

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

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time on 29th April 2014
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**SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, 21st April, 2018

No: 18/NQ-ĐHĐCĐ

**RESOLUTION
2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE**

**2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 ratified by the National Assembly of the Socialist Republic of Vietnam on 26th November 2014;
- Pursuant to the Law on Credit Institutions No.47/2010/QH12 ratified by the 12th National Assembly of the Socialist Republic of Vietnam on 16th June 2010 and the Law on Amendment and Supplement of several articles of the Law on Credit Institutions No. 17/2017/QH14;
- Pursuant to the Charter on Organization and Operation of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank);
- Pursuant to the Minutes of 2018 Annual General Meeting of Shareholders (AGM) of VietinBank dated 21st April 2018.

DECIDED:

Article 1. To approve the Report of the Board of Directors (BoD) on task performance in 2017 and orientation in 2018; Report of the Board of Management (BoM) on business performance in 2017 and development plan for 2018; Report of the Supervisory Board on Supervisory Board's activities in 2017 and orientation in 2018 with several key indicators as follow:

1. Business Performance in 2017:

- Total assets: VND 1,095,061 billion;
- Credit exposure: VND 840,156 billion;
- Mobilized funds: VND 1,011,314 billion;
- Profit before tax: VND 9,206 billion;

- ROAA: 0.9%;
- ROAE: 12.02%;
- NPL/Credit exposure: 1.13%;
- Capital adequacy ratio (CAR): in compliance with regulations of the State Bank of Vietnam.

2. Key Business Target in 2018:

In 2018, VietinBank sets the target of total asset growth ranging from 10 to 12%; growth of mobilized funds from economic entities and individuals from 10 to 14%; growth of credit exposure approximately at 14% (specific rate will be determined upon approval of the State Bank of Vietnam).

Minimum safety limit and ratios will be kept in compliance with regulations of the State Bank of Vietnam (SBV), performance indicators as approved by the SBV and adopted through the AGM.

Article 2. To approve the Audited Financial Reports prepared in accordance with Vietnamese Accounting Standards and Vietnamese Accounting System for Credit Institutions as at 31st December, 2017 and for the period ranging from 01st January, 2017 to 31st December, 2017.

Equity and assets as at 31st December, 2017 and business results from 01st January, 2017 to 31st December, 2017 of VietinBank are as follows:

- Total assets amounted to VND 1,095,061 billion, increasing by 15.4% as compared to that of 31st December, 2017.
- Total mobilized funds amounted to VND 1,011,314 billion, increasing by 16.2% as compared to that of 31st December, 2017.
- Credit exposure amounted to VND 840,156 tỷ đồng, increasing by 18% as compared to that of 31st December, 2017.
- Total profit before tax amounted to VND 9,206 billion.
- NPL/credit exposure: 1.13%.

The AGM authorized the BoD of VietinBank to adjust the figures of the 2017 Audited Financial Statements according to the requirements of the state authorities (*if any*) and to select and independent auditor to audit the financial reports and the operation of VietinBank's internal control system in 2019.

Article 3. To approve the Profit Distribution Plan for 2017 as follows:

- Separate Profit after Tax in 2017 (audited): VND 6,717,522 million;
- Appropriation to Chartered Capital Supplementary Reserve (5%): VND 335,876 million;
- Appropriation to Financial Reserve (10%): VND 671,752 million;

- Appropriation to Bonus and Welfare Fund: VND 1,674,873 million;
- Cash Dividend Payment (*ranging from 5 to 7% according to Resolution of the 2017 AGM No.17/NQ-ĐHĐCĐ dated 17th April, 2017*): VND 1,861,702 – 2,606,383 million;
- Retained profit after appropriations and dividend payment: VND 1,428,638 – 2,173,319 million.

Distribution of 2017 Profit will be implemented after obtaining approval from the competent States Authority.

Article 4. To approve the remuneration amount for the BoD and Supervisory Board in 2018 up to 0.38% of 2018's profit after tax in case VietinBank can achieve targets of business plan for 2018.

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 5. To approve the amendment and supplement to VietinBank's Charter on Organization and Operation, VietinBank's Internal Regulation on Corporate Governance, VietinBank's Regulation on the Organization and Operation of VietinBank BoD as detailed in the Proposal for approving amendments and supplements of corporate governance documents of VietinBank and attached appendices.

The AGM authorized the BoD to: (i) Finalize the content adjustment of VietinBank's Charter on Organization and Operation, Internal Regulation on Corporate Governance, Regulations on Organization and Operation of VietinBank BOD to follow applicable laws and guidance from relevant governmental agency; (ii) Complete the registration/notification for governmental managing agencies and notify Shareholders on VietinBank's website.

Article 6. To approve the promulgation of VietinBank's Regulation on Organization and Operation of the Supervisory Board according to the content stated in the Proposal of the Supervisory Board at the 2018 AGM and authorize the Supervisory Board to implement the promulgation of the Regulation.

Article 7. To approve the authorization to organize the development and approve VietinBank's Financial Regulation.

The AGM authorized VietinBank's BoD, in accordance with current regulations of the Law and guidance documents relating to financial policies applied to credit institutions and branches of foreign banks, to organize the development of the Financial Regulation for VietinBank and to approve the Financial Regulation for implementation.

Article 8. To approve the termination of PG Bank merge into VietinBank.

The AGM authorized VietinBank's BoD to complete the required tasks to terminate the merger transaction between PG Bank and VietinBank in accordance with applicable Laws.

Article 9. To approve the Proposal on Personnel matter of VietinBank.

Article 10. To approve the dismissal of Mr. Yotaro Agari from the position of Member of the BoD of VietinBank at the request of MUFG Bank.

Article 11. To approve the election of Mr. Hideaki Takase to the BoD of VietinBank for the term of 2014-2019.

Article 12: Execution Clause

This Resolution was approved in full by the AGM and took effect from 21st April, 2018. 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 12;
- The State Bank of Vietnam (to report);
- The SSC, HOSE, VSD;
- VietinBank's website;
- Archive: Administration Office, the Secretary Office to the BoD, HR Division.

**ON BEHALF OF THE AGM
CHAIRMAN**

(Signed and Sealed)

Nguyen Van Thang