

**VIETNAM JOINT STOCK COMMERCIAL  
BANK FOR INDUSTRY AND TRADE**
**SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness**

108 Tran Hung Dao, Cua Nam, Hanoi  
Tel: 024.39421030

Hanoi, April 23<sup>rd</sup>, 2026

Business Registration Certificate No. 0100111948  
13<sup>th</sup> revision dated January 8, 2024

**PROPOSAL**

*Re: Approval of the 2025 Profit Distribution Plan*

**To: The General Meeting of Shareholders of  
Vietnam Joint Stock Commercial Bank for Industry and Trade**

*Pursuant to the Law on Credit Institutions 2024 No. 32/2024/QH15 and its amendments and supplements;*

*Pursuant to the current legal regulations in the field of Finance and Accounting;*

*Pursuant to the Charter on Organization and Operation of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank);*

*Pursuant to the audited separate financial statements for 2025 of VietinBank;*

The Board of Directors of VietinBank respectfully submits to the General Meeting of Shareholders for approval the 2025 Profit Distribution Plan, which VietinBank is submitting to the competent State authorities for approval, as follows:

*Unit: VND million*

No.	Item	Formula	Amount
1	2025 Separate profit after tax		32,906,427
2	Adjustment due to changes in prior year's profit (*)		22,078
3	Distributable profit	(3)=(1)+(2)	32,928,505
4	Appropriation to charter capital supplementary reserve fund (**)	(4)=(3)*10%	3,292,850
5	Appropriation to financial reserve fund (**)	(5)=[(3)-(4)]*10%	2,963,566
6	Appropriation to development investment fund (**)	(6)=[(3)-(4)]*25%	7,408,914
7	Appropriation to bonus and welfare funds	Up to 3 months of actual salary	3,050,316
8	Remaining profit after mandatory appropriations and bonus & welfare funds	(8)=(3)-(4)-(5)-(6)-(7)	16,212,859

No.	Item	Formula	Amount
9	Dividend payment in shares: subject to approval by the competent State authority		16,212,859

(\*) Accounting adjustments made after the preparation of the 2024 financial statements, which were reflected in the audited financial statements for 2025.

(\*\*) In accordance with the provisions of Decree No. 135/2025/ND-CP on the financial regime applicable to credit institutions, branches of foreign banks, and on financial supervision and assessment of the efficiency of state capital investment in credit institutions wholly owned by the State and credit institutions with state capital.

We respectfully submit to the General Meeting of Shareholders for approval the authorization for the Board of Directors of VietinBank to:

- (i) Decide and implement the official 2025 profit distribution plan based on the approval of the competent State authorities;
- (ii) Determine the provisional appropriation amounts for the funds in 2026 from the 2025 separate profit after tax, ensuring that the appropriations do not exceed the maximum rates prescribed by current regulations;
- (iii) Decide on the Bonus for the Board of Directors and the Supervisory Board for permitted purposes in accordance with the law.

Respectfully submitted for approval by the General Meeting of Shareholders.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



Tran Minh Binh

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13<sup>th</sup> revision dated January 8, 2024

Hanoi, April 23<sup>rd</sup>, 2026

**PROPOSAL**

*Re: Approval of the 2026 Remuneration for the Board of Directors and the Supervisory Board*

**To: The General Meeting of Shareholders of  
Vietnam Joint Stock Commercial Bank for Industry and Trade**

*Pursuant to the Charter on the Organization and Operation of VietinBank;*

*Pursuant to Resolution No. 29/NQ-DHDCD dated April 18, 2025 of the General Meeting of Shareholders of VietinBank;*

*Pursuant to Official Letter No. 10576/NHNN-TCCB dated December 01, 2025 of the State Bank of Vietnam regarding the 2025 salary budget of VietinBank; and Resolution of the Board of Directors No. 20/NQ-HDQT-NHCT-VPHDQT1 dated January 23, 2026 on the approval of the 2025 actual salary fund of VietinBank (for the bank only);*

The Board of Directors (BoD) of VietinBank respectfully submits to the General Meeting of Shareholders (GMS) for approval of the remuneration for the BoD and the Supervisory Board (SB) for 2026 as follows:

**1. Implementation of the 2025 Remuneration for the BoD and SB**

- According to Resolution No. 29/NQ-DHDCD dated April 18, 2025, the GMS approved the approved the remuneration rate for the BoD and SB in 2025 of up to 0.25% of profit after tax.

- The actual remuneration rate for the BoD and SB in 2025 was 0.11% of profit after tax, which is lower than the rate approved by the GMS, for the following reasons:

+ In 2025, VietinBank continued to implement a series of measures to share, support, and resolve difficulties for customers, as well as to cut the Bank's operating expenses.

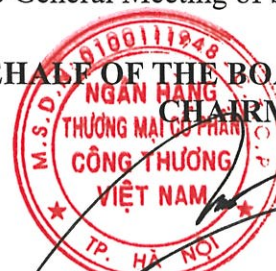
+ In 2025, VietinBank's profit increased by 36.8%; however, pursuant to Decree No. 44/2025/ND-CP dated February 28, 2025 of the Government and Official Letter No. 10576/NHNN-TCCB dated December 01, 2025 of the State Bank of Vietnam, the average salary for the BoD and SB was capped at a maximum level.

**2. Proposal of the BoD of VietinBank on the 2026 Remuneration for the BoD and SB**

Based on the GMS-approved remuneration rate for the BoD and SB in 2025, and the key business targets for 2026 as presented to the GMS, as well as the expected number of members of the BOD and SB in 2026, the Board of Directors of VietinBank respectfully submits to the GMS for approval of the **2026 remuneration rate for the BoD and SB of up to 0.25% of profit after tax for 2026** (equivalent to the GMS-approved remuneration rate for the BoD and SB in 2025).

Respectfully submitted for approval by the General Meeting of Shareholders.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**CHAIRMAN**

**Tran Minh Binh**

**VIETNAM JOINT STOCK COMMERCIAL  
BANK FOR INDUSTRY AND TRADE**

108 Tran Hung Dao, Cua Nam, Hanoi

Tel: 024.39421030

Business Registration Certificate No. 0100111948

13<sup>th</sup> revision dated January 8, 2024**SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness**Hanoi, April 23<sup>rd</sup>, 2026**PROPOSAL***Re: Approval of Amendments and Supplements to the Charter on Organization and Operation of Vietnam Joint Stock Commercial Bank for Industry and Trade***To: The General Meeting of Shareholders of  
Vietnam Joint Stock Commercial Bank for Industry and Trade**

Pursuant to the authority of the General Meeting of Shareholders (GMS/AGM), the Board of Directors (BoD) of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank) respectfully submits to the 2026 AGM for consideration and approval the amendments and supplements to the Charter on Organization and Operation of VietinBank (the “Charter”) to ensure compliance with legal regulations and the actual operations of VietinBank. The specific amendments and supplements are as follows:

1. Amendment to Article 8 on the **Main Activities of VietinBank** to comply with the provisions of the Law on Credit Institutions 2024 (Articles 107 to 114) and VietinBank’s License for Establishment and Operation No. 13/GP-NHNN dated June 17, 2022, its subsequent amending and supplementing decisions.

2. Amendment to Clause 3, Article 23 on **Rights of Shareholders** to ensure compliance with Clause 18, Article 1 of the Law on Enterprises as amended and supplemented in 2025.

3. Amendment to Clause 5, Article 27 on the **Powers and Duties of the GMS** to ensure consistency with the authority of the BoD as stipulated in Clause 10, Article 39 of this draft Charter.

4. Amendment to Clause 2, Article 30 on **Convening, Agenda, and Announcement of the GMS** to ensure compliance with Clause 21, Article 1 of the Law on Enterprises as amended and supplemented in 2025, and to reflect the fact that VietinBank is a listed enterprise, with the list of shareholders being the register of securities holders provided by the Vietnam Securities Depository and Clearing Corporation.

5. Amendment to Article 43 on **Meetings of the BoD** to supplement the form of collecting opinions by other electronic means in accordance with Clause 2, Article 3 of the Law on Electronic Transactions 2023.

6. Amendment to Clauses 1,2 of Article 62 on **Approval of Contracts and Transactions between VietinBank and Related Persons** to ensure compliance with Clause 9, Article 70 of the Law on Credit Institutions and the definition of “Manager” in this Charter; Amendment to Clauses 3 of Article 62 to ensure compliance with point r, Clause 3, Article 67 of the Law on Credit Institutions and Clause 5, Article 27 of this draft Charter.

7. Amendment to Clause 1, Article 74 on **Accounting and Bookkeeping** to ensure compliance with Article 151 of the Law on Credit Institutions 2024 and Article 37 of Decree 135/2025/ND-CP.

8. Addition of Article 76 on **Handling of Asset Losses** to ensure compliance with Article 9 of Decree 135/2025/ND-CP and the actual operations of VietinBank.

9. Amendment to Article 83 on **Transition Clause** to ensure compliance with the transitional provisions in Article 210 of the Law on Credit Institutions 2024.

10. Amendment and supplementation of several other provisions in the Preamble, Articles 1, 2, 5, 6, 12, 16, 48, 66, 69, 70, 75, 82 to ensure conformity with legal regulations and the actual operations of VietinBank.

*(Detailed amendments are provided in the draft Charter and the attached Appendix of amended and supplemented provisions.)*

Respectfully submitted to the GMS for:

1. Approval of the amendments, supplements, and the newly-merged full text of the Charter of VietinBank.

2. Authorization for the BoD of VietinBank to approve the adjustments, amendments, and supplements to the Charter of VietinBank at the request of the State Bank of Vietnam *(if any)*.

3. Assignment to the Chairman of the BoD to sign for promulgation of the full text of the Charter of VietinBank incorporating the amendments and supplements approved by the GMS and approved to be adjusted by the BoD of VietinBank at the request of the State Bank of Vietnam *(if any)*.

Respectfully submitted for approval by the GMS.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



Tran Minh Binh



# **CHARTER**

## **ON ORGANIZATION AND OPERATION OF VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE**

(Revised on     /2026)

Hanoi, ...../...../2026

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## INTRODUCTION

This Charter was duly approved in accordance with the Resolution of the General Meeting of Shareholders No ....NQ-DHDCD dated ...../2026

### CHAPTER I: DEFINITIONS

#### Article 1. Interpretation

1. "**Charter capital**" means the total par value of shares of VietinBank which have been sold to shareholders.

2. "**Law on Credit institutions**" means the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its amending and supplementing documents.

3. "**Law on Enterprises**" means the Law on Enterprises No.59/2020/QH13 dated June 17, 2020, and its amending and supplementing documents.

4. "**Date of Establishment**" is the date on which VietinBank was granted with the Establishment and Operation License by the State Bank

5. "**State Bank**" means the State Bank of Vietnam.

6. "**VietinBank Managers**" comprise of Chairman of the Board of Directors, of members of the Board of Directors, General Director, Deputy General Directors.

7. "**Executive Officers of VietinBank**" are General Director, Deputy General Directors, Chief Accountant and branch managers of VietinBank

8. "**Vietnam**" means the Socialist Republic of Vietnam.

9. "**Shareholder**" means an organization or an individual that owns at least one Share of VietinBank.

10. "**Major shareholder**" is a shareholder who owns 05% (five percent) or more of the voting shares of VietinBank, including the shares that are indirectly owned by such shareholder.

11. "**Share**" means every equal portion that the Charter capital is divided into, and each portion is called a Share.

12. "**Share Certificate**" means a certificate issued by VietinBank, a book entry or electronic data certifying the ownership of one or a number of shares of VietinBank. VietinBank's share is registered share.

13. "**Related company**" means an enterprise whose charter capital is wholly or partially held by VietinBank, including subsidiaries and affiliated Companies.

14. "**Subsidiaries**": A company is considered as a subsidiary of VietinBank if it falls within one of the following cases:

a) VietinBank owns or VietinBank and related persons of VietinBank own over 50% of the Charter capital or over 50% of the number of voting shares of such company;

b) VietinBank is entitled nominate the majority or the entire number of the members of the Board of Directors, Members' Council or General Director (Director) of such company;

c) VietinBank reserves the right to decide on the amendment and supplement to the charter of such company;

d) VietinBank or VietinBank and Related persons of VietinBank are entitled to directly or indirectly control the approval of Resolutions, decisions of General Meeting of Shareholders, Board of Directors, and Members' Council of such company.

15. **"Affiliated company"** means a company that VietinBank owns or VietinBank and Related persons of VietinBank own over 11% of the Charter capital or over 11% of voting Share capital, but is not a Subsidiary of VietinBank.

16. **"General Meeting of Shareholders"** includes all shareholders entitled to voting rights of VietinBank.

17. **"Nomination"** mean such cases where one individual shareholder nominates himself/herself or another person; one institutional shareholder nominates its representative or another person; an eligible group of shareholders nominates one person or more within or outside the group as candidates for the position of member of the Board of Directors or member of the Supervisory Board of VietinBank in accordance with the provisions of the law and regulations of VietinBank.

18. **"Dependent unit"** means a dependent cost-accounting unit of VietinBank, including branches, representative offices and non-business units.

19. **"Family relatives"**, include: spouses, biological parents, adoptive parents, parents-in-law, biological children, adopted children, children-in-law, biological siblings, siblings-in-law, biological siblings of spouse.

20. **"Related person"** means an organization, individual that has direct or indirect relationship with another organization, individual, falling into the following cases:

a) A parent company with its subsidiary company and vice versa; a parent company with a Subsidiary of its Subsidiary company and vice versa; a credit institution with its subsidiary company and vice versa; a credit institution with a subsidiary of its Subsidiary and vice versa; Subsidiary companies of the same parent company or credit institution; Subsidiaries of subsidiary companies of the same parent company or of the same credit institution; Managers, supervisors, members of the Supervisory Board, legal representatives of a parent company or credit institution, individuals or organizations with competent authority to appoint such persons with the Subsidiary company and vice versa;

b) A company or credit institution with its managers, supervisors, members of the Supervisory Board, legal representatives of such company or credit institution, or with companies or organizations with competent authority to appoint such persons. and vice versa;

c) A company or credit institution with individual or institutional owners of 05% or more of its Charter capital or voting Share capital and vice versa;

d) An individual with his/her spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of spouses, children-in-law; biological siblings; half-siblings; brothers-in-law, sisters-in-law in relation to biological siblings or half-siblings (hereinafter referred to as spouse, parents, children, siblings); paternal and maternal grandparents; grandchildren; uncles,

aunts, nephews and nieces;

dd) A company or credit institution with individuals having relationships with as mentioned in Clause d hereof of its managers, legal representatives and members of the Supervisory Board, or Supervisors and shareholders as owners of 5% or more of Charter capital or voting Share capital of such entity and vice versa;

e) An individual who is authorized to represent for the contributed capital of an organization or individual specified at Points a, b, c, d and dd of this Clause with his/her individual or institutional principal; individuals who are authorized to represent the contributed capital of the same organization with each other.

f) An enterprise with the another enterprise where individuals, companies and organizations specified at Points a, b, c, d, dd and e, Clause 23, Article 4 of the Law on Enterprises hold stake sufficient to control decision making of the company;

(g) Other legal entities, individuals with whom the relationship may create latent risks for the operation of a credit institution, foreign bank's branch as determined according to the internal regulations of such credit institution and foreign bank's branch or written requests of the State Bank through its inspection and supervision activities.

21. "**Law**" means any document listed in Article 4 of the Law on Promulgation of Legal Documents in 2025, and if it is amended or supplemented, the documents then defined as legal normative documents under such amendments or supplements shall be included.

22. "**Electronic means**" means hardware, software, information systems or other means operating based on information technology, electrical technology, electronics, digital technology, magnetic technology, wireless transmission technology, optical technology, electromagnetic technology or other similar technologies.

23. "**Independent member of the Board of Directors**" means a member of the Board of Directors who satisfies the following requirements:

a) Satisfying criteria and conditions to become a member of the Board of Directors specified in the Law on Credit Institutions and this Charter;

b) Not being a person who is working for VietinBank or subsidiary of VietinBank or has worked for VietinBank or subsidiary of VietinBank for the last 03 consecutive years;

c) Not being a person who is entitled to receive regular wage and remuneration provided by VietinBank except for remuneration received as a member of the Board of Directors;

d) Not having spouse, parents, children, siblings and spouse of such persons who are major shareholders of VietinBank, managers or supervisors, members of the Supervisory Board of VietinBank or its subsidiaries;

e) Not representatively owning of shares of VietinBank; not owning, together with related persons, directly or indirectly 01% or more of charter capital or voting share capital of VietinBank;

f) Not being a manager, member of the Supervisory Board of VietinBank at any time in the past 5 consecutive years.

24. “**Non-executive member of the Board of Directors**” is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant or Branch Manager of VietinBank.

25. “**Legal capital**” means the minimum level of capital that must be available as required by the Law to establish a Bank.

26. “**VietinBank**” is the abbreviation name in English of Vietnam Joint Stock Commercial Bank for Industry and Trade.

27. “**Days**” are calendar days, including dates on the official calendar issued by the Vietnamese government (the solar calendar), including non-working days (Saturday, Sunday, holiday days, Tet holiday).

28. “**Business days**” are days on the solar calendar, except weekend, holidays and Tet holiday in accordance with the Law and VietinBank’s regulations from time to time.

29. “**The Majority**” means over 50%.

30. In this Charter, any reference to a certain article or document shall include the amendments thereto or replacements thereof.

31. The headings (of chapters, articles of this Charter) are used for convenience in understanding the contents only and shall not affect the contents of the Charter.

32. Terms or expressions as defined in the Law on Enterprises and the Law on Credit Institutions (if such terms or expressions are not contrary to the subject or context) shall have similar meanings in this Charter.

## **CHAPTER II:**

### **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, AND DURATION OF OPERATION, LEGAL REPRESENTATIVE, CORPORATE SEAL OF VIETINBANK**

#### **Article 2. Name, Head office, branches, representative offices and duration of operation of VietinBank**

##### **1. Name of the Bank**

- Full name in Vietnamese: Ngân hàng Thương mại Cổ phần Công Thương Việt Nam
- Abbreviated name in Vietnamese: Ngân hàng Công Thương Việt Nam
- Full name in English: Vietnam Joint Stock Commercial Bank For Industry And Trade
- Abbreviated name in English: VietinBank.

##### **2. Head office of VietinBank:**

- Address: 108 Tran Hung Dao, Cua Nam Ward, Hanoi City
- Telephone: (84-24) 39421030
- Fax: (84-24) 39421032
- Website [www.VietinBank.vn](http://www.VietinBank.vn).

VietinBank is entitled to move one or a number of units in the head office to other places outside the head office in response to conditions according to regulations of the Law.

3. VietinBank is entitled to establish domestic branches, representative offices, and non-business units; establish and convert legal forms of overseas commercial presence, including branches, representative offices and other forms of commercial presence overseas in order to carry out VietinBank's objectives in compliance with the Resolutions of the Board of Directors, Decisions of the State Bank and the relevant Law.

4. Unless terminated prior to the expiry of the operation term in accordance with Article 78, going bankrupt in accordance with Article 79 of this Charter or extended in accordance with provisions of the Law, the term of operation of VietinBank is 99 years from the date of issuance of the Establishment and Operation License by the State Bank.

5. VietinBank's Establishment and Operation License is also the Business Registration Certificate.

### **Article 3. Form and Legal Status**

1. VietinBank is organized in the form of a joint stock commercial bank which operates in accordance with its Charter and the Law.

2. VietinBank has the legal entity status in compliance with the prevailing Law of Vietnam. Rights and obligations of VietinBank's shareholders are limited within the amount of their contributed capital to VietinBank.

### **Article 4. Legal representative:**

1. VietinBank has 01 Legal representative. Chairman of the Board of Directors is the Legal representative of VietinBank, except otherwise specified at Clause 02 of this Article

2. In case VietinBank has not got the Chairman of the Board of Directors, the General Director is the legal representative of VietinBank until the Chairman of the Board of Directors is elected.

3. The Legal representative of VietinBank exercises the rights and obligations prescribed by the Law, this Charter and internal regulations of VietinBank.

4. The legal representative of VietinBank must reside in Vietnam. In case of absence from Vietnam, he/she must authorize in writing another person who is a manager or an executive officer of VietinBank residing in Vietnam to exercise the rights and obligations of the legal representative of VietinBank.

5. VietinBank must notify the State Bank of the legal representative of VietinBank within 10 days from the date of election and appointment of the legal representative according to the provisions of VietinBank's Charter or from the date of change in the legal representative.

### **Article 5. VietinBank's seals**

1. The seals include the seals made at the stamp-engraved establishment or a seal in the form of a digital signature according to the provisions of the Law on electronic transactions.

2. The Board of Directors of VietinBank decides on the type, quantity, form and content of the seals of VietinBank, branches, representative offices and other units of VietinBank.

3. The management, use, and preservation of seals shall be carried out in accordance with the provisions of law and VietinBank's internal regulations.

### **CHAPTER III: DEVELOPMENT STANDPOINT, LINES OF BUSINESS AND MISSION OF VIETINBANK**

#### **Article 6. Development standpoint, lines of business and mission of VietinBank**

1. VietinBank's development standpoint is a national commercial bank, playing a key and pillar role in the economy, serving the development of the country. The Bank always promotes its potential advantages, making the most of its internal resources, aligning the bank's growth with key economic sectors and regions of the country and actively participating in the integration process. Improving the quality and efficiency of growth, bringing the Bank to be on par with regional leading banks and securing sustainable development.

2. Field of business of VietinBank consists of banking activities and other business activities in accordance with the Law on Credit Institutions.

3. VietinBank' mission is to be a pioneer bank in the development of the country on the basis of bringing optimal value to customers, shareholders and employees, partners and community.

4. Brand positioning: Improving the value of life.

#### **Article 7. Scope of business and operation**

1. VietinBank is entitled to undertake all business activities as specified in the license for establishment and operation issued by the State Bank (which is also the Business Registration Certificate), this Charter and in compliance with the Law.

2. VietinBank may undertake business activities in other areas in accordance with the Law on Credit Institutions and relevant Law.

#### **Article 8. Main activities of VietinBank**

VietinBank is entitled to conduct the activities of a commercial bank in accordance with the provisions of law and the regulations of the State Bank of Vietnam, including the following activities:

##### **1. Banking Activities**

a) Taking demand deposits, term deposits, savings deposits, and other types of deposits.

b) Issuing certificates of deposit.

c) Granting credit in the following forms:

(i) Loans;

(ii) Discounting and rediscounting;

- (iii) Bank guarantees;
- (iv) Issuing credit cards;
- (v) Domestic factoring; international factoring;
- (vi) Letters of credit;
- (vii) Other forms of credit granting as prescribed by the Governor of the State Bank of Vietnam.

d) Opening payment accounts for customers.

e) Providing payment instruments.

f) Providing payment services through accounts:

(i) Performing domestic payment services including checks, payment orders, payment authorizations, collection orders, collection authorizations, money transfers, bank cards, collection and disbursement services;

(ii) To provide international payment services after obtaining written approval from the State Bank of Vietnam; and other payment services as prescribed by the Governor of the State Bank of Vietnam.

## 2. Borrowing, depositing, buying, and selling valuable documents

a) Borrowing from the State Bank of Vietnam in the form of refinancing; buying and selling valuable documents with the State Bank of Vietnam in accordance with the Law on the State Bank of Vietnam.

b) Lending, borrowing, depositing, receiving deposits, buying and selling on a forward contract of valuable documents with credit institutions and branches of foreign banks in accordance with the regulations of the Governor of the State Bank of Vietnam;

c) Borrowing from foreign sources in accordance with the law.

## 3. Opening Accounts:

a) Open an account at the State Bank of Vietnam and maintain the required reserve amount in this account.

b) Open an account at a credit institution that provides payment services through accounts.

c) Open a payment account abroad in accordance with the law on foreign exchange.

## 4. Organizing and Participating in Payment Systems:

a) Organize internal payment systems and participate in the national interbank payment system.

b) Participate in international payment systems when meeting the conditions stipulated by the Government and receiving written approval from the State Bank of Vietnam.

## 5. Capital Contribution, Share Acquisition

a) Subsidiaries and affiliated companies must be established or acquired when conducting the following business activities:

(i) Underwriting securities, securities brokerage; managing and distributing securities investment fund certificates; managing securities investment portfolios and buying and selling shares;

(ii) Financial leasing;

(iii) Insurance

b) Establishing or acquiring subsidiaries or affiliated companies operating in the fields of debt management and asset exploitation, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information.

c) Capital contribution or share acquisition of enterprises operating in the following fields:

(i) Insurance, securities, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information;

(ii) Other areas not specified in point a of this point after obtaining written approval from the State Bank of Vietnam.

6. Foreign exchange trading, provision of foreign exchange services and derivative products

Trading and providing the following services and products to domestic and foreign customers after obtaining written approval from the State Bank of Vietnam:

a) Foreign exchange;

b) Derivatives on interest rates, foreign exchange, currencies and other financial assets.

7. Trust and Agency Operations, Delegation of Agency

a) Trust, receiving trust, agency in banking activities, delegation of payment agency as prescribed by the Governor of the State Bank of Vietnam;

b) Conducting insurance agency activities in accordance with the law on insurance business, consistent with the scope of insurance agency activities as prescribed by the Governor of the State Bank of Vietnam.

8. Other Business Activities

a) Conduct the following other business activities as prescribed by the Governor of the State Bank of Vietnam:

(i) Cash management services; treasury services for credit institutions and branches of foreign banks; asset safekeeping services, safe deposit box rental;

(ii) Providing money transfer, collection, disbursement services and other payment services not through accounts;

(ii) Buying and selling State Bank of Vietnam treasury bills, corporate bonds; buying and selling other securities except for buying and selling securities specified in point a, clause 22 of this Article.

(iv) Gold trading.

(v) Consulting on banking activities and other business activities as prescribed in the License.

b) Conduct the following other business activities as prescribed by relevant laws:

(i) Buying and selling government debt instruments, government-guaranteed bonds, and local government bonds;

(ii) Issuing bonds;

(iii) Securities depository services.

(iv) Supervisory banking operations;

(v) E-wallet services.

(vi) Providing clearing and settlement services for securities transactions as prescribed at Point a, Clause 4, Article 56 of the Law on Securities.

9. Other activities as prescribed by law and VietinBank's Establishment and Operation License from time to time.

#### **Article 9. Restrictions to ensure safety for the Bank's operation**

During its course of operation, VietinBank shall comply with regulations on restrictions to ensure safety for its operation in accordance with the Law on Credit Institutions and relevant laws and regulations.

#### **Article 10. Application of international treaties and international trade practices**

1. VietinBank shall apply international treaties related to banking activities to which Vietnam is a signatory or has acceded.

2. VietinBank may negotiate with its customers to apply international practices issued by the International Chamber of Commerce or other international practices if such practices are not contrary to the basic principles of Vietnamese laws.

#### **Article 11. Political-social organizations within the Bank**

1. Political-social organizations within VietinBank shall operate in compliance with the Constitution and the Law of Vietnam and their Charters which are in accordance with the legal provisions.

2. VietinBank respects and enables its employees to establish and participate in the operation of the organizations as stated in Clause 1 of this Article.

### **CHAPTER IV:**

#### **CHARTER CAPITAL, SHARES, SHARE CERTIFICATES, SHAREHOLDERS**

##### **Article 12. Charter capital**

1. Charter capital of VietinBank is 77,669,446,370,000 Vietnamese Dong (in words: Seventy-seven trillion, six hundred sixty-nine billion, four hundred and forty-six million, three hundred and seventy thousand Vietnamese dong).

2. Charter capital is accounted in Vietnamese Dong (VND).

3. Charter capital may be used for purposes and with ratios as regulated by Law.

#### 4. Increase and decrease of Charter capital:

VietinBank may increase or decrease its Charter capital on the basis of the decision of the General Meeting of Shareholders in accordance with this Charter and relevant legal provisions. The increase or decrease of Charter capital shall only be undertaken upon approval by the State Bank.

#### **Article 13. Shares**

1. Each share of VietinBank has the par value of 10,000 Vietnamese Dongs. The total number of shares of VietinBank is computed by dividing its Charter capital to the par value of one Share.

2. All the Shares of VietinBank as of the date of approval of this Charter are Ordinary shares.

#### 3. Preference share:

VietinBank may issue one or many types of preference shares upon approval by the General Meeting of Shareholders and in compliance with the provisions of the Law. Ordinary shares cannot be converted into Preference shares.

4. Each share of the same type will give its holder equal rights, obligations and interests.

#### **Article 14. Share offering**

1. Share offering means that VietinBank increases the number of shares, types of shares that may be offered for sale in order to raise Charter capital.

2. Share offering may be conducted in one of the following forms:

- a) Offering to existing shareholders;
- b) Public offering;
- c) Private placement.

3. The share offering of VietinBank is implemented in accordance with provision of the Law on securities

4. Where VietinBank issues additional ordinary shares and offers such shares to all ordinary shareholders in proportion to the respective number of shares of VietinBank they currently hold, the Share offering procedures shall be implemented in accordance with the provisions of the Law and VietinBank's regulations from time to time.

5. Shareholders have the right to transfer their preemptive right to purchase shares to other people.

6. If the shares expected to be offered for sale are not fully subscribed by Shareholders and the receivers of preemptive rights, the Board of Directors may sell the remaining shares to Shareholders of VietinBank or other persons provided that the offering conditions of such remaining shares are not more favorable than the conditions offered to Shareholders, unless otherwise approved by the General Meeting of Shareholders or provided for by the Law on securities.

7. Shares will be deemed to have been sold when they are fully paid and the

information of the purchasers as stipulated in Clause 1 Article 20 of this Charter is fully recorded in the Shareholder Register; from such point of time, the purchasers of such shares shall become shareholders of VietinBank.

8. Upon full payment for the Shares, VietinBank shall issue and deliver the Share Certificates to the purchasers; In case of non-delivery of the share certificates, the information of the purchasers as stipulated in Clause 1 Article 20 of this Charter shall be recorded in the Shareholder Register to certify the share ownership of such shareholders in VietinBank.

9. VietinBank shall register the change of Charter capital within 10 days from the date of completing the sale of Shares.

#### **Article 15. Sale of shares**

The Board of Directors decides the timing, method and the selling price of shares. The selling price shall not be lower than the market price at the time of share offering or the most recently recorded book value of Share, except for the following cases:

1. Shares initially offered to those who are non-founding shareholders.
2. Shares offered to all shareholders in proportion to their existing shareholding percentage at VietinBank.
3. Shares offered to brokers or underwriters. In this case, the discount amount or the discount rate must be approved by the General Meeting of Shareholders;

#### **Article 16. Redemption of Shares**

1. Redemption of Shares at the decision of VietinBank

VietinBank is entitled to redeem no more than 30% of the total number of Ordinary shares sold, a part or whole of preference shares sold in compliance with the following provisions:

a) The Board of Directors of VietinBank has the right to decide on redemption of up to 10% of the total number of shares of each type offered in 12 months. In other cases, the redemption of Shares shall be decided by the General Meeting of Shareholders.

b) The Board of Directors shall decide the price for the redemption of shares. With respect to ordinary shares, the redemption price shall not be higher than the market price at the time of redemption except for the cases stipulated in point c of this Clause. For other types of shares, if VietinBank and related shareholders do not agree otherwise, the redemption price must not be lower than the market price.

c) VietinBank may redeem shares of each shareholder in proportion to such shareholder's shareholding percentage in VietinBank, following the below procedures and order:

(i) The decision on redemption of shares of VietinBank must be notified in the way ensuring that the notice will reach all shareholders within 30 Days from the date on which the decision is approved. The notice must include the name and address of the head office of VietinBank, the total number of Shares and class of Shares to be redeemed, the redemption price or the principles for determining the redemption price, procedures and payment schedule, procedures and deadline for shareholders to offer their shares to

VietinBank.

(ii) Shareholders who agree to sell their shares must send their written consent on the sale of share to VietinBank by a method guaranteed to reach the Bank within 30 days from the date of notification. The written consent on the sale of Shares must contain full name, contact address, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of Shares owned and number of Shares to sell; payment methods; signature of Shareholder or its legal representative. VietinBank will only redeem the Shares within the time-limit as mentioned above.

## 2. Redemption of shares at the request of shareholders

a) A shareholder is entitled to request VietinBank to redeem his/her shares if such shareholder has voted against VietinBank's resolution on re-organization or alteration of the rights and obligations of shareholders as stipulated in the Charter of VietinBank. The request must be in writing and comprise of the name, address of the Shareholder, number of Shares of each type, the proposed selling price and the reasons for such redemption request. The request must be sent to VietinBank within 10 days from the date on which the General Meeting of Shareholders approves the decision on matters referred to in this Clause.

b) VietinBank must redeem Shares at request of a Shareholder as stipulated in Point a Clause 2 of this Article at market price or negotiated price within 90 days from the date of receipt of such request. If an agreement on the price cannot be reached, the parties may request a valuation agency to determine the price. VietinBank will introduce at least 3 valuation agencies for the Shareholder to select and such selection shall be the final decision.

## 3. Conditions for payment and dealing with redeemed Shares:

a) VietinBank is only entitled to redeem shares from shareholders as stipulated in clauses 1 and 2 of this Article if, after making payment for the redeemed shares, VietinBank shall still be able to comply with prudent ratios as regulated by the State Bank, secure sufficient legal capital as regulated by the law and pay off its due debts and other liabilities.

b) All shares that are redeemed in conformity with Clauses 1 and 2 of this Article shall be deemed as unsold shares. In case of share redemption which leads to the decrease in VietinBank's Charter capital, prior approval by the State Bank is mandatory. VietinBank has to carry out procedures for charter capital reduction in correspondence with the total par value of shares redeemed by VietinBank within 10 days from the date of completion of payment for redeemed shares, except where securities legislation provides otherwise.

c) Share certificates certifying the ownership of the redeemed shares must be destroyed immediately after the full payment for such shares has been made. The Chairman of the Board of Directors and General Director must be jointly liable for any losses to VietinBank caused by their failure to destroy or delay in destroying such share certificates.

d) If the full payment for redeemed shares results in a decrease of more than 10% in the total value of VietinBank's assets recorded in its accounting books, the Bank must notify such information to all of its creditors within 15 Days from the date of making such

payment.

### **Article 17. Transfer of shares**

1. All shares may be freely transferable unless otherwise provided for by this Charter and by Law.

2. If shareholders have a commitment or agreement with VietinBank to not transfer their shares, then their shares shall only be transferred according to the committed or agreed terms and conditions except otherwise provided for by Law.

3. The transfers may be executed under contracts or on the securities markets. In case of transfer under contract, the transfer documents must be signed by the transferor and transferee or by their authorized representatives. In case of transacting on the stock market, the order and procedures for transfer shall comply with the provisions of the Law on securities.

4. Shareholders are entitled to give part or all of their shares in VietinBank to other individuals or organizations or use their Shares to pay debts. The individual or organization who receives the Share or receives such Shares as a repayment of a debt will become a Shareholder of VietinBank.

5. Shares which have not been fully paid are not transferable and not eligible to enjoy related rights such as the right to receive dividends, the right to receive Share certificates issued to raise share capital from owners' equity, the right to buy new Share certificates offered for sale and other benefits as prescribed by Law.

6. VietinBank must obtain approval from the State Bank in writing before commencing any procedure for changing the following: Purchase and transfer of shares, leading to becoming a Major shareholder

7. An individual Shareholder and representative for the contributed capital of an institutional Shareholder being a member of the Board of Directors, Supervisory Board or General Director of VietinBank shall not be entitled to transfer his/her Shares during his/her incumbency;

The representative of the contributed capital specified in this clause does not include the representative of the State's capital contribution at VietinBank.

8. When dealing with consequences caused by individuals as members of Board of Directors, members of Supervisory Board and the General Director in accordance with a resolution or decision of the General Meeting of Shareholders or decision of the State Bank, they shall not be entitled to transfer their shares unless falling into one of the following cases:

a) They are authorized representatives of institutional shareholders which are merged, acquired, split, dissolved and bankrupt as stipulated by Law;

b) They are forced to transfer their Shares according to legally effective Court judgments and decisions.

c) They transfer their shares to other investors in order to implement the recovery plan, the plan to transfer the entire contributed capital or the forced transfer plan that has been approved.

9. VietinBank must register the change in Shareholders in the Shareholder Register at the request of related Shareholders within 24 hours after receiving the request as provided for in this Charter.

#### **Article 18. Inheritance of shares**

1. The inheritance of Shares shall be undertaken in accordance with this Charter, legal provisions on inheritance and other relevant laws and regulations.

2. Upon the death of an individual Shareholder, his/her inheritor according to the will or by Law shall become a Shareholder of VietinBank.

3. The inheritor of the Shares held by members of the Board of Directors, members of Supervisory Board and other managers shall be entitled to possess such Shares but not automatically be successor of their membership.

4. Where the Shares of an individual Shareholder who dies without an inheritor, or the inheritor refuses to inherit or the inheritor is disinherited, such shares shall then be settled in accordance with the civil law.

#### **Article 19. Share ownership limit**

1. An individual Shareholder shall not own Shares of more than 5% of the Charter capital of VietinBank.

2. An individual Shareholder shall not own Shares of more than 10% of the Charter capital of VietinBank.

3. A Shareholder and the Related persons of such Shareholder shall not own more than 15% of the Charter capital of VietinBank. A Major shareholder of VietinBank and Related persons of such Shareholder must not own 5% or more of the Charter capital of another credit institution.

4. The provisions in clauses 2 and 3 of this Article shall not apply to the following cases:

- a) State ownership of shares in VietinBank;
- b) Share ownership of foreign investors specified in Clause 7 of this Article.

5. An individual or organization holding convertible bonds shall comply with Share ownership limit in this Article after conversion of bonds into Shares.

6. Share ownership ratio specified in Clauses 1 and 2 of this Article includes indirectly owned shares. The share ownership ratio specified in Clause 3 of this Article includes shares entrusted by shareholders to other organizations or individuals to purchase and does not include ownership of shares by related persons that are subsidiaries. of such shareholder according to the provisions of Point a, Clause 9, Article 4 of the Law on Credit Institutions and the provisions of Point a, Clause 14, Article 1 of this Charter.

7. Foreign investors may buy shares of VietinBank according to regulations of the Law.

#### **Article 20. Shareholder Register**

1. A Shareholder Register shall be made and kept in the form of either written document or electronic file or both from the date of VietinBank's equitization. The

Shareholder Register must contain the main contents below:

- a) Name, address of the Head Office of VietinBank.
- b) Total number and types of Shares eligible for sale and total number of shares of each type eligible for sale.
- c) Total number of Shares sold of each type and value of paid-up Share capital.
- d) Full name, contact address, nationality, number of legal papers of the individual for the individual Shareholder; name, Enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder.
- e) Number of Shares of each type owned by each Shareholder and the date of Share registration.

2. The Shareholder Register shall be kept at the head office of VietinBank or other agencies mandated to keep Shareholder Register. Shareholders have the right to check, search, extract or copy names and contact address of VietinBank's Shareholders in the Shareholder Register.

3. Where the Shareholder transfers his or her Shares between the finalization of the list of Shareholders and the time of dividend payment, the transferor shall be entitled to receive the dividends from VietinBank.

4. Where a shareholder changes his or her contact address, such Shareholder must promptly notify VietinBank of such change in order for the latter to update the Shareholder Register. VietinBank is not responsible for failure to contact the shareholder resulting from the fact that VietinBank is not notified of such change.

#### **Article 21. Share certificate**

1. Shareholders of VietinBank shall be granted with share certificates corresponding to the number of Shares and types of Shares they own, except for cases stipulated in the Clause 5 of this Article.

2. A Share certificate of VietinBank shall contain the following major contents:

- a) Name, Enterprise code, address of the Head office of VietinBank.
- b) Number and types of Shares.
- c) Par value of each Share and total par value of Shares recorded in the Share certificate.
- d) Full name, contact address, nationality, number of legal papers of the individual for the individual Shareholder; name, Enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder.
- e) Signature of the legal representative of VietinBank.
- f) Registration number in the Shareholder Register of VietinBank and issuing date of share certificates.
- g) Other contents as stipulated in Articles 116, 117 and 118 of the Law on Enterprises in relation to Certificate of Preference Shares, if any.

3. If Shares are issued in the form of certificates, VietinBank must issue Share

certificates to shareholders within 30 days from the date shareholders fully pay the Share subscription amount to VietinBank for the case of Charter capital raising of VietinBank.

4. In case of loss or ruin or damage in other forms of the Share certificate, that Share certificate will be re-issued to the Shareholder by VietinBank at the Shareholder's request. Re-issuance application form shall include following contents:

a) Information on the Share certificate that has been lost, ruined or damaged in other forms;

b) Commitment to taking responsibility for disputes arisen from re-issuance of the Share certificate

5. VietinBank may issue Shares in the form of book-entry. The Board of Directors may issue written regulations on the issuance, transfer and other issues related to these types of Shares as provided for by Law.

#### **Article 22. Other securities certificates**

Other securities certificates of VietinBank are issued with the signature of the legal representative and seal of VietinBank.

#### **Article 23. Rights of shareholders**

1. Ordinary shareholders shall have the following rights:

a) To attend, express opinions in the General Meeting of Shareholders and vote either directly or through their authorized representatives. Each ordinary share shall carry one vote.

b) To nominate other people as candidates for the Board of Directors, the Supervisory Board in accordance with this Charter. The list of candidates must be sent to the Board of Directors within the deadline prescribed by the Board of Directors.

c) To receive dividends at the rate prescribed in the resolution of the General Meeting of Shareholders.

d) To be given preemptive right to purchase new shares offered for sale in pro-rata to the percentage of ordinary shares held by each shareholder in VietinBank.

e) To transfer shares and share purchase rights to other shareholders of VietinBank or other organizations and individuals according to the provisions of Law and VietinBank's Charter.

f) To view, look up and make an extract of the information on the name and contact address in the list of shareholders having voting rights; to request the amendment of inaccurate self information.

g) To view, look up and make an extract or copy of VietinBank's Charter, the book of minutes of General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders.

h) To be shared the remaining properties corresponding to the number of shares owned at VietinBank when VietinBank is dissolved or goes bankrupt.

i) To authorize in writing to other persons to perform their rights and obligations.

The authorized person is not allowed to stand for election as his/her own.

k) Other rights as provided for by law and this Charter.

2. Shareholders who own shares with voting preferences, dividend preferences, and refund preferences exercise their rights in accordance with the provisions of law and VietinBank's Charter.

3. A Shareholder or a group of Shareholders owning from 05% or more of total ordinary Shares of VietinBank shall have the following rights:

a) To review and make an extract of the book of meeting minutes, resolutions, and decisions of the Board of Directors, bi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to the Board of Directors' approval and other documents, except for documents related to trade or business secrets of VietinBank.

b) To request the convening of a General meeting of Shareholders in the following cases:

(i) The Board of Directors seriously violates the rights of shareholders, duties of the Managers of VietinBank or makes decision beyond its authority.

(ii) The request for convening a General Meeting of Shareholders must be in writing and contain the following: full name, contact address, nationality, number of legal papers of the individual for the individual Shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder; number of Shares and Share registration date of each Shareholder, total number of Shares held by a group of Shareholders and the percentage of ownership in the total number of Shares of VietinBank, the grounds and reasons for such request to convene the General meeting of Shareholders. The request for convening a General Meeting of Shareholders must be accompanied with documents and evidence proving the violations of the Board of Directors, the level of violation or the decisions which are made beyond its authority. Shareholders or groups of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convening of the General Meeting of Shareholders.

c) To request the Supervisory Board to examine each specific issue related to the management, running of VietinBank's operations when deemed necessary. The request must be in writing and must contain the following: full name, contact address, nationality, number of legal papers of the individual for the individual Shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder; number of Shares and Share registration date of each Shareholder, total number of Shares held by a group of Shareholders and the percentage of ownership in the total number of Shares of VietinBank, matter(s) for and purpose of examination.

d) Other rights as provided for by Law and this Charter.

4. A Shareholder or a group of Shareholders holding from 05% or more of total ordinary Shares of VietinBank shall have the right to nominate candidates to the Board of Directors and Supervisory Board. Board of Directors and the Supervisory Board

nomination shall follow the below rules:

a) Ordinary Shareholders who form a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the group meeting to Shareholders attending the meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, a Shareholder or group of Shareholders stipulated in this Clause may nominate one or more people under the decision of the General Meeting of Shareholders as candidate(s) for the Board of Directors and Supervisory Board membership. In case the number of candidates nominated by a Shareholder or group of Shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other Shareholders.

5. The right to appoint an authorized representative of an institutional Shareholder.

a) An authorized representative of an institutional Shareholder of VietinBank must be an individual authorized in writing to act on behalf of such Shareholder to exercise rights and perform obligations in accordance with the provisions of Law and the Charter of VietinBank.

b) An institutional shareholder who owns: From 5% to less than 10% of the total number of Ordinary Shares may authorize up to 01 representative; from 10% to less than 30% of the total number of Ordinary Shares may authorize up to 02 representatives; from 30% to less than 40% of the total number of Ordinary Shares may authorize up to 03 representatives; from 40% to less than 50% of the total number of Ordinary Shares may authorize up to 4 representatives; from 50% or more of the total number of Ordinary Shares may authorize representatives equal to the number of candidates nominated to the Board of Directors.

c) The appointment of an authorized representative of an institutional Shareholder must comply with the provisions of the Law and the Charter of VietinBank.

#### **Article 24. Obligations of shareholders**

1. To comply with the Charter and internal regulations of VietinBank; execute Resolutions of the General Meeting of Shareholders and the Board of Directors.

2. To attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:

a) To attend and vote directly at the meeting;

b) To authorize other individuals, organizations to attend and vote at the meeting;

c) To send voting papers to the meeting via post, fax, email;

d) To attend and vote through online conferences, electronic voting or other electronic forms.

3. To make full payment corresponding to the number of shares committed to purchase within the time-limit prescribed by VietinBank, to be responsible for the debts and other liabilities of VietinBank within the paid-up Share capital amount;

4. Not to be allowed to withdraw the paid-up share capital from VietinBank in any form which causes a reduction in Charter capital of VietinBank except for cases specified in Article 65 of the Law on Credit Institutions.

5. To take personal responsibility when acting in the name of VietinBank in any form to undertake any one of the following acts:

a) To violate the law;

b) To conduct business and other transactions for personal benefits or for benefits of other organizations or individuals.

6. To take responsibility before the law for the legality of the sources for fund for capital contribution, purchase and receipt of share transfer in VietinBank; not to use credit facilities granted by credit institutions or foreign banks' branches or proceeds from issuance of corporate bonds for purchase or receipt of shares of VietinBank; Not to contribute capital or purchase shares of VietinBank under the name of other individuals or legal entities in any form, except for cases of entrustment in accordance with the provisions of law.

7. Shareholders who receive investment trusts from other organizations and individuals must provide VietinBank with information on the actual owners of the Shares in VietinBank that they are entrusted to invest in. VietinBank reserves the right to suspend the Shareholder rights of Shareholders as investment trustees in case these shareholders do not provide information or provide incomplete or inaccurate information about the real owners of the Shares.

8. To protect the prestige, assets, benefits of and keep confidential information of the operations of VietinBank.

9. To keep the information provided by VietinBank confidential in accordance with the Charter of VietinBank and the Law; to only use the information provided to exercise and protect self legitimate rights and interests; to strictly refrain from distribution or replication, sending of information provided by VietinBank to other organizations or individuals.

10. To perform other obligations in accordance with the prevailing Law.

## **CHAPTER V: MANAGEMENT STRUCTURE OF VIETINBANK**

### **Article 25. Management Structure of VietinBank**

The management structure of VietinBank comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The General Director.

### **Section 1: General Meeting of Shareholders.**

## **Article 26. General Meeting of Shareholders.**

1. The General Meeting of Shareholders is most powerful decision-making body of VietinBank. The General meeting of Shareholders is organized in the form of annual General Meeting of Shareholders, Extraordinary General Meeting of Shareholders, or consulting opinions of shareholders in writing. The General Meeting of Shareholders must be held annually within 4 months from the end of a fiscal year. The Board of Directors may decide to delay the Annual General Meeting of Shareholders when necessary, but no more than 6 months from the end of a fiscal year.

2. The Board of Directors convenes the Annual General Meetings of Shareholders and elects the appropriate venues. The Annual General Meeting of Shareholders decides matters in accordance with the provisions of the Law and this Charter, especially the annual financial statements. In case the audited annual financial statements of VietinBank contain material qualified opinions, adverse opinions or disclaimer of opinion, VietinBank must invite the representative of the audit firm approved to audit the financial statements of VietinBank to attend the Annual General Meeting of Shareholders and the representative of such audit firm shall be responsible for attending the Annual General Meeting of Shareholders of VietinBank.

3. An extraordinary General meeting of Shareholders shall be convened by the Board of Directors in the following cases:

- a) The Board of Directors deems it necessary for the interest of VietinBank;
- b) The quantity and component of members of the Board of Directors, of the Supervisory Board are not in compliance with the provisions of the Law and this Charter;
- c) At the request of a Shareholder or a group of Shareholders owning more than 10% of the total number of Ordinary Shares at the request of a Shareholder or a group of Shareholders owning from 05% or more of the total number of Ordinary shares of VietinBank for the case mentioned in Item (i), Point b, Clause 3, Article 23 of this Charter;
- d) At request of the Supervisory Board;
- e) To decide on the contents at the request of the State Bank upon occurrence of an event that affects the secure operations of VietinBank.
- f) Other cases in accordance with the provisions of the Law.

4. Timeline to convene the Extraordinary General Meeting of Shareholders.

a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date of occurring one of the events prescribed in Clause 3 of this Article;

b) Where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, the Supervisory Board, within the following 30 days, shall replace the Board of Directors to convene the General Meeting of Shareholders in compliance with the provisions of this Charter and the Law;

c) Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, a Shareholder or a group of Shareholders as prescribed in Clause 3 of this Article has the right to represent VietinBank

to convene the General Meeting of Shareholders according to regulations.

5. The venue of the meeting of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.

6. All necessary expenses for convening and conducting the General Meeting of Shareholders as specified in clauses 3, 4 of this Article shall be borne or reimbursed by VietinBank. Such expenses shall not consist of expenses incurred by the Shareholders when they attend the General meeting of Shareholders, including meals, accommodation and travel expenses.

7. Where the Board of Directors, Supervisory Board fail to fulfill their duties as specified in Clauses 3 and 4 of this Article, the Chairman of the Board of Directors, the Head of Supervisory Board shall be responsible before the law and compensate for any damages to VietinBank.

### **Article 27. Powers and duties of the General Meeting of Shareholders**

The General meeting of Shareholders has the following powers and duties in accordance with the provisions of this Charter and the Law:

1. To approve the development orientation of VietinBank.
2. To approve the annual financial statements; the plan for distribution of profit after completing tax obligations and other financial obligations of VietinBank.
3. To approve the plan to change the Charter Capital; to approve Share offering plan, including types of Shares and number of new Shares to be offered for sale; To approve the plan to issue convertible bonds.
4. To approve plan on capital contribution, purchase or sale of Shares, contributed capital of VietinBank at other enterprises and credit institutions if the capital contribution value, expected purchase price or book value, in case of selling shares or capital contributions, is 20% or more of VietinBank's charter capital as recorded in the latest audited financial statements;
5. To approve contracts or other transactions according to provisions of Clause 3 Article 62 of this Charter.
6. To approve the decision on investment in, purchase or sale of fixed assets of VietinBank if the investment amount or expected purchase price, in case of selling fixed assets, is worth 20% or more of VietinBank's Charter capital as recorded in the latest audited financial statements.
7. To approve the plan on redemption of the issued Shares.
8. To approve the Charter of VietinBank and the amendments and supplements thereto;
9. To make decisions on the rates of remuneration, bonus and other benefits for the members of the Board of Directors, Supervisory Board and operation budget of Board of Directors and Supervisory Board.
10. To decide on the split, merge, conversion of legal forms, dissolution or request the Court to take bankruptcy proceedings of VietinBank.

11. To decide the number of members of the Board of Directors and Supervisory Board of each term of service; To elect, remove or dismiss, elect for supplement and replacement of members of the Board of Directors and members of Supervisory Board in accordance with qualifications and conditions stipulated by the Law and this Charter.

12. To review and deal with violations of the Board of Directors and the Supervisory Board causing damages to VietinBank and Shareholders of VietinBank.

13. The Annual General Meeting of Shareholders is responsible for approving Reports of the Board of Directors and the Supervisory Board on the performance of their assigned powers and duties;

14. To make decision on remedies for significant financial changes of VietinBank.

15. To make decision on establishing or converting legal forms of commercial presence overseas and Subsidiaries of VietinBank.

16. To make decision on selection of independent auditing firms according to the provisions of Article 59 of the Law on Credit Institutions.

17. To decide the management structure of VietinBank.

18. To approve the internal governance regulations, regulations on the organization and operation of the Board of Directors and the Supervisory Board.

19. To approve the expected remedial plan in case of early intervention according to the provisions of Article 143 of the Law on Credit Institutions.

20. Other rights and duties as prescribed by Law and this Charter.

#### **Article 28. The right to attend the General Meeting of Shareholders**

1. Shareholders, authorized representatives of institutional Shareholders may directly attend the meeting or authorize one or a number of other individuals or organizations to attend the meeting or to attend the meeting through one of the forms prescribed in Clause 2, Article 24 of this Charter.

2. Where a Shareholder is an organization recently subject to merger, consolidation or an individual or organization inheriting the rights and obligations of a Shareholder within the period from the date of finalization of the list of Shareholders to the opening date of the General Meeting of Shareholders, such individual, organization that inherits the shareholder rights shall have the right to attend the General Meeting of Shareholders to the extent of the number of shares they legally own.

3. The authorization for representative individuals or organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document is made in accordance with provisions of the Civil Law and must clearly state the name of the authorized individual or organization and the number of Shares authorized to represent. The authorized individual, organization must present the authorization document upon registration to attend the meeting and before entering the meeting room.

4. Votes of the person authorized to attend the meeting within the scope of authorization is still valid upon occurrence of one of the following cases:

a) The principal is dead, has limited civil act capacity or has lost his/her civil act

capacity;

- b) The principal has rescinded the appointment of authorization;
- c) The principal has rescinded the authority of the authorized person.

This provision does not apply in case VietinBank receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is re-convened.

5. Where shares are transferred in the period between the date of finalization of the list of Shareholders and opening date of the General Meeting of Shareholders, the transferee shall have the right to attend the General meeting of Shareholders.

#### **Article 29. Change of rights**

1. Changing or canceling special rights attached to a type of Preference Shares is valid when approved by Shareholders representing 65% or more of the total number of votes of all attending Shareholders. A Resolution of the General Meeting of Shareholders on the content that adversely change the benefits and obligations of Preference Shareholders is only approved if ratified by holders of 75% or more of the total number of same type of Preference Shares who attend the meeting or ratified by holders of 75% or more of the total number of same type of Preference Shares in case of adoption of a resolution in the form of obtaining written opinion.

2. Procedures for conducting such separate meetings shall be similar to those specified in Articles 31 and 33 of this Charter.

3. Unless otherwise specified by the provisions regarding Share issuance, the special rights attached to various types of Shares with privileged rights for some or all of the issues related to the distribution of profit or assets of VietinBank shall remain unchanged when VietinBank issues additional Shares of the same type.

#### **Article 30. Convening, agenda and announcement of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened by the Board of Directors or in the cases stipulated in point b or c of clause 4 of Article 26 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Preparing the list of Shareholders who are eligible to attend and vote in the General Meeting of Shareholders. Such list of Shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the individual Shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder; number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the securities holders register of VietinBank. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.

b) Preparing the agenda and contents of the meeting;

c) Preparing documents for the meeting;

d) Drafting the resolution of the General Meeting of Shareholders according to the expected content of the meeting; preparing the list and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;

e) Determining the time and venue of the meeting;

f) Notifying and sending invitation of the General Meeting of Shareholders to all shareholders eligible for attending the meeting;

g) Other work serving the meeting

3. The conveners of the General Meeting of Shareholders must send meeting invitation to all Shareholders eligible to participate in the meeting no later than 21 Days (from the date the invitation letters are duly sent or delivered, paid or put into the postboxes) prior to the opening date of the meeting. The meeting invitation must contain the name, address of the headquarters, and the enterprise code; name, contact address of the Shareholder, time, venue of the meeting and other requests for attendees of the meeting.

The meeting invitation letters are sent to all Shareholders in a way to ensure they reach the Shareholders' contact addresses and at the same time disclosed on website of VietinBank, State Securities Commission and Stock Exchange where VietinBank's shares are listed or registered for trading; VietinBank may publish the invitation on daily central or provincial magazines if deemed necessary,

The meeting agenda, documents related to issues to be voted at the meeting are sent to the Shareholders and/or posted on the VietinBank's website. In cases where the documents are not enclosed with the invitation letters of the General Meeting of Shareholders, the invitation letters must clearly indicate how and where to download the entire meeting materials accessible by Shareholders, including:

a) The agenda and materials used in the meeting;

b) Voting cards.

4. A Shareholder or a group of Shareholders in accordance with clause 3 of Article 23 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and sent to VietinBank at least 3 Business days prior to the opening of the General Meeting of Shareholders. The proposal must clearly state the name of the Shareholder, the number of shares of each type of Shareholder, and matters proposed to be included in the meeting agenda.

5. The conveners of the General Meeting of Shareholders shall have the right to reject the proposal as specified in Clause 4 of this Article no later than 2 business days prior to the opening of the General Meeting of Shareholders. The rejection must be in writing with reasons clearly stated. The conveners of the General Meeting of Shareholders may only reject the proposals in one of the following cases:

a) The proposal is sent in a way contrary to the provisions of this Article 4;

b) The matters that are proposed to be included in the meeting agenda do not fall

within the jurisdiction of the General Meeting of Shareholders;

c) Other circumstances which are in accordance with provisions of the law and of this Charter.

6. The conveners of the General Meeting of Shareholders must accept and incorporate the proposals specified in Clause 4 of this Article to the tentative meeting agenda except for cases specified in clause 5 of this Article; the proposals shall be officially included in the meeting agenda if they are approved by the General Meeting of Shareholders.

### **Article 31. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted if the number of participating Shareholders represents for at least 65% of the total votes.

2. If the conditions for the first meeting as per Clause 1 of this Article are not met, the meeting may be reconvened within 30 Days from the proposed opening date of the first meeting. The General Meeting of Shareholders which is reconvened shall only be conducted if the number of participating shareholders and authorized representatives represents at least 51% of the total votes.

3. If the conditions for the second meeting as per Clause 2 of this Article are not met, the meeting may be reconvened within 20 Days from the intended opening date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the number of votes of participating shareholders or authorized representatives and shall be deemed valid and shall have the right to decide on all issues which may be approved by the first General Meeting of Shareholders.

4. Only the General Meeting of Shareholders may change the meeting agenda which is enclosed with the meeting invitation in accordance with Article 142 of the Law on Enterprises and the provisions of this Charter.

### **Article 32. Procedures for the conducting of and voting at the General Meeting of Shareholders**

1. On the date of organizing the General meeting of Shareholders, Shareholders eligible to attend the meeting in accordance with the list of shareholders shall register to attend the meeting and such registration procedures shall continue until all shareholders eligible to attend the General Meeting of Shareholders who present at the meeting have registered.

2. Upon Shareholders' registration, VietinBank shall give each Shareholder or each authorized representative with voting rights a voting card which contains registration number, full name of Shareholder, full name of authorized representative and the number of votes of such Shareholder.

3. Chairperson, secretary and vote-counting committee of the General Meeting of Shareholders.

a) The Chairman of the Board of Directors shall act as the chairperson of or authorize a member of the Board of Directors to chair the Meetings of Shareholders which are convened by the Board of Directors; where the Chairman of the Board of Directors is

absent or temporarily loses working capability, the remaining members of the Board of Directors shall elect a Chairperson of the Meeting on the majority principle; in case of failure in electing a Chairperson, Head of the Supervisory Board will guild the General Meeting of Shareholders to elect a Chairperson of the Meeting and the person who receives the highest number of votes shall become the Chairperson of the meeting.

b) Unless otherwise stipulated in point a of this clause, the person who signs the decision to convene the General Meeting of Shareholders shall chair the General Meeting of shareholders to elect a Chairperson of the meeting and the person who receives the highest number of votes shall become the Chairperson of the meeting.

c) The Chairperson of the meeting shall nominate one or several people as the secretary/secretaries to prepare the minutes of the General Meeting of Shareholders.

d) The General Meeting of Shareholders shall elect a Vote-counting Committee at the request of the Chairperson of the meeting.

4. The meeting agenda and content must be approved by the General Meeting of Shareholders during its opening session. The agenda must specify clearly and in detail the time allocated to each subject matter within the meeting content.

5. The General Meeting of Shareholders shall discuss and vote for each of the matters included in the meeting agenda. Upon voting at the meeting, voting cards "for" in favor of the resolution shall be collected first, voting cards "against" shall be collected later on. Finally, votes "for", "against" and "abstention" will be gathered. The result of vote counting will be announced by the Chairperson right before the closing time of the meeting.

6. Shareholders or authorized representatives who come to the General Meeting of Shareholders after the opening of the meeting shall be entitled to register and vote immediately after registration. In this case the validity of previous voting sessions remains intact.

7. The convener or chairperson of the General Meeting of Shareholders has the following rights:

a) To request all participants of the meeting to be checked or subject to other lawful and due security measures to ensure the safety of the meeting.

b) To request a competent authority to maintain the order of the meeting; expel from the meeting any person who fails to abide by the Chairperson's right to control the meeting or intentionally disturbs or obstructs the normal progress of the meeting or fails to comply with the security checking requirements.

8. The Chairperson of the General Meeting of Shareholders may adjourn the General Meeting of Shareholders, for which sufficient participants have registered, to another time within the timeframe of no more than 3 days from the intended opening date. The adjournment and change to the venue of the meeting shall only be allowed in the following cases:

a) The meeting venue fails to sufficiently accommodate all participants;

b) The facilities at the meeting venue fails to ensure the engagement, discussion and

voting of the participants;

c) There is attendee interfering, disrupting, threatening the fair and lawful progress of the meeting.

9. If the General Meeting of Shareholders is adjourned or postponed by the Chairperson contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the participants to replace the Chairperson to chair the meeting until the end of the meeting; all resolutions approved at the meeting shall be deemed enforceable.

10. The Chairperson may take measures that he/she deems necessary and reasonable to conduct the meeting in an orderly manner, in accordance with the approved agenda and in a way to ensure that the meeting reflects the desires of the majority of participants.

### **Article 33. Ratification of decisions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall ratify resolutions within its jurisdiction in the form of voting at the meeting or obtaining written opinions. The Annual General Meeting of Shareholders shall not be organized by way of obtaining written opinions.

2. Voting at the General Meeting of Shareholders is requested to make decision on the below items:

a) To approve the development orientation of VietinBank.

b) To decide the number of members of the Board of Directors and Supervisory Board of each term of service; To elect, remove or dismiss, elect for supplement and replacement of members of the Board of Directors and members of Supervisory Board in accordance with qualifications and conditions stipulated by the Law and this Charter.

c) Within its jurisdiction, to review and deal with violations of the Board of Directors and the Supervisory Board causing damage to VietinBank and its Shareholders.

d) To decide on the split, merger, conversion of legal forms, dissolution or request the Court to take bankruptcy proceedings of VietinBank.

3. A decision of the General Meeting of Shareholders is ratified at the meeting upon satisfaction of the following conditions:

a) Except for the provisions in point b of this clause, clause 4 and clause 6 of this Article, a decision of the General Meeting of Shareholders is passed if ratified by Shareholders representing more than 50% of the total number of votes of all Shareholders attending the meeting.

b) With respect to the following matters, the decision must be approved by shareholders representing more than 65% of the total votes of all shareholders who attend the General Meeting of Shareholders.

(i) To approve a plan to change the Charter capital; to approve a plan on Share offering, including type and number of new Shares to be offered;

(ii) To make decision on investment in, purchase or sale of fixed assets of VietinBank if the investment amount or expected purchase price, in case of selling fixed

assets, is worth 20% or more of VietinBank's Charter capital as recorded in the latest audited financial statements.

(iii) To make a decision on the split, merger, conversion of legal forms, dissolution or request the Court to take bankruptcy proceedings of VietinBank.

4. The voting to elect members of the Board of Directors and Supervisory Board shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each Shareholder shall be the number of shares owned by him/her multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and a Shareholder may cast all of his/her votes to one or several candidates. The elected members of the Board of Directors or members of the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the specified number of members is met in accordance with the provisions of this Charter. In case 2 or more candidates get the same number of votes competing for the last membership of the Board of Directors or the Supervisory Board, re-election will be conducted among the candidates with the same number of votes or selection will be carried out according to the criteria specified in the internal documents of VietinBank.

5. Where a resolution is adopted by obtaining written opinions, such resolution of the General Meeting of Shareholders shall only be passed if it is ratified by Shareholders holding at least 65% of the total votes of all Shareholders who have voting rights.

6. Resolutions of the General Meeting of Shareholders take effect as of the date of ratification or as timing specified whereon the Resolutions. Resolutions which are passed with 100% of the total voting shares shall be deemed lawful and enforceable even if the processes and procedures of convening the meeting and ratifying such decision are in breach of Law and this Charter. In case a Shareholder or group of Shareholders requests the Court or an Arbitration to revoke the resolution of the General Meeting of Shareholders in accordance with the provisions of Article 36 of this Charter, such resolution remains valid until such decision by the Court or Arbitration takes effect ruling for such revocation, except under circumstances where emergency measures adopted by competent authorities requesting such revocation.

7. The valid resolutions of the General Meeting of Shareholders shall be enforceable to all shareholders including those absent at the meeting or opposing to such resolutions. The resolutions must be notified to all Shareholders eligible to attend the General Meeting of Shareholders or published on VietinBank's website within 15 days from the date of passing such resolutions.

#### **Article 34. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders**

1. The Board of Directors may obtain written opinions of shareholders to approve decisions of the General Meeting of Shareholders if deemed necessary for the interest of VietinBank, except for the matters referred to in clause 2, Article 33 of this Charter .

2. The Board of Directors must prepare opinion forms, draft resolution of the General Meeting of Shareholders and explanatory documents for the draft resolution and send them to all Shareholders who have voting rights at least 10 days prior to the deadline

for returning the opinion forms. The making of the list of Shareholders to send the opinion forms shall comply with the provisions of Clause 2, Article 30 of this Charter. The requirements and the manner of sending the opinion forms and accompanying materials shall be in accordance with clause 3 of Article 30 of this Charter.

3. An opinion form must contain the following main contents:

- a) Name, head office address, enterprise code;
- b) The purpose of obtaining written opinions;
- c) Full name, contact address, nationality, number of legal papers of the individual for the individual Shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder; number of shares of each type and number of votes of the Shareholder;
- d) Matters to be brought up for opinions for decision approval;
- e) Voting options including approval, disapproval and abstention on each matter brought up for opinion;
- f) The deadline for sending the completed opinion form to VietinBank;
- g) Name, signature of the Chairman of the Board of Directors.

4. In case of postal circulation, a filled opinion form must be signed by the individual Shareholder, the authorized representative or the legal representative of an institutional Shareholder.

5. Opinion form can be sent to VietinBank in the following ways:

- a) By post: The opinion form sent to VietinBank must be in a sealed envelope and no one shall be entitled to open it before vote counting;
- b) By fax or email: Opinion forms sent to VietinBank by fax or email must be kept confidential until the time of vote counting.

Any opinion form received by VietinBank after the deadline specified in the opinion form or opened in the case of sending by post or announced before vote counting in the case of sending over fax or email is not valid. Opinion form which is not sent back shall be considered as non-voting sheet.

6. The Board of Directors shall conduct the counting of the votes and prepare the vote-counting minutes in the witness and under the oversight of the Supervisory Board or shareholders who do not assume managerial positions in VietinBank. The vote-counting minutes must contain following major contents:

- a) Name, head office address, enterprise code of VietinBank;
- b) Purposes and matters to be consulted for passing the resolution;
- c) The number of Shareholders with total votes participated in the voting, specifying the number of valid and invalid votes and the mode of sending the voting forms supported by a list of Shareholders who have voted as an annex;
- d) Total number of votes “for”, “against” and “abstention” on each matter;
- e) The matters which have been approved and the proportion of “approval” votes;

f) Full name, signature of the Chairman of the Board of Directors, vote counters and vote counting supervisors.

Members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the minutes of vote counting; jointly liable for losses arising from decisions passed due to untruthful or inaccurate vote counting.

7. The minutes of vote-counting results and the resolution must be sent to all shareholders within 15 days from the date of completion of vote counting. Instead of sending the minutes, VietinBank may upload it onto VietinBank's website in accordance with the provisions of the Law.

8. The returned written opinion forms, vote-counting minutes, passed resolutions and other related materials that are attached to the written opinion forms must be archived at the Head Office of VietinBank.

9. Resolutions which are passed in the form of obtaining written opinions shall have the same validity as resolutions passed at the General Meeting of Shareholders and must be ratified by sufficient percentage of Shareholders as stipulated in Clause 5 of Article 33 of this Charter.

### **Article 35. Meeting Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded into meeting minutes. The minutes must be made in Vietnamese and may be made in English which contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of chairperson and secretary;
- e) Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- f) Number of Shareholders and total number of votes of Shareholders, annex on Shareholder registration, representatives of Shareholders attending the meeting with the number of Shares and corresponding votes;
- g) The total number of votes for each matter brought up for voting, clearly stating the mode of voting, the total number of valid, invalid, approval, disapproval and abstention votes; the relevant proportion of the total number of votes of shareholders attending the meeting;
- h) The matter which have been approved and the proportion of "approval" votes;
- i) Name and signature of the chairperson and secretary.

If the chairman or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this Clause. Minutes of the meeting must clearly state the refusal by the Chairman and secretary to sign the meeting minutes.

The Minutes made in Vietnamese and English shall have the same legal effect. In case of discrepancy in the contents of the minutes in Vietnamese and English, the contents in the Vietnamese version of the minutes shall prevail.

2. The minutes of the General Meeting of Shareholders must be made and approved before the closing time of the meeting. The Chairperson and secretary or other people who sign in the meeting minutes will be jointly responsible for the accuracy and truthfulness of the minutes.

3. The Minutes of a General Meeting of Shareholders must be sent to all Shareholders within 15 days from the date of closing the meeting; Posting the minutes on VietinBank's website in accordance with the provisions of the Law can be an alternative to sending the Minutes.

4. The minutes of the General Meeting of Shareholders, the list of shareholders registering to attend the meeting, the passed resolution and related documents must be kept as record at VietinBank's head office.

#### **Article 36. Request to revoke the decisions of the General Meeting of Shareholders**

Within 90 Days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, Shareholders, groups of Shareholders referred to in Clause 3 of Article 23 of this Charter shall have the right to request the Court or Arbitration to consider revoking the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and decision making of the General Meeting of Shareholders fail to comply with the provisions of this Charter and the law in material respects, except for the cases specified in Clause 6, Article 33 of this Charter.

2. The contents of the resolutions violate the provisions of this Charter and the Law.

#### **Section 2:**

#### **The Board of Directors;**

#### **Article 37. Nomination of the Members of the Board of Directors:**

A Shareholder or a group of Shareholders holding from 05% or more of total Ordinary Shares of VietinBank may nominate candidates to the Board of Directors. Board of Directors nomination shall follow the below rules: A Shareholder or group of Shareholders who holds from 05% to below 30% shall have the right to nominate up to 02 candidates; who holds from 30% to below 40% shall have the right to nominate up to 03 candidates; who holds from 40% to below 50% shall have the right to nominate up to 04 candidates; who holds from 50% or more shall have the right to nominate the maximum number of candidates to the Board of Directors in accordance with the number of members of the Board of Directors of the bank in accordance with the provisions of Law and VietinBank's Charter.

#### **Article 38. The composition, term of service, criteria and conditions to serve as a member of the Board of Directors**

1. VietinBank's Board of Directors consists of at least 05 members and no more than 11 members. The number of members of the Board of Directors of each term of service shall be decided by the General Meeting of Shareholders. The Board of Directors consists of at least 02 independent members, 2/3 (two-thirds) of the total number of members being independent members and non-executive officer members of VietinBank.

2. The term of office of the Board of Directors shall not be more than 05 years. The term of office of a member of the Board of Directors shall be in line with the term of office of the Board of Directors. A member of the Board of Directors may be re-elected without any limitation on the number of terms. An individual can only be elected as an Independent Member of the Board of Directors of VietinBank for no more than 2 consecutive terms. The term of office of replacing and supplementing member shall be the remaining duration of the Board of Directors' term of office. The Board of Directors whose term has just ended shall remain active until the Board of Directors of the new term takes over.

3. An individual and Related persons of such individual or representatives for capital contribution of an Institutional Shareholder and related persons of such persons may participate in the Board of Directors of VietinBank but shall not have more than 2 seats in the Board of Directors of VietinBank, except for those who are representatives for contributed capital of the State, the transferee of a forced transfer.

4. A member of the Board of Directors who is not an independent member of VietinBank may not concurrently hold either of the following positions:

(a) VietinBank's executive officer, except for the case of the General Director of VietinBank;

(b) Managers, executive officers of other credit institutions, managers of other enterprises, except in the case of managers, executive officers of VietinBank's subsidiaries or in the case of implementing a forced transfer plan which has been approved;

(c) Supervisors, members of the Supervisory Board of other credit institutions, other enterprises.

5. An independent member of VietinBank's Board of Directors may not concurrently hold either of the following positions:

(a) VietinBank's executive officer;

(b) Managers and executive officers of other credit institutions; managers of more than 02 other enterprises;

(c) Supervisors, members of the Supervisory Board of other credit institutions, other enterprises.

6. A member of the Board of Directors must satisfy all of the following criteria and conditions:

a) Not to be a subject regulated at clause 1, Article 42 of the Law on Credit Institutions and other provisions of the Law;

b) To have professional ethics according the regulations of the Governor of the State Bank;

c) To have university degree or higher;

d) To meet one of the following conditions: To have at least 03 years as a manager or executive officer of the credit institution; To have at least 05 years as a manager of an enterprise operating in the finance, accounting, auditing industry or of another enterprise having its equity of at least equal to the legal capital amount prescribed for the corresponding type of credit institution; Have at least 05 years working directly in the team in banking profession of a credit institution or foreign bank's branch; To have at least 05 years working directly in the team in finance, banking, accounting, and auditing profession.

Independent members of the Board of Directors must meet conditions on independence as specified at clause 22, Article 1 of this Charter.

7. In case the Board of Directors of VietinBank has fewer members than the required minimum number of members according to Clause 1 Article 38 of this Charter, within 90 Days from the date of falling short of the member(s), VietinBank must elect additional members, ensuring a minimum number of members

Information on election of any member of the Board of Directors must be disclosed as regulated by laws on securities and stock market.

8. A member of the Board of Directors may not be a shareholder of VietinBank.

#### **Article 39. Powers and obligations of the Board of Directors**

The Board of Directors is a governance body of VietinBank which, in the name of VietinBank, has full authority to make decisions and exercise rights and obligations regarding objectives and benefits of VietinBank except for matters falling within the authority of the General Meeting of Shareholders.

The Board of Directors has the following powers and duties:

1. To be responsible to the General Meeting of Shareholders for executing the assigned powers and duties.
2. To submit to the General Meeting of Shareholders for decision and approval of the contents under the powers and duties of the General Meeting of Shareholders as stipulated in Article 27 of this Charter (except for the matters proposed and recommended by the Supervisory Board.)
3. To make decisions on strategy, plan of medium-term development and annual business plan of VietinBank.
4. To decide the organizational structure of VietinBank, except for the management structure under the authority of the General Meeting of Shareholders.
5. To make decisions on establishment of branches, representative offices and to establishment of non-business units.
6. To elect, dismiss, remove from office the Chairman of the Board of Directors; appoint, dismiss, take disciplinary actions, suspend, sign or terminate contracts with and decide the wage, remuneration, bonus and other benefits of the General Director, Deputy General Directors and other executive officers under the authority of the Board of Directors.
7. To approve plan on capital contribution, purchase or sale of Shares, contributed

capital of VietinBank at other enterprises and credit institutions if the capital contribution value, expected purchase price or book value, in case of selling shares or capital contributions, is less than 20% of VietinBank's Charter capital as recorded in the latest audited financial statements;

8. To appoint representatives of VietinBank's contributed capital to other enterprises and credit institutions.

9. To approve the decision on investment in, purchase or sale of fixed assets of VietinBank if the investment amount or expected purchase price, in case of selling fixed assets, is 10% or more of VietinBank's Charter capital as recorded in the latest audited financial statements, except for the investment, purchase and sale falling within the jurisdiction of the General Meeting of Shareholders

10. To approve contracts and transactions of VietinBank in accordance with Clause 2 Article 62 of this Charter.

11. To inspect, supervise and direct the General Director in performing assigned tasks; to assess the performance of the General Director on annual basis.

12. To issue internal regulations relating to the organization, governance and operation of VietinBank in compliance with the Law, except for those that fall within the jurisdiction of the General Meeting of Shareholders.

13. To make decisions on risk management policies and supervise the implementation of risk prevention measures of VietinBank.

14. To review, approve the annual reports.

15. To make decision on offering new Shares subject to limit of Shares permitted to be offered.

16. To decide the offering prices of Shares and convertible bonds of VietinBank.

17. To decide the redemption of shares of VietinBank in accordance the approved plan.

18. To propose methods of profit distribution, dividend payment rates; to make decisions on timeframe and procedures of paying dividends or handling of loss arising during business operation.

19. To prepare the contents and related materials to submit the General Meeting of Shareholders for approval of matters that fall within the authority of the General Meeting of Shareholders, except for the contents that fall within the powers and duties of the Supervisory Board.

20. To approve the action programs and plans of the Board of Directors; agenda, contents and the materials of the General Meeting of Shareholders; to convene the General Meeting of Shareholders or obtain written opinions of shareholders for purpose of approving the resolutions, decisions of the General Meeting of Shareholders.

21. To arrange the execution, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors.

22. To make decision on granting credit facilities as defined in paragraph 7 of Article 136 of the Law on Credit Institutions, except for other contracts, transactions falling under the jurisdiction of the General Meeting of Shareholders.

23. To promptly notify the State Bank information which negatively affects the membership status of any member of the Board of Directors, Supervisory Board, General Director.

24. To decide market development, marketing and technology solutions.

25. To decide on investment plans and investment projects within power and authority as prescribed by law.

26. To approve other contracts and transactions worth 10% or more of VietinBank's Charter capital as recorded in the latest audited financial statements.

27. To formulate the Regulation on Organization and Operation of the Board of Directors, VietinBank's Internal Governance Regulation for submission to the General Meeting of Shareholders for approval and disclosure on VietinBank's website.

28. To oversee and prevent conflicts of interest among members of the Board of Directors, members of the Supervisory Board, General Director and other managers, including misuse of VietinBank's assets and abuse of related party transactions.

29. Other powers and duties in accordance with the Law, regulations of the State Bank and as authorized by the General Meeting of Shareholders and internal regulations of VietinBank.

30. The Board of Directors shall be responsible for complying with the decisions of the General Meeting of Shareholders, provisions of this Charter and the Law.

#### **Article 40. Wage, remuneration, bonuses and other benefits of the members of the Board of Directors**

1. VietinBank has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for the work is calculated based on the number of man days necessary to complete the duties of a member of the Board of Directors and the rate of remuneration per day. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total amount of remuneration and bonuses of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as business expenses of VietinBank as provided for by the Law on corporate income tax and presented a separate item in the annual financial statements of VietinBank, and shall be reported to the annual General Meeting of Shareholders.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at committees of the Board of Directors or performing other assignments outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of one-off remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be reimbursed for all travel, meals, accommodation and other reasonable expenses that they have had to pay when performing their responsibilities as members of the Board of Directors, including costs incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

#### **Article 41. Chairman of the Board of Directors**

1. Chairman of the Board of Directors shall be elected among members of the Board of Directors, dismissed, removed from office by the Board of Directors. The election of the Chairman must follow the principle of majority. The Chairman of the Board of Directors must reside in Vietnam during his term of office.

2. Chairman of the Board of Directors of VietinBank shall not be concurrently an executive officer, a member of the Supervisory Board of VietinBank or of another credit institution or manager of another enterprise.

3. Powers and obligations of the Chairman of the Board of Directors:

- a) To preside over General Meetings of Shareholders.
- b) To prepare programs and plans for the operations of the Board of Directors; to be responsible for exercising his/her own rights and obligations.
- c) To supervise, arrange for supervision of the implementation of the Board of Directors' resolutions and decisions.
- d) To prepare agenda, contents and materials of the meetings; convene and preside over the meetings of the Board of Directors.
- e) To organize for approval of the resolutions, decisions of the Board of Directors. To sign, on behalf of the Board of Directors, the documents under the authority of the Board of Directors.
- f) To supervise the members of the Board of Directors in implementing their rights, obligations and assigned tasks.
- g) To authorize another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors only during periods of absence or inability to perform duties.
- h) To ensure that Members of the Board of Directors receive full, objective and accurate information and have enough time to discuss matters which must be considered by the Board of Directors.
- i) To ensure that employees shall be able to report to the Chairman or members of the Board of Directors on any abnormality relating to the financial situation, the operation and general issues, including the violation of moral rules of VietinBank.
- k) To assign duties to the members of the Board of Directors. The content of duty assignment must be specific and documented with signature of the Chairman of the Board of Directors.
- l) To assess, on annual basis, the performance of each member, Committees of the Board of Directors at and report to the General Meeting of Shareholders the assessment

results.

m) To prepare reports on the evaluation of the performance of the Board of Directors to submit to the General Meeting of Shareholders.

n) Other powers and obligations in accordance with the provisions of this Charter, VietinBank's internal regulations and the Law.

4. The Chairman of the Board of Directors shall authorize in writing another member of the Board to exercise the rights and obligations of the Chairman during his absence and notify such authorization to the remaining members of the Board of Directors and the General Director of VietinBank. In case of unavailability of an authorized person or when Chairman of the Board of Directors dies, is missing, is held in custody, serving a prison sentence, serving administrative handling measures at a compulsory detoxification facility or compulsory education facility, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, mastering acts, banned by court from incumbency, banned from practicing or assuming certain tasks, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors on the principle of consent by the majority of the remaining members until a new decision of the Board of Directors is made.

#### **Article 42. Powers and obligations of the members of the Board of Directors**

1. To exercise the rights and obligations of a member of the Board of Directors in accordance with the internal regulation of the Board of Directors and the duties assigned by the Chairman of the Board of Directors in an honest and prudent manner and for the interest of VietinBank and shareholders; to promote the independence of independent members of the Board of Directors in exercising rights and obligations; to take responsibility for exercising their rights and obligations.

2. To study the audited financial statements prepared by independent auditors, to provide opinions, to request the executive officers of VietinBank, independent auditors and internal auditors to explain and clarify on any issues related to such statements.

3. To request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors as regulated by the Law.

4. To attend the meetings of the Board of Directors, to discuss and vote on all matters which are within the duties and powers of the Board of Directors in accordance with the provisions of this Charter and the Law, to be responsible to General Meeting of Shareholders and the Board of Directors for his/her decisions.

In case there is any conflict of interests in voting with any member, that member may not participate in the vote

5. To implement the decisions, resolutions of the Board of Directors and the General Meeting of Shareholders. To undertake the work and tasks as assigned by the Chairman of the Board of Directors.

6. Not to authorize another person to attend a meeting of the Board of Directors to decide on the contents specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18 of Article 70 of the Law on Credit institutions and in Clauses 2, 6, 7, 9, 10, 12, 13, 14, 18, 22, 26 of Article 39 of this Charter.

7. To be responsible for explaining to the General Meeting of Shareholders and the Board of Directors on the implementation of his/her assigned tasks as required.

8. To have the right to request the General Director, Deputy General Directors, other managers in VietinBank to provide information and documents on the financial situation and business operation of VietinBank and members in VietinBank group.

9. To study and evaluate operation situation and performance of VietinBank and contribute to determining the development orientation and business plan of VietinBank from time to time.

10. To participate in election, dismissal or removal of the Chairman of the Board of Directors and other managerial positions within the authority of the Board of Directors.

11. To duly report to the Board of Directors on remuneration paid by subsidiaries, affiliated companies and other entities.

12. To report to the Board of Directors at the nearest upcoming meeting of transactions between VietinBank, its subsidiaries, companies whose over 50% of charter capital controlled by VietinBank with the member of the Board of Directors and his/her related persons; transactions between VietinBank and a company where the member of the Board of Directors is a founding member or corporate manager for 03 years prior to the transaction time.

13. To carry out information disclosure upon transacting VietinBank shares in accordance with the provisions of the Law.

14. An independent member of the Board of Directors of VietinBank must prepare a report on assessment of performance of the Board of Directors.

15. Other rights and obligations in accordance with the provisions of this Charter, VietinBank's internal regulations and the Law.

#### **Article 43. Meetings of the Board of Directors**

1. Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 Business days from the completion date of election of such Board of Directors. This meeting shall be convened and presided over by the member of the Board of Directors who got the highest number of votes or highest proportion of votes. If there is more than one member getting the same highest number of votes or proportion of votes, the members shall vote by majority principle one person among them to convene the Board of Directors' meeting.

2. VietinBank's Board of Directors shall meet on a regular and extraordinary basis. Regular meetings of the Board of Directors shall be held at least once every quarter and shall be convened by the Chairman of the Board of Directors or any member of the Board of Directors authorized by the Chairman of the Board of Directors.

3. The Chairman of the Board of Directors must convene an extraordinary meeting at the request of:

- a) The Supervisory Board;
- b) The General Director or at least 5 other managers;

- c) The independent member of the Board of Directors;
- d) At least two members of the Board of Directors;
- e) Other cases as provided for by the Law.

The request shall be made in writing, clearly stating the purpose of the meeting, matters to be discussed and decided within the authority of the Board of Directors. Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 Business days from the date of receipt of the request. In case of failure in convening a meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be responsible for any damage occurred to VietinBank; the owner of such request has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

4. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send a notice of meeting at least 03 business days before the meeting date. The meeting invitation shall be made in Vietnamese language, which clearly states the agenda, time and venue of the meeting, and matters to be discussed and decided. The meeting invitation shall be attached with meeting materials and voting papers of the members of the Board of Directors. The meeting invitation shall be sent as invitation letter, sent by registered mail, fax, electronic mail or other means to ensure that it shall reach the contact address of each member of the Board of Directors as registered with VietinBank. The meeting invitation without attached voting papers must also be guaranteed to reach the members of the Supervisory Board and the General Director.

5. The Board of Directors' meetings shall be held at VietinBank's Head Office or other appropriate locations in the territory of Vietnam or any other location as unanimously agreed by the members of the Board of Directors.

6. A meeting of the Board of Directors shall be held when there is presence of at least  $\frac{3}{4}$  (three fourths) of the members of the Board of Directors.

In case there are not enough members attending the meeting as required, another meeting shall be reconvened within 7 Days since the date intended for the original meeting. The reconvened meeting shall be held if there are more than  $\frac{1}{2}$  of the Board of Directors' members attending the meeting.

7. The Board of Directors' members must attend all meetings of the Board of Directors. A member of the Board of Directors may authorize another person to attend the meeting and vote if such authorization is approved by a majority of the members of the Board of Directors. Members of the Supervisory Board shall have the right to attend and discuss at the meetings of the Board of Directors but have no voting rights.

A member of the Board of Directors is considered attending and voting at a meeting in the following cases:

- a) To attend and vote directly at the meeting;
- b) To authorize another person to attend the meeting and vote in accordance with the provisions of this Clause;
- c) To attend and vote through online conferences, electronic voting or other electronic

forms;

- d) To send voting papers to the meeting via post, fax, email.

In case of delivery of votes via mail to the meeting, the votes must be contained in a sealed envelope and sent to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. Votes can only be opened in the witness of all meeting participants.

8. Authority and method of obtaining written opinions or opinions via other electronic means from members of the Board of Directors:

- a) The Chairman of the Board of Directors shall decide to obtain written opinions or opinions via other electronic means from members of the Board of Directors.

- b) The Secretariat to the Board of Directors shall prepare opinion collecting papers and necessary materials relating to the matters in question.

- c) Such opinion collecting papers and attached materials must be sent by registered mail to the contact address of each member of the Board of Directors.

- d) Such votes must consist of main contents as stipulated by the Law. The opinion collecting papers which have been filled in must include signature of the members of the Board of Directors and be sent to VietinBank in accordance with regulations of VietinBank.

- e) The Secretariat to the Board of Directors counts the votes and prepare vote-counting minutes under the supervision of at least one independent member of the Board of Directors (If an independent member of the Board of Directors has not yet been elected, the Secretariat shall count the votes and make the vote-counting minutes under the supervision of at least one member of the Supervisory Board for the case of written opinion collection). The Vote-counting minutes must have main contents as stipulated by the Law.

- f) The Secretariat to the Board of Directors takes part in obtaining written opinions of the members of the Board of Directors and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-counting.

- g) Resolutions and decisions of the Board of Directors must be sent to the members of the Board of Directors within 15 Days from the date of issuance.

- h) The returned opinion collecting papers, vote-counting minutes, full text of passed resolutions and other related materials that are attached to the opinion collecting papers must be archived at the Head Office of VietinBank.

- i) The decision made via the method of obtaining written opinions or opinions via other electronic means from members of the Board of Directors shall have the same validity as the decision made at the meeting of the Board of Directors.

#### 9. Approval of resolutions and decisions of the Board of Directors

A resolution or decision of the Board of Directors shall be passed if approved by the majority of the meeting participants; Where no majority can be established, the final decision will be approved in favor of the side with the vote of the Chairman of the Board of Directors.

## **Article 44. Minutes of the meetings of the Board of Directors**

1. All meetings of the Board of Directors must be recorded in a book of minutes, and may be audio recorded or visually recorded, if necessary. The minutes shall be made in Vietnamese and may be made in foreign language which contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Meeting time and venue;
- c) Purpose, agenda and content of the meeting;
- d) Full names of each members who attend the meeting or persons authorized to attend the meeting and method of attending the meeting; Full names of members who do not attend the meeting and reasons;
- e) Matters discussed and voted on at the meeting;
- f) Summary of the opinions of each member who attend the meeting in chronological order of the meeting;
- g) Voting results with clear listing of members with their relevant votes of approval, disapproval and abstention
- h) The matters which have been approved and the proportion of "approval" votes;
- i) Full name and signature of the chair and the minutes maker, except for the case specified in Clause 2 of this Article.

2. In case the chair or minutes maker refuses to sign the meeting minutes, the meeting minutes shall be effective if it is signed off by all other members of the Board of Directors and contains all contents as prescribed at Points a, b, c, d, dd, e, g and h of Clause 1 of this Article.

3. The chair, the minutes maker and those who sign the minutes are responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

4. The minutes of the Board of Directors' meetings and materials used in the meetings must be archived at the Head Office of VietinBank.

5. The meeting minutes made in Vietnamese and foreign language shall have the same legal effect. In case of discrepancy in the contents of the minutes in Vietnamese and foreign language, the contents in the Vietnamese version of the minutes shall prevail.

## **Article 45. Automatic disqualification, dismissal and removal of the Board of Directors' titles**

1. A member of the Board of Directors shall automatically be deprived of his/her status as a member of the Board Directors in the following cases:

- a) He/she is dead.
- b) Upon termination of the existence of an institutional Shareholder of VietinBank where he/she is a representative for its contributed capital in VietinBank.
- c) He/she falls within the list of those who are not eligible to be members of the Board of Director as stipulated in Clause 1, Article 42, Law on Credit Institutions.

d) He/she is no longer the authorized representative of an institutional Shareholder or a capital contributor.

e) When he/she is expelled from the territory of the Socialist Republic of Vietnam.

f) VietinBank's license for the establishment and operation is revoked.

g) Other cases as provided for by the Law.

2. The Chairman or a member of the Board of Directors shall be dismissed or removed in the following cases:

a) His/her capacity for civil acts is limited.

b) He/she is subject to removal for not involve in the operations of the Board of Directors for 06 consecutive months except for the case of force majeure.

c) He/she is subject to dismissal upon his/her submission of the application for resignation to the Board of Directors of VietinBank.

d) He/she is subject to removal for not meeting the standards and conditions prescribed in Article 41 of the Law on Credit Institutions and the provisions of this Charter.

e) He/she is subject to removal from the position of an independent members of the Board of Directors for not meeting the requirements in Clause 2, Article 41 and Clause 3, Article 43 of the Law on Credit Institutions and the provisions of this Charter.

f) According to a decision of the General Meeting of Shareholders.

g) Other cases as provided for by Law.

3. The Board of Directors must convene a session of the General Meeting of Shareholders to elect additional member(s) of the Board of Directors as specified in clause 3, Article 26 of this Charter. In other circumstances, at the nearest upcoming meeting, the General Meeting of Shareholders shall elect new members of the Board of Directors to replace the dismissed or removed members.

4. Where the Chairman of the Board of Directors is dismissed or removed, the remaining members of the Board of Directors shall elect a member of the Board of Directors to replace him/her on the principle of majority.

5. The Board of Directors must submit a written report and supporting document on automatic disqualification of a Board member as specified at clause 1 of this Article to the State Bank of Vietnam within 5 Business days since the date of confirming such Board member is automatically disqualified, and shall hold responsibility for the accuracy and truthfulness of such report.

Within 10 Days since the decision on the dismissal or removal of the Chairman or member of the Board of Directors is approved as specified in clause 2 of this Article, the Board of Directors must submit a written report and supporting documents to the State Bank.

6. After being dismissed, removed, or automatically disqualified, the Chairman or members of the Board of Directors shall be liable for their decisions during their terms of office.

7. The Chairman or members of the Board of Directors may be suspended or

temporarily suspended from their positions as specified at Article 47 of the Law on Credit Institutions.

#### **Article 46. Assisting committees of the Board of Directors**

1. The Board of Directors of VietinBank shall establish and maintain the following Committees:

- a) Risk Management Committee.
- b) Human Resources Committee

The Board of Directors shall decide the powers and duties, number and qualifications of members of such committees as regulated by the Law.

2. Besides assisting committees as set forth in Clause 1 of this Article, the Board of Directors may set up other assisting committees in accordance with the State Bank's regulations, provisions of the Law if necessary.

3. The Board of Directors shall establish a Secretariat Office working on a full time basis at VietinBank. Functions, duties and powers of the Secretariat Office shall be defined by the Board of Directors in accordance with the provisions of the Law.

#### **Article 47. VietinBank's Secretary**

1. The Board of Directors shall assign one or more officer(s) to take the role of VietinBank's Corporate Secretary.

2. The role and duties of VietinBank's Corporate Secretary shall be stipulated by the Board of Directors.

### **Section 3:**

#### **General Director And Other Executive Officers**

#### **Article 48. Appointment, powers and duties, wage, remuneration and other benefits of the General Director**

1. The General Director is the most senior executive officer of VietinBank.

2. The Board of Directors appoints the General Director. The General Director is subject to the supervision of the Board of Directors and is responsible to the Board of Directors and the Law for exercising the assigned rights and obligations. The General Director cannot concurrently be the Chairman of Board of Directors, but can be a member or non-member of the Board of Directors.

3. The term of office of a General Director shall not exceed 05 years and he/she may be re-appointed without any limitation on the number of terms.

4. In case of vacancy of the General Director, the Board of Directors of VietinBank must appoint a General Director within 90 days from the date of vacancy of General Director.

5. Rights and duties of the General Director:

- a) To arrange the implementation of the decisions, resolutions of the Board of Directors and the General Meeting of Shareholders;
- b) To decide matters within his/her authority related to daily business operations

of VietinBank that are not within the authority of the General Meeting of Shareholders, the Board of Directors in accordance with the Law, the Charter and internal regulations of VietinBank;

c) To arrange the implementation of business plans and investment plans of VietinBank;

d) To set up, maintain an efficient system of internal control.

dd) To prepare and submit to the Board of Directors for approval of the six-month financial statements or report to the Board of Directors to submit to the General Meeting of Shareholders for approval of the annual financial statements. To take responsibility for the accuracy and truthfulness of the financial statements, statistical reports, financial settlement data and other financial information;

e) To promulgate, under his/her authority, internal rules and regulations; operational procedures and processes to operate the system of business administration and the system of management information;

f) To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders and competent State agencies on the operations and business results of VietinBank;

g) To decide to apply measures beyond his/her authority in case of natural disaster, enemy sabotage, fire or incident and take responsibility for such decision and promptly report to the Board of Directors;

h) To recommend and propose the structure of management organization of VietinBank to the Board of Directors or the General Meeting of Shareholders for decision according to their competence;

i) To request the Board of Directors to hold an extraordinary meeting in accordance with provisions of this Charter;

k) To appoint, dismiss, remove from office the a managerial and executive position of VietinBank, except for the position under the decision making authority of the General Meeting of Shareholders, the Board of Directors in accordance with this Charter and internal regulations of VietinBank;

l) To sign contracts, and other transactions on behalf of VietinBank when being delegated or authorized;

m) To recommend the plan to use of profit and handling of business losses of VietinBank.

n) To recruit and decide salary, bonus of the recruited employees according to his/her authority;

o) Other rights and obligations in accordance with the Law, the Charter of VietinBank, resolutions and decisions of the Board of Directors and internal regulations of VietinBank.

6. The Board of Directors decides the salary, bonus and other benefits of the General Director based on business results and efficiency. Salary and expenses for the activities of the General Director shall be recorded to the business expenses of VietinBank according

to the Law on Corporate Income Tax, relevant Laws and regulations and shall be recorded as a separate item in annual financial statements of VietinBank and reported to the annual General Meeting of Shareholders.

#### **Article 49. Assistants to the General Director**

1. The General Director shall be assisted by Deputy General Directors, Chief Accountant, Directors of Divisions, Heads of Departments and centers of VietinBank, Directors of Dependent units.

2. The General Director shall propose to assign duties for Deputy General Directors and submit to the Board of Directors for approval.

3. The Board of Directors shall decide the number of Deputy General Directors. The term of office of a Deputy General Director is 5 years unless otherwise decided by the Board of Directors but shall not exceed 5 years.

4. The Chief Accountant shall assist the General Director in providing instructions for accounting and statistical activities of VietinBank, and have rights and duties as provided for by the Law.

#### **Article 50. Criteria and conditions for the General Director and Deputy General Directors, Chief Accountant, Branch Managers, Directors of VietinBank's subsidiaries**

1. The General Director of VietinBank must meet the following criteria and conditions:

b) Not to be a subject ineligible to be General Director as prescribed in Clause 1, Article 42 of the Law on Credit Institutions and other provisions of the Law and provisions of this Charter.

b) To have professional ethics according the regulations of the Governor of the State Bank;

c) To have a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing;

d) To meet one of the following conditions: To have at least 05 years of experience as an executive officer of the credit institution; to have at least 05 years of experience as a General Director (Director), Deputy General Director (Deputy Director) of an enterprise having owner's equity of at least equal to the Legal capital prescribed for the equivalent type of credit institution and at least 05 years of experience in finance, banking, accounting and auditing; to have at least 10 years of experience working directly in the field of finance, banking, accounting, auditing.

e) To reside in Vietnam during the term of his/her office.

2. Deputy General Director, Chief Accountant, Branch Managers, Directors of Subsidiaries of VietinBank must meet the following standards and conditions:

a) Not to fall within the cases ineligible to hold a position specified in Clause 2, Article 42 of the Law on Credit Institutions, other provisions of the Law, and provisions of this Charter; For the Deputy General Director, he/she must not be a subject ineligible to hold a position specified in Clause 1, Article 42 of the Law on Credit Institutions and

provisions of this Charter;

b) To meet one of the following conditions: To have a university degree or higher in one among finance, banking, economics, business administration, or law, accounting, auditing or other professional areas of which he/she shall be in charge; or to have a university degree other than the above-mentioned areas and fields but to have at least 3 years of experience working directly in the field of banking, finance or the professional field of which he or she shall be in charge of.

e) To reside in Vietnam during the term of his/her office.

f) The chief accountant must also meet the standards and conditions prescribed by accounting law.

3. The General Director and a Deputy General Director cannot be concurrently a manager, executive officer, supervisor, or member of the Supervisory Board of another credit institution or enterprise, except for the cases where the Deputy General Director and equivalent positions are managers or executive officers of subsidiaries of VietinBank.

4. The following persons shall not be eligible to be Chief Accountant, Branch Managers or Directors of Subsidiaries of VietinBank:

a) Minors; those who have difficulty in cognition and behavior control; and those with restricted civil act capacity or having lost civil act capacity;

b) Those who are currently examined for penal liability, serving a prison sentence; are serving administrative measures at compulsory detoxification facilities or compulsory educational establishments; being banned by the Court from holding certain positions, practicing certain professions or doing certain jobs;

c) Convicts of serious or more serious crimes;

d) Convicts of crimes of infringement upon ownership whose criminal records have not been written off;

e) State Officials, civil servants, public employees, managers at department level or higher in enterprises where the State holds 50% or more of the Charter capital, except those appointed as representative for managing the State's capital contribution in VietinBank or those nominated, designated, or appointed to participate in the management, administration, and control of credit institutions according to task requirements;

f) Officers, non-commissioned officers, professional army men and defense workers and employees of an agency and unit under the Vietnam People's Army; officers, professional non-commissioned officers, police workers in an agency and unit under the Vietnam People's Police, except those appointed to represent the State's capital contribution, of the enterprises where the State holds 50% or more of the Charter capital in VietinBank

5. Spouse, parents, children, siblings of members of the Board of Directors, General Director of VietinBank and their spouses are not eligible to be Chief Accountant or person in charge of finance of VietinBank.

**Article 51. Automatic disqualification, dismissal and removal of the General Director, Deputy General Directors**

1. The General Director shall automatically be disqualified in the following circumstances:

- a) He/she is dead;
- b) He/she is a subject ineligible to hold a position as specified in Article 42 of the Law on Credit Institutions and provisions in this Charter;
- c) He/she is expelled from the territory of the Socialist Republic of Vietnam;
- d) VietinBank's establishment and operation license is revoked;
- e) Upon the expiry of his/her engagement contracts.

2. The General Director, Deputy General Directors shall be dismissed or removed upon occurrence of one of the following cases:

- a) His/her capacity for civil acts is limited;
- b) He/she is subject to dismissal upon his/her submission of the application for resignation to the Board of Directors of VietinBank.
- c) He/she is subject to removal for failure in meeting the criteria and conditions specified in Article 41 of the Law on Credit Institutions;
- d) At the decision of the Board of Directors;
- e) Other cases as regulated by Law and specified in VietinBank's internal regulations.

3. The Board of Directors shall dismiss or remove the General Director when approved by the majority of the members of the Board of Directors as participants of the meeting who having voting right and appoint a new General Director in replacement.

4. The Board of Directors must submit a written report and supporting documents on automatic disqualification of the General Director as specified in clause 1 of this Article to the State Bank of Vietnam within 05 Business days since the date of confirming the General Director is automatically disqualified, and shall hold responsibility for the accuracy and truthfulness of such report. The Board of Directors shall carry out procedures to fill in the vacant position by electing, appointing as regulated by the Law.

Within 10 Days since the decision on the dismissal or removal of the General Director is approved as specified in clause 2 of this Article, the Board of Directors must submit written report and supporting documents to the State Bank.

5. After being dismissed, removed, or automatically disqualified, the General Director and Deputy General Directors shall be still liable for their decisions during their terms of office.

6. The General Director, Deputy General Directors may be suspended or temporarily suspended as specified at Article 47 of the Law on Credit Institutions.

#### **Section 4:** **The Supervisory Board**

##### **Article 52. Nomination for membership of the Supervisory Board**

A Shareholder or a group of Shareholders holding from 05% or more of total

Ordinary Shares of VietinBank shall have the right to nominate candidates to the Supervisory Board. Supervisory Board nomination shall follow the below rules: A Shareholder or a group of Shareholders who holds from 05% to less than 30% shall have the right to nominate up to 02 candidates; who holds from 30% to less than 40% shall have the right to nominate up to 03 candidates; who holds from 40% to less than 50% shall have the right to nominate up to 04 candidates and who holds from 50% and more shall have the right to nominate the entire number of maximum candidates.

### **Article 53. Members of the Supervisory Board**

1. The Supervisory Board must comprise of at least 05 members.

The term of office of the Supervisory Board shall not be more than 05 years. The term of office of the members follows the term of the Supervisory Board. The member of the Supervisory Board may be re-elected without any limitation on the number of terms. The term of office of an added or replacing member of the Supervisory Board shall be the remaining term of office of the Supervisory Board. The Supervisory Board whose term has just ended shall remain active until the Supervisory Board of the new term takes over.

A member of the Supervisory Board of VietinBank shall not concurrently hold either of the following positions except for being a manager, executive, or employee of VietinBank in case VietinBank takes over a forced transfer according to the forced transfer plan that has been approved:

(i) Manager, executive officer of VietinBank, another credit institution or enterprise; employee of VietinBank or VietinBank's subsidiaries

(ii) Employee of an enterprise where members of the Board of Directors or Members' Council of VietinBank are members of the Board of Directors, executive officers or major shareholders of that enterprise.

2. A member of the Supervisory Board shall have to satisfy all of the following criteria and conditions:

a) Not to be a subject regulated at clause 1, Article 42 of the Law on Credit Institutions.

b) To have professional ethics according the regulations of the Governor of the State Bank.

c) To have university degree or higher in finance, banking, economics, business administration, law, accounting, auditing. To have at least 3 years of working directly in the field of banking, finance, accounting or auditing.

d) Not to be a Related person of a Manager of VietinBank.

e) Head of the Supervisory Board must reside in Vietnam during his/her term of service.

f) Not to be a family relative of any member of the Board of Directors, Branch Manager or General Director and any other manager of VietinBank;

g) Not to be a manager of VietinBank.

h) Other qualifications and conditions as required by regulations of the relevant

Law.

3. Members of the Supervisory Board shall have the following rights and obligations:

a) To comply with the Law, this Charter, the internal regulations of the Supervisory Board and to perform tasks as assigned by the Head of the Supervisory Board to implement the duties and powers of the Supervisory Board in a truthful and prudent manner, for the interest of VietinBank and shareholders; to take responsibility for exercising their rights and obligations.

b) To elect one member among them to be the Head of the Supervisory Board.

c) To request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board.

d) To inspect the business operations, to check the accounting books, assets, financial statements and to provide recommendations to overcome the shortcomings, if any.

e) To report to the Head of the Supervisory Board on the unusual financial activities of VietinBank and to be personally responsible for his/her own judgments and conclusions.

f) To attend the Supervisory Board meetings, to discuss and vote for matters under the scope of duties and powers of the Supervisory Board, except conflict-of-interest matters.

g) To be entitled to require managers, executive officers, officers and employees of VietinBank to provide data and explain business activities to perform assigned duties.

h) To request managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management of and administering VietinBank.

i) Other powers and duties as regulated by this Charter and the law.

4. The members of the Supervisory Board shall elect 01 person among them to become the Head of Supervisory Board in the principle of majority. The Supervisory Board must have more than half of its members permanently residing in Vietnam.

The Head of the Supervisory Board shall have the following rights and obligations:

a) To organize the exercise of duties and powers of the Supervisory Board as specified at Article 54 of this Charter, the provisions of the Law and to be responsible for exercising his/her rights and obligations

b) To convene and to chair the meetings of the Supervisory Board.

c) To prepare the work plans of the Supervisory Board and to assign specific duties to each Supervisory Board member in accordance with the Regulation on organization and operation of the Supervisory Board.

d) To supervise and instruct the Supervisory Board members in implementing their assigned tasks, powers and duties of the Supervisory Board.

e) To ensure that the Supervisory Board members shall receive sufficient, objective,

and accurate information and have sufficient time to discuss the issues to be reviewed by the Supervisory Board.

f) To only authorize one of the members of the Supervisory Board to perform the rights and obligations of the Head of Supervisory Board during his/her absence or inability in performing the duties.

g) On behalf of the Supervisory Board to sign document under the authority of the Supervisory Board.

h) On behalf of the Supervisory Board to convene an extraordinary General Meeting of Shareholders or to request the Board of Directors to organize an extraordinary meeting as stipulated by the Law.

i) To attend the Board of Directors' meeting and may raise his/her opinions but shall not vote.

k) To request his/her opinions to be noted in the minutes of the Board of Directors' meeting if such opinions differ from the Board of Directors' resolution or decision, and to report the same to the General Meeting of Shareholders.

l) Other rights and obligations provided herein and according to the provisions of the Laws.

5. A member of the Supervisory Board shall be automatically disqualified in the following cases:

a) He/she is dead.

b) He/she is a subject ineligible to hold a position as specified in Article 42 of the Law on Credit Institutions.

c) Upon termination of the existence of an institutional Shareholder of VietinBank where he/she is a representative for its contributed capital in VietinBank.

d) He/she is no longer the authorized representative of an institutional Shareholder.

e) He/she is expelled from the territory of the Socialist Republic of Vietnam;

f) VietinBank's establishment and operation license is revoked.

6. The head, a member of the Supervisory Board shall be dismissed or removed in the following cases:

a) His/her capacity for civil acts is limited;

b) He/she is subject to dismissal upon his/her submission of the application for resignation to the Supervisory Board of VietinBank.

c) He/she is subject to removal for not involve in the operations of the Supervisory Board for 06 consecutive months except for the cases of force majeure.

He/she fails to delivery assigned tasks or jobs.

She/he is found committing multiple misconducts of severity in breach of obligations as member of the Supervisory Board as prescribed by the Law and this Charter.

f) He/she is subject to removal for no longer meeting the criteria and conditions to

act as a member of the Supervisory Board as specified in the Law on Credit Institutions and this Charter.

g) According to a decision of the General Meeting of Shareholders.

h) Other cases as prescribed by the Law.

7. The Board of Directors must submit a written report and supporting documents on automatic disqualification of a member of the Supervisory Board as specified in this Article to the State Bank of Vietnam within 5 Business days since the date of confirming a member of the Supervisory Board is automatically disqualified, and shall hold responsibility for the accuracy and truthfulness of such report. The Board of Directors shall carry out procedures to fill in such vacant position by electing or appointing as regulated by the Law.

Within 10 Days since the decision on the dismissal or removal of the head or a member of the Supervisory Board is approved as specified in this Article, the Board of Directors must submit a written report with supporting documents to the State Bank.

8. After being dismissed, removed, or automatically disqualified, the head and members of the Supervisory Board shall be still liable for their decisions during their terms of service.

9. The head and members of the Supervisory Board may be suspended or temporarily suspended as specified at Article 47 of the Law on Credit Institutions.

10. In case the Supervisory Board or a member of the Supervisory Board seriously violates its obligations and causes damage to VietinBank, the Board of Directors shall convene the General Meeting of Shareholders to consider and dismiss the incumbent Supervisory Board or its member and elect new Supervisory Board or a new member in replacement.

11. Within 15 Days from the date the Head of the Supervisory Board is disqualified, dismissed or removed, the members of the Supervisory Board shall be responsible for organizing a meeting of the Supervisory Board to elect a member of the Supervisory Board satisfying all the criteria and conditions required by the Law and this Charter to assume the role of the Head of the Supervisory Board. Where the remaining members of the Supervisory Board are not Shareholders, the remaining members of Supervisory Board shall elect a member who meets the requirements of professional morality, management capability and professional ability as regulated by the Law to temporarily take over the work of the Head of the Supervisory Board and request the Board of Directors to convene the General Meeting of Shareholders for the purpose of electing additional members of the Supervisory Board and electing a head of the Supervisory Board

12. In other cases, the nearest upcoming General Meeting of Shareholders shall elect new members of the Supervisory Board to replace the members of the Supervisory Board who are automatically disqualified, dismissed and removed or to fill the vacancies.

13. In case the Supervisory Board of Directors of VietinBank has fewer members than the required minimum number of members according to the Law and this Charter, within 90 Days from the date of falling short of the member(s), VietinBank must elect additional members, ensuring a minimum number of members Information on election of

any member of the Supervisory Board must be disclosed as regulated by securities law and stock market.

#### **Article 54. Duties and powers of the Supervisory Board**

1. To supervise VietinBank's governance and operations in compliance with the Law, internal regulations, this Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; to be responsible to the General Meeting of Shareholders for performing the assigned duties and powers according to the provisions of the Law on Credit Institutions and VietinBank's Charter.

2. To issue internal regulations of the Supervisory Board. To review, on an annual basis, internal regulations of the Supervisory Board, internal regulations of VietinBank on accounting and reporting.

3. To supervise the financial situation, to appraise the first half and annual financial statements of VietinBank, to evaluate reports on management activities of the Board of Directors; To report to the General Meeting of Shareholders on the appraisal results of the financial statements and reports on management activities of the Board of Directors; To evaluate the fairness, legality, truthfulness and diligence in the accounting and statistical activities and the financial statement preparation. The Supervisory Board may consult the Board of Directors before submitting its reports and recommendations to the General Meeting of Shareholders.

4. To inspect the accounting ledgers, other materials, the governance and management of VietinBank's operation if deemed necessary or in the following cases:

a) According to a decision of the General Meeting of Shareholders.

b) At the request of the State Bank or of the Major Shareholder or major group of Shareholders in accordance with the provisions of Law. The inspection must be carried out within a time-limit of 7 business days from the date of receiving the request. Within 15 Days from the end of the inspection, the Supervisory Board must make a report and explanations on matters requested for inspection to the requesting organizations and individuals.

5. To prepare a list of founding shareholders within 05 years from the date of being a founding shareholder, shareholder owning 01% or more of the Charter capital and related persons of members of the Board of Directors, members of the Supervisory Board, General Director of VietinBank, shareholder owning 01% or more of charter capital; To keep record and update changes to this list.

6. To recommend the measures to amend, supplement and improve the structure of organization for management and administration of business operations of VietinBank to the Board of Directors or the General Meeting of Shareholders.

7. To promptly notify the General Meeting of Shareholders and the Board of Directors upon detection of the acts of violation of the Law, VietinBank's Charter, internal regulations, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors by VietinBank managers and executive officers; To request the violator to immediately cease the act of violation and take measures to address consequences (if any).

8. To request the Board of Directors to convene an extraordinary meeting of the Board of Directors or an extraordinary General Meeting of Shareholders as stipulated by the Law and this Charter.

9. To convene an extraordinary General Meeting of Shareholders in case the Board of Directors has made decisions in serious violation of the provisions of the Law or beyond its assigned authority or other cases as stipulated in this Charter.

10. To appoint, dismiss, take disciplinary action, suspend and decide salary and other benefits of internal audit titles.

11. To organize the implementation of internal audit; to have access to and be provided with information and documents related to the management and operation of the credit institution in a full, accurate and timely manner, and to have the right to leverage the credit institution's resources to implement assigned duties and powers; to hire experts, independent consultants and external agencies to perform its duties but still be responsible for the performance of the Supervisory Board's duties.

12. Members of the Supervisory Board shall keep confidential information obtained from the documents they are eligible to get access to, VietinBank may enter into an agreement/contract of responsibilities with each member of the Supervisory Board.

14. To attend and participate in discussions at the General Meetings of Shareholders, the meetings of the Board of Directors and other meetings of VietinBank.

15. To verify the relevance, legality, fairness and prudence degree in the management and administration of business activities; integrity, consistency and appropriateness of accounting, statistics and financial reporting.

16. To review, inspect and assess of the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning functions of VietinBank.

17. To supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of VietinBank under the decision authority of the General Meeting of Shareholders and the Board of Directors. Annually, to prepare and send reports on monitoring results to the General Meeting of Shareholders and the Board of Directors

18. To supervise compliance with regulations in Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in VietinBank's operations.

19. To promptly report to the SBV on violations specified in Clauses 7, 10 and 19 of this Article and breaches in relation to ratios of share ownership ratio, capital contribution, and related persons according to provisions of the Law on Credit Institutions and provisions of this Charter .

20. To formulate the Regulation on Operation of the Supervisory Board for submission to the General Meeting of Shareholders for approval.

21. Other powers and duties in accordance with the decision of the General Meeting of Shareholders, VietinBank's Charter and internal regulations and the provisions of the Law.

### **Article 55. Right of the Supervisory Board to be provided with information**

1. Documents and information must be sent to members of the Supervisory Board at the same time and by the same method as to the members of the Board of Directors, including:

- a) Meeting invitation, opinion collection papers of members of the Board of Directors and attached documents;
- b) Resolutions, decisions and minutes of the General Meeting of Shareholders, meetings of the Board of Directors;
- c) Report by the General Director submitted to the Board of Directors or other documents issued by VietinBank.

2. Members of the Supervisory Board have the right to access VietinBank records and documents kept at the Head Office, branches and other locations; have the right to visit the workplace of the managers and employees of VietinBank during working hours.

3. The Board of Directors, members of the Board of Directors, Director or General Director and other managers must provide sufficiently, accurately and in a timely manner the information and documents on the management, administration and business operations of VietinBank at the request of the Supervisory Board or its members.

### **Article 56. Salary, remuneration, bonus and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board shall be entitled to receive salary, remuneration, bonus and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonus and other benefits and annual budget for the operation of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed expenses for meals, accommodation, and travel, and the expenses for the use of independent consultancy services at reasonable rates. Total remuneration and such expenses shall not exceed the total annual budget for the operation of the Supervisory Board which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operation expenses of the Supervisory Board shall be recorded as business expenses of VietinBank as provided for by the Law on corporate income tax and presented as a separate item in the annual financial statements of VietinBank.

### **Article 57. Meetings, adoption of decisions and minutes of meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year and the meeting is conducted when 2/3 of the members of the Supervisory Board attend the meeting. The minutes of the Supervisory Board meeting should be detailed and concise. The Minutes maker and members of the Supervisory Board as meeting participants must sign on the minutes of the meeting. Minutes of meetings of the Supervisory Board must be filed for purposes of holding each member of the Supervisory Board accountable.

2. The Supervisory Board may request members of the Board of Directors, General Director and representatives of the accepted auditing firm to attend such meeting for clarification on issues in question.

## **CHAPTER VI: SYSTEM OF INTERNAL CONTROL AND INTERNAL AUDIT**

### **Article 58. System of internal control**

1. Internal control system is a collection of internal mechanisms, policies, processes, regulations and organizational structure of VietinBank that is organized to ensure prevention, timely detection of and dealing with risks.

2. VietinBank must develop an internal control system to meet the following requirements:

a) Efficiency and safety in operation; protection, management, and safe and efficient use of assets and resources;

b) Truthful, adequate, complete financial and management information systems which provides timely information;

c) Compliance with the Law, mechanisms, policies, and internal regulations, processes and regulations.

d) Application of technology in internal control activities according to regulations of the Governor of the State Bank.

3. The State Bank may request VietinBank to hire an independent auditing firm to evaluate part or the entire internal control system when deemed necessary. VietinBank builds an internal control system and deploys technology applications in internal control activities according to the regulations of the Governor of the State Bank.

### **Article 59. Internal Audit**

1. VietinBank sets up a dedicated internal audit team under the Supervisory Board to perform internal audit of VietinBank.

2. The internal audit conducts independent and objective review and assessment of the compliance with mechanisms, policies, processes and internal regulations of VietinBank; making recommendations to improve the efficiency of the systems, processes, regulations, contributing to ensuring that VietinBank operates safely, effectively and in accordance with the Law.

3. Internal audit results must be promptly reported to the Supervisory Board and sent to the Board of Directors and the General Director of VietinBank.

## **CHAPTER VII: OBLIGATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTORS AND OTHER EXECUTIVE OFFICERS**

### **Article 60. Public disclosure of related interests**

1. VietinBank must gather and update the list of related persons of VietinBank in

accordance with the provisions of Clause 20, Article 1 of this Charter and their respective contracts and transactions with VietinBank.

2. The members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors of VietinBank must provide the following information to VietinBank:

a) Name, business code, address of the head office, field of business, number and date of issuance of the Business Registration Certificate, the place of business registration of the enterprise or economic entity where he/she or he/she and related person(s) own the contributed capital or shares of 05% or more of the charter capital, including the contributed capital, the shares under the name of other individuals or organizations as entrusted by him/her of 5% or more of the charter capital

b) Name, business code, address of the head office of the enterprise or other economic entity where his/her and Related persons are members of the Board of Directors, Members' Council, supervisors, members of the Supervisory Board, General Director (Director).

c) Information about related persons as individuals includes: Full name; personal identification number; Nationality, passport number, date of issue, place of issue for foreigners; relationship with the informant;

c) Information about related persons as organizations includes: name, business code, address of head office of the enterprise, number of Business Registration Certificate or equivalent legal documents; Legal representative, relationship with information provider.

dd) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, Director or General Director and other managers have the right to review, extract and reproduce a part or full copy of such declaration. VietinBank must enable access by such persons to review, extract and reproduce the list of related persons and related interests in the fastest and most convenient way. Any misconduct of hindering or barring them to exercise the right is prohibited.

3. Shareholders owning 01% or more of VietinBank's charter capital must provide VietinBank with the following information:

a) Full name; personal identification number; Nationality, passport number, date of issue, place of issue for foreign shareholders; Number of Business Registration Certificate or equivalent legal documents of the institutional shareholder; Date of issue and place of issue thereof;

b) Information about related persons as prescribed in Points c and d, Clause 2 of this Article;

c) Number and percentage of shares owned in VietinBank;

d) Number and percentage of shares owned by related person in VietinBank.

4. The disclosure of information specified in Clause 1 of this Article and the change of relevant information must be made in writing within 07 Business days from the date of occurrence or change the information.

5. VietinBank must disclose the information specified in Clause 1 of this Article annually to VietinBank's General Meeting of Shareholders and the information must be kept public and kept as record at the head office of VietinBank.

6. VietinBank must notify the State Bank in writing of the information specified in Clause 1 of this Article within 7 Business days from the date on which VietinBank receives the information for disclosure as prescribed in Clause 4 of this Article.

7. Members of the Board of Directors, General Director who to act at their own roles or on behalf of others in performing their assigned tasks in any form within the scope of the business of VietinBank must be held accountable before the Board of Directors, the Supervisory Board for justification on nature and scope of work; and shall only be entitled to proceed upon approval by the majority of remaining members of the Board of Directors. Full amount of income as proceeds from unauthorized actions or actions without consent by the Board of Directors, must be payable to VietinBank

8. Any member of the Board of Directors, member of the Supervisory Board, General Director, Deputy General Director of VietinBank and Shareholder owning 01% or more of VietinBank's charter capital must send to VietinBank a written information declaration for the first time and upon any change in this information within 07 Business days from the date of occurrence or change in information. For information at Points c and d, Clause 3 of this Article, a shareholder must only provide information to VietinBank when there is a change in share ownership ratio or in the share ownership ratio of such shareholder and related persons by 01% or more of VietinBank's charter capital compared to the previous information provision.

9. VietinBank must post and store the information specified in Clauses 2 and 3 of this Article at its head office and send a written report to the State Bank within 07 Business Days from the date VietinBank receives the provided information. Annually, VietinBank discloses information specified in Points a, b, d, Clause 2 and Points a, c, d, Clause 3 of this Article to the General Meeting of Shareholders of VietinBank.

10. VietinBank must publicly disclose information about the full names of individuals and organizations that are shareholders owning 01% or more of VietinBank's charter capital and information specified in Points c and d, Clause 3 of this Article on VietinBank's website within 07 Business days from the date VietinBank receives the provided information.

11. Subjects providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete, and on-time and take responsibility for their information provision and disclosure.

#### **Article 61. Rights and obligations of managers and executive officers of VietinBank**

1. To comply with the Law, the Charter of VietinBank, resolutions and decisions of the General Meeting of Shareholders of VietinBank.

2. To exercise rights and perform obligations as assigned in an honest, prudent manner for the legitimate interests of VietinBank, VietinBank's Shareholders and owners.

3. Not to take advantage of business information, know-how and business

opportunities of VietinBank, abuse the status, position and the properties of VietinBank for self-benefit or for the interest of other organizations and individuals or harm the interests of VietinBank, VietinBank's Shareholders.

4. To ensure that VietinBank's records are kept in order to provide data for the purposes of management, administration and control of all activities of VietinBank, inspection, supervision and investigation of the State Bank.

5. To be knowledgeable about the types of risk in the operations of VietinBank.

6. To promptly, fully and accurately notify VietinBank of their interests at other organizations, transactions with other organizations or individuals that may conflict with the interests of VietinBank and may only engage in transaction upon approval by the Board of Directors.

7. Not to facilitate themselves or their Related Persons in borrowing from or using other banking services of VietinBank with more favorable conditions than the general regulations of VietinBank.

8. Not to be subject to remuneration, salary raise or to request bonus payment to managers and executive officers when VietinBank suffers a loss.

9. To be responsible for complying with restrictive regulations to ensure safety in VietinBank 's banking operations according to the provisions of the Law on Credit Institutions 2024 .

10. Within the scope of assigned rights and obligations, to be responsible for implementing written requests of the State Bank for contents falling under the authority of the State Bank. To implement recommendations, warnings of risks and operational safety, warnings of risks of breaches of monetary and banking laws; inspectorate conclusions, recommendations, and decisions.

11. The responsibilities for staying honest and avoiding conflicts of interests of managers of VietinBank shall be in accordance with the provisions of the Law and internal regulations of VietinBank.

12. Other obligations in accordance with this Charter and the provisions of the Law.

#### **Article 62. Approval of contracts and transactions between VietinBank and Related Persons**

1. The General Meeting of Shareholders or the Board of Directors approves the contracts and transactions between VietinBank and the following Related Persons:

a) A major shareholder, an authorized representative of a major shareholder and their related persons;

b) Members of the Board of Directors, General Director, Deputy General Director and their related persons;

c) Enterprises to be declared by the members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors of VietinBank as required in Clause 1, Article 60 of this Charter.

d) Subsidiary and affiliated companies of VietinBank

e) Members of the Supervisory Board and their related persons

2. The Board of Directors approves the contracts and transactions as prescribed in Clause 1 of this Article which are worth less than 20% of the Charter Capital of VietinBank as recorded in the latest audited financial statements. In this case, the signatory to a contract or transaction as representative of VietinBank must notify the members of the Board of Directors, members of the Supervisory Board of the parties related to such contract or transaction and send the draft contract or main terms and conditions of the transaction to them. The Board of Directors decides to approve the contracts, transactions within 15 Days from the date of receiving the notice; members of the Board of Directors who have interests related to the parties to a contract or transaction shall not have the right to vote.

3. The General Meeting of Shareholders approves contracts and transactions as stipulated in Clause 1 of this Article which are worth 20% or more of the Charter Capital of VietinBank as recorded in the latest audited financial statements;

4. In case the contract or transaction specified in Clause 3 of this Article is approved, the representative of VietinBank to sign the contract, transaction must notify the members of the Board of Directors, members of the Supervisory Board of the parties related to such contract or transaction and send the draft contract or the notice on the main terms and conditions of the transaction to them. The Board of Directors shall submit the draft contract, transaction or explain the major contents of the contract, transaction at the General Meeting of Shareholders or collect written opinions from the shareholders. In this case, the Shareholder who has interests related to the parties to the contract, transaction does not have the right to vote; the contract or transaction is approved according to the provisions of Article 62 of this Charter.

5. A contract or transaction shall become null and void according to the Court's decisions and be handled according to the provisions of the Law when it is executed in contravention of the provisions of this Article; The signatory of the contract, transaction, the Shareholders, members of the Board of Directors or the General Director who involve in such execution must jointly compensate for any damage arising, and refund to VietinBank the benefits earned from the performance of such contract, transaction.

6. VietinBank must disclose related contracts and transactions in accordance with provisions of the Law.

### **Article 63. Liabilities for the damages and compensation**

Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Directors are responsible for exercising their assigned rights and obligations in accordance with relevant Law, the Charter of VietinBank, resolutions of the General Meeting of Shareholders of VietinBank; To exercise the assigned rights and obligations in an honest, prudent and best effort manner in order to ensure the maximum lawful interests of VietinBank; Other responsibilities in accordance with provisions of the Law and internal regulations of VietinBank. In case of violation, they will be personally or jointly responsible for compensating for lost benefits, returning benefits received and compensating for all damages to VietinBank and the third party.

## **CHAPTER VIII: RELATIONSHIP BETWEEN VIETINBANK**

## **AND ITS MEMBER UNITS**

### **Section 1:**

#### **Dependent Units, Subsidiaries and Affiliated Companies of VietinBank**

##### **Article 64. Dependent Units, Subsidiaries and Affiliated Companies of VietinBank**

1. VietinBank has its Dependent Units, Subsidiaries and Affiliated Companies, which are incorporated and operate in accordance with the provisions of the Law.

2. VietinBank may establish its domestic or overseas Dependent Units to support the operations of VietinBank in accordance with the decisions of the Board of Directors and within the scope permitted by the Law.

### **Section 2:**

#### **Relations between VietinBank and its Dependent Units**

##### **Article 65. Relations between VietinBank and its Dependent Units**

The Dependent Units of VietinBank carry out business operations, accounting, personnel management and organization, and other activities in accordance with the mechanism of decentralization and authorization of VietinBank which are concretized in the regulations on the organization and operations of such units. The regulations on operations of the Dependent Units shall be developed by the General Director and submitted to the Board of Directors for approval.

### **Section 3:**

#### **Relations between VietinBank and the Related Companies**

##### **Article 66. The management of VietinBank's capital contributions and shareholdings in Related Companies**

1. VietinBank shall authorize its representatives to exercise the rights and fulfill the responsibilities of VietinBank with respect to its capital contributions and shareholdings in Related companies.

2. VietinBank shall decide on that rate of capital contribution and share acquisition in newly established Related Companies, the adjustment of rate of capital contribution and share acquisition in the existing Related Companies in accordance with the business strategies and plans of VietinBank and the Law.

3. The rights and obligations of the Representatives of VietinBank in a Related Company shall be determined in accordance with the regulations issued by the Board of Directors and in each specific decision on the appointment of each representative.

##### **Article 67. Controlling, associating and supporting the Related Companies**

1. Where VietinBank holds controlling rights in a Related Company, its controlling and supporting rights shall be defined in the Charter and Financial statute of such Related Company, which may cover the following areas:

- a) To vote on the approval of the Charter on operation.
- b) To vote on the approval of the business orientation and strategy.

- c) To vote on the approval of the annual operation plans.
- d) To vote on the approval of business plans of the Related Company for the investments outside the Related Company
- e) To receive and approve management reports and audited annual financial statements of the Related Company.
- f) To receive profits and reimbursed expenses and take risks with respect to the VietinBank's amount of capital invested in the Related Company.
- g) Other areas in accordance with the Charter of the Related Company and the Law.

2. VietinBank shall not directly decide or directly participate in the management of the Related Companies. This provision does not prevent VietinBank's authorized representatives from performing management or executive roles in the Related Companies.

## **CHAPTER IX: RIGHT TO INVESTIGATE BOOKS AND BANKING RECORDS**

### **Article 68. Right to investigate books and records**

1. Ordinary shareholders shall have the following rights:
  - To review, look up and make an extract of the information on the name and contact address in the list of Shareholders having voting rights; to request the amendment of inaccurate self information;
  - To review, look up and make an extract or copy of VietinBank's Charter, minutes of General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders.
2. In addition to the access right as stipulated in Clause 1 of this Article, a Shareholder or a group of Shareholders holding from 05% or more of the total Ordinary Shares of VietinBank shall have the right: To review and make an extract of the book of meeting minutes, resolutions, and decisions of the Board of Directors, bi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to the Board of Directors' approval and other documents, except for documents related to trade or business secrets of VietinBank.
3. The members of the Board of Directors and the members of the Supervisory Board shall have the right to examine the Shareholder Register of VietinBank, the list of Shareholders and other books, records and documents of VietinBank for the purpose of their duties in VietinBank and shall be responsible to keep confidentiality of such provided information and documents.

### **Article 69. Regulations on document storage of VietinBank**

1. Depending on each type, VietinBank must keep record of the following documents:
  - a) Charter of VietinBank; internal management regulations of VietinBank; member register or Shareholder Register;
  - b) Protection title of industrial property rights; certificate of product, goods and service quality registration; other licenses and certificates (if any);

- c) Documents and papers establishing VietinBank's ownership of assets;
- d) Voting papers, minutes of vote counting, minutes of the General Meeting of Shareholders, minutes of the Board of Directors; decisions of VietinBank;
- (dd) Prospectus for offering or listing securities;
- e) Reports of Supervisory Board, conclusions of inspection authorities, conclusions of the auditing firms.
- f) Accounting books, accounting documents, annual financial statements.

2. VietinBank must keep the documents specified in Clause 1 of this Article at the location and for the retention period determined by the Board of Directors of VietinBank, in accordance with relevant laws and regulations.

#### **Article 70. Disclosure of information and announcement to the public**

1. VietinBank must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of the Law. VietinBank publishes annual financial statements that have been audited in accordance with the Law and submits them to competent authorities.

2. Annual financial statements must incorporate all reports, appendices and notes according to the provisions of the Law. Annual financial statements must be a truthful and fair reflection of the performance of VietinBank.

3. VietinBank must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the Law and submit them to competent authorities.

### **CHAPTER X: PROFIT DISTRIBUTION**

#### **Article 71. Profit Distribution**

1. After fund appropriation, the remaining profit of VietinBank shall be used to pay dividend in accordance with the decision of the General Meetings of Shareholders and as provided for by Law.

2. Dividends shall be distributed in accordance with the decision of the General Meeting of Shareholders based on the proposal of the Board of Directors. VietinBank shall pay dividends to Shareholders after fulfilling its tax obligations and other financial obligations as provided for by Law; appropriating to the funds of VietinBank and fully covering previous losses in accordance with this Charter and the Law; and after payment of all intended dividends, VietinBank must still be able to make payment for all debts and other liabilities (if any) which become due.

3. Payment of dividends for preference shares shall be implemented in accordance with the separate conditions applicable to each type of preference shares.

4. Dividends paid to Ordinary Shares shall be determined based on the retained profits of VietinBank as decided by the General Meeting of Shareholders.

5. Dividends may be paid in cash, by shares of VietinBank or by other assets as proposed by the Board of Directors and decided by the General Meeting of Shareholders.

Where payment is made in cash, it shall be made in Vietnamese Dong and may be made by bank transfer at the request of the Shareholders.

The payment of dividends may be made by bank transfer when VietinBank has sufficient information of the Shareholder's bank to be able to transfer directly to such Shareholder's bank account. VietinBank shall not be responsible for any losses arising from this bank transfer if it has made the bank transfer based on the exact banking details provided by the Shareholder. Where the shares are listed on the Stock Exchange, the payment of dividends for these Shares may be carried out through securities companies or the depository center.

6. Dividends must be paid in full within 6 months from the closing date of the Annual General Meeting of Shareholders. The Board of Directors must prepare a list of shareholders who are entitled to receive dividends, determine the rate of dividend paid for each Share and the time-limit and method of payment at least 30 days prior to the date of each dividend payment. The notice on dividend payment must be sent by a method guaranteed to reach the registered addresses of all Shareholders no later than 15 Days prior to the actual payment of dividends.

The notice must clearly specify the name of VietinBank; full name, permanent address, nationality, the Identification card number, passport number or any other valid personal identification of the shareholder for individual shareholders; name, permanent address, nationality, the number of the establishment license or the number of the business registration of the Shareholder for institutional Shareholders; quantity of shares by each type of the Shareholder, dividend rate for each Share and the total amount of dividends to be paid to such Shareholder, and time and method for dividend payment; full name and signatures of the Chairman of the Board of Directors and the General Director of VietinBank.

7. Where the Shareholder transfers his or her shares between the time of finalization of the list of Shareholders and the time of dividend payment, the transferor shall be entitled to receive the dividends from VietinBank.

8. In case of stock dividend, VietinBank shall not have to carry out Share offering procedures in accordance with provisions of the Law on Enterprises. VietinBank must register to increase its Charter capital in accordance with the total par value of Shares used to pay dividends within 10 Days from the date of completion of dividend payment.

9. The Board of Directors may decide a mid-term payment of dividends when such payment is considered appropriate with the solvency and profitability of VietinBank.

10. Except for the case of Shares carrying accompanying rights or otherwise stipulated in the Share issuance provisions, the dividends of the Share Certificates that are not yet fully paid for shall be paid in proportion with the amount of payment made for the purchase of such Shares up to the time of the dividend payment. Additional dividend shall not be paid by VietinBank upon the full payment for such shares.

11. VietinBank shall not pay any interests on the dividends or any other sums which the Shareholders have not yet received when the payment of dividend is due.

## **CHAPTER XI: FINANCE, ACCOUNTING, REPORTING**

## **Article 72. Appropriation to reserves**

1. VietinBank shall set aside funds and reserves as provided for by Law.
2. VietinBank's profit after recovering the loss incurred in the previous year as regulated by the Law on Corporate Income Tax and after paying corporate income tax as required by Law, shall be allocated as follows:
  - a) To distribute profit to affiliated capital-contributing parties according to the signed economic contracts (if any).
  - b) To cover losses accumulated in the previous years, where the validity period allowing deduction of profit before tax for such coverage has already expired.
  - c) To set aside funds according to the provisions of Law.
3. VietinBank may pay stock dividend for Charter capital raising. The stock dividend rates are decided by the Prime Minister.

## **Article 73. Fiscal year**

The fiscal year of VietinBank commences from the 01st January each year and end on the 31st December of the same year (calendar year). The first fiscal year begins from the date of issuance of the Business registration certificate and ends on 31st December of the same year.

## **Article 74. Financial regime, accounting and bookkeeping**

1. VietinBank's financial regime follows the provisions of the Law. The Board of Directors shall promulgate VietinBank's financial statute in compliance with the provisions of law.
2. VietinBank's accounting follows the provision of the Law on accounting; is responsible before the law for the accuracy and truthfulness of revenues and expenditures and complies with regulations on invoices and accounting documents.

## **Article 75. Reporting**

1. Reporting
  - a) VietinBank must implement a reporting and information provision regime according to the provisions of law on accounting, statistics, and statistical investigation.
  - b) VietinBank must periodically report its operational activities according to the regulations of the Governor of the State Bank of Vietnam.
  - c) In addition to the reports specified in Points a and b of this Clause, VietinBank is responsible for promptly reporting to the State Bank of Vietnam in the following cases:
    - (i) Unusual developments in professional operations may seriously affect VietinBank's business situation in accordance with specific legal provisions applicable to such business operations;
    - (ii) Changes in organization, governance, administration, financial situation of major shareholders and other changes that seriously affect VietinBank's business operations; Sale, purchase and transfer of shares and capital contributions of major shareholders;
    - (iii) Changes in VietinBank branch name; Temporary suspension of transactions for less than 05 Business days; Share listing on the domestic stock market.

d) Subsidiaries and affiliated companies of VietinBank are responsible for sending financial reports and operational reports to the State Bank of Vietnam when requested.

e) Within 90 Days from the end of the fiscal year, VietinBank must submit an annual report to the State Bank of Vietnam in accordance with the provisions of law.

## 2. Submission of Annual Reports

a). At the end of a fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

i) Report on business performance of VietinBank;

ii) Financial statements;

iii) Report on assessment of the management and administration of VietinBank;

iv) Assessment report of the Supervisory Board

b) Where an audit is required by Law, the annual financial statements of VietinBank must be audited before submission to the General Meeting of Shareholders for consideration and approval.

c) The reports specified at items (i), (ii), (iii), point a of this Clause must be sent to the Supervisory Board for appraisal at least 30 Days before the opening date of the Annual General Meeting of Shareholders.

d) The reports specified in points a, b, c of this Clause, the appraisal report of the Supervisory Board and the audit report must be kept at the head office of VietinBank at least 10 Days before the opening of the General Meeting of Shareholders. Shareholders holding shares of VietinBank for at least 01 year have the right to, by themselves or together with lawyers, accountants and certified auditors, directly review the report as provided for in this Article.

## Article 76. Handling of asset losses

In the event of asset losses, VietinBank must determine the cause, responsibility, and handle the losses in the following order:

1. In cases where the loss is due to subjective reasons, the person causing the loss must compensate for the damage. The handling of responsibility and compensation for damages by the person causing the loss shall be carried out in accordance with the provisions of law. The authority to decide the level of compensation shall comply with the Regulations on labor discipline and material responsibility within the VietinBank system and any amendments or supplements thereto from time to time.

2. In cases where the asset is insured, the handling shall be in accordance with the insurance contract.

3. Provisions set aside as expenses shall be used to offset the loss in accordance with the provisions of law.

4. The value of the loss, after being offset by compensation from individuals, collectives, insurers, and the use of provisions set aside as expenses, if still insufficient, shall be covered by VietinBank's financial reserve fund. If the financial reserve fund is not

sufficient to cover the shortfall, the remaining amount shall be recorded as other expenses in the period.

## **CHAPTER XII: AUDITING**

### **Article 77. Auditing**

1. Before the end of the fiscal year, VietinBank decides to select an independent audit firm that meets the requirements according to the regulations of the Governor of the State Bank of Vietnam to audit financial statements and provide assurance services for operations of the internal control system in preparing and presenting financial statements in the following fiscal year

Within 30 Days from the date of decision to select an independent audit firm, VietinBank must notify the State Bank of Vietnam of the selected independent audit firm.

2. A copy of the audit report must be attached to every annual financial statement of VietinBank.

3. VietinBank shall prepare and send its annual financial statements to the independent auditing firm after the end of a fiscal year.

4. The independent auditing firm shall examine and certify the annual financial statements of VietinBank and prepare an audit report and submit the same to the Board of Directors within a time-limit of 3 months from the end of the fiscal year. The employees of the independent auditing firm that audits VietinBank must be approved by the competent State authority, if required by the Law.

5. The auditors who audit VietinBank's financial statements shall be permitted to attend all General Meetings of Shareholders and shall be entitled to receive notices and other information relating to the General Meeting of Shareholders which the Shareholders are entitled to receive, and shall have the right to express their opinions at the General Meeting of Shareholders about the auditing-related matters.

## **CHAPTER XIII: REORGANIZATION, DISSOLUTION, LIQUIDATION AND BANKRUPTCY OF VIETINBANK**

### **Article 78. Reorganization**

The division, separation, consolidation, merge and conversion of VietinBank shall be undertaken in accordance with the provisions of the relevant Law.

### **Article 79. Dissolution of VietinBank**

1. VietinBank shall be dissolved in the following cases:

a) Voluntarily applying for dissolution if being able to repay all debts and approved in writing by the State Bank;

b) Upon the expiration of the operation period without applying for extension or

applying for extension of the operation period but not permitted in writing by the State Bank;

- c) Upon revocation of the license.
- e) Other cases as provided for by the Law.

2. Decisions on dissolution of VietinBank shall be approved by the General Meeting of Shareholders and reported to competent Authorities as provided for by the Law. The liquidation of assets of VietinBank as a result of dissolution shall be undertaken under the supervision of the State Bank.

3. Within 7 Business days from the date of approval, the resolutions, decisions on dissolution and the meeting minutes must be sent to the Business registration agency, tax authority, and employees in VietinBank. Resolutions and decisions on dissolution must be posted on the National Portal on Business Registration and publicly posted at the head office, branches and representative offices of VietinBank.

In case VietinBank still has outstanding financial obligations that are unpaid, resolutions, decisions on dissolution and debt settlement plans must be sent to creditors and stakeholders. A debt settlement plan must include the name and address of the creditor; debt amount, deadline, location and method of repayment of such debt; method and time limit for the settlement of creditors' claims;

4. VietinBank's debts shall be paid in the following order of priority:

- a) Unpaid salary, severance pay, social insurance, health insurance, unemployment insurance as prescribed by Law and other benefits of the employees under the collective labor agreement signed labor contracts;
- b) Unpaid tax;
- c) Other debts.

5. Other procedures and regulations related to the dissolution of VietinBank shall be undertaken in accordance with the relevant provisions of the Law.

#### **Article 80. Bankruptcy of VietinBank**

The bankruptcy of VietinBank shall be undertaken in accordance with the provisions of the Law on bankruptcy.

### **CHAPTERXIV: INTERNAL DISPUTES SETTLEMENT**

#### **Article 81. Internal Disputes Settlement**

1. Where disputes or complaints related to the operation of VietinBank or to the rights of Shareholders arising from this Charter or from any rights or obligations regulated by the Law, between:

- a) One or more Shareholders and VietinBank.
- b) One or more Shareholders and the Board of Directors, Supervisory Board, the General Director or Managers of VietinBank.

The concerned parties shall try to resolve such disputes through negotiation and

reconciliation. Except where such disputes involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the settlement of such disputes and request each party to present the actual factors relating to the disputes within 10 Business days from the date on which the disputes arise. Where a dispute is related to the Board or Directors or the Chairman of the Board of Directors, any party may require the appointment of an independent expert to act as an arbitrator for the settlement of the dispute.

2. If no decision on reconciliation is made within 06 weeks from the beginning of the reconciliation process or if the decision of reconciliation intermediary is not accepted by the parties, any party may bring such disputes to the competent Arbitration or Court.

3. Each party shall bear its own costs arising from the negotiation and reconciliation procedures. The expenses of arbitration or court shall be borne by the party that is decided by the arbitration or court.

## **CHAPTER XV: AMENDMENT AND SUPPLEMENT TO THE BANK'S CHARTER**

### **Article 82. Amendment and supplement to the Charter**

1. Any amendments or supplements to this Charter shall be considered and decided by the General Meeting of Shareholders.

2. Where any provisions of Law related to the operations of VietinBank are not referred to in this Charter or if any new provisions of the Law are different from the provisions of this Charter, such provisions of Law shall automatically apply and govern the operation VietinBank.

## **CHAPTER XVI: ENFORCEMENT TERMS**

### **Article 83. Effective date**

1. This Charter consisting of 16 Chapters, 84 Articles is unanimously approved by the General Meeting of Shareholders of VietinBank on ...../...../2026 in Hanoi, with full text of this Charter also approved by the Board of Directors.

2. The official language which is used in the General Meeting of Shareholders, meetings of the Board of Directors, meetings of Supervisory Board shall be Vietnamese; the language used for documents such as Charter, regulations, decisions of VietinBank as well as in the minutes of the above mentioned meetings shall be Vietnamese. Foreign shareholders (if any) shall make arrangement for their own interpreter/translator and bear all expenses of translation and interpretation from Vietnamese into a foreign language.

3. This Charter takes effect from ...../...../2026

4. All units and individuals of VietinBank shall be responsible for complying with the provisions of this Charter.

5. The Charter is made into 10 originals in Vietnamese and may be translated into foreign languages if requested by the Board of Directors. In case this Charter is translated into another language, the Vietnamese version and the foreign language version will have

the same validity and effect. In the event of any inconsistency between Vietnamese and foreign language versions, the Vietnamese version shall prevail. This Charter is archived and submitted to the competent State authorities as provided for by Law.

#### **Article 84. Transition clause**

1. Managers, executive officers and other titles of VietinBank elected and appointed before July 01, 2024 who do not meet the provisions of Clause 4, Clause 5, Clause 6, Article 38; Article 50; Clause 1, Clause 2, Article 53 of this Charter may continue to their incumbency until the end of the term or until the expiration of the term of election or appointment.

2. The Board of Directors of VietinBank elected before July 01, 2024 that does not meet the provisions of Clauses 1 and 3, Article 38 of the Charter may continue to operate until the end of the term of the Board of Directors.

3. As of July 01, 2024, the Supervisory Board of VietinBank whose number of members fails to meet the requirement in Clause 1, Article 53 of this Charter may continue to maintain the number of Supervisory Board members as prescribed in Clause 2, Article 44 of the Law on Credit Institutions No. 47/2010/QH12, as amended and supplemented according to the Law No. 17/2017/QH14 until the end of the terms of the Supervisory Board and members of the Supervisory Board, except in cases where VietinBank elects, appoints additional or replaces members of the Supervisory Board.

**LEGAL REPRESENTATIVE OF VIETINBANK  
CHAIRMAN OF BOARD OF DIRECTORS**

**Tran Minh Binh**



ANNEX - PROPOSED AMENDMENTS TO THE CHARTER OF VIETINBANK IN 2026

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
1	INTRODUCTION	This Charter was duly approved in accordance with the Resolution of the General Meeting of Shareholders No.29/NQ-DHDCD dated April 18, 2025 and the Resolution of VietinBank's Board of Director No. 11/NQ-HDQT-NHCT-VPHDQT1 dated January 19, 2026	INTRODUCTION	This Charter was duly approved in accordance with the Resolution of the General Meeting of Shareholders No ..../NQ-DHDCD dated ...../...../2026	Amended to reflect the actual issuance of the Charter after approval by the General Meeting of Shareholders.
2	Article Interpretation	2. "Law on Credit institutions" means the Law on Credit Institutions No. 32/2024/QH15 dated 18th January 2024.	Article Interpretation 1.	2. "Law on Credit institutions" means the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its amending and supplementing documents.	Amended to align with the amendments and supplements to relevant legal documents from time to time.
3		3. "Law on Enterprises" means the Law on Enterprises No.59/2020/QH13 dated 17th June 2020, amended and supplemented according to the Law No.03/2022/QH15 dated January 11, 2022.		3. "Law on Enterprises" means the Law on Enterprises No.59/2020/QH13 dated June 17, 2020, and its amending and supplementing documents.	
4		21. "Law" means any document listed in Article 4 of the Law on Promulgation of Legal Documents passed by the National Assembly of Vietnam on June 22, 2015, and if it is amended or		21. "Law" means any document listed in Article 4 of the Law on Promulgation of Legal Documents in 2025, and if it is amended or supplemented, the documents then defined as legal normative documents under	Amended due to the replacement of the Law on Promulgation of Legal Documents 2015 by the Law on Promulgation of



No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		supplemented, the documents then defined as legal normative documents under such amendments or supplements shall be included.		such amendments or supplements shall be included.	Legal Documents 2025.
5		Not available yet		22. <i>"Electronic means" means hardware, software, information systems or other means operating based on information technology, electrical technology, electronics, digital technology, magnetic technology, wireless transmission technology, optical technology, electromagnetic technology or other similar technologies.</i>	Supplemented the definition of "Electronic means" as stipulated in Clause 2, Article 3 of the Law on Electronic Transactions 2023, because Clause 8, Article 43 of the draft Charter adds the form of obtaining the Board of Directors' opinion by other electronic methods.
6	<b>Article 2. Name, Head office, branches, representative offices and duration of operation of VietinBank</b>	2. Head office of VietinBank: - Address: 108 Tran Hung Dao, Cua Nam Ward, Hoan Kiem District, Hanoi City	<b>Article 2. Name, Head office, branches, representative offices and duration of operation of VietinBank</b>	2. Head office of VietinBank: - Address: 108 Tran Hung Dao, Cua Nam Ward, Hanoi City	Amended to update the head office address in accordance with the new administrative boundaries.
7	<b>Article 5. VietinBank's seals</b>	3. The management and keeping of the seals shall comply with the internal regulations of VietinBank.	<b>Article 5. VietinBank's seals</b>	3. The management, use, and preservation of seals shall be carried out <i>in accordance with the provisions of law</i> and VietinBank's internal regulations.	Amended to conform with Clause 3, Article 43 of the Law on Enterprises 2020.
8	<b>Article 6. Development standpoint, lines of</b>	2. Field of business of VietinBank consists of	<b>Article 6. Development standpoint, lines of</b>	2. Field of business of VietinBank consists of banking	Amended to conform with Clause 17,

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
	business and mission of VietinBank	financial—and banking activities and other business activities in accordance with the Law on Credit Institutions.	business and mission of VietinBank	activities and other business activities in accordance with the Law on Credit Institutions.	Article 4 of the Law on Credit Institutions 2024.
9	Article 8. Main activities of VietinBank	<p>Commercial banking activities</p> <p>a) Fund mobilization</p> <p>VietinBank is entitled to mobilize funds from domestic and overseas organizations and individuals in Vietnamese Dong, foreign currencies, gold and other financial instruments in the following forms as provided for by Law:</p> <p>(i) Taking deposits;</p> <p>(ii) Issuing certificates of deposit</p> <p>(iii) Borrowing funds from other credit institutions, the State Bank and other organizations; and</p> <p>(iv) Other forms of fund mobilization as provided for by law.</p> <p>b) Credit activities</p> <p>VietinBank is entitled to extend credit to domestic and overseas organizations and individuals in Vietnamese Dong, foreign currencies and gold in the following forms as regulated by Law:</p>	Article 8. Main activities of VietinBank	<p><i>VietinBank is entitled to conduct the activities of a commercial bank in accordance with the provisions of law and the regulations of the State Bank of Vietnam, including the following activities:</i></p> <p><b>1. Banking Activities</b></p> <p>a) <i>Taking demand deposits, term deposits, savings deposits, and other types of deposits.</i></p> <p>b) <i>Issuing certificates of deposit.</i></p> <p>c) <i>Granting credit in the following forms:</i></p> <p>(i) <i>Loans;</i></p> <p>(ii) <i>Discounting and rediscounting;</i></p> <p>(iii) <i>Bank guarantees;</i></p> <p>(iv) <i>Issuing credit cards;</i></p> <p>(v) <i>Domestic factoring; international factoring;</i></p> <p>(vi) <i>Letters of credit;</i></p> <p>(vii) <i>Other forms of credit granting as prescribed by the Governor of the State Bank of Vietnam.</i></p> <p>d) <i>Opening payment accounts for customers.</i></p> <p>e) <i>Providing payment instruments.</i></p>	Amended to comply with the provisions of the Law on Credit Institutions 2024 (Articles 107 to 114) and VietinBank's License for Establishment and Operation No. 13/GP-NHNN dated June 17, 2022, its subsequent amending and supplementing decisions

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		<p>(i) Short-, medium- and long-term loans to meet the demand for capital for purposes of production, business, services, livelihood and implementation of development investment projects;</p> <p>(ii) Guarantees;</p> <p>(iii) Financial leasing through Financial Leasing Company;</p> <p>(iv) Discounting, re-discounting transferable instruments and other valuable papers;</p> <p>(v) Factoring;</p> <p>(vi) Letters of credit;</p> <p>(vii) Other forms of credit extension.</p> <p>c) Payment and cash services</p> <p>(i) Opening accounts, providing payment and cash services for domestic and foreign customers as provided for by Law.</p> <p>(ii) Setting up its internal payment system and participating in domestic and overseas payment systems; participating in international payment systems upon approval by the State Bank.</p> <p>(iii) Trading and providing foreign exchange services, trading on domestic and</p>		<p><i>f) Providing payment services through accounts:</i></p> <p><i>(i) Performing domestic payment services including checks, payment orders, payment authorizations, collection orders, collection authorizations, money transfers, bank cards, collection and disbursement services;</i></p> <p><i>(ii) To provide international payment services after obtaining written approval from the State Bank of Vietnam; and other payment services as prescribed by the Governor of the State Bank of Vietnam.</i></p> <p><b>2. Borrowing, depositing, buying, and selling valuable documents</b></p> <p><i>a) Borrowing from the State Bank of Vietnam in the form of refinancing; buying and selling valuable documents with the State Bank of Vietnam in accordance with the Law on the State Bank of Vietnam.</i></p> <p><i>b) Lending, borrowing, depositing, receiving deposits, buying and selling on a forward contract of valuable documents with credit institutions and branches of foreign banks in accordance with the regulations of the Governor of the State Bank</i></p>	

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		<p>overseas financial and monetary markets upon approval by the State Bank.</p> <p>(iv) Engaging in gold trading on domestic and international markets upon approval by the State Bank;</p> <p>(v) Providing trust services and acting as an agent in banking activities and in areas related to banking operation, including the management of assets, investment capital of domestic and overseas organizations and individuals in accordance with trust contracts and agent contracts.</p> <p>(vi) Providing the following services:</p> <ul style="list-style-type: none"> <li>- Directly providing financial and monetary consultancy services to customers or indirectly so doing by means of setting up a related company.</li> <li>- Providing safekeeping services with respect to precious properties and valuable papers, providing vaults for rent, pawn services and other services.</li> </ul> <p>(vii) Other businesses and banking services.</p> <p>2. Other banking activities</p>		<p><i>of Vietnam;</i></p> <p><i>c) Borrowing from foreign sources in accordance with the law.</i></p> <p><b>3. Opening Accounts:</b></p> <p><i>a) Open an account at the State Bank of Vietnam and maintain the required reserve amount in this account.</i></p> <p><i>b) Open an account at a credit institution that provides payment services through accounts.</i></p> <p><i>c) Open a payment account abroad in accordance with the law on foreign exchange.</i></p> <p><b>4. Organizing and Participating in Payment Systems:</b></p> <p><i>a) Organize internal payment systems and participate in the national interbank payment system.</i></p> <p><i>b) Participate in international payment systems when meeting the conditions stipulated by the Government and receiving written approval from the State Bank of Vietnam.</i></p> <p><b>5. Capital Contribution, Share Acquisition</b></p> <p><i>a) Subsidiaries and affiliated companies must be established or acquired when conducting the following business activities:</i></p> <p><i>(i) Underwriting securities, securities brokerage; managing</i></p>	

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		<p>vaults for rent, pawn services and other services.</p> <p>(vii) Other businesses and banking services.</p> <p>2. Other banking activities</p> <p>VietinBank is entitled to directly undertake investment banking activities or indirectly do so through its Subsidiaries or Affiliated Companies as regulated by Law. Investment banking activities comprise of:</p> <p>a) Financial investments:</p> <p>(i) Investing in and trading of valuable papers and securities.</p> <p>(ii) Making capital contribution, purchasing shares in enterprises, credit institutions, projects; making capital investments in subsidiaries; other forms of capital contribution or capital investment as provided for by law.</p> <p>(iii) Purchasing and selling all kinds of bonds, of which purchase and sales of corporate bonds must carried out on the basis of conformity with provisions of prevailing laws.</p> <p>b) Bond issuance</p>		<p><i>companies must be established or acquired when conducting the following business activities:</i></p> <p><i>(i) Underwriting securities, securities brokerage; managing and distributing securities investment fund certificates; managing securities investment portfolios and buying and selling shares;</i></p> <p><i>(ii) Financial leasing;</i></p> <p><i>(iii) Insurance</i></p> <p><i>b) Establishing or acquiring subsidiaries or affiliated companies operating in the fields of debt management and asset exploitation, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information.</i></p> <p><i>c) Capital contribution or share acquisition of enterprises operating in the following fields:</i></p> <p><i>(i) Insurance, securities, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information;</i></p> <p><i>(ii) Other areas not specified in point a of this point after obtaining written approval from the State Bank of Vietnam.</i></p> <p><b>6. Foreign exchange trading,</b></p>	

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		<p>c) Securities services:</p> <p>(i) Securities brokerage and proprietary trading, securities issue underwriting, securities issue agent, securities issue consultancy, corporate finance consultancy, investment consultancy and other consultancy services;</p> <p>(ii) Managing and distributing investment fund certificates;</p> <p>(iii) Securities custody services, and acting as a supervisory bank;</p> <p>(iv) Providing clearing and settlement services for securities transactions according to the provisions of Point a, Clause 4, Article 56 of the Law on Securities;</p> <p>(v) Other securities services.</p> <p>d) Managing investment fund, investment portfolio, investment trust service.</p> <p>e) Consultancy on mergers and acquisitions, corporate restructuring, debt trading as provided for by Law.</p> <p>f) Trading in and providing domestic and overseas customers with derivative products of interest, foreign exchange, currencies and</p>		<p><i>provision of foreign exchange services and derivative products</i></p> <p><i>Trading and providing the following services and products to domestic and foreign customers after obtaining written approval from the State Bank of Vietnam:</i></p> <p><i>a) Foreign exchange;</i></p> <p><i>b) Derivatives on interest rates, foreign exchange, currencies and other financial assets.</i></p> <p><b>7. Trust and Agency Operations, Delegation of Agency</b></p> <p><i>a) Trust, receiving trust, agency in banking activities, delegation of payment agency as prescribed by the Governor of the State Bank of Vietnam;</i></p> <p><i>b) Conducting insurance agency activities in accordance with the law on insurance business, consistent with the scope of insurance agency activities as prescribed by the Governor of the State Bank of Vietnam.</i></p> <p><b>8. Other Business Activities</b></p> <p><i>a) Conduct the following other business activities as prescribed by the Governor of the State Bank of Vietnam:</i></p> <p><i>(i) Cash management services; treasury services for credit</i></p>	

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		<p>insurance company which is VietinBank's subsidiary and affiliated company or acts as an insurance agent (including insurance brokerage) for insurance companies as stipulated by the Law, including:</p> <p>a) Life insurance;</p> <p>b) Non-life insurance;</p> <p>c) Re-insurance;</p> <p>d) Other insurance services.</p> <p>4. Other activities</p> <p>a) Derivative financial products upon approval by the State Bank;</p> <p>b) Other financial, banking and investment services. Establishment of subsidiaries operating in the fields of assets management, exploitation, sales during the process of disposal of security assets for loans and of assets assigned by the State to VietinBank for debt recovery;</p> <p>c) Being entitled to rent out assets under VietinBank's ownership, management and usage in accordance with the Law to ensure effectiveness, safety and capital development.</p> <p>d) VietinBank is entitled to</p>		<p>(ii) <i>Buying and selling State Bank of Vietnam treasury bills, corporate bonds; buying and selling other securities except for buying and selling securities specified in point a, clause 22 of this Article.</i></p> <p>(iv) <i>Gold trading.</i></p> <p>(v) <i>Consulting on banking activities and other business activities as prescribed in the License.</i></p> <p>b) <i>Conduct the following other business activities as prescribed by relevant laws:</i></p> <p>(i) <i>Buying and selling government debt instruments, government-guaranteed bonds, and local government bonds;</i></p> <p>(ii) <i>Issuing bonds;</i></p> <p>(iii) <i>Securities depository services.</i></p> <p>(iv) <i>Supervisory banking operations;</i></p> <p>(v) <i>E-wallet services.</i></p> <p>(vi) <i>Providing clearing and settlement services for securities transactions as prescribed at Point a, Clause 4, Article 56 of the Law on Securities.</i></p> <p>9. <i>Other activities as prescribed by law and VietinBank's Establishment and Operation License from time to time.</i></p>	

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		undertake other activities as provided for by Law.			
10	<b>Article 12. Charter capital</b>	2. Charter capital is accounted in Vietnamese Dong ( <del>VND</del> ).	<b>Article 12. Charter capital</b>	2. Charter capital is accounted in Vietnamese Dong (VND).	Amended to conform with Clause 1, Article 10 of the Law on Accounting 2015.
11	<b>Article 16. Redemption of Shares</b>	1. Redemption of Shares at the request of VietinBank	<b>Article 16. Redemption of Shares</b>	Redemption of Shares at the <i>decision</i> of VietinBank	Amended to conform with Article 133 of the Law on Enterprises 2020.
12	<b>Article 23. Rights of shareholders</b>	3. A Shareholder or a group of Shareholders owning from 05% or more of total ordinary Shares of VietinBank shall have the following rights: ... b) To request the convening of a General meeting of Shareholders in the following cases: ...(ii) The request for convening a General Meeting of Shareholders must be made in writing and contain full name, contact address, nationality, number of legal papers of the individual for the individual Shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder; number of Shares and Share registration date of each Shareholder,	<b>Article 23. Rights of shareholders</b>	3. A Shareholder or a group of Shareholders owning from 05% or more of total ordinary Shares of VietinBank shall have the following rights: b) To request the convening of a General meeting of Shareholders in the following cases: ...(ii) The request for convening a General Meeting of Shareholders <i>must be in writing</i> and contain <i>the following</i> : full name, contact address, nationality, number of legal papers of the individual for the individual Shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder; number of Shares and Share registration date of each Shareholder, total number of Shares held by a group of Shareholders and the percentage	Amended to conform with Clause 18, Article 1 of the amended and supplemented Law on Enterprises 2025.

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		total number of Shares held by a group of Shareholders and the percentage of ownership in the total number of Shares of VietinBank, the grounds and reasons for such request to convene the General meeting of Shareholders. The request must be accompanied with documents and evidence proving the violations of the Board of Directors, the level of violation or the decisions which are made beyond its authority.		of ownership in the total number of Shares of VietinBank, the grounds and reasons for such request to convene the General meeting of Shareholders. The request <i>for convening a General Meeting of Shareholders</i> must be accompanied with documents and evidence proving the violations of the Board of Directors, the level of violation or the decisions which are made beyond its authority. <i>Shareholders or groups of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convening of the General Meeting of Shareholders.</i>	
13	<b>Article 27. Powers and duties of the General Meeting of Shareholders</b>	5. To approve contracts or other transactions <del>worth 20% or more of VietinBank's Charter capital as recorded in the latest audited financial statements, signed between VietinBank and the members of the Board of Directors, the members of the Supervisory Board, the General Director, the Major Shareholders of VietinBank, Related persons of the managers, the</del>	<b>Article 27. Powers and duties of the General Meeting of Shareholders</b>	5. To approve contracts or other transactions <i>according to provisions of Clause 3 Article 62 of this Charter.</i>	Amended to ensure consistency with the authority of the Board of Directors as stipulated in Clause 10, Article 39 of the VietinBank Charter.

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		<del>members the Supervisory Board, the Major shareholders of VietinBank; the subsidiaries or the affiliated companies of VietinBank and other persons according to Clause 1 Article 62 of this Charter.</del>			
14	<b>Article 30. Convening, agenda and announcement of the General Meeting of Shareholders</b>	2. The convener of the General Meeting of Shareholders must perform the following tasks: a) Preparing the list of Shareholders who are eligible to attend and vote in the General Meeting of Shareholders. Such list of Shareholders must contain full name, contact address, nationality, number of legal papers of the individual Shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder; number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the Shareholder	<b>Article 30. Convening, agenda and announcement of the General Meeting of Shareholders</b>	2. The convener of the General Meeting of Shareholders must perform the following tasks: a) Preparing the list of Shareholders who are eligible to attend and vote in the General Meeting of Shareholders. Such list of Shareholders must contain full name, contact address, nationality, number of legal papers of the individual Shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional Shareholder; number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the <i>securities holders register</i> of VietinBank. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no	Amended to conform with Clause 21, Article 1 of the amended and supplemented Law on Enterprises 2025 and to reflect the fact that VietinBank is a listed company, with the shareholder list being the securities holders register provided by the Vietnam Securities Depository and Clearing Corporation.

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		Register of VietinBank. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.		more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.	
15	Article 43. Meetings of the Board of Directors	<p>8. Authority and method of obtaining written opinions of members of the Board of Directors:</p> <p>a) The Chairman of the Board of Directors shall decide to obtain written opinions of the members of the Board of Directors.</p> <p>b) The Secretariat to the Board of Directors shall prepare opinion collecting papers and necessary materials relating to the matters in question.</p> <p>c) Such opinion collecting papers and attached materials must be sent by registered mail to the contact address of each member of the Board of Directors.</p> <p>d) Such votes must consist of main contents as stipulated by the Law. The opinion collecting papers which have been filled in must include</p>	Article 43. Meetings of the Board of Directors	<p>8. Authority and method of obtaining written opinions or <i>opinions via other electronic means</i> from members of the Board of Directors:</p> <p>a) The Chairman of the Board of Directors shall decide to obtain written opinions or <i>opinions via other electronic means</i> from members of the Board of Directors.</p> <p>b) The Secretariat to the Board of Directors shall prepare opinion collecting papers and necessary materials relating to the matters in question.</p> <p>c) Such opinion collecting papers and attached materials must be sent by registered mail to the contact address of each member of the Board of Directors.</p> <p>d) Such votes must consist of main contents as stipulated by the Law. The opinion collecting papers which have been filled in</p>	Supplemented with other forms of electronic consultation in accordance with Clause 2, Article 3 of the Law on Electronic Transactions 2023.

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		<p>signature of the members of the Board of Directors and be sent to VietinBank in accordance with regulations of VietinBank.</p> <p>e) The Secretariat to the Board of Directors counts the votes and prepare vote-counting minutes under the supervision of at least one independent member of the Board of Directors (If an independent member of the Board of Directors has not yet been elected, the Secretariat shall count the votes and make the vote-counting minutes under the supervision of at least one member of the Supervisory Board for the case of written opinion collection). The Vote-counting minutes must have main contents as stipulated by the Law.</p> <p>f) The Secretariat to the Board of Directors takes part in obtaining written opinions of the members of the Board of Directors and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved</p>		<p>must include signature of the members of the Board of Directors and be sent to VietinBank in accordance with regulations of VietinBank.</p> <p>e) The Secretariat to the Board of Directors counts the votes and prepare vote-counting minutes under the supervision of at least one independent member of the Board of Directors (If an independent member of the Board of Directors has not yet been elected, the Secretariat shall count the votes and make the vote-counting minutes under the supervision of at least one member of the Supervisory Board for the case of written opinion collection). The Vote-counting minutes must have main contents as stipulated by the Law.</p> <p>f) The Secretariat to the Board of Directors takes part in obtaining written opinions of the members of the Board of Directors and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-counting.</p> <p>g) Resolutions and decisions of</p>	

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		<p>decisions due to dishonesty and inaccurate vote-counting.</p> <p>g) Resolutions and decisions of the Board of Directors must be sent to the members of the Board of Directors within 15 Days from the date of issuance.</p> <p>h) The returned opinion collecting papers, vote-counting minutes, full text of passed resolutions and other related materials that are attached to the opinion collecting papers must be archived at the Head Office of VietinBank.</p> <p>i) The decision made via the method of obtaining written opinions of the members of the Board of Directors shall have the same validity as the decision made at the meeting of the Board of Directors.</p>		<p>the Board of Directors must be sent to the members of the Board of Directors within 15 Days from the date of issuance.</p> <p>h) The returned opinion collecting papers, vote-counting minutes, full text of passed resolutions and other related materials that are attached to the opinion collecting papers must be archived at the Head Office of VietinBank.</p> <p>i) The decision made via the method of obtaining written opinions or <i>opinions via other electronic means</i> from members of the Board of Directors shall have the same validity as the decision made at the meeting of the Board of Directors.</p>	
16	Article 48. Appointment, powers and duties, wage, remuneration and other benefits of the General Director	<p>5. Rights and duties of the General Director:</p> <p>dd) To prepare and submit to the Board of Directors for further submission to the General Meeting of Shareholders for approval the financial statements. To take responsibility for the accuracy and truthfulness of the financial statements,</p>	Article 48. Appointment, powers and duties, wage, remuneration and other benefits of the General Director	<p>5. Rights and duties of the General Director:</p> <p>dd) To prepare and submit to the Board of Directors <i>for approval of the six-month financial statements or report to the Board of Directors to submit to the General Meeting of Shareholders for approval the annual financial statements</i>. To take responsibility for the</p>	Amended to conform with Clause 4, Article 56 of the Law on Credit Institutions 2024.

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		statistical reports, financial settlement data and other financial information;		accuracy and truthfulness of the financial statements, statistical reports, financial settlement data and other financial information;	
17	<b>Article 62. Approval of contracts and transactions between VietinBank and Related Persons</b>	1. The General Meeting of Shareholders or the Board of Directors approves the contracts and transactions between VietinBank and the following Related Persons: a) A shareholder, an authorized representative of a <del>institutional shareholder holding from 5% of the total ordinary shares of VietinBank</del> and their related persons; b) Members of the Board of Directors, General Director and their related persons;	<b>Article 62. Approval of contracts and transactions between VietinBank and Related Persons</b>	1. The General Meeting of Shareholders or the Board of Directors approves the contracts and transactions between VietinBank and the following Related Persons: a) A <i>major</i> shareholder, an authorized representative of a <i>major</i> shareholder and their related persons; b) Members of the Board of Directors, General Director, <i>Deputy General Director</i> and their related persons;	Amended to conform with Clause 9, Article 70 of the Law on Credit Institutions and the definition of "Manager" in this Charter.
18	<b>Article 62. Approval of contracts and transactions between VietinBank and Related Persons</b>	2. The Board of Directors approves the contracts and transactions as prescribed in Clause 1 of this Article which are worth less than 20% of the Charter Capital of VietinBank as recorded in the latest financial statements. In this case, the signatory to a contract or transaction as representative of VietinBank must notify the members of the Board of Directors, members of the Supervisory	<b>Article 62. Approval of contracts and transactions between VietinBank and Related Persons</b>	2. The Board of Directors approves the contracts and transactions as prescribed in Clause 1 of this Article which are worth less than 20% of the Charter Capital of VietinBank as recorded in the latest <i>audited</i> financial statements. In this case, the signatory to a contract or transaction as representative of VietinBank must notify the members of the Board of Directors, members of the Supervisory Board of the parties	Supplemented to conform with Clause 9, Article 70 of the Law on Credit Institutions and the actual implementation at VietinBank.

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		Board of the parties related to such contract or transaction and send the draft contract or main terms and conditions of the transaction to them. The Board of Directors decides to approve the contracts, transactions within 45 Days from the date of receiving the notice; members of the Board of Directors who have interests related to the parties to a contract or transaction shall not have the right to vote.		related to such contract or transaction and send the draft contract or main terms and conditions of the transaction to them. The Board of Directors decides to approve the contracts, transactions within 15 Days from the date of receiving the notice; members of the Board of Directors who have interests related to the parties to a contract or transaction shall not have the right to vote.	
19		3. The General Meeting of Shareholders approves <del>contracts and other transactions in addition to those stipulated in Clause 2 of this Article.</del>		3. The General Meeting of Shareholders approves <i>contracts and transactions as stipulated in Clause 1 of this Article which are worth 20% or more of the Charter Capital of VietinBank as recorded in the latest audited financial statements.</i>	Amended to conform to point r, clause 3, Article 67 of the Law on Credit Institutions and clause 5, Article 27 of the draft of VietinBank Charter.
20	Article 66. The management of VietinBank's capital contributions in Related Companies	1. VietinBank shall empower its <del>Authorized Representatives to directly, on behalf of VietinBank, manage the investments of VietinBank in the Related Companies to the extent permitted by the Charters of such Related Companies.</del>	Article 66. The management of VietinBank's capital contributions and shareholdings in Related Companies	1. VietinBank shall <i>authorize its representatives to exercise the rights and fulfill the responsibilities of VietinBank with respect to its capital contributions and shareholdings in Related companies.</i>	Amended to comply with the provisions of Clause 16, Article 4 of the Law on Credit Institutions 2024 and Clause 5, Article 3 of the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15.
21		2. VietinBank shall decide the <del>investment</del> rate in the		2. VietinBank shall decide on that rate of <i>capital contribution</i>	

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
		newly established Related Companies, the adjustment of the investment rate in the existing Related Companies in accordance with the business strategies and plans of VietinBank and the Law.		<i>and share acquisition</i> in newly established Related Companies, the adjustment of rate of <i>capital contribution and share acquisition</i> in the existing Related Companies in accordance with the business strategies and plans of VietinBank and the Law.	
22	Article 69. Regulations on document storage of VietinBank	2. VietinBank must keep the documents specified in Clause 1 of this Article <del>at the head office or at another location decided by the Senior Management of VietinBank;</del> The storage period <del>shall comply with the provisions of the Law.</del>	Article 69. Regulations on document storage of VietinBank	2. VietinBank must keep the documents specified in Clause 1 of this Article <i>at the location and for the retention period determined by the Board of Directors of VietinBank, in accordance with relevant laws and regulations.</i>	Amended “Senior Management” to “Board of Directors” as the Board of Directors of VietinBank has now issued the Regulation on the management of records and archived documents of VietinBank.
23	Article 70. Disclosure of information and announcement to the public	1. VietinBank must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of the Law. VietinBank publishes annual financial statements that have been audited in accordance with the Law <del>on disclosure of information on the stock market</del> and submits them to competent authorities.	Article 70. Disclosure of information and announcement to the public	1. VietinBank must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of the Law. VietinBank publishes annual financial statements that have been audited in accordance with the Law and submits them to competent authorities.	Omitted the content as the disclosure of financial statements must comply with the regulations of laws on credit institutions, accounting, taxation, and state capital management; therefore, specific legal citations are omitted.
24		2. Annual financial statements must incorporate		2. Annual financial statements must incorporate all reports,	Omitted the content to conform with legal

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
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		all reports, appendices and notes according to the provisions of the Law on enterprise accounting. Annual financial statements must be a truthful and fair reflection of the performance of VietinBank.		appendices and notes according to the provisions of the Law. Annual financial statements must be a truthful and fair reflection of the performance of VietinBank.	regulations: Articles 152, 153, and 154 of the Law on Credit Institutions 2024; Article 7 of Circular 49/2014/TT-NHNN dated 31 December 2014 on the financial reporting regime for credit institutions; Decision No. 04/VBHN-NHNN dated 21 January 2022 of the State Bank of Vietnam.
25		3. VietinBank must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the Law on disclosure of information on the stock market and submit them to competent authorities.		3. VietinBank must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the Law and submit them to competent authorities.	Omitted the content as the disclosure of financial statements must comply with the regulations of laws on credit institutions, accounting, taxation, and state capital management; therefore, specific legal citations are omitted.
26	<b>Article 74. Accounting, booking</b>	1. VietinBank's financial regime follows the provisions of the Law	<b>Article 74. Financial regime, accounting and bookkeeping</b>	1. VietinBank's financial regime follows the provisions of the Law. <i>The Board of Directors shall promulgate VietinBank's financial statute in compliance with the provisions of law.</i>	Amended to conform with Article 151 of the Law on Credit Institutions 2024 and Article 37 of Decree 135/2025/ND-CP.

No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
	Article	Content	Article	Content	
27	Article 75. Reporting	<p>1. Reporting</p> <p>c) In addition to the reports specified in Points a and b of this Clause, VietinBank is responsible for promptly reporting to the State Bank of Vietnam in the following cases:</p> <p>(i) Unusual developments in professional operations may seriously affect VietinBank's business situation;</p>	Article 75. Reporting	<p>1. Reporting</p> <p>c) In addition to the reports specified in Points a and b of this Clause, VietinBank is responsible for promptly reporting to the State Bank of Vietnam in the following cases:</p> <p>(i) Unusual developments in professional operations may seriously affect VietinBank's business situation <i>in accordance with specific legal provisions applicable to such business operations</i>;</p>	Amended to conform with Circular No. 83/2025/TT-NHNN on regulations regarding the internal control system of commercial banks and branches of foreign banks, promulgated on 31 December 2025.
28	Not available yet	Not available yet	Article 76. Handling of asset losses	<p><i>In the event of asset losses, VietinBank must determine the cause, responsibility, and handle the losses in the following order:</i></p> <p><i>1. In cases where the loss is due to subjective reasons, the person causing the loss must compensate for the damage. The handling of responsibility and compensation for damages by the person causing the loss shall be carried out in accordance with the provisions of law. The authority to decide the level of compensation shall comply with the Regulations on labor discipline and material responsibility within the VietinBank system and any amendments or supplements thereto from time to time.</i></p>	Supplemented with an article on the handling of asset losses to conform with Article 9 of Decree No. 135/2025/ND-CP and the actual operations of VietinBank.

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	Article	Content	Article	Content	
				<p>2. In cases where the asset is insured, the handling shall be in accordance with the insurance contract.</p> <p>3. Provisions set aside as expenses shall be used to offset the loss in accordance with the provisions of law.</p> <p>4. The value of the loss, after being offset by compensation from individuals, collectives, insurers, and the use of provisions set aside as expenses, if still insufficient, shall be covered by VietinBank's financial reserve fund. If the financial reserve fund is not sufficient to cover the shortfall, the remaining amount shall be recorded as other expenses in the period.</p>	
29	<b>CHAPTER XIII: REORGANIZATION, DISSOLUTION, <del>TERMINATION OF</del> OPERATION, LIQUIDATION AND BANKRUPTCY OF VIETINBANK</b>		<b>CHAPTER XIII: REORGANIZATION, DISSOLUTION, LIQUIDATION AND BANKRUPTCY OF VIETINBANK</b>		Removed the phrase "termination of operation" from the title as the content of the chapter does not provide for this matter.
30	<b>Article 82. Effective date</b>	1. This Charter consisting of 16 Chapters, 83 Articles is unanimously approved by the General Meeting of Shareholders of VietinBank on April 18, 2025. and	<b>Article 83. Effective date</b>	1. This Charter consisting of 16 Chapters, 84 Articles is unanimously approved by the General Meeting of Shareholders of VietinBank on ...../...../2026 in Hanoi, with	Amended to reflect the actual issuance of the Charter after approval by the General Meeting of Shareholders.

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	Article	Content	Article	Content	
		<del>subsequently amended and supplemented by the VietinBank's Board of Directors on January 19, 2026 in Hanoi, with full text of this Charter also approved by the Board of Directors.</del>		full text of this Charter also approved by the Board of Directors.	
31		3. This Charter takes effect from <del>January 19, 2026</del>		3. This Charter takes effect from ...../...../2026	
32	Article 83. Transition clause	1. Managers, executive officers and other titles of VietinBank elected and appointed <del>before the effective date of this Charter</del> who do not meet the provisions of Clause 4, Clause 5, Clause 6, Article 38; Article 50; Clause 1, Clause 2, Article 53 of this Charter may continue to their incumbency until the end of the term or until the expiration of the term of election or appointment.	Article 84. Transition clause	1. Managers, executive officers and other titles of VietinBank elected and appointed before <i>July 01, 2024</i> who do not meet the provisions of Clause 4, Clause 5, Clause 6, Article 38; Article 50; Clause 1, Clause 2, Article 53 of this Charter may continue to their incumbency until the end of the term or until the expiration of the term of election or appointment.	Amended to comply with the transitional provisions in Article 210 of the Law on Credit Institutions 2024.
33		2. The Board of Directors of VietinBank elected <del>before the effective date of this Charter</del> that does not meet the provisions of Clauses 1 and 3, Article 38 of the Charter may continue to operate until the end of the term of the Board of Directors.		2. The Board of Directors of VietinBank elected before <i>July 01, 2024</i> that does not meet the provisions of Clauses 1 and 3, Article 38 of the Charter may continue to operate until the end of the term of the Board of Directors.	
34		3. Until the <del>effective date of this Charter</del> , the Supervisory Board of VietinBank whose		3. As of <i>July 01, 2024</i> , the Supervisory Board of VietinBank whose number of	

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No.	Existing Charter		Draft Text of the Revised Charter		Ground for amendments
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		number of members fails to meet the requirement in Clause 1, Article 53 of this Charter may continue to maintain the number of Supervisory Board members as prescribed in Clause 2, Article 44 of the Law on Credit Institutions No. 47/2010/QH12, as amended and supplemented according to the Law No. 17/2017/QH14 until the end of the terms of the Supervisory Board and members of the Supervisory Board, except in cases where VietinBank elects, appoints additional or replaces members of the Supervisory Board.		members fails to meet the requirement in Clause 1, Article 53 of this Charter may continue to maintain the number of Supervisory Board members as prescribed in Clause 2, Article 44 of the Law on Credit Institutions No. 47/2010/QH12, as amended and supplemented according to the Law No. 17/2017/QH14 until the end of the terms of the Supervisory Board and members of the Supervisory Board, except in cases where VietinBank elects, appoints additional or replaces members of the Supervisory Board.	

**VIETNAM JOINT STOCK COMMERCIAL  
BANK FOR INDUSTRY AND TRADE**

108 Tran Hung Dao, Cua Nam, Hanoi  
Tel: 024.39421030

*Business Registration Certificate No. 0100111948  
13<sup>th</sup> revision dated January 8, 2024*

**SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness**

*Hanoi, April 23<sup>rd</sup>, 2026*

**PROPOSAL**

*Re: Approval of Amendments and Supplements to the Governance Regulations of  
Vietnam Joint Stock Commercial Bank for Industry and Trade*

**To: The General Meeting of Shareholders of  
Vietnam Joint Stock Commercial Bank for Industry and Trade**

Pursuant to the authority of the General Meeting of Shareholders (GMS/AGM), the Board of Directors (BoD) of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank) respectfully submits to the 2026 AGM for consideration and approval the amendments and supplements to the Regulations on Organization and Operation of the BoD of VietinBank, and the Internal Governance Regulations of VietinBank, in order to ensure conformity with legal provisions, the amended Charter of VietinBank, as well as the actual operations of VietinBank. The details are as follows:

**I. Regarding the Regulation on Organization and Operation of the BoD of VietinBank**

1. Amendment to Article 4 on **Related Documents** to update amended and supplemented documents.
2. Supplement to Article 5 on **Interpretation of terms** to supplement the definition of "Electronic means" as stipulated in Clause 2, Article 3 of the Law on Electronic Transactions 2023 and Article 19 of this draft Regulation adds the form of obtaining the Board of Directors' opinion by other electronic methods.
3. Amendment to Article 19 on the **Authority and Procedures for Collecting Written Opinions from BoD Members** to include other electronic opinion collection means in accordance with Clause 2, Article 3 of the Law on Electronic Transactions 2023.
4. Amendment to Article 35 on **Execution Provisions** to update the effective date of the Regulations.

*(Detailed amendments are provided in the draft Regulations on Organization and Operation of the BoD and the attached Appendix of amended contents)*

**II. Regarding the Internal Governance Regulation of VietinBank**

1. Amendment to Clause 2, Article 6 on the **Procedures of the GMS approval of Resolutions by voting at the GMS**, in accordance with Clause 21, Article 1 of the

- amended Law on Enterprises 2025 and Clause 2, Article 30 of the amended Charter of VietinBank.
2. Amendment to Clause 2, Article 31 on **Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank** to be suitable with the actual situation of VietinBank at each period.
  3. Supplement to Article 36 on the **Duty of Integrity and Avoidance of Conflicts of Interest of BoD members, Supervisory Board members, and Executive Officers of VietinBank**, specifically the obligation to disclose related interests in accordance with Article 49 of the Law on Credit Institutions 2024 and Article 60 of the Charter of VietinBank.
  4. Amendments and supplements to several other articles (Articles 1, 8, 17, 26) to ensure consistency and accuracy in referencing the Charter of VietinBank, and amendment to Article 41 on **Validity and Amendments** to update the effective date of the Regulations.

*(Detailed amendments are provided in the draft Internal Governance Regulations of VietinBank and the attached Appendix of amended contents.)*

Respectfully submitted to the GMS for:

1. Approval of the amendments, supplements, and the newly-merged full text of the Regulations on Organization and Operation of the BoD of VietinBank and the Internal Governance Regulations of VietinBank.
2. Authorization for the BoD of VietinBank to approve the adjustments, amendments, and supplements to the Regulations on Organization and Operation of the BoD and the Internal Governance Regulations of VietinBank to ensure compliance with the Charter of VietinBank at the request of the State Bank of Vietnam *(if any)*.
3. Assignment to the Chairman of the BoD to sign and promulgate the Regulations on Organization and Operation of the BoD and the Internal Governance Regulations of VietinBank to consolidate the amendments and supplements approved by the GMS and approved to be adjusted by the BoD to conform with the Charter of VietinBank at the request of the State Bank of Vietnam *(if any)*.

Respectfully submitted for approval by the GMS.

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



**Tran Minh Binh**



**REGULATION**  
**ON ORGANIZATION AND OPERATION OF**  
**THE BOARD OF DIRECTORS VIETNAM JOINT-STOCK**  
**COMMERCIAL BANK FOR INDUSTRY AND TRADE**  
*(Revised in 2026)*

*Hanoi, 2026*



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# **REGULATION ON ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS OF VIETINBANK**

*(Issued under Resolution No. /NQ-DHDCD dated / /2026 by the General Meeting of Shareholders of Vietnam Joint Stock Commercial Bank for Industry and Trade)*

## **Chapter I GENERAL PROVISIONS**

### **Article 1. Purposes**

1. This Regulation provides for the organization and operation of the Board of Directors of Vietnam Joint Stock Commercial Bank for Industry and Trade (“VietinBank”).

2. To define the responsibilities and powers of individuals and units involved in the organization and operation of the Board of Directors of VietinBank.

### **Article 2. Scope of application**

This regulation is set to govern:

1. The organizational structure, the term of office of the Board of Directors; criteria, conditions, status determination, appointment and dismissal of members of the Board of Directors.

2. Functions, powers, duties, interests and obligations of the Board of Directors, Chairman of the Board of Directors and members of the Board of Directors.

3. Mechanism and principles of operation; working agenda, working policies and conditions and regulations on delegation of power and authorization of the Board of Directors.

3. Meeting regime and minutes, and approval of decisions of the Board of Directors;

4. Working relationships of the Board of Directors.

4. Monitoring the implementation of the decisions and resolutions of the Board of Directors.

### **Article 3. Target of application**

This Regulation is applicable to members of the Board of Directors, Committees of the Board of Directors, teams and individuals assisting the Board of Directors.

### **Article 4. Relevant documents**

1. The Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its subsequent amending documents.

2. The Law on Enterprises No.59/2020/QH14 dated June 17, 2020, and its subsequent amending documents.

3. The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its subsequent amending documents.

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4. The Decree No. 155/2020/NĐ-CP dated December 31, 2021 by the Government detailing the implementation of several articles of the Law on Securities, and its subsequent amending documents.

5. The Circular No. 116/2020/TT-BTC of the Ministry of Finance dated December 31, 2021 guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities

6. The Charter on organization and operation of VietinBank.

7. VietinBank's Regulation on Internal Governance

8. ISO standards and other relevant documents.

## **Article 5. Interpretation of terms**

1. **Board of Management**, as referred to herein, includes the General Director, Deputy General Directors and Chief Accountant of VietinBank.

2. A **non-executive member of the Board of Directors** is a member of the Board of Directors who does not concurrently hold the post of General Director, Deputy General Director, Chief Accountant or Branch Managers of VietinBank.

3. **Nomination** mean such cases where one individual shareholder nominates himself/herself or another person; one institutional shareholder nominates its representative or another person; an eligible group of shareholders nominates one person or more within or outside the group as candidates for the position of member of the Board of Directors or member of the Supervisory Board in accordance with the provisions of the law and the Charter of VietinBank.

4. **The Majority** means over fifty percent (50%).

5. **"Electronic means"** means hardware, software, information systems or other means operating based on information technology, electrical technology, electronics, digital technology, magnetic technology, wireless transmission technology, optical technology, electromagnetic technology or other similar technologies.

Terms defined in the Charter of VietinBank have the same meaning as they are in this Regulation.

## **Chapter II**

### **ORGANIZATIONAL STRUCTURE, TERM OF OFFICE, STANDARDS, APPOINTMENT, REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 6. Principles of Organization and Operation of the Board of Directors**

1. The Board of Directors operates under collective working regime while individual taking charge, ensuring the principle of centralization, democracy, transparency. Each member of the Board of Directors assumes personal responsibility in relation to his/her delegated, authorized and assigned scope of work and collective responsibility to the General Meeting of Shareholders, the law on the resolutions,

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decisions of the Board of Directors

2. All activities of the Board of Directors, of the Board of Director's assisting bodies must be subject to the General Meeting of Shareholders' supervision and comply with VietinBank's Charter and provisions of the law.

3. Members of the Board of Directors shall participate in the management, governance, supervision of VietinBank as assigned by the Board of Directors.

4. The Board of Directors assigns tasks to the General Director to arrange the execution of the resolutions and decisions of the Board of Directors.

**Article 7. Term of office, quantity, standards, nomination of members of the Board of Directors**

1. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and members of the Board of Directors may re-elected without any limitation on the number of terms. An individual can only be elected as an Independent Member of the Board of Directors of VietinBank for no more than 2 consecutive terms.

2. VietinBank's Board of Directors consists of at least 05 members and no more than 11 members. The Board of Directors consists of at least 02 independent members, 2/3 (two-thirds) of the total number of members being independent members and non-executive officer members of VietinBank. The specific number of members of the Board of Directors of each term of service shall be decided by the General Meeting of Shareholders.

3. Members of the Board of Directors must meet conditions provided for in clause 6, Article 38 of the Charter of VietinBank

4. The nomination of a member of the Board of Directors shall follow provisions in Article 37 of the Charter of VietinBank.

5. The Board of Directors must convene an extraordinary General Meeting of Shareholders to elect additional member(s) of the Board of Directors as specified at clause 3, Article 26 of the Charter of VietinBank. In other circumstances, at the nearest upcoming meeting, the General Meeting of Shareholders shall elect new members of the Board of Directors to replace the dismissed or removed members.

**Article 8. Cases where Board members and Chairman of the Board shall not be allowed to concurrently assume another position**

1. Chairman of the Board of Directors of VietinBank may not be concurrently an executive officer, a member of the Supervisory Board of VietinBank or of another credit institution or manager of another enterprise.

2. A member of the Board of Directors who is not an independent member of VietinBank may not concurrently hold either of the following positions:

(a) VietinBank's executive officer, except for the case of the General Director of VietinBank;

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(b) Manager, executive officer of other credit institution, manager of other enterprise, except in the case of managers, executive officers of VietinBank's subsidiaries or in the case of VietinBank implementing a forced transfer plan which has been approved;

(c) Supervisor, member of the Supervisory Board of another credit institutions, another enterprise.

3. An independent member of VietinBank's Board of Directors shall not concurrently hold either of the following positions:

(a) VietinBank's executive officer;

(b) Managers and executive officers of other credit institutions; managers of more than 02 other enterprises;

(c) Supervisor, member of the Supervisory Board of another credit institutions, another enterprise.

#### **Article 9. Automatic disqualification, dismissal and removal of the members of the Board of Directors**

1. Members of the Board of Directors will be automatically disqualified, dismissed or removed from office in accordance with Article 45 of the Charter of VietinBank.

2. Members of the Board of Directors who are dismissed, removed, automatically disqualified shall immediately hand over the work to other members of the Board of Directors appointed by the Board of Directors.

#### **Article 10. Committees of the Board of Directors**

1. The Board of Directors establishes and maintains the operation of the following assisting committees to the Board of Directors as below:

a) HR Committee;

b) Risk Management Committee;

Apart from the above-mentioned committees, the Board of Directors may establish other assisting committees which it deems necessary.

2. Operating principles of the Committees

a) Each Committee operates according to its own Regulation on organization and operation issued by the Board of Directors, which consists at least the following contents:

- The structure, number of members in the Committee;
- The duties of the Committee and of the Committees and each member of the Committees;
- Periodic meetings of the Committee;
- Extraordinary meetings of the Committee;
- The adoption of decisions of the Committee.

b) The Committees are the advisory bodies to assist the Board of Directors to

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perform their duties and powers in order to organize the effective implementation of the directions, guidelines and decisions of the Board of Directors.

### **3. Functions of Committees**

The Committees established by the Board of Directors have the following main functions and duties:

a) Advise the Board of Directors on the development and issuance of policies and regulations to carry out the governance tasks of the Board of Directors.

b) Advise the Board of Directors on monitoring the performance of directives, policies and regulations according to their assigned duties.

c) Recommend the measures to improve the efficiency of management and governance of VietinBank.

The specific functions and duties of each Committee are stipulated in the regulation on the Organization and Operation of each Committee issued by the Board of Directors under provisions of the law and the requirements of the Board of Directors from time to time.

4. The Head of each Committee must be a member of the Board of Directors and he/she shall be appointed or dismissed by the Board of Directors.

### **Article 11. The Secretaries to the Board of Directors**

1. The Secretaries to the Board of Directors are appointed by the Board of Directors in accordance with the regulations on staffing of VietinBank.

2. The Secretaries' duties are assigned by the Board of Directors.

## **Chapter III**

### **DUTIES AND POWERS OF THE BOARD OF DIRECTORS, CHAIRMAN AND MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 12. Powers and obligations of the Board of Directors**

The powers and obligations of the Board of Directors shall follow provisions in Article 39 of the Charter of VietinBank.

#### **Article 13. Powers and obligations of members of the Board of Directors**

In addition to the rights and obligations specified in Article 42 of the Charter of VietinBank, members of the Board of Directors have the following rights and obligations:

1. To comply with the Law, the Charter of VietinBank, resolutions and decisions of the General Meeting of Shareholders of VietinBank.

2. In performing assigned tasks, members of the Board of Directors have the right to request any Executive officer, Capital Representative of VietinBank at capital receiving units, managers, related employees and units to work directly with them to grasp the operational situation and implementation of resolutions and regulations of the

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## Board of Directors.

3. Members of the Board of Directors perform duties and tasks as assigned by the Board of Directors, the Chairman of the Board of Directors and as authorized by the Chairman of the Board of Directors; To be responsible to the Board of Directors and Chairman of the Board of Directors for assigned and authorized duties and tasks.

4. In case of absence or inability to perform his/her rights and obligations, a member of the Board of Directors has the right to:

a) Authorize other members of the Board of Directors to carry out one or several tasks in the areas assigned/authorized by the Chairman of the Board of Directors after consulting and receiving the consent of the Chairman of the Board of Directors. In case of non-authorization, report to the Chairman of the Board of Directors to assign or authorize other members to handle the tasks or be in charge of his/her scope of work during the period of his/her absence/inability to perform the tasks.

b) Authorize another member of the Board of Directors to vote for approval of a decision of the Board of Directors in accordance with the law on authorization if accepted by the majority of other members of the Board of Directors, except for the provisions in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18, Article 70 of the Law on Credit Institutions and Clauses 2, 6, 7, 9, 10, 12, 13, 14, 18, 22, 26 Article 39 VietinBank's Charter.

5. Members of the Board of Directors must fully and accurately notify VietinBank of their interests at other organizations, transactions with other organizations or individuals that may conflict with the interests of VietinBank and may only engage in transaction upon approval by the Board of Directors.

6. Members of the Board of Directors must disclose related interests in accordance with the provisions of the law, the Charter of VietinBank.

7. Members of the Board of Directors shall not compete illegally with VietinBank or facilitate any third party, causing damages to the interests of VietinBank.

8. Other rights and obligations in accordance with the Law, and internal regulations of VietinBank.

## **Article 14. Powers and obligations of Chairman of the Board of Directors**

1. The Board of Directors shall elect the Chairman among the members of the Board of Directors following the principle of majority. The Chairman of the Board of Directors must reside in Vietnam during his term of office. The Chairman of the Board of Directors is in charge of the overall operation of the Board of Directors.

2. The Chairman of the Board of Directors performs all duties and powers in accordance with the provisions of law, VietinBank's Charter on organization and operation, Internal governance regulations, and Regulation on organization and operation of the Board of Directors; directing the work of the Board of Directors, Committees under the Board of Directors, members of the Board of Directors, major and important tasks, strategic issues in all fields of operations within the functions, duties and powers of the

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Board of Directors; authorizing other members of the Board of Directors to perform his/her duties and powers according to the provisions of law and the Charter.

3. The Chairman of the Board of Directors assigns members of the Board of Directors to take lead in monitoring, directing the handling/making proposals in relation to the matters under the authority of the Board of Directors; supervising members of the Board of Directors in carrying out their assignments and their performance of the rights and obligations of Board members.

4. To assign members of the Board of Directors to assist the Chairman of the Board of Directors in arranging the approval of decisions of the Board of Directors in the field/scope of work that is assigned to each of them as the focal point in management.

5. To assign members of the Board of Directors to assist the Chairman of the Board of Directors in supervising the course of arranging the execution of the decisions of the Board of Directors, evaluating the effectiveness of management activities, and implementation of business strategies and plans, resolutions, decisions of the Board of Directors in the field/scope of work that is assigned to each of them as the focal point in management.

6. To handle, on behalf of the Board of Directors, ad-hoc, urgent, force majeure matters that may cause high risks to capital, assets, reputation, prestige and brand name under the authority of the Board of Directors that requires urgent and immediate action; and to report to the Board of Directors in the nearest upcoming meeting by the Chairman.

7. To decide, on behalf of the Board of Directors, the contents which have been approved or agreed in principle by the Board of Directors, and to report in the nearest upcoming meeting of the Board of Directors on the matters decided.

8. To decide, on behalf of the Board of Directors, on matters assigned by the Board of Directors according to VietinBank's internal regulations.

#### **Article 15. Information rights of members of the Board of Directors**

1. To have the right to request the Executive officers, VietinBank's Capital representatives at Capital Receiving Units, managers, staff members in VietinBank to provide information on unlimited basis on governance and administration activities, business operation and other operations of VietinBank according to the provisions of Law, VietinBank's Charter and other internal regulations of VietinBank.

2. Any requested by a member of the Board of Directors must promptly, fully and accurately provide information and documents at the request of such member of the Board of Directors.

### **Chapter IV**

#### **Meetings and conferences of the Board of Directors**

#### **Article 16. Meetings and conferences of the Board of Directors**

1. Meetings and conferences of the Board of Directors include:

a) The Board of Directors organizes conferences to implement resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, major

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mechanisms and policies or important tasks of VietinBank on bank-wide basis, within a number of units, or on a specific area of operation or several areas of operations.

- b) Meetings of members of the Board of Directors (Board of Directors Meetings).
- c) Meetings of the Board of Directors with the Board of Management:
- d) Periodically or when necessary or at the request of relevant units, the Chairman or members of the Board of Directors may work with the units at the Head Office or directly at the units.

2. Frequency of the meetings and conferences of the Board of Directors

- a) Periodical meetings and conferences
- b) Irregular meetings and conferences

3. Meetings and conferences of the Board of Directors

- a) Face-to-face.
- b) Online.

**Article 17. Order and procedures of the meetings of the Board of Directors**

The order and procedures for the meetings of the Board of Directors as prescribed in Point b, Clause 1, Article 16 of this Regulation are implemented as follows:

1. Meeting invitation

a) The meeting invitation shall be sent by the Chairman of the Board of Directors or the convener of the meeting of the Board of Directors to the members of the Board of Directors by one of the forms specified in the Charter of VietinBank at their registered contact addresses.

b) The meeting invitation and attached materials are sent to the members of the Supervisory Board as the members of the Board of Directors. Members of the Supervisory Board shall have the right to attend and discuss at the meetings of the Board of Directors but have no voting rights.

c) Materials used at the meeting and voting papers of members of the Board of Directors must be sent to the members of the Board of Directors before the meeting takes place.

2. Conditions for organizing the meetings of the Board of Directors

a) A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of the members of the Board of Directors attend directly at the meeting or by another form as prescribed below:

- To authorize another person to attend the meeting, except for the cases prescribed in Clause 4, Article 13 of this Regulation.
- To attend and vote through online conferences, electronic voting or other electronic forms;
- To send the votes to the meeting via post, fax or email. The voting papers must

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be put in a sealed envelop and sent to the Chairman of the Board of Directors or the Chairperson of the meeting (in case the Chairman of the Board of Directors does not chair the meeting) at least one hour prior to the opening time of the meeting. Votes can only be opened in the witness of all meeting participants.

b) In case there are not enough members attending the meeting as required, the meeting shall be reconvened within seven (07) days since the date intended for the original meeting. The reconvened meeting shall be held if there are more than half of the members of Board of Directors attending the meeting.

3. The method of ratifying resolutions of the Board of Directors.

a) In face-to-face meetings or online means, members of the Board of Directors will vote by ballot, verbally or raise their hands or other appropriate ways for each matter upon the Chairman's raising of the matter and concluding the discussion session. The voting status can be "for", "against" or "abstention".

In case of voting by ballot, the counting of votes is similar to that in collection of written opinions of members of the Board of Directors.

b) The Board of Directors approves decisions and issues resolutions on the basis approval by the majority of the members of the Board of Directors attending the meeting who have the right to vote. In case the numbers of votes for and against are equal, the final decision will be in favor of the side with the opinion of the Chairman of the Board of Directors or the Chairperson of the meeting (in case the Chairman of the Board of Directors does not chair the meeting of the Board of Directors).

c) Resolutions in the form of written opinions collection are passed on the basis of the consent of a majority of the members of the Board of Directors who have the right to vote. Such resolutions have the same effect and validity as the resolutions ratified at physical meetings.

4. Sending and archiving minutes and resolutions of the Board of Directors:

a) The Minutes of the Board of Directors are made in accordance with provisions in Article 44 of the Charter of VietinBank. The minutes must be signed by the Chairman and Secretary or by the members of the Board of Directors/authorized representatives attending the meeting when requested by the Chairperson of the meeting.

In case the chairperson or minutes maker refuses to sign the meeting minutes, the meeting minutes shall be effective if it is signed off by all other members of the Board of Directors as participants of the meeting and contains all contents as required according to the Law.

b) The Secretaries to the Board of Directors or the person appointed by the Chairman of the Board of Directors shall be responsible for recording the meeting minutes of the Board of Directors.

c) Resolutions and decisions of the Board of Directors are binding on the nature of enforcement within the whole system of VietinBank. The resolutions and decisions of

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the Board of Directors shall be copied for sending to the relevant units and individuals who are responsible for implementation and compliance and who should know for their collaboration.

d) The Secretaries to the Board of Directors or the unit/individual assigned by the Board of Directors are responsible for disclosing the contents of the Resolutions subject to the information disclosure requirement in accordance with law.

e) Minutes of meetings of the Board of Directors and materials used in such meetings must be kept at the Secretariat Office to the Board of Directors and relevant units.

#### **Article 18. Voting rights of members of the Board of Directors at its meetings**

1. Except for the cases specified in Clause 2 of this Article, each member of the Board of Directors attending the meeting (or an authorized person as stipulated in the Charter of VietinBank) has one (01) vote.

2. Members of the Board of Directors who have interests related to the parties to a contract or transaction shall not have the right to vote.

3. Where there is any issue arising in a meeting of the Board of Directors relating to the interests or voting right of a member of the Board of Directors which cannot be settled by the voluntary waiving of voting right of such member, decision of the Chairperson of the meeting shall be final, unless the nature or scope of the interests of the concerned member of the Board of Directors is not fully announced.

Any member of the Board of Directors benefiting from a contract or a transaction according to Article 62 of the Charter of VietinBank shall be deemed to have significant benefits in such contract or transaction.

#### **Article 19. Authority and method of obtaining opinions of members of the Board of Directors in writing or with other electronic means**

1. In order to promptly resolve matters falling within the authority of the Board of Directors, the Chairman of the Board of Directors shall decide on collection of opinions of members of the Board of Directors in writing or with other electronic means.

2. The Secretary of the Board of Directors shall prepare written opinion collection sheets and necessary documents relating to matters requesting for opinions. The written opinion forms and attached documents must be sent to the contact address of each Board member via registered mail or email, fax or other appropriate methods.

3. The opinion collection forms must contain the major contents as prescribed by the provisions of the law and the Charter of VietinBank.

4. Filled opinion forms must be signed by members of the Board of Directors and sent to the units/individuals assigned by the Board of Directors according to the guidance of the Board of Directors of VietinBank. In case a member of the Board of Directors authorizes another Board member to vote, the Chairman of the Board of Directors and the independent Board member who is assigned by the Board of Directors to supervise

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the vote counting must be notified about such authorization before or at the same time when the voting paper is sent.

5. The unit/individual assigned by the Board of Directors to count the votes and prepare vote counting minutes shall do so under the supervision of at least one independent member of the Board of Directors (In case of unavailability of the independent member of the Board of Directors, vote counting and preparation of the vote-counting minutes shall be under the supervision of at least one member of the Supervisory Board). The vote-counting minutes must have main contents as stipulated by the Law.

6. The Secretary of the Board of Directors takes part in obtaining opinions of the members of the Board of Directors in writing or with other electronic means, and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-counting.

7. Resolutions and decisions of the Board of Directors must be sent to the members of the Board of Directors within fifteen (15) days from the date of issuance.

8. Filled opinion collection form, minutes of vote counting, the full text of passed resolution and related documents which are enclosed with the opinion collection forms shall all be kept at VietinBank's Head Office.

#### **Chapter V**

#### **REMUNERATION, SALARY, WORKING AGENDA AND WORKING CONDITION OF THE BOARD OF DIRECTORS**

##### **Article 20. Wage, remuneration, bonuses and other benefits of the members of the Board of Directors**

1. Members of the Board of Directors are entitled to salary, remuneration, bonuses and other benefits in accordance with the law and internal regulations of VietinBank.

2. The Board of Directors shall estimate salary, remuneration rates, bonuses and other benefits and operating expenses of the Board of Directors and submit to the annual General Meeting of Shareholders for decision making in its annual meeting.

3. The remuneration of the members of the Board of Directors and the operating expenses of the Board of Directors shall be recorded as business expenses of VietinBank as provided for by law, shall constitute a separate item in the annual financial statements of VietinBank, and shall be reported to the annual General Meeting of Shareholders.

4. The members of the Board of Directors shall be paid for meals, accommodation, traveling and other reasonable expenses when they implement their assigned duties in accordance with the law and regulations of VietinBank.

##### **Article 21. Working agendas and plans of members of the Board of Directors**

1. Members of the Board of Directors must set up working programs and plans, strictly comply with working time in accordance with the general provisions of VietinBank; participate fully and on time in meetings as notified by the Board of

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Directors.

2. In case of business trip or absence from the office:

a) In case the Chairman of the Board of Directors is absent and unable to perform his/her duties, he/she may authorize a member of the Board of Directors to govern and direct on his/her behalf in accordance with Clause 20 of this Regulation. The form of authorization by the Chairman of the Board of Directors to a member of the Board of Directors shall comply with the regulations of VietinBank and in conformity with the provisions of the current law.

b) After any business trip, a member of the Board of Directors is responsible for reporting the results of the trip to the Chairman except for matters not relating to duties and authorities of the Board of Directors.

## **Chapter VI**

### **THE MANAGEMENT HIERARCHY, DELEGATION, AUTHORIZATION; REPORTING, DISCLOSURE OF INTERESTS AND WORKING RELATIONSHIPS, INVESTIGATION AND SUPERVISION OF THE BOARD OF DIRECTORS**

#### **Section 1**

#### **THE MANAGEMENT HIERARCHY, DELEGATION, DECENTRALIZATION OF THE BOARD OF DIRECTORS**

#### **Article 22. Principles for formulation of VietinBank's organizational structure**

1. The Board of Directors makes decisions on organizational structure of VietinBank (except for the organizational structure falling within the jurisdiction of the General Meeting of Shareholders) to ensure consistency in organization, centralization in management and decentralization in governance.

2. The organizational structure of VietinBank must be regularly reviewed and assessed to ensure alignment with business operations, timely support and close monitoring.

3. The organizational structure of VietinBank must be built on the basis of compliance with the regulations on the internal control system of the State Bank of Vietnam. In particular, the compliance function must be paid special attention to on the group-wide basis in order to control risks and ensure the sustainable development of VietinBank.

4. The organizational structure of VietinBank must clearly specify the roles and functions of each executive level in order to avoid overlapping of functions and clearly define responsibilities of all levels in management task.

#### **Article 23. Decentralization and delegation of powers of the Board of Directors**

1. The principle of decentralization and delegation

a) The Board of Directors makes decisions on strategic matters of VietinBank, strategic objectives, annual plans and management policies, framework documents of key

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operations or matters deemed necessary by the Board of Directors related to the governance and administration of VietinBank.

b) The Board of Directors makes decisions on the authority, limit and scope of the General Director's decision on VietinBank's operations to ensure that the General Director can make timely decisions in managing daily operations of VietinBank. Decentralization and delegation are reflected in internal regulations of VietinBank or documented under the form in line with the provision of laws, at the proposal of the General Director or in cases where the Board deems necessary. In cases where there is no decentralization or authorization by the Board of Directors, the maximum limit for handling the work of the General Director is the highest level permitted by the law, the State Bank of Vietnam, the Charter on organization and operation and the Financial management statute of VietinBank.

c) The Chairman of the Board of Directors, on behalf of the Board of Directors, signs or authorizes the General Director or members of the Board of Directors to sign documents to submit or report to competent authorities for their decisions on matters within the scope of duties and powers of the Board of Directors.

d) The General Director signs documents submitted to competent authorities with regard to the issues under the scope of the General Director's duties and power or the issues authorized or delegated to the General Director by the Board of Directors.

e) In extremely serious circumstances which may adversely affect the reputation and stability of VietinBank or in cases of serious ethical and legal violations, the Board of Directors may directly intervene in matters which have been decentralized and delegated to the General Director.

f) The roles of the Board of Management are advising and assuming responsibilities in executing and implementing the directions of the Board of Directors in relation to VietinBank's activities and operations.

g) The General Director heads the executive apparatus, assuming the highest responsibility to the Board of Directors and the General Meeting of Shareholders in running the operations of VietinBank. The General Director takes initiatives in running the business of VietinBank, handle the work within the scope of his/her functions, duties and powers according to the provisions of law, of VietinBank's Charter and internal regulations of VietinBank on the basis of observance of principles on governance and management specified in this Regulation.

h) The General Director is responsible for making reports in a timely and proper manner according to regulations/at the request of the Board of Directors or on matters that he/she considers as need to be known by the Board to ensure that the Board of Directors is able to fulfill its roles and responsibilities in an effort to promote the effectiveness of VietinBank's operations.

## 2. Regarding some specific issues:

a) Decisions on power decentralization and authorization regarding capital

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construction investment and fixed asset procurement are made in accordance with regulations on investment-construction management and relevant resolutions and decisions issued by the Board of Directors;

b) Decisions on decentralization and authorization contingent to economic contracts related to borrowings and loans shall comply with financial regulations, relevant decentralization and authorization statutes issued by the Board of Directors of VietinBank and provisions of the law;

c) Decisions on staffing: To comply with the Regulation on Personnel Management issued by the Board of Directors of VietinBank.

d) Other authorizations are specified in Regulation on decentralization and authorization issued by the Board of Directors of VietinBank and the regulations on financial management of VietinBank.

### 3. Delegation of authority for approval of plans:

a) The Board of Directors approves the development strategies, business strategies and annual business plans of the whole group of VietinBank; annual business plans of the subsidiaries of VietinBank.

b) The General Director is responsible for cascading the business plans to all Branches, non-business units, and subsidiaries on the basis of the strategy and business plan approved by the Board of Directors.

### 4. Decentralization in working and developing relationship with the State authorities, partners and the press agencies..

a) Chairman and members of the Board of Directors authorized by the Chairman have the rights and obligations to act in the name of the Board of Directors and in the name of VietinBank when working with state agencies, external organizations and individuals.

b) The Chairman of the Board of Directors is the representative, acting on behalf of the bank in meetings or events with the leaders of the higher level agencies, relevant departments and agencies, business partners or big customers, strategic customers, press agencies ... In case of Chairman's absence, the Chairman shall authorize another Board member or a member of the Board of Management to attend the meetings. After attending the meeting, such member of the Board of Directors or Board of Management is responsible for reporting to the Chairman of the Board of Directors on the meeting content.

c) At the important meetings and working sessions, there must be presence and presidency of the members of the Board of Directors or of the Board of Management and Supervisory Board that are assigned to monitor relevant tasks and relevant staff members. Relevant departments/centers at the Head Office are responsible for the preparation of the content and logistics for the working sessions or meetings under the direction of the chairs.

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## **5. Decentralization in a number of other matters of the Board of Directors**

a) The documents submitted by the General Director to the Board of Directors for approval must comply with the administrative and legal procedures and fully enclosed with relevant records and opinions of the relevant offices/departments and dependent units in accordance with the current regulations and processes.

b) Matters arising during the course of business management which are beyond the authority of the General Director must be submitted to the Board of Directors.

c) Written submission/reports/suggestions/recommendations to the Board of Directors for resolution must be signed by the General Director or signed by the Deputy General Director assigned/authorized by the General Director.

d) The General Director or Deputy General Director assigned/authorized by the General Director, chairpersons of the Board of Directors' Committees must submit to the Board of Directors for signing for promulgation of the regulations on internal management within the jurisdiction of the Board of Directors under provisions of the Charter of VietinBank and other provisions of the law.

### **Section 2**

## **REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 24. Submission of Annual Reports**

The submission of annual reports shall follow provisions in clause 2, Article 75 of the Charter of VietinBank.

### **Article 25. Public disclosure of related interests**

The disclosure of related interests and persons of VietinBank is carried out in accordance with the provisions of Article 60 of the Charter of VietinBank.

### **Section 3**

## **WORKING RELATIONSHIPS OF THE BOARD OF DIRECTORS**

## **REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 26. Principles of coordination in the working relationship**

The Board of Directors and its members shall co-ordinate in the working relationship according to the following principles:

1. To always be loyal to the interests of VietinBank;
2. To comply strictly with relevant provisions of the law, the Charter and internal regulations of VietinBank.
3. To observe principles of democracy, centralism, publicity and transparency.
4. To coordinate in work with the highest sense of responsibility, honesty, cooperation and coordination to overcome obstacles and difficulties (if any).

### **Article 27. Working relationship with shareholders**

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1. The Board of Directors plays an important role in coordinating the participation of VietinBank's shareholders. The Board of Directors and its members always have to respect the interests of shareholders, be accountable for providing timely and sufficiently necessary information to the extent permitted to the shareholders; at the same time keep close, frequent and long-term relationships with VietinBank's shareholders.

2. The relationship with major shareholders shall comply with the provisions of the law, the Charter and regulations of VietinBank.

#### **Article 28. Relationship among members of the Board of Directors**

1. The relationship among members of the Board is a collaborative relationship; Members of the Board of Directors are responsible for informing each other about the relevant issues in the course of handling the assigned tasks.

2. In the course of handling the assigned tasks of each Board member, upon arising of any issue requiring consultation with another member as such issue is within the scope of assignment of such member, the member of the Board of Directors who is in charge shall proactively coordinate with his/her colleague. In case of different opinions of the Board members, the member who is in charge shall report to the Chairman of the Board of Directors for consideration and decision according to his/her authority or organizing meetings to get opinions of members of the Board of Directors in accordance with the provisions of the law, the Charter and internal regulations of VietinBank.

3. In case of the re-allocation of tasks among members of the Board of Directors, the Board members shall hand over the assignments, related records and materials in writing.

#### **Article 29. Working relationship with Supervisory Board**

1. The Board of Directors is responsible for the closely collaborating with the Supervisory Board, providing the Supervisory Board all the necessary materials and information, and respecting the independence and objectivity of the Supervisory Board.

2. The Board of Directors shall create the best conditions for members of the Supervisory Board to carry out its function and duties and be responsible for directing and supervising the task of rectification and handling of misconducts as recommended by the Supervisory Board.

3. Meeting invitation, forms for the collection of opinions of the member of the Board of Directors and the accompanied documents must be sent to the members of the Supervisory Board at the same time and by the same method as to the members of the Board of Directors.

4. The Head of the Supervisory Board can notify the Board of Directors of problems arising at the meetings of the Supervisory Board if necessary;

5. The Board of Directors must be promptly notified by the Supervisory Board upon detection of violations committed by the Bank Managers as prescribed by the law and the Charter of VietinBank

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6. On a monthly basis, the Supervisory Board sends to the Board of Directors the report on the implementation of supervising tasks in compliance with the law and the Charter of VietinBank in governance and management of the bank. This report shall contain measures to rectify and deal with misconducts in the governance and management of VietinBank and measures for avoidance, correction, restriction and elimination such misconducts. On the basis of reports of the Supervisory Board, the Board of Directors shall direct the entire VietinBank group to overcome shortcomings, mistakes and implement effective business solutions in compliance with the law and the Charter of VietinBank.

7. The Board of Directors has the rights to request the Supervisory Board to implement inspection and audit tasks.

8. With the support of the Supervisory Board, the Board of Directors shall review the workload completed by internal auditors on an annual basis.

9. With the support of the Supervisory Board, the Board of Directors reviews the integrity of financial reports, financial information, and the effectiveness of internal control activities.

10. The Supervisory Board may request the Board of Directors to convene an extraordinary meeting of the Board of Directors or an extraordinary General Meeting of Shareholders as prescribed in this Regulation and the Charter of VietinBank.

11. In addition to information reported on a regular basis, members of the Supervisory Board can request the Board to provide information, documents related to business management operations of VietinBank.

12. The Board of Directors must cause all copies of financial information and other information as well as meeting minutes of the Board of Directors provided to members of the Board of Directors to be sent to members of the Supervisory Board at the same time they are sent to members of the Board of Directors.

13. Within fifteen (15) days since the end of the periodical or extraordinary inspections, the Supervisory Board must send written notices on the matters under inspection to the Board of Directors. The inspection and supervision of the Supervisory Board must neither obstruct the activities of the Board of Directors nor interrupt the management of business activities of VietinBank.

14. For the engagement with external independent consultants, the Supervisory Board must inform the Board of Directors and the General Director of the scope, value and other material contents within 48 hours from the time of establishing such service.

### **Article 30. Working relationship with the Board of Management**

1. The Board of Directors is responsible for appointing, recruiting and maintaining the stability of the Executive officers of VietinBank; whilst timely dismiss Executive officers who do not meet the conditions and standards in compliance with the law and the Charter of VietinBank.

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2. The Board of Directors decides the tasks assigned to the Board of Management in accordance with the provisions of the law and internal regulations of VietinBank on the basis of meeting practical demands in operation of VietinBank.

3. The Board of Directors directs and supervises all activities of the Executive officers on the basis of providing all of the best conditions on mechanism, policies, human resources and infrastructures in order to support them to complete their assigned duties.

4. The Board of Directors carries out commendation and take discipline measures against and deals with misconducts committed by executive officers in an objective manner on the basis of provisions of the law, the Charter and internal regulations of VietinBank.

5. Meetings of the Board of Directors, Board of Management:

a) Depending on the contents of the Board of Directors' meetings, the Chairman of the Board of Directors/chairperson of the meeting may decide to invite Deputy General Directors or heads/deputy heads of departments/centers/offices who are in charge of relevant areas to attend the meetings, and report specific issues and raise opinions (if necessary).

b) The Chairman of the Board of Directors joins the meeting or assigns each member of the Board of Directors and the Board of Management to instruct the arrangement of the quarterly review meetings by regions so that Branch Managers can report the evaluation of the performance of the work and duties assigned for the previous quarter and plans for implementation of the tasks and duties in the next quarter.

c) At the periodical or irregular Board of Management's meetings or the meetings related to the important contents chaired by a member of the Board of Management, the chairperson may invite the Chairman or relevant members of the Board of Directors to attend the meetings to directly give instructions (if any). The General Director must send 01 copy of the meeting conclusions to the Chairman of Board of Directors.

d) The Board of Directors organizes periodical, ad-hoc or thematic meetings with Managers, Executive Officers, Board of Management, Divisions/Departments/Units to direct, inspect and supervise the implementation of the Board resolutions and tasks assigned by the Board of Directors. The Chairman of the Board of Directors chairs the meeting or assigns a member of the Board of Directors to chair the meeting.

6. Information and reporting regime of the Board of Directors and the Board of Management

a) Resolutions and decisions of the Board of Directors are enforceable. During execution of the resolutions and decisions of the Board of Directors, upon detection of any matter that is not in the interest of VietinBank, the General Director shall propose the Board of Directors to review and to revise such resolutions and decisions. In case the Board of Directors does not revise the resolutions and decisions, the General Director has to continue implementing such resolutions. However, he/she has the rights to reserve

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his/her opinion and make proposals to the General Meeting of Shareholders or other competent authorities.

b) The Board of Management shall set up, develop and register their plans, specific tasks in each period of VietinBank, and must report those contents to the Board of Directors.

c) The General Director is responsible for reporting to the Board of Directors matters related to the running of business of VietinBank and the execution results of the Board of Directors' resolutions/decisions on a quarterly/annually basis or ad-hoc basis at the request of the Board of Directors.

d) Within seven (7) days from the end of each month, quarter and year, the General Director submits to the Board of Directors a written report on business operations and orientations for the coming time of VietinBank.

e) In addition to the periodic reporting, at the request of the members of the Board of Directors, the Board of Management shall directly report or provide information and reports on the handling of work under the assigned scope of work.

f) Upon detection of any risk or incident that might have great adverse impact on the reputation or business activities of VietinBank or other cases deemed necessary, the Board of Management and Executive officers of VietinBank must immediately report to the Chairman of the Board of Directors and other members of Board of Directors who are directly in charge of that field for information and instructions for prompt solutions.

g) Documents of the General Director and Deputy General Directors on direction and management related to the implementation of the State's guidelines and policies, of the Board of Directors' resolutions and decisions, or of the documents guiding the implementation of the Board of Directors' regulations and mechanisms must be copied and sent to the Chairman and members of the Board of Directors.

h) The Board of Management is responsible for creating all favorable conditions for members of the Board of Directors to perform their assigned tasks, access information and reports in the fastest timeframe.

### **Article 31. Coordination in other working relationships**

1. The Board of Directors of VietinBank facilitates members of the Board of Directors, the Supervisory Board, Executive officers, officers and employees of VietinBank (referred to as officers and employees) in participating in training courses, conferences, seminars and on-site study tours in the country or overseas to improve professional qualifications, experiences and to enhance the management knowledge. The participation in training courses, seminars must not affect the operation of VietinBank.

2. Particularly in relation to the appointment of VietinBank's officers and delegations participated in the training courses, conferences, seminars and study tours overseas, the General Director shall make proposals and submit to the Chairman of the Board of Directors for consideration and decision.

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## **Article 32. Inspection and supervision by the Board of Directors**

### **1. Principles and methods of inspection and supervision**

a) Inspection and supervision shall be done regularly, unceasingly and comprehensively over all areas of VietinBank's activities.

b) Ensuring efficiency, improving discipline, bringing about positive impacts to VietinBank's operations.

c) Establishing a Risk Management Committee, a Human Resources Committee in accordance with the State Bank of Vietnam's regulations and other committees (if necessary) to assist the Board of Directors in carrying out high-level supervision function.

2. The Board of Directors inspects and supervises the implementation of Resolutions of the Board of Directors and the General Meeting of Shareholders by:

a) Building an internal control system and ensuring the validity and efficiency of the internal control system.

b) Formulating and arranging for supervision of the implementation of strategies, action plans, policies, objectives, orientations and directions of the Board of Directors in resolutions and tasks assigned by the Board of Directors.

c) Arranging the control over the operation and maintenance of the management information system and information exchange mechanism.

d) Maintaining a culture of control and professional ethics.

e) Handling and correcting the shortcomings and limitations of the internal control system.

f) The performance of responsibilities of the General Director, Deputy General Directors/ Division Directors, Units and competent persons in implementation of strategies, action plans, policies, objectives, and directions and instructions of the Board of Directors in the resolutions and tasks assigned by the Board of Directors.

g) Contents on risk monitoring according to internal regulations issued by the Board of Directors.

3. The Board of Directors adopts multiple forms of supervision, including but not limited to the following forms:

a) Through VietinBank's management information systems.

b) Through periodic or ad-hoc reports.

c) By direct working sessions according to the plan or through ad-hoc working sessions at the request of the Board of Directors.

d) Through the establishment of inspection and verification teams

e) Other forms according to the provisions of the law and VietinBank's internal regulations.

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## **Chapter VII**

### **ENFORCEMENT TERMS**

#### **Article 33. Application of the law**

1. The organization and operation of the Board of Directors shall comply with the provisions of this Regulation, the Charter of VietinBank and the provisions of the law of Vietnam relating to the organization and operation of the Board of Directors of joint-stock commercial banks.

2. Where this Regulation is silent on or contains provisions which are not consistent with the provisions of Vietnamese law, the provisions of Vietnamese law shall prevail.

3. Where this Regulation is silent on or contains provisions which are not consistent with the Charter of VietinBank, the provisions of the Charter shall prevail.

#### **Article 34. Transition clause**

1. Members of the Board of Directors of VietinBank elected and appointed before the effective date of this Regulation who do not meet the provisions of Clause 3, Article 7; Clauses 2 and 2 Article 8 of this Regulation may continue their incumbency until the end of the term or until the expiration of the term of election or appointment.

2. The Board of Directors of VietinBank elected before the effective date of this Regulation that does not meet the provisions of Clauses 2, Article 7 of the Regulation may continue to operate until the end of the term of the Board of Directors.

#### **Article 35. Execution provisions**

1. This Regulation takes effect from     /     /2026.

2. The amendment, supplement or replacement of the provisions related to this Regulation shall be submitted by the Board of Directors to VietinBank's General Meeting of Shareholders for decision.

**PP. THE BOARD OF DIRECTORS**  
**CHAIRMAN**

**Tran Minh Binh**

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ANNEX  
CHANGES TO THE REGULATION ON THE ORGANISATION AND OPERATION OF THE BOARD OF DIRECTORS OF  
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No.	Existing regulation		Draft text of the revised regulation		Grounds for changes
	Article	Content	Article	Content	
1	Article Relevant documents 4.	1. The Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024. 2. The Law on Enterprises No.59/2020/QH14 dated June 17, 2020. 3. The Law on Securities No. 54/2019/QH14 dated November 26, 2019. 4. The Decree No. 155/2020/NĐ-CP dated December 31, 2021 by the Government detailing the implementation of several articles of the Law on Securities.	Article Relevant documents 4.	1. The Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its subsequent amending documents. 2. The Law on Enterprises No.59/2020/QH14 dated June 17, 2020, and its subsequent amending documents. 3. The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its subsequent amending documents. 4. The Decree No. 155/2020/NĐ-CP dated December 31, 2021 by the Government detailing the implementation of several articles of the Law on Securities, and its subsequent amending documents.	Subsequent amending documents are included
2	Article Interpretation of terms 5.	Not available yet	Article Interpretation of terms 5.	5. "Electronic means" means hardware, software, information systems or other means operating based on information technology, electrical technology, electronics, digital technology, magnetic technology, wireless transmission technology, optical technology, electromagnetic technology or other similar technologies.	Supplemented the definition of "Electronic means" as stipulated in Clause 2, Article 3 of the Law on Electronic Transactions 2023, because Article 19 of this draft Regulation



No.	Existing regulation		Draft text of the revised regulation		Grounds for changes
	Article	Content	Article	Content	
					adds the form of obtaining the Board of Directors' opinion by other electronic methods.
3	<b>Article 19. Authority and method of obtaining written opinions of members of the Board of Directors</b>	<p>1. In order to promptly resolve matters falling within the authority of the Board of Directors, the Chairman of the Board of Directors shall decide on collection of written opinions of members of the Board of Directors.</p> <p>2. The Secretary of the Board of Directors shall prepare written opinion collection sheets and necessary documents relating to matters requesting for opinions. The written opinion forms and attached documents must be sent to the contact address of each Board member via registered mail or email, fax or other appropriate methods.</p> <p>3. The opinion collection forms must contain the major contents as prescribed by the provisions of the law and the Charter of VietinBank.</p> <p>4. Filled opinion forms must be signed by members of the Board of Directors and sent to the units/individuals assigned by the Board of Directors according to the guidance of the Board of Directors of VietinBank. In case a member of the Board of Directors</p>	<b>Article 19. Authority and method of obtaining opinions of members of the Board of Directors in writing or with other electronic means</b>	<p>1. In order to promptly resolve matters falling within the authority of the Board of Directors, the Chairman of the Board of Directors shall decide on collection of opinions of members of the Board of Directors in writing <i>or with other electronic means</i>.</p> <p>2. The Secretary of the Board of Directors shall prepare written opinion collection sheets and necessary documents relating to matters requesting for opinions. The written opinion forms and attached documents must be sent to the contact address of each Board member via registered mail or email, fax or other appropriate methods.</p> <p>3. The opinion collection forms must contain the major contents as prescribed by the provisions of the law and the Charter of VietinBank.</p> <p>4. Filled opinion forms must be signed by members of the Board of Directors and sent to the units/individuals assigned by the Board of Directors according to the guidance of the Board of Directors of VietinBank. In case a</p>	The form of collecting opinions with other electronic means is added to adhere to Clause 2, Article 3 of the 2023 law on electronic transactions.

No.	Existing regulation		Draft text of the revised regulation		Grounds for changes
	Article	Content	Article	Content	
		<p>authorizes another Board member to vote, the Chairman of the Board of Directors and the independent Board member who is assigned by the Board of Directors to supervise the vote counting must be notified about such authorization before or at the same time when the voting paper is sent</p> <p>5. The unit/individual assigned by the Board of Directors to count the votes and prepare vote counting minutes shall do so under the supervision of at least one independent member of the Board of Directors (In case of unavailability of the independent member of the Board of Directors, vote counting and preparation of the vote-counting minutes shall be under the supervision of at least one member of the Supervisory Board). The vote-counting minutes must have main contents as stipulated by the Law.</p> <p>6. The Secretary of the Board of Directors takes part in obtaining written opinions of the members of the Board of Directors and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-counting.</p> <p>7. Resolutions and decisions of the Board of Directors must be sent to the</p>		<p>member of the Board of Directors authorizes another Board member to vote, the Chairman of the Board of Directors and the independent Board member who is assigned by the Board of Directors to supervise the vote counting must be notified about such authorization before or at the same time when the voting paper is sent.</p> <p>5. The unit/individual assigned by the Board of Directors to count the votes and prepare vote counting minutes shall do so under the supervision of at least one independent member of the Board of Directors (In case of unavailability of the independent member of the Board of Directors, vote counting and preparation of the vote-counting minutes shall be under the supervision of at least one member of the Supervisory Board). The vote-counting minutes must have main contents as stipulated by the Law.</p> <p>6. The Secretary of the Board of Directors takes part in obtaining opinions of the members of the Board of Directors in writing <i>or with other electronic means</i>, and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-</p>	



No.	Existing regulation		Draft text of the revised regulation		Grounds for changes
	Article	Content	Article	Content	
		<p>members of the Board of Directors within fifteen (15) days from the date of issuance.</p> <p>8. Filled opinion collection form, minutes of vote counting, the full text of passed resolution and related documents which are enclosed with the opinion collection forms shall all be kept at VietinBank's Head Office.</p>		<p>counting.</p> <p>7. Resolutions and decisions of the Board of Directors must be sent to the members of the Board of Directors within fifteen (15) days from the date of issuance.</p> <p>8. Filled opinion collection form, minutes of vote counting, the full text of passed resolution and related documents which are enclosed with the opinion collection forms shall all be kept at VietinBank's Head Office.</p>	
4	<b>Article 35.</b> <b>Execution provisions</b>	1. This Regulation takes effect from July 1, 2024.	<b>Article 35.</b> <b>Execution provisions</b>	1. This Regulation takes effect from ... ... 2026.	The date of effect of the regulation is revised accordingly.



**REGULATION**  
**ON INTERNAL GOVERNANCE OF VIETNAM JOINT-STOCK**  
**COMMERCIAL BANK FOR INDUSTRY AND TRADE**

*(Revised in 2026)*

*Hanoi,*

*2026*



*Handwritten signature or mark.*

# **REGULATION ON INTERNAL GOVERNANCE OF VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE**

*(Issued in accordance with Resolution No. /NQ-DHDCD dated / /2026 of the Annual General Meeting of Shareholders in 2026 of VietinBank)*

## **Chapter I: GENERAL PROVISIONS**

### **Article 1. Purpose of promulgation, scope of regulation and subject of application**

1. This Regulation is applicable to Vietnam Joint Stock Commercial Bank for Industry and Trade. This Regulation was built based on the provisions of the Law on Enterprises, the Law on Credit Institutions, the Law on Securities and the adoption the international practices of banking governance in the context of Vietnam in order to implement a comprehensible policy on internal governance and ensure sustainable development and transparency of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).

2. This Regulation provides for:

a) Fundamental principles on the governance of VietinBank to protect the legitimate rights and interests of shareholders.

b) The role, responsibilities, obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the procedures and order of the General Meeting of Shareholders; nomination, election, dismissal and removal of members of the Board of Directors, Supervisory Board, General Director and other activities in accordance with the Charter of VietinBank.

c) The processes and procedures for the coordination of activities among the Board of Directors, Supervisory Board, Board of Management of VietinBank.

3. This Regulation is applied to relevant bodies in the organizational structure for governance and supervision of VietinBank. The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the General Director and other relevant units of VietinBank.

### **Article 2. Basic principles**

This Regulation is built on the basis of the following fundamental principles of governance:

1. Complying with the relevant provisions of the Law and the Charter of VietinBank.

2. Ensuring an efficient governance and management structure, towards international standards.

3. Honoring and protecting the rights of shareholders.

4. Equal treatment of shareholders.

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5. Assuring the roles of stakeholders of VietinBank.
6. Preventing conflicts of interest.
7. Transparency in the operation of VietinBank.
8. Effective leadership and supervision of the Board of Directors and the Supervisory Board over VietinBank.

### **Article 3. Interpretation of terms and abbreviations.**

Except where the provisions or context of this Regulation state otherwise, the following terms shall have the meaning set forth below:

1. Vietnam Joint Stock Commercial Bank for Industry and Trade: VietinBank.
2. The Board of Management of VietinBank comprises of the General Director, Deputy General Directors, Chief Accountant of VietinBank.
3. Charter is the Charter on Organization and Operation of VietinBank.
4. Non-executive member of the Board of Directors is a member as provided for in Clause 23, Article 1 of VietinBank's Charter<sup>1</sup>.
5. Independent member of the Board of Directors (hereinafter referred to as independent Board Member) is a member as provided for in Clause 22 Article 1 of VietinBank's Charter<sup>2</sup>.
6. Related person means an individual or organization that has direct or indirect relationship with another individual or organization, falling into the cases specified in Clause 20 of Article 1 of VietinBank's Charter<sup>3</sup>.

Terms defined in the Charter of VietinBank have the same meaning as they are in this Regulation.

### **Article 4. Organization Structure for Governance and Management**

The organization structure for governance and management of VietinBank comprises:

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Supervisory Board.
4. The General Director.

## **Chapter II: GENERAL MEETING OF SHAREHOLDERS**

### **Article 5. Powers, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest decision-making body of

<sup>1,2,3</sup> Article 1. Interpretation of terms and expressions

<sup>1,2,3</sup> Article 1. Interpretation of terms and expressions

<sup>1,2,3</sup> Article 1. Interpretation of terms and expressions

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VietinBank.

2. The General Meeting of Shareholders has the rights and obligations as provided for in Article 27 of the Charter of VietinBank<sup>4</sup>.

**Article 6. Orders, procedures of the General Meeting of Shareholders approval of Resolution by voting at the General Meeting of Shareholders**

1. The right to convene the General Meeting of Shareholders: The General Meeting of Shareholders shall be convened by the Board of Directors or in the cases stipulated in Clause 4 of Article 26 of VietinBank's Charter<sup>5</sup>.

2. Prepare the list of shareholders who are eligible to attend the meeting

a) The convener of the General Meeting of Shareholders is responsible for preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Such list of shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the Securities Ownership Register of VietinBank. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.

b) Shareholders have the right to check, look up, extract, copy names and contact addresses of shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders; to request correction of incorrect information or supplement necessary information about themselves in the list of shareholders eligible to attend the General Meeting of Shareholders in accordance with the provisions of the Charter of VietinBank through the Secretary of VietinBank.

3. Notice of closing the list of shareholders eligible to attend the meeting of the General Meeting of Shareholders: VietinBank discloses information on the expected final registration date to exercise the right to the existing shareholders to attend the General Meeting of Shareholders on VietinBank's website at least 20 days prior to the expected final registration date. .

4. Notice on convening the General Meeting of Shareholders

a) The conveners of the General Meeting of Shareholders must send meeting invitation to all shareholders eligible to participate in the meeting no later than 21 days (from the date the invitation letters are duly sent or delivered, paid or put into the postboxes) prior to the opening date of the meeting . The meeting invitation must contain the name, address of the headquarters, and the enterprise code; name, contact address of the Shareholder, time, venue of the meeting and other requests for attendees of the meeting.

<sup>4</sup> Article 26. General Meeting of Shareholders

<sup>5</sup> Article 27 Rights and obligations of the Board of Directors

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th.

b) The meeting invitation is sent in a way to ensure it reaches the Shareholder's contact address and is posted on VietinBank's website; If deemed necessary, VietinBank may publish the invitation on daily central or provincial magazines.

5. Agenda and content of the General Meeting of Shareholders:

The meeting invitation is sent in a way to ensure it reaches the Shareholder's contact address and is posted on VietinBank's website; If deemed necessary, VietinBank may publish the invitation on daily central or provincial magazines.

The meeting agenda, documents related to issues to be voted at the meeting are sent to the shareholders and/or posted on the VietinBank's website. In cases where the documents are not enclosed with the invitation letters of the General Meeting of Shareholders, the invitation letters must clearly indicate how and where to download the entire meeting documents accessible by shareholders, including:

- a) The agenda, materials used in the meeting and draft resolutions.
- b) List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
- c) Voting papers;
- d) Draft resolution for each matter in the agenda;

6. Materials of the General Meeting of Shareholders and recommendations of shareholders to be included in the agenda of the General Meeting of Shareholders.

a) At least 21 days prior to the opening date of the General Meeting of Shareholders, the Chairman of the Board of Directors is responsible for directing and ensuring that relevant departments have finished sending invitation materials to shareholders eligible to attend the General Meeting of Shareholders according to the provisions in Article 30 of VietinBank's Charter<sup>6</sup>.

b) The Board of Directors will review all matters proposed by shareholders to be included in the agenda of the General Meeting of Shareholders when approving the agenda and contents of the General Meeting of Shareholders in accordance with Article 30 of VietinBank's Charter<sup>7</sup>.

c) A shareholder or a group of shareholders in accordance with clause 3 of Article 23<sup>8</sup> of VietinBank's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and sent to VietinBank at least 03 business days prior to the opening of the General Meeting of Shareholders. The proposal must clearly state the name of the Shareholder, the number of shares of each type of Shareholder, and issues proposed to be included in the meeting agenda.

d) Convener of the General Meeting of Shareholders has the right to reject the proposals to add subject matters into the agenda of the General Meeting of Shareholders made by shareholders in accordance with provisions in Clause 5 of Article 30 of

<sup>6,7,9</sup> Article 30. Convening, agenda and notice of General Meeting of Shareholders

<sup>7,9</sup> Article 30. Convening, agenda and notice of General Meeting of Shareholders

<sup>8</sup> Article 23. Rights of shareholders

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VietinBank's Charter<sup>9</sup>. In this case, within 02 days at the latest, the convener of the meeting of the General Meeting of Shareholders must reply in writing, clearly stating the reason for rejection.

e) The convener of the General Meeting of Shareholders will put matters proposed by shareholders into a separate agenda of the General Meeting of Shareholders. This agenda shall only officially added to the meeting agenda and contents upon approval by the General Meeting of Shareholders.

7. Conditions for conducting a General Meeting of Shareholders are in accordance with Article 31 of the VietinBank's Charter<sup>10</sup>.

#### 8. Registration for participation of the General Meeting of Shareholders

a) Shareholders eligible to attend the General Meeting of Shareholders in accordance with the law, the Charter of VietinBank may attend the meeting in person or authorize their representatives to attend the meeting. The authorization shall comply with the provisions of Clause 3, Article 28 of the Charter of VietinBank<sup>11</sup> and relevant laws.

b) Before the opening of the meeting, VietinBank must carry out the procedures for shareholder registration to attend the General Meeting of Shareholders until all the shareholders eligible to attend the meeting who present at the meeting have registered.

c) The Board of Directors is responsible for appointing VietinBank's Corporate Secretary or a body/individual to arrange for the registration of the General Meeting of Shareholders, check and announce the number of attendees in comparison to the required minimum attendance rate. This ratio must be announced right after completing the registration of shareholders attending the meeting and before the shareholders vote.

d) Documents that need to be brought to the meeting, presented and checked when registering to attend the General Meeting of Shareholders will be specified in the meeting invitation, including: Citizen card, ID card, Passport, other legal identification documents, invitation letter and power of attorney (in case of authorization). Registration is done at the venue where the General Meeting of Shareholders takes place.

e) Shareholders who are late for the General Meeting of Shareholders have the right to register immediately and are entitled to participate and vote at the meeting.

#### 9. Procedures for conducting the General Meeting of Shareholders

Procedures for conducting and voting at the General Meeting of Shareholders are specified in Article 32 of the Charter of VietinBank<sup>12</sup>.

#### 10. Opening of the General Meeting of Shareholders

a) Upon the satisfactory of the required minimum number of attendees as

<sup>10</sup> Article 31. Conditions for implementation of General Meeting of Shareholders

<sup>11</sup> Article 28. Rights to attend General Meeting of Shareholders

<sup>12,13,14</sup> Article 32. Procedures for meeting and voting at the General Meeting of Shareholders

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provided for in the VietinBank's Charter, the Chairperson shall declare the opening of the General Meeting of Shareholders.

b) The Chairperson of the General Meeting of Shareholders is prescribed in Clause 3 Article 32 of the VietinBank's Charter<sup>13</sup>.

c) The Chairperson of the General Meeting of Shareholders nominates one or more secretaries to record the minutes of the meeting in accordance with the provision of Clause 3 Article 32 of the VietinBank's Charter<sup>14</sup>.

#### 11. The election of Vote Counting Committee

At the request of the Chairperson of the meeting, the General Meeting of Shareholders shall elect a Vote-counting Committee. Vote-counting Committee shall operate under the instruction of the Chairperson. The Vote Counting Committee is responsible for the vote counting and reporting in writing on the vote counting result after the end of the General Meeting of Shareholders.

#### 12. Meeting agenda and regulation announcement

a) The Chairperson of the General Meeting of Shareholders presents contents and agenda to shareholders and delegates. The meeting agenda and content must be approved by the General Meeting of Shareholders during its opening session.

b) For matters arising beyond the agenda of the General Meeting of Shareholders, the Chairperson take measures deemed necessary and reasonable to conduct the meeting in an orderly manner, in accordance with the approved agenda and in a way to ensure that the meeting reflects the desires of the majority of participants.

#### 13. Discussion on the matters included in the agenda

The General Meeting of Shareholders shall discuss and vote for each matter included in the meeting agenda under the presidency of the Chairperson.

#### 14. Voting

a) Upon shareholders' registration, each shareholder shall be provided with "voting cards/papers" issued by VietinBank which contain unique features such as shareholders' code, full name of shareholders, the number of votes of such shareholders and other necessary contents.

b) The number of votes of a shareholder is equivalent to the number of shares held by that shareholder or represented by that shareholder.

c) The General Meeting of Shareholders shall discuss and vote for each of the issues included in the meeting agenda. Upon voting at the meeting, voting cards "for" in favor of the resolution shall be collected first, voting cards "against" shall be collected later on. Finally votes "for", "against" and "abstention" will be gathered. The result of vote counting will be announced by the Chairperson right before the closing time of the meeting.

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15. Announcement of vote counting result and the decision of the General Meeting of Shareholders: The voting results shall be announced by the Chairperson or the Head of the Vote Counting Committee right before the closing of the General Meeting of Shareholders. The voting results show total number of yea votes, nay votes or abstention for each matter.

16. Closing of the General Meeting of Shareholders: The Chairperson declares the closing of the General Meeting of Shareholders after: (i) All matters in the agenda have been discussed and voted, and (ii) the vote counting result has been announced.

17. Voting card/paper keeping: After the end of the General Meeting of Shareholders, the Vote Counting Committee must ensure that all voting cards/papers, voting written guidelines and Vote counting minutes are sealed and kept as record by the Board of Directors' Secretariat under the form of classified documents in accordance with VietinBank's regulations.

18. The Minutes of the General Meeting of Shareholders are specified in Article 35 of the Charter of VietinBank<sup>15</sup>.

**Article 7. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of shareholders' written opinion poll, online conference and other forms**

1. The Board of Directors has the right to get shareholders' opinion in writing, via online conference or other forms to adopt decisions of the General Meeting of Shareholders if it deems necessary for the interest of VietinBank.

2. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of shareholders' written opinion poll shall comply with provisions in Article 34 of the VietinBank's Charter<sup>16</sup>.

3. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of online conference or other forms shall comply with provisions the applicable law, VietinBank's Charter and guidance of the Board of Directors of VietinBank.

**Article 8. Resolution of the General Meeting of Shareholders.**

1. Resolutions of the General Meeting of Shareholders must be disclosed to the public in compliance with law from time to time.

2. Resolutions of the General Meeting of Shareholders shall be adopted in accordance with the provisions of Article 33 of the Charter of VietinBank<sup>17</sup> and have the highest enforcement power within VietinBank. All departments and individuals (including members of the Board of Directors, the Supervisory Board and the Board of Management), all shareholders (institutions and individuals) shall be obliged to implement such decisions.

<sup>15</sup> Article 35. Minutes of the General Meeting of Shareholders

<sup>16</sup> Article 34. Powers and procedures for getting written opinions from the Shareholders for approval of the Decision by the General Meeting of Shareholders

<sup>17, 19</sup> Article 33. Approval of the Resolution by the General Meeting of Shareholders

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3. In case the Resolution of the General Meeting of Shareholders are impossible to implement due to practical causes, the Board of Directors may, directly or at the request of the relevant stakeholder, report and submit to the General Meeting of Shareholders for reviewing, amending, supplementing/revoking the Resolution issued at the annual or extraordinary meeting or through written opinion poll.

4. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of shareholders referred to in Clause 3 of Article 23 of the VietinBank's Charter<sup>18</sup> shall have the right to request the Court or Arbitration to consider and revoke the Resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening and issuance of Resolution of the General Meeting of Shareholders fail to comply with the provisions of the VietinBank's Charter and the law in material respects, except for the cases specified in Clause 6, Article 33 of the VietinBank's Charter<sup>19</sup>.

b) The contents of the resolutions violate the provisions of the law and the Charter of VietinBank.

#### **Article 9. Expenses related to the General Meeting of Shareholders**

All necessary expenses for the convening and conducting of the General meeting of shareholders as specified in clauses 3, 4, Article 26 of the VietinBank's Charter<sup>20</sup> shall be borne or reimbursed by VietinBank. Such expenses shall not consist of expenses incurred by the shareholders when they attend the General meeting of Shareholders, including expenses for meals, accommodation and travel.

### **CHAPTER III: THE BOARD OF DIRECTORS**

#### **Article 10. Roles and organizational structure and conditions of the members of the Board of Directors**

##### **1. Roles of the Board of Directors**

a) The Board of Directors is the governing body of VietinBank which has full powers to exercise all rights on behalf of VietinBank, except for matters which fall within the authority of the General Meeting of Shareholders.

b) The Board of Directors is responsible for developing VietinBank's strategy and determining priorities in VietinBank's business operation, directing and controlling the management, making decision on matters which are not under the authority of the General Meeting of Shareholders. The authority of the Board of Directors focuses on the below areas:

<sup>18</sup> Article 23. Rights of Shareholders

<sup>20</sup> Article 26. General Meeting of Shareholders

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- (i) Develop, monitor and review business strategies, targets and plans;
- (ii) Establish criteria for evaluation of effectiveness in implementing strategies and targets;
- (iii) Set up a system of governance and management policies, key operational policy frameworks and risk appetite of VietinBank;
- (iv) Control, monitor and evaluate the performance of management and operation activities;
- (v) Ensure the rights and interests of shareholders;
- (vi) Issues related to capital and assets of VietinBank; information disclosure to stakeholders;
- (vii) Issues related to the reputation and relationship of VietinBank with the state agencies and stakeholders;
- (viii) Develop and/or decide the succession plans and appointment of managerial positions within the scope of authority.

c) The authority of the Board of Directors is specified in the Regulation on organization and operation of the Board of Directors.

## 2. Mechanism of operation:

The Board of Directors operates in accordance with the Regulation on organization and operation of the Board of Directors of VietinBank. The Board of Directors gives directions and instructions in a comprehensive manner to implement the orientations, objectives and business plans of VietinBank which have been approved by the General Meeting of Shareholders subject to relevant provisions of law and the Charter of VietinBank.

## 3. The structure, criteria and conditions to serve as a member of the Board of Directors

a) The Board of Directors consists of a Chairman and Board members. The Board of Directors establishes assisting committees to assist the Board of Directors, specifically HR Committee, Risk Management Committee and other committees in accordance with the provisions of the State Bank and the Law.

b) Criteria and conditions to serve as a member of the Board of Directors, independent member of the Board of Director shall comply with the provisions of Article 38 of the Charter of VietinBank<sup>21</sup> and the law.

## Article 11. Powers and obligations of the Board of Directors

1. The Board of Directors is a management body of VietinBank which, in the name of VietinBank, has full authority to make decisions and exercise rights and obligations regarding objectives and benefits of VietinBank except for issues which fall within the authority of the General Meeting of Shareholders.

<sup>21</sup> Article 38. Composition, term, standards and conditions for members of the Board of Directors

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2. The Board of Directors has the powers and duties as stipulated in Article 39 of the Charter of VietinBank<sup>22</sup>, the Regulation on the Organization and Operation of the Board of Directors and the internal regulations of VietinBank.

#### **Article 12. Powers and obligations of members of the Board of Directors**

1. Rights and obligations of members of the Board of Directors are specified in Article 42 of the Charter of VietinBank<sup>23</sup>.

2. Members of the Board of Directors must exercise their powers and duties in an honest, devoted and prudent manner for the highest interests of VietinBank and in compliance with the below provisions:

a) Implementing fully and effectively the powers and obligations of members of the Board of Directors, namely:

- Acting in an honest and devoted manner for the common interests of VietinBank;

- Participating enthusiastically in a frequent manner in meetings of the Board of Directors;

- Focusing on matters discussed in the meetings of the Board of Directors, and proactively requesting meetings to be held when necessary;

- Keeping the discussed and approved contents in the meetings confidential until the Resolutions are issued.

- Reporting periodically and on ad-hoc basis to the Chairman of the Board of Directors on the area of work that the Board members are in charge of; matters for discussion and opinion gathering at meetings of Committees under the Board of Directors

- Ensuring the availability of an effective internal control system in VietinBank;

- Requesting the General Director and members of the Board of Management to provide sufficient information to the Board of Directors for members to have a firm grasp on VietinBank's matters;

- Performing the responsibility of supervising the Board of Management in an appropriate manner.

b) Board members must not take any action which causes damages to VietinBank, or harms the interests of VietinBank and its shareholders:

- Board member must not participate in the Board of Directors of competitors;

- Board member must not use VietinBank's assets and utilities to serve individual needs;

- Board members shall not disclose any information of confidential nature of VietinBank and/or companies whose shares are held by VietinBank during the time of incumbency as a member of the Board of Directors and in 03 years after resignation

<sup>22</sup> Article 39. Rights and obligations of the Board of Directors

<sup>23</sup> Article 42. Rights and obligations of the members of the Board of Directors

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from VietinBank's Board of Directors.

- Board members shall not use information or business opportunities of VietinBank for the individual interest.

### **Article 13. Process and procedures for nomination, election, dismissal and removal of member of the Board of Directors**

1. A shareholder or a group of shareholders as provided for in Clause 4, Article 23 of the Charter of VietinBank<sup>24</sup> has the right to nominate a person to the Board of Directors in accordance with Article 37 of the Charter of VietinBank<sup>25</sup>.

2. In case the number of candidates nominated by a shareholder or group of Shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders according to mechanism provided for by VietinBank which must be announced before the nomination. The procedures for the incumbent Board of Directors to introduce candidates to the Board of Directors must be conducted in accordance with the law and the Charter of VietinBank.

3. If the candidates for the Board of Directors have been identified, information related to the candidates will be incorporated into the meeting materials of the General Meeting of Shareholders and disclosed on the VietinBank's website in accordance with provisions of the law.

4. Candidates for the Board of Directors must commit on the truthfulness, accuracy and reasonableness of the personal information disclosed and undertake to perform the tasks of members of the Board of Directors in an honest manner if they are elected as members of the Board of Directors.

5. The voting to elect members of the Board of Directors shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each shareholder shall be his/her number of shares owned multiplied by the number of members to be elected to the Board of Directors, and a shareholder shall have the right to cast all of his/her votes to one candidate or allocate his/her votes to several candidates.

6. The dismissal, removal from office and automatic disqualification of membership of the Board of Directors shall comply with the provisions of Article 45 of the Charter of VietinBank<sup>26</sup>.

### **Article 14. Order and procedures of the meetings of the Board of Directors**

Order and procedures of the meetings of the Board of Directors shall follow those provisions specified in the Charter of VietinBank and detailed in the Regulation on Organization and Operation of the Board of Directors.

### **Article 15. Resolutions and decisions by the Board of Directors**

<sup>24</sup> Article 23. Rights of Shareholders

<sup>25</sup> Article 23. Rights of Shareholders

<sup>26</sup> Article 45. Default loss of status, dismissal, and removal from positions on the Board of Directors

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1. Resolutions and decisions of the Board of Directors are adopted in accordance with provisions specified in Clause 9 Article 43 of the Charter of VietinBank<sup>27</sup> and detailed in the Regulation on Organization and Operation of the Board of Directors.

2. A copy of any resolution and decision of the Board of Directors must be sent to the Head of the Supervisory Board and the General Director after issuance.

3. Resolutions and decisions of the Board of Directors have the highest enforcement power during the two General Meetings of Shareholders and only lose their effects upon revocation by the General Meeting of Shareholders. All departments and individuals of VietinBank, including members of the Board of Directors, are obliged to implement the resolutions and decisions of the Board of Directors.

4. The General Director is responsible to the Board of Directors, for directing implementation of relevant contents mentioned in the resolutions and decisions of the Board of Directors in a strict manner. The General Director must report to the Chairman of the Board of Directors for the Board of Directors' consideration upon observance of the adverse impact on VietinBank's business activities deprived from the implementation of the resolutions and decisions of the Board of Directors. If there are no new resolutions or decisions issued in replacement, the General Director is obliged to continue the implementation of the resolutions and decisions issued by the Board of Directors.

#### **Article 16. Remuneration, bonuses and benefits of the members of the Board of Directors**

1. Remuneration, bonuses and other benefits of members of the Board of Directors are specified in Article 40 of the Charter of VietinBank<sup>28</sup> and the provisions of the law from time to time.

2. The responsibility for setting the norms, the detailed remuneration and salary regime of the Board of Directors shall be taken care by the HR Committee of the Board of Directors.

#### **Article 17. Corporate Secretary, Person in charge of Corporate Governance of VietinBank**

1. VietinBank's Corporate Secretary/Secretaries might be one or more persons appointed by the Board of Directors.

2. Person in charge of Corporate Governance shall be concurrently the Corporate Secretary of VietinBank.

3. Duties of the Corporate Secretary of VietinBank

a) Assisting in organizing the convening of the General Meeting of Shareholders, collecting written opinions of shareholders; take notes of the minutes of the meeting;

b) Archiving meeting minutes of the meetings of the Board of Directors, General Meetings of Shareholders, and of any Board of Directors' committees; archiving VietinBank's records and documents (including books of meeting minutes, meeting

<sup>27</sup> Article 43. Meetings of the Board of Directors

<sup>28</sup> Article 40. Salary, remuneration, bonus and other benefits of the members of the Board of Directors

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agenda, meeting announcement, delegates, reports to regulatory bodies, reports required by the Law and correspondences with independent auditors).

c) Supporting VietinBank's Board members to perform assigned rights and obligations.

d) Supporting the Board of Directors in adopting and implementing corporate governance principles.

e) Supporting VietinBank in strengthening the shareholder relationship and protecting the lawful right and benefits of shareholders; in the compliance with the obligations of information provision and disclosure and administrative procedures.

#### 4. Duties of the Person in charge of corporate governance of VietinBank.

a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with the regulations and the related work between the company and its shareholders;

b) Preparing meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;

c) Advising on the procedures of the meetings;

d) Attending meetings;

e) Advising on procedures for making resolutions of the Board of Directors in accordance with law;

f) Providing financial information, meeting minutes of the Board of Directors and other information for members of the Board of Directors and members of the Supervisory Board;

g) Supervising and reporting to the Board of Directors on information disclosure activities of VietinBank;

h) Acting as the liaison point with related parties;

i) Keeping information confidential in accordance with laws and regulations of VietinBank;

j) Other rights and obligations in accordance with laws and regulations of VietinBank.

5. Standards applicable to the Person in charge of corporate governance of VietinBank shall be in compliance with the standards of VietinBank staff and provisions of the law. The Board of Directors of VietinBank is responsible for appointing and dismissing the person in charge of corporate governance of VietinBank. VietinBank will publish on the website of VietinBank and the Stock Exchange in accordance with the provisions of current Laws and the Charter of VietinBank on the appointment and dismissal of the Person in charge of corporate governance of VietinBank.

#### 6. Cases of dismissal of the Person in charge of corporate governance

a) Prohibited by law from holding a position;

b) Limited capacity for civil acts;

c) Failure to meet the criteria and conditions as prescribed by law, Charter of VietinBank and regulations of VietinBank;

d) According to decision of the Board of Directors;

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## **Chapter IV: THE SUPERVISORY BOARD**

### **Article 18. Roles and Organization structure of the Supervisory Board**

#### **1. Roles of the Supervisory Board**

a) The Supervisory Board is a body acting on behalf of shareholders to supervise the operation and the compliance with Law and the Charter of VietinBank in the management and administration of VietinBank; is responsible before the Law and the General Meeting of Shareholders for the implementation of its assigned powers and duties. In performing its duties, the Supervisory Board may use its rights in accordance with provisions of the Law and the Charter of VietinBank.

b) The Supervisory Board performs the role of internal audit, control and assessment of the compliance with the law, internal regulations, the Charter, rules and resolutions, decisions of the General Meeting of Shareholders and of the Board of Directors.

2. The term of office, number, composition and criteria of members of the Supervisory Board are in accordance with Article 53 of the Charter of VietinBank<sup>29</sup> and relevant laws.

#### **3. Mechanism of operation:**

a) The Supervisory Board develops, issues and implements its own Regulations on organization and operation after it is approved by the General Meeting of Shareholders.

b) The Regulation on organization and operation of the Supervisory Board must contain at least the following contents: determining the number of members of the Supervisory Board, how to elect the head of the Supervisory Board, the rule of approving decisions, the number of meetings, meeting schedules, the conditions for holding meetings, provisions on the standards and methods of performance assessment of members of the Supervisory Board, the provisions on the conditions for engagement of independent consultant, provisions on information confidentiality.

### **Article 19. Process and procedures for nomination, election, disqualification and dismissal of member of the Supervisory Board**

1. A shareholder or a group of shareholders as provided for in Clause 4, Article 23 of the Charter of VietinBank<sup>30</sup> has the right to nominate candidates to the Supervisory Board in accordance with Article 52 of the Charter of VietinBank<sup>31</sup>.

2. In the event that the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

<sup>29</sup> Article 53. Member of the Supervisory Board

<sup>30</sup> Article 23. Rights of the Shareholders

<sup>31</sup> Article 52. Nomination of members of the Supervisory Board

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3. The Supervisory Board shall elect a member as the Head of Supervisory Board.

4. Information relating to candidates for the Supervisory Board (where candidates are determined in advance) are published on the VietinBank's website in accordance with the law.

5. Candidates for the Supervisory Board must commit on the truthfulness, accuracy and reasonableness of the personal information disclosed and undertake to perform the tasks of members of the Board of Directors in an honest manner if they are elected as members of the Supervisory Board.

6. The voting to elect members of the Supervisory Board shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each shareholder shall be his/her number of shares owned multiplied by the number of members to be elected to the Board of Directors, and a shareholder shall have the right to cast all of his/her votes to one candidate or allocate his/her votes to several candidates.

7. The dismissal, removal from office and automatic disqualification of membership of the Supervisory Board shall comply with the provisions of Clauses 5, 6, Article 53 of the Charter of VietinBank<sup>32</sup>.

#### **Article 20. Process, procedures for organizing meetings of the Supervisory Board**

1. The Supervisory Board organizes meeting periodically or extraordinarily. Periodical meeting of the Supervisory Board is organized at least once every quarter and is convened by the Head or temporary Head of the Supervisory Board.

2. Extraordinary meetings of the Supervisory Board are organized in accordance with the order and procedures under provisions specified in the Charter of VietinBank, the Regulation on organization and operation of the Supervisory Board.

3. Meetings of the Supervisory Board are organized at the registered address of the Head Office of VietinBank.

#### **Article 21. Decisions of the Supervisory Board**

1. Decisions of the Supervisory Board are adopted in accordance with provisions of Article 57 in the Charter of VietinBank<sup>33</sup> and the Regulation on organization and operation of the Supervisory Board.

2. Decisions of the Supervisory Board must be sent to the Chairman of the Board of Directors and to the General Director to direct and implement after issuance.

### **Chapter V: BOARD OF MANAGEMENT**

#### **Article 22. Roles and organization structure of the Board of Management**

1. Roles of the Board of Management: The Board of Management is responsible

<sup>32</sup> Article 53. Members of the Supervisory Board

<sup>33</sup> Article 57. Meetings, approval of decisions and meetings minutes of the Supervisory Board

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for directly managing and running business activities of VietinBank in accordance with policies and orientations set by the General Meeting of Shareholders and by the Board of Directors from time to time; is responsible before the General Meeting of Shareholders and the Board of Directors for the performance of its assigned duties.

2. Mechanism of operation: The Board of Management operates under the Regulation on organization and operation of the Board of Management of VietinBank.

3. The term of office, number, composition and criteria of members of the Board of Management are proposed by the Board of Directors, subject to approval by the competent authorities based on the actual management and management needs of VietinBank in accordance with the Charter of VietinBank and the relevant law.

#### **Article 23. Salary, bonus and other benefits for the Board of Management**

The Board of Directors decides the salary, remuneration, bonus and other benefits of the members of the Board of Management in accordance with the provisions of the Charter of VietinBank.

#### **Article 24. The order and procedures of selection, appointment, dismissal, removal of members of the Board of Management**

1. The order and procedures for selection, appointment, dismissal, and removal of members of the Board of Management comply with regulations of the Communist Party, the Law, the State Bank of Vietnam and Regulation on Personnel Management of VietinBank from time to time.

2. The Human Resources Committee, based on the functions, tasks and requirements for VietinBank's governance, shall propose the candidates for the Board of Directors to select and appoint the General Director of VietinBank.

3. The Board of Directors shall appoint, dismiss, take disciplinary actions, suspend, and decide the wage rates and other benefits of the General Director, Deputy General Directors, Chief Accountant in accordance with the provision of the Law and VietinBank's internal regulations.

4. Information on appointment, dismissal, contract signing and termination for senior managers of VietinBank must be published on the VietinBank's website and the Stock Exchanges under the provisions of the current law and the Charter of VietinBank.

### **Chapter VI:**

#### **COORDINATION AMONG BOARD OF DIRECTORS, SUPERVISORY BOARD AND BOARD OF MANAGEMENT**

#### **Article 25. Coordination Principles**

The Board of Directors, the Supervisory Board and the Board of Management shall coordinate in accordance with the following principles:

1. Always for the interest of VietinBank.
2. Strictly complying with provisions of the Law, the State Bank of Vietnam; implementing principles of democratic centralism, publicity and transparency.

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3. Taking own responsibility for the implementation of assigned duties and seriously coordinating to protect the lawful rights of shareholders and the development of VietinBank.

**Article 26. Request for convening meetings of and consulting the Board of Directors by the Supervisory Board, the General Director**

The Supervisory Board and the General Director propose to convene a meeting of and consult the Board of Directors in the following cases:

**1. The Supervisory Board**

a) The Supervisory Board shall consult the Board of Directors before deciding, or reporting or proposing to the General Meeting of Shareholders the following issues:

- To issue internal regulations of the Supervisory Board;
- The evaluation results of the business performance reports, the first half and annual financial reports of VietinBank, reports on evaluation of the management of the Board of Directors, reports to the General Meeting of Shareholders on the results of the evaluation of the annual financial reports, evaluation reports on the rationality, lawfulness, truthfulness and level of prudence in the governance and management of business activities, accounting, statistics and financial report preparation;
- To recommend the measures to amend, supplement and improve the structure of organization, management, and administration of business operations of VietinBank to the General Meeting of Shareholders.
- To appoint, dismiss, take disciplinary action, suspend and decide salary and other benefits of internal audit titles.
- To engage an external independent consultant;
- Other cases falling under the competence of the Supervisory Board to make decision or report, propose to the General Meeting of Shareholders in accordance with the law or if the Supervisory Board of Supervisors deems necessary.

b) Where the Supervisory Board and the Board of Directors do not share the same view, the Supervisory Board shall note in the minutes and the Head of the Supervisory Board shall report to the nearest session of the General Meeting of Shareholders.

c) In case of necessity, the Head of the Supervisory Board may propose the Board of Directors to hold an extraordinary meeting to discuss and agree on the contents mentioned at Point a and b of this Clause or any other contents so as to ensure the effectiveness of VietinBank's operations, benefits of VietinBank and shareholders. The head of the Supervisory Board shall send a written request clearly stating the reason for convening the meeting to the Board of Directors and the General Director together with supporting documents (if any).

**2. General Director:**

a) The General Director is responsible for submitting/reporting /making suggestions/making recommendations to the Board of Directors for approval: (i) the contents that the General Director must submit to the Board of Directors in accordance

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with Clause 5, Article 48 of the VietinBank's Charter<sup>34</sup>; (ii) contents which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.

The General Director directly signs-off for submission of the contents under his authority and responsibilities that require his/her submission/reporting/suggestion/recommendation to the Board of Directors according to the provisions of the law and VietinBank's Charter. For the other contents as remainder, the General Director directly signs off for submission or assigns/authorizes the Deputy General Director to sign off for submission.

b) The General Director may request the Board of Directors to hold an extraordinary meeting to discuss and agree on the contents specified at Point a of this Clause or any other contents within the authority of the Board of Directors to ensure the effectiveness of VietinBank's operations, benefits of VietinBank and shareholders. The General Director shall send a written request stating the reasons for convening the meeting to the Board of Directors and the Head of the Supervisory Board together with supporting documents (if any).

**Article 27. Procedures, order of convening, inviting, preparing minutes and announcing the results of the meetings among the Board of Directors, the Supervisory Board and the Board of Management.**

1. Meetings of the Board of Directors, the Supervisory Board and the General Director

a) Meetings of the Board of Directors:

- For any meeting of the Board of Directors, invitation must be sent to the Supervisory Board in accordance with Article 43 of the Charter of VietinBank<sup>35</sup>.

- The Board of Directors may request the Board of Management or any managerial level of VietinBank to participate in the meetings of the Board of Directors or meetings chaired by the members of the Board of Directors.

b) Meetings of the Board of Management: At the regular or extraordinary meetings of the Board of Management or the meetings related to the important contents chaired by members of the Board of Management, in case of necessity, the chairperson of the meeting may invite Chairman of the Board of Directors and/or relevant members of the Board of Directors or the Supervisory Board to join.

c) Meetings of the Supervisory Board: At the meetings of the Supervisory Board, the convener may invite the Board of Directors or Board of Management to join in case of necessity.

d) Other meetings: The Chairman of the Board of Directors is the representative,

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<sup>34</sup> Article 48. Appointment, powers and duties, wage, remuneration and other benefits of the General Director

<sup>35</sup> Article 43. Meetings of the Board of Directors

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acting on behalf of the bank in meetings or events with the leaders of the higher level agencies, relevant departments and agencies, business partners or big customers, strategic customers, press agencies ... In case the Chairman cannot attend any meeting, another member of the Board of Directors or an assigned member of the Board of Management shall attend such meeting. After attending the meeting, such member of the Board of Directors or Board of Management is responsible for reporting to the Chairman of the Board of Directors on the content of meeting.

## 2. Meeting invitation:

a) For the meetings of the Board of Directors: Meeting invitation, forms for the collection of opinions of the members of the Board of Directors and the supporting documents must be sent to the Head of the Supervisory Board at the same time and by the same method as to the members of the Board of Directors.

b) For the meeting of the Supervisory Board, the Board of Management: The convener shall send the meeting invitation to the members attending the meeting at the same time and in the same manner.

## 3. Meeting minutes and conclusions

a) The Board of Directors is responsible for sending the minutes, resolutions and conclusions of the meetings to the Head of the Supervisory Board at the same time and in the same manner as they are sent to members of the Board of Directors.

b) The General Director is responsible for sending minutes and conclusions of the regular and extraordinary meetings of the Board of Management to the Chairman and members of the Board of Directors assigned to be in charge of matters related to the contents of the meetings and the Supervisory Board within 5 days from the end of the meeting but no later than the time of sending to other related individuals and parties.

c) For other meetings, the inviter is responsible for sending the meeting conclusions and minutes to the invited members at the same time and in the same manner.

## **Article 28. Information sharing regime of the Supervisory Board to the Board of Directors**

The Supervisory Board is responsible for promptly and accurately informing the Board of Directors in the following cases:

1. Results of performance of duties as stipulated in Article 54 of VietinBank's Charter<sup>36</sup>

2. When checking and supervising, upon detection of any risk, or incident or information that may affect: (i) reputation and brand of VietinBank; (ii) key personnel/strategy; (iii) risk; (iv) other issues related to VietinBank's assets and capital; (v) issues relating to legality in enforcement; (vi) interests of partners, shareholders of VietinBank or other matters deemed necessary, the Supervisory Board shall timely inform, recommend and discuss with the Board of Directors about resolution measures.

<sup>36</sup> Article 54. Rights and responsibilities of the Supervisory Board

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3. Upon detection of any violation committed by members of the Board of Directors, the General Director and other executive officers of VietinBank in relation to the obligations of the managers, executive officers in accordance with provisions of this Charter and the applicable Law.

4. In case the Supervisory Board requests the Board of Directors to hold an extraordinary meeting or propose the Board of Directors to convene an Extraordinary General Meeting of Shareholders in accordance with the provisions of the law and the Charter of VietinBank.

5. For the engagement with external independent consultants, the Supervisory Board must inform the Board of Directors and the General Director of the scope, value and other material contents within 48 hours from the time of establishing such service.

6. Other cases as prescribed by law and Regulation on organization and operation of the Supervisory Board.

**Article 29. Reporting and Information sharing regime of the General Director, the Board of Management to the Board of Directors and the Supervisory Board**

1. Reporting by the General Director to the Board of Directors. Reports by the General Director to the Board of Directors on the performance of assigned tasks and powers are integrated into a content in the agenda of the Board of Directors' meetings.

a) Regular reports: The General Director is responsible for reporting in writing to the Chairman of the Board of Directors on the performance of assigned tasks and powers periodically (monthly, quarterly, semi-annually, annually ...).

b) Irregular reports, and reports as per request: The General Director, members of the Board of Management must report, provide information and documents to the Board of Directors in an appropriate manner when:

- The Board of Directors, members of the Board of Directors request to provide information, documents;

- The Committees under the Board of Directors request in writing and via emails within the assigned functions and duties;

c) Upon detection of risks, or incidents or information that may affect: (i) reputation and brand of VietinBank; (ii) key personnel/strategy; (iii) risk; (iv) other issues related to VietinBank's assets and capital; (v) issues relating to legality in enforcement; (vi) interests of partners, shareholders of VietinBank or any other cases of necessity, the Board of Management must immediately report to the Chairman of the Board of Directors and members of the Board of Directors who are in charge of that area of work for timely direction for resolution.

d) The General Director of VietinBank is responsible for establishing and maintaining the reporting regime for the Board of Directors, including the method of sending / receiving information and reports in a timely, secure and confidential manner; is responsible for the quality of information and reports provided to the Board of Directors.

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e) The Board of Directors, members of the Board of Directors coordinate, control and supervise the General Director in performing the functions and duties assigned by the Board of Directors.

2. Information provided by the General Director, the Board of Management to the Supervisory Board:

a) The Board of Management of VietinBank is responsible for creating favorable conditions for the Head and members of Supervisory Board to access information and reports in the fastest manner.

b) In addition to periodical report, at the request of the Head of the Supervisory Board, VietinBank's Board of Management directly reports or provides information, reports in relation to the area of work assigned to such member of the Supervisory Board.

c) Regarding the activities of the Board of Management, based on regular operation reports and specific request for information of the Supervisory Board, the Supervisory Board may request the Board of Directors to reconsider the decision of the General Director. Upon detection of any sign of violation of the law, the Charter of VietinBank by the Board of Management, the Supervisory Board shall have to immediately inform in writing to the Board of Directors, request the violators to stop the violation and take correction measures.

#### **Chapter VII:**

### **EVALUATION, TRAINING, DISCIPLINE AND REWARD TOWARDS MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE BOARD OF MANAGEMENT OF VIETINBANK**

#### **Article 30. Training the Board of Directors, the Supervisory Board and members of the Board of Management of VietinBank**

Members of the Board of Directors, the Supervisory Board and Board of Management actively participate in the training courses, workshops on corporate governance arranged by training agencies, foreign and domestic partners. Training programs are organized or provided to develop knowledge and skills in governance and management:

1. Improving leadership skills and new skills as required by the business strategy;
2. Accessing to up-to-date knowledge on corporate governance and raising awareness about the principles and foundations of effective corporate governance;
3. Relevant courses that help members of the Board of Directors, the Supervisory Board and Board of Management to complete their tasks and duties.

#### **Article 31. Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank**

1. Depending on the regulation of the Board of Directors, the performance evaluation of members of the Board of Directors, members of the Board of Management can be carried out by one or more of the following methods:

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- a) Self-evaluation;
- b) Semi-annual performance evaluation;
- c) Annual performance evaluation at year end;
- d) Arrangement for credibility and confidence voting;
- e) Other relevant approaches selected by the Board of Directors from time to time.

2. The Board of Directors evaluate the performance of the members of the Board of Directors and other positions in accordance with VietinBank's internal regulations.

3. The Supervisory Board evaluates the performance of the members of the Supervisory Board.

### **Article 32. Evaluation criteria**

The criteria to evaluate the performance of the members of the Board of Directors, members of the Supervisory Board, members of the Board of Management are:

- 1. Realized results of the assigned duties, targets.
- 2. The result of performance monitoring and efficiency of VietinBank in accordance with provisions of the Law (if any)
- 3. Execution of the Charter of VietinBank.
- 4. Observance with the direction, policies and guidance of the Communist Party and the Law, the Law of anti-corruption; anti-thriftiness and wastefulness practices; VietinBank's internal governance regulations.
- 5. The political stance, morality, lifestyle, working manner.
- 6. Leadership, management capacity and organization of performance of duties.
- 7. Participation in activities organized by the State Bank of Vietnam/VietinBank.
- 8. Other assessment criteria (if any) issued by the Board of Directors from time to time.

### **Article 33. Evaluation and Rating**

1. The evaluation and rating of members of the Board of Directors, members of the Supervisory Board, members of the Board of Directors of VietinBank shall be carried out in accordance with the laws, regulations of the State Bank of Vietnam and VietinBank from time to time.

2. The documents on evaluation of the performance of members of the Board of Directors, members of the Supervisory Board, and members of the Board of Management of VietinBank must be kept as part of the personal records.

### **Article 34. Commendation**

1. Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management of VietinBank having good achievements in

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governance, management and other duties as assigned will be considered for commendation in accordance with the provisions of the Law on Emulation and Commendation and Regulations on Emulation and Commendation and other internal regulations of VietinBank promulgated by the Board of Directors.

2. The form, specific standards, procedure and process of emulation and commendation will be implemented in accordance with the Regulation on Emulation and Commendation and other internal regulations of VietinBank.

### **Article 35. Discipline**

1. Depending on the nature and consequences of the violations, discipline measures shall be taken against members of the Board of Directors, members of the Supervisory Board, members of the Board of Management who violate relevant provisions of the law, VietinBank's Charter, Code of conduct and other relevant regulations of VietinBank in the course of performance of their assigned duties in accordance with applicable laws and other internal regulations of VietinBank.

2. Principles, forms and procedures for dealing with violations shall comply with the provisions of the law, the State Bank of Vietnam and internal regulations of VietinBank.

## **Chapter VIII:**

### **CONFLICT OF INTEREST PREVENTION AND TRANSACTION WITH PARTIES HAVING RELATED RIGHTS**

**Article 36. Duty of integrity and avoidance of conflicts of interest of members of the Board of Directors, members of the Supervisory Board and Executive officers of VietinBank.**

1. Members of the Board of Directors, Executive officers, and members of the Supervisory Board of VietinBank are responsible for disclosing any related interests in accordance with Article 60 of the Charter of VietinBank.

2. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank and the related persons shall not make use of business opportunities that might bring benefits to VietinBank for his/her personal interests; not to abuse information acquired thanks to his/her position for his/her personal interests or interests of other individuals or organizations.

3. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank are obliged to notify the Board of Directors the contracts between themselves or their related persons with VietinBank in accordance with provisions in Clause 20 Article 1 of the Charter of VietinBank.

4. Members of the Board of Directors shall not vote on transactions that they or their related persons participate in, including the cases where the interests of members of the Board of Directors in this transaction have not yet been identified and regardless of whether the interests are material or non-material. The above-mentioned transactions must be presented in the notes to the financial statements in the same period and published in the Annual Report.

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5. Members of the Board of Directors, Executive officers and members of the Supervisory Board of VietinBank and their related persons shall not disclose unpublished information of VietinBank to others or to conduct related transactions by themselves.

6. The Board of Directors assumes responsibility in determining, approving and maintaining Regulation on policies and management of significant transactions and related transactions.

#### **Article 37. Transactions with Related persons**

1. When VietinBank conducts transactions with related persons, the Board of Management must ensure that the contracts are signed on voluntary and arms-length basis. The contents of the contract must be clear, specific and consistent with the provisions of relevant laws. The Board of Management must disclose the contracts' details in accordance with applicable law and Regulations of VietinBank.

2. The Supervisory Board has the right to review, extract and copy part or all of the declared contents of the related interests of members of the Board of Directors, members of the Supervisory Board, General Director and other managers who are subject to the requirement on declaration related interests.

#### **Article 38. Ensuring the lawful rights of stakeholders of VietinBank**

1. VietinBank respects the lawful rights of stakeholders of VietinBank, including: Creditors, employees, users of VietinBank products and services, suppliers, communities and others with interests related to VietinBank.

2. VietinBank actively cooperates with the stakeholders through:

a) Providing all necessary information for partners and creditors to help them assessing the business operation and financial activities of VietinBank and to make the decision;

b) Encouraging stakeholders to express their opinions on business operation, financial position and important decisions relating to their interests through direct contact with the Board of Directors, the Board of Management and the Supervisory Board.

### **Chapter IX: DISCLOSURE OF INFORMATION**

#### **Article 39. Disclosure of information**

The Board of Directors is responsible for establishing, approving and maintaining the Regulations on information disclosure in accordance with the provisions of the Law on Securities, guidance documents and other relevant laws.

### **Chapter X: DEALING WITH VIOLATIONS AND VALIDITY**

#### **Article 40. Dealing with Violations:**

1. Upon detection of any violation of this Regulation committed by any officer,

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staff member and employee of VietinBank, members of the Board of Directors, members of the Board of Management and members of the Supervisory Board, the person who detects the violation must promptly inform the Chairman of the Board of Directors and Head of the Supervisory Board.

2. Any violation to this Regulation will be considered for discipline in accordance with the provisions of the law and regulations of VietinBank. In case of both material and non-material damages to VietinBank caused by such violation, the offender shall be liable to pay compensation for any damage and loss to VietinBank as prescribed by the law and specific regulations of VietinBank.

#### **Article 41. Validity, Amendment and Supplement of the Regulation**

1. This Regulation takes effect from / /2026.

2. In case there is any discrepancy between this Regulation and the provisions of the Charter of VietinBank on the same matter, the provisions of the Charter of VietinBank shall prevail.

3. Any amendments or supplements to this Regulation shall be considered and decided by the General Meeting of Shareholders of VietinBank.

4. Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management and employees of VietinBank are responsible for the implementation of this Regulation.

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

**Tran Minh Binh**

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<b>VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY &amp; TRADE</b>	Revision:	Policy document

*A*



Appendix  
REVISIONS TO THE REGULATION ON INTERNAL GOVERNANCE IN 2026

#	Article	Content	Article	Content	Rationale/Notes
1	<b>Article 1. Purpose of promulgation, scope of regulation and subject of application</b>	1. This Regulation is applicable to Vietnam Joint Stock Commercial Bank for Industry and Trade. This Regulation was built based on the provisions of the Law on Enterprises, the Law on Securities and the adoption the international practices of banking governance in the context of Vietnam in order to implement a comprehensible policy on internal governance and ensure sustainable development and transparency of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).	<b>Article 1. Purpose of promulgation, scope of regulation and subject of application</b>	1. This Regulation is applicable to Vietnam Joint Stock Commercial Bank for Industry and Trade. This Regulation was built based on the provisions of the Law on Enterprises, <i>the Law on Credit Institutions</i> , the Law on Securities and the adoption the international practices of banking governance in the context of Vietnam in order to implement a comprehensible policy on internal governance and ensure sustainable development and transparency of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).	Adding the basis for the Regulation development
2	<b>Article 6. Orders, procedures of the General Meeting of Shareholders approval of Resolution by voting at the General Meeting of Shareholders</b>	2. Prepare the list of shareholders who are eligible to attend the meeting a) The convener of the General Meeting of Shareholders is responsible for preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Such list of shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder;	<b>Article 6. Orders, procedures of the General Meeting of Shareholders approval of Resolution by voting at the General Meeting of Shareholders</b>	2. Prepare the list of shareholders who are eligible to attend the meeting a) The convener of the General Meeting of Shareholders is responsible for preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Such list of shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the	Revising to comply with Clause 21, Article 1 of the amended Law on Enterprises 2025 and Clause 2, Article 30 of the amended Charter of VietinBank.

#	Article	Content	Article	Content	Rationale/Notes
		number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the Shareholder Register of VietinBank. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.		individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on <i>the Securities Ownership Register of VietinBank</i> . The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.	
3	<b>Article 8. Resolution of the General Meeting of Shareholders.</b>	4. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of shareholders referred to in Clause 3 of Article 23 of the VietinBank's Charter shall have the right to request the Court or Arbitration to consider and revoke the Resolution of the General Meeting of Shareholders in the following cases: a) The order and procedures for convening and issuance of Resolution of the General	<b>Article 8. Resolution of the General Meeting of Shareholders.</b>	4. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of shareholders referred to in Clause 3 of Article 23 of the VietinBank's Charter shall have the right to request the Court or Arbitration to consider and revoke the Resolution of the	Revising to ensure consistency and accuracy in referencing the Charter of VietinBank.

#	Article	Content	Article	Content	Rationale/Notes
		Meeting of Shareholders fail to comply with the provisions of the VietinBank's Charter and the law in material respects, except for the cases specified in Clause 7, Article 33 of the VietinBank's Charter. b) The contents of the resolutions violate the provisions of the law and this Charter.		General Meeting of Shareholders in the following cases: a) The order and procedures for convening and issuance of Resolution of the General Meeting of Shareholders fail to comply with the provisions of the VietinBank's Charter and the law in material respects, except for the cases specified in Clause 6, Article 33 of the VietinBank's Charter. b) The contents of the resolutions violate the provisions of the law and the Charter of <i>VietinBank</i> .	
4	<b>Article 17. Corporate Secretary, Person in charge of Corporate Governance of VietinBank</b>	6. Cases of dismissal of the Person in charge of corporate governance a) Prohibited by law from holding a position; b) Limited capacity for civil acts; c) Failure to meet the criteria and conditions as prescribed by law, this Charter and regulations of VietinBank; d) According to decision of the Board of Directors	<b>Article 17. Corporate Secretary, Person in charge of Corporate Governance of VietinBank</b>	6. Cases of dismissal of the Person in charge of corporate governance a) Prohibited by law from holding a position; b) Limited capacity for civil acts; c) Failure to meet the criteria and conditions as prescribed by law, Charter of <i>VietinBank</i> and regulations of VietinBank; d) According to decision of the Board of Directors	Revising to ensure consistency and accuracy in referencing the Charter of VietinBank.
5	<b>Article 26. Request for convening meetings of and consulting the Board of Directors by the</b>	2. General Director: a) The General Director is responsible for submitting/reporting /making suggestions/making recommendations to the Board of Directors for approval: (i) the contents that the General Director must submit to the Board of Directors in	<b>Article 26. Request for convening meetings of and consulting the Board of Directors by the</b>	2. General Director: a) The General Director is responsible for submitting/reporting /making suggestions/making recommendations to the Board of Directors for approval: (i) the	Revising to ensure consistency and accuracy in referencing the Charter of VietinBank.



#	Article	Content	Article	Content	Rationale/Notes
	<b>Supervisory Board, the General Director</b>	accordance with Clause 4, Article 48 of the VietinBank's Charter; (ii) contents which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.	<b>Supervisory Board, the General Director</b>	contents that the General Director must submit to the Board of Directors in accordance with Clause 5, Article 48 of the VietinBank's Charter; (ii) contents which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.	
6	<b>Article 31. Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank</b>	2. The Board of Directors will evaluate the performance of the members of the Board of Directors <del>and the titles appointed by the Board of Directors.</del>	<b>Article 31. Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank</b>	2. The Board of Directors evaluate the performance of the members of the Board of Directors <i>and other positions in accordance with VietinBank's internal regulations.</i>	Amending to be suitable with the actual situation of VietinBank at each period.
7	<b>Article 36. Duty of integrity and avoidance of conflicts of interest by members of the</b>	1. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank and the related persons shall not make use of business opportunities that might bring benefits to VietinBank for his/her personal	<b>Article 36. Duty of integrity and avoidance of conflicts of interest by members of the</b>	<i>1. Members of the Board of Directors, Executive officers, and members of the Supervisory Board of VietinBank are responsible for disclosing any related interests in accordance</i>	Adding the responsibility to disclose related interests in accordance with Article 49 of the

#	Article	Content	Article	Content	Rationale/Notes
	<b>Board of Directors, members of the Supervisory Board and Executive officers of VietinBank.</b>	<p>interests; not to abuse information acquired thanks to his/her position for his/her personal interests or interests of other individuals or organizations.</p> <p>2. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank are obliged to notify the Board of Directors the contracts between themselves or their related persons with VietinBank in accordance with provisions in Clause 20 Article 1 of the Charter of VietinBank.</p> <p>3. Members of the Board of Directors shall not vote on transactions that they or their related persons participate in, including the cases where the interests of members of the Board of Directors in this transaction have not yet been identified and regardless of whether the interests are material or non-material. The above-mentioned transactions must be presented in the notes to the financial statements in the same period and published in the Annual Report.</p> <p>4. Members of the Board of Directors, Executive officers and members of the Supervisory Board of VietinBank and their related persons shall not disclose unpublished information of VietinBank to others or to conduct related transactions by themselves.</p> <p>5. The Board of Directors assumes responsibility in determining, approving</p>	<b>Board of Directors, members of the Supervisory Board and Executive officers of VietinBank.</b>	<p><i>with Article 60 of the Charter of VietinBank.</i></p> <p>2. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank and the related persons shall not make use of business opportunities that might bring benefits to VietinBank for his/her personal interests; not to abuse information acquired thanks to his/her position for his/her personal interests or interests of other individuals or organizations.</p> <p>3. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank are obliged to notify the Board of Directors the contracts between themselves or their related persons with VietinBank in accordance with provisions in Clause 20 Article 1 of the Charter of VietinBank.</p> <p>4. Members of the Board of Directors shall not vote on transactions that they or their related persons participate in, including the cases where the interests of members of the Board of Directors in this transaction</p>	<p>Law on Credit Institutions 2024 and Article 60 of the Charter of VietinBank.</p>

#	Article	Content	Article	Content	Rationale/Notes
		and maintaining Regulation on policies and management of significant transactions and related transactions.		have not yet been identified and regardless of whether the interests are material or non-material. The above-mentioned transactions must be presented in the notes to the financial statements in the same period and published in the Annual Report. 5. Members of the Board of Directors, Executive officers and members of the Supervisory Board of VietinBank and their related persons shall not disclose unpublished information of VietinBank to others or to conduct related transactions by themselves. 6. The Board of Directors assumes responsibility in determining, approving and maintaining Regulation on policies and management of significant transactions and related transactions.	
8	<b>Article 41. Validity, Amendment and Supplement of the Regulation</b>	1. This Regulation takes effect from the <del>date of signing</del> .	<b>Article 41. Validity, Amendment and Supplement of the Regulation</b>	1. This Regulation takes effect from ...../..../2026	Revising the effective date

Handwritten signature and date: 2026/01/28

## 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**VIETNAM JOINT STOCK COMMERCIAL  
BANK FOR INDUSTRY AND TRADE**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

108 Tran Hung Dao, Cua Nam, Hanoi  
Tel: 024.39421030

Hanoi, April 23<sup>rd</sup>, 2026

Business Registration Certificate No. 0100111948  
13<sup>th</sup> revision dated January 8, 2024

## PROPOSAL

*For the establishment of representative offices abroad*

**Respectfully submitted to the General Meeting of Shareholders of VietinBank**

- Pursuant to the Law on Credit Institutions and its guiding documents for execution;
- Pursuant to Circular 61/2025/TT-NHNN dated December 31, 2025 issued by the State Bank of Vietnam (SBV) which stipulates the operational network of commercial banks;
- Based on the Charter of Vietnam Joint Stock Commercial Bank for Industry and Trade ("VietinBank");
- Based on official dispatches 892/NHNN - QLGS, 893/NHNN - QLGS, and 894/NHNN - QLGS dated February 5, 2026 issued by the SBV approving VietinBank's establishment of representative offices (ROs) abroad;
- Based on VietinBank's strategy of expanding the business model abroad in alignment with acquisition of new FDI clients;

The Board of Directors (BoD) of VietinBank respectfully requests the General Meeting of Shareholders (GMS) to review and approve the establishment of VietinBank's representative offices abroad as follows:

### **I. The urgency and strategic benefits of establishing representative offices**

#### **1. Capture the wave of foreign investment and reach out to FDI clients right in their home countries**

In the context of increased competition in attracting foreign investment, approaching FDI clients has shifted from a passive stance to a more proactive presence in the places where demand is formed and investment decisions are made. Therefore, it is necessary for VietinBank to establish ROs abroad in order to improve the efficiency of customer outreach, closely follow the trend of investment and supply chain relocation, and strengthen connections with businesses, financial institutions, investment funds, and international investment promotion organizations.

#### **2. Strategic benefits of establishing representative offices abroad**

Because ROs are not front-line offices, they do not take deposits, do not lend nor conduct profit-earning transactions, the effectiveness of this model is primarily measured and evaluated from a strategic perspective specifically as follows:

- **Early access to customers and their investment capital:** Helping VietinBank reach out to businesses, corporations, investment funds, and parent companies right from the stages of market research, survey, and investment decision-making.
- **Developing FDI customer ecosystems:** expanding the network of relationships with FDI enterprises, industry associations, investment promotion organizations, industrial parks, financial institutions, and investment funds.
- **Existing customer care, enhancing competitiveness:** maintaining regular contact with the parent company and their top decision-makers, thereby strengthening relationships and increasing the ability to retain the FDI market share.
- **Enhancing visualization, branding, and foreign positioning of the Bank:** strengthen VietinBank's presence in key investment and financial centers in the region.
- **Collecting market insights and support risk management:** early updates on investment trends, industry changes, and the parent company's expansion strategy to assist with underwriting, risk management, and business strategy.
- **Promoting strategic cooperation, digital transformation, and ESG:** enabling expansion of cooperation with international partners in areas such as supply chain finance, cross-border payments, green finance, and digital transformation.
- **Supporting bank-wide executive management:** ROs support the Headquarters and business units in market development, customer outreach, and investment promotion.

## II. Market potentials and reasons of site selection

### 1. China

China is the world's second-largest economy with a large size and number of manufacturing enterprises, supporting industries, logistics, and cross-border trade. The capital flow from China to Vietnam in 2023 reached about **USD 4.5 billion**, in 2024 it reached about **USD 4.73 billion**, and in 2025 it reached about **USD 5.70 billion**, with a cumulative total of about **USD 37 billion**, indicating a visible trend of investment expansion. This is a particularly important market for VietinBank's FDI customer development strategy in the context of regional supply chain restructuring. In addition, Vietnamese enterprises in China are increasingly present in trade and distribution, and large Vietnamese Chinese communities, especially in the East China, South China, and Southwest China regions are all potential customer bases.

### 2. Singapore

Singapore is a top-tier financial, investment, and capital transition hub in the region, home to regional headquarters of multinational corporations, investment funds and institutional investors. In 2023, total direct investment from Singapore into Vietnam reached approximately **USD 6.9 billion**, in 2024 it reached about **USD 10.2 billion**, and in 2025 it reached about **USD 9.4 billion**, ranking top among countries and territories investing in Vietnam, with a cumulative total currently exceeding **USD 70 billion**. This is a strategically important market for VietinBank's early approach to FDI clients, especially in sectors such as technology, real estate, logistics, energy and infrastructure.

### 3. Taiwan

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- Support investment promotion, trade connections, and the expansion of relationships with businesses, investment funds, financial institutions, and related partners;
- Support the acquisition of new customers, nurture existing customers, and promote VietinBank's brand;
- **Collect and analyze market information, support risk management, and build a network of partners;**
- **Do not** take deposits, lend nor engage directly in corporate transactions.

### 3. Main customers

Main customers are businesses in the host countries that have investment and trade relations with Vietnam, financial institutions, partner banks, investment funds, and Vietnamese businesses with needs of expanding their presence in these markets.

### 4. Duration

ROs are to operate permanently with no definitive duration, and strictly adhere to the local laws and Vietnam laws.

### 5. Staff arrangements

RO staff are arranged light and fit the size of the respective office and local conditions. The quantities are estimated at **07 people for ROs in Shanghai, Guangzhou, Chongqing; 02 people for RO in Singapore and 02 people for RO in Taipei.** Compositions and launch dates will be duly decided by the BoD/General Director of VietinBank.

### 6. Regulatory compliance and home control

ROs are put under the Head Office control and adhere to local laws, Vietnamese laws and VietinBank's regulations. The Head Office exerts centralized management of ROs' resources and operations.

## IV. Feasibility and legal grounds

### • Application for opening a representative office in another country

- Clause 1, Article 38 of the 2024 Law on Credit Institutions (2024 CI Law) on branches, ROs, non-business units and commercial presence of credit institutions states "*1. After a written SBV consent is obtained, a credit institution may establish a branch, representative office, or non-business unit in Vietnam; establish and transform the legal form of its overseas commercial presence, including overseas branches, ROs and other forms of commercial presence*". Accordingly, upon receipt of the application submitted by VietinBank, the SBV sent official dispatches 892/SBV-QLGS, 893/SBV-QLGS, and 894/SBV-QLGS on February 5, 2026 approving VietinBank to establish 05 Ros abroad (in Shanghai, Guangzhou, Chongqing, Singapore, Taipei).
- Point o, Clause 3, Article 67 of the 2024 CI Law and Clause 15 of Article 27 of VietinBank's Charter stipulate that the decision to establish or transform legal forms of commercial presence in foreign countries, and of VietinBank's subsidiaries is within the authority of the GMS. Accordingly, VietinBank needs to be approved by the GMS for the decision to establish a RO abroad.

### • Applications for representative office licenses abroad

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*Proposal for the establishment of representative offices abroad*

Upon a review of the conditions specified in the laws of the host countries, VietinBank basically meets all the requirements of the local regulatory authorities. The detailed steps of establishing a RO in the selected countries are described in Annex 1 enclosed hereto.

## **V. Proposal**

Based on the aforementioned content, VietinBank's BoD respectfully requests the GMS to review and approve the followings:

### **1. Establishing five representative offices of VietinBank abroad, specifically:**

#### **1.1. VietinBank's representative offices in China (three offices)**

##### **- In Shanghai**

- + Full name (in Vietnamese): Ngân hàng Thương mại cổ phần Công thương Việt Nam - Văn phòng đại diện tại Thượng Hải.
- + Full name (in English): Vietnam Joint Stock Commercial Bank for Industry and Trade - Shanghai Representative Office.
- + Abbreviated name: VietinBank's representative office in Shanghai.
- + Office location: Shanghai, China

##### **- In Guangzhou**

- + Full name (in Vietnamese): Ngân hàng Thương mại cổ phần Công thương Việt Nam - Văn phòng đại diện tại Quảng Châu.
- + Full name (in English): Vietnam Joint Stock Commercial Bank for Industry and Trade - Guangzhou Representative Office.
- + Abbreviated name: VietinBank's representative office in Guangzhou.
- + Office location: Guangzhou, China

##### **- In Chongqing**

- + Full name (in Vietnamese): Ngân hàng Thương mại cổ phần Công thương Việt Nam - Văn phòng đại diện tại Trùng Khánh.
- + Full name (in English): Vietnam Joint Stock Commercial Bank for Industry and Trade - Chongqing Representative Office.
- + Abbreviated name: VietinBank's representative office in Chongqing
- + Office location: Chongqing, China

#### **1.2. VietinBank's representative office in Singapore (one office)**

- + Full name (in Vietnamese): Ngân hàng Thương mại cổ phần Công thương Việt Nam - Văn phòng đại diện tại Singapore.
- + Full name (in English): Vietnam Joint Stock Commercial Bank for Industry and Trade - Singapore Representative Office.
- + Abbreviated name: VietinBank's representative office in Singapore.
- + Office location: Singapore

**1.3. VietinBank's representative office in Taiwan (one office)**

- + Full name (in Vietnamese): Ngân hàng Thương mại cổ phần Công thương Việt Nam - Văn phòng đại diện tại Đài Bắc.
  - + Full name (in English): Vietnam Joint Stock Commercial Bank for Industry and Trade - Taipei Representative Office.
  - + Abbreviated name: VietinBank's representative office in Taipei
  - + Office location: Taipei, Taiwan
2. Authorize and assign VietinBank's BoD to organize the implementation of procedures and decide on relevant matters to establish the aforementioned representative offices in accordance with the laws and regulations of Vietnam and of the host countries.

Respectfully submitted to the GMS for approval.

**ON BEHALF OF BOD  
CHAIRMAN OF THE BOD**



**Tran Minh Binh**

## Appendix 1: Process of establishing a representative office abroad

## 1. China

Checklist	China
Regulatory authorities	National Financial Regulatory Authority (NFRA): apply for license. State Administration for Market Regulation (SAMR): apply for business registration
Governing law	Article 22 of the Law on Bank Management and Supervision
Scope of work	The ROs of foreign banks may engage in non-business activities as a liaison office, conducting market research, and providing business advisory services related to the foreign banks they represent. The ROs are not allowed to carry out profit-making activities.
Main documents	<ul style="list-style-type: none"> <li>- Application Form.</li> <li>- General information about the Bank: Charter, Financial Statements, Organizational Structure, and Shareholder Information.</li> <li>- Feasibility Report/Operational Plan.</li> <li>- An approval by VietinBank of the establishment of the RO.</li> <li>- An approval by the State Bank of Vietnam of the establishment of the RO.</li> <li>- Resume and approval of the Chief of the RO.</li> <li>- Other documents as required by the regulatory authorities.</li> </ul>
Conditions checked	<ul style="list-style-type: none"> <li>- A profitable and reputable business with no history of legal violations (<i>Checked</i>)</li> <li>- Has experience operating in the international banking and finance sector (<i>Checked</i>)</li> <li>- Effective regulations in place for anti-money laundering (<i>Checked</i>)</li> <li>- Has not established a business entity (subsidiary bank, branch, or joint venture bank) (<i>Checked</i>)</li> <li>- Closely supervised by the State Bank of Vietnam, and is permitted to establish a representative office (<i>permit already granted</i>).</li> </ul>
Method of evaluation	Evaluation of submitted application documents, on-site inspection and a hearing session is held.
Processing time	6 - 9 months

## 2. Singapore

Checklist	Singapore
Regulatory authorities	Monetary Authority of Singapore (MAS)
Governing law	13A of the Singapore Banking Law
Scope of work	The ROs of foreign banks may engage in non-business activities as a liaison office, conducting market research, and providing business advisory services related to the foreign banks they represent. The ROs are not allowed to carry out profit-making activities.
Main documents	<ul style="list-style-type: none"> <li>- Application Form.</li> </ul>

Appendix: The process of establishing a representative office abroad

## 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Checklist	Singapore
	<ul style="list-style-type: none"> <li>- General information about the Bank: Charter, Financial Statements, Organizational Structure, and Shareholder Information.</li> <li>- Feasibility Report</li> <li>- An approval by VietinBank of the establishment of the RO.</li> <li>- Resume and approval of the Chief of the RO.</li> <li>- Other documents as required by the regulatory authorities.</li> </ul>
Conditions checked	<ul style="list-style-type: none"> <li>- Permitted by the State Bank of Vietnam to establish a representative office (<i>permit already granted</i>).</li> <li>- Other conditions: case by case.</li> <li>- The RO Chief is approved by MAS if qualified professionally and ethically</li> </ul>
Method of evaluation	Evaluation of submitted application documents, on-site inspection and a hearing session is held.
Processing time	8-12 months

### 3. Taiwan

Checklist	Taiwan
Regulatory authorities	Taiwan Financial Supervision Commission (FSC): apply for license. Ministry of Economic Affairs of Taiwan (MOEA): apply for business registration
Governing law	Article 23 of the Regulation on the establishment and management of branches and ROs of foreign banks
Scope of work	The ROs of foreign banks may engage in non-business activities as a liaison office, conducting market research, and providing business advisory services related to the foreign banks they represent. The ROs are not allowed to carry out profit-making activities.
Main documents	<ul style="list-style-type: none"> <li>- Application Form.</li> <li>- General information about the Bank: Charter, Financial Statements, Organizational Structure, and Shareholder Information.</li> <li>- Feasibility Report/Operational Plan.</li> <li>- An approval by VietinBank of the establishment of the RO.</li> <li>- Resume and approval of the Chief of the RO.</li> <li>- Other documents as required by the regulatory authorities.</li> </ul>
Conditions checked	<ul style="list-style-type: none"> <li>- No serious violations in the past three years (<i>Checked</i>)</li> <li>- Ranked in the top 1,000 companies (assets) in the global ranking; or the total transaction volume with banks and companies in Taiwan in the last three years exceeded 300 million USD (<i>Checked</i>)</li> <li>- Having a good credit reputation and a healthy financial status (<i>Checked</i>)</li> <li>- Permitted by the State Bank of Vietnam to establish a representative office (<i>permit already granted</i>).</li> </ul>
Method of evaluation	Evaluation of submitted application documents, on-site inspection and a hearing session is held.
Processing time	6 - 9 months

*Hanoi, April 23<sup>rd</sup>, 2026*

**PROPOSAL**

*Ref.: The dismissal and additional election of member of  
VietinBank Board of Director for term 2024 – 2029*

**Respectfully to: The General Meeting of Shareholders of Vietnam Joint Stock  
Commercial Bank for Industry and Trade**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on  
17/06/2020;*

*Pursuant to the Law on Credit Institutions No. 32/2024/QH15 passed by the National  
Assembly on 18/01/2024;*

*Pursuant to the Charter on Organization and Operation of Vietnam Joint Stock Commercial  
Bank for Industry and Trade (VietinBank);*

*Pursuant to Official Dispatch No.2312/NHNN-TCCB dated 27/3/2026 of the State Bank of  
Vietnam on VietinBank's personnel work.*

VietinBank would like to report and submit to 2026 Annual General Meeting of  
Shareholders (2026 AGM) the following contents:

1. Approve the dismissal of Mr. Nguyen Viet Dung from the position of member of  
VietinBank BoD for term 2024 – 2029 to hold the position as VietinBank Deputy General Director.
2. Approve the number of additional member elected to VietinBank BoD for term 2024 –  
2029: 01 member;
3. Approve the list of candidate for additional election to VietinBank BoD for term 2024  
– 2029 at 2026 AGM, comprising of:

No.	Full name	Current position	Expected position for election
1	Ms. Dang Thi Viet Ha	VietinBank Deputy General Director	Member of VietinBank BoD for term 2024– 2029

*(Resume of candidate for additional election to VietinBank BoD for term 2024 - 2029 is attached  
to this Proposal).*

VietinBank hereby seeks the approval from 2026 AGM of the aforementioned contents./.

**PP. THE BOARD OF DIRECTORS**  
**CHAIRMAN**



**Tran Minh Binh**

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**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**CURRICULUM VITAE**

**1. Background information**

- Full name: **Dang Thi Viet Ha**
- Preferred name: **Dang Thi Viet Ha**
- Alias: N/A
- Date of birth: 14/08/1977
- Place of birth: Ha Noi
- Nationality: Vietnam



- Permanent address: N3-3 Xuan La Housing Project Area, Group 4B, Cluster 1B, Xuan La Ward, Hanoi

- Current residential address: N3-3 Xuan La Housing Project Area, Group 4B, Cluster 1B, Xuan La Ward, Hanoi

- Identity card number: 026177005512 dated 8/3/2023 by Department of Administrative Management of Social Order

- Name and address of the legal entity represented, capital contribution ratio represented (in case the representative of the capital contribution of a shareholder or capital contributing member is a legal entity or a person appointed to represent the State capital contribution at credit institutions): N/A

**2. Education background**

- General education: 12/12

- Academic title, degree: Master

+ Bachelor's degree from Hanoi University of Finance and Accounting (1995 – 1999)

+ Master's degree, specializing in Business Administration.

**3. Work experience**

- Jobs, enterprises, titles from 18 years olds to present:

No.	Time	Enterprises	Titles	Operation area of the enterprise and assigned tasks	Notes
1	01/08/1999-30/11/2001	Binh Minh Fashion Co., Ltd.	Staff	Jewelry Manufacturing	
2	31/12/2001-31/05/2004	VietinBank - Dong Anh Branch	Credit Officer, Business Department	Finance - Banking	
3	01/06/2004-31/12/2011	VietinBank	Credit Specialist, Large Corporate Clients Department,	Finance - Banking	
4	01/01/2012-14/06/2013	VietinBank	Deputy Head of Large Corporate Clients Department	Finance - Banking	
5	15/06/2013-31/05/2014	VietinBank	Deputy Head of Business Operations Management Department	Finance - Banking	
6	01/06/2014-31/12/2014	VietinBank	Head of Credit Approval Department	Finance - Banking	

7	01/01/2015-09/06/2015	Unpaid Leave			
8	17/06/2015-08/05/2016	Military Commercial Bank	Acting Director of the Head Office Appraisal Center	Finance - Banking	
9	19/05/2016-30/11/2018	VietinBank	Head of Credit and Investment Policy Department	Finance - Banking	
10	01/12/2018-09/3/2023	VietinBank	Deputy Director of the Anti-Corruption and Compliance Management Department	Finance - Banking	
11	10/3/2023 – 20/4/2023	VietinBank - Tien Son Industrial Park Branch	Acting Branch Director	Finance - Banking	
12	21/4/2023 – 31/05/2025	VietinBank - Tien Son Industrial Park Branch	Branch Director	Finance - Banking	
13	01/06/2025 - present	VietinBank	Deputy General Director	Finance - Banking	

- Awards, penalization, responsibilities according to inspection conclusions leading to credit institutions and foreign bank branches being sanctioned for administrative violations: None

**4. Civil act capacity:** Full civil capacity

**5. Legal commitment**

I commit:

- Meets the standards and conditions to hold the position of member of the Board of Directors at VietinBank.

- Do not violate legal regulations in currency and banking areas.

- Notify VietinBank of any changes related to the content of this declaration that arise while the State Bank of Vietnam is considering VietinBank's request.

- The personal information provided to VietinBank to submit to the State Bank of Vietnam for review and approval of the proposed personnel is true. I take responsibility before the law for the completeness, truthfulness, and accuracy of the above declared information.

Hanoi, date    month    year 2026

**Candidate**

(Signed)

**Dang Thi Viet Ha**

**CERTIFICATION BY THE NOTARY PUBLIC**

*16<sup>th</sup> April 2026 (Sixteenth day of April, 2026)*

*At the office of Nguyen Tu Notary Public – Address: 98 Hai Ba Trung, Cua Nam ward, Hanoi City*

*I, Do Toan Trung, Notary Public of Nguyen Tu Notary Public*

**CERTIFYING**

Ms. **Dang Thi Viet Ha**, born on August 14, 1977, holding Citizen Identity Card No. 026177005512 dated 8/3/2023 declares that she has understood and is fully responsible for the content of this document and has signed it in my presence.

**Certification Number: 710, Book No.01/2026-SCT/CK,Dc**

**NOTARY PUBLIC**

*(Signed)*

**Do Toan Trung**

Hanoi, April 23<sup>rd</sup>, 2026

**PROPOSAL**

*Ref.: The dismissal and additional election of members of  
VietinBank Supervisory Board for term 2024 – 2029*

**Respectfully to: The General Meeting of Shareholders of Vietnam Joint Stock  
Commercial Bank for Industry and Trade**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on  
17/06/2020;*

*Pursuant to the Law on Credit Institutions No. 32/2024/QH15 passed by the National  
Assembly on 18/01/2024;*

*Pursuant to the Charter on Organization and Operation of Vietnam Joint Stock Commercial  
Bank for Industry and Trade (VietinBank);*

*Pursuant to Decision No. 2940/QĐ-NHNN dated 8/8/2025 regarding retirement with social  
insurance benefits and the resignation letter dated 7/10/2025 of Ms. Pham Thi Thom from her  
position as a member of the Supervisory Board;*

*Pursuant to Official Dispatch No.2312/NHNN-TCCB dated 27/3/2026 of the State Bank of  
Vietnam on VietinBank's personnel work.*

VietinBank would like to report and submit to 2026 Annual General Meeting of  
Shareholders (2026 AGM) the following contents:

1. Approve the dismissal of Ms. Pham Thi Thom from her position as a member of  
VietinBank's Supervisory Board (SB) for term 2024-2029 effective from 01/11/2025, due to  
retirement to receive social insurance benefits.

2. Approve the number of additional member elected to VietinBank's SB for term 2024 –  
2029: 01 members;

3. Approve the list of candidates for additional election to VietinBank SB for term 2024 –  
2029 at 2026 AGM, comprising of:

No.	Full name	Current position	Expected position for election
1	Ms. Nguyen Thi Huong	Deputy Chief of the Board of Directors' Office, VietinBank	Member of VietinBank SB for term 2024– 2029

*(Resume of candidate for additional election to VietinBank SB for term 2024 - 2029 is attached  
to this Proposal).*

VietinBank hereby seeks the approval from 2026 AGM of the aforementioned contents./.

**PP. THE BOARD OF DIRECTORS  
CHAIRMAN**



**Tran Minh Binh**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**CURRICULUM VITAE**

**1. Background information**

- Full name: **Nguyen Thi Huong**
- Preferred name: **Nguyen Thi Huong**
- Alias: N/A
- Date of birth: 13/01/1980
- Place of birth: Ninh Binh
- Nationality: Vietnam



- Permanent address: 69 Chua Boc Street, Trung Liet, Dong Da, Hanoi
- Current residential address: Room 711 HH1 Meco Apartment Building, 102 Truong Chinh Street, Dong Da, Hanoi.

- Identity card number: 036180001703 dated 25/04/2021 by Department of Administrative Police for Social Order.

- Name and address of the legal entity represented, capital contribution ratio represented (in case the representative of the capital contribution of a shareholder or capital contributing member is a legal entity or a person appointed to represent the State capital contribution at credit institutions): N/A

**2. Education background**

- General education: 12/12
- Academic title, degree: Bachelor
- + Bachelor's degree – Banking Academy (1998 – 2002)
- + Master's degree - specializing in Finance and Banking – National Economics University

**3. Work experience**

- Jobs, enterprises, titles from 18 years olds to present:

No.	Time (from month/year to month/year)	Enterprises	Titles	Operation area of the enterprise and assigned tasks	Notes
1	1/2003 - 2/2006	Business Services Department, Head Office, VietinBank	Staff	Credit - Banking	
2	3/2006 - 7/2010	Credit Risk Management and Investment Department, Head Office, VietinBank	Level 1 Risk Management Specialist	Credit Risk Management - Banking	
3	7/2010-1/2013	Credit Risk Management and Investment Department, Head Office, VietinBank	Deputy Head of Credit and Investment Appraisal Department 1	Credit Appraisal - Banking	
4	1/2013 - 12/2013	Credit Risk Management Department, Head Office, VietinBank	Acting Head of Department	Credit Risk Management - Banking	
5	1/2014 - 2/2014	Credit Risk Management Department, Head Office, VietinBank	Head of Department	Credit Risk Management - Banking	

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6	5/2015 - 12/2024	Ocean Bank	Member of the Board of Directors	Banking	
7	2/2014-5/2016	Credit and Investment Policy Department, Head Office, VietinBank	Head of Department	Credit and Investment Policies and Regulations - Banking	
8	5/2016-1/2021	Customer Service and Planning Management Department, Head Office, VietinBank	Head of Department	Capital Balance Management and Financial Planning - Banking	
9	1/2021-11/2021	Finance Division, Head Office, VietinBank	Deputy Director of Finance Division and Head of Capital Balance Management and Financial Planning Department	Capital Balance Management and Financial Planning - Banking	
10	11/2021 – 6/2025	Risk Management Division, Head Office, VietinBank	Director of Division	Risk Management - Banking	
11	6/2025 – Present	Board of Directors Office, Head Office, VietinBank	Deputy Chief of Office	Banking	

- Awards, penalization, responsibilities according to inspection conclusions leading to credit institutions and foreign bank branches being sanctioned for administrative violations: None

**4. Civil act capacity:** Full civil capacity

**5. Legal commitment**

I commit:

- Meets the standards and conditions to hold the position of member of the Supervisory Board at VietinBank.

- Do not violate legal regulations in currency and banking areas.

- Notify VietinBank of any changes related to the content of this declaration that arise while the State Bank of Vietnam is considering VietinBank's request.

- The personal information provided to VietinBank to submit to the State Bank of Vietnam for review and approval of the proposed personnel is true. I take responsibility before the law for the completeness, truthfulness, and accuracy of the above declared information.

*Hanoi, date 31 month 03 year 2026*

**Candidate**

*(Signed)*

**Nguyen Thi Huong**

**CERTIFICATION BY THE NOTARY PUBLIC**

*March 31, 2026 (Thirty-first day of March, 2026)*

*At the office of Notary Public No. 1, Hanoi City – Address: 310 Ba Trieu Street, Hai Ba Trung Ward, Hanoi City*

*I, Ngo Thi Thu Hoa, Notary Public of Notary Public No. 1, Hanoi City*

**CERTIFYING**

Ms. **Nguyen Thi Huong**, born on January 13, 1980, holding Citizen Identity Card No. 036180001703 issued by the Department of Administrative Management of Social Order on April 25, 2021, declares that she has understood and is fully responsible for the content of this document and has signed it in my presence.

Certification Number: 309, Book No.      -SCT/CK,Dc

**NOTARY PUBLIC**

*(Signed)*

**Ngo Thi Thu Hoa**



A blue ink signature is located at the bottom right corner of the page.



**VIETNAM JOINT STOCK COMMERCIAL BANK  
FOR INDUSTRY AND TRADE**

Address: 108 Tran Hung Dao Str., Cua Nam ward, Hanoi city  
Tel: 84.24.39421030; Business Registration Certificate No. 0100111948  
granted for the 13<sup>th</sup> time on 8/1/2024

**REGULATION  
ON THE ADDITIONAL ELECTION OF VIETINBANK'S  
MEMBERS OF THE BOARD OF DIRECTORS FOR TERM 2024-2029**

- Pursuant to the Law on Credit Institutions No.32/2024/QH15 dated 18/1/2024 and amended and supplemented documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and amended and supplemented documents;
- Pursuant to the Charter on the organization and operation of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank);
- Pursuant to Regulation on Internal Management of VietinBank;
- Pursuant to Official Dispatch No.2312/NHNN-TCCB dated 27/3/2026 of the State Bank of Vietnam on VietinBank's personnel work.

**1. Number of member additionally elected to the Board of Directors**

VietinBank's Board of Directors elected 01 additional member for the term 2024-2029.

**2. Term of member of the Board of Directors additionally elected**

The term of additionally elected members of the Board of Directors is the remaining time of the current term of the Board of Directors (2024 – 2029).

**3. Conditions to become members of the Board of Directors**

**3.1. Member of the Board of Directors must fulfill the following criteria and conditions:**

- Not subject to the provisions of Clause 1, Article 42 of the Law on Credit Institutions and other provisions of the Law;
- Being professionally ethical;
- Holding at least university degree;
- Having at least 03 years as a manager, executive of a credit institution or at least 05 years as a manager, executive of an enterprise operating in the finance, banking, accounting or of another enterprise having owners' equity of at least equal to the legal capital of the corresponding type of credit institution or at least 05 years working directly at the finance, banking, accounting and auditing departments.

**3.2. A Board of Directors' member nominee of VietinBank must be approved by the State Bank of Vietnam in writing and during the time of undertaking his/her position as a Board of Directors member, comply with standards and conditions prescribed by law and the Charter of VietinBank.**

**4. Principles for nominating members of the Board of Directors**

According to the provisions of Article 37 of VietinBank Charter, a shareholder or a group



of shareholders holding from 05% or more of total ordinary shares of VietinBank shall have the right to nominate candidates to the Board of Directors. Board of Directors nomination shall follow the below rules: A shareholder or group of shareholders who holds from 05% to below 30% shall have the right to nominate maximum 02 candidates; who holds from 30% to below 40% shall have the right to nominate maximum 03 candidates; who holds from 40% to below 50% shall have the right to nominate maximum 04 candidates; who holds from 50% shall have the right to nominate a maximum number of candidates to the Board of Directors in accordance with the number of Board of Directors as mandated by the Law and VietinBank's Charter.

## **5. Nomination documents for candidates to be elected as member of the Board of Directors**

### **5.1. Principles for preparation of the application documents:**

- Documents must be prepared in Vietnamese. In case a document issued by a competent agent or organization of a foreign country, notarized or certified documents must be legalized in accordance with the provisions of Vietnamese law (except for cases of exemption from consular legalization under legal regulations on consular legalization) and translated into Vietnamese;
- Translations from foreign languages into Vietnamese must be notarized or certified by translators in accordance with the law;
- Copies of documents of candidates expected to be elected or appointed must be copies from the original books or certified copies from the originals as prescribed by law;
- Documents prepared by the nominees expected to be elected and self-appointed candidates must be certified in terms of signature in accordance with the law.

### **5.2. List of documents:**

A shareholder or a group of shareholders eligible to nominate member(s) of the Board of Directors must send to VietinBank the following documents:

- Nomination Letter to be elected member of the Board of Directors (as per template);
- Curriculum vitae with certified signature (as per template)
- Criminal clearance record;
- A notarized copies of certificates certifying level of education and professions, notarized Vietnamese translation version is required if such certificates are in foreign languages;
- Disclosure of the list of related persons of the nominee (as per template at Appendix No.2 - Circular 22) and Disclosure on related interests of the nominee;
- Others documents establishing that the nominee meets all standards and prescribed conditions.

*Note: Document template are posted at website <https://investor.vietinbank.vn>, section "Events" - "General Meeting of Shareholders" - "2026" - "2026 Annual General Meeting of Shareholders".*

### **5.3. Location and time to receive nomination documents for candidates to be elected as member of the Board of Directors**

- **Location to receive documents:** Documents nominating candidates to the Board of Directors of VietinBank must be sent directly or by post (secured) to the Secretariat to the Board of Directors and Investor Relations - Board of Directors Office - VietinBank - No.108, Tran Hung Dao, Cua Nam ward, Hanoi city (Tel:

+84.24.39413622/+84.832485588).

- **Time to receive documents: no later than 5:00 p.m, Thursday, April 09, 2026.**  
Nomination documents received by VietinBank after the above time are invalid.

#### **6. Principles for the election of the Board of Directors members**

- By adopting the cumulative voting method, under which each shareholder has a total number of votes corresponding to the total number of shares owned/represented multiplied by the number of elected members of the Board of Directors, shareholders have the right to put all of their vote for one candidate or split votes for a number of candidates;
- The elected members of the Board of Directors shall be determined by votes from the highest to the lowest, starting from candidates with the highest number of votes until sufficient number of the Board of Directors members is reached and the elected member must have at least 51% of the total number of votes for each candidate on the total number of voting shares of the shareholders attending the General Meeting of Shareholders;
- If the shareholders want to vote for a candidate, write the number of votes for that candidate to the column "number of votes";
- If the shareholders do not vote for a candidate, either leave the column blank or cross out the column "number of votes";
- Aggregate number of votes for the candidates by a shareholder shall not exceed the total permitted votes of such shareholder (number of shares owned/represented multiplied by the number of members to be elected);
- Names of the candidates are printed in the voting card. Where the General Meeting of Shareholders decides to remove or supplement any candidate, the shareholders will rule out that candidate or add that candidate's name to the bottom of the list.

#### **7. Announcing the electing decision**

- Based on the Vote count minutes, the election results of the Board of Directors member will be announced at the meeting;
- The results will be recorded in the Resolution of 2026 Annual General Meeting of Shareholders.

#### **8. Validity**

This Regulation comes into effect immediately upon the approval of 2026 Annual General Meeting of Shareholder and will only apply to the additional election of members of the Board of Directors for term 2024-2029./.

*Hanoi, 24<sup>th</sup> April 2026*

**ON BEHALF OF AGM  
CHAIRMAN**



**Tran Minh Binh**





**VIETNAM JOINT STOCK COMMERCIAL BANK  
FOR INDUSTRY AND TRADE**

Address: 108 Tran Hung Dao Str., Cua Nam ward, Hanoi city  
Tel: 84.24.39421030; Business Registration Certificate No. 0100111948  
granted for the 13<sup>th</sup> time on 8/1/2024

**REGULATION**  
**ON THE ADDITIONAL ELECTION OF VIETINBANK'S**  
**MEMBERS OF THE SUPERVISORY BOARD FOR TERM 2024-2029**

- Pursuant to the Law on Credit Institutions No.32/2024/QH15 dated 18/1/2024 and amended and supplemented documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and amended and supplemented documents;
- Pursuant to the Charter on the organization and operation of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank);
- Pursuant to Regulation on Internal Management of VietinBank;
- Pursuant to Official Dispatch No.2312/NHNN-TCCB dated 27/3/2026 of the State Bank of Vietnam on VietinBank's personnel work.

**1. Number of member additionally elected to the Supervisory Board**

VietinBank's Supervisory Board elected 01 additional member for the term 2024-2029.

**2. Term of member of the Supervisory Board additionally elected**

The term of additionally elected members of the Supervisory Board is the remaining time of the current term of the Supervisory Board (2024 – 2029).

**3. Conditions to become members of the Supervisory Board**

**3.1. Member of the Supervisory Board must fulfill the following criteria and conditions:**

- Not to be a subject regulated at clause 1, Article 42 of the Law on Credit Institutions.
- To have professional ethics according the regulations of the Governor of the State Bank.
- To have university degree or higher in finance, banking, economics, business administration, law, accounting, auditing. To have at least 3 years of working directly in the field of banking, finance, accounting or auditing.
- Not to be a Related person of a Manager of VietinBank.
- Head of the Supervisory Board must reside in Vietnam during his/her term of service.
- Not to be a family relative of any member of the Board of Directors, Branch Manager or General Director and any other manager of VietinBank;
- Not to be a manager of VietinBank.
- Other qualifications and conditions as required by regulations of the relevant Law.

**3.2. A Supervisory Board member nominee of VietinBank must be approved by the State Bank of Vietnam in writing and during the time of undertaking his/her position as a Supervisory Board member, comply with standards and conditions prescribed by law and the Charter of VietinBank.**



#### **4. Principles for nominating members of Supervisory Board**

According to the provisions of Article 52 of VietinBank Charter, a Shareholder or a group of Shareholders holding from 05% or more of total Ordinary Shares of VietinBank shall have the right to nominate candidates to the Supervisory Board. Supervisory Board nomination shall follow the below rules: A Shareholder or a group of Shareholders who holds from 05% to less than 30% shall have the right to nominate up to 02 candidates; who holds from 30% to less than 40% shall have the right to nominate up to 03 candidates; who holds from 40% to less than 50% shall have the right to nominate up to 04 candidates and who holds from 50% and more shall have the right to nominate the entire number of maximum candidates.

#### **5. Nomination documents for candidates to be elected as member of Supervisory Board**

##### **5.1. Principles for preparation of the application documents:**

- Documents must be prepared in Vietnamese. In case a document issued by a competent agent or organization of a foreign country, notarized or certified documents must be legalized in accordance with the provisions of Vietnamese law (except for cases of exemption from consular legalization under legal regulations on consular legalization) and translated into Vietnamese;
- Translations from foreign languages into Vietnamese must be notarized or certified by translators in accordance with the law;
- Copies of documents of candidates expected to be elected or appointed must be copies from the original books or certified copies from the originals as prescribed by law;
- Documents prepared by the nominees expected to be elected and self-appointed candidates must be certified in terms of signature in accordance with the law.

##### **5.2. List of documents:**

- Nomination Letter to be elected member of Supervisory Board (as per template);
- Curriculum vitae with certified signature (as per template)
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- The elected members of the Supervisory Board shall be determined by votes from the highest to the lowest, starting from candidates with the highest number of votes until sufficient number of Supervisory Board members is reached and the elected member must have at least 51% of the total number of votes for each candidate on the total number of voting shares of the shareholders attending the General Meeting of Shareholders;
- If the shareholders want to vote for a candidate, write the number of votes for that candidate to the column "number of votes";
- If the shareholders do not vote for a candidate, either leave the column blank or cross out the column "number of votes";
- Aggregate number of votes for the candidates by a shareholder shall not exceed the total permitted votes of such shareholder (number of shares owned/represented multiplied by the number of members to be elected);
- Names of the candidates are printed in the voting card. Where the General Meeting of Shareholders decides to remove or supplement any candidate, the shareholders will rule out that candidate or add that candidate's name to the bottom of the list.

#### 6. Announcing the electing decision

- Based on the Vote count minutes, the election results of the Supervisory Board member will be announced at the meeting;
- The results will be recorded in the Resolution of 2026 Annual General Meeting of Shareholders.

#### 7. Validity

This Regulation comes into effect immediately upon the approval of 2026 Annual General Meeting of Shareholders and will only apply to the additional election of members of the Supervisory Board for term 2024-2029./.

Hanoi, 24<sup>th</sup> April 2026

ON BEHALF OF AGM  
CHAIRMAN



Tran Minh Binh

