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Hanoi, 21st April, 2023

No.: 26/NQ-ĐHĐCĐ

DRAFT RESOLUTION
2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

Pursuant to the Law on Credit Institutions No.47/2010/QH12 dated 16/6/2010; the Law on Amendment and Supplement of several articles of the Law on Credit Institutions No. 17/2017/QH14 dated 20/11/2017;

Pursuant to the Law on Enterprises No.59/2020/QH14 dated 17/6/2020 and amendments and supplements;

Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and guiding documents for the implementation of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank);

Pursuant to the Minutes of 2023 Annual General Meeting of Shareholders (AGM) of VietinBank dated 21st April, 2023.

DECIDED:

Article 1. To approve the Report of the Board of Directors (BoD) on performance in 2022 and development orientation in 2023; Report of the Board of Management (BoM) on business performance in 2022, orientation and plan for 2023; Report of the Supervisory Board on 2022 activities and orientation in 2023 with several basic contents and criteria as follows:

1. Business performance in 2022:

- Total assets: VND 1,808,430 billion;
- Credit exposure: VND 1,279,823 billion;
- Funds mobilized: VND 1,340,546 billion;
- NPL/Credit exposure ratio as per Circular 11: 1.08%
- Separated profit before tax: VND 20,353 billion;
- Consolidated profit before tax: VND 20,946 billion.

2. Expected key financial targets in 2023:

Draft Resolution of 2023 AGM



- Total assets: Growth rate of 5% – 10%;
- Credit exposure: Follow the credit growth limit approved by the State Bank of Vietnam (SBV) and in line with the credit management policy of the SBV from time to time;
- Funds mobilized: Growth rate to be in relevance with credit growth rate, consistent with the SBV's prudent ratios;
- NPL/Credit exposure ratio: < 1.8%;
- Separated profit before tax: As approved by the State competent Agency (*VietinBank continues to drastically improve the business performance, serving as the key bank, pillar and driving force of the economy*);
- Dividend: Dividend payout ratio and structure (*cash, stock dividend*) are in line with the approval of the State competent agency and applicable laws;
- Prudential ratios: in compliance with SBV's regulations.

The AGM authorized and assigned VietinBank's BoD to decide official business targets of VietinBank based on direction and approval from the competent State Agency, market development and actual business situation of VietinBank and public the information in accordance with the regulations.

Article 2. To approve the 2022 audited Financial statements (FS) of VietinBank prepared in accordance with Vietnamese accounting standards and Vietnamese accounting system for credit institutions as at 31/12/2022 and for the period ranging from 01/01/2022 to 31/12/2022 with the following key financial figures:

- Total assets: VND 1,808,430 billion;
- Credit exposure: VND 1,279,823 billion;
- Funds mobilized: VND 1,340,546 billion;
- NPL/Credit exposure ratio as per Circular 11: 1.08%
- Separated profit before tax: VND 20,353 billion;
- Consolidated profit before tax: VND 20,946 billion.

The AGM authorized VietinBank's BoD to adjust the figures of the 2022 audited FS according to the requirements of the State competent authorities (*if any*).

Article 3: To approve the authorization for VietinBank's BoD to decide to select an independent audit organization with sufficient capacity and experience, on the list of audit companies approved by competent state agencies to perform audits for entities with public interest in the securities sector and meets the conditions specified in Circular 39/2011/TT-NHNN, Circular 24/2021/TT-NHNN of the SBV and its amendments/supplement/replacement (*if any*) at the time of making the decision to select an independent audit organization to review the semi-annual FS, audit the FS and the operation of the internal control system of VietinBank in 2024.

Article 4. To approve the profit distribution plan for 2022 which VietinBank is submitting to competent State Authority for approval with the following:

- Separate profit after tax in 2022: VND 16.379.008 million;
- Appropriation to Chartered Capital Supplementary Reserve (5%): VND 818.950 million;
- Appropriation to Financial Reserve (10%): VND 1.637.901 million;
- Appropriation to Bonus and Welfare Fund: VND 2.314.857 million;
- Other adjustments: VND 86,146 million;
- Remaining profit after funds appropriations: VND 11.521.154 million;
- Stock dividend: according to the approval of the competent State Authority: VND 11.521.154 million.

The AGM authorizes the BoD of VietinBank to: *(i)* Decide and implement the official 2022 profit distribution plan according to the approval of the competent State Agency; *(ii)* Decide the amounts of appropriations of funds in 2023 from the separate profit after tax of 2022 with maximum amount according to applicable laws; *(iii)* Decide on the use of the annual Managers' bonus fund for the purposes permitted by law.

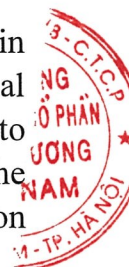
Article 5. To approve the remuneration amount for the BoD and Supervisory Board in 2023 up to 0.28% of 2023 consolidated profit after tax of VietinBank. In case additional members of the BoD and Supervisory Board are elected, the AGM authorized the BoD to decide the additional amount of remuneration arising based on the actual number of the member of the BoD and the Supervisory Board and in accordance with the regulation on payroll payment of VietinBank.

Article 6: To approve the amendments to VietinBank's Internal Governance, VietinBank's Regulations on Organization and Operation of the BoDs according to the content stated in the Proposal for the amendment to VietinBank's Internal Governance, VietinBank's Regulations on Organization and Operation of the BoDs and attached appendix.

Article 7: To approve the listing of VietinBank's public offering bonds issued in 2023 on Hanoi Stock Exchange (HNX) after the completion of bond offerings, details are as follows:

- To approve the listing of VietinBank's public offering bonds issued in 2023 on HNX after the end of the offerings, ensuring compliance and in accordance with the provisions of the Law on Securities, guiding documents of the Law on Securities and other relevant regulations.
- To authorize and assign VietinBank's Board of Directors to decide and direct the implementation of procedures related to the listing of VietinBank's public offering bonds issued in 2023 on HNX in accordance with the provisions of Law.

Article 8. Execution clause



1. This resolution was approved in full by 2023 AGM and took effect from 21st April, 2023.
2. The Members of the BoD, Supervisory Board and the BoM are responsible for the implementation of this resolution and arranging for the implementation in consistence with their functions, in compliance with the provision of Laws and the Charter on Organization and Operation of VietinBank.

Recipients:

- As per Article 8;
- The SBV (for reporting purpose);
- The SSC, VNX, HOSE, HNX, VSD;
- VietinBank's website;
- Archived at: VP, NS, VPHDQT1.

ON BEHALF OF THE AGM
CHAIRMAN 

Tran Minh Binh