



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

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

Tel: 84.24.39421030; Business Registration Certificate No. 0100111948
granted for the 13th time on 08/01/2024

**DRAFT REGULATION
ON ARRANGEMENT OF VIETINBANK'S 2024 EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS**

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Scope and Applicability

1. This Regulation is applicable to 2024 Extraordinary General Meeting of Shareholders (EGM 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 EGM; conditions, and procedures for conducting the EGM.

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 EGM, 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 EGM.
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 EGM's date (**17/10/2024**) via post mail to the following address: Secretariat Office to the Board of Directors (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 EGM'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 EGM.
3. To discuss and vote, elect directly at the EGM through the contents, including:
 - (i) Proposal for additional election of VietinBank's BoD members for 2024 - 2029 term;
 - (ii) Other contents as prescribed by law and the Charter of VietinBank (*if any*).
4. Any delegate who joins late at the EGM 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 EGM 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 copy of Business Registration Certificate, 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 regarding taking videos and photos, voicing, voting, electing... 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:
 - (i) To check the shareholders' eligibility: ID Card or Passport, Invitation, a copy of Business Registration Certificate, a valid Power of Attorney (in case of authorization);
 - (ii) To deliver Voting cards, Voting papers, Election papers to delegates;
 - (iii) To report to the EGM 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), nominated by the Chairmanship and approved by the EGM.
2. Duties of The Vote Counting Committee:

- (i) To guide delegates on how to use voting cards, voting papers and election papers;
 - (ii) To collect voting cards, voting papers and election papers and conduct vote counting.
 - (iii) To make minutes of vote counting and report to the EGM 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 EGM, having responsibility to chair the EGM.
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 EGM.
4. Chairmanship Panel may adjourn the EGM 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:
 - (i) The meeting venue fails to sufficiently accommodate all participants;
 - (ii) The means of information at the EGM does not guarantee the delegates to participate, discuss, vote and elect.
 - (iii) There is attendee interfering, disrupting, threatening the fair and lawful progress of the meeting;
 - (iv) The postponement is necessary to ensure that the EGM is conducted legally.
5. The Secretariat, consists of the Chairperson and other members, appointed by the Chairmanship Panel, shall prepare EGM minutes and draft EGM resolution and provide other task as assigned by the Chairmanship Panel.



CHAPTER III

EGM PROCEDURES

Article 7: Conditions for conducting the EGM

The Meeting shall be conducted if the number of delegates presenting at the EGM 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 EGM.

Article 8: Conducting the EGM

1. The EGM 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 3, Article 3 of this Regulation.

Article 9: Approval of EGM’s decisions

1. The content at the EGM shall only be ratified if approved by at least 50% of the total number of voting shares of participating delegates.
2. 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 EGM).

Article 10: Minutes of the EGM

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

CHAPTER IV OTHER PROVISIONS

Article 11: In case of failure in holding the EGM

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 EGM 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 EGM.

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 EGM.
2. Delegates who attend to the EGM are responsible for the execution of this Regulation.

**ON BEHALF OF EGM
CHAIRMANSHIP PANEL**