

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

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

108 Tran Hung Dao, Hoan Kiem, Hanoi  
Tel: 024.39421030

Hanoi,

April 2023

Business Registration Certificate No. 0100111948  
12<sup>th</sup> revision dated September 8<sup>th</sup> 2021

**DRAFT**

## **PROPOSAL**

*Approval of amendments to the Regulation on Internal Governance and Regulation of Organization and Operation of the Board of Directors of Vietnam Joint Stock Commercial Bank for Industry and Trade*

**For the attention of: The General Meeting of Shareholders of Vietnam Joint Stock Commercial Bank for Industry and Trade**

Pursuant to the Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010; the Law No. 17/2017/QH14 dated November 20, 2017 on amendment to several articles of the Law on Credit Institutions and its guiding documents;

Pursuant to the Law on Enterprises No. 59/2020/QH13 dated June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing some articles of the Law on Securities and Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance on Standard Charter and Regulation on internal governance for public companies;

Pursuant to the Charter on organization and operation of VietinBank issued in accordance with the Resolution of the Extraordinary General Meeting of Shareholders in 2021 of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank) No. 24/NQ-ĐHĐCD dated November 3, 2021;

Based on the requirements for the governance and management of VietinBank, the Board of Directors of VietinBank would like to seek the approval of the 2023 Annual General Meeting of Shareholders for revising the Regulation on Internal Governance and the Regulation on Organization and Operation of the Board of Directors as follows:

### **1. The Regulation on Internal Governance :**

**Article 26: Request for convening meetings of and consulting the Board of Directors by the Supervisory Board, the General Director:**

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*Proposal for revising the Regulation on Internal Governance and the Regulation on Organization and Operation of the Board of Directors of VietinBank*

Current wording:

“2. General Director:

*a) The General Director is responsible for submitting to the Board of Directors for approval: (i) the contents that the General Director must submit to the Board of Directors in accordance with Clause 4, Article 48 of the VietinBank’s Charter; (ii) matters which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.”*

Proposed revised wording:

*a) The General Director is responsible for submitting/reporting /making suggestions/making recommendations to the Board of Directors for approval: (i) the contents that the General Director must submit to the Board of Directors in accordance with Clause 4, Article 48 of the VietinBank’s Charter; (ii) contents which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.*

*The General Director directly signs-off for submission of the contents under his authority and responsibilities that require his/her submission/reporting/suggestion/recommendation to the Board of Directors according to the provisions of the law and VietinBank's Charter. For the other contents as remainder, the General Director directly signs off for submission or assigns/authorizes the Deputy General Director to sign off for submission.*

## **2.The Regulation on Organization and Operation of the Board of Directors**

### **Article 23. Decentralization and delegation of powers of the Board of Directors**

Current wording:

“5. Decentralization in a number of other issues of the Board of Directors

*a) The documents submitted by the Board of Management to the Board of Directors for settlement must be signed by the General Director. In case the General Director is absent and cannot perform his/her duties, authorization by the General Director must be available in case a Deputy General Director submits document directly to the Board of Directors.*

*b) The General Director, Heads of the Board of Directors’ Committees must submit to the Board of Directors for signing off the regulations on internal management within the jurisdiction of the Board of Directors under provisions of the*

*Charter of VietinBank and other provisions of the law.”*

Proposed revised wording:

*c) The written submission/report/suggestion/recommendation sent by the Board of Management to the Board of Directors for settlement must be signed by the General Director. In case the General Director is absent and cannot perform his/her duties, authorization by the General Director must be available in case a Deputy General Director submits document directly to the Board of Directors.*

*d) The General Director or Deputy General Directors assigned/authorized by the General Director, Heads of the Board of Directors’ Committees must submit to the Board of Directors for signing off the regulations on internal management within the jurisdiction of the Board of Directors under provisions of the Charter of VietinBank and other provisions of the law.”*

The Board of Directors would like to hereby propose to the General Meeting of Shareholders:

1. To approve the revised contents, the full text of the Regulation on Internal Governance, the Regulation on Organization and Operation of the Board of Directors.

2. To allow the competent person to sign off for promulgation of the Regulation on Internal Governance and the Regulation on Organization and Operation of the Board of Directors after combining all the revisions approved by the General Meeting of Shareholders.

Looking forward to the approval from the General Meeting of Shareholders.

**PP. THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

**Trần Minh Bình**