

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

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

108 Tran Hung Dao Street, Hanoi

Hanoi, April, 2014

Tel: 04.39421030

PROPOSAL

TO THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Ref: For approval of the Project to purchase Directors - Officers (D&O) Liability Insurance

Pursuant to Paragraph 2 of Article 59 of the Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010 on the duties and powers of the General Meeting of Shareholders;

Pursuant to Paragraph 6 of Article 13 of Circular No. 121/2012/TT-BTC dated July 26, 2012 on responsibilities and duties of the Board of Directors, which stipulates: “A *public company may purchase liability insurance for members of the Board of Directors after getting approval of the General Meeting of Shareholders.*”

The Board of Directors of Vietnam Joint Stock Commercial Bank for Industry and Trade respectfully submits to the Annual General Meeting of Shareholders for approval of the policy to purchase Directors - Officers Liability Insurance (D&O Insurance) on annual basis at Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank) as follows:

1. The necessity to purchase D&O insurance:

The annual purchase and maintenance of D&O insurance at VietinBank is for the purpose of ensuring the Bank’s compliance with requirements on insurance policies agreed between VietinBank and BTMU and IFC, avoiding legal risks that will occur due to breach of agreements and potential losses that may occur during the operation of VietinBank aiming at ensuring VietinBank’s safe and efficient operation.

2. The basic contents of D&O insurance

Purchasing this insurance, loss incurred from Claims and legal/litigation cost incurred due to any arising investigations in accordance with current law might be covered by the insurance company

3. Arrangement for Execution:

The General Meeting of Shareholders authorizes the Board of Directors to arrange for the purchase of and managing this type of insurance every year and handle all arising matters and related works in the execution process.

Respectfully submit to the Annual General Meeting of Shareholders for approval.

BOARD MEMBER AND GENERAL DIRECTOR

(Signed and sealed)

Nguyen Van Thang