



MEETING MINUTES

2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Enterprise name: **VIETNAM TECHNOLOGICAL AND COMMERCIAL JOINT-STOCK BANK (TECHCOMBANK)**
- Operating License No. 38/GP-NHNN issued by the SBV Governor on 06/03/2018 (in replacement of Operating License No. 0040/NH-GP dated 06/08/1993).
- Enterprise Registration Certificate No. 0100230800 first issued by Hanoi Department of Planning and Investment on 07/09/1993, and 57th amendment on 03/01/2024.
- Head Office: No. 6 Quang Trung Street, Tran Hung Dao Ward, Hoan Kiem District, Hanoi.

1. **TIME AND VENUE:**

Time: 9:00 A.M. on April 20, 2024

Venue: Almaz Convention Center – Hoa Hong Road, Vinhomes Riverside Urban Area, Phuc Loi Ward, Long Bien District, Hanoi.

2. **ATTENDEES**

2.1. **Shareholders:**

At the opening of the 2024 Annual General Meeting of Shareholders, the number of shareholders and the shareholders' authorized representatives registered to attend this AGM represents 2,712,929,725/3,522,510,811 voting shares, accounting for 77.0169% of Techcombank's charter capital.

Pursuant to the regulations on the conditions for conducting AGMs prescribed in Clause 1, Article 145 of the 2020 Law on Enterprises and Techcombank's charter, the shareholders and his/her proxies are qualified to attend this AGM and own sufficient voting shares to conduct this AGM. (*Vote Counting Minutes and List of Shareholders registering to attend the 2024 Annual General Meeting of Shareholders appended hereto*).

2.2. **Representatives from Banking Supervision Agency and State Bank of Vietnam:**

- Mr. Nguyen Quoc Huy – Deputy Director of State Bank of Vietnam – Hanoi Branch.

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- Mr. Pham Anh Khoa – Head of Department for Management of Credit Institutions, State Bank of Vietnam – Hanoi Branch.
- Mr. Nguyen The Hoang – Specialist from Department 2, Banking Supervision Agency – State Bank of Vietnam.

2.3. Members of the Board of Directors:

- Mr. Ho Hung Anh BOD Chairman
- Mr. Nguyen Dang Quang BOD First Vice Chairman
- Mr. Nguyen Thieu Quang BOD Vice Chairman
- Mr. Nguyen Canh Son BOD Vice Chairman
- Mr. Ho Anh Ngoc BOD Vice Chairman
- Mr. Nguyen Nhan Nghia BOD Independent Member
- Mr. Lee Boon Huat BOD Member
- Mr. Saurabh Narayan Agarwal BOD Member (authorized person assigned to attend the AGM)

2.4. Supervisory Board members:

- Mr. Hoang Huy Trung Head of Supervisory Board
- Mr. Bui Thi Hong Mai Member
- Mr. Mag Rer Soc Oec Romauch Hannes Member

2.5. Techcombank's Executive Team:

- Mr. Jens Lottner Chief Executive Officer
- Mr. Phung Quang Hung Deputy Chief Executive Officer cum Chief Corporate and Institutional Banking Group Officer (CIBG)
- Mr. Pham Quang Thang Deputy Chief Executive Officer cum Chief Corporate Affairs Officer (CA)
- Mr. Phan Thanh Son Deputy Chief Executive Officer cum Chief Global Transaction Services Officer (GTS).
- Chiefs of Divisions

3. CHAIRPERSON, SECRETARIAT AND VOTE COUNTING COMMITTEE

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- (i) Pursuant to Point a, Clause 2, Article 146 of the 2020 Law on Enterprises, Mr. Ho Hung Anh – BOD Chairman were to chair the AGM.
- (ii) The panel includes:
 - Mr. Ho Hung Anh – BOD Chairman
 - Mr. Jens Lottner – Chief Executive Officer
- (iii) Mr. Ho Hung Anh designated a Secretariat including:
 - Mr. Nguyen Tuan Minh – Corporate Assurance, Head of the Secretariat, and
 - Ms. Tran Thi Hang Nga and Mr. Ho Tuan Anh
- (iv) The AGM elected a Vote Counting Committee with all attendees aligned on the election of the following individuals as Vote Counting Committee members:
 - Ms. Hoang Thi Kim Cuc Head
 - Ms. Phan Thi Thuy Nga Member
 - Ms. Nguyen Thuy Huong Member

4. AGM CONTENT

The AGM approves the following content:

1. 2023 business performance report and 2024 business plan, including the remuneration budget for the Board of Directors and Supervisory Board in 2024;
2. Report of the Board of Directors on its operation and performance of each Board member 2023 and the 2019 – 2024 End-of-term Performance Report of the Board of Directors;
3. Report of the Supervisory Board on its performance for the 2019-2024 term, operation direction for the 2024-2029 term, and areas of focus in 2024;
4. Proposal for approval of the 2023 independently audited separate and consolidated financial statements of Techcombank and its subsidiaries and approval of the appropriation of reserves and distribution of profits in 2023;
5. Proposal for approval of the 2023 Dividend Payment Plan and the Plan to issue shares to increase charter capital from Owner’s equity;
6. Proposal on amendments and supplements to Techcombank’s Charter;
7. Proposal on the tentative members of the Board of Directors and Supervisory Board for the term 2024-2029.

5. PRESENTATION OF REPORTS AT THE AGM BY THE BOARD OF MANAGEMENT REPRESENTATIVES

- 5.1. Mr. Jens Lottner – Chief Executive Officer and the Board of Management representatives reported on 2023 business performance and 2024 business plan.
- 5.2. Mr. Hoang Huy Trung – Head of the Supervisory Board reported on the Supervisory Board’s performance for the 2019-2024 term, operation direction for the 2024-2029 term, and areas of focus in 2024.
- 5.3. Mr. Ho Hung Anh – BOD Chairman presented:
 - (i) Report of the Board of Directors on its operation and performance of each Board member 2023 and the 2019 – 2024 End-of-term Performance Report of the Board of Directors;
 - (ii) Proposal on the 2023 independently audited separate and consolidated financial statements of Techcombank and its subsidiaries and approval of the appropriation of reserves and distribution of profits in 2023;
 - (iii) Proposal for approval of the 2023 Dividend Payment Plan and the Plan to issue shares to increase charter capital from Owner’s equity;
 - (iv) Proposal on amendments and supplements to Techcombank’s Charter;
 - (v) Proposal on the tentative members of the Board of Directors and Supervisory Board for the term 2024-2029.

6. AGM DISCUSSION

The attendees discussed and agrees on the contents and Proposals reported and clarified at the AGM. Some questions were raised towards the panel, which were then discussed and answered by the BOD Chairman, Chief Executive Officer, and Chiefs of Divisions. The shareholders have no other input for the answer and clarification.

7. THE SHAREHOLDERS VOTED FOR EACH ITEM IN THE AGM

- 7.1. Vote Counting Committee representative:
 - (i) Announced that at the time right before the voting, the number of shareholders and the shareholders’ authorized representatives registering to attend this AGM is 359, representing 2,752,370,693 shares, accounting for 78.14% of the total voting shares of Techcombank, and equivalent to 100% of the voting shares at the AGM.

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| No. | Items | No. of votes | Percentage |
|------------|---|---------------------|-------------------|
| | Total votes handed over to shareholders and his/her proxies, including: | 2,752,370,693 | 100% |
| <i>1</i> | <i>Collected votes</i> | 2,744,391,375 | 99.7100929021% |
| <i>2</i> | <i>Non-voting</i> | 7,979,318 | 0.2899070979% |

(ii) Read aloud the Voting Guidelines for the AGM for Ballot No. 2, Ballot No. 3, and Ballot No. 4.

7.2. The AGM voted in the form of ballots for items proposed to the shareholders for approval as listed in Ballot No. 2. At the same time, shareholders elected the members of the Board of Directors and Supervisory Board using Ballot No. 3 and Ballot No. 4.

8. ITEMS APPROVED BY THE AGM:

The Head of the Vote Counting Committee reported the voting results for the items proposed for approval after the ballots were casted in the sealed ballot box.

Pursuant to the provisions of law and Techcombank’s Charter, the 2024 AGM approved of the following items:

8.1. Approve the 1. 2023 business performance report and 2024 business plan, including the remuneration budget for the Board of Directors and Supevisory Board in 2024; the Board of Directors is responsible for reviewing and deciding the implementation of the 2024 business plan and budget per report of the Board of Directors set forth in Document No. 183/2024/HĐQT-TCB dated March 27, 2024.

Voting result:

| No. | Items | No. of votes | Percentage |
|------------|--|---------------------|-------------------|
| 1 | Collected valid votes, including: | 2,743,644,730 | 99.6829655605% |
| 1.1 | <i>Agree</i> | 2,743,631,001 | 99.6824667541% |
| 1.2 | <i>Disagree</i> | 0 | 0.0000000000% |
| 1.3 | <i>Abstain</i> | 13,729 | 0.0004988064% |
| 2 | Collected invalid votes | 746,645 | 0.0271273416% |
| 3 | Non-voting: | 7,979,318 | 0.2899070979% |
| | Total number of votes registered to attend the meeting: | | 100% |

Percentage of agree votes: 99.6824667541%

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- 8.2.** Approve the report of the Board of Directors on its operation and performance of each Board member 2023 and the 2019 – 2024 End-of-term Performance Report of the Board of Directors, per report of the Board of Directors set forth in Document No. 0184/2024/HĐQT-TCB dated March 27, 2024.

Voting result:

| No. | Items | No. of votes | Percentage |
|------------|--|---------------------|-------------------|
| 1 | Collected valid votes, including: | 2,743,644,730 | 99.6829655605% |
| 1.1 | <i>Agree</i> | 2,743,631,401 | 99.6824812871% |
| 1.2 | <i>Disagree</i> | 0 | 0.0000000000% |
| 1.3 | <i>Abstain</i> | 13,329 | 0.0004842734% |
| 2 | Collected invalid votes | 746,645 | 0.0271273416% |
| 3 | Non-voting | 7,979,318 | 0.2899070979% |
| | Total number of votes registered to attend the meeting: | 2,752,370,693 | 100% |

Percentage of agree votes: 99.6824812871%

- 8.3.** Approve the report of the Supervisory Board under Document No. 10/2024/BC-BKS dated March 27, 2024 on its performance for the 2019-2024 term, operation direction for the 2024-2029 term, and areas of focus in 2024.

Voting result:

| No. | Items | No. of votes | Percentage |
|------------|--|---------------------|-------------------|
| 1 | Collected valid votes, including: | 2,743,644,730 | 99.6829655605% |
| 1.1 | <i>Agree</i> | 2,743,628,501 | 99.6823759233% |
| 1.2 | <i>Disagree</i> | 1,500 | 0.0000544985% |
| 1.3 | <i>Abstain</i> | 14,729 | 0.0005351387% |
| 2 | Collected invalid votes | 746,645 | 0.0271273416% |
| 3 | Non-voting | 7,979,318 | 0.2899070979% |
| | Total number of votes registered to attend the meeting: | 2,752,370,693 | 100% |

Percentage of agree votes: 99.6823759233%

- 8.4.** Approve the list of independent auditing firms to be considered and selected for the auditing of Techcombank between the two Annual General Meeting of Shareholders 2024 and 2025 (including Ernst & Young Vietnam Co., Ltd, Price Waterhouse Coopers Vietnam Co., Lid and Deloitte Vietnam Audit Co., Ltd) as per the report by the Supervisory Board in the Document No. 10/2024/BC/BKS dated March 27, 2024.

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The voting results are as follows:

| No. | Items | No. of Votes | Percentage |
|-----|--|---------------|----------------|
| 1 | Collected valid votes, including: | 2.743.644.730 | 99,6829655605% |
| 1.1 | <i>Agree</i> | 2.733.226.382 | 99,3044428554% |
| 1.2 | <i>Disagree</i> | 3.105.000 | 0,1128118392% |
| 1.3 | <i>Abstain</i> | 7.313.348 | 0,2657108659% |
| 2 | Collected invalid votes | 746.645 | 0,0271273416% |
| 3 | Non-voting | 7.979.318 | 0,2899070979% |
| | Total number of votes registered to attend the meeting: | 2.752.370.693 | 100% |

Percentage of positive votes: 99,3044428554%

8.5. Approve the consolidated and separate Financial Statements for the year 2023 of Techcombank and its independently audited subsidiaries as per the report of the Board of Directors under Proposal No. 0185/2024/HDQT-TCB dated March 27, 2024.

The voting results are as follows:

| No. | Items | No. of Votes | Percentage |
|-----|--|---------------|----------------|
| 1 | Collected valid votes, including: | 2.743.644.730 | 99,6829655605% |
| 1.1 | <i>Agree</i> | 2.743.635.319 | 99,6826236371% |
| 1.2 | <i>Disagree</i> | 0 | 0,0000000000% |
| 1.3 | <i>Abstain</i> | 9.411 | 0,0003419234% |
| 2 | Collected invalid votes | 746.645 | 0,0271273416% |
| 3 | Non-voting | 7.979.318 | 0,2899070979% |
| | Total number of votes registered to attend the meeting: | 2.752.370.693 | 100% |

Percentage of positive votes: 99,6826236371%

8.6. Approve the appropriation of reserves and profit distribution in 2023 as per the report of the Board of Directors under Proposal No. 0185/2024/HDQT-TCB dated March 27, 2024.

The voting results are as follows:

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| No. | Items | No. of Votes | Percentage |
|------------|--|---------------------|-------------------|
| 1 | Collected valid votes, including: | 2.743.644.730 | 99,6829655605% |
| 1.1 | <i>Agree</i> | 2.743.631.719 | 99,6824928407% |
| 1.2 | <i>Disagree</i> | 1.000 | 0,0000363323% |
| 1.3 | <i>Abstain</i> | 12.011 | 0,0004363874% |
| 2 | Collected invalid votes | 746.645 | 0,0271273416% |
| 3 | Non-voting | 7.979.318 | 0,2899070979% |
| | Total number of votes registered to attend the meeting: | 2.752.370.693 | 100% |

Percentage of positive votes: 99,6824928407%

8.7. Approve the 2023 dividend payment plan as per the proposal of the Board of Directors under Proposal No. 0186/2024/HDQT-TCB dated March 27, 2024:

8.7.1 Agree/Approve the cash dividend payment by Techcombank for the year 2023 as per the Plan under Proposal No. 0186/2024/HDQT-TCB hereto appended.

8.7.2 The Board of Directors is fully responsible for the following:

8.7.2.1 Consider and decide all issues relevant to the implementation of Item 8.1 mentioned above in accordance with the Law, including but not limited to:

(i) Decide to adjust/revise Techcombank plan on cash dividend payment for 2023.

(ii) Decide on the time to finalise the list of eligible shareholders and the time and progress of the dividend payment.

(iii) Undertake required legal procedures in accordance with the law, the Charter of the Bank and the rights of Techcombank's shareholders. Be proactive in handling arising problems to complete cash dividend payment.

8.7.2.2 Decide to disclose information as required by the law and undertake procedures with the competent authorities to implement the above-mentioned tasks assigned by the Board of Directors.

8.7.2.3 Assign the Chairman of Techcombank's Board of Directors to decide on the implementation of necessary procedures to execute the Plan as decided by the Board of Directors in accordance with the regulations and requirements of competent state authorities, including but not limited to:

(i) Assign the Chief Executive Officer to complete all the necessary procedures so that Techcombank can execute the above-mentioned plan.

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- (ii) Decide on the matters and tasks necessary for the implementation of the Resolution.

8.7.3 The shareholders are responsible for applicable taxes on their right for cash dividend and bonus shares. Techcombank shall deduct the applicable tax(es) in accordance with the law.

The voting results are as follows:

| No. | Items | No. of Votes | Percentage |
|-----|--|---------------|----------------|
| 1 | Collected valid votes, including: | 2.743.644.730 | 99,6829655605% |
| 1.1 | <i>Agree</i> | 2.743.638.619 | 99,6827435337% |
| 1.2 | <i>Disagree</i> | 900 | 0,0000326991% |
| 1.3 | <i>Abstain</i> | 5.211 | 0,0001893277% |
| 2 | Collected invalid votes | 746.645 | 0,0271273416% |
| 3 | Non-voting | 7.979.318 | 0,2899070979% |
| | Total number of votes registered to attend the meeting: | 2.752.370.693 | 100% |

Percentage of positive votes: 99,6827435337%

8.8. Approve the Plan to increase the charter capital by issuing shares from the equity capital as detailed in the Appendix attached to this Resolution:

8.8.1. Approve Techcombank's plan to increase the charter capital from 35.225.108.110.000 to 70.450.216.220.000 by issuing shares from the equity capital as detailed in the Appendix attached to this Resolution.

8.8.2. Approve the amendment to the content of charter capital in the Business Registration Certificate, License for establishment of company, Operating License and the Bank's Charter after the issuance.

8.8.3. The Board of Directors is fully responsible for the following:

8.8.3.1. Consider and decide on all the matters related to the implementation of Item 8. 8.1 mentioned above in accordance with the law, including but not limited to:

- (i) Decide on the amendments and supplements to the Plan to increase the charter capital approved in the General Meeting of Shareholders; draft, revise and explain all the documents, and implement relevant procedures for the issuance in accordance with the law, Techcombank's Charter, the rights of Techcombank's shareholders and suitable for Techcombank's actual business activities.

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- (ii) Decide on the time to finalise the list of eligible shareholders, the time and progress of share issuance to increase charter capital, the time for registration and additional listing to ensure the interest of the shareholders.
- (iii) Decide and implement the relevant tasks and procedures to complete the charter capital increase by issuing shares from the equity capital.
- (iv) Be proactive in implementing relevant legal procedures after the charter capital increase: make amendment to the content of charter capital in the Business Registration Certificate, License for establishment of company, Operating License and other legal documents in accordance with the law; Make amendment to the content of charter capital in the Bank’s Charter; decide on and implement the arising tasks (if any) to ensure a successful issuance.

8.8.3.2. Decide to disclose information as required, implement procedures with the competent authorities to implement the above-mentioned tasks assigned in the General Meeting of Shareholders.

8.8.3.3. Assign the Chairman of Techcombank’s Board of Directors to decide on the implementation of necessary procedures to execute the Plan as decided by the Board of Directors in accordance with the regulations and requirements of competent state authorities, including but not limited to:

- (i) Assign the Chief Executive Officer to complete all the necessary procedures so that Techcombank can execute the above-mentioned plan.
- (ii) Decide on the matters and tasks necessary for the implementation of the Resolution.

8.8.4. The shareholders are responsible for applicable taxes on their right for cash dividend and bonus shares. Techcombank shall deduct the applicable tax(es) in accordance with the law.

The voting results are as follows:

| No. | Items | No. of Votes | Percentage |
|------------|--|---------------------|-------------------|
| 1 | Collected valid votes, including: | 2.743.644.730 | 99,6829655605% |
| 1.1 | <i>Agree</i> | 2.743.638.119 | 99,6827253675% |
| 1.2 | <i>Disagree</i> | 900 | 0,0000326991% |
| 1.3 | <i>Abstain</i> | 5.711 | 0,0002074939% |
| 2 | Collected invalid votes | 746.645 | 0,0271273416% |
| 3 | Non-voting | 7.979.318 | 0,2899070979% |
| | Total number of votes registered to attend the meeting: | | 100% |

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Percentage of positive votes: 99,6827253675%

8.9. Approve the amendment of Techcombank’s Charter as required by the Board of Directors under Proposal No. 0187/2024/HDQT-TCB dated March 27, 2024:

8.9.1. Approve the amended content of Techcombank’s Charter. The amended Charter takes effect from July 1, 2024.

8.9.2. Techcombank’s Board of Directors is responsible for considering and deciding on:

8.9.2.1. The finalization of the Charter that is in accordance with the law and instructions of competent state authorities (if necessary); and

8.9.2.2. Registration/notification of the amendment to the Charter as regulated in Item 9 of this Resolution with state authorities and communication to the Shareholders on Techcombank’s website.

The voting results are as follows:

| No. | Items | No. of Votes | Percentage |
|------------|--|---------------------|-------------------|
| 1 | Collected valid votes, including: | 2.743.644.730 | 99,6829655605% |
| 1.1 | <i>Agree</i> | 2.742.575.344 | 99,6441122911% |
| 1.2 | <i>Disagree</i> | 1.025.673 | 0,0372650749% |
| 1.3 | <i>Abstain</i> | 43.713 | 0,0015881945% |
| 2 | Collected invalid votes | 746.645 | 0,0271273416% |
| 3 | Non-voting | 7.979.318 | 0,2899070979% |
| | Total number of votes registered to attend the meeting: | 2.752.370.693 | 100% |

Percentage of positive votes: 99,6441122911%

8.10. Approve the election of the Board of Directors and Supervisory Board for the 2024-2029 term as required by the Board of Directors under Proposal No. 0188/HDQT-TCB dated March 27, 2024:

8.10.1. Approve the maximum number of 09 elected members for the Board of Directors for the 2024-2029 term, 02 of whom are independent members.

8.10.2. Approve the maximum number of 05 elected members for the Supervisory Board for the 2024-2029 term.

| No. | Items | No. of Votes | Percentage |
|------------|--------------|---------------------|-------------------|
|------------|--------------|---------------------|-------------------|

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|----------|--|---------------|----------------|
| 1 | Collected valid votes, including: | 2.743.644.730 | 99,6829655605% |
| 1.1 | <i>Agree</i> | 2.743.369.777 | 99,6729758814% |
| 1.2 | <i>Disagree</i> | 265.640 | 0,0096513163% |
| 1.3 | <i>Abstain</i> | 9.313 | 0,0003383629% |
| 2 | Collected invalid votes | 746.645 | 0,0271273416% |
| 3 | Non-voting | 7.979.318 | 0,2899070979% |
| | Total number of votes registered to attend the meeting: | 2.752.370.693 | 100% |

Percentage of positive votes: 99,6729758814%

8.10.3. According to the list of eligible individuals for the Board of Directors and Supervisory Board accepted by the State Bank of Viet Nam, the shareholders in the General Meeting cast their votes to elect the Board of Directors and Supervisory Board for the 2024-2029 term and the results are as follows:

| No. | Full name | Elected as Member of the Board of Directors, Supervisory Board for the 2024-2029 term |
|-----------|---------------------------------|--|
| I | Board of Directors (BOD) | |
| 1 | Ho Hung Anh | BOD Member |
| 2 | Nguyen Dang Quang | BOD Member |
| 3 | Nguyen Thieu Quang | BOD Member |
| 4 | Nguyen Canh Son | BOD Member |
| 5 | Ho Anh Ngoc | BOD Member |
| 6 | Nguyen Thu Lan | BOD Member |
| 7 | Saurabh Narayan Agarwal | BOD Member |
| 8 | Pham Nghiem Xuan Bac | BOD Independent Member |
| 9 | Eugene Keith Galbraith | BOD Independent Member |
| II | Supervisory Board (BOS) | |

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|---|-------------------|------------|
| 1 | Hoang Huy Trung | BOS Member |
| 2 | Bui Thi Hong Mai | BOS Member |
| 3 | Do Thi Hoang Lien | BOS Member |

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9. APPROVAL OF MEETING MINUTES AND MEETING CONCLUSION:

9.1. The Secretary of the General Meeting of Shareholders read the whole meeting minutes.

9.2. The meeting minutes was unanimously approved.

Techcombank's Annual General Meeting of Shareholders 2024 concluded at 11:45 on the same day.

FOR AND ON BEHALF OF THE SECRETARIAT

HEAD OF THE SECRETARIAT

(Signed)

Nguyen Tuan Minh

BOD CHAIRMAN

CHAIRMAN OF THE MEETING

(Signed)

Ho Hung Anh