



Hanoi, 20<sup>th</sup> June, 2020

**RESOLUTION**  
**ANNUAL GENERAL SHAREHOLDERS' MEETING OF 2020**

**GENERAL SHAREHOLDERS' MEETING OF VIETNAM TECHNOLOGICAL AND  
COMMERCIAL JOINT-STOCK BANK**

- Pursuant to the 2014 Law on Enterprises;
- Pursuant to the 2010 Law on Credit Institutions and the 2017 Law Amending and Supplementing a Number of Articles of the Law on Credit Institutions;
- Pursuant to the Charter of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank);
- Pursuant to the minutes of the Annual General Shareholders' Meeting of Vietnam Technological and Commercial Joint-Stock Bank dated 20/6/2020.

**HEREBY RESOLVES**

**Article 1:** The 2020 Annual General Shareholders' Meeting of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank) held on 20/6/2020 has discussed and issued a Resolution approving the following matters:

1. Approve the report on 2019's business results and business plans and budgets for 2020, including the 2020 remuneration budgets for the Board of Directors and Supervisory Board; assign the Board of Directors to be responsible for considering and deciding the implementation of the 2020 business plans and budgets, according to the report of the Board of Directors presented in document No. 0485/HĐQT-TCB dated 03/6/2020 and at the request of the Presidium at the Meeting.
2. Approve the report of the Board of Directors on the operation of the Board and task fulfillment of each member of the Board in 2019 according to the report of the Board of Directors presented in document No. 0486/HĐQT-TCB dated 03/6/2020 and at the request of the Presidium at the Meeting.

3. Approve the report of the Supervisory Board on 2019's operational results according to the report of the Supervisory Board presented in document No.14/2020/BC-BKS dated 03/6/2020 and at the request of the Presidium at the Meeting.
4. Approve the 2019 separate and consolidated financial statements of Techcombank and its subsidiaries/affiliated companies, which have been independently audited, according to the report of the Supervisory Board and at the request of the Presidium at the Meeting.
5. Approve fund allocation and profit sharing plans for 2019 according to the report of the Board of Directors presented in document No. 0487/HĐQT-TCB dated 03/6/2020 and at the request of the Presidium at the Meeting.
6. Approve the plan for increasing charter capital in 2020 and adjusting foreign investors ownership ratio limit ("FOL") in 2020 at the request of the Board of Directors set forth in document No. 0488/HĐQT-TCB dated 03/6/2020 and at the request of the Presidium at the Meeting. Accordingly, the General Shareholders' Meeting consents to:
  - 6.1. Approving the Plan to increase Charter capital in 2020 under ESOP;
  - 6.2. Approving registration for depository and listing of additional shares which are successfully issued under the Plan at Vietnam Securities Depository Center and Ho Chi Minh Stock Exchange;
  - 6.3. Approving the adjustment of Techcombank's charter capital and to amend Techcombank's Charter and Techcombank's Business License with the new charter capital under the Plan;
  - 6.4. Approving/agreeing that existing shareholders of Techcombank will not exercise their priority to purchase over the number of ESOP shares issued under the Plan;
  - 6.5. Approving the adjustment (increase or decrease) of FOL (i) in proportion to the actual number of shares issued/sold to foreign employees to comply with the above Plan; or (ii) in proportion to the number of shares actually transferred/ sold to foreign employees or clawed back/re-transferred from these employees in accordance with their agreements or commitments with Techcombank;
  - 6.6. Assigning the BOD:
    - 6.6.1. To decide the list of staffs, employees and workers participating in the ESOP; the number of shares issued for each person and implementation time;
    - 6.6.2. To decide the approval of executing the detailed Plan, commitments, agreements with the specified employees;

- 6.6.3. To decide the addition or amendment of the Plan at the request of the competent State authorities and/or for the purpose of complying with applicable laws;
  - 6.6.4. To implement necessary procedures with competent State agencies, Vietnam Securities Depository Center and other relevant units to implement the Plan and agreements with employees;
  - 6.6.5. To decide specific issues mentioned in the Plan, including the reports of share issuance, timing of issuance, implementation of issuance at once or in installments (if necessary), the total number of shares issued at once or the specific number of shares issued in each installment and the handling of the shares which might not be bought out by eligible buyers, the number of shares the employee re-transferred, was clawed back as agreed, committed with Techcombank and other relevant issues;
  - 6.6.6. To decide, sign and implement the registration for depository and listing for the successfully additional issued shares under the Plan at Vietnam Securities Depository Center, Ho Chi Minh Stock Exchange in accordance with competent State agencies' guidance and applicable laws; and
  - 6.6.7. To decide on adjusting (increasing or decreasing) the FOL at Techcombank in one or more times based on the number of shares (i) actually issued and sold to foreign employees to implement the Plan (if necessary); or (ii) actually transferred/sold to foreign employees or clawed back/re-transferred from these foreign employees according to their commitments, agreements with Techcombank; and
  - 6.6.8. To decide all issues and perform all necessary procedures to successfully implement the Plan, agreements signed with the employees including information disclosure, amendment of the Bank's Charter, amendments of Operational license and Business Registration Certificate related to the increase of Charter capital according to the Plan or agreements signed with the employees.
7. Approve the amendment and supplementation of the Techcombank Charter at the request of the Board of Directors presented in document No.0489/HĐQT-TCB dated 03/6/2020 and at the request of the Presidium at the Meeting. Accordingly, the General Shareholders' Meeting consents to:
    - 7.1. Approving the amendment of the Techcombank Charter; assigning Techcombank's Board of Directors to be responsible for considering and deciding: (i) the completion of the Charter in accordance with the law and competent regulators' instructions (if necessary); (ii) register

with/provide notification for regulators and provide notification for shareholders on Techcombank's website.

- 7.2. Effectiveness of the Amended Charter: Amendments due to the actual operation take effect from the date which GSM adopts the Amended Charter, amendments according to Securities Law 2019 take effect as from Securities Law takes effect on 1/1/2021.

**Article 2:** This Resolution takes effect as from the approval of the 2020 Annual General Shareholders' Meeting.

**Article 3:** The Board of Directors of Vietnam Technological and Commercial Joint-Stock Bank and relevant units and individuals are responsible for implementing the Resolution of the 2020 Annual General Shareholders' Meeting.

**FOR AND ON BEHALF OF THE GENERAL  
SHAREHOLDERS' MEETING  
CHAIRMAN OF THE BOARD OF DIRECTORS - CHAIR  
OF THE MEETING**

(Signed)

**Ho Hung Anh**