

GUIDANCE

Re: Nomination and candidacy for supplementary/replacement election of Board of Directors members and Board of Supervisors members of SeABank for the 2023-2028 term

Dear: ALL SEABANK SHAREHOLDERS

Pursuant to the relevant provisions of law, SeABank's Charter, SeABank's internal regulations on the organization and operation of the Board of Directors ("BOD") and Board of Supervisors ("BOS"), SeABank hereby provides Shareholders with guidance on the nomination and candidacy for the supplementary/replacement election of BOD and BOS members for the 2023-2028 term, as follows:

A. ELIGIBILITY CRITERIA AND CONDITIONS FOR BOD MEMBERS FOR THE 2023-2028 TERM

I. ELIGIBILITY CRITERIA AND CONDITIONS FOR BOD MEMBERS FOR THE 2023-2028 TERM

1. Does not fall under any of the following circumstances:
 - a) Is a minor; or is a person with limited or lost civil legal capacity;
 - b) Is subject to criminal prosecution or has been sentenced for a crime and the conviction has not been expunged;
 - c) Has been convicted of a serious crime or above and the conviction has not been expunged;
 - d) Has been convicted of a crime involving violation of regulations on banking activities and money-related offenses and the conviction has not been expunged;
 - e) Is a cadre or civil servant as defined by applicable law on cadres and civil servants, or an official or employee working at an enterprise in which the State holds 50% or more of the charter capital;
 - f) Is a full-time officer, professional officer, warrant officer, military technician serving in a unit of the Vietnam People's Army; or a full-time officer, non-commissioned officer serving in a unit of the Vietnam People's Police;
 - g) Fails to meet the standards on professional ethics, managerial competence, and professional qualifications as required by the State Bank of Vietnam ("SBV");
 - h) Is a subject prohibited from participating in the management, administration, and operation of credit institutions under applicable law on anti-corruption and bribery;
 - i) Has been the owner of a private enterprise, a member of a partnership company, a Director (General Director), Chairman of the BOD, Chairman and members of the BOS, of the BOD of a credit institution, cooperative bank or other enterprise at the time such enterprise/institution was declared bankrupt, except where the bankruptcy was due to force majeure;
 - j) Is the legal representative of an enterprise at the time that enterprise was found to have committed violations of law and was compulsorily dissolved, except where such person acted as the legal representative at the request of a competent State authority;
 - k) Has previously been dismissed from the position of Chairman of the BOD, a BOD member, Head of the Board of Supervisors, a BOS member, or General Director (CEO) of a credit institution by a competent authority, or whose misconduct caused the credit institution to have its establishment and operation license revoked;
 - l) Is a relative (spouse, parent, child, sibling, parent-in-law, child-in-law, or sibling-in-law) of a person who is a BOD member, General Director (CEO) of SeABank, or who is prohibited from being the Chief Accountant or financial officer of SeABank;
 - m) Is required under the law on anti-money laundering to report to the credit institution for examination, or is being investigated, prosecuted, tried, or serving a sentence for violations in the areas of money and banking (including violations involving credit extension

regulations, management, corporate governance, shares, equity contributions, purchases of shares, guarantee ratios applicable to SeABank, and violations of regulations on administrative penalties in monetary and banking sectors);

- n) Is a relative of the Chairman of the BOD or the General Director (CEO) of SeABank;
 - o) Is the spouse, parent, child, sibling, parent-in-law, child-in-law, sibling-in-law of a member of the GMS who holds management or administrative responsibilities, and whose spouse or those persons are prohibited from being the Chief Accountant or financial officer of SeABank.
2. Does not directly or indirectly own 1% or more of charter capital or voting shares of SeABank; does not jointly with related persons own 5% or more of voting shares of SeABank;
 3. Is not currently and has not been a manager or BOS member of SeABank at any time in the preceding five (05) years;
 4. Has professional ethics;
 5. Holds at least a bachelor's degree;
 6. Has at least three (03) years of experience as a manager or executive of a credit institution; or at least five (05) years of experience as a manager or executive of an enterprise operating in finance, banking, auditing, or accounting; or at least five (05) years of direct working experience in finance, banking, auditing, or accounting;
 7. Is not simultaneously holding the following concurrent positions:
 - a) A BOS member of SeABank;
 - b) A manager of another credit institution, unless that institution is a subsidiary of SeABank;
 - c) A BOD member at more than five (05) other companies.
 8. Other conditions and criteria as stipulated by applicable law.

II. ELIGIBILITY CRITERIA AND CONDITIONS FOR INDEPENDENT BOD MEMBERS FOR THE 2023-2028 TERM

An independent BOD member must meet all the criteria and conditions for BOD members as specified in items 1, 2, 3, 4, 5 of Section I, Part A above, and must additionally satisfy the following criteria:

1. Is not currently and has not been employed by SeABank or any subsidiary of SeABank, and has not worked for SeABank or any subsidiary of SeABank in the three (03) years preceding the appointment;
2. Does not currently receive and has not regularly received remuneration or salary from SeABank other than the allowances prescribed by applicable regulations;
3. Is not the spouse, parent, adoptive parent, child, adoptive child, sibling, parent-in-law, child-in-law, or sibling-in-law of any major shareholder of SeABank, or a manager, executive, or BOS member of SeABank or any subsidiary of SeABank;

B. ELIGIBILITY CRITERIA AND CONDITIONS FOR BOS MEMBERS FOR THE 2023-2028 TERM

BOS members must meet all criteria and conditions for BOD members as specified in items 1, 2, 3 of Section I, Part A above, and must not fall under the following additional circumstances:

1. Working in the accounting or finance department of SeABank;
 - a) Is a member who has been an employee of the independent audit firm performing the audit of SeABank's financial statements in the three (03) consecutive preceding years.
2. Has professional ethics;
3. Holds at least a bachelor's degree or higher in economics, business administration, law, accounting, auditing;
4. Has at least three (03) years of direct working experience in the banking, finance, accounting, or auditing sector;
5. Is not: (i) a person related to any manager of SeABank; and (ii) simultaneously holding any of the following positions:



- b) A BOD member, manager, or executive of SeABank or any subsidiary or affiliated enterprise of SeABank; General Director (CEO) of SeABank is a BOD member, manager, or executive of that enterprise;
 - c) A BOD member, Member of a Members' Council, executive of an enterprise that is a shareholder owning at least the minimum voting rights threshold applicable to SeABank; a BOS member, manager, or executive at SeABank.
6. Must be residing in Vietnam during their term of office (for full-time BOS members);
 7. Other conditions as stipulated by applicable law.

C. NOMINATION AND CANDIDACY RIGHTS

- I. Shareholders/groups of shareholders (based on the shareholder register as of **January 15, 2024**) holding 10% or more of total ordinary shares have the right to nominate candidates for BOD and BOS membership of SeABank for the 2023-2028 term. Each shareholder is entitled to nominate one or more candidates and fulfill the notification obligations to the BOD and publish notices as required by applicable law. Except in cases where the BOD decides otherwise, the number of candidates each group of shareholders is entitled to nominate is determined as follows:
 1. Shareholders/groups of shareholders holding from 10% to under 20% of total voting shares: entitled to nominate up to one (01) candidate;
 2. Shareholders/groups of shareholders holding from 20% to under 30% of total voting shares: entitled to nominate up to two (02) candidates;
 3. Shareholders/groups of shareholders holding from 30% to under 40% of total voting shares: entitled to nominate up to three (03) candidates;
 4. Shareholders/groups of shareholders holding from 40% to under 50% of total voting shares: entitled to nominate up to four (04) candidates;
 5. Shareholders/groups of shareholders holding from 50% to under 60% of total voting shares: entitled to nominate up to five (05) candidates;
 6. Shareholders/groups of shareholders holding from 60% to under 70% of total voting shares: entitled to nominate up to six (06) candidates;
 7. Shareholders/groups of shareholders holding from 70% to under 80% of total voting shares: entitled to nominate up to seven (07) candidates;
 8. Shareholders/groups of shareholders holding from 80% to under 90% of total voting shares: entitled to nominate up to eight (08) candidates;
- II. In cases where the total number of nominated candidates from shareholders/groups of shareholders is insufficient, the BOD and BOS may additionally nominate candidates or propose candidates for vacant positions, provided that the BOD gives timely notice and publicizes the list of candidates put forward by the BOD and BOS before the GMS proceeds with the supplementary/replacement election of BOD and BOS members for the 2023-2028 term in accordance with applicable law.

D. NOMINATION AND CANDIDACY PROCEDURES AND DOCUMENTATION

I. Required nomination/candidacy documents

1. Nomination form or candidacy application for the position of BOD/BOS member for the 2023-2028 term, including a commitment to fulfill the candidate's obligations regarding the criteria, conditions, and requirements for BOD/BOS membership as required by law, SeABank's Charter, and a commitment on the candidate's central residence and actual performance of duties in a honest, diligent, and in the best interests of SeABank manner. Specifically, Form No. 03 as provided below shall be used;
2. Certified copy of citizen identification card, national identity card, or passport;
3. Curriculum vitae of the candidate: completed using Appendix 01 enclosed;
4. Personal judicial record of the candidate:



- a) For candidates with Vietnamese nationality: a judicial record issued by the competent judicial record management authority at the provincial level, including full information on (i) status of criminal convictions (including those already expunged) and (ii) information on prohibition from holding positions, establishing, managing enterprises, cooperatives;
 - b) For candidates without Vietnamese nationality: a judicial record or equivalent document (fully disclosing criminal conviction status; information on prohibition from holding positions, establishing, managing enterprises, cooperatives) issued by the competent authority of Vietnam or the foreign country where the candidate holds citizenship/permanent residency as applicable. Where a judicial record or equivalent document from the competent authority of Vietnam or a foreign country discloses information on prohibition from holding positions, establishing, managing enterprises, cooperatives, the shareholder/group of shareholders nominating such candidate must additionally explain and take responsibility for such cases not falling under the circumstances prohibited from holding positions as stipulated in the Law on Credit Institutions;
 - c) The judicial record or equivalent document referred to in points a) and b) above must have been issued by the competent authority no more than three (03) months prior to the date the dossier is submitted;
5. Declaration of related persons: completed using Appendix 02 enclosed;
 6. Certified copies of diplomas and certificates (certified or notarized) evidencing professional qualifications, where diplomas issued by foreign educational institutions must be recognized by the Ministry of Education and Training in accordance with applicable law;
 7. Documents evidencing eligibility requirement 'at least three (03) years as a manager or executive of a credit institution; or at least five (05) years as a manager or executive of an enterprise in the financial sector, banking, accounting, auditing' include:
 - d) For the requirement 'at least three (03) years as a manager or executive of a credit institution or at least five (05) years as a manager or executive of an enterprise in the financial sector, banking, accounting, auditing':
 - (i) Copy of the enterprise's Certificate of Business Registration (for non-credit institution enterprises);
 - (ii) Relevant provisions of the charter of the credit institution/enterprise regarding managers and executives;
 - (iii) Written confirmation from the competent authority of the unit where the candidate works or has worked confirming the candidate's position and tenure at that unit.
 - e) For the requirement 'at least five (05) years as a manager or executive of an enterprise with charter capital of at least the minimum as stipulated by applicable regulations for the relevant type of credit institution':
 - (i) Relevant provisions of the enterprise's charter regarding managers and executives;
 - (ii) Copies of the enterprise's most recent audited financial statements;
 - (iii) Written confirmation from the competent authority of the unit where the candidate works or has worked confirming the candidate's position and tenure at that unit, and the candidate's personal commitment on the enterprise's charter capital.
 - f) For the requirement 'at least five (05) years of direct working experience in finance, banking, accounting, or auditing': Written confirmation from the competent authority of the unit where the candidate works or has worked confirming the candidate's direct working experience in finance, banking, accounting, or auditing, and the candidate's personal commitment on their working tenure at the relevant unit.
 8. Documents evidencing BOS eligibility requirement 'at least three (03) years of direct working experience in banking, finance, accounting, or auditing' as referred to in item 3, Article 50 of the Law on Credit Institutions: Written confirmation from the competent authority of the unit where the candidate works or has worked confirming the candidate's direct working experience in banking, finance, accounting, or auditing, or copies of the candidate's professional certificates in those fields;



9. Other documents evidencing that the candidate meets the eligibility criteria for BOD/BOS membership for the 2023-2028 term as required by applicable law and competent State authorities.

II. Documentation requirements for nomination/candidacy submissions

1. Documents must be prepared in Vietnamese. Documents originating from foreign authorities, organizations or individuals must be notarized and translated into Vietnamese in accordance with Vietnamese law (except where the original is in a language accepted under applicable legal provisions governing notarization and translation);
2. All translated documents from foreign languages into Vietnamese must be notarized or the translator's signature certified in accordance with applicable law;
3. Copies of all dossiers and documents of the candidate used for the nomination/election must be certified copies or notarized from the originals in accordance with applicable law;
4. Documents signed by the legal representative of the nominating organization must be notarized in accordance with applicable law;
5. The nominating shareholder/candidate is legally responsible for the completeness, accuracy, and truthfulness of the submitted documentation.

III. Nomination/Candidacy Procedures

1. Candidates shall submit four (04) complete sets of documents to the BOD Office, Floor 5, BRG Building, 198 Tran Quang Khai, Ly Thai To Ward, Hoan Kiem District, Hanoi.
2. Submission deadline: no later than **5:00 PM on February 15, 2024**. Candidates are encouraged to submit their dossiers to SeABank as early as possible so that SeABank may review and assess eligibility in accordance with applicable law.
3. Upon receipt of nominations/candidacies, SeABank's BOD shall review the eligibility and qualifications of the candidates based on applicable law and SeABank's regulations, and prepare a candidate list. In cases where a nomination or candidate does not meet the eligibility criteria, the BOD and BOS shall additionally nominate or propose candidates to supplement the dossier. The finalized candidate list, once meeting all eligibility criteria, shall be submitted to the SBV for consideration and prior approval before the GMS proceeds with the election of BOD and BOS members for the 2023-2028 term.
4. This Guidance, the Appendices, and related documents are posted on SeABank's website at www.seabank.com.vn for Shareholders' reference and use.
5. For enquiries, please contact: BOD Office, Floor 5, BRG Building, 198 Tran Quang Khai, Ly Thai To Ward, Hoan Kiem District, Hanoi. Tel: 024-39448688 (Ext.: 5016/6223).

SeABank respectfully provides this guidance!

Recipients:

- As above;
- BOD, BOS (for information);
- Communications & PR Department (for website posting);
- BOD Office (for filing).

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

(signed)

LE VAN TAN