

NOTICE

Criteria, conditions, and procedures for nomination and self-nomination for election as Independent Member of the Board of Directors for the 2025 – 2030 term

Respectfully to: Valued shareholders of OCB

As per Article 69 of the Law on Credit Institutions of 2024, the Board of Directors (BOD) must have a minimum of 02 independent members. Currently, the Board of Directors of OCB for the 2025-2030 term has only 01 independent member, therefore, an additional independent member needs to be elected.

To prepare for the election in accordance with applicable legal regulations and the Charter of OCB, the BOD hereby informs the Esteemed Shareholders about the nomination and self-nomination rights of shareholders and groups of shareholders, the criteria and conditions for the nominated and self-nominated candidates to be elected as Independent Members of the BOD for the 2025-2030 term, as well as the nomination and self-nomination procedures, with detailed information provided below.

I. Election of 01 additional Independent Member of the Board of Directors:

After the additional election, the total number of Board members for the 2025-2030 term is expected to be 08 members (including 02 independent members).

The term of the newly elected Independent Member of the BOD will be the remaining term of the BOD for the 2025-2030 term.

II. Rights to nominate and self-nominate as an Independent Board Member:

Shareholders or groups of shareholders holding from 5% of the total common shares of OCB are entitled to nominate or self-nominate candidates for independent membership on the BOD in proportion to their shareholding as follows:

1. Shareholders or groups of shareholders owning from 5% to less than 15% of the voting shares are entitled to nominate a maximum of 01 candidate for the Independent Board Member position;
2. Shareholders or groups of shareholders owning from 15% to less than 25% of the voting shares are entitled to nominate a maximum of 02 candidates for the Independent Board Member position;
3. Shareholders or groups of shareholders owning from 25% to less than 35% of the voting shares are entitled to nominate a maximum of 03 candidates for the Independent Board Member position;
4. Shareholders or groups of shareholders owning from 35% to less than 45% of the voting shares are entitled to nominate a maximum of 04 candidates for the Independent Board Member position;

5. Shareholders or groups of shareholders owning from 45% to less than 55% of the voting shares are entitled to nominate a maximum of 05 candidates for the Independent Board Member position;
6. Shareholders or groups of shareholders owning from 55% to less than 65% of the voting shares are entitled to nominate a maximum of 06 candidates;
7. Shareholders or groups of shareholders owning from 65% to less than 75% of the voting shares are entitled to nominate a maximum of 07 candidates;
8. Shareholders or groups of shareholders owning from 75% to less than 85% of the voting shares are entitled to nominate a maximum of 08 candidates;
9. Shareholders or groups of shareholders owning from 85% to less than 95% of the voting shares are entitled to nominate a maximum of 09 candidates.

In the event that shareholders fail to nominate or self-nominate a sufficient number of candidates for the Independent Board Member positions, or if the nominated candidates do not meet the required criteria and conditions, the BOD will propose additional or replacement candidates to fill the Independent Board Member positions.

III. Criteria and conditions for nominated and self-nominated candidates as Independent Board Members for the 2025-2030 term:

1. Criteria and conditions for nominated and self-nominated candidates for election as an independent member of the BOD:
 - 1.1. Must not fall into any of the following categories, including:
 - Underage; or individuals with cognitive difficulties or inability to control their behavior; individuals with restricted civil capacity;
 - Under criminal investigation, serving a prison sentence; undergoing administrative penalties at compulsory detoxification centers or compulsory education centers; or banned by the Court from holding certain positions, practicing certain professions, or performing specific jobs;
 - Convicted of a crime of serious nature or higher;
 - Convicted of property infringement that have not been expunged;
 - Officials, public employees, civil servants, managers at the department level or higher in the enterprises where the State holds 50% or more of the charter capital, except for those appointed as representatives to manage the State's capital contribution or the capital contribution of enterprises where the State holds 50% or more of the charter capital at OCB, or those appointed, assigned, or nominated to participate in the management, administration, or supervision of OCB as required by their duties;
 - Commissioned officers, non-commissioned officers, professional soldiers, defense workers, and defense employees in agencies and units under the Vietnam People's Army; professional commissioned officers, professional non-commissioned officers, and public security workers in agencies and units under the Vietnam People's Public Security, except for those appointed as representatives to manage the State's capital contribution or the capital contribution of enterprises where the State holds 50% or more of the charter capital at OCB;

- Subject to the prohibition of participating in the management and administration of enterprises and cooperatives according to the laws on officials, public employees, civil servants, and the laws on anti-corruption;
- Previously served as the owner of a private enterprise, a general partner of a partnership company, Chief Executive Officer/General Director (Director), member of the Board of Directors, member of the Members' Council, supervisor, member of the Supervisory Board of a company, member of the Board of Directors, and General Director (Director) of a cooperative at the time such enterprise or cooperative was declared bankrupt, except for those appointed, assigned, or nominated to participate in the management, administration, or supervision of a credit institution declared bankrupt as required by their duties;
- Suspended from the position of Chairman or other member of the Board of Directors; Chairman or other member of the Members' Council; Head or other member of the Supervisory Board; Chief Executive Officer/General Director (Director) of a credit institution under the provisions of Article 47 of the Law on Credit Institutions of 2024, or determined by a competent authority to have committed violations leading to the revocation of the credit institution's license;
- Related persons of members of the Board of Directors or the General Director of OCB, except as stipulated in Clause 3, Article 69, Point b, Clause 1, Article 73, and Point a, Clause 2, Article 77 of the Law on Credit Institutions of 2024;
- Being held responsible according to inspection conclusions that led to the administrative penalties in the monetary and banking sector imposed on the credit institution or foreign bank branch at the highest fine level for violations of regulations on licenses, governance, administration, shares, stocks, capital contribution, share purchase, credit extension, corporate bond purchase, and safety ratios under the laws on administrative violations in the monetary and banking sector;
- Other cases as prescribed by law.

1.2. Professional ethics:

1.2.1. Must not fall under any of the following cases:

- Individuals held responsible according to inspection conclusions that led to the administrative penalties in the monetary and banking sector imposed on the credit institution or foreign bank branch at the highest fine level for violations of regulations on licenses, governance, administration, shares, stocks, capital contribution, share purchase, credit extension, corporate bond purchase, and safety ratios under the laws on administrative violations in the monetary and banking sector;
- Individuals named in inspection or audit conclusions as having responsibilities leading to administrative penalties in the monetary and banking sector imposed on the credit institution or foreign bank branch within 06 months from the date of signing the warning decision, or 01 year from the date of completing the execution of other administrative penalty decisions, or 01 year from the expiration date of the administrative penalty decision;

- Individuals who have been administratively sanctioned for violations in the monetary and banking sector within 06 months from the date of signing the warning decision, or 01 year from the date of completing the execution of other administrative penalty decisions, or 01 year from the expiration date of the administrative penalty decision;
 - Individuals held personally responsible for violations regarding licenses, governance, administration, shares, stocks, capital contribution, share purchase, credit extension, corporate bond purchase, safety ratios, classification of assets, off-balance sheet commitments, and provisioning and use of provisions for risk handling as prescribed by law, as stated in inspection, audit conclusions where recommendations related to those violations have not been assessed by the competent authority as having been fully rectified or corrected.
- 1.2.2. For cases not falling under item 1.2.1 above, candidates for the Board of Directors have to meet the regulations on professional ethics rules and standards issued by OCB itself in accordance with the State Bank's regulations on the internal control system of commercial banks, except for cases of new licensing.
- 1.3. Must hold a university degree or higher;
- 1.4. Must meet one of the following conditions: have at least 03 years as a manager or executive of a credit institution; have at least 05 years as a business manager operating in the finance, accounting, or auditing industry, or of another enterprise with owner's equity at least equal to the legal capital requirement for the corresponding type of credit institution; have at least 05 years of direct work in the operational department of a credit institution or foreign bank branch; have at least 05 years of direct work in the operational department related to finance, banking, accounting, or auditing.
- 1.5. The spouse, parents, children, siblings of the Board of Directors candidate of OCB, and the spouses of these individuals, must not be the Chief Accountant or the person in charge of finance of OCB.
- 1.6. Must not be currently working for OCB or its subsidiary, or have worked for OCB or its subsidiary in the 03 consecutive years immediately preceding the nomination or self-nomination;
- 1.7. Must not be receiving regular salary or remuneration from OCB, other than the remuneration received as a member of the Board of Directors;
- 1.8. Must not have a spouse, parents, children, siblings, or their spouses who are major shareholders of OCB, managers or supervisors, members of the Supervisory Board of OCB or its subsidiary;
- 1.9. Must not represent the ownership of shares of OCB; must not, together with related persons, directly or indirectly own 01% or more of the charter capital or voting shares of OCB;
- 1.10. Must not have been a manager or member of the Supervisory Board of OCB at any time during the 05 consecutive years immediately preceding the nomination or self-nomination.
2. Cases of Incompatible Positions:

An Independent Member of the BOD of OCB must not concurrently hold any of the following positions:

- Executive of OCB;
- Executive or manager in another credit institution or more than 02 other enterprises;
- Supervisor or Member of the Board of Supervisors of another credit institution or enterprise.

IV. Documentation for Nominations and Candidacies:

1. The document for nomination or self-nomination of candidates for election as an independent member of the BOD includes:
 - 1.1. Nomination/Self-Nomination Application Form for Candidate for Election as Independent Member of the Board of Directors (Appendix No. 01);
 - 1.2. Personal Resume (Appendix No. 02);
 - 1.3. Declaration of Related Persons (Appendix No. 03);
 - 1.4. Information Disclosure Report (Appendix No. 04);
 - 1.5. Professional ethics assessment and commitment (Appendix No. 05);
 - 1.6. Criminal record check of the candidate:
 - For Vietnamese citizens: A criminal record check issued by the criminal record database management agency, which must include complete information on criminal records (both expunged and unexpunged) and information on prohibitions from holding positions, establishing, or managing enterprises or cooperatives;
 - For non-Vietnamese citizens: A criminal record check or equivalent document (containing complete information on criminal records; information on prohibitions from holding positions, establishing, or managing enterprises or cooperatives) must be issued by a competent Vietnamese authority or a competent foreign authority as prescribed. If the Criminal Record Check 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 nominating shareholder, group of shareholders, Board of Directors, or Supervisory Board must provide a written explanation stating that the authority issuing the criminal record check or equivalent document does not provide this information, and commit to being legally responsible for ensuring that the candidate does not fall under the cases of ineligibility for holding office as stipulated in the Law on Credit Institutions;
 - The aforementioned criminal record check or equivalent document must be issued by the competent authority no more than 06 months prior to the date OCB submits the application requesting approval of the proposed list of candidates.
 - 1.7. Certified copies of diplomas and certificates proving the professional qualifications of the candidate for election or appointment. Diplomas of Vietnamese citizens issued by foreign educational institutions must be recognized by the Ministry of Education and Training in accordance with relevant laws.
 - 1.8. Documents proving compliance with the criteria and conditions for candidates for the position of independent member of the Board of Directors of a credit institution as specified in point 1.4, Section III.1 of this Notice, specifically:

a) For the condition "having at least 03 years as a manager or executive of a credit institution":

(i) Contents of the Charter of the credit institution stipulating managers and executives;

(ii) Written confirmation from the authorized representative of the credit institution where the candidate has worked or is working, stating the position and duration of holding the position (including confirmation that the candidate is a manager or executive), or a certified copy of documents proving the position and duration of holding the position at the credit institution.

b) For the condition "having at least 05 years as a business manager operating in the finance, accounting, or auditing industry, or of another enterprise with owner's equity at least equal to the legal capital requirement for the corresponding type of credit institution":

(i) Certified copy of the Enterprise registration certificate or document from the competent authority licensing, confirming, or registering the operation of the enterprise;

(ii) Contents of the Charter of the enterprise stipulating managers, or internal regulations of the enterprise if the Charter does not stipulate managers;

(iii) Certified copy of the audited financial statements of the enterprise where the candidate has worked or is working as a manager (applicable to the case of another enterprise with owner's equity at least equal to the legal capital requirement for the corresponding type of credit institution);

(iv) Written confirmation from the authorized representative of the unit where the candidate has worked or is working, stating the position (including confirmation that the candidate is a manager) and duration of holding the position, or a certified copy of documents proving the position and duration of holding the position at the unit.

c) For the condition "having at least 05 years of direct work in the operational department related to finance, banking, accounting, or auditing": Written confirmation from the authorized representative of the unit where the candidate has worked or is working, confirming that the candidate worked directly in the operational department related to finance, banking, accounting, or auditing, and the duration the candidate worked in these departments, or certified copies of documents proving the working department and duration of the candidate's assignment in this department.

d) For the condition "having at least 05 years of direct work in the operational department of a credit institution or foreign bank branch": Written confirmation from the authorized representative of the credit institution or foreign bank branch where the candidate has worked or is working, confirming that the candidate worked directly in the operational department of the credit institution or foreign bank branch, and the duration the candidate worked in this operational department, or certified copies of documents proving the working department and duration of the candidate's assignment in this department.

1.9. Documents proving compliance with the "professional ethics" criteria: The candidate's assessment and commitment regarding their compliance with "professional ethics" according to Appendix No. 05 of this Notice; Written assessment from the credit institution or foreign bank branch where the candidate

previously worked, according to the form in Appendix No. 06 attached to this Notice.

- 1.10. Certified copy of Citizen Identification Card/Identity Card/Passport;
- 1.11. Other documents proving that the candidate meets the required conditions and criteria as prescribed (if any).

2. Document form:

- The application must be prepared in Vietnamese. Documents issued, notarized, or certified by competent foreign authorities must be consular legalization in accordance with Vietnamese law (unless exempted from consular legalization under regulations) and translated into Vietnamese;
- Translations from foreign languages into Vietnamese must be notarized for the translation or certified for the translator's signature in accordance with the law;
- Copies of the candidate's dossier and documents for election or appointment must be copies from the original register or certified true copies from the original as prescribed by law;
- Documents prepared by the candidate for election or appointment themselves must have their signatures certified in accordance with the law;
- Ứng viên được đề cử, ứng cử phải chịu trách nhiệm trước pháp luật về tính đầy đủ, chính xác và trung thực của hồ sơ. Nominated and self-nominated candidates are legally responsible for the completeness, accuracy, and truthfulness of their dossiers.

3. Deadline for application submission: The above dossiers must be prepared in 03 original sets and sent to the Office of the Board of Directors of OCB no later than **June 25, 2025** at the address: 29th Floor, The Hallmark Tower, 15 Tran Bach Dang Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City - Phone number: (028) 3822 0960.

4. Based on the collected nominations and self-nominations, the Board of Directors of OCB will evaluate the candidates' eligibility and criteria, prepare a list and profile of the proposed candidates for election. In the event that shareholders fail to nominate a sufficient number of candidates as expected, or if the candidates do not meet the required conditions and criteria, the Board of Directors will nominate additional candidates to be independent members of the BOD. The list of qualified candidates will be submitted to the State Bank for approval before being submitted to the General Meeting of Shareholders for election in accordance with the law. This notice replaces the letter to shareholders.

This Notice and the aforementioned forms are posted on the Bank's website at www.ocb.com.vn for your convenience in looking them up.

Sincerely thanks.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- Shareholders of OCB;
- BOD Office (for archive).

TRINH VAN TUAN