

PROPOSED CHANGES TO THE REGULATION ON INTERNAL GOVERNANCE OF VIETINBANK

Proposed changes	Current wording			Proposed changes			Reasons
	Article	Point	Content	Article	Point	Point	
Amendment	Article 4		<i>Managers of VietinBank</i> comprises of Chairman and members of the Board of Directors, General Director, Deputy General Directors, Chief Accountant, Heads of Representative Offices, Branch Directors.	Article 4	3	Managers of VietinBank comprises of Chairman and members of the Board of Directors, General Director, Deputy General Directors.	Amendment made to comply with Clause 31 Article 4 of the Law on Credit
Supplement					1	Executives of VietinBank comprises of the General Director, Deputy General Directors, Chief Accountant, Branch Directs of VietinBank.	Supplement made to comply with Clause 32 Article 4 of the Law on Credit Institution
Supplement			<i>Senior managers</i> of VietinBank comprises of Chairman and members of the Board of Directors, the General Director, Deputy General Directors, Chief Accountant.			Delete these article	Not used in Regulation

Supplement			Managerial officers of VietinBank comprises of Directors/Deputy Directors of the Main Operation Center, Branches, Subsidiaries, business units and other equivalent positions including Directors/Deputy Directors of departments/units at the Head Office; Heads/Deputy Heads of Representative Offices;			Delete these article	Not used in Regulation
	Article 7	1	General Meeting of Shareholders and its role in the Bank governance	Article 7	1	General Meeting of Shareholders and its role in the Bank governance	
Amendment			The General Meeting of Shareholders is the body of highest jurisdiction of VietinBank. The General Meeting of Shareholders is organized in form of annual General Meeting of Shareholders, extraordinary General Meeting of Shareholders, or consulting opinions of shareholders in writing.			The General Meeting of Shareholders is the body of highest jurisdiction of VietinBank. The General Meeting of Shareholders is organized in form of annual General Meeting of Shareholders, extraordinary General Meeting of Shareholders, or consulting opinions of shareholders in writing. The Annual General Meeting of Shareholders must be organized within 4 months from the fiscal year-end.	Change made to be compliant with Article 26 of the draft revised 2018 Charter; point 1 Article 135, point 1 Article 136 of the Law on Enterprises
Supplement	Article 8		Issues related to major shareholders	Article 8	3	Major shareholders are responsible for information disclosure in accordance with regulations of the laws.	In accordance with Article 26 of Decree 155/2015/ND-CP
Supplement	Article 11		Preparation for the General Meeting of Shareholders	Article 10	2	1. Preparation and announcement of the preparation of the shareholder list	In accordance with Point 1 of

					<p>a) The person who convenes the GSM is responsible for:</p> <ul style="list-style-type: none"> - Announcing the information regarding the preparation of the list of shareholders who are entitled to attend the GSM at least 20 days prior to the last registration date. - The list of shareholders entitled to attend GSM must be finalized no sooner than (05) days prior to the date of sending the invitation for the GSM. <p>The shareholders have the right to verify the accuracy of information recorded in the Share Register in relation to themselves and the number of shares owned by them. Shareholders are entitled to request the amendment of inaccurate information or supplement of necessary information about themselves in the list of shareholders who are entitled to attend GSM in accordance with the Charter of VietinBank via corporate secretary</p>	<p>Article 8 of Decree 71/2017/ND-CP; the Standard Regulation; point 2 of Article 20 of the draft revised 2018 Charter of VietinBank</p>
Supplement				3	<p>Announcements and invitation approaches for GSM invitation are specified in Clause 3 Article 30 of the Charter of VietinBank. Invitations are sent to all shareholders via a registered mails and uploaded to the VietinBank's website;</p>	<p>Supplement is made to be in line with the Standard Regulation; in consistency with point 3 Article</p>

							29 of the draft revised Charter of VietinBank; point 1,2 of Article 139 of the Law on Enterprises
Supplement	Article 11		Preparation for the General Meeting of Shareholders	Article 11	2	Prior to the opening of the meeting, VietinBank has to conduct shareholder registration procedures and continue the registration procedures until all shareholders, entitled to attend the meeting who— present at the meeting, finish their registration.	Supplement is made in to be in line with the Standard Regulation; in consistency with point 1, Article 31 of the draft revised Charter of VietinBank; point 1 Article 20 of the Standard Charter (Circular 95/TT/2017-TT-BTC)
	Article 12		Organization of the General Meeting of Shareholders			Organization of the General Meeting of Shareholders	
Amendment		5	For the orders, procedures or events outside the GMS agenda, the decision of the Chair is final as stipulated in Article 31		5b	For events outside the GMS agenda, the decision of the Chair is final as stipulated in Article 31 of VietinBank's Charter	Supplement is made to be in line with Article

			of VietinBank Charter				31 of the draft Charter
	Article 13		Minutes of the General Meeting of Shareholders	Article 13		Minutes of the General Meeting of Shareholders	
Amendment		3	The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.		2	The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.	Amendment is made to be compliant with point 2 Article 34 of the draft revised Charter of VietinBank; point 2 Article 23 of the Standard Charter (Circular 95/TT/2017-TT-BTC)
Amendment		4	The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 (fifteen) days from the closing date of the meeting. All decisions approved by the General Meeting of Shareholders must be sent to the Branch of State Bank of Vietnam located in the province and the Bank Supervising Agency of the State Bank of Vietnam.		3	The minutes of the General Meeting of Shareholders must be published on VietinBank's website within twenty four (24) hours or sent to all shareholders within 15 (fifteen) days from the closing date of the meeting.	Amendment is made to be in line with point 3 Article 34 of the draft revised Charter; point 3 Article 23 of the Standard Charter (Circular 95/TT/2017-TT-

	Article 14	Procedures for obtaining written opinions of shareholders	Article 14	Procedures for obtaining written opinions of shareholders	BTC)
Amendment		Chairman of the Board of Directors is responsible for the coordination to prepare the written opinion sheets, draft the resolution of the General Meeting of Shareholders and explanatory documents for the draft resolution.	2	The Board of Directors must prepare written opinion sheets, draft resolution of the GMS and explanatory documents for the draft resolution. The Board of Directors must ensure that the documents are sent and distributed to shareholders within a reasonable timeframe for consideration and voting, and must be sent at least ten (10) days before the deadline for receipt of opinion sheets. Requirements and the manner of sending the opinion sheets and attached documents shall be implemented in accordance with the provisions of point 3, Article 30 of VietinBank's Charter.	Amendment is made to be in line with point 2 Article 33 of the draft revised 2018 Charter; point 2 of Article 22 of the Standard Charter (Circular 95/TT/2017-TT-BTC)
Supplement			4	Answered opinion sheets must be signed by shareholders who are individuals, or the legal representatives of institutional shareholders or individuals, legal representatives of the authorized institutions.	Amendment is made to be in line with point 4 Article 33 of the draft revised 2018 Charter; point 4 Article 22 of the Standard Charter (Circular 95/TT/2017-TT-

							BTC)
Supplement					5	<p>Opinion sheets can be sent to VietinBank in the following forms:</p> <p>a) by post: The opinion sheet sent to VietinBank must be in a sealed envelope and no one shall be entitled to open it before vote counting;</p> <p>b) by fax or email: Opinion sheets sent to VietinBank by fax or email must be kept confidential until the time of vote counting.</p> <p>Any opinion sheet received by VietinBank after the deadline specified in the opinion sheet or opened in the case of sending by post or announced before the vote counting in the case of sending over fax or email is not valid. Opinion sheet which is not sent shall be considered as non-voting sheet.</p>	Supplement is made to be in line with Standard Regulation, in conformity with point 5 Article 33 of the draft revised 2018 Charter; point 5 Article 22 the Standard Charter (Circular 95/TT/2017-TT-BTC)
Amendment			Chairman of the Board of Directors leads the vote-checking and vote-checking minutes preparation with the witness of the Supervisory Board and/or shareholders who do not hold managerial positions at VietinBank.		6	<p>The Board of Directors shall count the votes and make vote counting minutes with the witness of the Supervisory Board or shareholders who do not hold managerial positions at VietinBank. The vote counting minutes must contain the following key contents:</p> <p>a) Name, head office address, enterprise code;</p> <p>b) Purposes and issues to be consulted for adoption of the resolution;</p>	Amendment is made to be in line with point 6 Article 33 of the draft revised 2018 Charter; point 6 Article 22 of the Standard Charter (Circular

					<p>c) The number of shareholders with total votes participated in the voting, specifying the number of valid and invalid voting sheets and the mode of sending the voting sheets, enclosed with the list of shareholders participated in the voting;</p> <p>d) Total number of votes “for”, “against” and “abstention” on each issue;</p> <p>e) Issues that have been approved;</p> <p>f) Full name, signature of the Chairman of the Board of Directors - VietinBank’s legal representative, vote counters and vote counting supervisors.</p> <p>Members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the minutes of vote counting; jointly liable for losses arising from decisions adopted due to untruthful or inaccurate vote counting</p>	95/TT/2017-TT-BTC)
			The vote-checking minutes must be sent directly and/or through website of VietinBank to members of the Board of Directors, the Supervisory Board, the Board of Management and all shareholders within 15 (fifteen) days from the completion date of vote checking.	7	The vote-checking minutes must be sent to members of the Board of Directors, the Supervisory Board, the Board of Management and all shareholders within 15 (fifteen) days from the completion date of vote checking or uploaded the website of VietinBank within twenty four (24) hours from the completion of vote checking.	Amendment is made to be in line with point 4 Article 34 of the draft revised 2018 Charter; point 3 Article 23 of the Standard

							Charter (Circular 95/TT/2017-TT-BTC)
Supplement					8	8. Written opinion sheets which have been answered, vote counting minutes, resolutions which have been approved and related documents sent together with opinion sheets must be archived at the head office of VietinBank	Supplement is made in accordance with Standard Regulation, in line with point 8 Article 33 of the draft revised 2018 Charter
Supplement					9	A resolution is adopted in accordance with point 3 and 5 of Article 32 of the VietinBank's Charter.	Supplement is made in accordance with Standard Regulation, in line with point 9 Article 32 of the draft revised 2018 Charter
	Article 15		Decisions of the General Meeting of Shareholders	Article 15		Decisions of the General Meeting of Shareholders	
Supplement					4	Within ninety (90) days from the date of receipt of the minutes of the GMS or the written vote counting minutes, members of the Board of Directors, shareholders, groups	Supplement is made in accordance with Standard Regulation, in

					<p>of shareholders stipulated in point 2 of Article 23 of the VietinBank's Charter have the right to request the Court or the Arbitrator to consider and cancel the decision of the GMS in the following circumstances:</p> <p>a) The order and procedures for convening meetings or collecting shareholders' opinions in writing and making decisions of the GMS do not comply with the provisions of the Law and the VietinBank's Charter except for the cases specified in point 6 of 32 of VietinBank's Charter.</p> <p>b) The content of the resolution is in violation of the law or the VietinBank's Charter.</p> <p>If the decision of the GMS is cancelled pursuant to the decision of the Court or the Arbitrator, the person who has convened the GMS may consider to reorganize the GMS within thirty [30] days in accordance with the orders, procedures stipulated by the Law and the VietinBank's Charter.</p>	<p>line with Article 35 of the draft revised 2018 Charter; Article 24 of the Standard Charter (Circular 95/TT/2017-TT-BTC)</p>
	Article 17		Roles and organizational structure of the Board of Directors	Article 17	Roles and organizational structure of the Board of Directors	
Amendment		1	Establish criteria for evaluation of the effectiveness, key risk framework;		1	ii) Establish criteria for evaluation of the effectiveness in implementing strategy and

						targets; (iii) Set up a system of governance and management policies, key operational policy frameworks and risk appetite of VietinBank	
Amendment		3	Assisting committees of the BOD include: Labor, Payroll and Emulation Committee; Risk Management Committee; Asset Liabilities Management Committee (ALCO); Change Management and Strategy Committee.		3	Assisting committees of the BOD include: Labour, Payroll and Emulation Committee; Risk Management Committee	Amendment is made to be compliant with Article 45 of the draft revised 2018 Charter
Amendment		3	The Standing Committee is established by the Board of Directors to act on its behalf to address and approve a number of issues under the authority of the BOD arising between two monthly Board meetings.	Article 4	5	Remove this content	
Amendment		5	Non-executive members are members who do not hold any managerial or executive positions in VietinBank.		5	Delete this point	This concept about non-executive Board member is mentioned in Article 4 of this revised Regulation

Amendment	Article 20		Process and procedures for nomination, election, disqualification and dismissal of members of the Board of Directors		Process and procedures for nomination, election, disqualification and dismissal of members of the Board of Directors	
Amendment			Shareholders who hold a minimum of 5% (five per cent) of the voting shares for at least 6 consecutive months shall have the right to accumulate the number of voting rights of each shareholder to nominate candidates for the Board of Directors. A shareholder or a group of shareholders who holds less than 10% (ten per cent) of the voting shares for at least 6 consecutive months shall have the right to nominate 01 (one) candidate to be a member of the Board of Directors; who holds from 10% (ten per cent) to below 30% (thirty per cent) shall have the right to nominate 02 (two) candidates; who holds from 30% (thirty per cent) to below 50% (fifty per cent) shall have the right to nominate 03 (three) candidates; who holds from 50% (fifty per cent) to below 65% (sixty five per cent) shall have the right to nominate 04 (four) candidates and who holds from 65% (sixty five per cent) or more shall have the right to nominate the full number of candidates.	1	Shareholders who hold ordinary shares for at least six (06) consecutive months shall have the right to add up their votes to nominate candidates for the Board of Directors. A shareholder or group of shareholders who holds from 5% to below 10% of the total voting shares shall have the right to nominate 01 (one) candidate; who holds from 10% to below 30% shall have the right to nominate maximum 02 (two) candidates; who holds from 30% to below 40% shall have the right to nominate maximum 03 (three) candidates; who holds from 40% to below 50% shall have the right to nominate maximum 04 (four) candidates; who holds from 50% to below 60% shall have the right to nominate maximum 05 (five) candidates; who holds from 60% to below 70% shall have the right to nominate maximum 06 (six) candidates; who holds from 70% to below 80% shall have the right to nominate maximum 07 (seven) candidates and who holds from 80% to below 90% shall have the right to nominate maximum 8 (eight) candidates	Amendment is made to be in line with Article 36 of the draft revised 2018 Charter; point 2 Article 25 of the Standard Charter (Circular 95/TT/2017-TT-BTC)
Amend			Information relating to the candidates for	3	In the case where candidates for the Board	Amendment is

ment			the Board of Directors (<i>in case candidates have been identified</i>) must be disclosed <u>at least 07 days prior to the convening date of the General Meeting of Shareholders</u> on the website of VietinBank in order for shareholders to learn about the candidates before voting.			of Directors have been identified beforehand (as in the list of candidates which have been approved by the State Bank of Vietnam), information relating to the candidates shall be included in the materials of the GMS and disclosed <u>at least ten (10) days</u> prior to the opening date of the General Meeting of Shareholders on the website of VietinBank in order for shareholders to learn about the candidates before voting.	made to be in line with Article 11 of Decree 71/2011/NĐ-CP
	Article 25		VietinBank's Secretariat	Article 25		Corporate Secretary	
Supplement		1			3	<p>f) Supporting VietinBank in strengthening the shareholder relationship and protecting the legal right and benefits of shareholders,</p> <p>g) Supporting VietinBank in the compliance with the obligations of information provision disclosure and administrative procedures.</p> <p>h) Carrying out the responsibilities of the Corporate governor in accordance with the law.</p> <p>4. Standards applicable to VietinBank's corporate governor<u>person in charge of corporate governance</u> shall be in compliance with the standards of VietinBank staff and legal regulations (if any). The Board of Directors of VietinBank is responsible for</p>	Amendment and supplement to be in line with Article 152 of the Law on Enterprises and the person in charge of corporate governance in accordance with Decree 71 and Standard Regulation

						appointing and dismissing the person in charge of administering VietinBank. VietinBank will inform about the appointment and dismissal of the administrator on its website	
	Article 26		Roles and Organization structure of the Supervisory Board	Article 26		Roles and Organization structure of the Supervisory Board	
Amendment		3	The Supervisory Board consists of 03 (three) to 05 (five) members elected by the General Meeting of Shareholders. Over 1/2 (a half) of the total number of members of the Supervisory Board must be full-time members and must not concurrently undertake other positions or work at VietinBank or other enterprises; Member of the Supervisory Board must hold at least bachelor degree in economics, business administration, laws, accounting, auditing; must have at least 03 (three) years of experience working directly in banking, finance, accounting or auditing sectors.		3	The Supervisory Board consists of 03 (three) to 05 (five) members elected by the General Meeting of Shareholders. Over 1/2 (a half) of the total number of members of the Supervisory Board must be full-time members and must not concurrently undertake other positions or work at VietinBank or other enterprises; The term of office of members of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number not more than 2 of terms of office. <u>for unlimited terms of office.</u>	Deletion of the criteria is made as criteria are mentioned in Article 27 of the draft revised 2018 Charter; Article 37 of the Standard Charter (Circular 95/TT/2017-TT-BTC)
Supplement					4	4. If the end of the terms of office of members of the Supervisory Board are at the same time but new members of the Supervisory Board have not yet been elected, the members of the Supervisory Board whose term of office have expired	Supplement is made to be in accordance with Standard Regulation, in line with point 3

						shall continue to exercise their rights and obligations until the new members of the new term of office are elected and take over the task.	Article 52 of the draft revised 2018 Charter; Article 36 of the Standard Charter (Circular 95/TT/2017-TT-BTC)
Amendment	Article 28		Process and procedures for nomination, election, disqualification and dismissal of member of the Supervisory Board	Article 28		Process and procedures for nomination, election, disqualification and dismissal of member of the Supervisory Board	
			Shareholders who hold a minimum of 5% (five per cent) of the voting shares for at least 6 consecutive months shall have the right to add up the number of voting rights of each shareholder to nominate candidates for the Supervisory Board. A shareholder or a group of shareholders who holds/represents less than 10% (ten per cent) of the voting shares for at least 6 consecutive months shall have the right to nominate 01 (one) candidate to be a member of the Supervisory Board; who holds from 10% (ten per cent) to below 30% (thirty per cent) shall have the right to nominate 02 (two) candidates; who holds from 30% (thirty per cent) to below 50%		1	Shareholders who hold ordinary shares for at least six (06) consecutive months shall have the right to add up their votes to nominate candidates for the Supervisory Board. A shareholder or a group of shareholders who holds from 5% to less than 10% of the voting shares shall have the right to nominate 01 (one) candidate; who holds from 10% to below 30% shall have the right to nominate maximum 02 (two) candidates; who holds from 30% to below 40% shall have the right to nominate maximum 03 (three) candidates; who holds from 40% to below 50% shall have the right to nominate maximum 04 (four) candidates and who holds from 50% more shall have the right to	Amendment is made in accordance with Standard Regulation, in line with Article 51 of the revised 2018 Charter; Article 36 of the Standard Charter (Circular 95/TT/2017-TT-BTC)

			(fifty per cent) shall have the right to nominate 03 (three) candidates; who holds from 50% (fifty per cent) to below 65% (sixty five per cent) shall have the right to nominate 04 (four) candidates and who holds from 65% (sixty five per cent) or more shall have the right to nominate the full number of candidates. If the number of candidates nominated to be members of the Supervisory Board does not meet the requirement, the remaining candidates shall be nominated by the incumbent Supervisory Board.			nominate the full number of candidates.	
Amendment	Article 37 - Article 39		<p>Article 37. Managerial officers of VietinBank</p> <p>Article 38. Conditions and standards for managerial positions at VietinBank</p> <p>Article 39. Order, procedures for selection, appointment and dismissal of managerial positions at VietinBank</p>			Delete these articles	Standard Regulation does not include these contents. Contents about managerial officers of VietinBank are referred to in Regulation on Staff Management.

Amendment	<p>Article 41 Article 42 Article 43</p>		<p>Article 41: Coordination among the Board of Directors, the Board of Management and the Managerial officers of VietinBank.</p> <p>Article 42: Coordination between the Board of Directors and the Supervisory Board</p> <p>Article 43: Coordination between the Supervisory Board and the Board of Management and managerial officers of VietinBank.</p>			<p>Article 38. Request for convening and seeking for opinions of the Board of Directors by the Supervisory Board, the General Director</p> <p>Article 39. Procedures, order of convening, inviting, preparing minutes and announcing the of results of the meetings among the Board of Directors, the Supervisory Board and the Board of Management.</p> <p>Article 39. Procedures, order of convening, inviting, preparing minutes and announcing the results of the meetings among the Board of Directors, the Supervisory Board and the Board of Management.</p> <p>Article 40. Reporting mechanism of the Supervisory Board to the BoDs.</p> <p>Article 41. Regime on reporting and providing information by the General Director, the Board of Management to the Board of Directors and the Supervisory Board</p>	<p>Provisions in Annex 02, Circular 95/2017/TT-BTC on the Standard Regulation of public companies only regulates the working relationship between the Board of Directors and Board of Management</p>
	Amendment					<p>Article 38: Request for convening and seeking for opinions of the Board of Directors by the Supervisory Board, the</p>	

					<p>General Director</p> <p>The Supervisory Board and the General Director propose to convene a BoD meeting and seek for opinions of the Board of Directors in the following cases:</p> <p>1. The Supervisory Board</p> <p>a) The Supervisory Board is responsible for consulting and seeking for the opinions of the Board of Directors before deciding or reporting, proposing to the General Meeting of Shareholders the following issues:</p> <ul style="list-style-type: none"> + Promulgating internal regulations of the Supervisory Board; + The evaluation results of the business situation reports, the annual and half-year financial reports of VietinBank, reports on evaluation of the management of the Board of Directors, reports to the GMS on the results of the evaluation of the annual financial reports, reports on the rationality, lawfulness, truthfulness and level of prudence in the governance and management of business activities, accounting, statistics and financial report preparation; + Making recommendations to the 	
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					<p>GMS the measures to amend, supplement, improve the organizational structure of management and running of the business of VietinBank;</p> <ul style="list-style-type: none"> + Appointing, dismissing, disciplining, suspending and deciding salaries and other benefits for titles in the internal audit team; + Using external independent consultants; + Other cases falling under the competence of the Supervisory Board to make decision or report, propose to the General Meeting of Shareholders in accordance with law or if the Supervisory Board deems necessary. <p>b) Where the Supervisory Board and the Board of Directors do not share the same view, the Supervisory Board shall have to note in the minutes and the head of the Supervisory Board shall have to report to the nearest General Meeting of Shareholders.c) In case of necessity, the head of the Supervisory Board may propose the Board of Directors to hold an extraordinary meeting to discuss and agree on the contents mentioned at Points a and b of this Clause or any other contents so as to ensure the</p>	
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					<p>effectiveness of VietinBank’s operations, benefits of VietinBank and shareholders. The head of the Supervisory Board shall have to send a written request clearly stating the reason for convening the meeting to the Board of Directors and the General Director together with supporting documents (if any)</p> <p>2. General Director:</p> <p>a) The General Director is responsible for submitting to the Board of Directors for approval of: (i) the contents that the General Director must submit to the Board of Directors in accordance with Clause 5, Article 48 of the VietinBank’s Charter; (ii) matters which are beyond the authority of the General Director; (iii) other, to the BOD and General Director which specifies a clear reason for covering and attached materials (if any)</p> <p>2. General Director:</p> <p>a) The General Director is responsible for submitting to the Board of Directors for approval of: (i) the contents that the General Director must submit to the Board of Directors in accordance with Clause 5, Article 48 of the VietinBank’s Charter; (ii) matters which are beyond the authority of</p>	
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					<p>the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.</p> <p>b) The General Director may request the Board of Directors to hold an extraordinary meeting to discuss and agree on the contents specified at Point a of this Clause or any other contents to ensure the effectiveness of VietinBank's operations, benefits of VietinBank and shareholders. The General Director shall send a written request stating the reasons for convening the meeting to the Board of Directors and the Head of the Supervisory Board together with supporting documents (if any).</p> <p>Article 39. Procedures, order of convening, inviting, preparing minutes and announcing the results of the meetings among the Board of Directors, the Supervisory Board and the Board of Management.</p> <p>1. Meetings of the Board of Directors, the Supervisory Board and the General Director</p>	
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						<p>a) Meetings of the Board of Directors:</p> <ul style="list-style-type: none"> - The Supervisory Board and General Director must be invited to the meeting of the Board of Directors in accordance with VietinBank's Charter. - The Board of Directors may request the Board of Management or any managerial level of VietinBank to participate in the meetings of the Board of Directors or meetings chaired by the members of the Board of Directors. <p>b) Meetings of the Board of Management: At the regular or extraordinary meetings of the Board of Management or the meetings related to the important contents chaired by members of the Board of Management, in case of necessity, the chairperson of the meeting may invite Chairman of the Board of Directors and/or relevant members of the Board of Directors or the Supervisory Board to join.</p> <p>c) Meetings of the Supervisory Board: At the meetings of the Supervisory</p>	
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						<p>Board, the person who convenes the meeting may invite the Board of Directors or Board of Management to join in case of necessity.</p> <p>d) Other meetings: The Chairman of the Board of Directors is the representative, acting on behalf of the bank in meetings or events with the leaders of the higher level agencies, relevant departments and agencies, business partners or big customers, strategic customers, press agencies ... In case the Chairman cannot attend, another member of the Board of Directors or a member of the Board of Management shall attend. After attending the meeting, such member of the Board of Directors, Board of Management is responsible for reporting to the Chairman of the Board of Directors on the content of meeting.</p> <p>2. Meeting invitation:</p> <p>a) For the meeting of the Board of Directors: The meeting invitation, the opinion sheet to get opinions of members of the Board of Directors and enclosed documents must be sent</p>	
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						<p>to the members of the Supervisory Board at the same time and in the same manner as they are sent to the members of the Board of Directors.</p> <p>b) For the meeting of the Supervisory Board, the Board of Management: The person who convenes the meeting shall send the meeting invitation to the members attending the meeting at the same time and in the same similar manner.</p> <p>3. Meeting minutes and conclusions</p> <p>a) The Board of Directors is responsible for sending the minutes, resolutions and conclusions of the meeting to the head of the Supervisory Board at the same time and in the same manner as they are sent to members of the Board.</p> <p>b) The General Director is responsible for sending minutes and conclusions of the regular and extraordinary meetings of the Board of Management to the Chairman and members of the Board of Directors assigned to be in charge of matters related to the contents of the meetings and the Supervisory Board within 5 days from</p>	
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					<p>the end of the meeting but no later than the time of sending to other related individuals and parties.</p> <p>c) For other meetings, the meeting invitee is responsible for sending the meeting conclusions and minutes to the invited members at the same time and in the same manner.</p> <p>Article 40. Information sharing regime of the Supervisory Board to the Board of Directors</p> <p>The Supervisory Board is responsible for promptly and accurately informing the Board of Directors in the following cases:</p> <ol style="list-style-type: none"> 1. Results of performance of duties as stipulated in Article 53 of VietinBank’s Charter 2. When checking and supervising, if there are any risks, or incidents or information that may affect: (i) prestige and trade mark of VietinBank; (ii) key personnel / strategy; (iii) risk; (iv) other issues related to VietinBank's assets and capital; (v) issues relating to legality in enforcement; (vi) interests of partners, shareholders of VietinBank or other 	
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					<p>matters deemed necessary, the Supervisory Board shall timely inform, recommend and discuss with the Board of Directors about resolution measures.</p> <p>3. When detecting the violations committed by members of the Board of Directors, the General Director and other executive members of VietinBank in relation to the obligations of the managerial officers, executive officers in accordance with provisions of VietinBank’s Charter and the current Law.</p> <p>4. In case the Supervisory Board requests the Board of Directors to hold an extraordinary meeting or propose to the Board of Directors to convene an Extraordinary General Meeting of Shareholders in accordance with the provisions of the law and the Charter of VietinBank.</p> <p>5. Other cases as prescribed by law and Regulation on organization and operation of the Supervisory Board</p> <p>Article 41. Reporting and providing information by the General Director, the Board of Management to the Board of</p>	
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					<p>Directors and the Supervisory Board</p> <p>1. Report of the General Director, the Board of Management to the Board of Directors</p> <p>a) Regular reports: The General Director is responsible for reporting in writing to the Chairman of the Board of Directors on the performance of assigned tasks and powers periodically (monthly, quarterly, semi-annually, annually ...).</p> <p>b) Irregular reports, and reports as per request:</p> <ul style="list-style-type: none"> - In addition to the periodical reports, at the request of the members of the Board of Directors, the Board of Management, the units of VietinBank directly report or provide information, report the instructions given to handle work that they are in charge of. - The Board of Directors is entitled to request the Board of Management and units to provide information, to abide by the reporting regime or to use the resources 	
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						<p>and management apparatus of VietinBank to perform the function of the Bank governance and control in accordance with provisions of the Charter, internal regulations of VietinBank in conformity with the provisions of law. The information and data reported to the Board of Directors must be accurate, complete and truly reflect the situation of VietinBank.</p> <p>- In case risks, or incidents or information are detected that may affect: (i) prestige and trade mark of VietinBank; (ii) key personnel / strategy; (iii) risk; (iv) other issues related to VietinBank's assets and capital; (v) issues relating to legality in enforcement; (vi) interests of partners, shareholders of VietinBank or any other cases of necessity, the Board of Management must immediately report to the Chairman of the Board of Directors and members of the Board of Directors who are in charge of that work for timely direction for resolution.</p> <p>c) The General Director of</p>
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						<p>VietinBank is responsible for establishing and maintaining the reporting regime for the Board of Directors, including the method of sending / receiving information and reports in a timely, secure and confidential manner; is responsible for the quality of information and reports provided to the Board of Directors.</p> <p>2. Information provided by the General Director, the Board of Management to the Supervisory Board:</p> <p>a) The Board of Management are responsible for creating favourable conditions for the Head and members of Supervisory Board to access information and reports in the fastest manner.</p> <p>b) In addition to periodical report, at the request of the Head of the Supervisory Board, VietinBank's Board of Management directly reports or provides information, report in relation to the work to the member of the Supervisory Board who is assigned to be in charge of such work.</p> <p>c) Regarding the activities of the Board of Management, based on</p>	
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						<p>regular operation reports and specific request for information of the Supervisory Board, the Supervisory Board may request the Board of Directors to reconsider the decision of the General Director. In case there is any sign of violation of the law, the Charter of VietinBank by the Board of Management detected, the Supervisory Board shall have to immediately inform in writing to the Board of Directors, request the violators to stop the violation and take correction measures.</p> <p>Article 41. Reporting and providing information by the General Director, the Board of Management to the Board of Directors and the Supervisory Board</p> <p>3. Report of the General Director, the Board of Management to the Board of Directors</p> <p>d) Regular reports: The General Director is responsible for reporting in</p>	
	Article 45		<p>Article 45. Evaluation criteria</p> <p>The criteria applied to evaluate the performance of the members of the Board</p>	Article 43		<p>Article 43. Evaluation criteria</p> <p>The criteria applied to evaluate the performance of the members of the Board of</p>	At present, there is no regulation on evaluation

		<p>of Directors, members of the Supervisory Board, members of the Board of Management and managerial officers of VietinBank are:</p> <ol style="list-style-type: none"> 1. Result of the assigned duties which include the completion status, volume, quality and efficiency of such person as individual and the business development/performance of his/her unit. 2. The morality, lifestyle, perception, thoughts, compliance and execution of the Charter of VietinBank, the principles and policies of VietinBank and of the law. 3. Learning capability, fidelity and open in working, discipline and accountability in the assigned duties and incumbent position. 4. The management ability, the style and attitude toward management, anti-corruption, anti-squanderers and anti-bureaucracy. 5. Unification and collaboration with others units in the group and credibility to staff. 6. Other assessment criteria (if any) issued by the Board of Directors in from 		<p>Directors, members of the Supervisory Board, members of the Board of Management are:</p> <ol style="list-style-type: none"> 1. Result of implementation of the assigned targets, duties 2. Results of supervision and evaluation of performance of VietinBank in accordance with provisions of the law (if any). 3. The compliance with the Charter of VietinBank 4. The observance of the Party's directions, undertakings and policies as well as the laws of the State; anti-corruption law; practice on thrift and anti-wastefulness; VietinBank's internal governance regulations. 5. Political qualities, ethics, lifestyle and work style. 6. Capacity of leadership, management and organization for implementation of tasks. 7. Participation in activities organized by the State Bank of Vietnam/VietinBank. 8. Other assessment criteria (if any) issued by the Board of Directors in from 	<p>and grading for these persons at joint stock commercial banks, but there is only regulation on evaluation and grading for such persons who are the State capital representative (Decision 2599 / QD-NHNN)</p> <p>As they are subject to the SBV's management as part of the staffing activities, the HR policy and planning recommended</p>
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			time to time.			time to time.	that:
							<ul style="list-style-type: none"> - Evaluation criteria according to Decision 2599 of the SBV shall be applied for all - Evaluation method: 5 grades A++, A+, A, B, C in accordance with VietinBank's regulations. For the State capital representatives, apart from such grading (5 grades), grading according to SBV's regulation must also be applied
	Article 46		<p>Article 46. Evaluation and Grading</p> <p>1. Based on the evaluation results, the grading of members of the Board of Directors, members of the Supervisory Board, members of the Board of Management and managerial officers of VietinBank can be classified into three categories:</p> <ul style="list-style-type: none"> a. Outstanding completion of the assigned tasks; b. Completion of the assigned tasks; 	Article 44		<p>Article 44. Evaluation and Grading</p> <p>1. Based on the evaluation results, the grading of members of the Board of Directors, members of the Supervisory Board, members of the Board of Management of VietinBank can be classified into five categories</p> <ul style="list-style-type: none"> a) A++: Exceed all key performance objectives/ business targets. b) A+: Accomplish all key performance objectives/ business targets. 	

			<p>c. In-completion of the assigned tasks.</p> <p>2. The documents that evaluate the business performance and efficiency of members of the Board of Directors, members of the Supervisory Board, members of the Board of Management and managerial officers of VietinBank must be stored in each individual's profile.</p>			<p>c) A: Accomplish most of key performance objectives/ business targets.</p> <p>d) B: Complete of a number of key performance objectives/ business targets.</p> <p>e) C: Fail to complete most of key performance objectives/ business targets.</p> <p>2. Method of evaluation and grading is in accordance with regulations of VietinBank's Board of Directors from time to time.</p> <p>3. For the representative of the State capital at VietinBank, in addition to the evaluation and grading as stipulated in clauses 1 and 2 above, the evaluation and grading shall be conducted in accordance with the regulations of the SBV.</p> <p>4. The documents that evaluate the business performance and efficiency of members of the Board of Directors, members of the Supervisory Board, members of the Board of Management of VietinBank must be stored in each individual's profile.</p>	(3 grades)
	Article 48		Discipline	Article 46		Discipline	
		2	The Board of Directors has the powers to		2	Delete this content	Not in line with

		<p>make disciplinary decision for the titles appointed by the Board of Directors. The General Director has the power to make disciplinary decision for titles appointed by the General Director.</p>				<p>the Law on Enterprises</p>
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