



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

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Business Registration Certificate No. 0100111948 granted for the 11<sup>th</sup> time on 1/11/2018

**DRAFT REGULATION  
ON THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF VIETINBANK  
FOR THE TERM OF 2019-2025**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 approved by the 13<sup>th</sup> National Assembly on 26<sup>th</sup> November 2014;
- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 approved by the National Assembly on 16<sup>th</sup> June 2010 and the Law amending, supplementing some articles of the Law on Credit Institutions number 17/2017/QH14 approved by the National Assembly on 20<sup>th</sup> November 2017;
- Pursuant to Circular No. 22/2018/TT-NHNN dated September 5, 2018 of the State Bank of Vietnam on guiding procedures and dossiers seeking for approval of the expected list of personnel of commercial banks and non-bank credit institutions and foreign banks' branches;
- Based on Dispatch No. .... / NHNN-TCCB..... dated ..... of the State Bank of Vietnam on ..... ,
- Based on Dispatch No. .... / NHNN-TCCB..... dated ..... of the State Bank of Vietnam on ..... ,
- 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;

**1. Election of members of the Board of Directors**

There are **08** members of the Board of Directors of VietinBank to be elected for the term of 2019-2024.

**2. The term of service of the members of the Board of Directors elected**

The term of service of the members of the Board of Directors to be elected is 5 years.

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

***3.1 A member of the Board of Directors must fulfill the following criteria and conditions:***

- Not being under the list of persons who are not permitted to act as members of the Board of Directors of credit institutions under the provisions of point 1 of Article 33 of the Law on Credit Institutions 2010, point 6 of Article 1 of the 2017 Law amending and supplementing a number of articles of the Law on Credit Institutions and other provisions of the law;
- Being professionally ethical;
- Holding at least university degree
- Having at least 03 years as a manager, executive of a credit institution or at least 05 years as a manager, executive of an enterprise operating in the finance, banking, accounting or of another enterprise having owners' equity of at least equal to the legal capital of the corresponding type of

credit institution or at least 05 years working directly at the finance, banking, accounting and auditing departments.

***3.2 A Board member nominee of VietinBank must be approved by the State Bank of Vietnam in writing and during the time of undertaking his/her position as a Board member, comply with standards and conditions prescribed by law and the Charter of VietinBank.***

#### **4. Nomination documents**

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##### ***4.1 Principles for preparation of the application documents:***

- Documents must be prepared in Vietnamese. In case a document issued by a competent agent or organization of a foreign country, notarized or certified documents must be legalized in accordance with the provisions of Vietnamese law (except for cases of exemption from consular legalization under legal regulations on consular legalization) and translated into Vietnamese;
  - Translations from foreign languages into Vietnamese must be notarized or certified by translators in accordance with the law;
  - Copies of documents of candidates expected to be elected or appointed must be copies from the original books or certified copies from the originals as prescribed by law;
- Documents prepared by the nominees expected to be elected and self-appointed candidates must be certified in terms of signature in accordance with the law.

##### ***4.2 List of documents***

A shareholder or a group of shareholders eligible to nominate and wish to nominate member(s) of the Board of Directors must send to VietinBank the following documents:

- Nomination/Self nomination Letter (*as per template*)
- Curriculum vitae with certified signature (*as per template*)
- 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 of the list of related persons of the nominee as per template and Disclosure on related interests of the nominee;
- Others documents establishing that the nominee meets all standards and prescribed conditions;

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

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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 51% 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";

- Aggregate number of votes for the candidates by a shareholder shall not exceed the total permitted votes of such shareholder (*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 Vote count minutes, 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 upon 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 2019-2024.

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

*(Signed and sealed)*

**Le Duc Tho**

