

PROPOSED CHANGES TO THE REGULATION ON ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS IN 2018

Amendment, supplement	Current			Amendment			Explanation
	Article	Clause, point	Content	Article	Clause, point	Content	
	Article 5		Interpretation and Acronyms	Article 5		Interpretation and Acronyms	
Amendment		5.1	Dependent units are those having accounting dependent on VIETINBANK, including main—operation—center , representative offices, non-business units.		1e	Dependent units are those having accounting dependent on VietinBank, including branches, representative offices, non-business units.	Main Operation Center is no longer available in the Organizational Structure of VietinBank.
Amendment		5.1	Representative for capital contribution of VIETINBANK is a person assigned by the Board of Directors of VIETINBANK as the representative of contributed capital in the related companies.		1f	Representative for capital contribution authorized by VietinBank (hereinafter referred to as Capital Representative) is a person assigned by the Board of Directors of VietinBank to exercise the power and duties of VietinBank with respect to a part or the entire capital contributed by VietinBank in another company or credit institution.	Amended in accordance with the definition method used in the Law on the Management And Utilization Of State Capital.
Amendment		5.1	Nomination is an introduction by an		1d	Candidacy/nomination is an	To be

			individual shareholder of herself/himself or another individual; or by an institutional shareholder of its representative or other individuals; or by a group of shareholders eligible for nomination of individuals in such group or individual(s) beyond such group as candidate(s) for the position of member of the Board of Directors or the Supervisory Board of VIETINBANK to be voted by the General Meeting of Shareholders.			introduction by an individual shareholder of herself/himself or another individual; or by an institutional shareholder of its representative or other individuals; or by a group of shareholders eligible for nomination of an individual or more in such group or individual(s) beyond such group as candidate(s) for the position of member(s) of the Board of Directors or the Supervisory Board to be voted by the General Meeting of Shareholders under the provisions of the Law.	compatible with legal terms.
Supplement					1b	A “ Non-executive member of the Board of Directors ” is a member of the Board of Directors who does not concurrently hold the post of General Director, Deputy General Director, Chief Accountant or Branch Manager.	To comply with Clause 24 Article 1 of 2018 Draft Charter
	Article 6		Structure of the Board of Directors	Article 6		Structure of the Board of Directors	
Amendment		1	The Board of VIETINBANK consists of 11 members, of which at least 01 is independent member of the Board. The		1	1. The Board of Directors of VietinBank consists of at least 05 members and at maximum 11	According to Clause 3 Article 43 Law on

			Board must have at least half of the total number of members who are independent members and non-executive members of VIETINBANK.			members, of which at least 01 is an independent member. The Board of Directors must consist at least 1/2 (a half) of total members who are independent and non-executive members. The specific number of Board Members for each term of office is determined by the General Meeting of Shareholders.	Credit Institutions, Clause 1 Article 38 of 2018 Draft Charter.
Amendment		3	In case the number of Board members is reduced by more than 1/3 (one third) as stipulated in the Charter of VIETINBANK or the requirement of minimum number of members as stipulated by law is not met, within 60 (sixty) days from the date the number of members becomes insufficient, VIETINBANK must add up Board members as stipulated.		4	4. The Board of Directors must summon the General Meeting of Shareholders to elect additional Board Member within 60 days from the date: a) When the number of Board Member is reduced to below 2/3 (two thirds) of the total number of incumbent Board Members, or does not meet the minimum number of members as provided for in the Law on Credit Institutions. b) The number of independent Board Members decreased to below the minimum requirement of the Law and VietinBank’s Charter.	To ensure compliance with Clause 3 and 4, Article 25 2018 Draft Charter

Supplement				<p>Article 8</p>	<p>1. In cases where the candidates for the Board of Directors have been identified, information relating to candidates shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days prior to the opening date before the opening date of the General Meeting of Shareholders on VietinBank’s website so that VietinBank’s shareholders can learn about these candidates before voting. Board member candidates must make a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to performing honestly if elected as Board Member.</p> <p>2. Shareholders who hold ordinary shares for at least six (06) consecutive months shall have the</p>	<p>According to Article 11 Decree 71/2017/NĐ-CP, Clause 2 Article 25 of the 2018 Draft Charter.</p>

					<p>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</p>	
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						<p>(eight) candidates.</p> <p>3. In cases where the number of candidates for the Board of Directors through candidacy and nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or arrange for nomination of candidates according to the mechanism prescribed by VietinBank in its internal regulations on management of VietinBank. The procedures for introducing candidates by the incumbent Board of Directors must be clearly announced and approved by the General Meeting of Shareholders prior to the nomination in accordance with the law.</p>	
Supplement	Article 7		Term of office of the Board of Directors, members of the Board of Directors	Article 9	2	<p>Term of office of the Board of Directors, members of the Board of Directors</p> <p>The current Board shall operate after its term ends, until the newly elected Board for the next term takes over the current's duties.</p>	Supplemented according to Clause 2 Article 43 of the Law on Credit Institutions, Article 62 Law

						on Enterprises, Clause 2, Article 38 of 2018 Draft Charter of VietinBank	
	Article 8		Criteria and conditions for the Board membership	Article 10		Criteria and conditions for the Board membership	
Amendment		1	<p>He/she is an individual holding or authorized to be representative of at least 5% of the chartered capital of VIETINBANK, except the case of independent members of the Board or he/she must have at least a bachelor degree in either or combination of economics, business administration, or law, or he/she must have at least 03 years of experience as a manager at VIETINBANK or at companies operating in the insurance, securities, accounting, or auditing or he/she must have at least 05 years working directly in the operational units in the field of banking, finance, accounting or auditing.</p>		1b, 1c	<p>b) Having Bachelor's degree or above; c) Having at least 03 years of experience as a manager, executive officer of a credit institution or at least 5 years of experience as manager, executive officer of a company operating in the insurance, securities, accounting, or auditing or of another company having <i>its equity of at least equal to the legal capital amount prescribed for the equivalent type of credit institution</i> or having at least 05 years working directly in the teams specializing in banking, finance, accounting or auditing.</p>	To ensure compliance with Clause 1 Article 50 of the Law on Credit Institutions, Clause 10 Article 1 of the revised Law on Credit Institutions
	Article 9		Board member and Chairman of the Board shall not be allowed to	Article 11		Board member and Chairman of the Board shall not be allowed to	

Amendment		3	The Chairman of VIETINBANK shall not concurrently be the executive member of VIETINBANK; not concurrently be a member of the Board of Directors or the executive member of another credit institution, unless that credit institution is a subsidiary of VIETINBANK.		3	The Chairman of VietinBank shall not concurrently be the executive member of VietinBank; not concurrently the executive member of another credit institution.	Amended according to Article 34 of the Law on Credit Institutions
Supplement					4	The Chairman of VietinBank shall not concurrently be the Chairman of the Board of Directors, Board Member, the Chairman of the Members' Council, Member of the Members' Council, Chairman of the Company, General Director (Director), Deputy General Director (Deputy Director) or other equivalent positions of other companies.	Supplemented to ensure compliance with the amendments to the Law on Credit Institutions (Clause 7 Article 1), Clause 4 Article 41 of the 2018 Draft Charter
	Article 10		Automatic disqualification	Article 12		Automatic disqualification	
Amendment		1	He/she loses civil act capacity or is dead; he/she is declared missing or dead by a competent Court as prescribed by law.		1a	He/she loses civil act capacity or is dead.	Supplemented to comply with Article 35 of the Law on Credit Institutions
Amendment	Article 11		Removal from duties, dismissal of members of the Board of Directors			Removal from duties, dismissal of <u>Chairman of the Board of</u>	

						<u>Directors, members of the Board of Directors</u>	
Amendment		1	A Board member is removed from duties or dismissed if:		1	The Chairman of the Board of Directors/Board Member is removed from duties or dismissed if:	
Amendment		2	Board members of VIETINBANK after being removed from duties or dismissed shall still take personal responsibility for their decisions contrary to the provisions of law and the Charter of VIETINBANK or for intentionally falsified decisions during their incumbent time.		2	The Chairman of the Board of Directors, Board members of the Board of VietinBank after being identified to automatically be deprived of their status as a member of the Board of Directors must still take personal responsibility for their decisions contrary to the provisions of law and the Charter of VietinBank or for intentionally falsified decisions during their incumbent time.	
Amendment		4	Within 05 working days from the date the decision of removal from duties, dismissal of Board member(s) is approved as prescribed in Item 1 of this Article, the Board of VIETINBANK must send a written report accompanied with detailed supporting documents to the SBV and shall take responsibility for the accuracy and truthfulness of the report before the		3	Within 10 working days from the date the decision of removal from duties, dismissal of the Chairman of the Board, Board member(s) is approved as prescribed in Item 1 of this Article, the Board of VietinBank must send a written report accompanied with detailed supporting documents to the SBV	Amended to comply with Article 35 of the Law on Credit Institutions, Clause 5 Article 45 of the Draft Charter

			law; at the same time implement procedures for election or appointment to fill vacant position(s) under the provisions of law.			and shall take responsibility for the accuracy and truthfulness of the report before the law; at the same time implement procedures for election or appointment to fill vacant position(s) under the provisions of law.	
Amendment		6	A Board member who is removed from duties or dismissed shall be responsible for immediately handing over the work to another Board member who is appointed by the Board to replace him/her.		5	The Chairman of the Board, Board member(s) who is removed from duties or dismissed shall be responsible for immediately handing over the work to another Board member who is appointed by the Board to replace him/her.	
Amendment		3	The title previously approved by the Governor of the SBV of those who are removed from duties, dismissed as prescribed at Item 1 of this Article will automatically become null and void.			Delete.	According to Article 36 of the Law on Credit Institutions
Amendment							
	Article 12		The Committees of the Board of Directors	Article 14		The Committees of the Board of Directors	
Amendment		1	The Board establishes and maintains the operation of the following assisting committees to the Board: ✓ Human Resource, Salary and Remuneration Committee;		1	1. The Board establishes and maintains the operation of the following assisting committees to the Board: a) Human Resource, Salary	Amended to comply with Article 45 of the 2018 Draft Charter

			<ul style="list-style-type: none"> ✓ Risk Management Committee; ✓ Policy Committee; ✓ Assets and Liabilities Management Committee (ALCO); ✓ Strategy and Reform Management Committee <p>Apart from the above-mentioned committees, the Board may establish other assisting committees which it deems necessary.</p>			<p>and Remuneration Committee;</p> <p>b) Risk Management Committee;</p> <p>Apart from the above-mentioned committees, the Board may establish other assisting committees which it deems necessary.</p>	
Amendment		2	<p>2. Duties of Committees</p> <p>a) Human Resource, Salary and Remuneration Committee</p> <p>Human Resource, Salary and Remuneration Committee's duties are to give advices to the Board with regards to HR management structure, HR management and performance evaluation policies, benefit policies; to assist the Board in re-evaluate the personnel under the jurisdiction of the Board; to arrange for the comprehensive supervision and control over the HR management, competency framework, succession planning and HR risks to pursue VietinBank's directions, and business plan</p>		2,3	<p>2. Operational principles of Committees</p> <p>a) Each Committee will operate according to its own Regulation on organization and operation issued by the Board of Directors, which has to consist at least the following contents:</p> <ul style="list-style-type: none"> - The structure, number of members in the Committee; - The duties of the Committee and of each member of the Committee; - Periodic meetings of the Committee; - Extraordinary meetings of the 	<p>The current Regulation prescribes duties of each Committee in details. These contents are already covered in the regulation on the operation of each Committee under the Board of Directors.</p>

		<p>from time to time.</p> <p>b) Risk Management Committee Risk Management Committee is responsible for giving advices to the Board on issues related to setting the Bank's risk appetite from time to time; developing mechanisms and policies for risk management and management orientation of credit risk, investment risk, market risk, operation risk and other types of risk. Risk Management Committee gives advices the Board on the approval of investments, relevant transactions, risk governance policies and risk handling plans within the functions, duties assigned by the Board.</p> <p>e) Policy Committee Policy Committee is responsible for giving advices and assisting the Board at policy level in ensuring the coherence, completeness, consistency and validity of the policies, rules and regulations in key professional activities of VietinBank; giving advices the Board on issues related to policy development. Policy Committee shall study, review the policies, rules and regulations related to key professional activities of VietinBank</p>		<p>Committee;</p> <ul style="list-style-type: none"> - The decision-making of the Committee. b) Committees are the advisory and assistant bodies to the Board of Directors in coordinating, supporting and monitoring the Board of Management to arrange for effective performance of the orientations, determinations and decisions of the Board of Directors. <p>3. Functions of Committees</p> <p>Committees established by the Board of Directors have the below main functions:</p> <ul style="list-style-type: none"> a) Advise the Board of Directors on the development and issuance of policies and regulations to carry out the governance tasks of the Board of Directors as prescribed in this Regulation. b) Assist the Board of Directors in monitoring the performance of directives, policies and regulations according to their 	<p>Therefore, within the scope of this Regulation, only the operational principle and structure of Committees are prescribed to confirm the functions and roles of these Committees, which are: advising the Board of Directors and monitoring the performance of targets and plans of the Board of Directors.</p>
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		<p>promulgated by the Board to ensure the completeness, consistency, timeliness, compliance with laws and coherence with the actual operation of VietinBank; Propose to the Board the policies, rules and regulations needed to be supplemented, replaced or amended in accordance with the actual situation and development orientation of VietinBank and in compliance with the amended provisions of laws.</p> <p>d) Asset Liability Committee (ALCO)</p> <p>ALCO is responsible for giving advices the Board on the size, the structure and the growth rate of VietinBank's liabilities and assets in consistence with the operational scale and strategic development of VietinBank in each period; Giving advice to the Board in the formulation of development strategies of VietinBank and in setting business plans regarding the size, the structure and the growth rate of liabilities and assets of the entire system. ALCO shall evaluate the efficiency of the size and the structure of VietinBank's liabilities and assets in each period and review to ensure prudent limits and ratios</p>		<p>assigned duties.</p> <p>c) Support the Board of Management in the deployment of plans, performance of missions approved by the Board of Directors and the General Meeting of Shareholders.</p> <p>d) Recommend the solutions to improve the efficiency of management and governance of VietinBank.</p> <p>The specific functions and duties of each Committee shall be stipulated at the Regulation on organization and operation of each by the Board of Directors in accordance with provisions of the law and at the request of the Board of Directors from time to time.</p>	
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		<p>in business activities in compliance with the provisions of the SBV and VietinBank.</p> <p>e) Strategy and Reform Management Committee</p> <p>Strategy and Changes Management Committee is responsible for giving advices and assisting the Board in development strategy setting up and governance, supervision and evaluation of the strategy implementation; Making proposals and recommendations on the adjustment to the strategies and accelerating the implementation of VietinBank's strategy from time to time to be in line with the operation situation of VietinBank.</p> <p>Strategy and Reform Management Committee proposes categories of effective initiatives for reforms in VietinBank's operation; manages, inspects, supervises, evaluates in respect of timing, scope, quality of reform project in VietinBank and proposes measures to accelerate the project implementation.</p>					
Amendment	Article 13		Secretariat (and General Affairs) of the Board of Directors	Article 15		Secretariat of the Board of Directors (<i>Note: this is the change of the wording in Vietnamese, no change in English</i>)	Amended to comply with the new name of the Secretariat of

							the Board of Directors.
Amendment	Article 14		Information and Communications Department			Delete this Article	In the organizational structure of VietinBank, the Information and Communication Department is no longer under the Board of Directors. It is now transformed into the Branding and Communication Division.
Amendment, supplement	Article 15		Duties and power of the Board of Directors	Article 16		Duties and power of the Board of Directors To be divided into duties of the Board of Directors as stipulated by the law and others as prescribed by VietinBank's internal governance regulations.	- To be consistent with the Charter on the Organization and Operation of VietinBank: - Contents are already provided for in the current Regulation but
			2. To be responsible to law and the General Meeting of Shareholders for the			1. Duties as stipulated by the law:	

		<p>assigned powers and duties and for the performance as well as management mistakes, violation of the Charter and breach of law that cause damages and loss to VietinBank</p> <p>4. To make decisions on organizational structure of the Head Office, internal audit, main operation center, branches, subsidiaries, representative offices and non-business units.</p> <p>5. To make decisions on opening main operation centre, branches, representative offices and to establish non business units.</p> <p>6. To appoint, dismiss or remove, apply disciplines to, and decide on wage rates and other benefits applicable to the title of General Director, Deputy General Directors, Chief Accountant, Secretary to Board of Directors; the title of internal audit, directors of main operation centers, branches, subsidiaries, representative offices, non business units; Heads of representative offices; and other titles under the authority of the Board of Directors on the basis of internal regulations issued by the Board of Directors.</p>		<p>a) To be responsible to the General Meeting of Shareholders for the assigned powers and duties.</p> <p>d) To make decisions on organizational structure of the Head Office, internal audit, , branches, subsidiaries, representative offices and non-business units.</p> <p>e) To make decisions on opening branches, representative offices and to establish non business units.</p> <p>f) To appoint, dismiss, apply disciplines to, and decide on wage rates and other benefits applicable to the title of General Director, Deputy General Directors, Chief Accountant, Secretary to Board of Directors; and other titles under the jurisdiction of the Board under provisions of the law.</p> <p>h) To appoint representatives for</p>	<p>not by law as under the jurisdiction of the Board are moved to Clause 2 (the authority of the Board according to VietinBank’s Internal Governance Regulation)</p>
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			<p>11. To make decisions on selecting independent auditor(s)</p> <p>28. To make decisions on equitization, re-organization, dissolution of subsidiaries of VietinBank.</p> <p>29. To issue regulations on authorization within VietinBank in accordance with the legal provisions;</p> <p>30. Other powers and duties in accordance with the law, regulations of the State Bank and as authorized by the General Meeting of Shareholders.</p>			<p>VietinBank's capital contribution to other enterprises and credit institutions. To decide the equitization, restructuring, dissolution and bankruptcy of VietinBank's subsidiaries.</p>	
					2	<p>2. Supplementation of duties according to VietinBank's Internal Regulation</p> <p>In addition to the rights and obligations stipulated in Item 1 of this Article, the Board exercise the rights and obligations as stipulated in the Governance Regulation of VietinBank.</p>	
Amendment	Article 16		Standing Committee of the Board			<p>Delete this Article. This amended Regulation does not have a separate Article on the operation of the Standing Committee of the Board of Directors. The contents</p>	

						relevant to the Standing Committee of the Board of Directors are prescribed in different Articles of this amended Regulation.	
	Article 17		The functions, duties and authorities of Chairman of the Board of Directors	Article 17		The duties and authorities of Chairman of the Board of Directors	
Supplement		1			1	The Board of Directors shall elect a Chairperson among Board Members by the principle of larger than 50% majority rule. The Chairperson of the Board of Directors must be a permanent resident in Vietnam during his/her entire term. He/she is the legal representative of VietinBank; in charge of the general and comprehensive operation of the Board of Directors.	Supplemented according to Article 41 of the 2018 Draft Charter
Amendment		2,3	2. Chairman of the Board must be a non-executive member of the Board and must not concurrently be a member of the Supervisory Board of VIETINBANK. 3. Chairman of the Board must not concurrently be a member of the Board of Directors of or engage in running other credit institutions, unless such institutions			Delete this content.	Already prescribed in Article 11 on cases where two hatted persons are not allowed

			are subsidiaries of VIETINBANK.				
Amendment		4	<p>a. To convene and preside over the GMS.</p> <p>b. To prepare action programs and plans for the Board. To assign tasks to members of the Board. The contents of duty assignment to members must be in writing and signed by the Chairman of the Board.</p> <p>e. To implement governing activities over VIETINBANK's operation. To supervise Board members in carrying out their assigned tasks and the common duties and powers.</p> <p>d. To convene and preside over the Board meetings. To prepare contents, agenda and chair the meetings to discuss and vote on issues that fall within the powers and duties of the Board. To convene and chair the GMS.</p> <p>e. To arrange for approval of the Board's decisions in different forms. On behalf of the Board, to sign the resolutions and decisions of the Board; to sign documents to deal with issues that fall within duties and power of the Board; to organize for the implementation and supervise the implementation or to supervise the organization for implementation of such decisions.</p>		2	<p>a) To preside over the General Meetings of Shareholders.</p> <p>b) To prepare the agenda and action plan for the Board of Directors.</p> <p>c) To supervise Board members in carrying out their assigned tasks and the common duties and powers.</p> <p>d) To prepare the contents, agenda and materials for the meetings; to convene and preside over the Board meetings.</p> <p>e) To arrange for approval of the Board's. On behalf of the Board, to sign the resolutions and decisions of the Board; to sign documents to deal with issues that fall within duties and power of the Board;</p> <p>f) To assign tasks to members of the Board. The content of duty assignment to members must be in writing.</p>	Amended according to Clause 5 Article 40 of the 2018 Draft Charter

			Based on the Board's plans, Chairman of the Board of Directors assigns and directs the research process of projects and documents of the responsibilities and authorities of the Board of Directors; General Director assigns and directs the research process of the contents as authorized and within the duties and powers of the General Directors.			
	Article 18		Authority and duties of members of the Board of Directors	Article 18		Authority and duties of members of the Board of Directors
Amendment		5	Two thirds or more of the members of the Board of Directors shall have the right to request the Chairman to convene an extraordinary meeting of the Board of Directors or extraordinary General Meeting of Shareholders in accordance with the provisions of this Charter.		3	To request the Chairman of the Board of Directors to convene the Extraordinary Board Meeting.
Supplementation					10	To authorize other members to attend and vote by proxy if the majority of other Board member approves.
	Article		Principle of operation of the Board of	Article		Roles and the principles of
						Amended according to Article 41 of the 2018 Draft Charter, Article 65 of the Law on Credit Institutions
						Supplemented according to provisions of Clause 10 Article 153 of the Law on Enterprise

	20		Directors	7		operation of the Board of Directors	
Amendment, supplement		1,2	<p>1. Members of the Board of Directors of VIETINBANK participate in governing, managing and supervising activities of VIETINBANK in accordance with the assignment of Chairman of the Board of Directors.</p> <p>2. The Board of Directors discusses and votes to make decisions on all governing matters of VIETINBANK within the scope of authorities and duties by issuing resolutions of the Board of Directors. Board resolutions are approved at the Board meetings or by consulting with Board members through documents, faxes, e-mails, phone calls in accordance with provisions of applicable laws and the Charter of VIETINBANK.</p>			<p>1. The Board of Directors is the governing body of VietinBank, having the full power to decide and exercise the right and perform the obligations of VietinBank in the name of VietinBank, except for the issues under the jurisdiction of the General Meeting of Shareholders.</p> <p>2. The Board of Directors operates under a collective in combination with individual accountability regime, with respect to the duties assigned to each Board Member.</p> <p>3. Board Members are solely responsible for their own duties and jointly responsible to the Law/to the General Meeting of Shareholders on the resolutions, decisions of the Board of Directors over the organization, operation and development of VietinBank.</p> <p>4. All activities of the Board of Directors, of the Board of Director's assisting bodies must</p>	Amended to comply with the role and operational principles of the Board of Directors as prescribed in the Regulation on Internal Governance and supplemented some contents prescribed in Article 22 of the current Regulation on the organization and operation of the Board of Directors

					<p>ensure to be under the General Meeting of Shareholders' supervision and to comply with VietinBank's Charter and provisions of the law.</p> <p>5. Board Members shall participate in the management, governance, supervision of VietinBank's operations as appointed by the Chairman of the Board of Directors.</p> <p>6. The Board of Directors shall discuss and vote to decide on matters related to the governance of VietinBank which are under the scope of authority and duties of the Board of Directors through the Resolutions of the Board of Directors. Resolutions of the Board of Directors are approved through Board meetings or consulting Board Members' opinions in writing, as prescribed by the Law and the VietinBank's Charter.</p> <p>7. The Board of Directors uses the seal of VietinBank to perform its duties and exercise its power.</p>	
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Amendment	Article 22	<p>Working conditions of the Board of Directors</p> <p>1. Operating expenses of the Board of Directors, including salaries and allowances of Board members and the assistant units of the Board of Directors are treated as management expenses of VIETINBANK.</p> <p>2. Meal, lodging, travelling and other expenses incurred by a Board member during the course of implementation of his and her assigned tasks shall be reimbursed.</p> <p>3. General Director, Chief Accountant, Director of Main Operation Center, affiliates, business units, departments of the Head Office and subsidiaries of VIETINBANK have responsibility to provide sufficiently and timely information relating to the operation of VIETINBANK at the request of the Board of Directors or members of the Board of Directors to perform the functions of the Board in accordance with provisions of applicable laws. The Board members are responsible for protecting the confidentiality of information provided.</p>		<p>Delete this content.</p> <p>Clause 1, 2 are already provided for in Article 24 on the remuneration and benefit of the Board of Directors</p> <p>Clause 3,4,5,7 are provided for in Article 33 on the relationship with the Board of Management</p> <p>Clause 6 is already provided for in Article 7 on the principle for operation of the Board of Directors.</p>	
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		<p>4. Documents providing instructions and guidance and directions by the General Director and Deputy General Director of VIETINBANK related to the implementation of guidelines and policies as prescribed by the State, the resolutions, decisions, the mechanisms and regulations of the Board, must be copied and sent to Chairman and members of the Board of Directors.</p> <p>5. VIETINBANK's Administration Office is responsible to transmit and receive all the Board's documents. All documents sent from outside to VIETINBANK or directly to an individual member of the Board of Management must be copied and sent to the Board for information and directions. All files, documents from external sources or VIETINBANK internally sent to the Board member cum General Director must be copied and sent to the Chairman of the Board of Directors to fulfil the supervisory function in accordance with provisions of applicable laws and the Charter of VIETINBANK.</p> <p>6. The Board of Directors uses</p>				
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			<p>VIETINBANK’s executive system and the seal of VIETINBANK to perform their duties. Departments and committees at the Head Office have the function of consulting and assisting the Board of Directors in management, administration and implementation of its tasks and powers.</p> <p>7. To perform the tasks assigned or to prepare for the Board meetings, Chairman and Board members can work directly with the members of the Board of Management, departments and dependent units of VIETINBANK. In case the tasks relating to any direction from the General Director, Chairman or members of the Board of Directors must inform the General Director for coordination. Upon detection of the problem to be solved is of the responsibility of the General Director, the Board members shall discuss directly with the General Director for timely settlement.</p>			
Supplement				Article 26		<p>Supplement Article 26 on The principle of organizational structure development of the Head Office and dependent units</p> <p>On the basis of referring to corporate governance</p>

					<p>1. The Board of Directors makes decisions on organizational structure of VietinBank's Head Office and its subordinate units to ensure consistency in organization, centralization in management and decentralization in governance.</p> <p>2. The organizational structure of VietinBank's Head Office and its subordinate units must be regularly reviewed and assessed to provide timely updates to ensure business flexibility, timely support and close monitoring.</p> <p>3. The organizational structure of VietinBank's Head Office and its subordinate units must be built on the basis of compliance with the regulations on the internal control system of the State Bank of Vietnam. In particular, the compliance function must be paid special attention to on the group-wide basis in order to control risks and</p>	principles
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						<p>ensure the sustainable development of VietinBank.</p> <p>4. The organizational structure of VietinBank's Head Office and its subordinate units must clearly specify the roles and functions of each executive level in order to avoid overlapping of functions and clearly define responsibilities of all levels in management task.</p>	
	Article 23		Decentralization and authorization of a number of specific issues	Article 27		Decentralization and delegation of the Board of Directors	
Amendment, Supplement		1,2,3,4				<p>Amend and supplement contents specified at Clause 1-4 of Article 23 of the current Regulation into Principle on decentralization and delegation of the Board of Directors, specially:</p> <p>a) The Board of Directors makes decisions on strategic issues of VietinBank through strategic objectives, annual plans and management policies, framework documents of key operations to ensure VietinBank's operations and development to be</p>	

					<p>in line with its mission, vision, strategic objectives</p> <p>b) The Board of Directors makes decisions on the authority, limit and scope of the General Director's decision on VietinBank's operations to ensure that the General Director can make timely decisions in managing daily operations of VietinBank. Decentralization and delegation are reflected in internal regulations of VietinBank or documented under the form in line with the provision of laws, at the proposal of the General Director or in cases where the Board deems necessary. In cases where there is no decentralization or delegation from the Board, the maximum limit within the scope of resolution of the General Director is the highest level that the law, the State Bank of Vietnam, the Charter on organization and operation and the regulation on financial management of VietinBank allow.</p>	
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					<p>f) In extremely serious circumstances which may adversely affect the reputation and stability of VietinBank or in cases where there arises serious ethical and legal violations, the Board of Directors may directly intervene in matters which have been decentralized and delegated to the General Director</p> <p>g) The roles of the Board of Management are advising and taking responsibilities in executing and implementing the directions of the Board in relation to VietinBank’s activities and operations.</p> <p>i) The General Director is the head of the executive apparatus, taking the highest responsibility to the Board of Directors and the General Meeting of Shareholders in running the operations of VietinBank. The General Director shall settle his/her work within the scope of his/her functions, tasks and powers according to the provisions of law, of VietinBank’s</p>
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						<p>Charter and internal regulations and resolutions of the Board of Directors on the basis of observance of principles on governance and management specified in this Regulation and other relevant internal regulations issued by the Board of Directors.</p> <p>j) The General Director is responsible for make reports in a timely and proper manner according to regulations/at requests of the Board of Directors or on issues that he/she considers as need to be known by the Board to ensure that the Board is able to fulfil its roles and responsibilities, maximize the effectiveness of VietinBank's operations.</p>	
	Article 23		Other specific regulations on the operation of the Board of Directors	Article 27	5	Delegation of Authorities in a number of other issues of the Board	Move this content to the Article on Delegation of Authorities in a number of other issues of the Board

	Article 25		Meeting of the Board of Directors and Standing Committee of the Board of Directors	Article 20		Meeting of the Board of Directors	
Supplementation					1	The first meeting of the Board of Directors' term of office to elect the Chairman and to make other decisions within the authority of the Board of Directors shall be held within 07 (seven) business days from the completion date of election of the Board of Directors for such term. If there is more than one (01) member being elected with the same highest number of votes, the members shall vote by majority principle one (01) person among them to convene the Board of Directors' meeting.	Supplemented according to the provisions of Article 30 of the Charter platform in association with Circular 95/201/TT-BTC, Article 42 of the Draft Charter
Amendment		1	The Board of Directors shall meet at least once a month and extraordinary meetings shall be convened by the Chairman or member authorized by the Chairman if necessary.		2	The Chairman of the Board or any Board member authorized by the Chairman must convene regular Board Meetings (at least once (01) a month) and irregular Board meetings; develop the agenda, set up the time and venue in at least five (05) working days before the meeting date except for adhoc meetings to settle urgent matters.	

Amendment		2	Chairman or Board member authorized by Chairman must convene a Board meeting within 15 days since the request for convening a meeting is received according to this Regulation. If Chairman or authorized member does not convene a meeting upon request in due time, they must take responsibility for losses borne by VIETINBANK, except due to a force majeure; in this case, the person who has proposed for a meeting can call for a Board meeting and Board members who attend the meeting will vote to select a person to chair the meeting.		5	The Chairman must convene a Board meeting within seven (07) working days since the request for convening a meeting is received according to Clause 4 of this Article. If a meeting is not convened upon request, Chairman must take responsibility for losses borne by VietinBank.	Amended according to Article 43 of 2018 draft Charter
		9	Meetings are conducted when there are at least 2/3 (two-thirds) of the total number of Board members attending the meeting.		6	Board meeting conditions: a) A meeting of the Board of Directors shall be held when at least $\frac{3}{4}$ (three fourths) of the members of the Board of Directors are present in person or by proxy. <i>b) In case there are not enough members attending the meeting as required, another meeting shall be reconvened within seven (07) days since the date intended for the original meeting. The</i>	

						<i>reconvened meeting shall be held if there are more than half (1/2) of the Board of Directors' members attending the meeting.</i>	
Amendment	10		Board member must attend all of Board meetings. If not attending a meeting, a Board member can authorize another member to vote or send his written opinion. A Board member can authorize another person who is not a Board member if this is agreed by the majority of the Board members. In this case, the authorized person is not eligible to vote.			<p>A Board member is considered to attend and vote at a meeting in the following cases:</p> <ul style="list-style-type: none"> a) To attend and vote at the meeting; b) To authorize another person to attend the meeting according to provision specified at Clause 10 of this Article. c) To attend and vote through online conferencing or other similar forms; d) To send ballot papers to the meeting via courier, fax, email. <p>If ballot papers are sent to the meeting via courier, the ballot papers must be enclosed in a sealed envelope and must be sent to the Chairman at least one hour before the opening of the meeting. The ballot papers can only be opened with the witness of all attendees.</p>	

Amendment		3,4	<p>3. Quarterly, the Board of Directors shall hold joint meeting with the Board of Management of VIETINBANK to review, assess the performance of the duties in the quarter.</p> <p>4. The Board of Directors shall hold monthly meeting with the Board of Management to give direct instructions on works to be implemented.</p>			Moved to and revised into Clause 5, Article 32 on working relationship.	
Amendment		14	Procedures of arranging and conducting the meeting of Standing Committee of the Board are the similar to such of meetings of the Board as specified in this Article.				
	Article 27		Adoption of the Board's decisions	Article 23		Adoption of the Board's decisions	
		5	Secretary to the Board of Directors shall count the votes and prepare minutes of the votes count under the supervision of at least one independent member of the Board of Directors. The minutes must contain the major contents as prescribed under the provisions of law.		5	Secretary to the Board of Directors shall count the votes and prepare minutes of the votes count under the supervision of at least one independent member of the Board of Directors. (In case there is no independent Board member, when the Board of Directors collects written opinions of its members, secretary to the Board shall count the votes and prepare minutes of the votes count under	

						the supervision of at least one member of the Supervisory Board). The minutes must contain the major contents as prescribed under the provisions of law.	
			To promptly resolve the pressing issues within the competence of the Standing Committee of the Board, Chairman of the Board of Directors may proceed with the consultation of the Board members in writing. The decision, which is adopted in the form of consultation with the Board members in writing, is as effective as the decision adopted at the meeting of Standing Committee of the Board on the condition that the decision is approved by a majority of Board members being consulted.			Delete this.	Remove contents related to the Standing Board of Directors.
Amendment	Article 30		Coordination at work and development of relationship with State agencies, partners and media agencies	Article 27	4	Move this content to Article 39, Coordination at work in specific cases	
	Article 32		Working relationship with Supervisory Board	Article 31		Working relationship with Supervisory Board	
Supplement					13, 14	13. Within 15 days since the end of the periodical or extraordinary inspections, the Supervisory Board must send written notices	

					<p>on inspected issues to the Board of Directors. The inspection and supervision of the Supervisory Board must not neither obstruct the activities of the Board of Directors, nor interrupt the management of business activities of VietinBank.</p> <p>14. For the use of external independent consultants, the Supervisory Board must inform the Board of Directors and the General Director of the scope, value and other material contents within 48 hours from the date of establishing the service.</p>	
	Article 33		<p>Working relationship with the Board of Management</p> <p>1. The Board of Directors is responsible for appointing, recruiting and maintaining the stability of the Board members who have good qualifications and high morality for VIETINBANK; whilst timely dismiss Board members who do not meet the conditions and standards in compliance with the laws and the</p>	Article 32	<p>Article 32: Working relationship with the Board of Management</p> <p>1. The Board of Directors is responsible for appointing, recruiting and maintaining the stability of executive members of VietinBank; whilst timely dismissing executive officers who do not meet the conditions and standards in compliance with the</p>	<p>- Rearranged the contents related to the Board meeting and Board of Management meeting into one clause.</p> <p>- Rearrange contents related to the</p>

		<p>charters of VIETINBANK .</p> <p>2. The Board of Directors decides the structures, organization and tasks assigned to members of the Board of Management in accordance with the provisions of laws and internal regulations of VIETINBANK on the basis of meeting practical demands in operation of VIETINBANK</p> <p>3. The Board of Directors directs and supervises all activities of the Board of Management on the basis of providing all of the best conditions on mechanism, policies, human resources and infrastructures in order to support the Board of Management completing the tasks assigned.</p> <p>4. The Board will reward, punish and handle errors for members of the Board of Management in an objective manner on the basis of provisions of laws, Charters and internal regulations of VIETINBANK</p> <p>5. While executing the resolutions and decisions of the Board of Directors, if any issue detected that is</p>		<p>laws and the Charter of VietinBank.</p> <p>2. The Board of Directors decides the tasks assigned to executive officers in accordance with the provisions of laws, the Charter and internal regulations of VietinBank on the basis of meeting practical demands in operation of VietinBank.</p> <p>3. The Board of Directors directs and supervises all activities of the executive officers on the basis of providing all of the best conditions in terms of mechanism, policies, human resources and infrastructures in order to support them in completing the tasks assigned.</p> <p>4. The Board of Directors will reward, punish and deal with misconducts committed by executive officers in an objective manner on the basis of provisions of laws, Charter and internal regulations of VietinBank.</p>	<p>information and reporting mechanism between the Board and Board of Management into one clause.</p> <p>- Remove the detailed contents on filing, copying mechanisms for documents between the General Director and the Board, as these are already been provided for in another Internal Governance Regulation of VietinBank.</p>
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		<p>not in the interest of VIETINBANK, the General Director has to propose to the Board of Directors to review and to adjust these resolutions and decisions. In case the Board of Directors does not adjust the resolutions and decisions, the General Director has to continue implementing these solutions. However, he has the rights to reserve his opinion and make proposals to the Governor of the SBV or other competent authorities.</p> <p>6. Within 15 days from the end of month, quarter and year, the General Director has to submit to the Board of Directors a written report on business operations and orientations for the coming future of VIETINBANK</p> <p>7. On the first day of every month, Board member cum General Director is responsible to report and to submit to the Board of Directors recommendations and proposals for handling important, complicate and sensitive matters. After the issuance</p>		<p>5. Meetings of the Board of Directors and the Board of Management:</p> <p>a) At the Board of Directors' meetings, the Chairman of the Board of Directors/ chairperson of the meeting, based on the contents of the meeting, may decide to invite deputy general directors or heads/deputy heads of departments / units who are in charge of relevant work to attend the meetings, and report specific issues and raise opinions (if necessary).</p> <p>b) The Chairman of the Board joins the meeting or assigns to each member of the Board and the Board of Management to give instructions in relation to the organization of the quarterly meetings so that Branch Directors report the evaluation of the performance of the work and tasks assigned for the previous quarter and plan the tasks of the next quarter.</p>	
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		<p>of resolution on handling these matters from the Board of Directors, the General Director is responsible for implementing the resolution and reporting to the Board of Directors the implementation results in the next meeting.</p> <p>8. The General Director cum Board member is responsible for reporting to the Board of Directors all matters related to business management operations of VIETINBANK</p> <p>9. The chairman of the Board may attend or authorize another Board member to attend monthly meetings on preparation of schemes submitted to the Board of Directors under the chairman of the General Director. The chairman or the representative from the Board of Directors attending the meeting has the right to express opinions but does not have right to conclude the meeting.</p> <p>10. General Director has to submit monthly Board of Management meeting minutes to the Board of</p>		<p>c) At the regular or extraordinary Board of Management’s meetings or the meetings related to the important contents chaired by a member of the Board of Management, the chairperson invite the Chairman of Board of Directors or a relevant member of the Board to attend the meeting and directly give instructions (if any). The General Director must send 01 copy of the meeting report to the Chairman of Board of Directors.</p> <p>d) The Board of Directors will have monthly meetings with the executive officers to directly give instructions in relation to the tasks to be carried out. The Board of Directors will have quarterly meetings with the executive officers to review and evaluate the performance of the assigned tasks of the previous quarter.</p> <p>6. Information and reporting regime of the Board of Directors and the Board of Management</p>	
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		<p>Directors.</p> <p>11. All documents signed by the General Director and Deputy General Directors must be copied and sent to the Board of Directors to oversee the implementation.</p> <p>12. All documents sent from outside VIETINBANK or sent directly to individual members of the Board of Directors must be copied and sent to the Board of Directors for information and direction. All documents from external or internal of VIETINBANK that are sent to the member of the Board who is the General Director must be sent to the Chairman to fully implement the monitoring functions as prescribed by law and VIETINBANK's Charter.</p> <p>13. Annually, the General Director has to submit to the Board of Directors the report of the staff succession planning in the Board of Management for consideration and approval.</p> <p>14. The domestic and foreign research programs, surveys, study; the</p>		<p>a) Resolutions and decisions of the Board of Directors are enforceable. While executing the resolutions and decisions of the Board of Directors, if any issue detected that is not in the interest of VietinBank, the General Director shall propose to the Board of Directors to review and to adjust these resolutions and decisions. In case the Board of Directors does not adjust the resolutions and decisions, the General Director has to continue implementing these solutions. However, he has the rights to reserve his opinion and make proposals to the General Meeting of Shareholders or other competent authorities.</p> <p>b) The Board of Management shall set up, develop and register their plans, specific tasks in each period of VietinBank, and must report those contents to the Board of Directors.</p> <p>c) The General Director is</p>	
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		<p>negotiation and signing of the contract ceremonies ... of VIETINBANK related to the functions, duties and powers of the Board of Directors, the General Director has the responsibility to report to the Chairman to assign a member of the Board to attend.</p> <p>15. The meetings organized by the relevant agencies that invited VIETINBANK's Board of Directors to attend (Except invitation by name), depending on the content of each meeting to assign the relevant people. With the meeting related to organization restructure, mechanisms, policies and annual plans, five year plans, medium long term strategic, development or solving issues which are the major concerns of VIETINBANK, Chairman and General Director will attend, or the Chairman decides one of two persons will attend, then reports back to each other.</p> <p>16. At the Board meetings, the</p>			<p>responsible for reporting to the Board of Directors all matters related to the running of business of VietinBank and the deployment results of the Board of Directors' Resolutions/Decisions.</p> <p>d) Within 7 days from the end of month, quarter and year, the General Director has to send to the Board of Directors written reports on business operations and orientations for the coming time of VietinBank.</p> <p>e) In addition to the periodic reporting, as required by the members of the Board of Directors, the Board of Management shall directly report or provide information, reports on the directions for handling the work related to the assigned tasks.</p> <p>f) In case of detecting a risk or other issues which can have great adverse impact on the reputation or business activities of VietinBank or other cases</p>	
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		<p>in written on the implementation of assigned duties and powers periodically (monthly, quarterly, semi-annually, annually ...).</p> <p>19. In addition to the periodic reporting, as required by the members of the Board of Directors, Board of Management and VIETINBANK managerial staff directly report or provide information, report the directed solutions related to the assigned tasks.</p> <p>20. The board of management shall plan, develop and register their plans, specific tasks in each period of VIETINBANK, of each unit, each member of the Board of Management in written; and must report those content to the Board of Directors.</p> <p>21. The Board of Directors will have the quarterly meetings with the Board of Management, managerial staffs at the Head Office in the first 05 days of the first month of the following quarter (possible to combine with that month's regular meeting) to review</p>		<p>information and reports in the shortest possible time.</p>	
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			<p>and evaluate the assigned performance, tasks of the previous quarter and make plans and tasks in the next quarter.</p> <p>22. The Board of Directors assigns to each member of the Board, the Board of Management to direct in the preliminary meeting held quarterly in group branches, in which the Branch Directors report the evaluation of the assigned performance, tasks of the previous quarter and plan the tasks of the next quarter.</p> <p>23. In case of detecting a risk, or the incident, other issues which can greatly affect the reputation or results, efficiency and safety of VIETINBANK business activities or necessarily events, The Board of Management and VIETINBANK managerial staffs must immediately report to the Chairman of the Board of Directors and other members of Board who are directly in charge of that duty for information and prompt solution.</p>				
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Supplement			Application of provisions of laws	Article 35	<p>1. The organization and operation of the Board of Directors shall comply with the provisions of this Regulation, the Charter on organization and operation of VietinBank and the provisions of the law of Vietnam relating to the organization and operation of the Board of Directors of joint-stock commercial banks.</p> <p>2. Where this Regulation provides otherwise or there is no regulation on the organization and operation of the Board of Directors of joint stock commercial banks compared with the provisions of Vietnamese law, the provisions of Vietnamese law shall be applied.</p> <p>3. Where this Regulation provides otherwise or there is no regulation on the organization and operation of the Board of Directors compared with the Charter on organization and operation of VietinBank, the provisions in the Charter on organization and operation of VietinBank shall be applied.</p>	
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