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

Hanoi, 26th April 2016

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 approved by the National Assembly on 26th November 2014;*
- *Pursuant to the Law on Credit Institutions No. 47/2010/QH12 promulgated by the National Assembly on 16th June 2010;*
- *Pursuant to Circular 06/2010/TT-NHNN dated 26th February, 2010 of 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 Dispatch No. 2881/NHNN-TCCB dated 25th April 2016 of the State Bank of Vietnam on personnel activities;*
- *Pursuant to Dispatch No. ………………………………………….*

1. Election of members of the Board of Directors

There is 01 member of the Board of Directors of VietinBank to be additionally elected for the term of 2014-2019.

2. The term of the member of the Board of Directors elected

The term of service of the member of the Board of Directors to be elected is the remaining time of the second term of office of the Board of Directors (2016-2019).

3. Conditions to become members of the Board of Directors

3.1 Members of the Board of Directors must fulfill the following criteria and conditions:
- Sufficient capacity for civil acts, not subject to being banned from managing the bank in accordance with the law;
- Not under the list of persons who are not permitted to act as members of the Board of Directors of the Bank under the provisions of paragraph 1 of Article 33 of the Law on Credit Institutions 2010 and other provisions of the law;
- Professionally ethical;
- The individual owner or authorized representative who own at least 5% of the charter capital of VietinBank, except for members of the Board of members, the independent members of the Board of Directors; holding one or more university degree in economics, business administration, law; or being a manager for at least 03 years at VietinBank or other enterprises operating in insurance, securities, accounting, auditing or having at least 05 years of working experience directly in the operational units in the field of banking, finance, auditing or accounting;
- Having good health and good moral qualities, honest and have a good understanding of the law.

3.2 The Board member nominee of VietinBank must be approved by the State Bank of Vietnam in writing and during the time of undertaking his positions as a Board member, compliance with standards and conditions prescribed by law and the Charter of VietinBank must be ensured.

4. Nomination documents

- Nomination Letter (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;
- Disclosure on related interests of the nominee;
- Disclosure of the list of related persons of the nominee as per template
- Others documents establishing that the nominee meets all standards and prescribed conditions;
- The documents from the Board of Directors of the other credit institution approving their manager to participate as member of the Board of Directors of VietinBank (in the case the nominee is the manager of another credit institution);
- If the elected Board member does not hold the Vietnamese nationality, in addition to the above documents and records, criminal clearance record (or an equivalent document) by the competent authority of the country where such foreigner resides before coming to Vietnam is required. This record must be legalized. If such nominee has already been residing in Vietnam for 06 months or more, 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 member

- 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

- 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

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

Hanoi, 26th April 2016
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Nguyen Van Thang