

STATUTE No. /20.... /QC DATED /..... /20...

**(Re: Corporate Governance at Vietnam Technological and Commercial Joint Stock
Company)**

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CHAPTER I: GENERAL PROVISIONS**ARTICLE 1. GOVERNING SCOPE AND APPLICABLE ENTITIES****1.1. Governing scope:**

This statute stipulates issues related to the management of Vietnam Technological and Commercial Joint-stock Bank (herein after referred as the Bank or Techcombank), including:

- 1.1.1.* General Meeting of Shareholders
- 1.1.2.* Board of Director (BOD);
- 1.1.3.* Board of Supervisor (BOS);
- 1.1.4.* The executive;
- 1.1.5.* The Bank governing board;
- 1.1.6.* Prevention of conflicts of interests;
- 1.1.7.* Report and information disclosure.

1.2. Applicable entities:

This Statute is applicable to the following subjects:

- 1.2.1.* Shareholders and organizations, individuals who are the related entities of shareholders.
- 1.2.2.* Member of BOD, BOS, CEO, Deputy CEO, the Executive and related organizations, individuals.

ARTICLE 2. DEFINITION AND ABBREVIATION

In this Statute, the following terms are understood as follows:

2.1. Bank Governance: system of principles, including:

- 2.1.1.* Ensuring an appropriate governance structure;
- 2.1.2.* Ensuring the operation of BOD, BOS, CEO, Deputy CEO and other equivalent titles;
- 2.1.3.* Ensuring rights of shareholders and related parties of shareholders;
- 2.1.4.* Ensuring fairness among shareholders
- 2.1.5.* Transparent disclosure of the Bank's activities.

2.2. Corporate Secretary: Officer assigned by the Bank's BOD to support governing activities at Techcombank, fulfill duties and authority stated in this Statute**2.3. The Executive:** CEO, Deputy CEO (if any), Chief Accountant, Branch Managers.**2.4. Non-executive member of BOD:** members of BOD who do not hold executive positions as per Techcombank's Charter and this Statute.

2.5. Related Parties: Parties defined in Clause 24, article 4 of Law on Credit Institutions, for issues related to the organization and operation of Techcombank. Regarding information disclosure and other issues that are not stated in the Law on Credit Institutions, the related parties shall be identified as per the Law on Enterprise and Law on Securities.

2.6. Regarding terms that are not defined in this Statute shall be understood as in Techcombank's Charter.

ARTICLE 3. BASIC GOVERNANCE PRINCIPLES

This Statute is developed based on the following governing principles:

- 3.1.** Comply with the related regulations of the law and *Techcombank's Charter*;
- 3.2.** Ensure the transparent, effective governing mechanism of Techcombank, complying with the regulations of Vietnam State Bank from time to time, reaching towards international practices and standards;
- 3.3.** Ensure the principles as stated in Clause 2.1, Article 2 of this Statute.

ARTICLE 4. GOVERNING STRUCTURE OF THE BANK

4.1. Techcombank governing structure includes:

- 4.1.1.* General Meeting of Shareholders;
- 4.1.2.* Board of Directors;
- 4.1.3.* Board of Supervisors;
- 4.1.4.* BOD Chairman;
- 4.1.5.* Chief Executive Officer.

4.2. Committees, Councils of BOD

- 4.2.1.* The BOD establishes Committees, Councils as per law.
- 4.2.2.* Apart from Committees, councils established according to the law, the BOD can establish other Committees, Councils under the BOD to consult and support the BOD in one or several tasks according to the authority, complying with the law and *Techcombank's Charter (1)*.
- 4.2.3.* The BOD stipulates the structure, functions, missions, authority, operating mechanism and other content of Committees, Councils under the BOD.

4.3. Committees, Councils under the CEO

- 4.3.1.* The CEO establishes Committees, Councils as per law.
- 4.3.2.* Apart from Committees, councils established according to the law, the CEO can establish other Committees, Councils under the CEO to consult and support the CEO in one or several tasks according to the authority, complying with the law and *Techcombank's Charter (1)*.
- 4.3.3.* The CEO stipulates the structure, functions, missions, authority, operating mechanism and other content of Committees, Councils under the CEO.

4.4. The management of subsidiaries, affiliated companies

- 4.4.1. Techcombank BOD Chairman decides and fulfills duties and rights as the shareholder/owner/capital contributor in managing, operating business activities, risk controlling and other tasks at subsidiaries as stated in Techcombank's Charter, Subsidiaries' charters and other related regulations of the law.
- 4.4.2. CEO has the responsibility to perform corporate risk control in business activities of Techcombank and subsidiaries, affiliated companies as per the law, Techcombank's Charter and internal regulations.

4.5. Approval authority of the Bank's activities:

Techcombank develops a delegation tree to stipulate approval authority of each level, titles of the Bank. The approval authority depends on the management structure of Techcombank, complying with the law and ensure the of the Bank's hierarchy.

- 4.5.1. The BOD shall decide on the authority of Committees, Councils under the BOD; CEO
- 4.5.2. The CEO shall decide on the authority of Committees under CEO and titles from below Deputy CEO, Division Heads and other equivalent titles.

**CHAPTER II: SHAREHOLDERS AND GEENERAL MEETING OF
SHAREHOLDERS****ARTICLE 5. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, GSM**

5.1. In addition to the rights and obligations prescribed in *Techcombank's Charter* and relevant laws, shareholders shall have the rights to:

- 5.1.1. Be treated fairly. Each stock of the same type creates equal rights, obligations and interests for its holder. Where Techcombank issues preferred stocks, rights and obligations associated with such stocks must be approved by the GSM and fully disclosed to shareholders;
- 5.1.2. Have full access to periodical and ad hoc information announced by Techcombank in accordance with the law.

Shareholders shall have the right to protect their lawful interests. Where decisions by the GSM and/or the BOD are illegal and cause damage to Techcombank, shareholders shall have the right to cancel or suspend such decisions in accordance with the law.

5.2. Roles, obligations and rights of the General Meeting of Shareholders stated in *Techcombank's Charter*.

**ARTICLE 6. GENERAL MEETING OF SHAREHOLDERS, CONVENING OF
GENERAL MEETING OF SHAREHOLDERS****6.1. General meeting of Shareholders (GSM)**

- 6.1.1. General Meeting of Shareholders may occur annually or ado to approve issues under the scope stated in *Techcombank's Charter*.

6.1.2. The General Meeting of Shareholders is held annually. The meeting is not under the form of seeking written inputs from shareholders.

6.2. GSM format

6.2.1. The General meeting of shareholders can be conducted offline or mix. The form of the General Meeting of Shareholders shall be decided by the convener of the meeting in accordance with the Charter of Techcombank.

6.2.2. The format of the GSM (online or mix) must comply with Techcombank's Charter and guidance documents issued by the authority level of Techcombank from time to time.

6.3. GSM convening authority

The authority to convene a GSM shall comply with Techcombank's Charter and the law.

6.4. Make a list of shareholders participating in the meeting, send notification on the final List of shareholders participating in the GSM

6.4.1. The list of shareholders who are eligible to attend general shareholders' meetings is compiled based on Techcombank's shareholder register. The compilation of this list shall occur within ten (10) days prior to the date of sending out meeting invitations. Techcombank shall announce such compilation at least twenty (20) days prior to the final registration day.

6.4.2. The list of shareholders participating in the GSM must include full name, address, contact number, nationality, legal identification papers of individuals for shareholders as individuals; name, business certificate or legal papers of the organization, address of head quarter for shareholders as organizations; information on the number of shares, class of shares. Number and the registration date of each shareholder.

6.4.3. Shareholders shall have the right to examine, look up, and make a copy of the list of shareholders who are eligible to attend general shareholders' meetings; request change of inaccurate information in the list or supplementation of necessary information about themselves therein.

6.5. General shareholders' meeting notification

The person who convenes general shareholders' meetings must send notification to all shareholders who are eligible to attend such meetings at least twenty-one (21) days prior to the opening thereof. Details are as follows:

6.5.1. Meeting notification must contain the name, head office address, and number, date and place of business registration of Techcombank; full names and permanent addresses of shareholders if shareholders are organizations; full names and permanent addresses of shareholders if shareholders are individuals or their authorized representatives; and time and venue of such meeting.

- 6.5.2. Meeting notification must be sent via guaranteed mail/email services or other means to the contact addresses of shareholders as registered with Techcombank or a securities depository and shall be uploaded on Techcombank's website.
- 6.5.3. Programs, content of the General Meeting of Shareholders (officer in charge prepares for the meeting, content of the meeting and regulations on shareholders' recommendation to be included in the meeting) shall comply with Techcombank's Charter⁽¹⁾.

The Agenda of General Meeting of Shareholders and other related documents on issues to be voted at the meeting shall be sent to shareholders and/or published on Techcombank's website. In case there is no material sent at the meeting, meeting invitation must include all links leading to the meeting's material, methods to download the material for shareholders to access, including:

- a. Agenda, material used in the meeting;
- b. List and detailed information of candidates in case there is a vote for members of the BOD, BOS;
- c. Votes;
- d. Draft resolutions on each issues in the agenda.

6.6. How to sign up for GSM

- 6.6.1. Shareholders can confirm their participation by sending written confirmation to Techcombank or confirming with the person who receives confirmation on behalf of Techcombank via the telephone, email or other means of communication prescribed on meeting notification.
- 6.6.2. Individual shareholders, shareholders' authorized representatives who authorize directly or in writing another person or several individuals, organization to participate in general shareholders' meetings – or participate in general meetings of shareholders via one of the methods stated in *Techcombank's Charter*. In case institutional shareholders do not have authorized representatives in accordance with Techcombank's Charter, they shall authorize other individual(s)/organizations to participate in general shareholders' meetings. Such authorization must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, meeting attendees must present the original authorization document of shareholder, the authorized representative of shareholder as an organization (if not registered with Techcombank before).

ARTICLE 7. MEETING FORMATS, CONDITIONS AND VOTING AT GSM

- 7.1. The General Meeting of Shareholders shall be conducted when all the conditions stated in *Techcombank's Charter* are met.
- 7.2. Before GSM commences, Techcombank shall register shareholders and such registration must continue until all present eligible shareholders are registered.
- 7.3. When registering shareholders, Techcombank shall provide each shareholder or his or her authorized person with a voter card, which specify the registration number, name of that shareholder or his or her authorized person and the number of votes that that shareholder has. Voting for a decision shall be conducted by voting in favor, against or abstention.
- The number of votes/voting card shall be calculated according to the following order: in favor, against and abstention. The total in favor votes, against votes or abstention votes shall be announced by the meeting chair after one issues is voted.
- 7.4. Voting can also be conducted by show of hands if GSM agrees to it. Then the person in charge of vote counting shall, based on the number of participating shareholders and that of authorized votes, determine the total number of votes to be cast. GSM shall choose from amongst participants, people in charge of vote counting or supervising it, and if GSM does not make choices, the chair of GSM shall.
- 7.5. Shareholders or authorized party (ies) to participate in the meeting who turn up late for the meeting shall have the right to register themselves and then have the right to participate in the meeting and vote. However, the Chairman of the meeting is not required to stop the meeting for such registration, and the effectiveness of the completed votes shall not be affected.
- 7.6. The identification/voting for the GSM Chair must comply with the Charter of Techcombank.
- 7.7. The meeting agenda shall be passed in the GSM opening session. The agenda must clearly specify the duration of each agenda item.
- 7.8. The chair can organize necessary and suitable activities in order to facilitate GSM legitimately and orderly and reflect the wishes of most participants.
- 7.9. The chair shall have the right to postpone GSM with sufficient registration of participants until another day or to change the meeting venue in the following circumstances:
- 7.9.1. The meeting venue does not accommodate all participants conveniently;
 - 7.9.2. Means of communication at the meeting venue do not facilitate discussion or voting among participants;
 - 7.9.3. Participants have disruptive behavior, which may prevent GSM from unfolding in a fair and legal manner.

Postponement must not be longer than 03 days as from the tentative opening day.

- 7.10. The person who convenes the General Meeting of Shareholders or the chairperson of the meeting of the General Meeting of Shareholders has the right to: Request all attendees to be checked or go through other legal and reasonable security check measures; Request the competent authority to maintain the order of the meeting. In case there is an attendee who does not comply with the executive authority of the chair, intentionally disturbs the order, prevents the normal progress of the meeting or does not comply with the above regulations on inspection or security measures., the convener or chair of the meeting of the General Meeting of Shareholders, after careful consideration, has the right to refuse or expel that person from the meeting
- 7.11. The person who convenes GSM, after cautious consideration, may adopt appropriate measures to:
- 7.11.1. Arrange seating at the GSM venue;
 - 7.11.2. Ensure safety for participants;
 - 7.11.3. Facilitate shareholders' participation (or continued participation) in GSM. The person who convenes GSM shall have the right to change the above-mentioned measures and to apply all necessary measures, including granting entry permission or other alternatives.
- 7.12. The BOD or the person who convenes GSM shall ensure a reasonable meeting agenda and timing to facilitate discussion and voting of each agenda item.
- 7.13. Auditors or representatives of auditing firms may be invited to GSM to voice their opinions on auditing-related issues. In case the auditing report of Techcombank's annual financial statements contains material reservation, conflicting opinions or objection, Techcombank must invite the representative of the approved auditing organization to audit Techcombank's financial statement submitted to the Annual General Meeting of Shareholders.
- 7.14. In order to enhance the effectiveness of the General Meeting of Shareholders, Techcombank tries its best to apply modern information technologies so that shareholders can participate in the General Meeting of Shareholders.

ARTICLE 8. ENDORSEMENT OF RESOLUTION AND MEETING MINUTES OF THE GSM

- 8.1. Conditions and form of endorsing a resolution of the General Meeting of Shareholders shall comply with the Techcombank's Charter.
- 8.2. Resolutions of the General Meeting of Shareholders endorsing with 100% of the total number of voting shares are legal and effective even when the order, procedures for convening the meeting and endorsing such Resolution violate the regulations, the Charter of Techcombank and the Enterprise Law.
- 8.3. The election of members of the BOD and BOS shall be conducted based on the following principle:

- 8.3.1. The total number of votes of each shareholder equals his or her total shares multiplied by the number of members elected to the BOD and BOS, and shareholders have the right to cast all or part of their votes for one or more than one candidate.
- 8.3.2. BOD and BOS electees shall be determined through the number of votes they have obtained, starting from those with the most votes until the required number of electees is achieved. In case two or more candidates for the last spot in the BOD or BOS have obtained the same votes, another vote shall be taken, or that last spot shall be determined in accordance with election regulations or Techcombank's Charter.
- 8.4. Taking minutes of GSM: meeting minutes must reflect Techcombank's Charter and meeting developments.
- 8.5. Meeting minutes, Resolutions of the General Meeting of Shareholders and attached documents of the minutes and resolutions must be disclosed within (24) hours from the end of the meeting

ARTICLE 9. AUTHORITY AND WAYS TO COLLECT SHAREHOLDERS' WRITTEN INPUTS TO PASS GSM DECISIONS

Authority and ways to collect shareholders' written inputs to pass GSM decisions shall comply with the following provisions

- 9.1. The BOD, when necessary and in the best interests of Techcombank, shall have the right to collect shareholders' written inputs to pass GSM decisions, apart from regulations stated at Clause 3, Article 46, Techcombank's Charter.
- 9.2. The BOD must prepare input forms and draft GSM resolutions and their explanatory notes. The Board of Directors must ensure to send and publish documents to shareholders with voting rights at least 10 days before the deadline to return the opinion form. Requirements and methods of sending opinion form and attached documents are specified in Clause 9.3 below
- 9.3. Input forms must contain the following main information:
- 9.3.1. Name, head office address, business identification number;
- 9.3.2. Purpose of collecting inputs;
- 9.3.3. Full name, contact address, nationality, number of legal papers of individual for shareholders as individual; Name, business certificate or legal document number of the organization, address of head office for shareholders as organizations or full name, contact address, nationality, number of legal papers of individual for representatives of shareholders as organizations; number of shares of each class and number of votes of the shareholder
- 9.3.4. Issues that require inputs for resolution;
- 9.3.5. Votes including for, Against and Abstention for each of the issues in question;
- 9.3.6. Deadline(s) for sending filled input forms to Techcombank;

- 9.3.7. Full name and signature of the Chairman of the BOD and Techcombank's lawful representative.
- 9.4. In case of mailing, the answered opinion form must be signed by individual shareholder, of the legal representative or the authorized representative of shareholder as organization
- 9.5. Input forms can be sent to Techcombank via either means of communication as follows:
- 9.5.1. Post: Input forms sent to Techcombank must be placed in sealed envelopes, and no one is allowed to open such envelopes before votes are counted;
- 9.5.2. Email: Input forms sent to Techcombank via email must be kept confidential until vote counting;
- 9.5.3. Input forms which Techcombank receives after deadlines or which have been opened where they are sent by post or which have been released where they sent via email shall not be valid. Input forms which are not sent to Techcombank shall be considered to be no-votes
- 9.6. The Board of Directors counts votes and prepares the vote counting minutes in the presence and supervision of the Supervisory Board or shareholders who do not hold a managerial position of Techcombank. The minutes of vote counting must contain the following main details
- 9.6.1. Name, head office address, business identification number;
- 9.6.2. Purpose of collecting inputs and issues to be inputted for passage of resolutions;
- 9.6.3. Number of shareholders and total number of votes cast, with differentiation between valid and invalid votes, methods for sending votes, and attached list of voting shareholders;
- 9.6.4. Total votes, For, Against and Abstention, for each of the issues in question;
- 9.6.5. Issues that are concluded and the endorsing vote ratio.
- 9.6.6. Full names and signatures of the Chairman of the BOD, Techcombank's lawful representative, vote counter(s) and vote counting supervisor(s).
- Members of the BOD, vote counter(s) and vote-counting supervisor(s) must be jointly responsible for the truthfulness and accuracy of vote counting reports and for damage caused by decisions made via untruthful or inaccurate vote counting.
- 9.7. Vote counting reports shall be published on Techcombank's website within twenty-four (24) hours as from the conclusion of vote counting.
- 9.8. Filled input forms, vote counting reports, passed resolutions and relevant documents attached to input forms must all be stored at the head office of Techcombank.
- 9.9. For a resolution to be endorsed by collecting written inputs of shareholders, it must receive consent votes from shareholders representing over 50% of the total votes, except for cases as specified in point b), Clause 2 Article 46, Techcombank's Charter.

ARTICLE 10. REPORTING ON THE ACTIVITIES OF BOD AND BOS AT GSM

10.1. Reporting on the activities of the BOD submitted to annual GSM shall comply with point c, clause 3, Article 139 of the Law on Enterprises and Techcombank's Charter and must contain the following contents:

10.1.1. Compensation, operating expenses and other benefits of the BOD and its members in accordance with the Law on Enterprises and Techcombank's Charter;

10.1.2. Summaries of meetings of the BOD and its decisions;

10.1.3. Summaries on transactions between Techcombank, Techcombank subsidiary, a company with over 50% or more of its charter capital controlled by Techcombank with BOD members and related persons of that member; transactions between Techcombank and a company in which a BOD member is a founding member or an enterprise owner in the last 03 years prior to the transaction.

10.1.4. Activities of independent BOD member and the independent BOD Member's assessment on activities of BOD

10.1.5. Supervision results of the CEO and other Techcombank executives

10.1.6. Future plans

10.2. Reporting on the activities of BOS

Reporting on the activities of the BOS submitted to GSM shall comply with point d, clause 3, Article 139 of the Law on Enterprises and must contain the following contents:

10.2.1. Compensation, operating expenses and other benefits of the BOS and each of its members in accordance with clause 3, Article 172 of the Law on Enterprises and *Techcombank's Charter*;

10.2.2. Summaries of meetings of the BOS and its conclusions and recommendations

10.2.3. Techcombank Supervision results of Techcombank's operational and financial performance;

10.2.4. Supervision results on transactions between Techcombank, Techcombank subsidiary, a company with over 50% or more of its charter capital controlled by Techcombank with members of the Board of Directors and related persons of that member; transactions between Techcombank and a company in which a BOD member is a founding member or an enterprise owner in the last 03 years prior to the transaction.

10.2.5. Supervision results for Board of Directors, Chief Executive Officer, other executives at Techcombank

10.2.6. Evaluation of the collaboration between the BOS and BOD, CEO and shareholders (if any).

CHAPTER III: THE BOARD OF DIRECTORS

ARTICLE 11. ELIGIBILITY CRITERIA FOR MEMBERS OF THE BOD

Members of the BOD must meet the eligibility criteria and conditions prescribed in

Techcombank's Charter.

ARTICLE 12. SELF-NOMINATION AND NOMINATION FOR THE BOD AND BOS

12.1. The current BOD shall decide self-nomination and nomination for the BOD and BOS, with details of composition and number of self-nominees and nominees, and shall notify shareholders of the same.

12.2. Shareholders, large shareholders or groups of shareholders who hold common stocks shall have the right to nominate themselves for the BOD or BOS or to consolidate their voting rights to exercise the right to nominate candidates for the BOD or BOS, with details as follows:

Shareholders or groups of shareholders who hold from 5% to below 10% of total voting shares shall be allowed to nominate one (01) candidate; from 10% to below 30% two (02) candidates at most; from 30% to below 40% three (03) candidates at most; from 40% to below 50% four (04) candidates at most; from 50% to below 60% five (05) candidates at most; from 60% to below 70% six (06) candidates at most; from 70% to below 80% seven (07) candidates at most; and from 80% to below 90% eight (08) candidates at most. Common shareholders who form groups to nominate candidates to the Board of Directors must notify the attending shareholders before the opening of the GSM.

12.3. Where the number of candidates, self-nominated and nominated, for the BOD/BOS is insufficient and/or such candidates do not meet eligibility criteria and conditions, the current BOD/BOS may recommend/nominate additional candidates or organize nomination prescribed in Techcombank's Charter, Statute on Organization and Operation of BOD and Statute on Organization and Operations of BOS. The nomination of additional candidates must be disclosed before the GSM vote for candidate of BOD members in accordance with applicable law.

12.4. Where BOD/BOS candidates have been determined, their relevant information shall be released on Techcombank's website at least ten (10) days prior to the opening day of GSM for shareholders' information before they cast their votes. BOD/BOS candidates must provide written confirmation of the truthfulness, accuracy of their released personal information and must undertake to carry out their assignments in an honest, conservative manner and must be for the highest interest of Techcombank if they are elected to the BOD/BOS. The published information about the candidates to BOD/BOS shall include::

12.4.1. Full name, date of birth;

12.4.2. Education and expertise;

12.4.3. Work experience summary;

12.4.4. Other executives (including title of titles in BOD/ BOS at other companies)

12.4.5. Other interests related to Techcombank and Techcombank's stakeholders;

12.4.6. Other information (if any).

Techcombank must take responsibility to disclose information on companies where candidates are members of their BOD/BOS, other executive's titles and other interests related to BOD/BOS candidate's companies (if any).

ARTICLE 13. DISMISSAL OF THE CHAIRMAN AND MEMBERS OF THE BOD

The dismissal of the Chairman and members of the BOD and dismissal notifications shall comply with *Techcombank's Charter*.

ARTICLE 14. COMPOSITION AND TENURE OF THE BOD

The composition and tenure of the BOD shall comply with *Techcombank's Charter*.

ARTICLE 15. PROCEDURES FOR ORGANIZING BOD MEETINGS

Procedures for organizing BOD meetings, passing BOD resolutions/decisions and taking minutes of BOD meetings shall comply with *Techcombank's Charter* and *Statute on the Organization and Operation of the Board of Directors of Techcombank* from time to time.

ARTICLE 16. COMMITTEES/COUNCILS UNDER BOD

16.1. The BOD may set up Committees/Councils to support the BOD in performing its duties and authorities as per Techcombank's Charter and the applicable law. Duties and responsibilities of these Committees/Councils are set forth by the BOD in line with the State Bank of Vietnam's regulations

16.2. The set-up and operations of committees, Councils under the BOD is stipulated in Statute on Operation and Organization of Committees and Councils.

ARTICLE 17. HEAD OF CORPORATE GOVERNANCE AT TECHCOMBANK

17.1. The BOD and/or the Chairman of the BOD shall designate at least one (01) person as Head of Corporate Governance to run the administration of Techcombank efficiently. The tenure of the Head of Corporate Governance shall be decided by the BOD, but no more than five (05) years.

17.2. The BOD may dismiss Head of Corporate Governance when needed if this dismissal is not contrary to applicable law on labor. The BOD can appoint an Assistant to Head of Corporate Governance from time to time.

ARTICLE 18. ELIGIBILITY CRITERIA FOR HEAD OF CORPORATE GOVERNANCE AT TECHCOMBANK

Head of Corporate Governance at Techcombank must satisfy the following criteria:

18.1. Be knowledgeable about the law;

18.2. Not concurrently working for an external audit firm, who are auditing Techcombank's financial statements;

18.3. Other criteria (if any) as per applicable law, Techcombank's Charter (1) and decisions made by the BOD/Chairman of the BOD.

ARTICLE 19. RIGHTS AND OBLIGATIONS OF CORPORATE SECRETARY AT TECHCOMBANK

Apart from the rights and obligations prescribed in *Techcombank's Charter* (if any), Head of Corporate Governance at Techcombank also has the following rights and obligations:

- 19.1. Advise the BOD on organizing GSM and relevant work between Techcombank and its shareholders;
- 19.2. Prepare for meetings of the BOD, BOS and GSM at the request of the BOD or BOS;
- 19.3. Advise on meeting procedures;
- 19.4. Attend meetings;
- 19.5. Advise the BOD on decision-making procedures in accordance with the law;
- 19.6. Provide financial information, copies of BOD meeting minutes and other information to members of the BOD and BOS;
- 19.7. Supervise Techcombank's information disclosure and report on the same to the BOD;
- 19.8. Focal contact point with stakeholders;
- 19.9. Ensure confidentiality of information in accordance with the law and *Techcombank's Charter*⁽¹⁾;
- 19.10. Other rights and obligations prescribed by the law and *Techcombank's Charter*⁽¹⁾.

CHAPTER IV: SUPERVISORY BOARD

ARTICLE 20. THE BOS AND ITS ORGANIZATIONAL STRUCTURE

The BOS and its organizational structure shall comply with *Techcombank's Charter*.

ARTICLE 21. ELIGIBILITY CRITERIA AND CONDITIONS FOR MEMBERS OF THE BOS

Eligibility criteria and conditions for members of the BOS shall comply with *Techcombank's Charter*.

ARTICLE 22. SELF-NOMINATION, NOMINATION AND ELECTION OF MEMBERS OF THE BOS

Self-nomination, nomination and election of members of the BOS shall be the same as that of members of the BOD provided for in Article 12 hereof

ARTICLE 23. DISMISSAL OF HEAD AND MEMBERS OF THE BOS

The dismissal of the head and members of the BOS shall comply with Techcombank's Charter

ARTICLE 24. MEETINGS AND DECISION-MAKING OF THE BOS

Meetings and decision-making of the BOS shall comply with *Techcombank's Charter and Statute of the Organization and Operation of the Supervisory Board at Techcombank*.

CHAPTER V: EXECUTIVES

ARTICLE 25. ELIGIBILITY CRITERIA AND CONDITIONS FOR EXECUTIVES

Executives must fully meet eligibility criteria and conditions for their respective positions

ARTICLE 26. APPOINTMENT OF DISMISSAL OF EXECUTIVES

The appointment and dismissal of executives shall comply with law and with the Charter and internal regulations of Techcombank

ARTICLE 27. SIGNING OF LABOR CONTRACTS WITH EXECUTIVES.

The signing of labor contracts with executives shall comply with the law and with the Charter and internal regulations of Techcombank

ARTICLE 28. CHIEF EXECUTIVE OFFICER

28.1. Roles and responsibilities, rights and obligations of Chief Executive Officer shall comply with Techcombank Charter.

28.2. The appointment, dismissal, signing and termination of contract for Chief Executive Officer shall comply with Techcombank Charter.

**CHAPTER VI: SENIOR EXECUTIVES' SUPERVISION, COLLABORATION
BETWEEN THE BOD, BOS AND EXECUTIVE OFFICERS****ARTICLE 29. SUPERVISION OF SENIOR EXECUTIVES**

29.1. Board of Directors and Chief Executive Officer supervise internal control, risk management and conduct internal capital adequacy assessment in accordance with applicable law.

29.2. Supervisory Board supervise all internal auditing at Techcombank in accordance with applicable law.

ARTICLE 30. COLLABORATION PRINCIPLES

The BOD, BOS and CEO shall coordinate with each other based on the following principles:

30.1. Always act for the common good of Techcombank;

30.2. Strictly comply with applicable laws and Techcombank regulations

30.3. Work with a sense of responsibility, honesty, cooperation and regular communication to handle troubles and difficulties (if any).

ARTICLE 31. COLLABORATION BETWEEN BOD AND EXECUTIVES

31.1. At BOD meetings, the Chairman of the BOD/meeting chair shall, based on the meeting agenda, decide to invite CEO, Deputy CEOs or other executives in charge of relevant areas of work to such meetings and provide inputs (if any).

31.2. At the CEO/ Deputy CEOs or other equivalent position's periodical or ad hoc meetings or meetings relating to important agenda items which are chaired by CEO/ Deputy CEOs or other equivalent positions, the chair shall, based on the meeting agenda, decide to invite the BOD Chairman or relevant members of the BOD to such meetings and provide inputs (if any). Minutes of such meetings must be recorded and sent to the BOD Chairman for reporting purposes

31.3. The CEO shall be responsible for reporting on the fulfillment of his or her assignments and exercise of his or her rights in writing to the Chairman of the BOD and GSM on a periodical basis (quarterly, biannually, annually) and upon request

- 31.4. In addition to periodical announcements and reports, at the request of members of the BOD, the BOM and other executives shall personally report or provide information to the BOD as soon as possible
- 31.5. Upon detection of risks that may cause a significant impact on Techcombank's reputation or business or of other incidents, the CEO, Deputy CEOs and other executives shall immediately report on the same to the Chairman of the BOD and members of the BOD personally in charge of the areas of work in question
- 31.6. The BOD shall be entitled to request the executives and units to provide information and comply with reporting mechanisms to provide corporate governance and control in accordance with the Charter and internal regulations of Techcombank and with the law. Information and statistics provided to the BOD must be accurate, objective, timely and complete and must comply with corporate governance requirements and the law

ARTICLE 32. COLLABORATION BETWEEN THE BOD AND BOS

- 32.1. The Chairman of the BOD and the person who convenes BOD meetings must send meeting invites and discussion materials to members of the BOS
- 32.2. In addition to periodically reported information, members of the BOS are entitled to request the BOD to provide information and materials on management, operations and business activities of Techcombank
- 32.3. The BOD shall ensure that all BOD meeting minutes, copies of financial and non-financial information, other materials in accordance with applicable law and Techcombank Charter (1), must be provided to members of the BOS at the same time and with the same method for BOD members.

ARTICLE 33. COLLABORATION BETWEEN THE BOS AND EXECUTIVES

- 33.1. Where necessary, the CEO and/or chairman/ CEO/ Deputy CEOs and other equivalent titles may invite Head of BOS or members of BOS to such meetings, or members of the BOS may provide inputs (if any). The chair and/or secretary of such meetings shall send the BOS 01 (one) copy of the minutes of such meetings.
- 33.2. Upon the detection of risks that may cause a significant impact on Techcombank's reputation or business, the CEO or other executives shall timely report on the same in writing to the BOS.
- 33.3. The CEO and other executives shall be responsible for creating every favorable condition for members of the BOS to gain access to information and materials at their request.
- 33.4. The CEO's reports submitted to the BOD for issuance of resolutions/decisions must be sent to Head of the BOS at the same time and via the same means as they are to members of the BOD.

CHAPTER VII: CONFLICTS OF INTERESTS AND TRANSACTIONS WITH RELEVANT INTERESTED PARTIES

ARTICLE 34. RESPONSIBILITY FOR BEING HONEST AND AVOIDING CONFLICTS OF INTERESTS

- 34.1.** Members of the BOD, members of the BOS, CEO, Deputy CEOs and other executives at Techcombank publicize their relevant benefits at Techcombank in accordance with Techcombank's Charter and relevant laws
- 34.2.** Members of the BOD, members of the BOS, CEO, Deputy CEOs, other executives and their related persons must not use information they have gained to serve their private interests or those of other institutions or individuals
- 34.3.** Members of the BOD, members of the BOS, CEO and other executives must take responsibility to inform via document to BOD, BOS on transactions between Techcombank, Techcombank subsidiary, a company with over 50% or more of its charter capital controlled by Techcombank with members of the Board of Directors and related persons of that member in accordance with the law. GSM and BOD shall approve such transactions. Where GSM or BOD approves such transactions, Techcombank must disclose information on these resolutions in compliance with applicable law of information disclosure.
- 34.4.** Members of the BOD must not vote on transactions that cater to their own interests or those of their related persons in accordance with Techcombank's Charter and relevant laws;
- 34.5.** Members of the BOD, members of the BOS, CEO, Deputy CEOs, other executives and their related persons must not use Techcombank's information of which release is not permitted or disclose such information to other people in order to conduct relevant transactions.

ARTICLE 35. TRANSACTIONS WITH RELATED PARTIES

- 35.1.** When making transactions with related persons, Techcombank must sign contracts with them according to the principles of equality and voluntarism
- 35.2.** Techcombank shall adopt necessary measures to prevent related persons from interfering with its operations and causing damage to its benefits by controlling contracts, buying and selling transactions and prices of its products and services.
- 35.3.** Techcombank shall adopt necessary measures to prevent large shareholders and related persons from conducting transactions that cause losses of its capital, assets and other resources

ARTICLE 36. TRANSACTIONS WITH SHAREHOLDERS, TECHCOMBANK EXECUTIVES AND RELATED PERSONS

Transaction with shareholders, Techcombank executives and related persons shall comply with the provision prescribed in Techcombank Charter and legal regulations.

CHAPTER VIII:**ASSESSMENT OF REWARD AND DISCIPLINE TO MEMBERS OF THE BOD, THE
BOS AND THE CEO OF TECHCOMBANK****ARTICLE 37. METHODS OF ASSESSING THE PERFORMANCE OF MEMBERS OF
THE BOD, THE BOS AND THE CEO**

37.1. At the discretion of the BOD, the performance assessment of members of the BOD, the BOS and the CEO may be carried out with one or some of the following methods

37.1.1. Self-evaluation;

37.1.2. Performance assessment every 6 months;

37.1.3. Annual performance assessment at year-end;

37.1.4. Ad-hoc survey or questionnaire on performance and creditability; and

37.1.5. Other methods selected by the BOD from time to time.

37.2. The BOD shall assess the performance of members of the BOD.

37.3. The BOS shall assess the performance of members of the BOS.

37.4. The CEO shall assess the performance of members of the BOM.

ARTICLE 38. PERFORMANCE ASSESSMENT CRITERIA

Performance assessment criteria for entities prescribed in Article 37 hereof include

38.1. Performance results include level of accomplishment, work volume, quality, effectiveness of an individual and development and performance of unit;

38.2. Compliance with, and observance of, Techcombank's Charter, guidelines, policies and applicable laws;

38.3. Learning spirit, honesty, willingness, sense of organization, discipline, and responsibility to perform assigned tasks;

38.4. Leadership, management style, and attitude.

ARTICLE 39. REWARD

39.1. Members of the BOD, the BOS, CEO, Deputy CEOs and other equivalent titles having accomplishments of corporate governance, management and other assigned tasks at Techcombank shall be recognized and rewarded in line with applicable laws and Techcombank's regulations.

39.2. Type of reward, recognition criteria, standard, process and procedures shall comply with the Regulation on Reward at Techcombank issued from time to time.

ARTICLE 40. DISCIPLINE

40.1. If members of the BOD, the BOS, CEO, Deputy CEOs and other equivalent titles breach any provisions relevant to applicable laws, Techcombank's Charter and other relevant internal regulations during the execution of assigned tasks, such members shall be

sanctioned in line with applicable laws and Techcombank's regulations based on the nature and seriousness of such breach.

- 40.2. Principles, method, process and procedures of discipline shall comply with Regulation on reward and discipline at Techcombank issued from time to time.

CHAPTER IX: IMPLEMENTATION

ARTICLE 41. EFFECTIVENESS, AMENDMENT AND SUPPLEMENTATION

- 41.1. This Statute takes effect as from /.... /20..., superseding the Statute on Corporate Governance at Vietnam Technological and Commercial Joint Stock Bank No..... dated.....
- 41.2. Issues which are not regulated by this Statute shall be governed by Techcombank's Charter and relevant laws.
- 41.3. Where there are amendments to Techcombank's Charter and/or relevant laws that cause this Statute to differ from Techcombank's Charter and/or those relevant laws, the amended Techcombank's Charter and/or laws shall apply.
- 41.4. Where any provision of this Statute is contrary to Techcombank Charter on the same issue, Techcombank Charter shall prevail.
- 41.5. Amendment and supplement of this Statute shall be considered and decided by GSM.
- 41.6. Members of the BOD, BOS and BOM and Techcombank's employees shall take responsibility for complying with this Statute.