

Hanoi, 13 April, 2019

RESOLUTION
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019
GENERAL MEETING OF SHAREHOLDERS OF
VIETNAM TECHONOLOGICAL AND COMMERCIAL JOINT-STOCK BANK

- *Pursuant to the Law on Enterprises 2014;*
- *Pursuant to the Law on Credit Institutions 2010 and Law Amending a Number of Articles of the Law on Credit Institutions 2017;*
- *Pursuant to the Charter of Vietnam Technological and Commercial Joint Stock Bank;*
- *Pursuant to the minutes of the Annual General Meeting of Shareholders 2019 of Vietnam Technological and Commercial Joint-Stock Bank on 13/4/2019*

RESOLUTION

Article 1: The Annual General Meeting of Shareholders 2019 of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank) held on 13/04/2019 has considered and passed a Resolution adopting the following decisions:

1. Agreed/accepted to approve the content of the report and request of the Board of Directors in document No. 0318/HDQT-TCB dated 25/3/2019 and request of the Executive Committee at the Meeting. Accordingly, the General Meeting of Shareholders approved:
 - 1.1. Agreed/accepted to approve the Report of business performance in 2018, Business and budget plan in 2019, including the remuneration budget of the Board of Directors and Supervisory Board in 2019; Assigning the Board of Directors to consider and decide to implement the business and budget plan in 2019.
 - 1.2. Agreed/accepted to approve the Report of the term 2014-2019 and operational direction for the term 2019 - 2024 of the Board of Directors of Techcombank.
2. Agreed/accepted to approve the content of the report, request of the Supervisory Board in the document No. 10/2019/BC-BKS dated 25/3/2019 and the request of the Executive Committee at the meeting. Accordingly, the General Meeting of Shareholders approved:
 - 2.1. Agreed/accepted to approve the report of the Supervisory Board on operational performance in 2018.
 - 2.2. Agreed/accepted to approve the report of the Supervisory Board on operational performance of the term 2014-2019 and operational direction for the term 2019-2024.

3. Agreed/accepted to approve the 2018 separate and consolidated financial statements of Techcombank and its independently audited subsidiaries/ affiliates, in accordance with the report of the Supervisory Board and at the request of the Executive Committee at the meeting.
4. Agreed/accepted to approve appropriations of reserves and distribution of profit of 2018 in accordance with the report of the Board of Directors in the document No.0319/HDQT-TCB dated 25/3/2019 and at the request of Executive Committee at the meeting.
5. Agreed/accepted to approve the amendment of the Charter of Techcombank at the request of the Board of Directors in the document No.0321/HDQT-TCB dated 25/3/2019 and request of the Executive Committee at the meeting. Accordingly, the General Meeting of Shareholders approved:

Agreed/accepted to approve: The Proposed Amendment to the Charter of Techcombank; Assigning Techcombank's Board of Directors to consider and decide on: (i) finalising the Charter of Techcombank to comply with the laws and guidelines of competent State authorities (if necessary); (ii) registering with/ notifying to the State management authorities and notifying to the shareholders on Techcombank's website.

6. Agreed/accepted to approve the amendment of the Regulations on internal governance of Techcombank at the request of the Board of Directors in the document No. 0321/HDQT-TCB dated 25/3/2019 and request of Executive Committee at the meeting. Accordingly, the General Meeting of Shareholders approved:

Agreed/accepted to approve: the Proposed amendment of Regulations on internal governance of Techcombank; Assigning Techcombank's Board of Directors to consider and decide on finalising the Regulations to comply with the laws and guidelines of competent State authorities (if necessary) for issuance and implementation.

7. Agreed/accepted to approve the amendment of the Regulations on organization and operation of Board of Directors at the request of the Board of Directors in the document No. 0321/HDQT-TCB dated 25/3/2019 and request of the Executive Committee at the meeting. Accordingly, the General Meeting of Shareholders approved:

Agreed/accepted to approve: the Proposed Amendment of the Regulations on organization and operation of Board of Directors; Assigning Techcombank's Board of Directors to consider and decide on finalising the Regulations to comply with the laws and guidelines of competent State authorities (if necessary) for issuance and implementation.

8. Agreed/accepted to approve the amendment of the Regulations on organization and operation of Supervisory Board at the request of the Supervisory Board in the Report No.0321/HDQT-TCB dated 25/3/2019 and request of the Executive Committee at the meeting. Accordingly, the General Meeting of Shareholders approved:

Agreed/accepted to approve: the Proposed Amendment of the Regulations on organization and operation of Supervisory Board; Assigning Techcombank's Supervisory Board to consider and decide on finalising the Regulations to comply with the laws and guidelines of competent State authorities (if necessary) for issuance and implementation.

9. Agreed/accepted to approve the 2019 Charter capital Increase Plan (hereinafter referred to as the "Plan") at the request of the Board of Directors in the document No. 0320/HDQT-TCB dated

25/3/2019 and request of the Executive Committee at the meeting. Accordingly, the General Meeting of Shareholders approved:

- 9.1. Approve the full text of the Plan of issuing and selling shares to staff/workers of Techcombank;
- 9.2. Approve the additional depository registration and listing registration for the actual number of shares additionally issued under the Plan at Vietnam Securities Depository Center and at Ho Chi Minh City Stock Exchange;
- 9.3. Approve the amendment and recordal of the new charter capital as the result of increasing the charter capital in the Operating License and Charter of Techcombank;
- 9.4. Approve raising/extending the foreign ownership limit at Techcombank in line with the actual number of shares issued for sales to foreign staff/workers to implement the above Plan;
- 9.5. Accept/Agree that the current shareholders of Techcombank shall not exercise their priorities to purchase ESOP shares issued under the Plan;
- 9.6. Assign Techcombank's Board of Directors:
 - 9.6.1. To decide on standards, list of staff, employees and workers participating in the program; principles of determining the number of shares to be issued for each person and time of implementation;
 - 9.6.2. To decide approving the implementation of the detailed Plan.
 - 9.6.3. To decide on revising or amending the Plan at the request of competent State authorities and/or for the purpose of complying with the applicable laws;
 - 9.6.4. To decide on raising/extending the foreign ownership limit ratio at Techcombank in one or several times based on the number of shares issued for sales to foreign employees, workers to implement the Plan (if necessary); carry out necessary procedures with competent State authorities, Vietnam Securities Depository Center and other relevant parties to implement the Plan;
 - 9.6.5. To decide on specific issues stated in the Plan, including the report of issuance of shares/share certificates, time of issuance of shares/share certificates, implementation of offering for sales in one or more periods (if deemed necessary), number of shares in one period or specific number of shares issued in each period, dealing with the unsold shares in the case where those entitled to purchase do not buy all the shares and other relevant issues;
 - 9.6.6. To decide on, sign and proceed with the additional depository registration and listing the actual number of additional shares issued successfully under the Plan at the Vietnam Securities Depository Center and at Ho Chi Minh City Stock Exchange in accordance with the regulations of competent State authorities and provisions of the current law;
 - 9.6.7. To decide on all issues and carry out all other necessary procedures and tasks to successfully implement the Plan, including information disclosure, registration of amendment of the Operating License, of the Charter and Business Registration Certificate in line with increasing the charter capital under the Plan.
10. Agreed/accepted to approve the election of members of the Board of Directors and Supervisory Board for the term 2019-2024 at the request of the Board of Directors in the document

No.0322/HDQT-TCB dated 25/3/2019 and request of the Executive Committee at the meeting. Accordingly, the General Meeting of Shareholders approved:

- 10.1. Agreed/accepted to approve that the number of elected members of Board of Directors for the term of 2019-2024 is 08 members, including 01 independent member.
- 10.2. Agreed/accepted to approve that the number of elected members of Supervisory Board for the term 2019-2024 is 03 members, including 02 full-time members.
- 10.3. On the basis of the intended list of candidates to be elected to act as a member of Board of Directors, member of Supervisory Board approved by the State Bank of Vietnam, the General Shareholders' Meeting has elected members of the Board of Directors, Supervisory Board for the term 2019-2024, with the following results:

No.	Full Name	Elected a member of the Board of Directors, Supervisory Board for the term 2019-2024
I	Board of Directors	
1	Ho Hung Anh	Member of Board of Directors
2	Nguyen Dang Quang	Member of Board of Directors
3	Nguyen Thieu Quang	Member of Board of Directors
4	Nguyen Canh Son	Member of Board of Directors
5	Do Tuan Anh	Member of Board of Directors
6	Lee Boon Huat	Member of Board of Directors
7	Saurabh Narayan Agarwal	Member of Board of Directors
8	Nguyen Nhan Nghia	Independent Member of Board of Directors
II	Supervisory Board	
1	Hoang Huy Trung	Member of Supervisory Board
2	Bui Thi Hong Mai	Member of Supervisory Board
3	Mag Rer Soc Oec Romauch Hannes	Member of Supervisory Board

Article 2: This Resolution takes effect once passed by the 2019 Annual General Meeting of Shareholders.

Article 3: The Board of Directors of Vietnam Technological and Commercial Joint-Stock Bank and relevant units, individuals shall be responsible for implementing the Resolution of the 2019 General Meeting of Shareholders.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF BOARD OF DIRECTORS - MEETING CHAIRPERSON**

Signed

Ho Hung Anh