

Hanoi, 08<sup>th</sup> December 2018

**DRAFT**

## **REGULATION**

### **ON THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTOR OF VIETINBANK FOR THE TERM OF 2014-2019**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 ratified by the National Assembly on 26<sup>th</sup> November, 2014;
- Pursuant to the Law on Credit Institutions No.47/2010/QH12 ratified by the National Assembly on 16<sup>th</sup> June, 2010; the Law amending and supplementing a number of articles of the Law on Credit institutions No. 17/2017/QH14 dated 20<sup>th</sup> November, 2017;
- Pursuant to Circular 06/2010/TT-NHNN dated 26<sup>th</sup> February, 2010 by the State Bank of Vietnam guiding the organization, governance, management, charter capital, transfer of shares, amendment and supplement to the license and charter of banks;
- Pursuant to the Charter on the organization and operation of Vietnam Joint Stock Commercial Bank for Industry and Trade;
- Pursuant to Regulation on Internal Management of Vietnam Joint Stock Commercial Bank for Industry and Trade;
- Pursuant to the Official Letter No. 8175/NHNN-TCCB dated 31<sup>st</sup> October, 2018 of the State Bank of Vietnam on personnel matter of VietinBank;

#### **1. Election of member to the Board of Directors**

Member of the Board of Directors of VietinBank additionally elected for the term of 2014-2019 consists of **01 member**.

#### **2. The term of the member of the Board of Directors additionally elected**

The term of the member of the Board of Directors additionally elected is the remaining time of the current term of the Board of Directors (2018-2019).

#### **3. Conditions to become members of the Board of Directors**

***3.1 Members of the Board of Directors must qualify for the following criteria and conditions:***

- To have full capacity for civil acts and not to be prohibited from managing an enterprise as regulated by the Law;
- Not to be included in the list of those not eligible to be General Director as stipulated in Clause 1, Article 33, Law on Credit Institutions and other laws and regulations on banking;
- To have professional ethics;
- Being an individual or an authorized representative who owns at least 5% of VietinBank's charter capital, except for being a member of the Board of members, an independent member of the Board of Directors or holding a university degree or higher in one of the fields of economics, business administration, law or to have at least 03 years of experience as a manager of VietinBank or other enterprises operating in the field of banking, finance, accounting, auditing or to have at least 5 years of experiences working directly in the field of finance, banking, accounting, auditing;
- To have good health and good moral qualities, honest and have a good understanding of the Law.

***3.2 The Board member nominees of VietinBank must be approved by the State Bank of Vietnam in writing and during the time of undertaking their positions as Board members, must comply with standards and conditions prescribed by law and the Charter of VietinBank.***

#### **4. Application for Board member nominees**

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- Nomination Letter for BoD member (*as per template*);
- Curriculum vitae/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;
- List of related persons to candidates as per template;
- Public report on related interests of candidates;
- The other qualifications demonstrating that the candidates have adequate standards and qualifications as prescribed conditions;
- The documents from the Board of Directors of the other credit institution approving the nominated candidates to participate as members of the Board of Directors of VietinBank (*in the case the nominee is the manager of the other credit institutions*);
- If the elected Board member does not hold the Vietnamese nationality, in addition to the above documents and records, criminal clearance record (or a document of equivalent value) by the competent authority of the country where the foreigners reside before coming to Vietnam. This record must be legalized by the Consulate. If the foreigners have already been residing in Vietnam for 06 months or more, sufficient criminal clearance record should be granted by the Department of Justice of Vietnam where the foreigner is residing.

#### **5. Principles for the election of the Board members**

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- By adopting the cumulative voting method, under which each shareholder has a total number of votes corresponding to the total number of shares owned 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 Board members is reached and the elected member must have at least 65% 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";
- Total number of votes for the candidates shall not exceed the total votes permitted by shareholders (*number of shares 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**

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- Based on the minutes of the counting of votes, the election results of the Board of Directors will be announced at the meeting;

- The results will be recorded in the Resolution of the General Meeting of Shareholders.

## **7. Validity**

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This Regulation comes into effect immediately after the approval of the General Meeting of Shareholders and will only apply to the election of additional members of the Board of Directors for the term from 2014-2019.

*Hanoi, 08<sup>th</sup> December, 2018*

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

*(Signed and Sealed)*

**Le Duc Tho**