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Ha Noi, April 29, 2014.

PROPOSAL

(for approval of amendments and supplements to the VietinBank's Charter)

Respectfully submit to: The 2014 Annual General Meeting of Shareholders

Pursuant to the Law on Credit Institutions No. 47/2010/QH12 approved by the National Assembly on June 16, 2010;

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

Pursuant to Official Dispatch No2490/NHNN-TTGSNH dated April 28,2014 of the State Bank of Vietnam on the amendments and supplements to the contents expected to be submitted to the Annual General Meeting of Shareholders by VietinBank

Based on the agenda and the contents to be submitted to the Annual General Meeting of Shareholders in 2014 to decide the AGSM approval items, the Board of Directors of VietinBank respectfully submit to the AGMS for consideration and approval of the amendments and supplements to the Charter on Organization and Operation of VietinBank (hereinafter referred to as “*the Charter*”). The details are as follow:

1. Proposed amendments to Article 20 of the Charter

(i) Item 20.1 stipulates that: “A shareholder being an individual may own a number of shares representing not more than 10% of VietinBank charter capital”.

Proposed change: *A shareholder being an individual may own a number of shares representing not more than 5% of VietinBank charter capital.*

(ii) Item 20.2 stipulates that: “An institution shareholder may own a number of shares representing not more than 20% of VietinBank charter capital except for the institution that represents for the shares owned by the State”

Proposed change: *An institutional shareholder may own a number of shares representing not more than 15% of VietinBank charter capital except for the institution that represents for the shares owned by the State and other cases as stipulated at the Law on Credit Institutions.*

Reason for such proposed changes: The changes are proposed based on Article 55 of the Law on Credit Institutions in 2010 on the shareholding thresholds.

2. Proposed amendment to Article 13 on VietinBank’s charter capital

Item 1 of Article 13 of VietinBank’s Charter on Organization and Operation specifies that: “*VietinBank’s charter capital is VND 32,661,443,480,000*”. On 15 August 2013, the Governor

of the State Bank of Vietnam issued Official Letter No. 5832/NHNN-TTGSNH approved the proposal to increase the charter capital by issuing additional shares to existing shareholders of VietinBank. Accordingly, the Governor of the State Bank of Vietnam approved the charter capital increase of VietinBank from VND 32,661,443,480,000 to VND **37,234,045,560,000** following the charter capital increase plan which has been approved by the 2nd Extraordinary General Meeting of Shareholders of VietinBank on 13 July 2013. Under the provisions of law, upon completion of the charter capital increase, VietinBank need to amend its License for Organization and Operation before amending the Charter with the actual charter capital increase recorded. VietinBank has submitted to the SBV for consideration and approval of the Bank's License for Organization and Operation.

Therefore, VietinBank would like to propose the AGSM in 2014 to assign the Board of Directors of VietinBank to amend the Bank's Charter to reflect the current Charter Capital after the SBV issues the Decision on amendments to its License for Organization and Operation

Respectfully submit to the AGSM for consideration and approval of the above contents./.

**ON BEHALF OF THE BOARD OF DIRECTORS
BOARD MEMBER AND GENERAL DIRECTOR**

(Signed and sealed)

Nguyen Van Thang