SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK (SeABank)
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No. 816/2024/HD-SeABank *Hanoi, 20 September 2024*

GUIDELINES

Re: Self-nomination and nomination of candidates for additional election of members of the Supervisory Board of SeABank for the 2023–2028 term

_To:_ VALUED SHAREHOLDERS OF SEABANK

Based on relevant legal regulations, the Charter of SeABank, Internal Regulations on Corporate Governance, Regulations on organization and operation of the Board of Directors (BOD), and the Supervisory Board (SB), SeABank hereby provides guidance on nomination and self-nomination of candidates for additional election of SB members for the 2023–2028 term as follows:

A. STANDARDS AND CONDITIONS FOR SB MEMBERS (2023–2028 TERM)

1. Candidates must not fall into the following cases:

a) Minors; persons with difficulties in cognition or behavioral control; persons with limited or lost civil act capacity;

b) Persons currently being prosecuted for criminal liability or serving imprisonment sentences; persons subject to administrative handling measures at compulsory detoxification establishments or compulsory education institutions; persons prohibited by a court from holding positions, practicing a profession, or performing certain jobs;

c) Persons who have been convicted of serious crimes or more serious offenses;

d) Persons who have been convicted of property infringement crimes and whose criminal records have not been expunged;

e) Officials, civil servants, public employees, or managers at division level or higher in enterprises in which the State holds 50% or more of the charter capital, except those appointed as representatives to manage the State's or such enterprises' capital contribution in a credit institution, or those assigned, designated, or appointed to participate in the management, administration, or supervision of a credit institution in accordance with assigned duties;

f) Commissioned officers, non-commissioned officers, professional soldiers, workers, and defense personnel in agencies or units of the Vietnam People's Army; commissioned officers, professional non-commissioned officers, and police workers in agencies or units of the People's Public Security, except those appointed as representatives to manage the State's or enterprises' capital contribution (where the State holds 50% or more of charter capital) in a credit institution;

g) Persons who do not satisfy the standards on professional ethics, managerial capacity, and professional qualifications as prescribed by the State Bank of Vietnam;

h) Persons who are not permitted to participate in the management or administration of enterprises or cooperatives in accordance with the laws on officials, civil servants, public employees, and anti-corruption laws;

i) Persons who have previously been private enterprise owners, general partners of partnerships, General Directors (Directors), members of the Board of Directors, members of the Members' Council, controllers, or members of the Supervisory Board of an enterprise, or members of the Board of Directors and General Directors (Directors) of a cooperative at the time such enterprise or cooperative was declared bankrupt, except in cases where they were assigned, designated, or appointed to participate in the management, administration, or supervision of an enterprise or cooperative that is a credit institution declared bankrupt in accordance with assigned duties;

j) Persons who have previously been suspended from holding the positions of Chairman or other members of the Board of Directors; Chairman or other members of the Members' Council; Head or other members of the Supervisory Board; General Director (Director) of a credit institution in accordance with Article 47 of the 2024 Law on Credit Institutions, or who have been determined by competent authorities to have committed violations leading to the revocation of a credit institution's License;

k) Related persons of members of the Board of Directors or the General Director of SeABank, except as provided in Clause 3, Article 69 of the 2024 Law on Credit Institutions;

l) Persons who bear responsibility under inspection conclusions leading to a credit institution or a foreign bank branch being subject to administrative sanctions in the monetary and banking sector at the highest fine bracket for violations relating to licensing, governance, administration, shares, shareholding, capital contribution, share acquisition, credit extension, purchase of corporate bonds, and prudential ratios in accordance with the law on handling administrative violations in the monetary and banking sector.

m) Persons working in the accounting or finance departments of SeABank;

n) Persons who are members or employees of an independent auditing firm that has audited SeABank's financial statements within the preceding three consecutive years.

2. Professional ethics as prescribed by the Governor of the State Bank of Vietnam, specifically as follows:

a) Candidates must not fall into the following cases:

(i) Persons who bear responsibility under inspection or examination conclusions leading to a credit institution or a foreign bank branch being subject to administrative sanctions in the monetary and banking sector at the highest fine bracket for violations relating to licensing, governance, administration, shares, shareholding, capital contribution, acquisition of shares, credit granting, purchase of corporate bonds, and prudential ratios in accordance with the laws on handling administrative violations in the monetary and banking sector;

(ii) Persons named in inspection or examination conclusions as having responsibility leading to a credit institution or a foreign bank branch being subject to administrative sanctions in the monetary and banking sector, within a period of 06 months from the date of issuance of a warning decision, or 01 year from the date of full implementation of another administrative penalty decision, or 01 year from the date of expiry of the statute of limitations for execution of the administrative sanction decision;

(iii) Persons who have been administratively sanctioned for violations in the monetary and banking sector within a period of 06 months from the date of issuance of a warning decision, or 01 year from the date of full implementation of another administrative penalty decision, or 01 year from the date of expiry of the statute of limitations for execution of the administrative sanction decision;

(iv) Persons who bear personal responsibility for violations related to licensing, governance, administration, shares, shareholding, capital contribution, acquisition of shares, credit extension, purchase of corporate bonds, prudential ratios, asset classification, off-balance sheet commitments, and provisioning and use of reserves for risk handling as prescribed by law, as stated in inspection, examination, or audit conclusions, where the recommendations related to such violations have not yet been assessed by competent authorities as having been fully remedied or rectified.

b) Complying with the regulations on professional ethics rules and standards issued by SeABank.

3. Holding a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, or auditing;

4. Having at least three (03) years of direct working experience in finance, banking, accounting, or auditing;

5. Not being a related person of a manager of SeABank;

6. Not concurrently holding any of the following positions, except in cases where the person is a manager, executive, or employee of a credit institution under compulsory transfer in accordance with an approved compulsory transfer plan:

   a) Managers or executives of SeABank, other credit institutions, or other enterprises; employees of SeABank or its subsidiaries;

   b) Employees of an enterprise in which a member of the Board of Directors of SeABank serves as a member of the Board of Directors, an executive, or a major shareholder of such enterprise.

7. The Head of the Supervisory Board must reside in Vietnam during his/her term of office.

8. Other conditions and standards as prescribed by relevant laws.

B. REGULATIONS ON SELF-NOMINATION AND NOMINATION

I. Shareholders/groups of shareholders (according to the shareholder list finalized on September 16, 2024) owning 10% or more of the total ordinary shares shall have the right to nominate candidates for election to the Supervisory Board of SeABank for the 2023–2028 term. Shareholders forming a group to nominate candidates to the Supervisory Board must notify and carry out the procedures for group meetings in accordance with the notice of the Board of Directors and must inform shareholders attending the General Meeting of Shareholders prior to its opening. Unless otherwise decided by the Board of Directors, the number of candidates that such groups are entitled to nominate shall be determined as follows:

1. A shareholder or group of shareholders holding from 10% to under 20% of the total voting shares may nominate a maximum of one (01) candidate;

2. A shareholder or group of shareholders holding from 20% to under 30% of the total voting shares may nominate a maximum of two (02) candidates;

3. A shareholder or group of shareholders holding from 30% to under 40% of the total voting shares may nominate a maximum of three (03) candidates;

4. A shareholder or group of shareholders holding from 40% to under 50% of the total voting shares may nominate a maximum of four (04) candidates;
5. A shareholder or group of shareholders holding from 50% to under 60% of the total voting shares may nominate a maximum of five (05) candidates;
6. A shareholder or group of shareholders holding from 60% to under 70% of the total voting shares may nominate a maximum of six (06) candidates;
7. A shareholder or group of shareholders holding from 70% to under 80% of the total voting shares may nominate a maximum of seven (07) candidates;
8. A shareholder or group of shareholders holding from 80% to under 90% of the total voting shares may nominate a maximum of eight (08) candidates..

II. In the event that the number of candidates nominated by shareholders or groups of shareholders is insufficient, the Board of Directors and the incumbent Supervisory Board may propose additional candidates or organize the nomination of the remaining candidates in accordance with the order, procedures, and conditions prescribed by the Board of Directors. The introduction of additional candidates by the Board of Directors or the Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting on the additional election of members of the Supervisory Board for the 2023–2028 term in accordance with the law.

C. Procedures and Dossiers for Nomination and Self-Nomination

I. List of Required Documents for Nomination and Self-Nomination

1. Application for self-nomination or nomination to the position of Supervisory Board member for the 2023–2028 term, including a commitment that the candidate meets all standards and conditions as prescribed by law and the SeABank Charter, along with the candidate's declaration on the truthfulness and accuracy of the personal information provided, and a commitment to perform duties honestly, prudently, and in the best interests of SeABank if elected as a Supervisory Board member: To be completed in accordance with Appendix No. 01 attached;
2. Notarized or certified copy of the Citizen Identification Card/Identity Card or Passport;
3. Curriculum vitae (CV) of the candidate: To be completed in accordance with Appendix No. 02 attached;
4. Judicial record (criminal record certificate) of the candidate:
   a) For candidates expected to hold Vietnamese nationality: A judicial record certificate issued by the authority managing the judicial records database, which must include full information on criminal record status (including both expunged and unexpunged convictions) and information on any prohibition from holding positions, establishing, or managing enterprises or cooperatives;
   b) For candidates expected not to hold Vietnamese nationality: A judicial record certificate or an equivalent document (containing full information on criminal record status and any prohibition from holding positions, establishing, or managing enterprises or cooperatives) must be issued by a competent authority of Vietnam or of a foreign country in accordance with regulations.
   c) In cases where the judicial record certificate or equivalent document issued by a competent foreign authority does not include information regarding any prohibition from holding positions or from establishing or managing enterprises or cooperatives, the nominating shareholder or group of shareholders must provide a written explanation confirming that the issuing country does not have a competent authority that provides such information, and must undertake legal

responsibility for confirming that the proposed candidate does not fall under the cases prohibited from holding positions as prescribed by the Law on Credit Institutions;

d) The judicial record certificate or equivalent document specified in Points (a) and (b) of this clause must be issued by a competent authority no more than 03 months prior to the date of dossier submission.

5. Declaration of related persons: To be completed in accordance with Appendix No. 03 attached;

6. Notarized or certified copies of diplomas and certificates evidencing the candidate's professional qualifications, in which diplomas of candidates holding Vietnamese nationality issued by foreign educational institutions must be recognized by the Ministry of Education and Training in accordance with relevant legal regulations;

7. Documents evidencing compliance with the requirement of "having at least 03 years of direct working experience in finance, banking, accounting, or auditing" for candidates proposed for the position of Supervisory Board member of a credit institution: A written confirmation from the authorized representative of the organization where the candidate has worked or is currently working, certifying that the candidate has directly worked in finance, banking, accounting, or auditing and specifying the duration of such work; or copies of documents evidencing the candidate's field of work and the period during which the candidate held positions in this field.

8. Documents evidencing compliance with the requirement of "*having good professional ethics*":

   a) The content of the candidate's self-assessment and commitment confirming that the candidate meets the requirement of "*having good professional ethics*" as set out in Appendix No. 01 attached;

   b) An assessment letter issued by the credit institution or foreign bank branch where the candidate has previously worked, in accordance with the template in Appendix No. 04 attached.

   In cases where the proposed candidate has worked at foreign credit institutions that do not provide an assessment and confirmation of the candidate's "good professional ethics," the Owner (for wholly foreign-owned banks), the Parent Bank (for foreign bank branches), or the foreign capital-contributing member (for credit institutions organized as a multi-member limited liability company) submitting the dossier to the State Bank for approval of the proposed candidate must provide a written commitment confirming that the proposed candidate meets the requirement of "having good professional ethics," in accordance with the template in Appendix No. 05 attached.

9. Other documents evidencing compliance with the requirements for being a Supervisory Board member for the 2023–2028 term, in accordance with relevant laws and the requirements of competent state authorities.

II. Principles for Preparing Nomination and Self-Nomination Dossiers

The candidate's dossier must be prepared in compliance with the following principles:

1. The dossier must be prepared in Vietnamese. In cases where documents are issued, notarized, or certified by competent foreign authorities or organizations, they must be consularly legalized in accordance with Vietnamese law (unless exempt from consular legalization under applicable regulations) and translated into Vietnamese;

2. Translations from foreign languages into Vietnamese must be notarized or the translator's signature must be certified in accordance with the law;
3. Copies of documents and materials of the proposed candidate must be either copies from the original register or certified true copies from the originals in accordance with the law;
4. Documents prepared by the proposed candidate must have their signatures certified in accordance with the law;
5. Nominated or self-nominated candidates shall be legally responsible for the completeness, accuracy, and truthfulness of the dossier.

III. Procedures and Process for Nomination and Self-Nomination

1. The candidate shall submit 04 (four) sets of the dossier to the Office of the Board of Directors, 5th Floor, BRG Building, No. 198 Tran Quang Khai Street, Ly Thai To Ward, Hoan Kiem District, Hanoi.
2. Deadline for receipt of dossiers: no later than 17:00 on October 3, 2024. Candidates are encouraged to submit their dossiers to SeABank as early as possible to allow SeABank to review and assess compliance with legal standards and conditions.
3. Based on the collected nominations and self-nominations, SeABank's Board of Directors will appraise the candidates' qualifications and eligibility in accordance with applicable laws and SeABank's regulations, and prepare a list and dossiers of proposed candidates. In cases where candidates do not meet the required standards and conditions, the Board of Directors and the Supervisory Board will nominate additional candidates for the respective positions. The list of eligible candidates will be submitted to the State Bank of Vietnam (SBV) for review and approval before being presented to the General Meeting of Shareholders for election as Supervisory Board members for the 2023–2028 term.
4. These guidelines, appendices, and accompanying documents are published by SeABank on its website at www.seabank.com.vn for shareholders' reference and use.
5. For further inquiries, please contact: Office of the Board of Directors, 5th Floor, BRG Building, No. 198 Tran Quang Khai Street, Ly Thai To Ward, Hoan Kiem District, Hanoi. Tel: (024) 3944 8688 (extensions: 5016 / 6223).

SeABank hereby respectfully announces!

Recipients:
- As above;
- BOD, SB (for reporting);
- PR (for website publication);
- Filed at BODO.

SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK
CHAIRMAN OF THE BOARD OF DIRECTORS

(signed)

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