

No: 58/2024/BC-SeABank

Hanoi, January 30, 2024

**REPORT  
ON CORPORATE GOVERNANCE 2023**

Dear: - State Securities Committee; -  
Vietnam Stock Exchange .  
- Ho Chi Minh City Stock Exchange.

- Company name: **SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK**
- Head office address : No. 198 Tran Quang Khai, Ward . Ly Thai To , Hoan Kiem District, City. Hanoi
- Phone : 024.39448688 Fax: 024.39448689 Email: contact@seabank.com.vn
- Charter capital : 24,957,000,000,000 ( <sup>1</sup>Twenty-four thousand nine hundred fifty-seven billion) VND.
- Stock code : **SSB**
- Corporate governance model : General Meeting of Shareholders, Board of Directors, Supervisory Board and General Director/Directors.
- Regarding the implementation of the internal audit function: Implemented.

**I. Activities of the General Meeting of Shareholders**

In 2023, SeABank held the 2023 Annual General Meeting of Shareholders, ratified 18 resolutions, and did not collect the written opinion of the shareholders. Details of the resolutions approved by the 2023 Annual General Meeting of Shareholders are as follows:

No.	Resolution	Day	Content
	<b>April 28, 2023, at the Conference Room - Sheraton Grand Danang Resort Hotel - No. 35 Truong Sa Street, Hoa Hai Ward, Ngu Hanh Son District, Da Nang City, Vietnam , Southeast Asia Commercial Joint Stock Bank ("SeABank") organized the 2023 Annual General Meeting of Shareholders ("GMS" or "General Meeting"). The GMS ratified the following resolutions:</b>		
1.	Resolution 01	April 28, 2023	Ratify the report of the Board of Directors ("BOD") on operating results in 2022 and operating plan for 2023; Ratify the report on the performance of the Supervisory Board ("BOS") in 2022 and the operating plan for 2023.
2.	Resolution 02	April 28, 2023	Ratify the Bank's 2023 Business Plan and 2022 Business Activity Report. The General Meeting of Shareholders ratified the assignment to the Board of Directors and allows the Board

<sup>1</sup> This charter capital includes VND 420 billion under the stock issuance plan under SeABank's 2023 employee selection program. At the time of preparing this report, SeABank is carrying out procedures to adjust the Charter Capital content in the Bank's Operating License.

No.	Resolution	Day	Content
			of Directors to re-decentralize power to another competent level (if deemed necessary) to decide/approve adjusting, amending, and supplementing SeABank's business plan and/or budget in 2023.
3.	Resolution 03	April 28, 2023	Ratified SeABank's 2022 separate and consolidated financial statements audited by KPMG Vietnam Co., Ltd.
4.	Resolution 04	April 28, 2023	<p>Ratified the profit distribution plan for 2022 as follows:</p> <p>a) Ratified the plan for fund allocation and profit distribution of SeABank in 2022 .</p> <p>b) After allocating funds in accordance with this distribution plan, the remaining undistributed profits in 2022 and accumulation until December 31, 2022, will be used to pay dividends in shares, in compliance with applicable laws, with the State Bank of Vietnam's approval, and with the approval of the 2023 Annual General Meeting of Shareholders. Based on that, the General Meeting of Shareholders designated: (i) the Board of Directors to determine the precise dividend amount, the distribution schedule, and other related content; (ii) the Chairman of the Board of Directors and/or the Standing Vice Chairman of the Board of Directors to decide on the accounting and use of funds according to the provisions of Law and SeABank in each period.</p>
5.	Resolution 05	April 28, 2023	<p>Ratifying the report on remuneration and operating expenses of the Board of Directors and Supervisory Board in 2022; Remuneration plan and operating expenses of the Board of Directors and Supervisory Board in 2023. The General Meeting of Shareholders assigned: a) The Board of Directors to approve/decide, sign and promulgate (including amendments, supplements, and replacements) regulations on the regime Remuneration, expenses, bonuses and other benefits for members of the Board of Directors and members of the Supervisory Board of SeABank (if deemed necessary) ensure compliance with: (i) remuneration and operating expense plans of the Board of Directors and Supervisory Board approved by the General Meeting of Shareholders from time to time; (ii) the basic remuneration of members of the Board of Directors and members of the Supervisory Board and the principles for determining the level of remuneration for members of the Board of Directors and members of the Supervisory Board have been approved by the General Meeting of Shareholders and/or the Board of Directors; and (iii) other relevant regulations of SeABank from time to time; b) The Board of Directors decides on the specific remuneration level, form of payment, and payment time for each member of the Board of Directors; c) The Head of the Supervisory Board decides on the specific remuneration level, form of payment, and payment time for each member of the Supervisory Board.</p>

No.	Resolution	Day	Content
6.	Resolution 06	April 28, 2023	<p>Approving the list of auditing companies expected to audit financial statements and internal control systems according to Circular No. 13/2018/TT-NHNN of SeABank in 2023 and 2024, including: ( 1) Deloitte Vietnam Company Limited and (2) Ernst &amp;Young Vietnam Company Limited, (3) Pricewaterhousecoopers Vietnam Company Limited, (4) KPMG Vietnam Company Limited. The General Meeting of Shareholders assigned the Supervisory Board to decide on the selection of an audit unit for SeABank's financial report(s) and internal control system in 2023 and 2024 according to the list above and organize implementation. Auditing according to regulations of SeABank and the Law .</p>
7.	Resolution 07	April 28, 2023	<p>Approved the increase in charter capital to VND 25,903 billion according to the following content :</p> <p>a) Approve the plan to increase charter capital from 20,402,982,680,000 VND to a maximum of 25,903,000,000,000 VND.</p> <p>b) To implement the Plan to increase charter capital according to the content at point a above, the General Meeting of Shareholders assigned the Board of Directors to carry out the following tasks, including but not limited to: (i) deciding on the increase specific capital for each component; (ii) decide on the issuance time of each component based on the bank's reality and capital needs; (iii) decide, amend, supplement and adjust the Plan to increase charter capital; (iv) decide, sign, and organize the implementation of documents, documents, and records related to the increase of charter capital; (v) decide, amend the Charter, Operating License and register to change the Certificate of Business Registration - Joint Stock Company of SeABank according to the actual successfully issued capital; (vi) decide and carry out all procedures related to increasing charter capital with the State Bank, State Securities Commission, competent State agencies on business registration at all levels and/or Other relevant competent State agencies according to the provisions of law; (vii) decide and implement procedures to register for additional depository at the Vietnam Securities Depository Center/Vietnam Securities Depository and Clearing Corporation and register for additional listing at the Exchange City stock exchange. Ho Chi Minh; (viii) decide and carry out other related and necessary tasks (if any) to complete the Plan to increase charter capital in accordance with the law, directions and requests of competent State agencies. rights and actual implementation of increasing SeABank's charter capital.</p>
8.	Resolution 08	April 28, 2023	<p>Approve the stock issuance plan under the 2024 Employee Option Program (“2024 ESOP Issuance Plan”) as follows :</p> <p>a) Type of shares issued: Common shares, par value 10,000 VND/share.</p>

No.	Resolution	Day	Content
			<ul style="list-style-type: none"> <li>b) Number of shares expected to be issued: 45,000,000 shares.</li> <li>c) Total value according to par value expected to be issued: 450,000,000,000 VND (<i>Four hundred and fifty billion VND</i>).</li> <li>d) Ratio of shares issued/Number of shares outstanding: 2.2056%</li> <li>e) Ratio of shares issued/Number of shares outstanding at the time of implementation: 1.7373%.</li> <li>f) Subjects to be purchased: Members of the Board of Directors, members of the Supervisory Board, Managers, and employees of SeABank and SeABank's subsidiaries (hereinafter collectively referred to as "Employees") according to the list and criteria provided by Board of Directors decides.</li> <li>g) Issue price: In order to attract and connect employees with the development of SeABank, the General Meeting of Shareholders assigned The Board of Directors decides on the specific selling price for Employees but not lower than the par value of 10,000 VND/share.</li> <li>h) Time of issuance: Expected in 2024. Assign the Board of Directors to decide on the specific implementation time in accordance with the actual situation and approval from the competent State Agency.</li> <li>i) Other contents according to the ESOP issuance plan in 2024.</li> <li>j) The General Meeting of Shareholders assigned the Board of Directors to carry out the following tasks to implement the ESOP issuance plan in 2024, including but not limited to: (i) deciding on the time to deploy the issuance on an appropriate basis reality; (ii) decide, amend, supplement and adjust the ESOP issuance plan for 2024; (iii) develop and decide (including amendments and supplements) the detailed contents of the 2024 ESOP Issuance Plan Program and the detailed content of each issuance (if any); (iv) decide, sign, and organize the implementation of documents, documents, and records related to the increase of charter capital; (v) decide, amend the Charter, Operating License and register to change the Certificate of Business Registration - Joint Stock Company of SeABank according to the actual successfully issued capital; (vi) decide and carry out all procedures related to increasing charter capital with the State Bank, State Securities Commission, State agencies with authority on business registration at all levels and/ or other relevant competent State agencies according to the provisions of law; (vii) decide and carry out procedures to register for additional depository at the Vietnam Securities Depository Center/ Vietnam Securities</li> </ul>

No.	Resolution	Day	Content
			<p>Depository and Clearing Corporation and register for additional listing at the Ho Chi Minh City Exchange stock exchange; (viii) decide and carry out other related and necessary tasks (if any) to complete the increase in charter capital according to the Plan in section 1 above in accordance with the law, directions and requirements of the Government State agencies have the authority and actual implementation of increasing SeABank's charter capital .</p>
9.	Resolution 09	April 28, 2023	<p>The General Meeting of Shareholders assigned and authorized the Board of Directors:</p> <p>a) Decide and organize the implementation of a plan to ensure the maximum foreign ownership ratio when conducting private stock offerings (according to the content presented Component No. 3 of the Plan to increase charter capital at the annual General Meeting of Shareholders of the year 2023) including but not limited to procedures for temporarily locking the maximum foreign ownership ratio and/or other necessary procedures to ensure that SeABank's foreign ownership ratio after the offering does not exceed the maximum level according to the provisions of law, SeABank's Charter and approval of the State Securities Commission; or:</p> <p>b) Consider and decide on adjusting the maximum foreign ownership ratio at SeABank to 8,7123%. In this case, the General Meeting of Shareholders:</p> <p>(i) Approved the amendment of the maximum foreign ownership ratio in SeABank's Charter to 8,7123%.</p> <p>(ii) Assign and authorize the Board of Directors:</p> <ul style="list-style-type: none"> <li>- Issue the Charter amending the content of the maximum foreign ownership ratio to 8,7123%;</li> <li>- Implement procedures to notify changes in the maximum foreign ownership ratio at the State Securities Commission;</li> </ul> <p>c) Implement procedures to temporarily lock the maximum foreign ownership ratio and other necessary procedures when implementing private stock offerings for foreign investors to ensure the maximum foreign ownership ratio in Vietnam. level of 8,7123% after SeABank completed the private offering of shares to foreign investors and registered the additional number of shares offered for sale at the Vietnam Securities Depository Center/ Depository Corporation and clearing Vietnamese securities</p>
10.	Resolution 10	April 28, 2023	<p>Approve the promulgation of the Charter according to the attached Draft Charter. Assign the Board of Directors to continue reviewing the draft Charter, decide to amend and supplement the Charter (if the Board of Directors deems</p>

No.	Resolution	Day	Content
			<p>necessary) and decide and carry out all procedures related to promulgation, reporting, notification, and announcement. Announce the Charter to competent state agencies and relevant organizations according to the provisions of law.</p>
11.	Resolution 11	April 28, 2023	<p>Approving the promulgation of internal regulations on corporate governance, regulations on organization and operation of the Board of Directors and regulations on organization and operation of the Bank's Supervisory Board.</p> <p>a. Assign the Board of Directors: (i) continue to review the draft internal regulations on corporate governance, regulations on organization and operation of the Board of Directors, (ii) consider and decide on amendments and supplements to the regulations these Regulations (if the Board of Directors considers it necessary) and (iii) decide and carry out all procedures related to promulgation, reporting, notification, and announcement of these Regulations to competent state agencies and other relevant agencies. relevant organizations according to the provisions of law.</p> <p>b. Assign the Supervisory Board to: (i) continue to review the draft Regulations on organization and operation of the Supervisory Board, (ii) consider and decide to amend and supplement this Regulation (if the Supervisory Board considers it necessary) and (iii) decide and carry out all procedures related to promulgation, reporting, notification and publication of this Regulation to competent state agencies and relevant organizations in accordance with the provisions of law.</p>
12.	Resolution 12	April 28, 2023	<p>Approve the policy of amending, supplementing and adjusting the operating content in SeABank's Operating License as follows :</p> <p>a) Amend, supplement and adjust a number of operational contents in the Bank's Operating License to ensure compliance with current legal regulations .</p> <p>b) To implement work related to amending, supplementing and adjusting the Bank's Operating License according to point a) above, the Board of Directors is assigned to consider and decide on the following issues:</p> <p>(i) Continue to review, amend, supplement and adjust business activities and/or other contents in the Bank's Operating License;</p> <p>(ii) Register and submit to the State Bank of Vietnam for</p>

No.	Resolution	Day	Content
			<p>license/approval to amend, supplement, adjust, update, summarize SeABank's business activities or/and other contents on the Operating License of SeABank;</p> <p>(iii) Implement the procedures related to changing SeABank's Operating License to a new Operating License according to the provisions of law.</p>
13.	Resolution 13	April 28, 2023	<p>Ratifying the change of some of SeABank's business registration contents as follows:</p> <p>a) After receiving approval from the State Bank, the State Securities Commission and in accordance with the actual situation, implement the plan to increase SeABank's charter capital in 2023 to 25,903 billion VND, through changing section 3 - The charter capital on the Business Registration Certificate of SeABank Joint Stock Company is as follows:</p> <p><b>Charter capital after change:</b></p> <p><i>Charter capital: 25,903,000,000,000 VND.</i></p> <p><i>In words: Twenty-five thousand nine hundred and three billion VND.</i></p> <p><i>Share par value: 10,000 VND.</i></p> <p><i>Total number of shares: 2,590,300,000 shares</i></p> <p>Changing section 3 - Charter capital on the Business Registration Certificate of SeABank Joint Stock Company according to the above content can only be done after the State Bank approves the amendment and supplementation of the above charter capital level. SeABank's operating license.</p> <p>b) Additional business lines and lines of Southeast Asia Commercial Joint Stock Bank.</p> <p>c) The General Meeting of Shareholders assigns the Board of Directors to carry out the following tasks, including but not limited to: deciding/approving (including amending and supplementing if deemed necessary) related contents, carry out/organize all work/actions, carry out all necessary steps and procedures and, sign all documents (along with amendments, supplements, and replacements that the Board of Directors considers deemed necessary or required to ensure the effectiveness of resolutions or/and resolve issues arising during the process of registration or/and notification of changes in business registration content Joint Stock Company of SeABank at Business Registration Authorities at all levels, in accordance with the provisions of law and requirements of the Business Registration Authority, and the actual situation of the Bank.</p>

No.	Resolution	Day	Content																																			
14.	Resolution 14	April 28, 2023	Ratifying the number of members of the Board of Directors and members of the Supervisory Board for the term 2023 - 2028 as follows : a) Number of members of the Board of Directors: <b>07 members.</b> b) Number of members of the Supervisory Board: <b>03 members.</b>																																			
15.	Resolution 15	April 28, 2023	Ratifying the Rules for electing members of the Board of Directors and Supervisory Board for the term 2023 - 2028 .																																			
16.	Resolution 16	April 28, 2023	Ratifying the results of election of members of the Board of Directors and members of the Supervisory Board for the term 2023 - 2028 as follows: a) Results of election of members of the Board of Directors for the term 2023 - 2028: <table border="1" data-bbox="587 779 1369 1962"> <thead> <tr> <th data-bbox="587 779 657 913">No</th> <th data-bbox="657 779 852 913">Candidate's full name</th> <th data-bbox="852 779 1066 913">Number of votes obtained</th> <th data-bbox="1066 779 1225 913">Achieved rate</th> <th data-bbox="1225 779 1369 913">Result</th> </tr> </thead> <tbody> <tr> <td data-bbox="587 913 657 1093">1.</td> <td data-bbox="657 913 852 1093">Le Van Tan</td> <td data-bbox="852 913 1066 1093">2,047,450,862</td> <td data-bbox="1066 913 1225 1093">103.21%</td> <td data-bbox="1225 913 1369 1093">Member of the Board of Directors</td> </tr> <tr> <td data-bbox="587 1093 657 1272">2.</td> <td data-bbox="657 1093 852 1272">Nguyen Thi Nga</td> <td data-bbox="852 1093 1066 1272">2,027,450,862</td> <td data-bbox="1066 1093 1225 1272">102.20%</td> <td data-bbox="1225 1093 1369 1272">Member of the Board of Directors</td> </tr> <tr> <td data-bbox="587 1272 657 1451">3.</td> <td data-bbox="657 1272 852 1451">Le Thu Thuy</td> <td data-bbox="852 1272 1066 1451">1,997,450,862</td> <td data-bbox="1066 1272 1225 1451">100.69%</td> <td data-bbox="1225 1272 1369 1451">Member of the Board of Directors</td> </tr> <tr> <td data-bbox="587 1451 657 1630">4.</td> <td data-bbox="657 1451 852 1630">Khuc Thi Quynh Lam</td> <td data-bbox="852 1451 1066 1630">1,987,450,862</td> <td data-bbox="1066 1451 1225 1630">100.18%</td> <td data-bbox="1225 1451 1369 1630">Member of the Board of Directors</td> </tr> <tr> <td data-bbox="587 1630 657 1809">5.</td> <td data-bbox="657 1630 852 1809">Mathew Nevil Welch</td> <td data-bbox="852 1630 1066 1809">1,947,450,862</td> <td data-bbox="1066 1630 1225 1809">98.16%</td> <td data-bbox="1225 1630 1369 1809">Member of the Board of Directors</td> </tr> <tr> <td data-bbox="587 1809 657 1962">6.</td> <td data-bbox="657 1809 852 1962">Fergus Macdonald Clark</td> <td data-bbox="852 1809 1066 1962">1,940,450,862</td> <td data-bbox="1066 1809 1225 1962">97.81%</td> <td data-bbox="1225 1809 1369 1962">Member of the Board of Directors</td> </tr> </tbody> </table>	No	Candidate's full name	Number of votes obtained	Achieved rate	Result	1.	Le Van Tan	2,047,450,862	103.21%	Member of the Board of Directors	2.	Nguyen Thi Nga	2,027,450,862	102.20%	Member of the Board of Directors	3.	Le Thu Thuy	1,997,450,862	100.69%	Member of the Board of Directors	4.	Khuc Thi Quynh Lam	1,987,450,862	100.18%	Member of the Board of Directors	5.	Mathew Nevil Welch	1,947,450,862	98.16%	Member of the Board of Directors	6.	Fergus Macdonald Clark	1,940,450,862	97.81%	Member of the Board of Directors
No	Candidate's full name	Number of votes obtained	Achieved rate	Result																																		
1.	Le Van Tan	2,047,450,862	103.21%	Member of the Board of Directors																																		
2.	Nguyen Thi Nga	2,027,450,862	102.20%	Member of the Board of Directors																																		
3.	Le Thu Thuy	1,997,450,862	100.69%	Member of the Board of Directors																																		
4.	Khuc Thi Quynh Lam	1,987,450,862	100.18%	Member of the Board of Directors																																		
5.	Mathew Nevil Welch	1,947,450,862	98.16%	Member of the Board of Directors																																		
6.	Fergus Macdonald Clark	1,940,450,862	97.81%	Member of the Board of Directors																																		



No.	Resolution	Day	Content				
			7.	Ngo Thi Nhai	1,939,213,496	97.75%	Member of the Board of Directors
			b) Results of election of members of the Supervisory Board for the term 2023 - 2028:				
			<b>No</b>	<b>Candidate's full name</b>	<b>Number of votes obtained</b>	<b>Achieved rate</b>	<b>Result</b>
			1.	Vu Thi Ngoc Quynh	1,992,455,512	100.43%	Member of the Supervisory Board
			2.	Nguyen Thanh Luan	1,981,995,546	99.91%	Member of the Supervisory Board
			3.	Vu Thu Thuy	1,977,085,514	99.66%	Member of the Supervisory Board
17.	Resolution No. 17	April 28, 2023	Continue to approve the policy of seeking foreign investors to buy, sell/transfer SeABank's capital contribution at Post and Telecommunications Finance Company Limited ("PTF") approved by the 2022 Annual General Meeting of Shareholders. The General Meeting of Shareholders assigned the Board of Directors to: (i) search, negotiate, negotiate with potential foreign investors wishing to buy, sell/ receive transfer of SeABank's capital contribution at PTF; (ii) Develop and approve the Plan to buy, sell/transfer capital contributions, select partners to buy, sell/receive capital contributions at PTF (including but not limited to deciding on the proportion of capital contributions purchased) . sale/ transfer; changing the legal form of PTF after sale/ transfer....) ; (iii) decide, sign relevant documents and carry out procedures related to the purchase, sale/transfer of capital contributions at PTF to foreign investors in accordance with the provisions of law in Vietnam Competent State Agencies until the sale/ transfer is completed.				
18.	Resolution No. 18	April 28, 2023	To ensure that the management and operation of SeABank's business activities are timely, effective, and consistent with market developments, macroeconomic policies and actual operational needs of SeABank, the Generale Shareholders' Council approved the policy on the following contents/issues				

No.	Resolution	Day	Content
			<p>under the authority of the General Meeting of Shareholders arising between the two Congresses, including:</p> <ul style="list-style-type: none"> <li>a) Invest, buy, sell assets, contribute capital, buy/sell shares of businesses and other credit institutions, other financial investments;</li> <li>b) Signing contracts, performing deposit transactions, granting transaction limits and other contracts/transactions between SeABank and its subsidiaries with the value of each contract/transaction up to a maximum of 35% of the total The value of the Bank's assets recorded in the most recent financial report.</li> <li>c) Amend, supplement and promulgate SeABank's Financial Regulations according to current regulations;</li> <li>d) The release of debt from the off-balance sheet for some loans that used provisions to handle risks from 2012 to 2018; and the release of debts that have been dealt with risks from the off-balance sheet for debts for which provisions have been used to deal with risks for a minimum period of 05 (five) years from the date of use of provisions arising in the year 2023;</li> <li>e) Deciding, developing and promulgating the Restructuring Plan associated with handling bad debts in the 2021-2025 period of the Bank according to the regulations of the State Bank;</li> </ul> <p>The General Meeting of Shareholders approves that the Board of Directors has the right to proactively review, decide/approve (including signing) all documents and implement activities, procedures, and contents. Relevant necessary content to implement the contents/issues at points a, b, c, d, e above, in accordance with the provisions of law, SeABank's regulations and the Bank's orientation and strategy. customers in each period, the 2023 Budget &amp; Business Plan have been approved by the General Meeting of Shareholders. The contents assigned by the General Meeting of Shareholders to the Board of Directors to decide and organize implementation according to the Resolution of the 2023 Annual General Meeting of Shareholders take effect from the date approved by the General Meeting of Shareholders and do not limit the validity period, unless otherwise stated. The General Meeting of Shareholders has another resolution instead.</p>

## II. Board of Directors (2023 Report):

**1. Information about members of the Board of Directors (BOD) for the 2023-2028 term:**

The SeABank Board of Directors has just ended its term in April 2023 and the 2023 Annual General Meeting of Shareholders has elected the Board of Directors for the 2023 - 2028 term. Accordingly, the Board of Directors has the following changes:

Status	Member of the Board of Directors	Position ( <i>independent member of the Board of Directors, non-executive member of the Board of Directors</i> )	Date of starting/no longer being an independent member of the Board of Directors/Board of Directors	
			Start date as a member of the Board of Directors	Date you are no longer a member
1.	Mr. Le Van Tan	Chairman of the Board of Directors/non-executive member	April 2 , 2023	-
2.	Ms. Nguyen Thi Nga	Standing Vice Chairman of the Board of Directors/non-executive member	April 2 , 2023	-
3.	Ms. Le Thu Thuy	Vice Chairman of the Board of Directors/non-executive member	April 2 , 2023	-
4.	Ms. Khuc Thi Quynh Lam	Vice Chairman of the Board of Directors/non-executive member	April 2 , 2023	-
5.	Mr. Hoang Minh Tan	Board member/non-executive member	April 11, 2018	April 2 , 2023
6.	Mr. Bui Trung Kien	Board member/non-executive member	April 11, 2018	April 2 , 2023
7.	Ms. Ngo Thi Nhai	Board member/non-executive member	April 2 , 2023	-
8.	Mr. Mathew Nevil Welch	Board member/non-executive member	April 2 , 2023	-
9.	Mr. Fergus Macdonald Clark	Independent member of the Board of Directors/non-executive member	April 2 , 2023	

- SeABank's Board of Directors for the 2023 - 2028 term currently has 07 members, with 01 independent member and all members are non-executive members. This structure meets the provisions of the Law on Credit Institutions 2010 and relevant legal regulations.
- In terms of gender structure, 4/7 members of SeABank's Board of Directors are women.

## 2. Meetings/written opinions of the Board of Directors:

No	Member of the Board of Directors	Number of meetings attended by the Board of Directors and participating in voting through written opinions	Rate of meeting attendance/written voting	Reason for not fully attending the meeting
1.	Mr. Le Van Tan	74	100%	-
2.	Ms. Nguyen Thi Nga	72	100%	Because she is a person related in a transaction seeking the opinion of the Board of Directors, she did not participate in the voting according to regulations
3.	Ms. Le Thu Thuy	72	100%	Because she is a person related in a transaction seeking the opinion of the Board of Directors, she did not participate in the voting according to regulations
4.	Ms. Khuc Thi Quynh Lam	72	100%	Because she is a person related in a transaction seeking the opinion of the Board of Directors, she did not participate in the voting according to regulations
5.	Ms. Ngo Thi Nhai	74	100%	-
6.	Mr. Mathew Nevil Welch	74	100%	
7.	Mr. Fergus Macdonald Clark	65	100%	Elected by the 2023 Annual General Meeting

No	Member of the Board of Directors	Number of meetings attended by the Board of Directors and participating in voting through written opinions	Rate of meeting attendance/written voting	Reason for not fully attending the meeting
				of Shareholders as an independent member of the Board of Directors from April 28, 2023
8.	Mr. Hoang Minh Tan	19	100%	Term expires at the 2023 Annual General Meeting of Shareholders on April 28, 2023
9.	Mr. Bui Trung Kien	19	100%	Term expires at the 2023 Annual General Meeting of Shareholders on April 28, 2023

### 3. Supervision activities of the Board of Directors for the Board of General Directors:

In 2023, SeABank's Board of Directors' supervision activities towards SeABank's Board of General Directors will be carried out through the following contents:

*a. Supervise the corporate governance of the bank to ensure its effectiveness:*

- In 2023, the 2023 Annual General Meeting of Shareholders approved the Charter, Internal Regulations on corporate governance, Regulations on organization and operation of the Board of Directors, Regulations on organization and operation of the Supervisory Board in order to improve the Corporate Governance Framework effectively and promptly update legal regulations and ensure compliance with the Bank's governance needs, aiming at good standards and practices of Vietnamese corporate governance Vietnam as well as international organizations such as the International Finance Corporation (“IFC”). The Board of Directors has issued, communicated, and published transparent information on the Bank's website.
- Building and supervising the implementation of the internal control system according to the three-line-of-defense framework and aiming at Vietnam's good governance standards and practices and towards international standards such as COSO (USA) to prevent conflicts of interest, prevent negative behavior, and contribute to building a transparent business culture:

In 2023, continue to evaluate and perfect the internal control system according to US COSO internal control standards. At the same time, the Board of Directors issued Decisions/Resolutions (detailed in Section 5 of this Part) with many typical policies such as the Bank's Risk Management Policy, transactions with related parties...; Refining and restructuring a number of Divisions/Divisions/Departments

such as Sales and Service Division, Finance and Planning Division; Decentralize authority and assign work to the General Director to create a legal corridor for the General Director to decentralize authority and assign work to members of the Board of General Directors and Directors of Divisions/Departments/Departments/Business Unit; Issue important new policies to regulate the Bank's operations such as promulgating new regulations on public service costs applicable throughout the system in the direction of savings and efficiency, and regulations on management and use of seals. at SeABank...;

- By the activities of the Risk Management Committee and Human Resources Committee: (i) General Directors/Directors of Operational Divisions directly participate in the Committees as non-voting members of the departments. Committee and is responsible for reporting operational results related to the activities within the functions and tasks of the Committee; (ii) after each meeting of the Committees, the Chairman of the Committee will issue a resolution or directive to assign and direct the contents approved by the Committee, serving as a basis for the General Director to organize implementation specifically: promulgating Risk Management Policy, Labor Regulations, promulgating additional business salary policies of some Units, appointing Branch Director personnel, etc.
- By the supervision activities of the Board of Directors' senior management towards the General Director according to the provisions of Circular No. 13/2018/TT-NHNN through the Risk Management Committee:

The Board of Directors supervises the General Director in:

- (i) Senior management supervision of internal control: Organizing the implementation of control activities, operating and maintaining the management information system and information exchange mechanism; Maintain a culture of control and professional ethical standards through promulgating the Code of Professional Ethics, internal labor regulations, etc.; Handle and overcome problems and limitations in internal control according to requests and recommendations of the State Bank, independent audit organizations and other functional agencies; Handle violations of the law, violations of internal regulations and professional ethical standards.
- (ii) Senior management supervision of risk management : Develop and organize the implementation of risk management policies; Handle and overcome shortcomings and limitations in risk management according to the requirements and recommendations of the State Bank, independent audit organizations and other authorities.
- (iii) Senior management oversight of internal assessments of capital adequacy : The organization conducts internal assessments of capital adequacy; Handle and overcome shortcomings and limitations of internal assessment of capital adequacy according to the requirements and recommendations of the State Bank, independent audit organizations and other authorities.

Details of the supervision activities of the Board of Directors' senior management are shown in the report of the Risk Management Committee, section 4.2 of this Report.

***b. Supervise the activities of the Board of General Directors by the financial management activities and performance monitoring:***

- Monitor performance by the following mechanisms:

- (i) Mechanism for reporting periodic performance results of the General Director and Deputy General Directors to the Board of Directors in all areas of the Bank as well as in specialized areas, for each member on a weekly and monthly basis precisely. In particular, report the operating results of the week, month, and quarter and orient the action plan for the next week, month, and quarter, and report difficulties and problems (if any) so that the Board of Directors can promptly give instructions timely and support.
  - (ii) Reporting mechanism at preliminary and final meetings of the entire system: in 2023, there were 02 meetings taking place and members of the Board of Directors and Supervisory Board were also invited to attend to listen directly and as directed at these meetings.
  - (iii) In addition, the General Director also reports system-wide performance results at regular meetings of the Board of Directors and at the 2023 Annual General Meeting of Shareholders.
  - (iv) Establish objectives for the General Director and Deputy General Director roles and carry out regular evaluations of their performance. Accordingly, the performance results of the General Director and Deputy General Directors are determined based on a combination of different criteria, including both quantitative and qualitative factors of leadership capacity, management, sense of responsibility, sense of compliance, ability to train and develop the team (especially the successor team), commitment to dedication, development potential and 360-degree assessment of the team staff of the Blocks/Departments/Departments/Units in charge.
  - (v) Activities of SeABank's Steering Committee for preventing and combating corruption, negativity and crime. SeABank's Anti-Corruption and Crime Steering Committee was established under Decision No. 1141/2011/QĐ-HĐQT dated July 15, 2011 of the Board of Directors. In 2022, SeABank's Anti-Corruption and Crime Steering Committee will continue to be strengthened according to Decision No. 627/2022/QĐ-HĐQT dated August 4, 2022. Members of SeABank's Anti-Corruption and Crime Steering Committee currently include the Chairman. The Board of Directors holds the position of Head; Board of General Directors and leaders of relevant divisions at Head Office. In January 2020, SeABank issued the Corruption and Crime Prevention Work Program until 2025 and annually issues a Specific Action Program to implement this work. In addition, on a quarterly basis, Blocks/Departments/Departments/Units throughout the system must report negative situations and crimes at the Unit.
- Supervise the financial management activities of the Board of General Directors through: (i) approving plans and adjusting detailed 2023 budget plans according to each field, operation and operational segment of the Bank to serve as a basis for the General Director to operate and develop business; (ii) promulgate regulations on updated public service costs towards efficiency and savings, aiming to improve the Bank's cost/revenue index; (iii) approval of quarterly and semi-annual financial reports and annual financial reports prepared by the General Director, (iv) mechanism for decentralizing authority to approve expenses of the Board of General Directors.

#### **4. Activities of subcommittees under the Board of Directors:**

##### **4.1 Human Resources Committee**

The Bank's Human Resources Committee was established in 2010 and in 2023 will continue to be consolidated in terms of organizational and operational structure, membership structure according to the provisions of law and actual operations of SeABank, aiming to standards, practices, and recommendations on good corporate governance of international organizations such as the International Finance Organization,...

Accordingly, in 2023, the Board of Directors has issued Regulations on the organization and operation of the Risk Management Committee according to Regulation No. 388/2023/QĐ-HĐQT dated June 21, 2023 to supplement and supplement functions and responsibilities. Consulting and assisting the Board of Directors related to Corporate Governance, monitoring and evaluating the Bank's Corporate Governance in accordance with the law and supplementing regulations related to the consent mechanism. Advise members on issues falling within the Committee's jurisdiction.

At the same time, the Committee's personnel was also consolidated according to the Board of Directors for the 2023 - 2028 term and the General Director was appointed. Accordingly, members of the Human Resources Committee with voting rights currently include:

- Ms. Nguyen Thi Nga - Permanent Vice Chairwoman of the Board of Directors, non-executive member.
- Mr. Le Van Tan - Chairman of the Board of Directors, non-executive member.
- Ms. Le Thu Thuy - Vice Chairman of the Board of Directors, non-executive member.
- Ms. Ngo Thi Nhai - Member of the Board of Directors, non-executive member.
- In addition, the Committee also has non-voting members including: General Director and Director of Management & Human Resource Development.

Thus, all members of the Human Resources Committee with voting rights are non-executive members, ensuring independence from the Bank's Executive Board, gradually approaching good corporate governance practices. Vietnam as well as internationally.

In 2023, the People's Committee will participate in consulting the Board of Directors on (i) documents submitted to the State Bank for approval of the list of personnel expected to elect members of the Board of Directors and Supervisory Board for the 2023-2028 term of the Bank, and personnel expected to be appointed to the Board. Member and Supervisory Board for the 2023 - 2028 term of PTF; (ii) cases of appointment and dismissal of executives and managers of the Bank to advise the Board of Directors such as appointing the General Director, resigning from office and settling the severance regime for the General Director. governor; appoint General Director; Appointing a number of Division Directors such as Operations Division, Sales & Service Division, Credit Approval Division; recruiting and appointing Directors of a number of branches such as Bac Giang Branch, Thanh Xuan Branch, Ha Dong Branch, Tan Thanh Branch, Long An Branch, Le Duan Branch; (iii) change of representatives of capital contributions at Subsidiaries including changing members of the Board of Members, expected personnel records to appoint the Board of Members and the Supervisory Board for the 2023-2028 term of PTF ; change of Company Chairman of SeABank Asset Exploitation and Debt Management Company Limited; (iv) advise on perfecting the organizational structure of a number of Divisions/Departments/Departments/Units such as Sales & Service Division, Finance & Planning Division...; (v) advise the Board of Directors on promulgating remuneration policies for the Board of Directors and Supervisory Board of SeABank; (vi) advise the Board of Directors in providing directions, policies and programs on main topics, including: Evaluation, planning and upgrading program according to the career roadmap in 2023, Evaluation project Position Value (Job Level) price in 2023, etc.

## **4.2 Risk Management Committee**



The Risk Management Committee was established in 2010 and in 2023 will continue to be strengthened in terms of organizational and operational structure, membership structure according to the provisions of law and SeABank's actual operations, aiming at the standards, practices, and recommendations on good corporate governance of international organizations such as the International Finance Organization, Norfund...

Accordingly, in 2023, the Board of Directors has issued Regulations on the organization and operation of the Risk Management Committee according to Regulation No. 392/2023/QĐ-HĐQT dated June 21, 2023 to supplement and supplement functions and responsibilities. services related to ESG monitoring and sustainable development; clarify the working, voting and consulting mechanisms by electronic means...

At the same time, the Committee's personnel was also consolidated according to the Board of Directors for the 2023 - 2028 term and the General Director was appointed. Accordingly, members of the Risk Management Committee currently include:

- Mr. Le Van Tan - Chairman of the Board of Directors: Chairman of the Committee.
- Ms. Khuc Thi Quynh Lam - Vice Chairwoman of the Board of Directors: Member of the Committee.
- Mr. Fergus Macdonald Clark – Independent member of the Board of Directors: Member of the Committee.
- Mr. Ho Anh Vu - Senior expert of the Office of the Board of Directors: Member of the Committee.
- In addition, the Committee also has non-voting members including: General Director, Director of Risk Management Division.

Thus, although a specialized Committee on ESG and Sustainable Development has not yet been established, the work and implementation supervision related to ESG and Sustainable Development has been assigned to the Risk Management Committee to participate. Advise and assist the Board of Directors. In the structure of the Risk Management Committee, there is currently 01 independent member who is a foreigner, with many years of experience in the field of risk management, ESG and Sustainable Development, advising and assisting the Committee. boards in these areas.

Accordingly, in 2023, the Risk Management Committee has carried out the following tasks:

- a. Prepare programs and activity plans, hold meetings of the Risk Management Committee every 6 months to evaluate the implementation of Resolutions in the meeting, implement the work of the next period, review risk management and other tasks. Other related work, specifically:
  - *Meeting in the first 6 months of 2023:*
    - (i) Approving the results of risk management implementation in the last 6 months of 2022:
      - Promulgate regulations on interest rate support from the state budget for loans from enterprises, cooperatives, and business households at SeABank and establish a Steering Committee on interest rate support from the state budget to implement the plan Interest rate support from the state budget for Customers according to Decree 31/2022/ND-CP of the Government and Circular 03/2022/TT-NHNN of the State Bank.
      - Credit Risk Management activities; Operational Risk Management; Market Risk Management ensures compliance with the requirements in the Resolution of the previous meeting.

(ii) Approving the content and operational plan of the Risk Management Committee for the first 6 months of 2023:

Focus on implementing according to the direction of the State Bank in Directive 01/2023/CT-NHNN Directive on organizing the implementation of key tasks of the banking industry in 2023 , specifically:

- Strictly comply with regulations and directions of the State Bank (“SBV”) on currency, foreign exchange, banking operations and assigned planning targets.
- Continue to implement solutions to support customers according to the Socio-Economic Recovery and Development Program and National Target Programs, ensuring timeliness, transparency, and the right target audience.
- Implement solutions to safely and effectively grow credit, improve credit quality, control and handle bad debt:
  - Regularly check, monitor and evaluate the use of loan capital and the ability to repay debt of customers, especially customers in potentially risky fields, customers and related people with large and limited outstanding debts. bad debt arises.
  - Closely follow Decision No. 689/QD-TTg dated June 8, 2022 of the Prime Minister, Decision No. 1382/QD-NHNN dated August 12, 2022 of the State Bank and the guiding documents of the State Bank to build a method Restructuring project associated with bad debt handling for the 2021-2025 period and plans to organize and implement it immediately after being approved by competent authorities.
  - Continue to promote the handling and recovery of bad debts and debts for which provisions have been used to handle risks.

- *Meeting in the last 6 months of 2023*

(i) Approving the results of risk management implementation in the first 6 months of 2023:

- Issue Regulation No. 3022/2023/QD-TGD on Credit Orientation in 2023.
- The entire system closely follows the State Bank's guiding documents on building a restructuring plan associated with bad debt handling in the 2021-2025 period; Approving the issuance of Regulations on restructuring debt repayment terms according to Circular No. 02/2023/TT-NHNN.
- Evaluate credit quality for credit extensions and credit portfolios, give early warnings of possible violations of credit risk limits and take measures to handle problematic credit extensions.
- Seriously absorb, learn from experience, thoroughly overcome the shortcomings and recommendations made by the SBV Inspection Team and send a remedial report to the SBV Inspection and Supervision Agency.
- Continue to update the social and environmental risk management system (ESMS), adding the application of IFC's Operational Standards when assessing social and environmental risks to grant credit to customers in the corporate customer segment.

(ii) Approving the content and operational plan of the Risk Management Committee for the last 6 months of 2023:

- Focus on implementing measures to promote flexible and reasonable credit growth, improve credit quality, and prioritize growth drivers according to the Government's

policies; Consider giving priority to granting credit to the Small and Medium Enterprises segment, according to the Green Classification List, providing loans to meet people's housing needs and social housing projects.

- Review and develop risk management policies.
  - Simplify and shorten lending processes and procedures, ensure system safety to meet Circular 06/2023/TT-NHNN.
  - Implement solutions to safely and effectively grow credit, improve credit quality, control and handle bad debt:
  - Continue to proactively review and evaluate customers facing difficulties to promptly restructure debt according to Circular No. 02/2023/TT-NHNN.
  - Promote credit control for potentially risky areas, focus on improving the efficiency of debt collection, especially promoting the handling and recovery of bad debts and debts for which provisions have been used to handle risks. ro.
  - Proactively monitor and closely follow market developments to ensure the bank has adequate plans to prevent market risks/bank book interest rate risks as well as liquidity risks.
  - Develop a set of criteria for early warning of accounts showing signs of fraud/suspected fraud.
  - Continue to review and propose to the Board of Directors plans to improve the effectiveness of the social and environmental risk management system within the scope of functions and tasks assigned by the Board of Directors.
- b. Organize opinion gathering sessions to approve the promulgation/amendment/supplement of Processes and policies under the authority of the Board of Directors related to SeABank's operational risk management:
- Regulation No. 392/2023/QĐ-HĐQT on the Organization and Operation of the Risk Management Committee replaces Regulation No. 1457/2018/QĐ-HĐQT;
  - Regulation No. 942/2023/QĐ-HĐQT on Risk Management Policy at SeABank replaces Regulation No. 91/2019/QĐ-HĐQT;
  - Decision No. 902/2023/QĐ-HĐQT on Members of SeABank's Risk Management Committee replaces Decision No. 392A/2023/QĐ-HĐQT;
  - Directive No. 587/2023/CT-HĐQT on Implementing a number of tasks in risk management activities in the last months of 2023.
  - Review and evaluate the appropriateness and effectiveness of the bank's current risk management processes and policies and advise and make recommendations and proposals to the Board of Directors.

## **5. Resolutions/Decisions of the Board of Directors (2023 Report):**

In 2023, the Board of Directors will continue to actively participate in banking activities and promptly make decisions within its authority according to relevant legal regulations, meeting the actual needs of the Bank. Accordingly, SeABank's Board of Directors held quarterly meetings according to regulations and held more than 70 sessions to collect opinions from Board members to pass resolutions, including but not limited to the following issues/contents.

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
1.	06/2023/QD-HĐQT	January 3, 2023	Regarding the appointment of Mr. Faussier Loic Michel Marc - Senior Deputy General Director in charge of operations to the position of General Director of Southeast Asia Commercial Joint Stock Bank	Issued according to the resolution of the Board of Directors
2.	09/2023/NQ- HĐQT	January 3, 2023	Through the assignment of work and decentralization of judgment to Mr. Faussier Loic Michel Marc - General Director of SeABank.	100%
3.	15/2023/QD-HĐQT	January 3, 2023	Salary for General Director	Issued according to the resolution of the Board of Directors
4.	16/2023/QD-HĐQT	January 3, 2023	HQCV allowance for General Director	Issued according to the resolution of the Board of Directors
5.	18/2023/NQ-HĐQT	January 3, 2023	Approve the loan from the International Finance Corporation (IFC), and sign the Transaction Documents.	100%
6.	30/2023/QD-HĐQT	January 10, 2023	Issued the Organizational Structure of the Finance & Planning Division	Issued according to the resolution of the Board of Directors
7.	71/2023/NQ- HĐQT	06/0 February 2023	Through granting credit to relevant customers.	100%
8.	87/2023/NQ-HĐQT	02/14/2023 --	Approval of amending and supplementing the Charter of Post and Telecommunications Finance Company Limited (“PTF”).	100%

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
9.	88/2023/NQ-HĐQT	02/14/2023 --	Approval of amending the Charter and registering changes to the content of SeABank's charter capital on the Business Registration Certificate.	100%
10.	93/2023/NQ- HĐQT	02/15/2023 --	Approving the granting of credit limit to Nghe An Pharmaceutical - Medical Supplies Joint Stock Company.	100%
11.	106/2023/NQ-HĐQT	02/21/2023 --	Approving the issuance of SeABank deposit certificates in 2023	100%
12.	111/2023/NQ-HĐQT	02/22/2023 --	Approving the management personnel plan in the SeABank system	100%
13.	126/2023/NQ-HĐQT	0 1/ 0 3/2023	Approval of the 2023 budget plan of the Postal Finance Company Limited (“PTF”).	100%
14.	128/2023/NQ-HĐQT	0 1/ 0 3/2023	Approve the final registration date to exercise the right to collect shareholders' written opinions.	100%
15.	136/2023/NQ-HĐQT	0 3/ 0 3/2023	Approved the final registration date to exercise the right to attend the 2023 Annual General Meeting of Shareholders.	100%
16.	142/2023/NQ-HĐQT	0 7/ 0 3/2023	Approving the decentralization of authority to the General Director for arising tasks at Post and Telecommunications Finance Company Limited.	100%
17.	155/2023/NQ-HĐQT	March 15, 2023	Approving the expected list of personnel for the Board of Directors and Supervisory Board for the term 2023-2028.	100%
18.	163/2023/NQ-HĐQT	03/21/2023 --	Approval of members of the Bank's Risk Management Committee.	100%
19.	172/2023/NQ-HĐQT	03/28/2023 --	Approved to stop implementing the organization to seek written opinions from shareholders on the plan to offer individual shares to foreign investors.	100%

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
20.	198/2023/NQ-HĐQT	0 April 5, 2023	Approved the Personnel Plan for the position of Bac Giang Branch Director.	100%
21.	207/2023/NQ-HĐQT	0 April 7, 2023	Approved the plan to organize the 2023 Annual General Meeting of Shareholders and the Meeting documents.	100%
22.	210/2023/NQ-HĐQT	0 April 8, 2023	Approving the reception and appointment of Mr. Do Anh Tuan, Director of SeABank Ha Dong Branch.	100%
23.	232/2023/NQ-HĐQT	April 20, 2023	Approving the personnel management plan for SeABank Thanh Xuan Branch.	100%
24.	246/2023/QD-HĐQT	April 26, 2023	Regulations on remuneration of the Board of Directors and Supervisory Board of SeABank	Issued according to the resolution of the Board of Directors
25.	247/2023/QD-HĐQT	April 26, 2023	Regulations on public service expenses for members of the Board of Directors and members of the Supervisory Board of SeABank	Issued according to the resolution of the Board of Directors
26.	255/2023/BBH	April 28, 2023	Minutes of the first Board of Directors meeting of the 2023-2028 term	100%
27.	256/2023/NQ-HĐQT	April 28, 2023	Approving the election of positions of the Board of Directors for the 2023-2028 term.	100%
28.	271/2023/NQ-HĐQT	May 8, 2023	Approved the implementation of the stock issuance plan to increase charter capital in 2023.	100%
29.	290/2023/NQ-HĐQT	May 16, 2023	Approving the assignment of tasks to members of the Board of Directors of SeABank for the 2023-2028 term.	100%
30.	309/2023/NQ-HĐQT	May 26, 2023	Through PACCL SeABank for the period 2021-2025.	100%

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
31.	324/2023/NQ-HĐQT	June 1, 2023	Through the issuance of guarantees for BRG Group - Joint Stock Company.	100%
32.	346/2023/NQ-HĐQT	June 7, 2023	Approved the personnel plan for the position of SeABank Tan Thanh Branch Director.	100%
33.	363/2023/NQ-HĐQT	June 13, 2023	Through the last registration date, exercise the right to receive dividends in shares and receive shares issued to increase share capital from owner's capital.	100%
34.	380/2023/NQ-HĐQT	June 20, 2023	Approve the loan from the International Finance Corporation (IFC), and sign the Transaction Documents.	100%
35.	387/2023/NQ-HĐQT	June 21, 2023	Approve the issuance of Regulations on the organization and operation of the Risk Management Committee, the Human Resources Committee and the appointment of members of the Risk Management Committee and the Human Resources Committee.	100%
36.	419/2023/NQ-HĐQT	June 30, 2023	Through the appointment of SeABank personnel.	100%
37.	461/2023/NQ-HĐQT	July 27, 2023	Resolution of the Board of Directors on the use of specific provisions to handle risks for some debts and off-balance sheet payments of some customers from 2012-2018	100%
38.	471/2023/NQ-HĐQT	July 19, 2023	Resolution on medium and long-term loans in USD with Union Bank of Taiwan	100%
39.	490/2023/NQ-HĐQT	July 28, 2023	Approval of the Bank's financial report for the second quarter of 2023	100%
40.	496/2023/BBH-HĐQT	July 31, 2023	Minutes of the Board of Directors meeting in the second quarter of 2023	100%
41.	497/2023/NQ-HĐQT	July 31, 2023	Approval of banking operations report for Quarter II.2023	100%

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
42.	498/2023/NQ-HĐQT	July 31, 2023	Approving the resignation of Mr. Faussier Loic Michel Marc from the position of General Director	100%
43.	499/2023/NQ-HĐQT	July 31, 2023	Through some senior personnel issues of SeABank	100%
44.	500/2023/NQ-HĐQT	July 31, 2023	Approve the list of personnel expected to appoint the General Director	100%
45.	501/2023/NQ-HĐQT	July 31, 2023	Appointed Mr. Hoang Manh Phu to concurrently serve as Director of Transaction Office Branch	100%
46.	502/2023/NQ-HĐQT	July 31, 2023	Appointed Mr. Vu Dinh Khoan to be chairman of SeABank Asset Exploitation and Debt Management Company Limited	100%
47.	503/2023/NQ-HĐQT	July 31, 2023	Regarding personnel issues of Post and Telecommunications Finance Company Limited ("PTF")	100%
48.	504/2023/NQ-HĐQT	July 31, 2023	Approval of banking operations report for Quarter II.2023	100%
49.	532/2023/NQ-HĐQT	August 1, 2023	Approve the amendments and supplements to the Charter and business registration contents regarding Charter Capital	100%
50.	594/2023/NQ-HĐQT	August 28, 2023	Approving the issuance of Regulations on management and use of SeABank's seal	100%
51.	604/2023/NQ-HĐQT	August 31, 2023	Approve the content of the Bank's Labor Regulations	100%
52.	607/2023/NQ-HĐQT	September 5, 2023	Changing the representative of SeABank's capital contribution at PTF	100%
53.	611/2023/NQ-HĐQT	September 5, 2023	Approving the list of expected personnel to appoint members of the Board of Directors and members of the Supervisory Board of PTF for the 2023-2028 term	100%
54.	635/2023/QD-HĐQT	September 15, 2023	Organizational structure of the Sales and Service Division under	Issued according to the



<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
			Southeast Asia Commercial Joint Stock Bank	resolution of the Board of Directors
55.	651/2023/QD-HĐQT	September 22, 2023	Member of the Risk Management Council of Southeast Asia Commercial Joint Stock Bank	Issued according to the resolution of the Board of Directors
56.	652/2023/QD-HĐQT	September 22, 2023	Regulations on the functions, tasks and organization of the Risk Management Council of Southeast Asia Commercial Joint Stock Bank	Issued according to the resolution of the Board of Directors
57.	660/2023/NQ-HĐQT	September 26, 2023	Approved SeABank's branch establishment plan in 2024	100%
58.	682/2023/NQ-HĐQT	October 10, 2023	Approval of a number of issues related to the implementation of the stock issuance plan under the SeABank 2023 employee selection program	100%
59.	698/2023/NQ-HĐQT	October 17, 2023	Register to trade individual bonds on HNX	100%
60.	709/2023/NQ-HĐQT	October 20, 2023	Approval of a number of issues related to the transfer of SeABank's capital contribution at PTF	100%
61.	719/2023/NQ-HĐQT	October 24, 2023	Grant transaction limit to PTF	100%
62.	721/2023/NQ-HĐQT	October 24, 2023	Through credit transactions with related parties	100%
63.	729/2023/NQ-HĐQT	October 26, 2023	Approval of changing the authorized recipient and scope of authorization related to SeABank's 2021 and 2022 bond issuance PA	100%
64.	752/2023/NQ-HĐQT	November 9, 2023	Approving the adjustment of some contents in Resolution No. 682/2023/NQ- HĐQT	100%

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
65.	753/2023/NQ-HĐQT	November 9, 2023	Approving the adjustment to reduce transfer restrictions under the 2021 ESOP Program and 2022 ESOP Program for Managers	100%
66.	754/2023/NQ-HĐQT	November 9, 2023	Approved to stop implementing the private stock offering plan	100%
67.	755/2023/NQ-HĐQT	November 9, 2023	Decision to amend Regulation No. 683/2023/QD- HĐQT	100%
68.	756/2023/BBH-HĐQT	November 9, 2023	Minutes of the Board of Directors meeting in the third quarter of 2023	100%
69.	782/2023/NQ-HĐQT	November 20, 2023	Approved the adjustment of the 2023 budget plan	100%
70.	783/2023/NQ-HĐQT	November 20, 2023	Approved the Personnel Plan for the position of Director of Le Duan branch and Long An branch	100%
71.	785/2023/NQ-HĐQT	November 21, 2023	Granting credit limit to Nghe An Agriculture and Fisheries Joint Stock Company	100%
72.	808/2023/QD-HĐQT	November 24, 2023	Appointment of General Director of SeABank	Issued according to the resolution of the Board of Directors
73.	809/2023/QD-HĐQT	November 24, 2023	Assign work to the General Director	Issued according to the resolution of the Board of Directors
74.	810/2023/QD-HĐQT	November 24, 2023	Decentralization of judgment to the General Director	Issued according to the resolution of the Board of Directors

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
75.	813/2023/NQ-HĐQT	November 24, 2023	Through investing in Agribank bonds	100%
76.	846/2023/NQ-HĐQT	December 11, 2023	Approved the final registration date to exercise the right to nominate and nominate personnel expected to elect additional members of the Board of Directors for the 2023-2028 term and the transfer of PTF	100%
77.	852/2023/NQ-HĐQT	December 13, 2023	Approving the results of phase 1 and the distribution plan for phase 2 according to the 2023 ESOP Program	100%
78.	856/2023/QD-HĐQT	December 14, 2023	Appointment of the position of Vice Chairman of PTF Board of Directors for the term 2023-2028 for Mr. Le Quoc Long	Issued according to the resolution of the Board of Directors
79.	858/2023/QD-HĐQT	December 14, 2023	Appointment of member of PTF Board of Directors for the term 2023-2028 for Mr. Nguyen Ngoc Quynh	Issued according to the resolution of the Board of Directors
80.	860/2023/QD-HĐQT	December 14, 2023	Appointment of the position of Vice Chairman of PTF Board of Directors for the term 2023-2028 for Ms. Nguyen Thi Thu Huong	Issued according to the resolution of the Board of Directors
81.	862/2023/QD-HĐQT	December 14, 2023	Appointment of Chairman of PTF Board of Directors for the term 2023-2028 for Mr. Nguyen Minh Thang	Issued according to the resolution of the Board of Directors
82.	864/2023/QD-HĐQT	December 14, 2023	Appointment of member of PTF Board of Directors for the term 2023-2028 for Mr. Hoang Huy Chuong	Issued according to the resolution

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
				of the Board of Directors
83.	866/2023/QD-HĐQT	December 14, 2023	Appointment of the position of member of the PTF Board of Directors for the term 2023-2028 for Ms. La Thi Hien	Issued according to the resolution of the Board of Directors
84.	868/2023/QD-HĐQT	December 14, 2023	Appointed Mr. Luong Duy Dong to hold the position of full-time member of the Supervisory Board of PTF for the 2023-2028 term	Issued according to the resolution of the Board of Directors
85.	871/2023/QD-HĐQT	December 14, 2023	Appoint Mr. Nguyen Quang Thang to hold the position of member of the PTF Supervisory Board for the term 2023-2028	Issued according to the resolution of the Board of Directors
86.	873/2023/QD-HĐQT	December 14, 2023	Appoint Mr. Nguyen Anh Tuan to hold the position of member of the PTF Specialized Supervisory Board for the term 2023-2028	Issued according to the resolution of the Board of Directors
87.	878/2023/NQ-HĐQT	December 15, 2023	Through credit granting to AMC	100%
88.	901/2023/QD-HĐQT	December 22, 2023	Member of the Human Resources Committee under the Board of Directors of Southeast Asia Commercial Joint Stock Bank	Issued according to the resolution of the Board of Directors
89.	902/2023/QD-HĐQT	December 22, 2023	Member of the Risk Management Committee of Southeast Asia Commercial Joint Stock Bank	Issued according to the resolution of the

<b>Status.</b>	<b>Resolution/Decision number</b>	<b>Day</b>	<b>Content</b>	<b>Passage rate</b>
				Board of Directors
90.	908/2023/NQ-HĐQT	December 25, 2023	Through a number of transactions with Related Persons of the Bank	100%
91.	909/2023/QD-HĐQT	December 25, 2023	Amending the charter capital license to VND 24,957 billion	Issued according to the resolution of the Board of Directors
92.	911/2023/NQ-HĐQT	December 25, 2023	Approval of the 2024 Budget Plan	100%
93.	913/2023/NQ-HĐQT	December 25, 2023	Through loan with UBOT	100%
94.	929/2023/NQ-HĐQT	December 27, 2023	Through the purchase of assets in Hai Duong	100%
95.	932/2023/NQ-HĐQT	December 29, 2023	Approved a number of issues related to asking shareholders for written opinions	100%
96.	938/2023/NQ-HĐQT	December 29, 2023	Through transactions with Related Persons (PTF - debt purchase)	100%
97.	942/2023/QD-HĐQT	December 29, 2023	Regulations on risk management policy at SeABank	Issued according to the resolution of the Board of Directors
98.	943/2023/NQ-HĐQT	December 29, 2023	Granting transaction limits to Financial Institutions for the 3rd phase of 2023	100%
99.	944/2023/NQ-HĐQT	December 29, 2023	Through the purchase of assets in Hai Phong	100%

### **III. Supervisory Board (Report in 2023):**

#### **1. Information about members of the Supervisory Board for the 2023-2028 term:**

<b>Status</b>	<b>Member of the Supervisory Board</b>	<b>Position</b>	<b>Start date as a member of the Supervisory Board</b>	<b>Date no longer a member of the Supervisory Board</b>	<b>Qualification</b>
1.	Ms. Vu Thi Ngoc Quynh	Supervisory Board	April 11, 2018		Master of Business Administration - California Miramar University, USA
2.	Mr. Nguyen Thanh Luan	Full-time member of the Supervisory Board	April 28, 2023		Bachelor Economics, majoring in Investment Economics - National Economics University .
3.	Ms. Vu Thu Thuy	Full-time member of the Supervisory Board	April 28, 2023		Master of Business Administration and Finance - University of Southern Colombia.
4.	Ms. Nguyen Thi Phuong	Member of the Supervisory Board		April 28, 2023	The 2018-2023 term expires on April 28, 2023
5.	Mr. Vu Quoc Viet	Member of the Supervisory Board		April 28, 2023	The 2018-2023 term expires on April 28, 2023

## **2. Meeting of the Supervisory Board:**

In 2023, the Supervisory Board held 08 meetings with the following meeting attendance and voting rates:

<b>Status</b>	<b>Member of the Supervisory Board</b>	<b>Number of meetings attended</b>	<b>Meeting attendance rate</b>	<b>Voting rate</b>	<b>Reason for not attending the meeting</b>
1.	Ms. Vu Thi Ngoc Quynh	8	100%	100%	
2.	Ms. Nguyen Thi Phuong	first	100%	100%	The 2018-2023 term expires on April 28, 2023

Status	Member of the Supervisory Board	Number of meetings attended	Meeting attendance rate	Voting rate	Reason for not attending the meeting
3.	Mr. Vu Quoc Viet	first	100%	100%	The 2018-2023 term expires on April 28, 2023
4.	Mr. Nguyen Thanh Luan	7	100%	80%	Elected by the 2023 Annual General Meeting of Shareholders as a member of the Supervisory Board from April 28, 2023
5.	Ms. Vu Thu Thuy	7	100%	80%	Elected by the 2023 Annual General Meeting of Shareholders as a member of the Supervisory Board from April 28, 2023

### **3. Supervision activities of the Supervisory Board for the Board of Directors, Board of Executive Directors and shareholders :**

- The Supervisory Board's supervision activities for the Board of Directors and the Board of General Directors are carried out regularly and according to topics, based on the direction and direction of the Government and the State Bank of Vietnam (SBV) for activities. of Credit Institutions related to implementing monetary, credit and foreign exchange policies, preventing money laundering and terrorist financing, preventing corruption, improving governance, management and risk management capacity, improve financial capacity, ensure safety of banking operations...
- The Supervisory Board monitors that the Board of Directors has fully and promptly implemented the guidelines, policies, and directives of the State Bank of Vietnam and the Resolutions of the General Meeting of Shareholders through the issuance of Resolutions and Directives on business objectives and targets. business and key tasks. Supervise that the Committees under the Board of Directors are fully established, in accordance with the law and promote their role in the Bank's governance activities.
- The Supervisory Board supervises the Board of General Directors in organizing and implementing tasks and business plans in accordance with the direction of the General Meeting of Shareholders and the Board of Directors. Ensure that the executive tasks of the Board of General Directors are clearly assigned and assigned to each operational unit. At the same time, continuously review internal regulations to standardize the internal document system and ensure timely updates of regulations of the State Bank of Vietnam, legal regulations and ensure smooth operations of the Bank. Safe and effective.
- The Supervisory Board supervises the Board of General Directors in implementing the Restructuring Plan associated with handling bad debts for the period 2021 - 2025 & through the internal information system (operation reports, Supervision reports from Units of Lines 1 and 2).

#### **4. Coordination between the Supervisory Board and the activities of the Board of Directors, Board of Executive Directors and other managers:**

- The Supervisory Board participated in regular meetings of the Board of Directors and briefings of the Board of General Directors. The Board of Directors and the Board of General Directors ensure the provision of information and documents on the management, administration and business activities of the Bank, serving the functions and tasks of the Supervisory Board.
- The Supervisory Board and Internal Audit organize meetings to promptly inform and work with the Board of Directors and Board of General Directors to make drastic decisions and directions to prevent and handle problems in operations, contributing to part of improving the capacity of the internal control system, completing regulations, improving processes and products, managing business risks and improving the management and operating capacity of the system.
- The Board of Directors and the Board of Management have made efforts to overcome shortcomings according to the recommendations of the Supervisory Board and Internal Audit, creating conditions for the Supervisory Board to carry out its tasks.
- Strengthening the coordination and information exchange mechanism between the Supervisory Board, the Board of Directors and the Board of General Directors through the internal information reporting system, sending representatives to attend meetings of Committees/Subcommittees as guests invite.
- Direct Internal Audit to continue to coordinate with the Division/Department/Board to develop the Risk Management and Compliance Software project. This is software that integrates process flow and data (GRC) to apply IT/automation in operational activities, forecast risk trends and store data for administrative and professional work. operationalize.

#### **5. Other activities of the Supervisory Board :**

During the term, the Supervisory Board also performs a number of other functions and tasks as follows:

- Implement and strengthen the personnel and organizational structure of the Supervisory Board and Internal Audit Department.
- Carrying out the function of senior management supervision of internal audit according to the provisions of Circular 13/2018/TT - NHNN, during the period the Supervisory Board urged the Internal Audit Department to complete the annual and Division audit plan. Legal Compliance and implementation of inspection and control of business units and inspection topics, ensuring all business units are inspected at least once a year (54 times).
- The Supervisory Board directs the Internal Audit to review and evaluate internal audit regulatory documents to improve processes, improve the quality and efficiency of internal audit work (Internal Audit Process supplements the following provisions: best practices, high standards, Regulations on outsourcing experts to organize the implementation of Internal Audit). At the same time, complete Audit guidance to optimize the effectiveness of internal audit tools.
- The Supervisory Board directs Internal Audit to apply the Internal Audit Quality Assurance & Improvement Program (QAIP) to meet the requirements and expectations of foreign partners in international cooperation, in accordance with IIA standards (Association US Internal Audit).
- The Supervisory Board directs Internal Audit to coordinate with the Legal & Compliance and Risk Management Departments to build sets of Control Point Effectiveness Assessment



(MCA), perfecting the internal control model according to COSO (Committee of Sponsoring Organizations) standards. of the Treadway Commission - Committee on Anti-Fraud in Financial Reporting under the US National Council) to gradually contribute to improving SeABank's standards and position in the market in general.

- Evaluate and select an auditing company for SeABank's 2023 financial statements according to the resolution of the General Meeting of Shareholders.
- Monitor, make a list of related persons and review transactions with related persons of the Bank according to the provisions of the Law on Enterprises and the Law on Credit Institutions.
- Appraisal of the bank's 2022 and 6-month 2023 financial statements.
- Direct the Internal Audit Department to assess risks and make an audit plan for 2024. Carry out periodic and extraordinary reports at the request of the State Bank and regulatory agencies.
- Implement and strengthen control activities according to the directives of the State Bank of Vietnam.

#### IV. Executive Board

STT	Member of the Executive Board	Date of birth	Qualification	Date of appointment/dismissal of members of the Executive Board
first	Mr. Faussier Loic Michel Marc (*)	May 30, 1972	Bachelor of Economics, Master of Finance and Master of Business Law	August 1, 2023
2	Mr. Le Quoc Long (**)	May 13, 1965	Bachelor of Economic Law	November 24, 2023
3	Mr. Vu Dinh Khoan	October 1, 1969	Bank financial Bachelors	July 2012
4	Ms. Tran Thi Thanh Thuy	January 16, 1965	Master of Banking Academy	August 2015
5	Mr. Nguyen Ngoc Quynh	October 5, 1973	Bank financial Bachelors	June 1, 2016
6	Ms. Nguyen Thi Thu Huong	June 29, 1975	Bank financial Bachelors	June 1, 2016
7	Mr. Hoang Manh Phu	February 18, 1970	Bachelor of Banking Academy	June 20, 2018
8	Mr. Nguyen Tuan Cuong	April 3, 1965	Software Technology Engineer	August 2013
9	Ms. Dang Thu Trang	September 29, 1981	Bachelor of Economic Law	January 20, 2020

<b>STT</b>	<b>Member of the Executive Board</b>	<b>Date of birth</b>	<b>Qualification</b>	<b>Date of appointment/dismissal of members of the Executive Board</b>
ten	Mr. Vo Long Nhi	July 24, 1973	Bachelor of Finance	November 16, 2021

*(\*) From August 1, 2023, Mr. Faussier Loic Michel Marc will stop holding the position of General Director of SeABank according to the Resolution of the SeABank Board of Directors.*

*(\*\*) Mr. Le Quoc Long was appointed as Acting General Director, in charge of managing SeABank's operations on August 1, 2023 before being officially appointed as General Director on November 24 /2023 according to the Resolutions/Decisions of the Board of Directors. Previously, Mr. Le Quoc Long participated in the management of SeABank as Deputy General Director since February 2005.*

#### **V. Chief Accountant/Chief Accountant**

<b>First and last name</b>	<b>Date of birth</b>	<b>Professional qualifications</b>	<b>Date of appointment/dismissal</b>
Nguyen Thi Hoai Phuong	October 5, 1977	Bachelor of Economics, Academy of Finance	Appointment date: July 14, 2017

### **Training in public administration ty:**

In 2023, corporate governance training activities at SeABank will be carried out through training and developing the capacity of leadership and management teams to implement strategies, policies and regulations on governance. Bank companies, specifically as follows:

- Developed and designed the " *Legal orientation and specialized training program* " for members of the Board of Directors and members of the Supervisory Board for the 2023-2028 term on the Bank's e-learning training system, and completed it. Training in July 2023.
- **05/07** members of the Board of Directors for the 2023-2028 term participated in in-depth training courses on Environmental-Social Integrated Corporate Governance (ESG) organized by the Vietnam Institute of Boards of Directors in July, September 2020. September & October 2023.
- The team of people in charge of corporate governance and company secretaries has attended in-depth training courses on corporate governance and practical workshops on corporate secretaries that integrate Environment and Society.
- Standardize, update and annually deploy title training programs for management levels at the Head Office & Business Units to equip management skills and knowledge as well as contribute to evaluating, screening and retaining employees. good quality and create part of the next source of management staff, outstanding programs are as follows: SeAHipo, SeAManagers, SeACaptains, SeAChallengers, SeAFactors, SeALeaders... in 2023, 2 new programs have been developed: SeAAdvances & SeAWarriors.
- Review, evaluate capacity, develop talent to build a successor team, serving succession work throughout the system: Implement capacity assessment program and Team Leader planning at business units for 369 Team Leaders at business units, after the program 40 best Team Leaders were selected to participate in the capacity development program and planned to become the next team; Organize the capacity development program according to the results of capacity assessment & planning for Branch Director, SeABank Director, Sector Director 2023: 39 students participated.
- Complete and put into use the Branch Director's Handbook, continue to replicate & spread the Coaching & Mentoring culture, organize professional tests for staff at the business unit (twice/year; 2,391 people/year). times), updating the training program framework for positions at the Head Office and Business Units to improve management and administration capacity for the team of Branch Directors as well as management positions at the Association. department.

### **VII. List of related persons of public companies (2023 Report) and transactions of related persons of the company with the Company itself**

1. List of related persons of the company : According to attached Appendix No. 01.
2. Transactions between the company and related persons of the company; or between the company and major shareholders, internal people, related persons of internal people : According to attached Appendix No. 02.
3. Transactions between company insiders, related persons of insiders and subsidiaries and companies controlled by the company : None.
4. Transactions between the company and other entities
  - 4.1. Transactions between companies and companies in which members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers have been or are founding members or members of the Board of Directors or Director (General

Director). ) operating within the past three (03) years (calculated at the time of reporting):  
According to attached Appendix 02.

4.2. Transactions between companies and companies where related persons of members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers are members of the Board of Directors, Director (General Director) manage :  
According to attached Appendix 02.

4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers : None .

**VIII. Stock transactions of insiders and related persons of insiders (2023 Report)**

1. List of internal people and related people of internal people : Appendix 03.
2. Transactions of insiders and related persons on company stocks: Appendix 04.

**IX. Other issues to note:** None.

**Place of receipt :**

- As K/kg;
- Saved: Office of Management Board .

**CHAIRMAN OF THE BOARD OF DIRECTORS**

*(Sign, write full name and stamp)*

**LE VAN TAN**