



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

Address: 108 Tran Hung Dao Str., Hoan Kiem Dist., Hanoi

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Business Registration Certificate No. 0100111948 granted for the 12<sup>th</sup> time on 8/9/2021

**DRAFT REGULATION**

**ON ARRANGEMENT OF VIETINBANK'S 2023 ANNUAL GENERAL  
MEETING OF SHAREHOLDERS**

**CHAPTER I**

**GENERAL PROVISIONS**

**Article 1: Scope and Applicability**

1. This Regulation is applicable to 2023 Annual General Meeting of Shareholders (AGM or the meeting) of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).
2. This Regulation provides for the rights and obligations of shareholders, attendees and participants to the AGM; conditions, and procedures for conducting the AGM.

**Article 2: Eligibility to attend the meeting**

1. Shareholders or authorized representatives of institutional shareholders named in the list of shareholders as at the record date, which was prepared for the purpose of the AGM, have the right to participate in the meeting or authorize other individuals or organizations to attend the meeting.
2. Shareholders may authorize all or part of their shares to another person to attend the AGM.
3. The authorization is only legally valid when all of the following conditions are met:
  - (i) Shareholders fill in all information on the Power of Attorney (*using VietinBank's sample or as per Civil Law's regulation*);
  - (ii) The Power of Attorney has the full signature, full name and seal (*for organization*) of the granter and the agent.
  - (iii) The original hard copy of Power of Attorney is sent to VietinBank no later than the AGM's date (**21/4/2023**) via post mail to the following address: Secretariat Office to the BoD and Investor Relations, Office of the BoD, VietinBank, 108 Tran Hung Dao Street, Hoan Kiem District, Hanoi. Shareholders can send a photo/scan in advance to the email address: investor@vietinbank.vn and send the original hard copy via post mail later.

**CHAPTER II**

**RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE MEETING**

**Article 3: Rights and obligations of a shareholder, an authorized representative of institutional shareholder and authorized person (Delegate)**

**a. Rights of Delegate**

1. To participate in the meeting or authorize other individuals or organizations to participate in the meeting to vote and elect on all issues within the AGM's competence as prescribed by law and Charter on organization and operation of VietinBank.
2. To receive voting cards, voting papers and election papers (with participants' code and the number of voting shares specified in such cards and papers) after completing the shareholders' eligibility checking. The voting power of the voting cards, voting and election papers corresponds to the percentage of voting shares that delegate owns or represents to total number of voting shares of all delegates participating in the AGM.
3. To discuss and vote, elect directly at the AGM through the contents, including:
  - (i) Report of the Board of Directors on task performance in 2022 and development orientation in 2023;
  - (ii) Report of the Board of Management on business performance in 2022, orientation and plan in 2023;
  - (iii) Report of the Supervisory Board on 2022's activities and orientation in 2023;
  - (iv) Proposal for approval of 2022 audited financial statements;
  - (v) Proposal for approval to select an independent auditor to audit/review VietinBank's financial statements and operation of internal control system in 2024;
  - (vi) Proposal on 2022 profit distribution plan;
  - (vii) Proposal for approval of the remuneration for the Board of Directors and the Supervisory Board in 2023;
  - (viii) Proposal for approval of the amendments to the Internal Governance Regulations and the Regulations on Organization and Operation of VietinBank's Board of Directors;
  - (ix) Proposal on the listing of VietinBank's 2023 public offering bonds on Hanoi Stock Exchange after offerings;
  - (x) Proposal for approval of the Plan to increase charter capital through the issuance of shares to pay dividends from the remaining profit in 2021 and the remaining profit accumulated until the end of 2016;
  - (xi) Proposal regarding the dismissal and election of Board Members of VietinBank for the term 2019 – 2024;
  - (xii) Other contents as prescribed by law and the Charter of VietinBank (*if any*).
4. Any delegate who joins late at the AGM shall be entitled to enroll in the meeting and has the right to participate and vote, elect after enrollment. The Chairman, however, has no responsibility to suspend the AGM and the validity of the voting, electing conducted prior to the time of that delegate's presence shall remained unaffected.

**b. Obligations of Delegate**

1. Bring ID Card or Passport, Invitation, a valid Power of Attorney (*in case of authorization*) for shareholders' eligibility checking.
2. Refrain from disrupting the order of the Meeting. Delegates may voice their opinions at the meeting hall or write their opinions in the Shareholder's comments/opinions sheets and deliver them to Organization Committee. When delegates want to voice their views at the meeting hall, registration with the Organization Committee is required and

delegates must provide their name, address, and participant's code before expressing their opinions.

3. To comply with the provisions of this Regulation, the guidance and instructions of the Chairpersons and respect the Meeting's outcome.

#### **Article 4: Rights and obligations of the Eligibility Committee**

1. Eligibility Committee is set up and appointed by Board of Directors of VietinBank
2. Duties of Eligibility Committee:
  - To check the shareholders' eligibility: ID Card or Passport, Invitation, a valid Power of Attorney (*in case of authorization*);
  - To deliver Voting cards, Voting papers, Election papers to delegates;
  - To report to the AGM about the result of shareholders' eligibility checking.
3. Eligibility Committee may set up its assisting team to complete its task.

#### **Article 5: Rights and obligations of the Vote Counting Committee**

1. The Vote Counting Committee consists of the Chairperson and other members (who are not candidates to be elected to the Board of Directors/Supervisory Board), nominated by the Chairmanship Panel and approved by the AGM.
2. Duties of The Vote Counting Committee:
  - To guide delegates on how to use voting cards, voting papers and election papers;
  - To collect voting cards, voting papers and election papers and conduct vote counting.
  - To make minutes of vote counting and report to the AGM on the results of counting votes and elections.
3. The Vote Counting Committee may set up its assisting team to complete its tasks.

#### **Article 6: Rights and obligations of the Chairmanship Panel and Secretariat**

1. Chairmanship Panel consists of a Chairperson and other members elected and approved by the AGM, having responsibility to chair the AGM.
2. The decisions of the Chairmanship Panel on the orders, procedures or incidents arising beyond the meeting agenda are final.
3. Chairmanship Panel has the right to take necessary actions to ensure the order and the validity of the meeting, or true reflection of the expectation of the majority of participants at the AGM.
4. Chairmanship Panel may adjourn the AGM to another time (in accordance with the provisions of the Law on Enterprise and VietinBank's Charter on Organization and Operation) and at another venue at the sole discretion of the Chairperson without obtaining opinions from shareholders if occurs one of the following cases:
  - There is attendee interfering, disrupting, threatening the fair and lawful progress of the meeting;
  - The postponement is necessary to ensure that the AGM is conducted legally.
  - The means of information at the AGM does not guarantee the delegates to participate, discuss, vote and elect.

5. The Secretariat, consists of the Chairperson and other members, appointed by the Chairmanship Panel, shall prepare AGM minutes and draft AGM resolution and provide other task as assigned by the Chairmanship Panel.

### **CHAPTER III**

#### **AGM PROCEDURES**

##### **Article 7: Conditions for conducting the AGM**

The Meeting shall be conducted if the number of delegates presenting at the AGM represents for at least 65% of total voting shares in accordance with the shareholders' list as at record date for the purpose of convening the AGM.

##### **Article 8: Conducting the AGM**

1. The AGM is scheduled to take place for ½ day.
2. Participants shall approve the meeting agenda, discuss each in turn and vote through the contents mentioned in the Clause 2, Article 3 of this Regulation.

##### **Article 9: Approval of AGM's decisions**

1. The content at Point (x), Clause 3, Article 3 of this Regulation shall only be ratified if approved by at least 65% of the total number of voting shares of participating delegates.
2. The other contents at the AGM shall only be ratified if approved by at least 51% of the total number of voting shares of participating delegates.
3. The election of members of the Board of Directors shall be conducted on cumulative voting basis, whereby the total number of votes given to each delegate shall be the number of shares held by him/her multiplied by the number of elected members of the Board of Directors and delegate has the right to put all or part of his/her total votes for one or several candidates. The election is carried out in accordance with the Regulation on election of members of the Board of Directors (presented by the Chairmanship Panel and approved by the AGM).

##### **Article 10: Minutes of the AGM**

The contents of the AGM shall be recorded in written form and kept in accordance with relevant regulations. Minutes of the AGM shall be prepared and approved before the closing of the meeting.

### **CHAPTER IV**

#### **OTHER PROVISIONS**

##### **Article 11: In case of failure in holding the AGM**

1. In case of failure to meet the condition to conduct the Meeting as stipulated in Article 7 hereof, another meeting (second meeting) must be convened within 30 days from the planned date of the original meeting. The second meeting shall be conducted if participated delegates represent at least 51% of the total voting shares.
2. In case of the second meeting is not eligible to be conducted under the provisions of paragraph 1 of this Article, the third meeting shall be convened within 20 days from the planned date of the second meeting. In this case, the AGM shall be conducted regardless

of the number of participating delegate and be deemed valid and shall have the right to decide on all issues which may be approved by the first AGM.

**CHAPTER V**  
**EXECUTION PROVISION**

**Article 12: Validity**

1. This regulation consists of 5 chapters, 12 articles and shall be effective immediately upon approval of the AGM.
2. Delegates who attend to the AGM are responsible for the execution of this Regulation.

**ON BEHALF OF AGM**  
**CHAIRMANSHIP PANEL**