

NOTICE

***Re: Nomination and Self-Nomination of Candidates for the Election of Additional
Members of the Board of Directors for the 2023–2028 Term***

To: Esteemed Shareholders of Vietnam Asia Commercial Joint Stock Bank

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated 18 January 2024 (referred to as the Law on Credit Institutions) and other relevant prevailing laws and regulations;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to Decree No.155/2020/ND-CP dated 31 December 2020 providing detailed regulations on the implementation of a number of articles of the Law on Securities, as amended and supplemented;
- Pursuant to Circular No. 20/2025/TT-NHNN dated 31 July 2025 providing guidance on dossiers and procedures for the approval of proposed lists of personnel of commercial banks, branches of foreign banks, and non-bank credit institutions, and its amendments and supplements;
- Pursuant to the current Charter of Vietnam Asia Commercial Joint Stock Bank (VAB);
- Pursuant to the Regulations on Organization and Operation of the Board of Directors of Vietnam Asia Commercial Joint Stock Bank promulgated together with Decision No. 154/2025/QD-BOD dated 08 May 2025;
- Pursuant to the Internal Governance Regulations of Vietnam Asia Commercial Joint Stock Bank promulgated together with Decision No. 152/2025/QD-BOD dated 08 May 2025;
- Pursuant to Notice No. 03/2025/TB-BOD dated 08 January 2026 of the Board of Directors of VAB regarding the announcement on the record date for shareholders to exercise their rights of nomination and self-nomination of candidates for the election of additional members of the Board of Directors for the 2023–2028 term;
- Pursuant to Resolution No. **14**/2026/NQ-BOD dated **27** January 2026 of the Board of Directors of VAB regarding the approval of the number of additional members of the Board of Directors for the 2023–2028 term to be elected and the documents notifying shareholders of their rights to nominate and self-nominate proposed candidates;
- Pursuant to actual circumstances,

For the purpose of enhancing corporate governance in accordance with the Bank's development orientation and strategic direction for the 2026–2030 period, the Board of Directors of VAB hereby announces to the Shareholders the election of additional members of the Board of Directors for the 2023–2028 term, as follows:

1. The number of members of the Board of Directors to be additionally elected at the 2026 Annual General Meeting of Shareholders (“AGM”) of VAB is as follows:

- a. Proposed number of additional members of the Board of Directors for the 2023–2028 term: 01 (one) member; no additional independent member of the Board of Directors shall be elected.
- b. Term of office of the additionally elected member of the Board of Directors: the remaining duration of the 2023–2028 term of the Board of Directors
- c. Proposed total number of members of the Board of Directors for the 2023–2028 term: 08 (eight) members, including 02 (two) independent members of the Board of Directors.
- d. The official number of members of the Board of Directors shall be decided by the Annual General Meeting of Shareholders at the 2026 Annual General Meeting

2. Rights of self-nomination and nomination, and principles for nomination and self-nomination

- a. Shareholders or groups of shareholders (as per the List of Securities Holders dated 21 January 2026) holding 5% or more of the total outstanding ordinary shares shall have the right to self-nominate or nominate candidates to the list of candidates for the election of additional members of the Board of Directors for the 2023–2028 term, provided that such candidates fully satisfy the standards and conditions prescribed by applicable laws and the Charter of VAB.
- b. Shareholders may self-nominate or nominate candidates, or combine to form a group of shareholders for the purpose of nominating or self-nominating candidates to the list of candidates for the election of additional members of the Board of Directors. Based on the proposed number of members of the Board of Directors to be elected, shareholders or groups of shareholders shall be entitled to nominate or self-nominate one or more candidates in accordance with the following principles:

Shareholding ratio of ordinary shares with voting rights held by shareholders / groups of shareholders (% of Total voting shares)	Maximum number of corresponding candidates eligible for nomination or self-nomination for the election of additional members of the Board of Directors for the 2023–2028 term
From 05% to less than 10%	Up to 01 candidate
From 10% to less than 30%	Up to 02 candidates
From 30% to less than 40%	Up to 03 candidates
From 40% to less than 50%	Up to 04 candidates
From 50% to less than 60%	Up to 05 candidates
From 60% to less than 70%	Up to 06 candidates
From 70% to less than 80%	Up to 07 candidates
From 80% to less than 90%	Up to 08 candidates

c. Based on the list of nominations and self-nominations submitted by the Shareholders for the above positions, the Board of Directors shall review and assess the eligibility and qualifications, prepare the list of candidates for the positions proposed to be elected, and submit such list to the State Bank of Vietnam (“SBV”). In the event that Shareholders fail to nominate a sufficient number of candidates for the position of member of the Board of Directors, or where the nominated candidates do not fully satisfy the prescribed standards and conditions, the remaining candidates shall be introduced and nominated by the incumbent Board of Directors in accordance with applicable laws and the regulations of VAB.

In accordance with applicable laws, the proposed list of personnel to be additionally elected as members of the Board of Directors for the 2023–2028 term must obtain prior written approval from the State Bank of Vietnam before the election is conducted at the 2026 Annual General Meeting of Shareholders of VAB, which is expected to be held in April 2026. Such personnel must continuously meet the standards and conditions prescribed by applicable laws and the Charter of VAB throughout their term of office.

3. Standards and Conditions for candidates for membership of the Board of Directors

- a. Candidates nominated or self-nominated must satisfy the standards and conditions as detailed in the **Appendix** attached to this Notice.
- b. An individual and his/her related persons, or the representatives of the contributed capital of an institutional shareholder and their related persons, may participate in the Board of Directors; however, the total number of such persons shall not exceed two (02) members of the Board of Directors of VAB, except in cases involving representatives of State capital or compulsory transferees, provided that the principles set out in Section 2.b above are complied with.
- c. Candidates nominated or self-nominated for membership of the Board of Directors must ensure full compliance with the obligations of members of the Board of Directors in accordance with Article 48 of the Law on Credit Institutions, Article 165 of the Law on Enterprises, Articles 274 and 277 of Decree No. 155/2020/NĐ-CP guiding the Law on Securities (as amended and supplemented by Decree No. 245/2025/NĐ-CP), and other relevant regulations, including but not limited to the obligation to perform the rights and duties of members of the Board of Directors in an honest and prudent manner and to avoid conflicts of interest or any circumstances that may give rise to conflicts of interest with VAB.

4. Nomination and self-nomination dossier for candidates for membership of the Board of Directors includes:

- 4.1. *List of candidates for membership of the Board of Directors nominated or self-nominated by shareholders or groups of shareholders:* 03 original copies (in accordance with the form available at: <https://vietabank.com.vn/nha-dau-tu/thong-bao-thong-tin.html>).

4.2. *Curriculum vitae of the candidate: 03 original copies with notarized/certified signatures (in accordance with the form set out in Appendix I issued together with Circular No. 20/2025/TT-NHNN dated 31 July 2025, published at: <https://vietabank.com.vn/nha-dau-tu/thong-bao-thong-tin.html>).*

4.3. *Valid personal identification documents, including Citizen Identity Card or Identity Card, or Passport (for persons without Vietnamese nationality) of the candidate: 03 certified true copies, issued within the last six (06) months.*

4.4. *Judicial record certificate of the candidate: 02 original copies.*

- a. For candidates of Vietnamese nationality: A Judicial Record Certificate issued by the authority managing the judicial record database, which must contain full information on the criminal record status (including both expunged and unexpunged criminal records) and information on any prohibition from holding positions, establishing, or managing enterprises or cooperatives (Judicial Record Certificate – Form No. 2);
- b. For candidates without Vietnamese nationality: A Judicial Record Certificate or an equivalent document (containing full information on criminal record status and information on any prohibition from holding positions, establishing, or managing enterprises or cooperatives) issued by a competent authority of Vietnam or by a competent foreign authority in accordance with applicable regulations. In cases where the Judicial Record Certificate or equivalent document issued by a competent foreign authority does not contain information on prohibitions from holding positions, establishing, or managing enterprises or cooperatives, the shareholder(s), group of shareholders, or the Board of Directors nominating the proposed candidate must provide a written explanation stating that the competent authority of the relevant country does not provide such information in judicial record certificates or equivalent documents, and undertake legal responsibility that the proposed candidate does not fall under any cases prohibited from holding such positions as prescribed in the Law on Credit Institutions.
- c. The Judicial Record Certificate or equivalent document must be issued by a competent authority no more than six (06) months prior to the date on which the credit institution submits the application dossier for approval of the proposed list of personnel

Candidates may present an electronic Judicial Record Certificate issued via the VNeID electronic identification and authentication application, or submit an electronic Judicial Record Certificate in accordance with applicable laws.

4.5. *Declaration of related persons of the candidate: 03 original copies with notarized/certified signatures (in accordance with the form set out in Appendix II attached to Circular No. 20/2025/TT-NHNN dated 31 July 2025, published at <https://vietabank.com.vn/nha-dau-tu/thong-bao-thong-tin.html>).*

4.6. *Diplomas and certificates evidencing the candidate's professional qualifications: 03 certified true copies, issued within a maximum period of six (06) months, or 01*

diploma/certificate as prescribed in Clause 6, Article 7 of Circular No. 20/2025/TT-NHNN.

Note: Diplomas of persons holding Vietnamese nationality issued by foreign educational institutions must be recognized by the Ministry of Education and Training in accordance with relevant laws.

4.7. Các tài liệu chứng minh ứng cử viên đáp ứng tiêu chuẩn, điều kiện giữ chức danh thành viên HĐQT theo quy định tại Luật Các TCTD, cụ thể:

- a. With respect to the condition of "*having at least three (03) years of experience as a manager or executive of a credit institution*": A written confirmation issued by the authorized representative of the credit institution where the candidate has been or is currently working, certifying the position held and the period of holding such position (including confirmation that the candidate is a manager or executive), or copies of documents evidencing the position held and the duration of service at the credit institution of the candidate
- b. With respect to the Condition of "*having at least five (05) years of experience as a manager of an enterprise operating in the fields of finance, accounting, or auditing, or of another enterprise whose equity capital is at least equal to the statutory capital applicable to the relevant type of credit institution*"
 - Provisions of the enterprise's Charter regarding managerial positions, or internal regulations of the enterprise in cases where the Charter does not stipulate managerial positions;
 - Copies of audited financial statements of the enterprise where the candidate has been or is serving as a manager, audited by an independent auditing firm (applicable in cases where the enterprise is another enterprise whose equity capital is at least equal to the statutory capital applicable to the relevant type of credit institution). In cases where the enterprise is not subject to mandatory annual financial statement audits, financial statements submitted to the tax authority in accordance with applicable laws must be provided;
 - A written confirmation issued by the authorized representative of the organization where the candidate has been or is working, certifying the position held (including confirmation that the candidate is a manager) and the duration of holding such position; or copies of documents evidencing the position held and the period of service of the candidate at such organization.
- c. With respect to the condition of "*having at least five (05) years of direct working experience in professional units in the fields of finance, banking, accounting, or auditing*": A written confirmation issued by the authorized representative of the organization where the candidate has been or is currently working, certifying that the candidate has worked directly in professional units in the fields of finance, banking, accounting, or auditing and specifying the period during which the candidate worked in such units; or copies of documents evidencing the unit/department of employment and the duration of the candidate's service in such unit/department.

d. With respect to the condition of ““having at least five (05) years of direct working experience in professional units of a credit institution or a branch of a foreign bank”: A written confirmation issued by the authorized representative of the credit institution or branch of a foreign bank where the candidate has been or is currently working, certifying that the candidate has worked directly in professional units of such credit institution or branch of a foreign bank and specifying the period during which the candidate worked in such professional units; or copies of documents evidencing the unit/department of employment and the duration of the candidate’s service in such unit/department.

4.8. For candidates falling under the exceptional cases prescribed in Point c, Clause 1, Article 42 and Points d and e, Clause 2, Article 42 of the Law on Credit Institutions: A written document issued by the competent authority appointing the candidate as a representative to manage the State’s contributed capital or the contributed capital of an enterprise in which the State holds 50% or more of the charter capital at a credit institution; or appointing, designating, or assigning the candidate to participate in the management, administration, or supervision of a credit institution, or of a credit institution declared bankrupt, in accordance with assigned duties.

4.9. Documents evidencing compliance with the requirement of “professional ethics”:

- The candidate’s self-assessment and undertaking confirming that the candidate satisfies the requirement of “professional ethics” as stipulated in Article 6 of Appendix I to Circular No. 20/2025/TT-NHNN dated 31 July 2025 (*published at: <https://vietabank.com.vn/nha-dau-tu/thong-bao-thong-tin.html>*);
- An evaluation document issued by the credit institution or branch of a foreign bank where the candidate has previously worked, in accordance with the form set out in Appendix IV promulgated together with Circular No. 20/2025/TT-NHNN dated 31 July 2025 (*published at: <https://vietabank.com.vn/nha-dau-tu/thong-bao-thong-tin.html>*), except in cases where such credit institution or branch of a foreign bank has been dissolved, declared bankrupt, merged, or acquired.

Notes on the principles for preparation and submission of dossiers:

- Documents in the dossier must be prepared in Vietnamese. In cases where documents are issued, notarized, or certified by competent foreign authorities or organizations, such documents must be consularly legalized in accordance with Vietnamese law (except for cases exempted from consular legalization under the law on consular legalization) and translated into Vietnamese;
- Translations from foreign languages into Vietnamese must be notarized as certified translations or have the translator’s signature certified in accordance with applicable laws;
- Copies of dossiers and documents of candidates must be copies made from the original register or certified true copies from the originals in accordance with applicable laws.

- Documents prepared by the candidates themselves must have the signatures duly notarized or certified in accordance with applicable laws.

5. Deadline for receipt of nomination and self-nomination dossiers.

5.1. Dossier submission period.

Shareholders / groups of shareholders nominating or self-nominating candidates for membership of the Board of Directors shall submit the dossiers in person or by registered mail (with acknowledgment of receipt). The candidate dossiers as prescribed in Section 4 above must be submitted to the Head Office of Vietnam Asia Commercial Joint Stock Bank – Board of Directors' Office no later than 5:00 p.m. on 25 February 2026. Any nomination or self-nomination dossiers received by VAB after the above deadline shall be deemed invalid.

5.2. Place for receipt of nomination and self-nomination dossiers.

- Vietnam Asia Commercial Joint Stock Bank – Board of Directors' Office.
- Address: 5th Floor, Samsora Premier Building, No. 105 Chu Van An Street, Ha Dong Ward, Hanoi City.

For any inquiries relating to the nomination or self-nomination of members of the Board of Directors of VAB, Shareholders are kindly requested to contact the Board of Directors' Office of VAB – Ms. Vu Thi Quynh (Tel: +84 24 3933 3636 – Ext. 453; Email: quynhvt@vietabank.com.vn) for detailed guidance, clarification, and response.

Shareholders may access this Notice and the accompanying forms published on VAB's website at: <https://vietabank.com.vn/nha-dau-tu/thong-bao-thong-tin.html>.

Sincerely announced./.

FOR THE BOARD OF DIRECTORS 

CHAIRMAN

Recipients:

- As stated in "To";
- Board of Directors and Board of Supervisors (for information);
- Archived at the Board of Directors' Office; Administration Department.



APPENDIX

Standards and Conditions for Nomination and Self-Nomination of Candidates for the Election of Additional Members of the Board of Directors for the 2023–2028 Term

(Attached to Notice No. .../2026/TB-BOD dated ... January 2026 of the Board of Directors of VAB)

The standards and conditions applicable to personnel proposed for election as additional members of the Board of Directors of VAB for the 2023–2028 term are stipulated as follows

1. Standards and conditions applicable to members of the Board of Directors of VAB¹:

1.1. Not falling under cases prohibited from holding positions, including:

- Minors; persons with difficulties in perception or control of behavior; persons with limited or lost civil act capacity;
- Persons who are subject to criminal prosecution or serving a prison sentence; persons subject to administrative handling measures at compulsory drug rehabilitation establishments or compulsory education establishments; persons prohibited by a court from holding positions, practicing professions, or performing certain jobs;
- Persons who have been convicted of serious crimes or more serious crimes;
- Persons who have been convicted of crimes against property and whose criminal records have not yet been expunged;
- Cadres, civil servants, public employees, and managers at department level or higher in enterprises in which the State holds 50% or more of the charter capital, except for those appointed as representatives to manage the State's contributed capital or the contributed capital of enterprises in which the State holds 50% or more of the charter capital at a credit institution, or those assigned, designated, or appointed to participate in the management, administration, or supervision of a credit institution in accordance with assigned duties;
- Commissioned officers, non-commissioned officers, professional soldiers, defense workers, and defense public employees in agencies or units of the Vietnam People's Army; commissioned officers, professional non-commissioned officers, and police workers in agencies or units of the Vietnam People's Public Security, except for those appointed as representatives to manage the State's contributed capital or the contributed capital of enterprises in which the State holds 50% or more of the charter capital at a credit institution;
- Persons who are prohibited from participating in the management or administration of enterprises or cooperatives in accordance with laws on cadres, civil servants, and public employees, and laws on anti-corruption;
- Persons who have previously served as private enterprise owners, general partners of partnerships, General Directors (Directors), members of the Board of Directors, members

¹ Clause 1, Article 41 of the Law on Credit Institutions 2024; Clause 1, Article 55 of the Charter.

of the Members' Council, controllers, members of the Supervisory Board of enterprises, or members of the Board of Directors and General Directors (Directors) of cooperatives at the time such enterprises or cooperatives were declared bankrupt, except for cases where such persons were assigned, designated, or appointed to participate in the management, administration, or supervision of enterprises or cooperatives that are credit institutions declared bankrupt in accordance with assigned duties;

- Persons who have previously been suspended from the positions of Chairman or other members of the Board of Directors; Chairman or other members of the Members' Council; Head or other members of the Supervisory Board; or General Director (Director) of a credit institution in accordance with Article 47 of the Law on Credit Institutions, or who have been determined by a competent authority to have committed violations resulting in the revocation of the credit institution's License;
- Related persons of members of the Board of Directors, members of the Members' Council, or the General Director (Director) of such credit institution, except for the cases specified in Clause 3, Article 69; Point b, Clause 1, Article 73; and Point a, Clause 2, Article 77 of the Law on Credit Institutions;
- Persons who bear responsibility under inspection conclusions leading to the credit institution or branch of a foreign bank being subject to administrative sanctions in the field of monetary and banking activities at the maximum level of monetary penalties for violations relating to licensing, governance, management, shares, stocks, capital contribution, acquisition of shares, credit granting, purchase of corporate bonds, or safety ratio requirements, in accordance with laws on handling of administrative violations in the monetary and banking sector.

- 1.2. Having full civil act capacity;
- 1.3. Being in good health and processing legal knowledge having professional ethics as prescribed by the Governor of the State Bank of Vietnam (and not falling under cases assessed as failing to meet professional ethics requirements as stipulated in Article 6 of Circular No. 20/2025/TT-NHNN);
- 1.4. Holding a university degree or higher;
- 1.5. Satisfying one of the following conditions: Having at least three (03) years of experience as a manager or executive of a credit institution; Having at least five (05) years of experience as a manager of an enterprise operating in the fields of finance, accounting, or auditing, or of another enterprise whose equity capital is at least equal to the statutory capital applicable to the relevant type of credit institution; Having at least five (05) years of direct working experience in professional units of a credit institution or a branch of a foreign bank; Having at least five (05) years of direct working experience in professional units in the fields of finance, banking, accounting, or auditing.

2. **Cases where positions may not be concurrently held²:**
- 2.1. A member of the Board of Directors who is not an independent member shall not concurrently hold any of the following positions:

² Article 43 of the Law on Credit Institutions; Clause 49.2 of the Charter of VAB.



- An executive of VAB, except in the case where such person concurrently serves as the General Director;
- A manager or executive of another credit institution, or a manager of another enterprise, except where such person is a manager or executive of a subsidiary of VAB or of the parent company of VAB, or in cases involving the implementation of an approved compulsory transfer plan;
- A controller or a member of the Supervisory Board of another credit institution or another enterprise;
- The Chairman of the Board of Directors shall not concurrently serve as an executive, a member of the Supervisory Board of VAB or of another credit institution, or a manager of another enterprise.