

05

CORPORATE GOVERNANCE





5.1. BOARD OF DIRECTORS

With 6 core values “Heart - Faith - Trustworthiness - Knowledge - Wisdom - Prestige” and the business principle of “Solid partners, Flexible solutions”, SHB is committed to delivering prosperity to customers, the community and the best interests to shareholders and investors.

The Board of Directors is the highest governing body of the Bank, with members elected by the General Meeting of Shareholders, having full authority on behalf of SHB to decide and exercise SHB's rights and obligations in accordance with the Law.

5.1.1. MEMBERS AND COMPOSITION OF THE BOARD OF DIRECTORS FOR THE TERM 2022 - 2027

The Governance - Management structure of SHB complies with the key points of the legal regulations and corporate governance orientations issued by the State Management Authorities, such as: Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities; Circular 13/2018/TT-NHNN on the internal control system of commercial banks, branches of foreign banks, and amendments and supplements; Code of Corporate Governance according to best practices issued in August 2019 by the State Securities Commission and International Financial Corporation (IFC).

The Board of Directors of SHB consists of 06 members; including 01 independent director and 01 executive director. Specifically:

No.	Full name	Position	Appointment date (Term 2022-2027)	Share ownership (%)
①	Mr. Do Quang Hien	Chairman of the Board of Directors - non-executive	April 26, 2022	2,750
		Vice Chairman of the BOD		
②	Mr. Vo Duc Tien	Executive from August 4, 2021 until July 20, 2022	April 26, 2022	0.004
③	Mr. Nguyen Van Le	Member of the Board of Directors - non-executive	April 26, 2022	0.227
④	Mr. Thai Quoc Minh	Member of the Board of Directors - non-executive	April 26, 2022	0
⑤	Mr. Do Quang Vinh	Member of the Board of Directors - executive	April 26, 2022	0.026
⑥	Mr. Do Van Sinh	Independent member of the Board of Directors non-executive	April 26, 2022	0

(Background of members of the Board of Directors can be referred to at pages 14-16)

CHANGE OF MEMBERS OF THE BOARD OF DIRECTORS

Number of members, structure of Board of Directors for the term 2017-2022

- Number of BOD members: 07 members.
- Number of independent members: 01 member.

Number of members, structure of Board of Directors for the term 2022-2027

In 2022, SHB held the 30th Annual General Meeting of Shareholders and proposed for approval on the structure, number of persons to be elected as members of the Board of Directors for the term 2022-2027, which includes 06 members, among which there is 01 independent member.

No.	Full name	Title	No.	Full name	Title
①	Do Quang Hien	Chairman of the BOD	①	Do Quang Hien	Chairman of the BOD
②	Vo Duc Tien	Vice-Chairman of the BOD (Executive from August 04, 2021 until July 20, 2022)	②	Vo Duc Tien	Vice-Chairman of the BOD (Executive from August 04, 2021 until July 20, 2022)
③	Nguyen Van Le	Member of the BOD	③	Nguyen Van Le	Member of the BOD
④	Thai Quoc Minh	Member of the BOD	④	Thai Quoc Minh	Member of the BOD
⑤	Nguyen Thi Hoat	Member of the BOD	⑤	Do Quang Vinh	Member of the BOD and CEO
⑥	Pham Cong Doan	Member of the BOD	⑥	Do Van Sinh	Independent member of the BOD
⑦	Trinh Thanh Hai	Independent member of the BOD			

TITLES AT OTHER COMPANIES OF THE BOD MEMBERS FOR THE TERM 2022-2027

No.	Member of the BOD	Title	Titles held by BOD members at other companies
①	Do Quang Hien	Chairman of the BOD	<ul style="list-style-type: none"> Chairman of the Association of Hanoi Small and Medium Enterprises Member of the Vietnam Fatherland Front Central Committee CEO of T&T Group Joint Stock Company Chairman of the Business Alumni Club of Hanoi National University
②	Vo Duc Tien	Vice-Chairman of the BOD	None
③	Nguyen Van Le	Member of the BOD	None
④	Thai Quoc Minh	Member of the BOD	<ul style="list-style-type: none"> Chairman of the Council of Members and CEO of Vietnam - Latin America Friendship Co., Ltd
⑤	Do Quang Vinh	Member of the BOD	<ul style="list-style-type: none"> Chairman of the Board of Directors of Saigon - Hanoi Securities Joint Stock Company (SHS); Chairman of Saigon - Hanoi Insurance Joint Stock Company (BSH); Standing Vice Chairman of the Council of Members - SHB FC; Chairman of BVIM Fund Management Joint Stock Company.
⑥	Do Van Sinh	Independent member of the BOD	None

5.1.2. BOARD COMMITTEES

Committees/Divisions/Centers are units established by the Board of Directors to perform the duties and powers of advising the Board of Directors in governance and supervision of the Bank, including:

- Strategy Committee;
- Human Resources Committee;
- Risk Management Committee;
- Internal Security Department

5.1.3. THE BOARD OF DIRECTORS OPERATION

MEETINGS OF THE BOARD OF DIRECTORS FOR THE TERM 2017-2022 IN 2022

No.	Member of the BOD	Number of BOD meetings attended	Meeting attendance rate	Reasons for not attending
①	Mr. Do Quang Hien	3/3	100%	
②	Mr. Vo Duc Tien	3/3	100%	
③	Mr. Nguyen Van Le	3/3	100%	
④	Mr. Thai Quoc Minh	3/3	100%	
⑤	Mr. Pham Cong Doan	3/3	100%	
⑥	Ms. Nguyen Thi Hoat	3/3	100%	
⑦	Mr. Trinh Thanh Hai	3/3	100%	

MEETINGS OF THE BOARD OF DIRECTORS FOR THE TERM 2022-2027 IN 2022

No.	Member of the BOD	Number of BOD meetings attended	Meeting attendance rate	Reasons for not attending
①	Mr. Do Quang Hien	4/4	100%	
②	Mr. Vo Duc Tien	4/4	100%	
③	Mr. Nguyen Van Le	1/4	25%	Unpaid leave from April 27, 2022
④	Mr. Thai Quoc Minh	4/4	100%	
⑤	Mr. Do Quang Vinh	4/4	100%	
⑥	Mr. Do Van Sinh	4/4	100%	

THE BOARD OF DIRECTORS SUPERVISION OF THE BOARD OF MANAGEMENT

The Board of Directors is elected and empowered by the General Meeting of Shareholders to carry out the governance of the Bank. Surveillance activities of the Board of Directors of SHB on the Board of Management are fully implemented in accordance with the internal governance regulations of SHB (the Regulation was issued together with Decision No. 83/QĐ-HĐQT dated May 4, 2022). The Board of Directors always closely follows all business activities of the bank, orients, monitors, directs and supervises the Board of Management to implement the business plan in 2022 according to the resolution approved by the General Meeting of Shareholders.

The Board of Directors has assigned specific tasks to each member of the Board, each member is assigned to perform governance and supervision work in each of the key areas of operation of the bank. The Board of Directors closely and promptly gave direction and orientation to the Board of Management to adjust business activities appropriately from time to time, creating motivation to boost up business development and ensure completion of the plans approved by the General Meeting of Shareholders in a safe, effective and sustainable manner.

In 2022, the Board of Directors held 7 direct meetings, in addition, many meetings were convened ad hoc, online meetings and meetings in the form of written opinions were also carried out to timely and effectively resolve issues in the bank's operation. In the meantime, the Board of Directors also issued resolutions and decisions in accordance with the law and SHB. On the other hand, the committees and units under the Board of Directors also regularly reported to the Board of Directors on matters within their scope of responsibility to ensure that information is provided to the Board of Directors fully and comprehensively, stick to the bank's operation, ensuring compliance with the provisions of law and resolutions of the General Meeting of Shareholders.

The Board of Directors has established Committees and Steering Committees to promptly orient and supervise the Board of Management to drastically implement and promote business activities. Especially in 2022, the Board of Directors of SHB decided to establish a Strategy Committee under the Board of Directors, a Steering Committee on banking development strategy, technology modernization and digital transformation, a Steering Committee, and Project Management Unit at SHB, and in the meantime consolidating the personnel of the committees and councils under the Board of Directors such as Human Resources Committee, Risk Management Committee, Problem Loan Collection and Interest Relief Council, Loan Trading Council, etc. In 2022, SHB has selected the world's leading consulting firm to advise on strategic planning for banking development, accompanying the bank in the innovation and modernization journey. The Steering Committees have been active in directing, supervising and organizing the implementation of projects/plans on business strategy development, digitalization technology, and information technology transformation at SHB according to the approval of the Board of Directors.

The Board of Directors of SHB has oriented activities for 2022 and the following years for the Board of Management and the whole system to complete the strategic objectives for the bank's development based on 04 main pillars, namely: Institutional reform, and consolidation of regulations and procedures; Taking customers and the market as the focus; Strengthening the organization and personnel; Upgrading IT platform and digital transformation. Accordingly, the Board of Directors has directed to focus on promoting institutional and mechanism reform, streamlining the internal document system and strongly restructuring the Head Office in terms of organizational structure, improving the quality of human resources development and training.

In 2022, SHB's Board of Directors directed to focus on promoting business development; reforming the system of internal documents (regulations, processes, policies, products) in a streamlined and advanced

manner on the basis of conformity with legal regulations and international practices, inheriting and promoting governance requirements of the Board of Directors of SHB; serving business development according to the principle of customer-centricity; renewing and upgrading the information technology system, actively promoting digital transformation,...; Strongly restructured the Head Office in terms of organizational structure/human resources, established the Digital Banking Division, the Digital Transformation Center, appointed additional members to the Board of Management; promoted the role of the Board of Management/Divisions/Departments/Centers at the Head Office in management and administration and focused on closely inspecting and controlling risks in all areas of SHB's business activities. The Board of Directors has also directed the implementation of solutions to prevent, combat and respond to the Covid-19 epidemic throughout the system, closely following the direction of the Government, the Ministry of Health, the State Bank, ... to ensure safety and efficiency, and business continuity. At the same time, the bank acted as a pioneer enterprise accompanying the whole country in the fight against the Covid-19 pandemic and provided timely medical support. In addition, the Board of Directors has issued and implemented solutions and measures to recover bad debts and overdue debts; developed a manual to guide relevant units throughout the system in debt collection, strengthened inspection work before, during and after lending in order to improve bank-wide credit quality.

The Board of Directors regularly participated in meetings of the Board of Management, Divisions/Departments/Centers, and Business Units in the system to grasp the units' operation situation, promptly removed difficulties and created motivations for business development. At the same time, the Board of Directors supervised the Bank's activities on a regular basis through periodic reports and proposals from the Board of Management. In addition, supervision was also carried out through reviewing and processing information from reports prepared by the Supervisory Board and Internal Audit Division. As a result, management and supervision activities were always effective, ensuring safe and sustainable development. As of December 31, 2022, SHB has basically completed the 2022 business plan and tasks assigned by the General Meeting of Shareholders.

Through the meetings in 2022, the Board of Directors has issued 35 resolutions as below:

No.	Resolution No.	Date	Contents
①	01/NQ-HDQT	18/01/2022	Implementing corporate bond trading activities
②	02/NQ-HDQT	18/01/2022	Confirmation of the type of depository securities
③	03/NQ-HDQT	21/01/2022	Making the list and organizing the Annual General Meeting of Shareholders in 2022
④	04/NQ-HDQT	28/02/2022	Approving the nomination of persons as members of the Board of Directors and Supervisory Board of SHB for the term 2022 - 2027
⑤	05/NQ-HDQT	07/03/2022	Appointment of Shareholders' eligibility inspection board at the 30 th Annual General Meeting of Shareholders
⑥	06/NQ-HDQT	17/03/2022	Approving the granting of credit lines to corporate customers
⑦	07/NQ-HDQT	30/03/2022	Approving the change in credit conditions for corporate customers
⑧	08/NQ-HDQT	04/04/2022	Approving the adjustment of the operating term in the establishment and operation license of SHBFC
⑨	09/NQ-HDQT	04/04/2022	Approving the list of Members' Council and Supervisory Board members of SHBFC for the term 2022 - 2027
⑩	10/NQ-HDQT	18/04/2022	Change management unit of Tan Trieu Transaction Office under SHB Van Phuc branch to SHB Ha Dong branch
⑪	11/NQ-HDQT	26/04/2022	Assigning titles for members of the Board of Directors of SHB for the term 2022 - 2027
⑫	12/NQ-HDQT	10/05/2022	Assigning tasks to members of the Board of Directors for the term 2022 - 2027
⑬	13/NQ-HDQT	10/05/2022	Applying remuneration to members of the Supervisory Board for the term 2022 - 2027
⑭	14/NQ-HDQT	10/05/2022	Applying remuneration to members of the Board of Directors for the term 2022 - 2027
⑮	15/NQ-HDQT	12/05/2022	Approving the granting of credit lines to corporate customers
⑯	16/NQ-HDQT	12/05/2022	Unpaid leave of Mr. Nguyen Van Le
⑰	16.1/NQ-HDQT	12/05/2022	Assigning tasks to members of the Board of Directors for the term 2022 - 2027 during Mr. Nguyen Van Le's unpaid leave
⑱	17/NQ-HDQT	17/05/2022	Approving the granting of L/C limit and guarantee limit for corporate customers
⑲	18/NQ-HDQT	31/05/2022	Signing a loan contract with Deutsche Bank AG and approve the loan plan and use of the loan
⑳	19/NQ-HDQT	16/06/2022	Approving the expected personnel to hold the position of CEO of SHB
㉑	20/NQ-HDQT	06/07/2022	Adjusting type of depository securities
㉒	21/NQ-HDQT	20/07/2022	Stop applying executive allowances to Mr. Vo Duc Tien- Vice Chairman of the Board of Directors
㉓	22/NQ-HDQT	11/08/2022	Registering for change of Charter capital at the Certificate of Business Registration

No.	Resolution No.	Date	Contents
㉔	23/NQ-HDQT	07/09/2022	Opening branches and transaction offices under SHB branches
㉕	24/NQ-HDQT	27/09/2022	Approving the implementation of the plan to issue shares to increase charter capital in 2022
㉖	25/NQ-HDQT	27/09/2022	Approving the plan to ensure the issuance of shares to meet the regulations on foreign ownership ratio
㉗	26/NQ-HDQT	27/09/2022	Approving the shares issuance plan following the ESOP in 2022
㉘	27/NQ-HDQT	27/09/2022	Using the consulting service concerning shares issuance to increase charter capital provided by Saigon-Hanoi Securities Joint Stock Company
㉙	28/NQ-HDQT	27/09/2022	Approving registration documents to offer additional shares to the public
㉚	29/NQ-HDQT	19/10/2022	Approving the order of offering/issuing shares to increase charter capital
㉛	30/NQ-HDQT	19/10/2022	Implementing the plan to issue shares to pay dividends in 2021 & the plan to handle odd shares
㉜	31/NQ-HDQT	03/11/2022	Approving the last registration date to close the list of shareholders exercising the right to receive dividends in shares in 2021
㉝	32/NQ-HDQT	07/12/2022	Determining the type of depository securities
㉞	33/NQ-HDQT	12/12/2022	Closing the list of shareholders to exercise the right to candidate, nominate expected personnel to elect additional members of the Board of Directors for the term 2022-2027
㉟	34/NQ-HDQT	23/12/2022	Approving the implementation of loan agreement with Mashreq Bank PSC

5.1.4. ACTIVITIES OF INDEPENDENT NON-EXECUTIVE BOARD OF DIRECTORS MEMBERS

- Exercised the rights and obligations of independent BOD members in accordance with SHB's internal regulations and the assignment decision of the Board of Directors/Chairman of the Board of Directors carefully and honestly, contributing to the success of SHB's 2022 business results.
- Attended all the meetings of the Board of Directors, the Risk Management Committee, the Steering Committee on Bank's Development Strategy and Digital Transformation and gave opinions on issues approved at the meeting and issues addressed in the form of written opinions.
- Implemented the resolutions and decisions of the 30th General Meeting of Shareholders and the term 2022-2027, and the Decision on assignment of tasks of the Board of Directors.
- Fully prepared reports and carried out information disclosure in accordance with current law.
- Completed the duties and powers in accordance with the roles and positions as assigned by the Board of Directors; Effectively assisted the Board of Directors in making timely decisions for the bank's business management process.

5.1.5. ACTIVITIES OF SUBCOMMITTEES IN THE BOARD OF DIRECTORS

Currently, Committees and Departments under the Board of Directors of SHB include: Strategy Committee, Human Resources Committee, Risk Management Committee, Internal Security Department with the role of consulting, assisting the Board of Directors. The establishment of Committees/Departments is to ensure compliance with regulations of the State Bank and the law. The Committees/Departments operate in accordance with the Regulation on organization and operation of each unit issued by the Board of Directors.

1 Strategy Committee

The Strategy Committee is a unit directly under the Board of Directors, advising the Board of Directors in formulating, supervising the implementation of strategies and development orientations of SHB,...

The Strategy Committee was established in 2022, currently has 05 members, in which Chairman of the BOD - Mr. Do Quang Hien is the Chairman of the Committee and CEO - Ms. Ngo Thu Ha is the Vice Chairman of the Committee. In 2022, the Strategy Committee held 04 meetings and performed the following tasks:

- Advising the Board of Directors on the formulation, monitoring and implementation of SHB's development strategy and orientation, transformation initiatives to create a foundation, environment and motivation for the Board of Management and Business Divisions to effectively and flexibly implement throughout the system in order to continuously bring added values and achieve annual business goals and long-term strategic goals of the Bank.
- Acting as a contact point to work with domestic and foreign strategic consulting companies, advising/suggesting the Board of Directors in deciding and selecting a consulting firm that meet requirements of the SHB and in line with the Bank's strategic goals in each period. The Strategy Committee is the focal point to evaluate and report on results of strategy implementation; recommend changes to the strategy, promote the implementation of the strategy to ensure the achievement of the objectives assigned by the Board of Directors.
- Researching and proposing to the Board of Directors solutions in institutional reform, mechanisms and policies to improve operational efficiency in the governance and management of the Bank.

2 HR Committee

Human Resources Committee is a subordinate unit of the Board of Directors, with the function of advising and assisting the Board of Directors in performing the tasks and powers of the Board of Directors in terms of personnel organization.

In 2022, the HR Committee has a fundamental change in personnel according to the orientation and assignment of tasks of the Board of Directors for the new term 2022-2027. Currently, the Committee has 5 members. Chairman of the BOD Mr. Do Quang Hien as Chairman of the Committee and CEO Ms. Ngo Thu Ha as Vice Chairman of the Committee. HR Committee has the function of advising and assisting the Board of Directors in performing the tasks and powers of the Board of Directors on human resource organization. In 2022, the Committee held four quarterly meetings. During the year, the HR Committee has completed the following tasks:

- Advising, assisting and supervising the BOD in developing and implementing HR policies, salary, bonus, remuneration, organizational structure, reward and discipline...
- Proposing, considering and appraising candidates for nomination and candidacy for positions of members of the BOD, the Supervisory Board and the Board of Management;
- Advising and assisting the BOD to approve and issue decisions according to regulations or requirements of the Board of Directors.
- Advising the Board of Directors on the consideration, appraisal and arrangement of personnel for positions under the authority of the BOD, managing the requirements of the BOD on the organization, personnel arrangement and performing other tasks assigned by the BOD/Chairman of the BOD related to the activities of the BOD, the Supervisory Board and units under the Board of Directors, the Supervisory Board.

3 Risk Management Committee

The Risk Management Committee is a subordinate unit of the Board of Directors, with the function of advising the BOD in developing and supervising the implementation of risk management strategies and policies.

In 2022, the Risk Management Committee has a fundamental change in personnel according to the orientation and assignment of tasks by the Board of

Directors for the new term 2022-2027. Currently, the Risk Management Committee consists of 5 members, in which Mr. Vo Duc Tien - Vice Chairman of the Board of Directors is the Chairman of the Committee and Mr. Do Van Sinh Independent Board Member is a Committee Member. In 2022, the Risk Management Committee held 04 regular meetings to give advice to the BOD in developing and supervising the implementation of risk management strategies and policies. During the year, the Risk Management Committee has successfully completed the following tasks:

- Advising and recommending the BOD and BOM to review, adjust, update and issue nearly 60 new professional regulations, review organizational structure of committees/councils, thereby improving the efficiency of risk control checkpoints to limit risks, and help achieving safe and sound business development.
- Advising on the implementation of risk management projects such as: centralized CIC; monthly calculation of capital adequacy ratio (CAR); internal assessment of ICAAP; upgrading the components of the internal credit rating system.
- Advising and supervising the periodic review of policies and regulations on risk management, including: directly giving comments, developing and adjusting other professional regulations to ensure consistency and suitability with risk management strategy; developing and implementing business continuity plan (BCP) for all business units and Head Office; developing regulations to implement self identification, assessment and risk control (RCSA).

- Evaluating the results, operational efficiency and advising and proposing recommendations to improve the organizational structure and capacity building activities of the Risk Management Division, the Internal Control and Compliance Monitoring Department.

4 Internal Security Department

The Internal Security Department has the function of advising and assisting the Chairman of the Board of Directors in ensuring security and safety activities throughout the system of SHB and its member units.

In 2022, the Internal Security Department organized the implementation of the work contents according to the functions and tasks assigned by the Board of Directors, specifically:

- Developed and implemented measures to ensure security, internal safety and information security at SHB; coordinated with relevant departments to check and supervise the compliance with policies and laws, developed regulations, procedures, etc. to limit risks and losses for SHB.
- Contributed ideas to develop documents, processes and regulations by units across the Bank in a timely and effective manner.
- Coordinated with functional units of SHB to verify, effectively investigate and suggest to the Board of Directors solutions and measures to recover assets for SHB and prevent violations, contributing to limiting risks, losses to the Bank.

5.1.6. LIST OF MEMBERS OF THE BOARD OF DIRECTORS WITH CERTIFICATES IN CORPORATE GOVERNANCE

From 2018 to now, members of the Board of Directors, Supervisory Board, Office of the BOD, BOM have attended training courses and obtained certificates of Corporate Governance issued by the State Securities Commission in accordance with regulations.

In addition, SHB regularly appointed leaders and senior managers of SHB to participate in courses, seminars and conferences organized by domestic and international partners by methods of direct or online training to update and improve corporate governance capacity, implemented projects on banking modernization and digital technology application, etc. in which, there have been 12 courses and seminars organized with the participation of 54 classes, topics covered can be named as: 4.0 Technology Seminar and Banking Technology Challenges, Crisis Leadership Seminar, Latest Practices Workshop on Talent Assessment and Development; Modern management system architecture according to international standards; Outstanding leadership and management model; Operational risk management, General law on ODA, concessional loans and on-lending, Workshop on Covid prevention and business continuity plan, Real-time collateral management, Operational risk management according to Basel II standards,...



5.2. SUPERVISORY BOARD

The Supervisory Board is an unit elected by the General Meeting of Shareholders, responsible for controlling and evaluating the compliance with internal regulations, legal regulations, the Charter and the implementation of policies, resolutions of the General Meeting of Shareholders, the Board of Directors; performing internal audit of SHB's business operations and financial statements.

5.2.1. MEMBERS AND STRUCTURE OF THE SUPERVISORY BOARD

No.	Full name	position	Shareholding (%)
①	Mr. Pham Hoa Binh	Head of the Supervisory Board	0.0055%
②	Ms. Le Thanh Cam	Specialized member	-
③	Mr. Vu Xuan Thuy Son	Specialized member	-

(Brief biography of members of the Supervisory Board, please refer to page 17)

5.2.2. ACTIVITIES OF THE SUPERVISORY BOARD

The activities of the Supervisory Board of SHB in 2022 closely followed the powers and duties of the Supervisory Board in accordance with the provisions of the Law, the Charter and internal regulations of SHB, according to the plan and direction of the Supervisory Board set out in the year and each period; the Supervisory Board has performed other tasks at the request of the Board of Directors (BOD) and CEO of SHB.

In 2022, the Supervisory Board held 05 regular meetings with 100% of the members attending and 100% voting rate, with contents as below:

- **Supervisory Board meeting on January 10, 2022:** Evaluated the results of the work done by the Supervisory Board in the fourth quarter of 2021; set out the direction and tasks of the Supervisory Board in the first quarter of 2022.
- **Supervisory Board meeting on April 5, 2022:** Evaluated the results of the work done by the Supervisory Board in the first quarter of 2022; set out the direction and tasks of the Supervisory Board in the second quarter of 2022.
- **Supervisory Board meeting on April 20, 2022:** The first meeting of the Supervisory Board for the term 2022-2027 approved the organizational structure (electing the Head of the and members of the Supervisory Board) and assigned tasks to the Supervisory Board.
- **Supervisory Board meeting on July 7, 2022:** Evaluated the results of the work done by the Supervisory Board in the second quarter of 2022; set out the direction and tasks of the Supervisory Board in the third quarter of 2022.
- **Supervisory Board meeting on October 7, 2022:** Evaluated the results of the work done by the Supervisory Board in the third quarter of 2022; set out the direction and tasks of the Supervisory Board in the fourth quarter of 2022.

In the spirit of unifying the content in the meetings, the Supervisory Board has completed the plan and direction of the tasks set out in 2022 and in each quarter. As follows:

- ① Implemented the supervision of management and administration activities of the Board of Directors and the CEO of SHB in accordance with the provisions of law and the Charter of SHB.
- ② Promulgated internal regulations of the Supervisory Board and Internal Audit during the assurance period in accordance with the regulations of the State Bank (SBV), the Charter and other current regulations of SHB: Regulation on organization and operation of the Supervisory Board (according to the Resolution of the 30th General Meeting of Shareholders) issued together with the Decision No. 35/2022/QĐ-BKS dated May 4, 2022 of the Supervisory Board; Working mechanism and assignment of tasks of the Supervisory Board No. 35A/2022/QĐ-BKS dated May 4, 2022 of the Supervisory Board; Regulation on organization and operation of Internal Audit Division promulgated together with Decision No. 58/2022/QĐ-BKS dated June 28, 2022 of the Supervisory Board.
- ③ Ensured adequate performance of the internal audit function of the Supervisory Board:
 - Through directing the activities of the Internal Audit Division by planned and unscheduled inspections and audits, the internal audit work of the Supervisory Board has been carried out independently, regularly and comprehensively at each unit of SHB.
 - The Supervisory Board also directed the Internal Audit Division to conduct remote monitoring of the operations of SHB's units in accordance with the Internal Audit Process, as well as monitored the operational safety criteria in accordance with the regulations of the State Bank; applied information technology in developing monitoring methods, techniques and tools.
 - Monitored and supervised the rectification and handling of shortcomings detected through the audit process; directed the Internal Audit Division to participate in the settlement of complaints and denunciations; directed the implementation of periodical reports according to regulations of the State Bank and internal regulations of SHB to ensure comprehensiveness and timeliness.
 - Focused on training to improve professional qualifications for internal audit staff to ensure that the internal audit's activities are sufficient in quantity and in quality.
 - Performed other functions and duties of Internal Audit in accordance with the Charter, and other regulations of SHB and applicable laws.
- ④ Ensured the full and accurate implementation of the appraisal of SHB's financial statements in 2021 and financial statements in the first 6 months of 2022 in accordance with the law and SHB.
- ⑤ Checked accounting books, other documents and management and operation of SHB.
- ⑥ Timely notified the Board of Directors when detecting violations of the bank manager.
- ⑦ Timely updated the list of major shareholders and related persons of members of the Board of Directors, members of the Supervisory Board, CEO, institutional shareholders and other individual shareholders of SHB participating in share capital contribution according to regulations and SHB's Charter.
- ⑧ Effectively coordinated with Independent Auditors, State Auditors, Government Inspectors, State Bank Inspectors when these units come to work at SHB.



5.3. TRANSACTIONS, REMUNERATION AND BENEFITS OF THE BOARD OF DIRECTORS, BOARD OF MANAGEMENT AND SUPERVISORY BOARD

5.3.1 SALARY, BONUS, REMUNERATION, BENEFITS:

In 2022, the remuneration and benefits of the Board of Directors, the Supervisory Board, and the Board of Management are as follows:

- The Board of Directors: VND 12.7 billion
- The Supervisory Board: VND 4.4 billion
- The Board of Management: VND 22.5 billion

5.3.2 TRANSACTIONS OF INTERNAL SHAREHOLDERS:

SHB share transactions by internal persons and related persons

No.	Performed by	Relation with internal person	Shares owned at beginning of the period (30/06/2022)		Shares owned at end of the period (31/12/2022)		Reson (buying, selling, transfer, bonus...)
			Number of shares	Share ownership percentage	Number of shares	Share ownership percentage	
1	Do Quang Hien	Chairman of the BOD	73,352,898	2.7500%	84,355,832	2.7501%	Stock dividend payout
1.1	Do Quang Vinh	Member of the BOD and DCEO. Son	692,500	0.0260%	796,375	0.0260%	Stock dividend payout
1.2	Do Vinh Quang	Son	79,036,284	2.9631%	90,891,726	2.9632%	Stock dividend payout
1.3	Do My Linh	Daughter in law	5,540	0.0002%	6,371	0.0002%	Stock dividend payout
1.4	Do Thi Thu Ha	Sister	54,857,924	2.0566%	63,086,612	2.0567%	Stock dividend payout
1.5	Do Thi Minh Nguyet	Sister	18,963,224	0.7109%	21,807,707	0.7110%	Stock dividend payout
1.6	T&T Group JSC	Related institution	266,682,746	9.9980%	306,685,157	9.9983%	Stock dividend payout
1.7	Saigon-Hanoi Securities JSC	Related institution	39,487,278	1.4804%	45,410,853	1.4804%	Stock dividend payout
2	Vo Duc Tien	Vice chairman of the BOD	108,747	0.0041%	125,059	0.0041%	Stock dividend payout
3	Nguyen Van Le	Member of the BOD	6,052,731	0.2269%	6,960,640	0.2269%	Stock dividend payout
3.1	Vu Thi Le Quyen	Wife	819,710	0.0307%	942,666	0.0307%	Stock dividend payout

3.2	Vu Van Cung	Father in law	9,306	0.0003%	10,701	0.0003%	Stock dividend payout
3.3	Nguyen Thi Mi	Mother in law	250,714	0.0094%	288,321	0.0094%	Stock dividend payout
3.4	Nguyen Ngoc Phung	Sister	672,417	0.0252%	773,279	0.0252%	Stock dividend payout
4	Pham Hoa Binh	Head of Supervisory Board	147,173	0.0055%	169,248	0.0055%	Stock dividend payout
5	Ngo Thu Ha	CEO	1,941,608	0.0728%	2,232,849	0.0728%	Stock dividend payout
6	Vu Thi Hoa	Related person	200	0.0000%	0	0.0000%	Selling
7	Ninh Thi Lan Phuong	DCEO	96,930	0.0036%	111,469	0.0036%	Stock dividend payout
8	Do Duc Hai	DCEO	134	0.0000%	154	0.0000%	Stock dividend payout
9	Pham Bich Lien	Person in charge of corporate governance	0	0.0000%	115	0.0000%	Buying, Stock dividend payout
10	Ngo Thi Van	Chief Accountant	457	0.0000%	524	0.0000%	Stock dividend payout

5.3.3 CONTRACTS OR TRANSACTIONS WITH INSIDERS

None

5.3.4 THE IMPLEMENTATION OF REGULATIONS ON CORPORATE GOVERNANCE

SHB always believes that the best corporate governance practice of a bank is to ensure the sustainable development of the business, to help bring about trust and maximize shareholder benefits.

The Board of Directors, the Board of Management and the Supervisory Board of SHB have fully implemented the regulations on corporate governance in accordance with the law. SHB conducted reports on corporate governance in accordance with Circular No. 96/2020/TT-BTC dated November 16, 2020. In parallel with strict compliance with the provisions of the Law on corporate governance in Vietnam in general and regulations applied to listed companies in particular, SHB's governance is gradually improved according to the best corporate governance practices in the region and the world such as "ASEAN corporate governance scorecard", or the "The Code of Corporate Governance according to best practices" released by the State Securities Commission and the International Finance Corporation (IFC) in August 2019.

In order to strengthen the Bank's governance, SHB has made positive changes, satisfying more criteria than previous years through comparison with the evaluation criteria in ASEAN Regional Corporate Governance Scorecard, took it as a guideline to define a roadmap to improve governance standards and practices, reduce risks and move towards sustainable development of the bank. In which, 5 key corporate governance principles that are always ensured: Shareholders' rights. Equal treatment of shareholders. Roles of stakeholders. Transparent disclosure of information. and Responsibilities of the Board of Directors.

5.3.4.1. OVERALL ASSESSMENT ON SHB'S CORPORATE GOVERNANCE

SHB ensures shareholders' rights and treats shareholders equally

Ensures shareholders' rights

Shareholders are allowed to participate in the process of approving and approving the Charter and issuing shares of SHB. elect the Board of Directors and Supervisors. approve the issues proposed by the General Meeting of Shareholders at the General Meeting of Shareholders.

Shareholders may, based on the meeting documents posted on the website, vote on related issues and send them to SHB before the meeting, these votes of shareholders are considered valid and counted in the number of votes in favor/disagree/no opinion when counting votes at the General Meeting.

Ensures dividend payment to shareholders within 30 days from the date the Board of Directors issues the Resolution on dividend payment and within 6 months from the date of holding the Annual General Meeting of Shareholders.

Provides the Notice of Meeting and Documents of the General Meeting of Shareholders at the website of the bank. Provides sufficient basis, information and explanations for the issues to be submitted to the General Meeting of Shareholders for approval at the meeting.

Fully discloses information about BOD candidates, dividend payment policy in GMS documents and Annual Report.

Shareholders have the right to nominate and elect members of the Board of Directors regardless of whether they are major shareholders or minority shareholders.

Attendance at the General Meeting of Shareholders by the Board of Directors, Executive Board, Supervisory Board and shareholders.

Transparent information disclosure to ensure shareholders' right

As a listed organization with a large number of shareholders, SHB always attaches great importance to transparency in information disclosure and always proactively discloses periodical/extraordinary information fully, timely, and in compliance with the deadlines as prescribed in the media, such as Website (in both Vietnamese and English), websites of Stock Exchanges, State Securities Commission, Vietnam Securities Depository and Clearing Corporation etc. In 2022, SHB has made full periodic and extraordinary information disclosure in accordance with regulations, including financial statements, corporate governance reports, annual reports, information about the General Meeting of Shareholders/collection of shareholders'

written opinions, information on increasing charter capital through issuing shares to pay dividends, etc.

SHB facilitates shareholders to promptly access information about the Bank's business results at the Annual General Meeting of Shareholders. On the basis of the presented reports and proposals, shareholders have the right to directly question and propose recommendations to SHB's Board of Directors before voting on important issues related to SHB's operations. The General Meeting of Shareholders documents are fully posted on the SHB website, ensuring information transparency and full access for all shareholders and investors.

In addition, SHB actively supports and answers investors' questions and requests for information through indirect channels such as email, phone and website...

Dividend policy

SHB builds a stable dividend policy, bringing high rate of return to investors, on the basis of harmonization between shareholders' interests and ensuring development resources for SHB. SHB's average dividend payment rate over the past 5 years is 11.3%, of which, in 2021, the dividend payment rate is 15%, in 2022 is 18%.

SHB ensures rights of stakeholders

SHB publishes policies and implements social security policies with local communities where SHB's transaction points are located. publishes and implement policies on health, safety, welfare and training programs for employees.

Provides contact information on the bank's website and annual reports so that stakeholders such as customers, partners, shareholders, etc. can approach to get problems solved.

Develops, promulgates and publishes internally and on the bank's website complaint process about illegal acts such as the publication of the Code of Conduct and professional ethics, the Anti-corruption Regulation to orient the corporate culture.

Develops and applies process and procedures for selection of suppliers/contractors.

Develops a reward policy associated with the performance of the business units.

SHB conducts transparent disclosure of information Widespread communication on mass media

Besides, on the mass media/press, the information provided to shareholders is regularly and continuously published by SHB on many domestic and international newspapers, television stations, news sites with high coverage to provide timely, complete, transparent and official information to investors and shareholders.

Especially, SHB always focuses on strategic information

which has a great impact on the interests of investors and shareholders, such as: information before, during and after the General Meeting of Shareholders, dividend payment information, charter capital increase, business results, prospects, strategic orientations, signing cooperation events, credit ratings and awards, etc., thereby affirming SHB's capacity and prestige.

SHB ensures to provide timely and transparent information on the Annual Report in Vietnamese and English at the website such as: Information about shareholders, the bank's ownership structure, subsidiary system and other financial and non-financial information...

Organize meetings to report and press release on business results and operational strategies.

Promotes contact and meeting with investors

In 2022, SHB has worked with many foreign investors who have expressed interest in investment opportunities in SHB such as banks, investment funds, prestigious financial groups to learn, exploit and resonate each other's strengths while promoting and expanding opportunities for cooperation and development.

SHB has participated in co-organized investment promotion seminars and conferences in localities where SHB's transaction points are located (in 2022, SHB participated in the conference "Credit solutions to promote purchasing, consumption and exportation of key agricultural products in the Mekong Delta" on December 13, 2022. Seminar on "Meeting with business representatives of the two countries Vietnam - Laos" on January 10, 2022. jointly organized an introductory seminar on the Project of "Promoting energy saving in Vietnamese industries"...)

The above activities have been contributing to promoting professionalism and transparency in providing information in particular and strengthening relations with investors in general, thereby increasing investors' trust, contribute to enhancing SHB's brand position in the market.

In the coming time, SHB will further promote information sharing and newsletters to investors to improve professionalism and increase credibility in the stock market in order to achieve the goal of sustainable development and create long-term values for shareholders.

SHB always enhance responsibilities of the BOD

Roles and responsibilities of members of the Board of Directors of SHB and regulations on corporate governance are detailed in SHB's Charter and corporate governance regulations.

The Board of Directors held meetings in 2022 and announced the attendance information of each member in the annual report.

Established committees under the Board of Directors. Conducted evaluation on members of the Board of Directors and committees under the Board of Directors and published in the annual report.

5.3.4.2 SHB'S PLAN TO ENHANCE CORPORATE GOVERNANCE EFFICIENCY

With the goal of gradually approaching the corporate governance standards of the region and the world, SHB shall continuously improve its corporate governance activities in the coming time as follows:

Improve standards related to Disclosure and Transparency:

- Continue to revise and issue the Regulation on information disclosure on the stock market to ensure comprehensiveness, strict compliance with regulations in Circular 96/2020/TT-BTC of the Ministry of Finance on information disclosure on the stock market and regulations on information disclosure of relevant laws.
- Strive to better implement the standards specified in current regulations and international practices to provide information to domestic and foreign shareholders and investors.

Strengthen the responsibility of the Board of Directors:

- Develop succession plans, orientation and training programs for new and incumbent members of the Board of Directors to ensure that SHB's next leadership team is maintained with sufficient experience and necessary skills to undertake the tasks.
- Develop a specific roadmap to approach the quorum requirement of independent members in the BOD in accordance with best governance practices and Vietnamese laws.
- Increase the participation of independent members in the Committees of the Board of Directors, improve the performance of the Committees to advise the Board of Directors. strengthen the independence of the committees of the Board of Directors.
- Increase the number of extended BOD meetings in addition to regular meetings to discuss key issues related to business orientation and key solutions.

Continue to consolidate and strengthen the role of Internal Audit, Risk Management and Compliance in SHB's internal governance framework with the aim of: (i) ensuring risk management and internal control system set of effective and accurate operations, (ii) significantly contributing to enhancing corporate governance practices and (iii) being lines of defense to protect investment capital and create sustainable values in long-term for shareholders.

5.3.4.3 DETAILED ASSESSMENT OF SHB'S CORPORATE GOVERNANCE PRACTICES ACCORDING TO THE ASEAN CORPORATE GOVERNANCE SCORECARD

No.	Criteria	Evaluation basis	SHB's Compliance
A	Shareholders' rights		
A.1	Basic shareholder rights		
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends? In case the company has offered Scrip dividend, did the company pay the dividend within 60 days?	In 2022, SHB has completed the payment of 15% dividend to existing shareholders according to BOD's Resolution No. 31/NQ-HDQT dated November 3, 2022	Complied
A2	Right to participate in decisions concerning fundamental corporate changes.		
	Do shareholders have the right to participate in:		
A2.1	Amendments to the company's constitution?	Provided for in the Charter and Internal Regulations on Bank Governance	Complied
A2.2	The authorization of additional shares?	Approved by the General Meeting of Shareholders in accordance with the law	Complied
A2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	Approved by the General Meeting of Shareholders in accordance with the law	Complied
A.3	Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures that govern general shareholder meetings.		
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	The agenda of the Annual General Meeting of Shareholders shows this content	Complied
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for Board of Directors/commissioners?	Shareholders exercise rights in compliance with the provisions of law and the Charter of the Bank	Complied
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	Provided for in Article 29 Rights of shareholders, SHB's Charter	Complied
A.3.4	Does the company disclose the voting procedures used before the start of a meeting?	Provided for and disclosed on SHB's Website before holding the General Meeting of Shareholders (according to regulations)	Complied
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	All questions and answers of shareholders are included in the minutes of the General Meeting of Shareholders and approved at the meeting	Complied
A.3.6	Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent AGM?	Shown in the Minutes of the 2022 Annual General Meeting of Shareholders	Complied
A.3.7	Does the company disclose the list of board members who attended the most recent AGM?	Shown in the Minutes of the 2022 Annual General Meeting of Shareholders	Complied
A.3.8	Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?	Disclosed on SHB's website	Complied

No.	Criteria	Evaluation basis	SHB's Compliance
A.3.9	Does the company allow voting in absentia?	Absent shareholders may authorize another person to attend the meeting and vote on issues at the meeting	Complied
A.3.10	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	Shown in the Regulations of the General Meeting of Shareholders	Complied
A.3.11	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?	SHB disclosed and asked for approval at the General Meeting of Shareholders	Complied
A.3.12	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM/EGM for all resolutions?	Minutes of the meeting and Resolution of the 2022 Annual General Meeting of Shareholders are published on SHB's public portal in accordance with regulations	Complied
A.3.13	Does the company provide at least 21 days notice for all AGMs and EGMs?	Announced at SHB's website	Complied
A.3.14	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?	Each item in the draft Resolution has a detailed Proposal/Report attached	Complied
A.3.15	Does the company give the opportunity for shareholder to place item/s on the agenda of AGM?	All questions and answers are included in the minutes of the General Meeting of Shareholders and approved at the meeting	Complied
A.4	Markets for corporate control should be allowed to function in an efficient and transparent manner.		
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the Board of Directors/commissioners of the company appoint an independent party to evaluate the fairness of the transaction price?	SHB complies with the law to ensure the publicity, transparency and reasonableness of merger and acquisition transaction prices to ensure the maximum benefits of SHB and SHB shareholders	Complied
A.5	The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.		Complied
A.5.1	Does the company disclose its practices to encourage shareholders to engage the company beyond AGM?	Provided for in SHB's Charter	Complied
B	Equal treatment to shareholders		
B.1	Shares and voting rights		
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Provided for in SHB's Charter	Complied
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website/ reports/ the stock exchange/ the regulator's website)?	The company has only one class of common stock	Complied
B.2	Notice of AGM		
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	SHB does not include many contents in the same resolution	Complied

No.	Criteria	Evaluation basis	SHB's Compliance
B.2.2	Is the company's notice of the most recent AGM / circulars fully translated into English and published on the same date as the local-language version?	Notice and documents of AGM of SHB are fully translated into English and published on the same day as Vietnamese documents on SHB's website	Complied
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	SHB publishes biographies of candidates to be elected/re-elected on the Bank's Website	Complied
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Shown in the reports submitted to the General Meeting at the General Meeting of Shareholders 2022	Complied
B.2.5	Were the proxy documents made easily available?	Announced on the Website and sent directly to shareholders by post with the meeting invitation letter	Complied
B.3	Insider trading and abusive self-dealing should be prohibited.		
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	Shown in SHB's charter	Complied
B.3.2	Are the directors/commissioners required to report their dealings in company shares within 3 business days?	Members of the Board of Directors must disclose information before and after trading shares in accordance with regulations	Complied
B.4	Related party transactions by directors and key executives.		
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	The regulatory transactions are reviewed and reported to the Board of Directors or the General Meeting of Shareholders for approval before carrying out transactions in accordance with the provisions of the Charter of SHB	Complied
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material RPTs to determine whether they are in the best interests of the company and shareholders?	The regulatory transactions are reviewed and reported to the Board of Directors or the General Meeting of Shareholders for approval before carrying out transactions in accordance with the provisions of the Charter of SHB	Complied
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	SHB specifically stipulated in the Charter and Regulations on the General Meeting of the Board of Directors	Complied
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?	SHB specifically stipulates in the Lending Regulations, complying with the cases in which credit is not granted under Article 126 of the Law on Credit Institutions	Complied
B.5	Protecting minority shareholders from abusive actions		
B.5.1	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	SHB makes disclosure in accordance with the law	Complied
B.5.2	In case of related party transactions requiring shareholders' approval, is the decision made by disinterested shareholders?	Voting is done in accordance with the law	Complied

No.	Criteria	Evaluation basis	SHB's Compliance
C	Rights of stakeholders		
C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected.		
	Does the company disclose a policy and practices that address:		
C.1.1	The existence and scope of the company's efforts to address customers' welfare?	SHB fully promulgates Customer's Complaint Handling Policy and Procedure; Publication of hotlines, email addresses on the web, publications, leaflets, e-banking applications, etc.	Complied
C.1.2	Supplier/contractor selection procedures?	SHB posted on the website	Complied
C.1.3	The company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?	SHB has shown in its Annual Report, section Sustainable development	Complied
C.1.4	The company's efforts to interact with the communities in which they operate?	SHB has shown in its Annual Report	Complied
C.1.5	The company's anti-corruption programmes and procedures?	SHB has published and implemented the Regulations on Prevention of Operational Risks and Anti-Money Laundering as shown in the Annual Report (Section 1.6) and other internal regulations	Complied
C.1.6	How are creditors' rights safeguarded?	SHB fully promulgates Customer's Complaint Handling Policy and Procedure; Publication of hotlines, email addresses on the web, publications, leaflets, e-banking applications, etc.	Complied
C.1.7	Does the company have a separate report/section that discusses its efforts on environment/economy and social issues?	SHB has shown in its Annual Report	Complied
C.2	Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights.		
C.2.1	Does the company provide contact details via the company's website or Annual Report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?	SHB has published a hotline and contact phone number on the bank's website and telephone number in its Annual Report	Complied
C.3	Mechanisms for employee participation should be permitted to develop.		
C.3.1	Does the company explicitly disclose the policies and practices on health, safety and welfare for its employees?	SHB has shown in the Annual Report	Complied
C.3.2	Does the company explicitly disclose the policies and practices on training and development programmes for its employees?	SHB has shown in the Annual Report	Complied
C.3.3	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?	SHB has shown in its annual report and internal documents. There is a policy of issuing shares under the employee selection program	Complied

No.	Criteria	Evaluation basis	SHB's Compliance
C.4	Stakeholders including individual employee and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this.		
C.4.1	Does the company have a whistleblowing policy which includes procedures for complaints by employees and other stakeholders concerning alleged illegal and unethical behaviour and provide contact details via the company's website or annual report?	SHB has announced and practiced the issue of Operational Risk and Anti-Money Laundering as shown in its Annual Report (section 1.6) and other internal documents. The hotline is published on the bank's website	Complied
C.4.2	Does the company have a policy or procedures to protect an employee/person who reveals alleged illegal/unethical behaviour from retaliation?	Shown in the Code of Conduct, labor rules and other internal documents. Specific procedures and policies to protect whistleblowers should be developed	Complied
D	Information disclosure and transparency		
D.1	Transparent ownership structure		
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	SHB makes periodical reports in accordance with the regulations of the State Bank, the State Securities Commission and the Stock Exchange	Complied
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	SHB makes periodical reports in accordance with the regulations of the State Bank, the State Securities Commission and the Stock Exchange	Complied
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?	SHB makes periodical reports in accordance with the regulations of the State Bank, the State Securities Commission and the Stock Exchange	Complied
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?	SHB makes periodical reports in accordance with the regulations of the State Bank, the State Securities Commission and the Stock Exchange	Complied
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	SHB makes periodical reports in accordance with the regulations of the State Bank, the State Securities Commission and the Stock Exchange	Complied
D.2	Quality of Annual Report		
D.2.1	Corporate Objectives	SHB publishes details in its Annual Report	Complied
D.2.2	Financial Performance indicators	SHB publishes details in its Annual Report	Complied
D.2.3	Non-Financial Performance indicators	SHB publishes details in its Annual Report	Complied
D.2.4	Dividend Policy	SHB publishes details in its Annual Report	Complied
D.2.5	Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of all directors/commissioners	SHB publishes details in its Annual Report	Complied
D.2.6	Attendance details of each director/commissioner in all directors/commissioners meetings held during the year	SHB publishes details in its Annual Report	Complied
D.2.7	Total remuneration of each member of the Board of Directors/commissioners	Shown in the Annual Report, but only the total remuneration of the Board of Directors, the Supervisory Board and the Executive Board shall be announced separately	Partial compliance

No.	Criteria	Evaluation basis	SHB's Compliance
D.2.8	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	Fully expressed in Annual Report - Corporate Governance Section	Complied
D.3	Disclosure of related party transactions (RPT)		
D.3.1	Does the company disclose its policy covering the review and approval of material RPTs?	Shown in Annual Report - Financial Statements/Related Party Transactions	Complied
D.3.2	Does the company disclose the name, relationship, nature and value for each material RPTs?	Shown in Annual Report - Financial Statements/Related Party Transactions	Complied
D.4	Directors and commissioners dealings in shares of the company		
D.4.1	Does the company disclose trading in the company's shares by insiders?	Announced on SHB website, Stock Exchange	Complied
D.5	External auditor and Auditor Report		
D.5.2	Does the non-audit fee exceed the audit fees?	SHB has no fees for non-audit services	
D.6	Medium of communications		
D.6.1	Quarterly reporting	SHB fully discloses it on the Bank's Website in accordance with regulations	Complied
D.6.2	Company website	SHB fully discloses it on the Bank's Website in accordance with regulations	Complied
D.6.3	Analysts' briefing	Proactively provides information for analysis reports of units/experts	Complied
D.6.4	Media briefings/press conferences	SHB makes periodic press releases on the mass media	Complied
D.7	Timely filing/release of annual/financial reports		
D.7.1	Is the audited annual financial report/statement released within 120 days from the financial year end?	Fully discloses information on the Bank's Website in accordance with regulations	Complied
D.7.2	Is the annual report released within 120 days from the financial year end?	Fully discloses information on the Bank's Website in accordance with regulations	Complied
D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the Board of Directors/commissioners and/or the relevant officers of the company?		Complied
D.8	Company website		
D.8.1	Financial statements/reports (latest quarterly)	Fully discloses information on the Bank's Website in accordance with regulations	Complied
D.8.2	Materials provided in briefings to analysts and media	Updated frequently	Complied
D.8.3	Downloadable Annual Report	Full disclosures on the Bank's website and downloadable	Complied
D.8.4	Notice of AGM and/or EGM	Full disclosures of information on the Bank's Website	Complied

No.	Criteria	Evaluation basis	SHB's Compliance
D.8.5	Minutes of AGM and/or EGM	Full disclosures of information on the Bank's Website	Complied
D.8.6	Company's constitution (company's by-laws, memorandum and articles of association)	Full disclosures on the Bank's website and downloadable	Complied
D.9 Investor relations			
D.9.1	Does the company disclose the contact details (e.g., telephone, fax, and email) of the officer/office responsible for investor relations?	Announced on SHB's website	Complied
E Board duties and responsibilities			
E.1 Clearly defined board responsibilities and corporate governance policies			
E.1.1	Does the company disclose its corporate governance policy/board charter?	Full disclosures of information on the Bank's Website	Complied
E.1.2	Are the types of decisions requiring Board of Directors/commissioners' approval disclosed?	Full disclosures of information on the Bank's Website	Complied
E.1.3	Are the roles and responsibilities of the Board of Directors/commissioners clearly stated?	Fully expressed in the Charter of the Bank; Annual Report and Bank Governance Report.	Complied
E.1.4	Does the company have a vision and mission statement?	SHB fully expressed in the Annual Report, the General Meeting of Shareholders and other internal newspapers	Complied
E.1.5	Does the board of directors play a leading role in the process of developing and reviewing the company's strategy at least annually?	The role of the Board of Directors is shown in the Annual Report - Corporate Governance Section	Complied
E.1.6	Does the board of directors have a process to review, monitor and oversee the implementation of the corporate strategy?	The roles and activities of the BOD members are shown in the Annual Report - Section Corporate Governance	Complied
E.2 Board structure			
E.2.1	Are the details of the code of ethics or conduct disclosed?	Publicly announced throughout the SHB system	Complied
E.2.2	Are all directors/commissioners, senior management and employees required to comply with the codes?	Shown in the Charter, internal regulations on governance, publicly announced on the Company's Website.	Complied
E.2.3	Does the company have a process to implement and monitor compliance with the code/s of ethics or conduct?	Shown in the Labor Regulations, the internal regulations on governance are publicly announced throughout the SHB system	Complied
E.2.5	Does the company have a term limit of nine years or less or 2 terms of five years each for its independent directors/ commissioners?	SHB complies with the provisions of law on conditions of independence of independent BOD members	Complied
E.2.6	Has the company set a limit of five board seats that an individual independent/non-executive director/ commissioner may hold simultaneously?	SHB has provisions in the Charter and Regulations on organization and operation of the Board of Directors	Complied
E.2.7	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?	Not arise	Complied
E.2.8	Does the company have a Nominating Committee (NC)?	The Human Resources Committee at SHB was established under the Board of Directors	Complied

No.	Criteria	Evaluation basis	SHB's Compliance
E.2.11	Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?	Shown in the annual report	Complied
E.2.12	Is the meeting attendance of the Nominating Committee disclosed and if so, did the Nominating Committee meet at least twice during the year?	Shown in the annual report	Complied
E.2.18	Does the company have an Audit Committee?	SHB has a Supervisory Board	Complied
E.2.19	Is the Audit Committee comprised entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	The Supervisory Board operates independently, supervises the activities of the Board of Directors and the Executive Board	Complied
E.2.20	Is the chairman of the Audit Committee an independent director/commissioner?	The Head of the Supervisory Board operates independently from the Board of Directors	Complied
E.2.21	Does the company disclose the terms of reference/ governance structure/charter of the Audit Committee?	Shown in Annual Report, Charter of SHB, internal regulations...	Complied
E.2.22	Does at least one of the independent directors/ commissioners of the committee have accounting expertise (accounting qualification or experience)?	Ensured all members have professional experience	Complied
E.2.23	Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least four times during the year?	Shown in Annual Report	Complied
E.2.24	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	Shown in SHB's Charter	Complied
E.3 Board Processes			
E.3.1	Are the board of directors meeting scheduled before the start of the financial year?	The Board of Directors of SHB meets periodically and irregularly in accordance with the law and internal regulations of SHB. At least 04 regular meetings/year	Complied
E.3.2	Does the Board of Directors/commissioners meet at least six times during the year?	In 2022, the Board of Directors held 7 direct meetings. Shown in the annual report	Complied
E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	Shown in the annual report	Complied
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	Provided for in the Charter and Regulations on organization and operation of the Board of Directors	Complied
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?		Complied
E.3.6	Are board papers for Board of Directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?	SHB has stated in the Charter and always complied	Complied
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	SHB appoints the person in charge of corporate governance, performs the duties of the company secretary to ensure that corporate governance is conducted effectively	Complied
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast on relevant developments?	SHB guarantees the requirements	Complied

No.	Criteria	Evaluation basis	SHB's Compliance
E.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?	Shown in the Charter, Organizational Regulations of the Board of Directors	Complied
E.3.10	Did the company describe the process followed in appointing new directors/commissioners?	Shown in the Charter, Internal Regulations of SHB	Complied
E.3.11	Are all directors/commissioners subject to re-election every 3 years; or 5 years for listed companies in countries whose legislation prescribes a term of 5 years each?	The term of the Board of Directors of SHB is 5 years, as stipulated in the Charter, Internal Governance Regulations of SHB	Complied
E.3.12	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long-term incentives and performance measures) for its executive directors and CEO?	Shown in SHB's Charter, Annual Report	Complied
E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?	Shown in SHB's Charter, Annual Report	Complied
E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	The General Meeting of Shareholders approved the remuneration norms and the Board of Directors detailed regulations	Complied
E.3.15	Does the company have measurable standards to align the performance-based remuneration of the executive directors and senior executive directors with long-term interests of the company, such as claw back provision and deferred bonuses?	Shown in SHB's Charter	Complied
E.3.16	Does the company have a separate internal audit function?	SHB has an Internal Audit Division under the Supervisory Board	Complied
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	Shown in SHB's Charter, Annual Report	Complied
E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	The appointment and dismissal of the Internal Auditor falls under the decision-making authority of the Supervisory Board	Complied
E.3.19	Does the company disclose the internal control procedures/risk management systems it has in place?	Shown in the Annual Report - Risk section	Complied
E.3.20	Does the Annual Report/Annual CG Report disclose that the Board of Directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	Shown in Annual Report - Corporate Governance Section	Complied
E.3.21	Does the company disclose the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic)?	Shown in the Annual Report - Risk section	Complied
E.3.22	Does the Annual Report/Annual CG Report contain a statement from the Board of Directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	Shown in Annual Report	Complied

No.	Criteria	Evaluation basis	SHB's Compliance
E.4 People on the Board			
E.4.1	Do different persons assume the roles of chairman and CEO?	SHB has separate Chairman and CEO	Complied
E.4.2	Is the chairman an independent director/commissioner?	The Chairman of the Board of Directors is a Non-executive member	Complied
E.4.3	Has the chairman been the company CEO in the last three years? Two years?	Mr. Vo Duc Tien Vice Chairman of the Board of Directors participated in executive works from August 4, 2021 to July 20, 2022	Complied
E.4.4	Are the role and responsibilities of the chairman disclosed?	Provided for in the Charter	Complied
E.4.5	If the Chairman is not independent, has the Board appointed a Lead/Senior Independent Director and has his/her role been defined?	SHB has 01 independent BOD member with experience in the fields of finance, insurance and banking	Complied
E.4.6	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	The members of the Board of Directors all have experience in the field of finance and banking	Complied
E.5 Board Performance			
E.5.1	Does the company have orientation programmes for new directors/ commissioners?	SHB has a learning program for each professional position, and is currently reviewing and updating additional programs for members of the Board of Directors	Complied
E.5.2	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?	SHB has a learning program for each professional position, and is currently reviewing and updating additional programs for all members of the Board of Directors	Complied
E.5.3	Does the company disclose the process on how the Board of Directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?		Complied
E.5.4	Does the Board of Directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	Reflected in SHB's internal regulations on governance, Annual Report	Complied
E.5.5	Is an annual performance assessment conducted of the Board of Directors/commissioners?	Reflected in SHB's internal regulations on governance, published on the website SHB	Complied
E.5.6	Did the company conduct an annual performance assessment of the individual directors/commissioners and disclose the criteria and process followed for the assessment?	Reflected in SHB's internal regulations on governance, published on the website SHB	Complied
E.5.7	Did the company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?	Shown in SHB's Annual Report	Complied