



**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 12<sup>th</sup> time  
on 8/9/2021

**DRAFT REGULATION  
ON ARRANGEMENT OF VIETINBANK'S 2022 ANNUAL GENERAL  
MEETING OF SHAREHOLDERS**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1: Scope and Applicability**

1. This Regulation is applicable to 2022 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: Interpretation of words**

1. **Delegate** is a shareholder, an authorized representative of shareholder and authorized person.
2. **An online meeting** means a meeting held in the online format, where delegates participate the meeting via the internet and/or other IT means and application to exercise their rights to discuss, vote, elect.
3. **E-voting** means a delegate votes, elects through the electronic voting system or online meeting application regulated by VietinBank and notified to shareholders.
4. **E-voting system** is a system that provides delegates with tools to exercise related rights when participating in an online meeting or voting electronically.
5. **Access account** is the username and password used to participate in the online meeting.
6. **Identifying information** is the necessary information associated with one and only one shareholder, to authenticate the shareholder.
7. **Authentication** is the checking and verification of the delegate's information as provided or declared by the delegate.

**Article 3: Eligibility to attend the meeting**

1. Shareholders or authorized representatives of the 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 online meeting or authorize another person 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 (**29/4/2022**) 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 DELEGATES AND OTHER PARTICIPANTS**

#### **Article 4: Rights and obligations of Delegate**

##### **a. Rights of Delegate**

1. To attend online meeting or authorize another person to attend the online meeting and conduct e-voting to vote and elect on all issues within the AGM's competence as prescribed by law and Charter on organization and operation of VietinBank. Registration for online meetings and e-voting shall comply with the provisions of VietinBank's instructions for attending and e-voting posted on VietinBank Investor Relations website at <https://investor.vietinbank.vn> -> "Events" -> "General Meeting of Shareholders" -> "2022" -> "2022 AGM".
2. Delegates who come to the AGM can discuss and vote through the contents, including:
  - (i) Report of the Board of Directors on task performance in 2021 and development orientation in 2022;
  - (ii) Report of the Board of Management on business performance in 2021, orientation and plan in 2022;
  - (iii) Report of the Supervisory Board on 2021's activities and orientation in 2022;
  - (iv) Proposal for approval of 2021 audited financial statements;
  - (v) Proposal for approval to select an independent auditor to audit VietinBank's financial statements and operation of internal control system in 2023;
  - (vi) Proposal on 2021 profit distribution plan;
  - (vii) Proposal for approval of the remuneration for the Board of Directors and the Supervisory Board in 2022;

- (viii) Proposal on the listing of VietinBank's 2022 public offering bonds on Hanoi Stock Exchange after offerings;
  - (ix) Proposal for approval of the Plan to increase charter capital through the issuance of shares to pay dividends from profit after tax, fund deduction and cash dividend in 2020;
  - (x) Proposal regarding the election of Board Members of VietinBank for the term 2019 – 2024;
  - (xi) Other contents as prescribed by law and the Charter of VietinBank (*if any*).
3. Any delegate who joins late at the AGM shall be entitled to enroll in the meeting and has the right to participate and vote after enrollment but the validity of the voting conducted prior to the time of that delegate's presence shall remained unaffected.

**b. Obligations of Delegate**

1. Register with complete and accurate information to attend the online meeting and vote electronically; take full responsibility for the accuracy of the registered information.
2. Take all responsibility before Law and VietinBank for the results of the e-voting performed on the e-voting system.
3. To comply with the provisions of this Regulation, the guidance and instructions of the Chairpersons and respect the Meeting's outcome.

**Article 5: 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 of delegates to attend the online meeting;
  - 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 6: Rights and obligations of the Vote Counting Committee**

1. The Vote Counting Committee is nominated by the Chairmanship Panel and approved by the AGM.
2. Duties of The Vote Counting Committee:
  - To guide delegates on how to vote and elect electronically;
  - To determine the voting and election results at the AGM;
  - 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 7: 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:
  - The behaviors of the participants disrupt or are likely to disrupt the order of the meeting; or
  - The postponement is necessary to ensure that the AGM is conducted legally.
  - The application supporting the meeting does not guarantee the delegates to participate, discuss, vote and elect.
5. The Secretariat, appointed by the Chairmanship Panel, shall prepare AGM minutes and draft AGM resolution and provide other assistance as assigned by the Chairmanship Panel.

### **CHAPTER III**

#### **AGM PROCEDURES**

#### **Article 8: 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 9: 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 4 of this Regulation.

#### **Article 10: Approval of AGM's decisions**

1. Proposal for approval of the Plan to increase charter capital as regulated at Point ix, Clause 2a, Article 4 of this regulation shall only be ratified if approved by over 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 over 51% of the total number of voting shares of participating delegates.
3. The voting to elect members of the Board of Directors shall be conducted on cumulative voting basis, whereby the number of votes given to each delegate shall be

the number of shares held by him/her and delegate has the right to put all of his/her votes for one or more candidates.

#### **Article 11: 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 12: 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 8 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 have the right to decide all matters which the first meeting may approve.

### **CHAPTER V**

#### **EXECUTION PROVISION**

#### **Article 13: Validity**

1. This regulation consists of 5 chapters, 13 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**