

Good corporate governance makes
Techcombank Be Greater.



Corporate governance

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Messages on corporate governance

Chairman's message



Mr Ho Hung Anh
Chairman

“At the governance level, we commit to build and develop a transparent and effective corporate governance structure, guaranteeing the rights of our customers, employees and shareholders; thereby ensuring the existence and sustainable value of our organisation.”

Techcombank's targeted Corporate Governance Model is designed on the principles of transparency and efficiency, clearly separating governance and management to maximise the effectiveness of the different roles and responsibilities. The responsibilities of the Board are particularly important, setting strategic direction, supervision protocols and corporate governance. We've strengthened the governance mechanism for all key areas of the Bank to match the developmental status of the organisation. Shareholders, investors, and stakeholders can invest safely and be proud of their association with Techcombank.

In 2019, our corporate governance structure was implemented and updated according to the roadmap approved by the Board of Directors. It provides the basis for the transformation of our business model and daily operations, and for the adoption of international best practices and standards including OECD, IFC and COSO guidelines. In the past year, the Bank actively researched and applied the Best Practice-based Corporate Governance Code, issued by the State Securities Commission of Vietnam in collaboration with IFC. To better meet the regulations of listed public companies and improve corporate governance practices, the Bank has appointed a Corporate Secretary. They will support the decision-making processes of the Board of Directors, ensuring compliance with legal regulations and Techcombank's Charter. The Corporate Secretary will also consult the Board of Directors on legal and risk issues in operational and business activities.

Techcombank commits to building and operating its corporate governance structure to meet the legitimate requirements of stakeholders. For the interests of

shareholders and investors, our appropriate Governance and Management team and our information transparency mechanism help us maintain an effective and flexible structure within which the business can achieve attractive profits in the range of managed risks. For local regulators, the Bank's corporate governance structure complies with all laws and we have a clear separation of governance and management responsibilities, thus helping improve broader control of the financial/banking system. For customers, by proactively setting up levels to supervise and guide the Bank's key activities, we can also better serve the needs of our customers and ensure their rights when they use Techcombank's products and services.

In order to enhance governance effectiveness and orientation of the Board of Directors, the General Assembly of Shareholders selected and elected members for the Board of Directors 2019–2024 term. The elected members have international experience, diversified expertise, the knowledge and capacity to supervise key areas of the bank most effectively, lead the Bank expertly through market fluctuations, and continue to strengthen its leading Bank position in Vietnam, going towards competition in regional markets.

In 2020, Techcombank will continue on our transformational journey, aiming to be a digital bank of the future. For sustainable development during the transformation process, the update of our governance/management structure will be one of our top priorities. The revised structure will support effective and rapid decision-making processes and increase management efficiency, helping to meet customer needs better and ensuring the rights of shareholders and stakeholders.

➤ Messages on corporate governance (continued)

CEO's message



Mr Nguyen Le Quoc Anh
CEO

“ At management level, we commit to ensuring the sustainable development of our organisation by increasing operational efficiency in all key areas of the Bank, and maintaining a transparent and open information mechanism to uphold the highest standards of business performance and enhance the reputation of Techcombank. ”

2019 marked the third consecutive year that Techcombank maintained its leading position in the effectiveness index of the entire Vietnamese banking industry. It continues to achieve record operating income and profit before tax. This confirms that the Bank's business transformation strategy is the right one; not only meeting customers' needs, but also becoming a pioneering bank in leading the financial lives of Vietnamese people.

The Vietnamese legal environment continues to evolve, requiring internationally practised corporate governance principles. Techcombank has proactively updated its corporate governance structure, ensuring absolute compliance with the provisions of Vietnamese law and meeting international standards. The Board of Directors has approved the principles of the Bank's corporate governance structure. This will deliver on our management level's commitment to building and operating the Bank based on the governance/management transparency principles, and with clear determinations of rights, responsibilities and authorisation at all levels.

Management committees have been established and put into operation with distinctly defined functions, clear separation of responsibilities and lines of authority to ensure compliance with guidelines and provisions of laws. In addition to current committees that have been set up to enhance the governance quality covering risk management, capital management and liquidity, the Board of Management has proactively proposed to enhance corporate governance by establishing new committees, which focus specifically and more strategically on supervising, interacting and better managing key issues of the Bank. These governing bodies help us bring outstanding value to customers and cement a sustainable governance structure to underpin our progression of being an even stronger organisation.



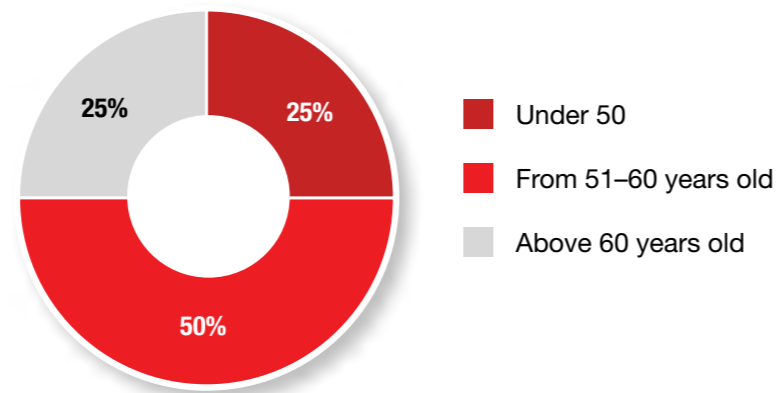
Entering the second phase of our transformation journey, Techcombank is aiming for digitalisation of all services, inside and outside the Bank. In 2020, we will strongly maintain our commitment to execute the Bank's corporate governance principles and focus on building the targeted corporate governance structure, according to the deployment roadmap until 2023. In particular, at management level, including the Board of Management and its affiliated committees, we will work tirelessly to increase operational effectiveness in key areas of the Bank, optimising our organisation's resources to bring about the most comprehensive and reliable customer service.

Our Board of Directors

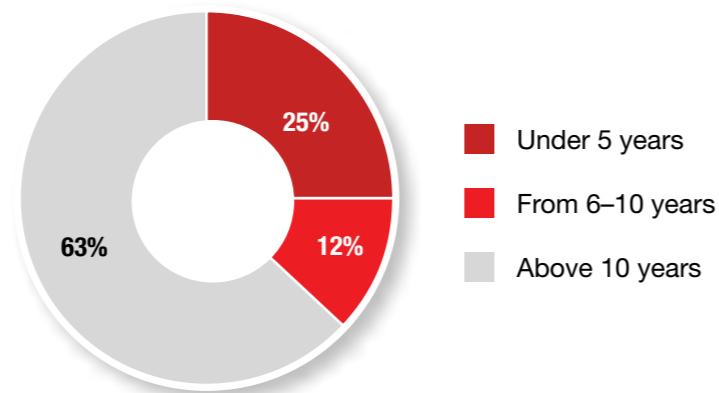
2019–2024 term

- 1** Independent Directors
- 6** Non-executive Directors
- 1** Executive Directors

Age group



Tenure at Techcombank



Deep banking knowledge and experience

Two-thirds of our Board of Directors have extensive banking and financial services experience

Highest pre-tax profit bank in the private banking sector

Techcombank earned first place in the private banking sector, in terms of pre-tax profit for two consecutive years

Top 3 most profitable private enterprise in 2019

Techcombank is the only bank in Vietnam that made it into Vietnam's Top 3 most profitable private enterprises, as announced by Vietnam Report of Profit 500 in 2019 (VnReport)



Mr Ho Hung Anh

Chairman

Age: 50
Board member since: 03/2004

Mr Ho Hung Anh has been the Chairman of Techcombank's Board of Directors since May 2008. Prior to his election as Chairman, Mr Ho Hung Anh served as a member of Techcombank's Board of Directors from 2004. His professional career includes several years of executive-level experience at large organisations, including Masan.

Mr Ho Hung Anh holds a Bachelor's degree in electrical engineering from Kiev Polytechnic Institute in the Ukraine, and a Masters in Human Resource Management from MADI, Russia.

Our Board of Directors (continued)

2019–2024 Term



Mr Nguyen Dang Quang

First Vice Chairman

Age: 57
Board member since: 01/2000

Mr Nguyen Dang Quang has served as First Vice Chairman of Techcombank's Board of Directors since April 2016. Previously, he was a member of Techcombank's Board of Directors, from May 2014 to March 2016, and was First Vice Chairman of the Bank from May 2008 to April 2014. Before becoming a Director of Techcombank, Mr Nguyen Dang Quang had more than 20 years' executive experience, including membership on the Board of Directors of Masan and key management positions at Techcombank since 1995.

Mr Nguyen Dang Quang holds a PhD from the National Academy of Sciences of Belarus and an MBA from the Plekhanov Russian University of Economics.



Mr Nguyen Thieu Quang

Vice Chairman

Age: 61
Board member since: 06/2000

Mr Nguyen Thieu Quang has been a member of Techcombank's Board of Directors since 1999 and became Vice Chairman of Techcombank's Board of Directors in May 2008. Mr Nguyen Thieu Quang has significant executive experience, including various key positions at Masan, Vinaconex, and Senco.

Mr Nguyen Thieu Quang holds a Bachelor's degree in civil engineering from Donetsk Polytechnic Institute in the Ukraine (now Donetsk National Technical University).



Mr Nguyen Canh Son

Vice Chairman

Age: 53
Board member since: 05/2008

Mr Nguyen Canh Son has served on the Board of Directors since May 2008, and has been the Vice Chairman of Techcombank's Board of Directors since April 2009. Mr Nguyen Canh Son has more than 20 years of experience, including positions as the Chairman at Eurowindow Holding and Board member for T&M Invest Vietnam.

He holds a Bachelor's degree in civil engineering from the Moscow Institute of Civil Engineering in Russia (now Moscow State University of Civil Engineering).



Mr Do Tuan Anh

Vice Chairman cum Deputy CEO

Age: 47
Board member since: 12/2012

Mr Do Tuan Anh has been Vice Chairman of the Board of Directors and Deputy CEO of Techcombank since June 2015 and has served as a member of Techcombank's Board of Directors since December 2012. Prior to his appointment to the Board of Directors, Mr Do Tuan Anh held various management positions at the State Bank of Vietnam and Techcombank, including Deputy Director of the General International Cooperation Department and Director of the Banking Supervision Agency, Senior Assistant to the Board of Directors and Head of the Strategy and Corporate Development Division.

He holds a Master's degree in Wealth Management from Singapore Management University (Singapore).

Our Board of Directors (continued)

2019–2024 Term



Mr Lee Boon Huat

Non-executive Director

Age: 63
Board member since: 12/2012

Mr Lee Boon Huat has been a member of Techcombank's Board of Directors since May 2014. Prior to that, he was an independent Director on the Board of Directors from December 2012 to April 2014. Before joining Techcombank, Mr Lee Boon Huat worked with several international organisations, including the Monetary Authority of Singapore, HSBC, Canadian Imperial Bank of Commerce, Chemical Bank, and Standard Chartered Bank.

Mr Lee Boon Huat holds a Bachelor's degree in Business Accounting from the Western Australian Institute of Technology (now Curtin University).



Mr Saurabh Narayan Agarwal

Non-executive Director

Age: 39
Board member since: 04/2019

Mr Saurabh Narayan Agarwal has been appointed to Techcombank's Board since April 2019. Prior to joining Techcombank, he worked for many years in finance and financial investment, holding executive positions such as Director of McKinsey Company in New Delhi, India, and New Jersey in the US; and Director of Warburg Pincus, New York, the US and Singapore.

He graduated from the Indian Institute of Technology Bombay with a Bachelor in Technology and Electrical Engineering, and a Master in Technology and Microelectronics, and holds a Master of Business Administration from Harvard Business School in the US.



Mr Nguyen Nhan Nghia

Independent Director

Age: 51
Board member since: 04/2019

Mr Nguyen Nhan Nghia was appointed as Techcombank's independent director in April 2019. He worked for many years at the State Bank of Vietnam, Bank for Investment and Development of Vietnam (BIDV), and held managerial and executive positions such as Deputy Head of BIDV's Business Center 3, Deputy CEO and CEO of BIDV-Vietnam Partners, and Investment Management Joint Venture Company (BVIM).

He graduated from Water Resources University, majoring in Water Engineering, has a Finance and Economics Master's degree from the University of London, and was awarded a CFA (Chartered Financial Analyst) Certificate, through an international professional Financial Analysis Program offered by CFA Institute in the US.



Mr Nguyen Tuan Minh

**Head of Board of Director's Office
(Company Secretary)**

Mr Nguyen Tuan Minh joined Techcombank in May 2013 and has worked at the Bank for over six years working at Techcombank in many different management positions such as Head of Legal; Head of Compliance, Operational Risk and Legal Division; and Head of Legal Counsel at Corporate Assurance Division. Prior to that, he spent over 20 years in legal consulting – as a practising lawyer, and in-house general counsel and management at a private law firm in Vietnam, the Vietnam branch of an international law firm and commercial bank and securities company. Mr Nguyen Tuan Minh was appointed Company Secretary on 4 November 2019.

He holds a Bachelor's degree in International Relations from the Diplomatic Academy of Vietnam, and a Bachelor of Law from Hanoi Law University. He is a practising lawyer and member of the Hanoi Bar Association.

➤ Our Board of Directors (continued)

Techcombank share ownership and positions in other companies held by members of the Board of Directors (BOD) 2019–2024 term

No.	Full Name	Position	Number of shares	Percentage shareholding	Positions in other companies held by BOD members
1	Mr Ho Hung Anh	Chairman	39,309,579	1.1230%	• None
2	Mr Nguyen Dang Quang	First Vice Chairman	9,403,176	0.2686%	<ul style="list-style-type: none"> • BOD Chairman cum CEO, Masan Group • BOD Member, Masan Consumer • BOD Chairman, VCM Services And Trading Development JSC • BOD Chairman, VinCommerce General Commercial Services JSC • BOD Chairman cum CEO, Masan Corporation
3	Mr Nguyen Thieu Quang	Vice Chairman	30,256,431	0.8644%	<ul style="list-style-type: none"> • BOD Member, Masan Consumer • BOD Chairman, Saigon Environmental Technology and Construction Corporation • BOD Chairman, Golden Lotus Kim Huynh JSC
4	Mr Nguyen Canh Son	Vice Chairman	17,954,979	0.5129%	<ul style="list-style-type: none"> • BOD Chairman, Eurowindow Holding • BOD Chairman, Melinh Plaza Thanh Hoa Trade Complex Investment JSC • BOD Member, T&M Van Phong Investment and Tourism JSC • BOD Chairman, Incentra JSC • BOD Chairman, Eurowindow JSC

No.	Full Name	Position	Number of shares	Percentage shareholding	Positions in other companies held by BOD members
5	Mr Do Tuan Anh	Vice Chairman cum Deputy CEO	1,087,542	0.0310%	<ul style="list-style-type: none"> • Member of the Member's Council, Techcom Securities • BOD Chairman, INB Investment JSC • BOD Chairman, Dai Hung Tinh Investment JSC • BOD Member, Techcom Capital JSC
6	Mr Lee Boon Huat	Non-Executive Director	0	0.0000%	<ul style="list-style-type: none"> • Independent Director, Alliance Bank Bhd • BOD Member, Credit Counselling Singapore • Independent Director, British Malayan Holdings Limited
7	Mr Saurabh Narayan Agarwal	Non-Executive Director	0	0.0000%	<ul style="list-style-type: none"> • Managing Director, Clean Max Enviro Energy Solutions Private Limited • Managing Partner, Nanhe Kadam, Non-profit Society • Independent Director, MoMo Payment Service JSC
8	Mr Nguyen Nhan Nghia	Independent Director	259,963	0.0074%	• None

Percentage of shareholding of BOD member updated at 31/12/2019

Our Board of Directors (continued)

Activities of the Board of Directors

The Board of Directors (BOD) oversees the operations of the CEO and Board of Management (BOM) through the authorisation and delegation mechanism, as well as Techcombank's internal regulations as issued by the BOD. Activities that are under the authority and decision of the Shareholders' General Assembly and the BOD, shall be reported and submitted to the BOD for approval by the CEO, upon which the BOD will make decisions promptly and/or authorise the CEO/BOM to implement them.

BOD's activities in 2019

In 2019, the Techcombank BOD held five meetings. The BOD (term 2014–19) took one meeting in the first Quarter of 2019. From 13 April 2019, the BOD (term 2019–24) accounted for four meetings, until 31 December 2019.

No.	BOD Members	Position	Day elected as member of BOD	No. of attended meetings	Attendance rate	Reasons for absence
1	Mr Ho Hung Anh	Chairman	13/04/2019	05/05	100%	
2	Mr Nguyen Dang Quang	First Vice Chairman	13/04/2019	05/05	100%	
3	Mr Nguyen Thieu Quang	Vice Chairman	13/04/2019	05/05	100%	
4	Mr Nguyen Canh Son	Vice Chairman	13/04/2019	05/05	100%	
5	Mr Do Tuan Anh	Vice Chairman cum Deputy CEO	13/04/2019	05/05	100%	
6	Mr Lee Boon Huat	Non-executive Director	13/04/2019	05/05	100%	
7	Mr Saurabh Narayan Agarwal	Non-executive Director	13/04/2019	04/04	100%	Elected 13/04/2019
8	Mr Nguyen Nhan Nghia	Independent Director	13/04/2019	04/04	100%	Elected 13/04/2019
9	Mr Nguyen Doan Hung	Independent Director	19/04/2014 - 13/04/2019	01/01	100%	Term ended 13/04/2019

Resolutions of the BOD in 2019

No.	Resolution no.	Issuance date	Main Content
1	No. 0309/2019/NQ-HĐQT	22/03/2019	<ul style="list-style-type: none"> Approval of business results as of March 2019 Review and approval of Supervisory Board's report as of 1st Quarter, 2019 Approval of the organisation of Annual General Shareholders' Meeting 2019 Approval of subsidiaries' business plan and targets for 2019 Approval of updated measurement and limit of LDR
2	No. 0419 and No. 0420/2019/NQ-HĐQT	13/04/2019	<ul style="list-style-type: none"> Election of Board Chairman and Vice Chairman of 2019–2024 term Assigned responsibilities for BOD member of 2019–2024 term
3	No. 0910/2019/NQ-HĐQT	30/07/2019	<ul style="list-style-type: none"> Approval of business results as of first half of 2019 Review and approval of 2016–2020 strategy updates report and transformation program in 2nd phase Review and approval of Supervisory Board's report as of 2nd Quarter in 2019 Approval of remuneration amendment in 2019 for branch managers Approval of initial selling price of Techcombank specialised money-transfer vehicles
4	No. 1215/2019/NQ-HĐQT	22/10/2019	<ul style="list-style-type: none"> Approval of business results as of 9 months in 2019 Review and approval of transformation program in 2nd phase Review and approval of Supervisory Board as of 3rd Quarter in 2019 Review and approval of the partial transfer plan of No. 6 Quang Trung Construction project (No. 44 Ly Thuong Kiet, Hoan Kiem, Hanoi) to TCO Vietnam JSC
5	No. 1412/2019/NQ-HĐQT	18/12/2019	<ul style="list-style-type: none"> Approval of business results of full year 2019 Review and approval of Supervisory Board's report of 4th Quarter in 2019 Approval of business plan for 2020 Approval of principles of long-term incentive program (LTIP) for employees Approval of principles of corporate governance targeted model to implement from 12/2019 to 2023 Approval of the separation of Credit Risk and Debt Settlement Committee into Credit Risk Committee and Debt Settlement Committee

➤ Our Board of Directors (continued)

Activities of Independent Director

As stipulated in Techcombank's Charter, passed by the General Shareholders' Meeting on 13 April 2019, in addition to meeting the requirements of the capacity for civil acts, professional ethics, qualifications and experience in accordance with current laws and regulations, an independent director of Techcombank's BOD must also meet the following criteria and conditions:

- Neither currently working for Techcombank or its subsidiaries, nor working for Techcombank or its subsidiaries in three (3) preceding years;
- Not receiving any remuneration and allowances from Techcombank other than the standard allowances for BOD members under existing regulations;
- Having no spouse, parent, child, or sibling being a major shareholder of Techcombank, manager or member of Supervisory Board of Techcombank or its subsidiaries;
- Neither directly nor indirectly owning or representing ownership of 1% or more of Techcombank's chartered capital or voting shares; together with his/her related persons not owning 5% or more of Techcombank's chartered capital or voting shares;
- Not being a manager or a member of Techcombank's Supervisory Board at any time in the five (5) preceding years.

The Independent Director of Techcombank has been a member of the Audit and Risk Committee, as assigned by the Board of Directors. In 2019, the Independent Director fully and actively attended relevant meetings of the Board and committees.

List of members of BOD with certificates on corporate governance

In 2019, members of Techcombank's BOD all participated in various programs on corporate governance topics.

➤ Activities of committees under BOD

Summary of Activities (From 01/01/2019 to 31/12/2019)				
Number of meetings	General Meeting of Shareholders	BOD	ARCO ¹	NORCO ²
	1	5	4	5
Key matters	<ul style="list-style-type: none"> • Business plan and performance • Vote for members of BOD and Supervisory Board for 2019–2024 • Orientation for activities of BOD and Supervisory Board for 2019–2024 • Modify and supplement documents and regulations on corporate governance under authority of the General Shareholders Meeting • Plan for charter capital increase in 2019 	<ul style="list-style-type: none"> • Update transformation strategy and program • Matters of corporate governance • Financial performance • Operational and Business Plan • Crucial programs for employees (based on NORCO consultation) 	<p>Risk management</p> <ul style="list-style-type: none"> • Risk management strategy, risk appetite and risk management indicators • Risk management policy and framework • Risk management culture <p>Audit</p> <ul style="list-style-type: none"> • Issues from internal and independent audits • Internal control system 	<p>HR</p> <ul style="list-style-type: none"> • Succession plan for senior levels • Regulations on recruitment, training and talent retention <p>Salary, benefit and compensation</p> <ul style="list-style-type: none"> • Salary, benefit and compensation policy framework • Crucial compensation programs for employees and employees' value

Notes:

¹ ARCO: Audit and Risk Committee.

² NORCO: Nomination and Remuneration Committee.

➤ Activities of committees under BOD (continued)

Audit and Risk Committee

The Audit and Risk Committee (ARCO) held four plenary meetings with a separate agenda for risk management and audit of the Bank, carrying out the task of advising and proposing to the BOD in audit, supervision and risk management. This was in accordance with regulations on organisation and operation of the ARCO.

ARCO Members	
Mr Ho Hung Anh – Chairman	ARCO Chairman
Mr Nguyen Dang Quang – First Vice Chairman	ARCO members
Mr Nguyen Thieu Quang – Vice Chairman	
Mr Nguyen Canh Son – Vice Chairman	
Mr Do Tuan Anh – Vice Chairman	
Mr Lee Boon Huat – Non-executive Director	
Mr Nguyen Nhan Nghia – Independent Director	



Risk management

ARCO reviewed and advised the BOD on risk appetite in 2019 and 2020, including the risk appetite statement and risk appetite orientation indicators.

ARCO proactively supervises risk management Bank-wide, monitoring compliance with regulations of laws, SBV, supervision of risk management policy, and risk appetite:

- Credit risk and credit concentration risk: (i) ARCO directs and supervises the units developing credit risk measurement models for corporate and individual customers; (ii) ARCO directs the classification and grouping of focused sectors/industries/segments/

sub-segments according to key economic sectors to ensure their true and special nature is covered, then orients the implementation, allocation and planning of business strategy for each customer segment, improving the efficiency of centralised risk management for such industries/sectors/segments/sub-segments.

- Operational and fraud risk management: ARCO adopts the operational risk and fraud risk management methodology, controlling and supervising the implementation of this methodology to minimise operational risks, fraud risks and to maintain daily operations at business units.

- Liquidity risk management: ARCO adopts the methodology of liquidity risk management and the transformation of centralised liquidity risk management in the Risk Management Division, ensuring compliance with the principle of three defence lines and centralised management of key risks to the Bank.

- ARCO closely monitors, supervises and directs in order to enhance the effectiveness of applicable provisions of the law and international standards. ARCO also advises the BOD in risk management for enterprises involved with Techcombank's capital by closely monitoring and directing the effective implementation of the interaction mechanism

between Techcombank and such businesses, which ensures alignment with the goal of mutual development and the general strategic direction of Techcombank and these businesses.

Audit

In 2019, ARCO reviewed, assessed and reported BOD important findings, recommendations of internal and independent audits, and oversaw and supported the CEO and BOM in enhancing the effectiveness of internal control systems.

➤ Activities of committees under BOD (continued)

Nomination and Remuneration Committee (NORCO)

In 2019, to achieve the goal of completing our strategic orientation towards people excellence by approaching employee centricity, NORCO organised five meetings, and advised and consulted the BOD on matters related to personnel, policies, remuneration, competitive incentive, talent acquisition, development and retention – ensuring high and sustainable performance that aims to realise the objective of being the #1 bank in Vietnam regarding efficiency and effectiveness.

NORCO Members

Mr Nguyen Nhan Nghia – Independent Director	NORCO Chairman
Mr Ho Hung Anh – BOD Chairman	NORCO Vice Chairman
Mr Nguyen Dang Quang – First Vice Chairman	NORCO members
Mr Nguyen Canh Son – Vice Chairman	
Mr Do Tuan Anh – Vice Chairman	

Talent recruitment and acquisition

NORCO reinforced orientation for senior-level staff recruitment. We identified recruitment positions, developed a recruitment plan for 20 senior-level positions and outsourced recruitment activities. We also developed an on boarding program for international candidates.

HR management, development and talent retention

NORCO continues to advise on regulations for recruiting, appointing, dismissing and mobilising senior-level staff to meet HR needs in the short and long term. NORCO suggests programs to build and develop succession staff in key talent segments of the Bank. NORCO also supported orientation for implementing the ESOP program in 2018 and 2019, building the LTIP, managing the HR transformation in Head Office Relocation project 2019–2020, and setting

up Employee Value Propositioning (EVP) for employees of the Transformation Program 2.0, all in parallel with good management of employees' expectations Bank-wide.

Salary, remuneration and compensation policy

NORCO maintains its role in consulting and directing market research relating to salary, remuneration and compensation; guiding their continuous review and adjustment, so these remain competitive. It allows us to encourage employees to express their spirit of self-development; continuously achieving outstanding results through the close link between salary, remuneration and compensation and employees' capacity, potential and performance. In order to increase the engagement, motivation and pride of Techcomers, NORCO actively reviews, improves and promotes market-leading incentive programs, to provide comprehensive care that meets the essential needs of employees.

➤ Introducing our Supervisory Board 2019–2024 Term



Mr Hoang Huy Trung

Head of Supervisory Board cum full-time member

Mr Hoang Huy Trung has many years' experience in the banking industry and has held various management positions at the State Bank of Vietnam and Techcombank. He has been the Head, and a full-time member, of Techcombank Supervisory Board since December 2012.

Mr Hoang Huy Trung graduated with a Master's degree in Economics, specialising in Banking, from the National Economics University in Hanoi, and a Bachelor in Economics, majoring in Banking and Finance, from the Academy of Finance.



Mr Mag Rec Soc Oec Romauch Hannes

Member

Mr Mag Rec Soc Oec Romauch Hannes has many years' experience in banking and finance, and has held many important management positions in financial institutions and large corporations. He has been a member of the Techcombank Supervisory Board since April 2012.

Mr Mag Rec Soc Oec Romauch Hannes holds a Master's degree in Business Administration, majoring in Finance, Banking and Marketing, from Klagenfurt University, Austria.



Ms Bui Thi Hong Mai

Full-time member

Ms Bui Thi Hong Mai has many years' experience in accounting and finance. From April 2010 to April 2019, she was a member in charge of the Techcombank Supervisory Board. She has been a full-time member of the Techcombank Supervisory Board since 13 April 2019.

Ms Bui Thi Hong Mai holds a Bachelor's degree in Accounting and Finance.

Supervisory Board's activities

Information about the Supervisory Board

Information on shareholders' ownership of Techcombank's voting shares and other securities

No.	Name	Position	Number of Techcombank shares	% shareholding
1	Mr Hoang Huy Trung	Head of Supervisory Board cum full-time member	57,504	0.0016%
2	Ms Bui Thi Hong Mai	Full-time member	48	0.000001%
3	Mr Mag Rec Soc Oec Romauch Hannes	Member	0	0.0000%

Percentage of shareholding was updated at 31/12/2019.

Supervisory Board's activities

Supervision activities of the Supervisory Board for the Board of Directors, Board of Management and shareholders

- Monitor compliance with legal regulations and Techcombank's Charter in governance and management activities of the Bank
- Perform the internal audit function, providing direction and administration and monitoring the operation of the Internal Audit function to objectively review and assess the internal control system
- Appraise the Bank's semi-annual and annual financial statements
- Perform inspection and monitoring (if any) at the request of the State Bank of Vietnam and/ or major shareholders/ group of major shareholders in accordance with the law and the Bank's Charter

Coordination of activities of the Supervisory Board, the Board of Directors and Board of Management and other management

- Based on internal audit results, the Supervisory Board and Internal Audit team have informed, in a timely way, and worked with the Board of Directors, CEO and other members of the Board of Management to make decisions, and strictly address the divisions/units to prevent, promptly detect and resolve issues in operations – contributing to improved efficiency and enhanced capacity of the internal control system, regulations, processes, risk management and governance capacity of the organisation.
- The Board of Directors and Board of Management have proactively remediated existing issues as recommended by the Supervisory Board and Internal Audit; while at the same time providing timely supports to the Supervisory Board during the execution of its responsibilities.

As of 1 January 2019, Techcombank's Supervisory Board has four members, including two full-time members and two part-time members. Since 13 April 2019, the number of Supervisory Board members voted for 2019–2024 term is three members, comprising two full-time members and one part-time member. Meeting attendance of the Supervisory Board members in 2019 is as follows:

Supervisory Board's meetings in 2019

No.	Name	Position	Date became a member	No. of meetings attended	Attendance rate	Notes
1	Mr Hoang Huy Trung	Head of Supervisory Board cum full-time member	13/04/2019	4	100%	
2	Ms Bui Thi Hong Mai	Full-time member	13/04/2019	4	100%	
3	Mr Mag Rec Soc Oec Romauch Hannes	Member	13/04/2019	4	100%	
4	Mrs Nguyen Thu Hien	Member	19/04/2014–13/04/2019	1	100%	Term ended 13/04/2019

Results of the Supervisory Board's meetings

No.	Document no.	Issued date	Main content
1	Meeting minutes Quarter 1/2019	20/03/2019	<ul style="list-style-type: none"> • Review and approve audit plan execution results in quarter 1/2019; • Update some of the Bank's safety ratios as at 31/12/2018, financial status of the Bank till end of 28/02/2019 and draft audit report of financial statements 2018 prepared by independent auditors; • Review draft reports of the Board of Directors, Supervisory Board, and other material at the Annual General Shareholders' Meeting 2019.
2	Meeting minutes Quarter 2/2019	20/06/2019	<ul style="list-style-type: none"> • Review and approve audit plan execution results in quarter 2/2019; • Update loan balance to related parties; • Update some safety ratios in the Bank's operation as at 31/5/2019; • Review and amend some documents regarding the operation of Internal Audit in order for early application of Circular 41 "Basel II" approved by the SBV.
3	Meeting minutes Quarter 3/2019	26/09/2019	<ul style="list-style-type: none"> • Review and approve audit plan execution results in quarter 3/2019; • Update loan balance to related parties; • Update some safety ratios in the Bank's operation as at 31/8/2019; • Report on the adjustment of the internal audit plan 2019.
4	Meeting minutes Quarter 4/2019	12/12/2019	<ul style="list-style-type: none"> • Review and approve: <ul style="list-style-type: none"> Audit plan execution results in quarter 4/2019; + Consolidated Internal Audit report for 2019 and; + Internal Audit Plan for 2020; + Draft an amendment of audit and supervising procedure for the execution of internal audit's recommendations. • Update some safety ratios in the Bank's operation and status on credit granting to customers under the approval authority of the Board of Directors as at 31/10/2019.

➤ Introducing our Board of Management



Mr Nguyen Le Quoc Anh

CEO

Mr Nguyen Le Quoc Anh was appointed Chief Executive Officer of Techcombank in September 2016. Prior to this, he was the Head of the Strategy and Corporate Development Division of Techcombank from May 2015, and Deputy Chief Executive Officer from January 2016. He has more than 25 years' experience, including holding a variety of senior management positions in banking, financial services, telecommunication and management consulting firms including Wells Fargo, Fortress Investment Group, T-Mobile, and McKinsey & Company.

He holds a PhD in Nuclear Engineering from Purdue University (US) and a Master's Degree in Econometrics from University of California, East Bay (US).



Mr Do Tuan Anh

**Vice Chairman of Board of Directors
cum Deputy CEO and Head of Corporate Affairs**

Mr Do Tuan Anh has served as a member of the Board of Directors since December 2012 and became Vice Chairman of the Board of Directors and Deputy CEO of Techcombank in June 2015. He has 22 years' experience in banking. Previously, he was Unit Deputy Head of the International Cooperation Department, Department Head of the Banking Supervision Agency at the State Bank of Vietnam, Senior Assistant to the Board of Directors, and Head of the Strategy and Corporate Development Division. In September 2019, he was appointed Techcombank's Head of Corporate Affairs.

He holds a Master's Degree in Wealth Management from Singapore Management University (Singapore).



Mr Pham Quang Thang

Deputy CEO cum Transformation Director

Mr Pham Quang Thang was appointed Deputy Chief Executive Officer in January 2014. He has more than 20 years' experience in banking, including several senior positions such as Chief Accountant, Head of Treasury and Transactions Management Center, Deputy Chief Executive Officer in charge of Finance, Planning and Strategy, Head of the Commercial Banking Division, and Head of the Credit Approval Division. In September 2019, he was appointed as Transformation Director in Techcombank.

He holds a Master's degree in International Accounting from Swinburne Technology University (Australia).



Mr Phan Thanh Son

**Deputy CEO
cum Head of Global Transaction Services**

Mr Phan Thanh Son was appointed Deputy Chief Executive Officer in August 2019. Prior to this, he was Head of Treasury and Financial Markets Division, from January 2011. He has more than 20 years' experience in local financial markets and played an important role in developing local fixed income markets. He was the Deputy Chief Executive Officer at TienPhong Bank and has held various positions in Global Markets Divisions at Standard Chartered Bank (Vietnam), Citibank (Vietnam), and Citigroup Global Markets Ltd (Hong Kong). In September 2019, he was appointed Head of Global Transaction Services.

He holds a Master's degree in Economics from the National Economics University, Hanoi (Vietnam).

➤ Introducing our Board of Management (continued)



Mr Phung Quang Hung

Standing Deputy Chief Executive Office cum Managing Director and Head of Customer Service and Financial Advisory Division

Mr Phung Quang Hung was appointed Head of Customer Services and Financial Advisory in November 2014. Prior to this, he was Techcombank's Chief Technology and Operations Officer from September 2010. He has more than 20 years' management experience at international banks, including previous positions as Head of IT and Operations at ABN AMRO (Vietnam) and Business Partner at National Australia Bank (London).

He holds a Master's degree in International Business from Washington State University (US).



Ms Tran Thi Minh Lan

Head of Strategy and Corporate Development cum Chief of Staff

Ms Tran Thi Minh Lan was appointed Head of Strategy and Corporate Development in August 2017. Before this, she was Techcombank's Deputy Head of Strategy and Corporate Development, and Head of the Transformation Program since December 2015, which is responsible for building and implementing the Bank's overall strategy. She has more than 15 years' experience in banking strategy and risk management, and has held several senior positions including Deputy Head of the Risk Management Division at Techcombank.

She graduated from the Executive Development Program at the Wharton School, University of Pennsylvania (US) and holds a Master's degree in Financial and Accounting Management from the University of Berlin (Germany).



Mr Trinh Bang

Chief Financial Officer

Mr Trinh Bang was appointed Chief Financial Officer in January 2018. He has more than 23 years' global banking and finance experience including 18 years with Morgan Stanley in New York and Singapore, most recently as Senior Advisor and Managing Director/Country Head for Vietnam and the Philippines.

He holds a Bachelor's degree in Systems Engineering from the University of Virginia (US).



Ms Phan Thi Thanh Binh

Head of Wholesale Banking

Ms Phan Thi Thanh Binh was appointed Transformation Director of Wholesale Banking in July 2017. She has more than 20 years' experience with ANZ in various positions, including Head of Markets, Vietnam, acting CEO of ANZ (Vietnam), Member of the Board of Directors at ANZ (Vietnam, Cambodia, and Laos) and Chairwoman of ANZ (Laos).

She holds a Master's degree from University Libre de Bruxelles (Belgium).

➤ Introducing our Board of Management (continued)



Mr Vishal Shah

Head of Business Banking

Mr Vishal Shah has more than 20 years' experience at leading companies with strong expertise in commercial banking, retail banking and financial advisory services. He has held key leadership positions at Standard Chartered Bank in Singapore, India, and the UAE. He has also held advisory roles at Ernst & Young and KPMG.

He holds a Bachelor's degree in Commerce from HR College of Commerce and Economics, Mumbai University (India). He is a qualified Chartered Accountant (ACA) and Cost and Works Accountancy (Grad CWA).



Ms Le Thi Bich Phuong

Head of Personal Financial Services

Ms Le Thi Bich Phuong was appointed Techcombank's interim Head of Personal Financial Services in September 2015 and officially made Head of Personal Financial Services in June 2016. She has more than 15 years' experience in banking, holding executive sales and distribution positions including Head of Area, Head of Region, and Head of Sales and Distribution for the South of Vietnam.

She holds a Bachelor's degree in Economics and International Business from the Hanoi University of Social and Human Sciences (Vietnam).



Mr Nguyen Xuan Minh

Head of Investment Banking

Mr Nguyen Xuan Minh was appointed Head of Investment Banking Division and Chairman of the Board of Directors of Techcom Securities Company Limited in October 2013. He has more than 20 years' experience in fund management and investment banking, and held previous positions such as CEO of Vietnam Asset Management Ltd (VAM) and Senior Vice President of Franklin Templeton Investments in Singapore.

He holds a Master's degree in Applied Finance and Investment from Securities Institute of Australia (FINSIA), and an Masters in Science, Oil and Gas - Mechanical Engineering, from Gubkin Russian State University of Oil and Gas (Russia). He is a CFA Charter holder.



Mr Chester Gorski

Chief Technology Operation Officer

Mr Chester Gorski was appointed Chief Technology Operation Officer in February 2016. He has more than 25 years' experience, including senior leadership roles in banking, insurance and financial services firms such as Wells Fargo and Wachovia and Aon, as well as consulting firms including PwC and McKinsey & Company

He holds an MBA from the University of Chicago (US).

➤ Introducing our Board of Management (continued)



Ms Nguyen Thi Van Anh

Head of Marketing

Ms Nguyen Thi Van Anh joined Techcombank in November 2014. She was appointed Techcombank's interim Head of Marketing in November 2015 and officially made Head of Marketing in June 2016. Prior to joining Techcombank, she had more than 20 years' experience as Head of Brand and Head of Marketing at major national and multi-national companies including Vingroup, British Petroleum, and British American Tobacco (BAT).

She holds an MBA from University of Westminster (UK) and a Master's degree in Marketing from Swinburne University of Technology (Australia).



Mr Kenneth Keeslir

Deputy Head in charge of Risk Management

Mr Kenneth Keeslir was appointed as Deputy Head of Risk Management in January 2017 and Deputy Head in charge of Risk Management in April 2019. He has over 15 years' experience as a risk manager at HSBC and Prudential. Prior to joining Techcombank, he held the position of Head of Business Transformation, Director of Security Risk and Fraud Risk, and Director of Global Analysis Center at HSBC Vietnam and HSBC Shanghai.

He holds a Master of Science degree in Information Systems from the New Jersey Institute of Technology (US).



Ms Nguyen Ngoc Due

Deputy Head in charge of Human Resource Management

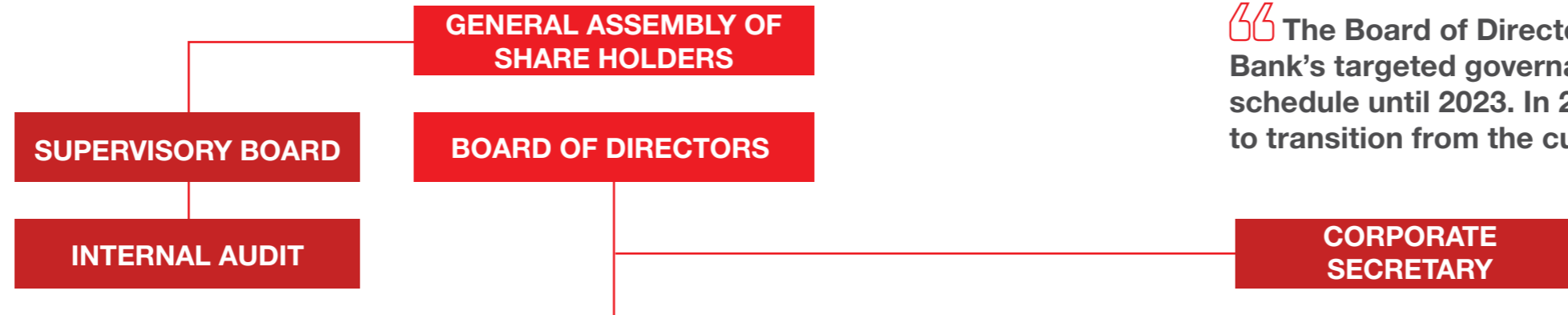
Ms Nguyen Ngoc Due joined Techcombank in May 2010, and has spent nearly four years as Deputy Head of Human Resource Management. She has over 25 years' banking experience. She has held various management positions in Citibank's professional operations, and various management positions in human resource management with Techcombank including Director of Data and Resources Management; Director of Human Resources Business Partners, Deputy Head of Human Resources Management, and Deputy Head in charge of Human Resources Management Division.

She graduated from Hanoi University of Foreign Studies.

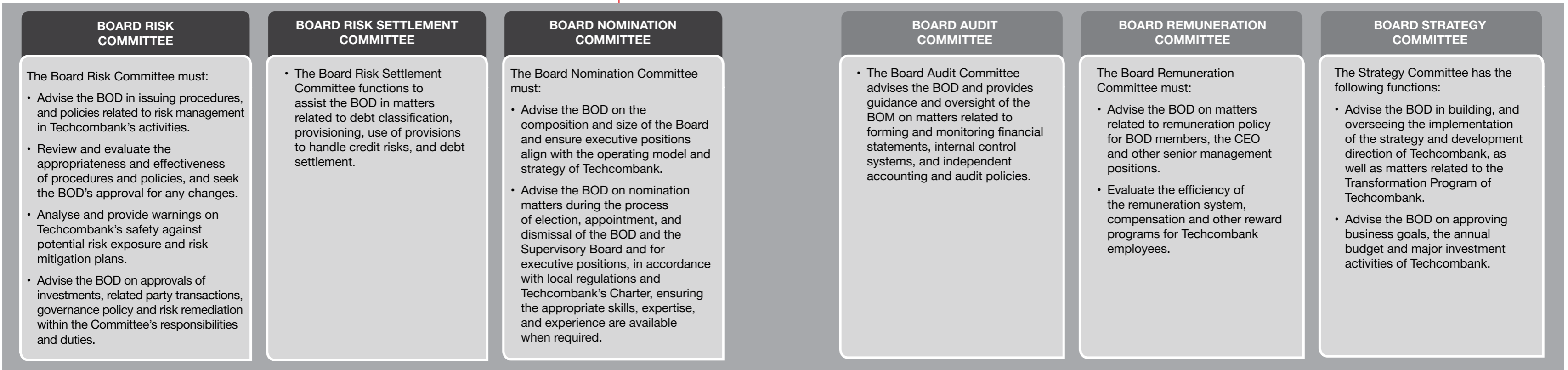
“ The Board of Management will work tirelessly to increase operational effectiveness in key areas of the Bank, optimising our organisation's resources to bring about the most comprehensive and reliable customer service. ”

Corporate Governance Model

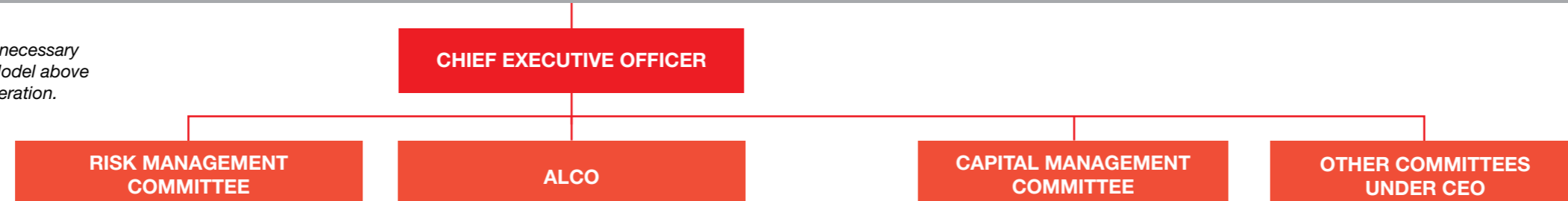
Techcombank's 2023 targeted Corporate Governance Model



“ The Board of Directors of Techcombank has approved the Bank’s targeted governance model, detailing the implementation schedule until 2023. In 2019, the Bank undertook specific activities to transition from the current model to the target model. ”



Recently Techcombank has been implementing the necessary initiatives to transform the Corporate Governance Model above into a practical actions in the Bank’s governance operation.



Note

■ Committees under BOD in compliance with regulatory requirements.

■ Committees under BOD.

Transactions, remuneration and benefits of the Board of Directors, the Board of Management and the Supervisory Board

Information on internal shareholders' ownership of Techcombank shares as at 31 December 2019

No.	Name	Position	Number of Techcombank shares	% shareholding
Board of Directors				
1	Mr Ho Hung Anh	Chairman	39,309,579	1.1231%
2	Mr Nguyen Dang Quang	First Vice Chairman	9,403,176	0.2687%
3	Mr Nguyen Thieu Quang	Vice Chairman	30,256,431	0.8644%
4	Mr Nguyen Canh Son	Vice Chairman	17,954,979	0.5130%
5	Mr Do Tuan Anh	Vice Chairman cum Deputy CEO	1,087,542	0.0311%
6	Mr Lee Boon Huat	Board Director	0	0.0000%
7	Mr Saurabh Narayan Agarwal	Board Director	0	0.0000%
8	Mr Nguyen Nhan Nghia	Board Independent Director	259,963	0.0074%
Supervisory Board				
1	Mr Hoang Huy Trung	Head of Supervisory Board cum full-time member	57,504	0.0016%
2	Ms Bui Thi Hong Mai	Full-time member	48	0.000001%
3	Mr Mag Rec Soc Oec Romauch Hannes	Member	0	0.0000%
Executive members				
1	Mr Nguyen Le Quoc Anh	CEO	6,100,000	0.1743%
2	Mr Do Tuan Anh	Vice Chairman cum Deputy CEO	1,087,542	0.0311%
3	Mr Pham Quang Thang	Deputy CEO	875,222	0.0250%
4	Mr Phan Thanh Son	Deputy CEO	2,331,873	0.0666%
5	Mr Trinh Bang	Group CFO	6,000,000	0.1714%
6	Ms Thai Ha Linh	Head of Accounting, Financial policy and Tax cum Person authorised to disclose information	993,097	0.0284%
7	Ms Bui Thi Khanh Van	Chief Accountant	8,870	0.0003%

As of 31/12/2019.



Share transactions by internal shareholders and related parties

In 2019, the number of transactions and volume of Techcombank shares traded by internal shareholders were as follows:

	Transactions	Transaction volume
Buy	6	551,460
Sell	1	100,000
Total	7	651,460

In 2019, the number of transactions and volume of Techcombank shares traded by internal shareholders' related parties were as follows:

	Transactions	Transaction volume
Buy	3	99,780
Sell	1	5,000
Total	4	104,780

Detailed information on the transactions by internal shareholders and their related parties are provided on Techcombank's website.

Transactions, remuneration and benefits of the Board of Directors, the Board of Management and the Supervisory Board (continued)

Salary, rewards, remuneration and other benefits and expenses for each member of the Board of Directors, the Supervisory Board and the CEO

Salary, rewards, remuneration and other benefits and expenses for members of the Board of Directors in office 2019–2024

No.	Member of BOD	Position	Salary/rewards/remuneration and other benefits
1	Mr Ho Hung Anh	Chairman	Refer to the 2019 Consolidated Financial Statement – Footnote no. 39 on ‘Transactions with related parties’
2	Mr Nguyen Dang Quang	First Vice Chairman	
3	Mr Nguyen Thieu Quang	Vice Chairman	
4	Mr Nguyen Canh Son	Vice Chairman	
5	Mr Do Tuan Anh	Vice Chairman cum Deputy CEO	
6	Mr Lee Boon Huat	Board Director	
7	Mr Saurabh Narayan Agarwal	Board Director	
8	Mr Nguyen Nhan Nghia	Board Independent Director	

Salary, rewards, remuneration and other benefits and expenses for members of the Supervisory Board in office 2019–2024

No.	Member of Supervisory Board	Position	Salary/rewards/remuneration and other benefits
1	Mr Hoang Huy Trung	Head of Supervisory Board cum full-time member	Refer to the 2019 Consolidated Financial Statement – Footnote no. 39 on ‘Transactions with related parties’
2	Ms Bui Thi Hong Mai	Full-time member	
3	Mr Mag Rec Soc Oec Romauch Hannes	Member	

Salary, rewards, remuneration and other benefits and expenses for the CEO

No.	Full name	Position	Salary/rewards/remuneration and other benefits
1	Mr Nguyen Le Quoc Anh	CEO	Refer to the 2019 Consolidated Financial Statement – Footnote no. 39 on ‘Transactions with related parties’

Contracts or transactions with internal shareholders

Refer to the 2019 Consolidated Financial Statement – Footnote no. 39 on ‘Transactions with related parties’

Report on performance of corporate governance regulations

In 2019, Techcombank maintained compliance with all applicable regulations and guidelines on corporate governance issued by state management agencies. At the same time, the Bank implemented new regulations enacted or taking effect in 2019 to ensure our governance–management framework complied with upcoming applicable laws. The laws and guidelines applied by the Bank include:

- **Circular No. 155/2015/TT-BTC** on guiding information announcements in the securities market
- **Decree No. 71/2017/ND-CP** on guiding corporate governance applied to public companies
- **Circular No. 95/2017/TT-BTC** on guiding Articles of Decree No. 71/2017/ND-CP
- **Circular No. 13/2018/TT-NHNN** on internal control systems of commercial joint-stock banks, foreign bank branches, and other relevant regulations
- **Circular No. 22/2019/TT-NHNN** regulating safety adequacy ratios and limits in the operations of banks and foreign bank branches
- **Code of Best Practices-based Corporate Governance** issued in August 2019 by State Securities Commission and International Finance Corporation (IFC).

The Bank implemented and submitted our adjustment of internal regulations to the General Meeting of Shareholders for approval on amending the Bank’s Charter, the Regulation on

organisation and operation of the Board of Directors and the Supervisory Board, and the Bank’s Internal Management Regulation.

This will help us better meet supervision requirements for senior management, ensure independence and clearly define responsibilities among authorities in the Bank’s governance mechanism as per Circular No. 13/2018/TT-NHNN effective 1 January 2019. Techcombank also adjusted our **governance structure and components** of Committees **operating in debt handling and credit approval** to comply with **Circular No.22/2019/TT-NHNN**, effective 1 January 2020, ensuring transparency and independence in debt handling and credit approval.

At management level, the Bank established committees in accordance with **Circular No.13/2018/TT-NHNN**, effective from 1 January 2019, and Techcombank strengthened its governance mechanism by establishing several new committees directly under the CEO to better supervise and manage the Bank’s key issues as we develop.

In the past year, Techcombank actively researched, then applied, best practices on corporate governance in the region and the world, including the **Best practices-based Corporate Governance Code** issued in August 2019 by the State Securities Commission and IFC. In particular, the Bank appointed a Chief of the Board of Directors’ Office to perform the roles and functions of Corporate Secretary as stipulated in the Corporate Governance Code, and according to the management practices of advanced banks in the region.