of Directors.
2. Secretary of Board of Directors shall prepare a form of written opinion and other necessary documents related to the issues being subject to opinion collection. The form of written opinion and enclosed documents must be delivered to the contact address of each member of Board of Directors.
3. The form of written opinion must contain the following major contents:
   a. Name, address of the head office, number and date of issuance of the Establishment and Operating License, and Enterprise Registration Certificate of Techcombank;
   b. Purposes of opinion collection;
   c. Full name and contact address of members of Board of Directors;
   d. Issues subject to opinion collection;
   e. The plan for voting, including approval, disapproval and abstention;
   f. Deadline for returning the completed forms to Techcombank;
   g. Full name and signature of Chairperson of Board of Directors.
4. A completed form must bear the signature of a member of Board of Directors and sent back to

TCB Internal Document

Techcombank as stipulated by Techcombank.

5. Chairperson of Board of Directors, Secretary of Board of Directors shall count votes and prepare minutes of vote counting, which must contain the following major contents:
   a. Name, address of the head office, number and date of issuance of the Establishment and Operating License, and Enterprise Registration Certificate of Techcombank;
   b. Purposes of and issues subject to opinion collection;
   c. Total number of vote slips sent and collected, numbers of valid and invalid votes. The minutes must include an appendix of the list of members of the Board of Directors who have casted votes;
   d. Total numbers of approval, disapproval votes and abstentions with respect to each issue subject to opinion collection;
   e. Full name and signature of the person in charge of counting votes and the supervisor.
6. Chairperson of Board of Directors, Secretary of the Board of Directors engaged in collecting opinions from members of Board of Directors in writing must be jointly responsible for the truthfulness and accuracy of the minutes of vote counting, and damages incurred due to the decisions adopted by untruthful or inaccurate vote counting.
7. A record of the result of vote counting enclosed with a resolution or decision of Board of Directors, which is adopted as a result of vote counting, must be sent to members of Board of Directors within fifteen (15) days as from the day when vote counting is completed.
8. Completed forms of written opinion, record of vote counting, adopted resolution and relevant documents sent along the forms of written opinion shall all be kept at the head office of Techcombank;
9. Decisions which are adopted by way of collecting written opinions from members of Board of Directors shall have the same validity as those approved at a meeting of Board of Directors.

SECTION VIII
SUPERVISORY BOARD

Article 64: Supervisory Board and structure of Supervisory Board

1. Supervisory Board performs supervision, evaluation of the compliance with the laws, internal regulations, Charter and resolutions, decisions of General Meeting of Shareholders, Board of Directors.
2. Supervisory Board has at least five (05) members.
3. Supervisory Board has an internal audit unit and consultancy, advisory and assistance unit directly under the Supervisory Board, is permitted to use Techcombank's resources and engage outside professionals and organizations to performs its duties.
4. Supervisory Board's term of office shall be five (5) years. The term of office of members of Supervisory Board shall be the same as the term of office of Supervisory Board. The Supervisory Board of the preceding term of office shall continue its activities until the Supervisory Board of the new term of office is elected and takes duties. In case there are new members additionally appointed or appointed as replacement of those who are automatically disqualified, released from duty, dismissed, during their terms of office, then the term of office of the new member shall be the remaining duration of the Supervisory Board's term of office.
5. In case the number of members of Supervisory Board is less than the minimum number of members required by the laws, within a period of ninety (90) days from the date when the number of members of the Supervisory Board becomes insufficient, Techcombank must elect additionally, ensure the minimum number of members according to regulations, except for the cases regulated in clause 5 Article 166 of the Law on Credit institution.

TCB Internal Document

6. Nomination and candidacy of members of Supervisory Board:

a. In case the candidates are determined previously, the information related to the candidates for the Supervisory Board shall be announced ten (10) days prior to the opening date of the General Meeting of Shareholders on the web page of Techcombank for Shareholders to look them up before voting. The candidates for the Supervisory Board must pledge in writing truthfulness and accuracy of the published personal information, and undertake to perform his or her duties in a truthful, prudent manner and work to the best interest of Techcombank if elected to be a member of the Supervisory Board. The information related to the candidates for Supervisory Board to be published shall contain:

(i) Full name, Date of birth;
(ii) Qualifications;
(iii) Employment history;
(iv) Other management positions and Supervisory Board positions at other companies;
(v) Interests relevant to Techcombank and Techcombank's related parties (if any);
(vi) Other information (if any).

Techcombank must be responsible for disclosing information about companies where candidates hold Supervisory Board positions, management positions and company-related interests (if any).

b. Shareholders who hold ordinary shares shall have the right to accumulate the number of voting rights of each Shareholder to nominate candidates to the Supervisory Board. A Shareholder or a group of Shareholders who holds from 5% to less than 10% of the total of shares with voting rights shall have the right to nominate one (1) candidate; from 10% to less than 30% shall have the right to nominate maximum two (2) candidates; from 30% to 40% shall have the right to nominate maximum three (3) candidates; from 40% to less than 50% shall have the right to nominate maximum four (4) candidates; from 50% to less than 60% shall have the right to nominate maximum five (5) candidates; from 60% to less than 70% shall have the right to nominate maximum six (6) candidates; from 70% to less than 80% shall have the right to nominate maximum seven (7) candidates; and from 80% to less than 90% shall have the right to nominate maximum eight (8) candidates. Ordinary shareholders who assemble themselves into groups to nominate candidates to the Supervisory Board must notify attending shareholders of such assembly before the opening of the General Meeting of Shareholders.

c. Where the number of candidates for the Supervisory Board through nomination and/or candidacy, is insufficient, and/or it is found that the candidates do not meet the criteria and conditions, the incumbent Supervisory Board may recommend additional candidates or organize nomination in accordance with the company's Charter, internal regulations on corporate governance and operating statute of the Supervisory Board. Such recommendation must be articulated before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 65: Duties and powers of Supervisory Board

Supervisory Board shall have the following duties and powers:

1. Supervise Techcombank's governance and operations in compliance with laws, internal regulations, Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; Be responsible before the General Meeting of Shareholders for performing assigned tasks and powers according to the provisions of the Law on Credit Institutions and Techcombank's Charter;
2. To issue Internal Regulations of the Supervisory Board. To annually review the Internal Regulations of the Supervisory Board, internal regulations of Techcombank on accounting and

TCB Internal Document

report;

3. Organize and carry out internal audit; have access to and be provided with complete, accurate and timely information and documents related to Techcombank's governance and operations, and have the right to use Techcombank's resources to carry out assigned tasks and powers; can hire experts, independent consultants and outside organizations to perform tasks but must still be responsible for the performance of the Supervisory Board's tasks;
4. To supervise the financial status, assess the first six (6) month annual financial statements of Techcombank, including all the financial statements audited by independent auditor. To report to General Meeting of Shareholders on the results of assessment of the annual financial statement, to evaluate the reasonability, legality, truthfulness and diligence in accounting, statistic activities and preparation of financial statements. Supervisory Board can consult Board of Directors before submitting its reports and recommendations to a General Meeting of Shareholders;
5. Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of Techcombank under the decision authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and send reports on monitoring results to the General Meeting of Shareholders and the Board of Directors;
6. Supervise compliance with the provisions of Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in the operations of credit institutions.
7. To review the accounting books and other documents, management and administration of the of Techcombank when deemed necessary or in following cases:

a. According to resolution, decision of the General Meeting of Shareholders;
b. Upon the request of the State Bank or of major shareholders or groups of major shareholders in accordance with the provisions of law. The inspection is carried out within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested to be inspected to the requesting organization or individual.

8. Promptly notify the General Meeting of Shareholders and the Board of Directors when detecting Techcombank managers and executives who have violated the law, the Charter, internal regulations of Techcombank, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; Request the violator to immediately stop the violation and find solutions to remedy the consequences (if any);
9. Prepare a list of founding shareholders within 05 years from the date of being a founding shareholder, shareholders owning 01% or more of charter capital and related persons of members of the Board of Directors, members of the Supervisor Board, General Director of Techcombank, shareholders owning 01% or more of charter capital; maintain and update changes to this list;
10. To request for an extraordinary meeting of Board of Directors or to request Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the provisions of this Charter;
11. To convene an extraordinary General Meeting of Shareholders in the case where the Board of Directors has made a decision which seriously violates the provisions of the laws, this Charter and other cases stipulated in this Charter;
12. Promptly report to the State Bank on violations specified in Clauses 6, 8 and 11 of this Article and violations of share ownership ratio, capital contribution, related persons according to regulations of the Law on Credit Institutions.
13. To appoint, dismiss, discipline, suspend and determine the wage rates and other benefits for titles under the internal audit unit and consulting, advisory and assistance unit of Supervisory Board;
14. Review contracts and transactions with related persons within the scope of approval of the Board of Directors or General Meeting of Shareholders and make recommendations on contracts and

TCB Internal Document

transactions requiring approval of the Board of Directors or General Meeting of Shareholders.

15. To recommend the General Meeting of Shareholders to approve lists of independent auditors permitted to perform Techcombank audits.
16. Other duties and powers in accordance with the provisions of this Charter and the relevant provisions of the laws.

Article 66: Duties and powers of the Head of Supervisory Board

The Head of Supervisory Board shall have the following duties and powers:

1. To carry out the duties, powers of Supervisory Board in accordance with the provisions of this Charter;
2. To prepare the agenda for the meetings of Supervisory Board based on reviewing the matters and concerns of all members of Supervisory Board in relation to the duties, powers of Supervisory Board; to convene and chair meetings of Supervisory Board;
3. To sign, on behalf of Supervisory Board, the documents within the authority of Supervisory Board;
4. To convene, on behalf of Supervisory Board, an extraordinary General Meeting of Shareholders or request for an extraordinary General Meeting of Shareholders in accordance with the provisions of this Charter;
5. To attend the meetings of Board of Directors, has the right to provide opinions and recommendations, but not voting;
6. To request that his or her opinions are recorded in the minutes of a meeting of Board of Directors if they are different from the resolutions and decisions of the Board of Directors, and to report before a General Meeting of Shareholders;
7. To prepare the work plans of Supervisory Board and to assign specific duties to each member of Supervisory Board in accordance with the Internal Regulations of Techcombank;
8. To ensure that the members of Supervisory Board shall receive sufficient, objective, and accurate information and have sufficient time to discuss the issues to be reviewed by the Supervisory Board;
9. To supervise and instruct the members of Supervisory Board to perform their assigned tasks, powers and duties of Supervisory Board;
10. Only be allowed to authorize one member of Supervisory Board to perform rights and duties of the Head of Supervisory Board during his or her absence or inability of performing his duty;
11. Other duties and powers in accordance with the provisions of this Charter and the laws.

Article 67: Duties and powers of members of Supervisory Board

1. The members of Supervisory Board shall have the following powers and duties:

   a. Comply with the law, Techcombank's Charter, internal regulations of the Supervisory Board and perform tasks assigned by the Head of the Supervisory Board to develop and deploy the tasks and powers of the Supervisory Board honestly, cautiously for the benefit of Techcombank and shareholders; take responsibility for exercising their rights and obligations;
   b. To elect a member of Supervisory Board to be the Head of the Supervisory Board;
   c. To request the Head of Supervisory Board to convene an extraordinary meeting of Supervisory Board;
   d. To supervise the business operations; to check the accounting books, assets, financial statements and to make recommendations to overcome shortcomings, if any;
   e. To require managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management and operation of Techcombank;
   f. To request managers, executives, employees of the Bank to provide data and clarify the

TCB Internal Document

business activities in order to perform their assigned duties;

g. To report to the Head of the Supervisory Board on the unusual financial activities of Techcombank and to be personally responsible for his or her own evaluations and conclusions;

h. To attend meetings of the Supervisory Board, to discuss and vote on all issues within the duties, power of the Supervisory Board, except for those with which they have a conflict of interest;

i. Other powers and duties in accordance with the provisions of this Charter and the laws.

2. Making request and organize the implementation of request by Supervisory Board shall comply with regulations issued by Techcombank's competent authority from time to time

Article 68: Meetings of Supervisory Board and collecting written opinions of the members of Supervisory Board

1. Supervisory Board holds the meeting quarterly and can convene an extraordinary meeting to timely resolve any unexpected matters.
2. An extraordinary meeting of Supervisory Board shall be convened at the request of:
   a. The Chairperson of the Board of Directors;
   b. At least two-thirds (2/3) of the members of Board of Directors;
   c. The Head of the Supervisory Board;
   d. At least two-thirds (2/3) of the members of Supervisory Board;
   e. The Chief Executive Officer;
   f. Other cases stipulated by the laws.
3. Supervisory Board issues internal regulations on other contents (except for those provided in Clause 1 and Clause 2 of this Article) relating to meeting of Supervisory Board (form of notification of, convening a meeting, holding a meeting, voting, meeting minutes, collecting members' written opinion) in accordance with the provisions of the laws and this Charter.

Article 69: Adopting the decisions of Supervisory Board

1. A decision of Supervisory Board shall be adopted by voting or collecting written opinions. Every member of Supervisory Board shall have one vote.
2. The member of Supervisory Board who has interests related to the issued to be decided by Supervisory Board must not participate in voting on such issue and shall not be counted to the required number of attendees at a meeting of the Supervisory Board, and not be allowed to receive authorization of other members of the Supervisory Board to vote on such issue, either.
3. If the member of the Supervisory Board, to the best of his/her knowledge, is aware of a relationship, whether it is direct or indirect to a contract or agreement, or an expected contract or agreement to be entered into with Techcombank, he/she must report the nature of the relevant interests to the Board of Directors and Supervisory Board so that they could consider entering into such contracts or agreements or not. If after the contract or transaction has been executed, a member becomes aware of the existence of his or her such interest or in any other case, that member must immediately notify at the most recent meeting of the Board of Directors and at the most recent meeting of the Supervisory Board after he/she so does.

SECTION IX
CHIEF EXECUTIVE OFFICER

Article 70: Chief Executive Officer and assistance unit

1. Chief Executive Officer is appointed by the Board of Directors. Chief Executive Officer is the highest executive officer of the day-to-day business operations of Techcombank, is subject to the Board of Directors' supervision, is responsible before the Board of Directors and the laws for

TCB Internal Document

performance of the assigned powers and duties.

2. Chief Executive Officer's term of office shall not exceed five (5) years. Chief Executive Officer may be re-appointed with an unlimited number of terms of office.
3. The Chief Executive Officer shall be assisted by the Deputy Chief Executive Officer (if any), the Chief Accountant, Chief Officers, Heads of specialized departments and divisions at the Head office; Directors of Branches and other titles in accordance with the provisions of Techcombank.
4. Appointment of Chief Executive Officer of Techcombank shall be carried out in accordance with the provisions of the State Bank.

Article 71: Duties and powers of the Chief Executive Officer

1. Chief Executive Officer shall have the following duties and powers:
   a. To make decisions within the relevant authority on all issues relating to the day-to-day business operations of Techcombank;
   b. To implement the resolutions and decisions of General Meeting of Shareholders, Board of Directors, and Chairperson of the Board of Directors;
   c. Prepare annual financial plan in line with the business plan and submit it to the Board of Directors for approval; To carry out financial plan, business plan and investment plan of Techcombank;;
   d. To develop and maintain an efficient system of internal inspection and control;
   e. To recommend a plan of organizational structure and internal management regulations of Techcombank and submit them to the Board of Directors or General Meeting of Shareholders to decide within his or her authority;
   f. To appoint, release from duty, dismiss the managerial, administrative positions of Techcombank, except for those within the authority of General Meeting of Shareholders, Board of Directors and Chairperson of the Board of Directors;
   g. To recruit, decide on wage rates, bonuses, allowances (if any) and other benefits for the staff within Techcombank, except for those within the authority of Board of Directors and Chairperson of Board of Directors;
   h. To issue within his or her authority the internal regulations; procedures for operations of the business management system, management information system;
   i. To recommend a plan to pay dividends or to deal with losses in business;
   j. To prepare and submit to Board of Directors for approval or report to authorities for approval of financial statements. To be responsible for accuracy and truthfulness of financial statements, statistic report, accounting data and other financial information;
   k. To set up the procedures for operation of the business management system, information reporting system;
   l. To report to the Board of Directors, Supervisory Board, General Meeting of Shareholders and competent authorities of operation, efficiency and business results of Techcombank in accordance with the provisions of the laws and this Charter;
   m. To make decisions on the measures beyond his or her authority in events of emergency (such as natural calamities, hostility of enemy, fire, incidents, etc.) and to be responsible for such decisions, then immediately so report to the Board of Directors for further handling.
   n. To recommend and propose the organization, administration and operation of Techcombank to improve the operation quality and performance of the bank, and submit them to Board of Directors or General Meeting of Shareholders to decide within his or her authority;
   o. To request for convening an extraordinary meeting of the Board of Directors in accordance with the provisions of this Charter;
   p. To set up, regulate organization and operation of, appoint, release from duty, dismiss members of units of advisory, assistance to Chief Executive Officer in accordance with the

TCB Internal Document

provisions of the laws or within the authority of Chief Executive Officer in accordance with the provisions of this Charter and internal regulations of Techcombank;

q. Other powers and duties stipulated in the laws, this Charter and decisions of Board of Directors, Chairperson of Board of Directors.

2. When performing his/her duties and exercising his/her power, Chief Executive Officer must comply with the decision of the General Meeting of Shareholders, Board of Directors and Chairperson of Board of Directors; comply with the provisions of the laws, this Charter, and provisions of labour contracts into which the Chief Executive Officer has entered with Techcombank, if any. In the case where the management is contrary to this provision causing damages to Techcombank, the Chief Executive Officer shall legally be responsible and must compensate for any damage incurred to Techcombank.

CHAPTER IV
RELATIONSHIP BETWEEN TECHCOMBANK AND ITS SUBSIDIARIES, TRADE UNION AND EMPLOYEES

Article 72: Relationship between Techcombank and its Subsidiaries

1. Chairperson of Board of Directors shall submit to the General Meeting of Shareholders a decision to establish domestic or overseas Subsidiaries in order to support the operations of Techcombank in accordance with the laws.
2. Chairperson of Board of Directors of Techcombank shall decide and perform other rights obligations of the shareholder/owner/capital contributor at subsidiaries in accordance with the provisions of this Charter, Charter of Subsidiaries and relevant provisions of the laws.

Article 73: Employees and trade union

1. Establishment and operation of a union of employees in Techcombank shall be in accordance with the provisions of the laws.
2. Board of Directors is responsible to formulate or authorize to formulate regulations and provisions related to recruitment, hiring, salary, social insurance, welfare, reward and discipline and other issues related to employees of Techcombank as well as the relationship between Techcombank and the trade union and submits them to Board of Directors for approval in compliance with the laws and in accordance with decisions of General Meeting of Shareholders.

CHAPTER V
FINANCIAL REGIME - ACCOUNTING, INFORMATION - REPORTING

SECTION I
FINANCE, ACCOUNTING AND REPORTING

Article 74: Financial system, fiscal year

1. The financial system of Techcombank shall comply with the provisions of the Government and guidance of the Ministry of Finance, State Bank and other relevant laws.
2. Based on the guiding instruments on financial system, Chief Executive Officer formulates regulations on financial system and submits them to Board of Directors for approval which then is a basis for application.
3. Board of Directors, Supervisory Board and Chief Executive Officer of Techcombank shall be responsible before the laws and to the State management agencies for compliance of the Techcombank's system of finance, auditing and accounting.
4. The fiscal year of Techcombank shall commence on the 1st January and end on the 31st December

TCB Internal Document

each calendar year.

5. Techcombank shall be financially autonomous, be financially responsible for its business and fulfil its obligations and commitments in accordance with the laws.

Article 75: Accounting system

1. The accounting system used by Techcombank shall be in accordance with the provision of the Ministry of Finance, State Bank and other relevant provisions of the laws.
2. Techcombank shall keep its books of account in Vietnamese language. Accounting records are made based on the types of business; such records shall be accurate, up-to-date, systematic and sufficient to prove and explain about transactions.
3. Techcombank shall apply an accounting system stipulated by the State Bank.

Article 76: Financial statements

1. Techcombank shall make financial statements in accordance with the regulations on accounting and statistics and periodically report on professional operations in accordance with the regulations of the State Bank.
2. Within 90 days from the end of the fiscal year, Techcombank must submit an annual report to the State Bank in accordance with the provisions of law.
3. Techcombank shall, within 120 days from the end of the fiscal year, publish its annual financial report in accordance with the laws.

Article 77: Independent auditing

1. Before the end of the fiscal year, Techcombank must select an independent auditing organization that meets the requirements according to the regulations of the Governor of the State Bank to audit financial statements and perform assurance services for operations of the internal control system in preparing and presenting financial statements for the next fiscal year.
2. Within thirty (30) days from the date of selecting an external auditor, Techcombank must notify the State Bank of the selected independent auditing organization.

Article 78: Use of Capital

1. Techcombank can use its capital for business activities, constructive investment and procurement of fixed assets in accordance with the laws and this Charter.
2. Techcombank is entitled to change their capital and assets structure for the purpose of development of operations in accordance with the laws and this Charter.
3. Techcombank is entitled to mobilize capital and assets among subsidiaries.

SECTION II
SETTING ASIDE FUNDS AND ALLOCATION OF PROFIT

Article 79: Setting aside funds

1. After setting aside the funds, profits of Techcombank shall be used to pay dividend according to a decision of General Meeting of Shareholders and in accordance with the laws.
2. Techcombank can set aside the following funds:
   a. An additional reserve for the Charter capital;
   b. A financial reserve;
   c. A fund for professional development;
   d. A reserve fund for severance allowance;
   e. A fund for rewards;
   f. A welfare fund;
   g. Other funds as per the internal regulations of Techcombank in accordance with the laws.

TCB Internal Document

3. Other issues related to setting aside and using the above-mentioned funds are carried out in accordance with the provisions of the laws and internal regulations of Techcombank.

Article 80: Payment of dividends

1. Dividends shall be distributed in accordance with a decision of General Meeting of Shareholders based on the recommendation of Board of Directors, in accordance with the relevant provisions of the laws.
2. The payment of dividends for preference shares shall be made in accordance with the separate conditions applicable to each class of preference shares.
3. Dividends to be paid for ordinary shares shall be determined based on the net profit and dividend payment set aside from the retained profits of Techcombank. Techcombank only pays dividends for ordinary shares upon satisfaction of the following conditions:
   a. Techcombank fulfils its tax obligations and other financial obligations in accordance with the provisions of the laws;
   b. Techcombank set aside the funds, and offset the previous losses in accordance with the provisions of the laws and this Charter;
   c. As soon as all the dividends are paid, Techcombank shall ensure to pay for other due debts and asset-related obligations.
4. Dividends may be paid in cash, by shares of the Techcombank or by other assets in accordance with a decision of General Meeting of Shareholders. Where payment is made in cash, such payment must be made in Vietnamese Dong using payment methods prescribed by law. The payment of dividends may be made by bank transfer when the shareholders register and provide bank account details to Techcombank. In the case where Techcombank has made the transfer accurately as per account details provided by the shareholders, it shall not be responsible for any loss arising from that transfer.
5. In case of paying dividends by shares, Techcombank does not have to conduct procedures for share offering in accordance with the provisions of the law on share offering. Techcombank must register/accept to increase the charter capital accordingly to the total par value of shares used for dividend payment in accordance with the provisions of the laws.
6. Where the shares of Techcombank are listed in the Stock Exchange or Securities Trading Centers, the payment of dividends for these shares may be carried out through a securities company or Vietnam Securities Depository and Clearing Corporation.
7. After the rate of payment of dividends is approved by a General Meeting of Shareholders, Board of Directors may decide a mid-term payment of dividends when such payment is appropriate to the business situation, the profit of Techcombank and in accordance with the provisions of the relevant laws.

SECTION III
INFORMATION AND REPORTING SYSTEM

Article 81: Information and confidentiality

1. Techcombank provides account holders with information about transactions and balances on the account holder's account according to the agreement with the account holder..
2. Techcombank may exchange information about banking activities in accordance with the law.
3. Staff, employees, managers, executive officers of Techcombank and related persons shall not

TCB Internal Document

disclose business secrets of Techcombank of which they are aware.

Article 82: Reporting and public disclosure of information

1. Techcombank must make and submit periodical or ad-hoc reports to the State Bank, State Securities Committee and other authorities in accordance with the laws.
2. Techcombank is responsible to provide information to the State agencies and disclose information to the public in accordance with the laws.

Article 83: Storage of documents

1. Techcombank must keep the following documents at its head office:
   a. Charter of Techcombank and its amendments and supplements;
   b. Internal management regulations of Techcombank, Shareholder register book;
   c. Operation License; Enterprise Registration Certificate; and other licenses and certificates (if any);
   d. Documents and papers certifying the ownership of assets of Techcombank;
   e. Voting slips, vote counting minutes, minutes of General Meetings of Shareholders, Board of Directors; decisions of Techcombank;
   f. Prospectus for offering or listing of securities (if any);
   g. Reports of Supervisory Board, conclusions of the inspection authorities, conclusions of independent auditing organizations;
   h. Accounting books, accounting documents, annual financial statements;
   i. Other documents in accordance with the laws.
2. The duration of storage and methods to store the above-mentioned documents are in accordance with the laws.
3. Chief Executive Officer of the Bank is responsible to organize the storage, management of records and documents at Techcombank in accordance with this Charter and the laws.

CHAPTER VI
SETTLEMENT OF DISPUTE, RESTRUCTURE, DISSOLUTION, BANKRUPTCY

Article 84: Internal dispute resolution

1. Internal disputes are disputes and complaints between shareholders and Techcombank, between shareholders and Board of Directors, Supervisory Board, Chief Executive Officer or other mangers of Techcombank relating to the organization, operation of Techcombank or relating to rights of a shareholder as stipulated in this Charter and/or relevant legal documents.
2. When an internal dispute occurs, firstly, the concerned parties shall attempt to resolve such dispute via negotiation and reconciliation, on the principle of respecting interest of both parties and in compliance with the laws. Except for the case where such dispute relating to Board of Directors or Chairperson of Board of Directors, Chairperson of Board of Directors shall chair or authorize another person to settle the dispute and shall request each party to present practical factors relating to the dispute within a period of twenty-one (21) working days from the date on which the dispute arises. If the dispute is related to Board of Directors or Chairperson of Board of Directors, any party may refer to a competent authority for resolution. Each part shall bear their own costs arising from the reconciliation process.
3. If a reconciliation could not be reached within a time-limit of six (06) weeks from the beginning of the reconciliation process, parties may bring such dispute to a competent Court in accordance with the laws. The court shall decide which party has to bear the costs of the Court in accordance

TCB Internal Document

with the laws.

Article 85: Restructure of Techcombank

The restructure of Techcombank in the form of division, split, consolidation, merger, conversion or in other forms shall be carried out once so approved in writing by the State Bank.

Article 86: Dissolution

1. Techcombank shall be dissolved in the following cases:
   a. Techcombank does not request an extension or requests an extension but does not receive written approval from the State Bank at the end of the operating term;
   b. Techcombank's license was revoked;
   c. Techcombank voluntarily dissolves if it has the ability to pay all debts and is approved in writing by the State Bank;
   d. Techcombank is in the case of early intervention or special control with credit institutions taking over all debt obligations.
2. Conditions, procedures and other issues related to the dissolution of Techcombank comply with relevant legal regulations.

Article 87: Special control and bankruptcy

1. Techcombank may be placed under special control by decision of the State Bank in cases specified in Clause 1, Article 162 of the Law on Credit Institutions. Other contents related to special control procedures comply with relevant legal regulations.
2. Contents related to the bankruptcy of Techcombank are implemented in accordance with the provisions of the Law on Credit Institutions and related legal regulations.

TCB Internal Document

CHAPTER VII
IMPLEMENTATION PROVISIONS

Article 88: Effect of the Charter

1. Charter contents are adopted by the General Meeting of Shareholders on 07 August 2024 and this Charter shall take effect as from 04/02/2025.
2. The Charter issued under Decision No. 0007/2024/QD-HĐQT-TCB dated January 10, 2024 of the Chairman of the Board of Directors of Techcombank expired, except for implementation of transitional regulations as prescribed in Article 210 of the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024.
3. Issues which have not been included in this Charter shall be in accordance with the provisions of the relevant laws. Where any content of this Charter is contrary to the legal provisions, it shall naturally be void and Techcombank shall automatically apply the provisions of the relevant laws.
4. This Charter comprises of 7 Chapters, 88 articles and is made into multiple copies with the same validity, and submitted to the State Securities Committee, State Bank and other authorities and is kept at Techcombank.

LEGAL REPRESENTATIVE OF
VIETNAM TECHNOLOGICAL AND COMMERCIAL
JOINT STOCK BANK
CHAIRPERSON OF BOARD OF DIRECTORS

Ho Hung Anh

TCB Internal Document