

## Appendix 01

### PROPOSED REVISION TO THE CHARTER OF VIETINBANK IN 2021

#### I. Legal ground

- Law on Credit Institutions 2010, Law on Credit Institutions as amended in 2017 and guiding documents.
- Law on Enterprises 2020 and guiding documents.
- Securities Law and guiding documents.
- Civil Act.
- Other relevant documents.

#### II. Principles for revision

- Compliance with the Law on Credit Institutions;
- Compliance with the Law on Enterprises, the Law on Securities and regulations on corporate governance applicable to public companies for provisions the Law on Credit Institutions is silent.
  - Reference to the Law on Enterprises, the Law on Securities and the regulations on corporate governance applicable to public companies to supplement the contents if the Law on Credit Institutions allows to do so.
- Reference to and use as much as possible the layout, content of the Standard Charter for public companies (issued together with Circular 116/2020/TT-BTC), experiences and practices on corporate governance.

#### III. Notes

- The citations in column “Proposed changes” below is understood as the citation of the revised draft Charter.
- The contents not quoted in this document are considered as remained unchanged, but the order of articles, clauses, items and points may change due to changes in the structure of the Charter.

#### IV. Contents proposed for revision

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
Article 1.	1	Interpretation of terms:	Article 1.		Interpretation of terms:		
Article	Clause 3	Article 1. Interpretation	Article 1.	Clause 3	Article 1. Interpretation	Amended to ensure	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
1.		1. "Charter capital" means the total value of shares which have been already sold or subscribed and stipulated in Article 10 of this Charter.			1. "Charter capital" means the total value of shares which have been already sold <del>or—subscribed</del> and stipulated in Article 10 of this Charter.	compliance with Clause 1 Article 112 of the Law on Enterprises	
Article 1.	Clause 3	<b>Article 1. Interpretation</b>  3. "Law on Enterprises" means the Law on Enterprises No. 68/2014/QH13 which was ratified by the National Assembly on 26th, November 2014	Article 1.	Clause 3	<b>Article 1. Interpretation</b>  3. "Law on Enterprises" means the Law on Enterprises No.59/2020/QH13 dated 17th June 2020	New legal document updated	Amended
Article 1	Clauses 4,9	4. "Law on Securities " <b>Law on Securities</b> " is the Law on Securities No.70/2006/QH11 dated June 29, 2006, the Law on amendment and supplement of a number of articles of the Law on Securities dated November 24, 2010.  9. " <b>VietinBank's authorized representatives for capital</b> " (In short, "Capital representative") are persons appointed by the Board of Directors of VietinBank to perform the rights and responsibilities of VietinBank in relation to a part or all of the capital invested by VietinBank in other companies and	Article 1			Removed this concept as there is not much reference to this term in the Charter.	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		credit institutions.					
Article 1	Clauses 19	19. “ <b>Candidacy, nomination</b> ” mean such cases where one individual shareholder nominates himself/herself or another person; one institutional shareholder nominates its representative or another person; an eligible group of shareholders nominates one person or more within or outside the group as candidates for the position of member of the Board of Directors or member of the Supervisory Board of VietinBank in accordance with the provisions of the law.	Article 1	Clauses 17	17. “ <b>Nomination</b> ” mean such cases where one individual shareholder nominates himself/herself or another person; one institutional shareholder nominates its representative or another person; an eligible group of shareholders nominates one person or more within or outside the group as candidates for the position of member of the Board of Directors or member of the Supervisory Board of VietinBank in accordance with the provisions of the law and regulations of VietinBank.		Amendment
			Article 1	Clauses 19	19. “ <b>Family relatives</b> ”, include: spouses, biological parents, adopted parents, father-in-law, mother-in-law, father-in-law, mother-in-law, biological children, adopted children, son-in-law, brother-in-law, biological siblings, siblings- in-law.	Amended to ensure compliance with Clause 22 Article 4 of the Law on Enterprises	Supplemented
Article 1	Clauses 21	22. “Related person” means an organization, individual that has direct or indirect relationship with another organization, individual, with VietinBank	Article 1	Clause 20	20. “ <b>Related person</b> ” means an organization, individual that has direct or indirect relationship with another organization, individual,	Amended to ensure compliance with Clause 28 Article 4 Law on Credit Institutions 2010,	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>in the following cases:</p> <p>a) Related persons of VietinBank are:</p> <p>(i) VietinBank and subsidiary of VietinBank and vice versa; between subsidiaries of VietinBank;</p> <p>(ii) manager, member of Supervisory Board of VietinBank;</p> <p>(iii) individual or organization that is competent to appoint such manager, member of Supervisory Board of VietinBank</p> <p>....</p>			<p>falling into the following cases:</p> <p>a) A parent company and its subsidiary company and vice versa; a credit institution and its subsidiary company and vice versa; Subsidiary companies of the same parent company or credit institution; managers, members of the Supervisory Board, legal representatives of a parent company or credit institution, individuals or organizations with competent authority to appoint such persons with the subsidiary company and vice versa;</p> <p>b) A company or credit institution with its managers, members of the Supervisory Board, legal representatives of such company or credit institution, or with companies or organizations with competent authority to appoint such persons. and vice versa;</p> <p>c) A company or credit institution with individual or institutional owners of 5% or more of</p>	Clause 1 Article 1 of the amended Law on Credit Institutions, Clause 23 Article 4 of the Law on Enterprises	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>its charter capital or share capital with voting rights and vice versa;</p> <p>d) An individual with his/her spouse, parents, children, siblings;</p> <p>dd) A company or credit institution with spouses, parents, adopted parents, parents-in-law, children, adopted children, children-in-law, siblings, siblings-in-law of its managers, legal representatives and members of the Supervisory Board, or supervisors, capital contributors or shareholders as owners of 5% or more of charter capital or voting share capital of such entity and vice versa;</p> <p>e) An individual who is authorized to represent an organizations or individual specified at Points a, b, c, d and dd of this Clause with his/her individual or institutional principal; individuals who are authorized to represent the contributed capital of the same organization with each other.</p> <p>f) An enterprise with the another enterprise where individuals,</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>companies and organizations specified at Points a, b, c, d, dd and e, Clause 23, Article 4 of the Law on Enterprises hold stake sufficient to control decision making of the company.</p> <p>(g) Other legal entities, individuals with whom the relationship may create latent risks for the operation of a credit institution, foreign bank's branch as determined according to the internal regulations of such credit institution and foreign bank's branch or written requests of the State Bank of Vietnam through its inspection and supervision activities for each specific case.</p>		
<b>Article 1</b>	<b>Clause 22</b>	22. "Law" means all laws, ordinances, decrees, decisions, circulars and other legal normative documents which are issued by the State agencies of Vietnam from time to time in relation to the Bank's operations, including all its amendments, supplements and replacements.	<b>Article 1</b>	<b>Clause 21</b>	" <b>Law</b> " means any document listed in Article 4 of the Law on Promulgation of Legal Documents passed by the National Assembly of Vietnam on 22 June 2015, and if it is amended or supplemented, the documents then defined as legal normative documents under such amendments or supplements shall be		Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					included.		
<b>Article 1</b>	<b>Point f Clause 23</b>	f) Not being a manager, member of the Supervisory Board of VietinBank at any time in the past 5 consecutive years.	<b>Article 1</b>	<b>Point f Clause 22</b>	f) Not being a manager, member of the Supervisory Board of VietinBank at any time in the past 5 consecutive years, except for the case of reappointment for the second term of office consecutively.	Amended to ensure compliance with Clause 2 Article 155 of the Law on Enterprises	Amended
<b>Article 1</b>	<b>Clause 23</b>	24. “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 Directors of VietinBank.	<b>Article 1</b>	<b>Clause 23</b>	23. “ <b>Non-executive member of the Board of Directors</b> ” is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant or Branch Manager of VietinBank.	Clause 56 Article 3 Decree 155/2020/NĐ-CP guiding the implementation of the Law on Securities	Amended
<b>Article 3</b>	<b>Clause 3</b>	3. The Chairman of Board of Directors is the legal representative of VietinBank, exercising the rights and obligations prescribed by law, this Charter and internal regulations of VietinBank.	<b>Article 4</b>		<b>Article 4. Legal representative:</b> VietinBank has 01 Legal representative. Chairman of the Board of Directors is the Legal representative of VietinBank. The Legal representative of VietinBank exercises the rights and obligations prescribed by the Law, this Charter and internal regulations of	Split a provision to form a separate Article on legal representative of VietinBank	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					VietinBank.		
<b>Article 76</b>		<p><b>Article 76. Seal</b></p> <p>1. The Board of Directors approves the official seal of VietinBank and such seal shall be engraved in accordance with the law and the Charter of VietinBank.</p> <p>2. The Board of Directors, the General Director shall use the Bank's seal as provided for by law.</p>	<b>Article 5</b>		<p><b>Article 4. VietinBank's seals</b></p> <p>1. The seals include the seals made at the stamp-engraved establishment or the seals in the form of a digital signature according to the provisions of the Law on electronic transactions.</p> <p>2. VietinBank decides on the type, quantity, form and content of the seal of VietinBank, branches, representative offices and other units of VietinBank.</p> <p>3. The management and keeping of the seals shall comply with the internal regulations of VietinBank.</p>	Moved from Article 76 of the Charter and amended according to Article 43 of the Law on Enterprises	Amended
<b>Article 4</b>		<p><b>Article 4. Mission statement, field of business and objectives of VietinBank</b></p> <p>1. The Mission statement of VietinBank is to become a diversified financial and banking group in accordance with the provisions of Vietnamese laws; to provide to the society with a variety of financial and banking businesses, products and</p>	<b>Article 6</b>		<p><b>Article 6. Development standpoint, lines of business and mission of VietinBank</b></p> <p>1. VietinBank's development standpoint is the country's leading commercial bank, playing a key role in the economy, serving the development of the country. The Bank always promotes its potential advantages, making the most of its</p>	Amended to suit the development goals of VietinBank	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>services with high quality in compliance with international practice; to sustainably keep the key and core role of the Bank in Vietnam; to gradually expand market and affirm its brand name and reputation regionally and internationally.</p> <p>2. Field of business of VietinBank consists of financial and banking activities and other business activities in accordance with the Law on Credit Institutions.</p> <p>3. The operational objective of VietinBank is to increase the value for its shareholders, employees; bring about benefits for the community; improve the value of life; contribute to the implementation of national monetary policies and in service of the national cause of socio-economic development; these will serve as a basis to develop VietinBank into a strong, competitive, reliable, efficient and modern financial and banking group.</p> <p>4. Brand positioning: Improving the value of life.</p>			<p>internal resources, aligning the bank's growth with key economic sectors and regions of the country and actively participating in the integration process. <b>Improving the quality and efficiency of growth, bringing the Bank to be on par with regional leading banks and securing sustainable development.</b></p> <p>2. Field of business of VietinBank consists of financial and banking activities and other business activities in accordance with the Law on Credit Institutions.</p> <p>3. VietinBank' mission is to be a pioneer bank in the development of the country on the basis of bringing optimal value to customers, shareholders and employees.</p> <p>4. Brand positioning: Improving the value of life.</p>		
<b>Article 6</b>	<b>Clause 3</b>	<b>Article 6. Main activities of</b>	<b>Article 8</b>	<b>Clause 3</b>	<b>Article 8. Main activities of</b>	Amended to align with	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<b>VietinBank</b> 3. Insurance activities VietinBank provides insurance services through an insurance company which is VietinBank's subsidiary and affiliate or acts as an agency for insurance companies as stipulated by the Law, including: a) Life insurance; b) Non-life insurance; c) Re-insurance; d) Other insurance services.			<b>VietinBank</b> 3. Insurance activities VietinBank provides insurance services through an insurance company which is VietinBank's subsidiary and associated company or acts as an insurance agency including insurance brokerage) for insurance companies as stipulated by the Law, including: a) Life insurance; b) Non-life insurance; c) Re-insurance; d) Other insurance services.	Decree 59/2006/ND-CP dated 12/06/2006 detailing the commercial law on goods and services which are subject to ban and restriction in business and conditional business and the Operating license of VietinBank	
<b>Article 8</b>		<b>Article 8. Application of international treaties and international practices</b> 1. VietinBank shall apply international treaties related to banking activities to which Vietnam is a signatory or has acceded. 2. VietinBank may negotiate with its customers to apply international practices related to banking activities if such practices are not contrary to the principles for application of international	<b>Article 10</b>		<b>Article 10. Application of international treaties and international trade practices</b> 1. VietinBank shall apply international treaties related to banking activities to which Vietnam is a signatory or has acceded. 2. VietinBank may negotiate with its customers to apply international practices issued by the International Chamber of Commerce or other international practices if such	Amended to ensure compliance with Article 3 of the Law on Credit Institutions 2010	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		practices as regulated by Vietnamese laws.			practices are not contrary to the Vietnamese laws.		
<b>Article 11</b>	<b>Clause 5</b>	5. Shareholders may pledge their shares of VietinBank to guarantee the performance of their obligations as provided for by law but they cannot pledge such shares at VietinBank.			<b>Removed</b>	The current law only provides for mortgage of shares. In addition, (i) Clause 5, Article 126 of the Law on Credit Institutions prescribes that a credit institution is not allowed to extend credit secured by its own shares; and (ii) Point k, Clause 1, Article 22 of the draft Charter stipulates that shareholders have other rights in accordance with the Law.	Removed
<b>Article 12</b>	<b>Clause 1</b>	<b>Article 12. Share offering</b> 1. Share offering means that VietinBank increases the number of shares that may be offered for sale and sells those shares in the course of operation in order to raise charter capital.	<b>Article 14</b>	<b>Clause 1</b>	<b>Article 14. Share offering</b> 1. Share offering means that VietinBank increases the number of shares, <del>and sells such shares during its course of operation</del> , types of shares that may be offered for sale in order to raise Charter capital.	Amended to ensure compliance with Clause 1 Article 123 of the Law on Enterprises	Amended
<b>Article</b>	<b>Clauses 6,</b>	<b>Article 12. Share offering</b>	<b>Article</b>	<b>Clauses</b>	<b>Article 14. Share offering</b>	Amended to ensure	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
12	8	<p>6. If the shares proposed to be offered for sale are not fully subscribed by shareholders and the receivers of preemptive rights, the remaining shares will be managed by the Board of Directors. The Board of Directors may allocate such shares to other shareholders of VietinBank or other persons in a reasonable manner provided that the offering conditions of such remaining shares are not more favorable than the conditions offered to shareholders, unless otherwise approved by the General Meeting of Shareholders or where the shares are offered through the Stock Exchange.</p> <p>8. After shares are sold in the form of certificate, VietinBank must issue and deliver share certificates to the purchasers. In case of shares being sold without issuing share certificates, the information of the purchasers as stipulated in Clause 1 Article 18 of this Charter recorded in the Shareholder Register shall be sufficient to certify the share ownership of such shareholders in</p>	14	6, 8	<p>6. If the shares proposed to be offered for sale are not fully subscribed by shareholders and the receivers of preemptive rights, the Board of Directors may sell the remaining shares to shareholders of VietinBank or other persons provided that the offering conditions of such remaining shares are not more favorable than the conditions offered to shareholders, unless otherwise approved by the General Meeting of Shareholders or provided for by the Law on securities.</p> <p>8. Upon full payment of the Shares, VietinBank shall issue and deliver the Share Certificates to the purchasers; In case of non-delivery of the share certificates, the information of the purchasers as stipulated in Clause 1 Article 18 of this Charter shall be recorded in the Shareholder Register to certify the share ownership of such shareholders in VietinBank.</p>	compliance with Clause 3.5 Article 124 of the Law on Enterprises	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		VietinBank.					
<b>Article 13</b>		<p><b>Article 13. Sale of shares</b></p> <p>The Board of Directors shall decide the timing, method and the selling price of shares in accordance with the plan to raise the charter capital approved by the General Meeting of Shareholders. The selling price shall not be lower than the market price at the time of share offering or the value of one share which is most recently recorded in accounting book of shares, except:</p> <ol style="list-style-type: none"> <li>1. Shares initially offered to those who are non-founding shareholders.</li> <li>2. Shares offered to all shareholders in proportion to their existing number of shares at VietinBank;</li> <li>3. Shares offered to brokers or underwriters. In this case, the discount amount or the discount rate must be approved by the General Meeting of shareholders;</li> </ol>	<b>Article 15</b>		<p><b>Article 15. Sale of shares</b></p> <p>The Board of Directors decides the timing, method and the selling price of shares. The selling price shall not be lower than the market price at the time of share offering or the most recently recorded booking value of share, except for the following cases:</p> <ol style="list-style-type: none"> <li>1. Shares initially offered to those who are non-founding shareholders.</li> <li>2. Shares offered to all shareholders in proportion to their existing shareholding percentage at VietinBank.</li> <li>3. Shares offered to brokers or underwriters. In this case, the discount amount or the discount rate must be approved by the General Meeting of shareholders;</li> </ol>	Amended to ensure compliance with Article 126 of the Law on Credit Institutions	Amended
<b>Article 14</b>	<b>Clause 1</b>	<p><b>Article 14. Redemption of shares</b></p> <ol style="list-style-type: none"> <li>1. Redemption of shares at the request of VietinBank</li> </ol> <p>VietinBank is entitled to redeem</p>	<b>Article 16</b>	<b>Clause 1</b>	<p><b>Article 16. Redemption of shares</b></p> <ol style="list-style-type: none"> <li>1. Redemption of shares at the request of VietinBank</li> </ol> <p>VietinBank is entitled to</p>	Amended to ensure compliance with Clause 3 Article 133 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>no more than 30% (thirty percent) of the total number of ordinary shares sold in compliance with the following provisions:</p> <p>a) The Board of Directors of VietinBank shall have the right to decide on redemption of 10% (ten percent) or less of the total number of shares of each type offered in 12 (twelve) months. In other cases, the redemption of shares shall be decided by the General Meeting of Shareholders.</p> <p>b) The Board of Directors shall decide the price for the redemption of shares. With respect to ordinary shares, the redemption price shall not be higher than the market price at the time of redemption except for the cases stipulated in point c of this Clause. For other types of shares, if VietinBank and related shareholders do not agree otherwise, the redemption price must not be lower than the market price.</p> <p>c) VietinBank may redeem shares of each shareholder in proportion to such shareholder's shareholding percentage in</p>			<p>redeem no more than 30% of the total number of ordinary shares sold, a part of or whole of preference shares sold in compliance with the following provisions:</p> <p>a) The Board of Directors of VietinBank shall have the right to decide on redemption of 10% (ten percent) or less of the total number of shares of each type sold in 12 (twelve) months. In other cases, the redemption of shares shall be decided by the General Meeting of Shareholders.</p> <p>b) The Board of Directors shall decide the price for the redemption of shares. With respect to ordinary shares, the redemption price shall not be higher than the market price at the time of redemption except for the cases stipulated in point c of this Clause. For other types of shares, if VietinBank and related shareholders do not agree otherwise, the redemption price must not be lower than the market price.</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>VietinBank. In this case, the decision on redemption of shares of VietinBank must be announced in the way ensuring that the notice will reach all shareholders within 30 days from the date when the decision is approved. The notice must include the name and address of the head office of VietinBank, the total number of shares and class of shares to be redeemed, the redemption price or the principles for determining the redemption price, procedures and payment schedule, procedures and timeframe for shareholders to offer their shares to VietinBank.</p> <p>Shareholders who agree to sell their shares must send their offers to VietinBank by a method guaranteed to reach the Bank within 30 days from the date of notification. The offers must include full name, permanent address, citizen identity card number or identity card number or passport number or other valid personal certification with respect to shareholders being individuals; name, enterprise code or number of</p>			<p>c) VietinBank may redeem shares of each shareholder in proportion to such shareholder's shareholding percentage in VietinBank, following the below procedures and order:</p> <p>(i) The decision on redemption of shares of VietinBank must be announced in the way ensuring that the notice will reach all shareholders within 30 days from the date when the decision is approved. The notice must include the name and address of the head office of VietinBank, the total number of shares and class of shares to be redeemed, the redemption price or the principles for determining the redemption price, procedures and payment schedule, procedures and timeframe for shareholders to offer their shares to VietinBank.</p> <p>(ii) Shareholders who agree to sell their shares must send their written consent on the sale of share to VietinBank by a method guaranteed</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		establishment decision, address of headquarters with respect to shareholders being organizations; number of shares owned and number of shares offered; payment method; signature of the shareholder or legal representative of the shareholder. VietinBank will only redeem the shares offered within the time-limit as mentioned above.			to reach the Bank within 30 days from the date of notification. The written consent on the sale of Shares must contain full name, contact address, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of Shares owned and number of Shares to sell; payment methods; signature of Shareholder or its legal representative. VietinBank will only redeem the shares within the time-limit as mentioned above.		
<b>Article 14</b>	<b>Clause 2</b>	<b>Article 14. Redemption of shares</b> 2. Redemption of shares at request of shareholders: a) A shareholder will be entitled to request VietinBank to redeem his/her shares if such shareholder votes against VietinBank's resolution on re-organization or alteration of the rights and obligations of shareholders as stipulated in the charter of VietinBank.	<b>Article 16</b>	<b>Clause 2</b>	<b>Article 16. Redemption of shares</b> 2. Redemption of shares at request of shareholders: a) A shareholder is entitled to request VietinBank to redeem his/her shares if such shareholder has voted against VietinBank's resolution on re-organization or alteration of the rights and obligations of shareholders as stipulated in the charter of	Amended to ensure compliance with Clause 1 Article 132 of the Law on Enterprises	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		The request must be in writing and comprise of name, address, number of shares of each type, the proposed selling price and the reasons for such redemption request. The request must be sent to VietinBank within 10 (ten) days from the date on which the General Meeting of Shareholders approves the decision on matters referred to in this Clause.			VietinBank. The request must be in writing and comprise of name, address, number of shares of each type, the proposed selling price and the reasons for such redemption request. The request must be sent to VietinBank within 10 (ten) days from the date on which the General Meeting of Shareholders approves the decision on matters referred to in this Clause.		
<b>Article 14</b>	<b>Point b Clause 2</b>	b) VietinBank must redeem shares at request of a shareholder as stipulated in Item a Clause 2 of this Article at market Price or negotiated price within 90 (ninety) days from the date of receipt of such a request. If an agreement on the price cannot be reached, the parties may request a professional valuation organization to determine the price. VietinBank will introduce at least 3 (three) professional valuation organizations for the shareholder to select and such selection shall be the final decision.	<b>Article 16</b>	<b>Point b Clause 2</b>	b) VietinBank must redeem shares at request of a shareholder as stipulated in Item a Clause 2 of this Article at market Price or negotiated price within 90 (ninety) days from the date of receipt of such a request. If an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. VietinBank will introduce at least 3 valuation organizations for the shareholder to select and such selection shall be the final decision.	Amended to ensure compliance with Clause 2 Article 132 of the Law on Enterprises	Amended
<b>Article</b>	<b>Clause 3</b>	<b>Article 14. Redemption of shares</b>	<b>Article</b>	<b>Clause 3</b>	<b>Article 16. Redemption of shares</b>	Amended to ensure	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
14		d) If the full payment for redeemed shares results in a decrease of more than 10% (ten percent) in the total value of VietinBank's assets recorded in its accounting books, the Bank must notify such information to all of its creditors 03 (three) times on the mass media and the website of VietinBank within 15 (fifteen) days from the date of making such payment.	16		d) If the full payment for redeemed shares results in a decrease of more than 10% (ten percent) in the total value of VietinBank's assets recorded in its accounting books, the Bank must notify such information to all of its creditors <del>03 (three) times on the mass media and the website of VietinBank</del> within 15 (fifteen) days from the date of making such payment.	compliance with Clause 4 Article 134 of the Law on Enterprises	
Article 15	Clause 3	<b>Article 15. Transfer of shares</b> 3. The transfer of shares of VietinBank, shall be done in accordance with legal provisions on securities. 4. The transfer documents must be signed by the transferor and transferee or by their authorized representatives. The transferor shall still be the owner of shares until the name of the transferee is recorded in the Shareholder Register.	Article 17	Clause 3	<b>Article 17. Transfer of shares</b> 3. The transfers may be executed under contracts or on the securities markets. In case of transfer under contract, the transfer documents must be signed by the transferor and transferee or by their authorized representatives. In case of transacting on the stock market, the order and procedures for transfer shall comply with the provisions of the Law on securities.	Amended to ensure compliance with Clause 2 Article 127 of the Law on Enterprises	Amended
Article 15	Clause 5	<b>Article 15. Transfer of shares</b> 5. Shareholders are entitled to give part or all of their shares in VietinBank to	Article 17	Clause 4	<b>Article 17. Transfer of shares</b> 4. Shareholders are entitled to give part or all of their shares in	Amended to ensure compliance with Clause 5 Article 127 of the Law	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		others or use their shares to pay debts. In this case, the person who receives the share or receives such shares as a repayment of a debt will be a shareholder of VietinBank.			VietinBank to other individuals or organizations or use their shares to pay debts. The individual or organization who receives the share or receives such shares as a repayment of a debt will become a shareholder of VietinBank.	on Enterprises	
<b>Article 15</b>	<b>Clause 7</b>	<b>Article 15. Transfer of shares</b> 7. There must have approval of the Governor of the State Bank of Vietnam in writing before transferring in the following cases: a) Transfer of shares of major shareholders; b) Transactions of shares which make major shareholders become normal shareholders and vice versa.	<b>Article 17</b>	<b>Clause 6</b>	<b>Article 17. Transfer of shares</b> 6. VietinBank must obtain approval from the State Bank of Vietnam in writing before commencing any procedure for changing any of the following: a) Sale and purchase, transfer of shares of major shareholders; b) Sale and purchase, transfer of shares which make major shareholders become normal shareholders and vice versa.	Amended to ensure compliance with Clause 1 Article 29 Law on Credit Institutions 2010, Clause 4 Article 1 of the amended Law on Credit Institutions	Amended
			<b>Article 17</b>	<b>Clause 9</b>	<b>Article 17. Transfer of shares</b> 9. VietinBank must register the change in Shareholders in the Shareholder Register at the request of related Shareholders within 24 hours after receiving the request as provided for in this Charter.	Amended to ensure compliance with Clause 7 Article 127 of the Law on Enterprises	Supplement ed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
<b>Article 16</b>		<b>Article 16. Inheritance of shares</b>  1. The inheritance of shares shall be undertaken in accordance with this Charter, legal provisions on inheritance and other relevant laws and regulations. 2. Upon presentation of sufficient evidence to prove his/her lawful right of inheritance, the inheritor shall register different types of inherited shares on the shareholder's register and become a shareholder of VietinBank, enjoying all rights and obligations of the shareholder from whom he/she has inherited in accordance with this Charter and the law.  ...	<b>Article 18</b>		<b>Article 18. Inheritance of shares</b>  1. The inheritance of shares shall be undertaken in accordance with this Charter, legal provisions on inheritance and other relevant laws and regulations. 2. Upon the death of an individual Shareholder, his/her inheritor according to the will or by Law shall become a Shareholder of VietinBank.  ...	Amended to ensure compliance with Clause 3 Article 127 of the Law on Enterprises	Amended
<b>Article 17</b>	<b>Clause 6</b>	<b>Article 17. Share ownership limit</b>  6. The ownership of shares that exceed the above mentioned limits shall be subject to the approval of the State Bank as provided for by law.			To be removed	No legal provision found in relation to this point	Removed
<b>Article 18</b>	<b>Clause 1</b>	<b>Article 18. Shareholder Register</b> d) Full name, permanent address, nationality, citizen identification card number or identification card number,	<b>Article 20</b>	<b>Clause 1</b>	<b>Article 18. Shareholder Register</b> d) Full name, contact address, nationality, number of legal papers of the individual for the individual	Amended to ensure compliance with Point d Clause 2 Article 122 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		passport number or other valid personal identification with respect to shareholders being individuals; name, enterprise code or establishment decision number, address of headquarters with respect to shareholders being institutions.			shareholder; name, Enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder.		
<b>Article 18</b>	<b>Clauses 2, 3, 4</b>	<p><b>Article 18. Shareholder Register</b></p> <p>2. The Shareholder Register shall be kept at the head office of VietinBank or Securities depository center. Shareholders shall have the right to check, search, extract or copy contents of the register during the working hours of VietinBank or Securities depository center.</p> <p>3. For any transference of shares arising during the time after the date of closing list of shareholders to the date of shareholders' rights taken into effect, a transferor shall be entitled to the rights of shareholder, excepting for the right to attend meetings of the General Meeting of Shareholders as stipulated in Article 140 of this Charter.</p> <p>4. Where a shareholder changes his or her permanent residential</p>	<b>Article 20</b>	<b>Clauses 2, 3, 4</b>	<p><b>Article 20. Shareholder Register</b></p> <p>2. The Shareholder Register shall be kept at the head office of VietinBank or other agencies mandated to keep Shareholder Register. Shareholders have the right to check, search, extract or copy names and contact address of VietinBank's Shareholders in the Shareholder Register.</p> <p>3. Where the Shareholder transfers his or her shares between the completion of the list of Shareholders and the time of dividend payment, the transferor shall be entitled to receive the dividends from VietinBank.</p> <p>4. Where a shareholder changes his or her contact address, such shareholder must promptly notify VietinBank of such change in order for the latter to update the</p>	Amended to ensure compliance with Clause 3, 4 Article 122 Law on Credit Institutions 2010, Clause 5 Article 135 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		address, such shareholder must promptly notify VietinBank of such change in order for the latter to update the Shareholder Register. VietinBank is not responsible for failure to contact the shareholder resulting from the fact that VietinBank is not notified of such change.			Shareholder Register. VietinBank is not responsible for failure to contact the shareholder resulting from the fact that VietinBank is not notified of such change.		
<b>Article 19</b>	<b>Clause 1</b>	<b>Article 19. Share certificate</b> d) Full name, permanent address, nationality, Citizen identity card number or Identity Card number or Passport number or other valid personal identification with respect to shareholders being individuals; name, enterprise code or establishment decision number, address of headquarters with respect to shareholders being institutions; e) A summary of procedures for the transfer of shares; f) Sample signature of the legal representative and seal of VietinBank;	<b>Article 21</b>	<b>Clause 1</b>	<b>Article 21. Share certificate</b> d) Full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, Enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder. e) <del>A summary of procedures for the transfer of shares;</del> e) <del>Sample</del> Signature of the legal representative <del>and seal</del> of VietinBank;	Amended to ensure compliance with Point d, dd Clause 1 Article 121 of the Law on Enterprises	Amended
<b>Article 19</b>	<b>Clause 3</b>	<b>Article 19. Share certificate</b> 3. In case shares are issued in the form of certificates, Vietinbank must issue share certificates to shareholders within 30	<b>Article 21</b>	<b>Clause 3</b>	<b>Article 21. Share certificate</b> 3. If shares are issued in the form of certificates, VietinBank must issue share certificates to shareholders	Amended to ensure compliance with Article 58 of the Law on Credit Institutions 2010	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		days from the date shareholders fully pay to VietinBank for the shares they subscribed or from the date of submitting a complete application file for share transfer in accordance with VietinBank's regulations.			within 30 days from the date shareholders fully pay to VietinBank for the shares they have committed to purchase for the case of Charter capital raising of VietinBank <del>or from the date of submitting a complete application file for share transfer in accordance with VietinBank's regulations.</del>		
<b>Article 19</b>	<b>Clause 4</b>	<b>Article 19. Share certificate</b> 4. Where only a number of shares already registered in a non-bearer share certificate are transferred, the old share certificate shall be annulled and a new share certificate recording the remaining number of shares shall be granted by VietinBank free-of-charge.	<b>Article 21</b>		To be removed	This provision in the Law on Enterprises has been removed	Removed
<b>Article 19</b>	<b>Clause 5</b>	<b>Article 19. Share certificate</b> 5. In case of loss or ruin or damage in other form of the share certificate, that share certificate will be re-issued to the shareholder by VietinBank at the shareholder's request if share ownership is proven by evidence and all issue cost is paid to VietinBank by that shareholder. Re-issuance application form shall	<b>Article 21</b>	<b>Clause 4</b>	<b>Article 21. Share certificate</b> 4. In case of loss or ruin or damage in other forms of the share certificate, that share certificate will be re-issued to the shareholder by VietinBank at the shareholder's request. Re-issuance application form shall include following contents: a) Information on the Share	Amended to ensure compliance with Clause 3 Article 121 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		include following contents: a) The share certificate is lost, ruined or damaged in other form; in case of loss, shareholder must commit that best effort has been spent to find the certificate and that the certificate shall be returned once found to VietinBank to be destroyed; b) Take responsibility for disputes arisen from re-issuance of the share certificate. For the share certificate with value of more than ten millions VND, before the shareholder sending re-issuance request, the legal representative of VietinBank is entitled to request the shareholder to announce a statement about such loss, ruin or damage in other form of the share certificate and that shareholder will apply for VietinBank's re-issuance after 15 (fifteen) days since the date of announcement.			certificate that has been lost, ruined or damaged in other forms; b) Commitment to taking responsibility for disputes arisen from re-issuance of the Share certificate.		
<b>Article 19</b>	<b>Clause 7</b>	<b>Article 19. Share certificate</b> 7. VietinBank's shares shall be purchased in Vietnamese dong and be paid fully in one time.			Removed	To comply with Article 131 of the Law on Enterprises	Removed
<b>Article</b>	<b>Clause 8</b>	<b>Article 19. Share certificate</b>	<b>Article</b>		Removed	This content has been	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
19		8. VietinBank shall be entitled to issue convertible bonds after being adopted by the General Meeting of Shareholders and approved by the Governor of the State Bank of Vietnam in writing; VietinBank shall set method of issue, time of issue, term of bond conversion, rate of bond conversion, divergence indicator of share prices, use purpose of proceeds from issuing convertible bonds, rights and obligations of convertible bond owners in accordance with law. The above-mentioned information shall be made public at the time of issuing convertible bonds.	21			covered in Clause 3, Article 25 of the Draft Charter	
Article 21		<b>Article 21. Revocation of shares</b> 1. Where an individual or organization registering to buy shares fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall send a notice and may request such individual or organization to pay the remaining amount together with the interest in relation to that amount and the expenses incurred due to failure of full payment to			Removed	This point is only applicable when registering for business establishment	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		VietinBank. 2. The payment notice as mentioned above must clearly state the new payment deadline (within a time-limit of 07 days from the date of sending the notice), the place of payment and the revocation of unpaid shares in case of failure in payment as per request.					
<b>Article 23</b>	<b>Clause 1</b>	Article 23. Rights of shareholders a) To attend, express opinions in the General Meeting of Shareholders and vote either directly or through their authorized representatives or in other forms as stipulated in the Law and this Charter. Each ordinary share shall carry one vote.	<b>Article 23</b>	<b>Clause 1</b>	Article 23. Rights of shareholders a) To attend, express opinions in the General Meeting of Shareholders and vote either directly or through their authorized representatives <del>or in other forms as stipulated in the Law and this Charter</del> . Each ordinary share shall carry one vote.	Amended to ensure compliance with Clause 1 Article 53 of the Law on Enterprises	Amended
<b>Article 23</b>	<b>Clause 1</b>	<b>Article 23. Rights of shareholders</b> d) To be given priority right to purchase new shares offered by VietinBank in proportion to the number of ordinary shares held by the shareholders.	<b>Article 23</b>	<b>Clause 1</b>	<b>Article 23. Rights of shareholders</b> d) To be given preemptive right to purchase new shares <del>offered by VietinBank</del> in proportion to the percentage of ordinary shares held by each shareholder in VietinBank.	Amended to ensure compliance with Point v Clause 1 Article 115 of the Law on Enterprises	Amended
<b>Article 23</b>	<b>Clause 1</b>	<b>Article 23. Rights of shareholders</b> f) To review, look up and make an extract of the information related to shareholders and request the amendment	<b>Article 23</b>	<b>Clause 1</b>	<b>Article 23. Rights of shareholders</b> f) To review, look up and make an extract of the information on the name and contact address in the list of	Amended to ensure compliance with Point dd Clause 1 Article 115 of the Law on	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		of inaccurate information.			shareholders having voting rights; to request the amendment of inaccurate self information.	Enterprises	
			<b>Article 23</b>	<b>Clause 2</b>	2. Owners of shares with voting, dividend, and redeemable preferences shall exercise their rights in accordance with the Law, the Charter of VietinBank.	Amended to ensure compliance with Articles 116,117, 118 of the Law on Enterprises	Supplement ed
<b>Article 23</b>	<b>Clause 2</b>	<b>Article 23. Rights of shareholders</b> 2. A shareholder or a group of shareholders holding from 10% (ten percent) or more of total ordinary shares of VietinBank for at least 06 (six) consecutive months shall have the following rights: a) To review and make an extract of the book of meeting minutes, resolutions, and decisions of the Board of Directors, bi-annual and annual financial statements in the standard form of Vietnamese accounting system and the reports of the Supervisory Board. b) To request the convening of a General meeting of Shareholders in the following cases: (i) The Board of Directors	<b>Article 23</b>	<b>Clause 3</b>	<b>Article 23. Rights of shareholders</b> 3. A shareholder or a group of shareholders holding from 05% (five percent) or more of total ordinary shares of VietinBank <del>for at least 06 (six) consecutive months</del> shall have the following rights: a) To review and make an extract of the book of meeting minutes, resolutions, and decisions of the Board of Directors, bi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to the Board of Directors' approval and other documents, except for documents related to trade or business secrets of VietinBank.	Amended to ensure compliance with Point a,c of Clause 2 Article 115 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>seriously violates the rights of shareholders, duties of the managers of VietinBank or makes decision beyond its authority.</p> <p>(ii) The term of the Board of Directors has expired more than 6 (six) months but no new Board of Director for replacement is elected.</p> <p>(iii) The request for convening of a General Meeting of Shareholders must be made in writing and contain full name, permanent address, identity card number, passport number, or other valid personal identification with respect to a shareholder being an individual; name, permanent address, nationality, establishment decision number and business registration number with respect to a shareholder being an institution; number of shares and share registration date of each shareholder, total number of shares held by a group of shareholders and the percentage of ownership in the total number of shares of VietinBank, the grounds and reasons for such request to convene the General meeting of</p>			<p>b) To request the convening of a General meeting of Shareholders in the following cases:</p> <p>(i) The Board of Directors seriously violates the rights of shareholders, duties of the managers of VietinBank or makes decision beyond its authority.</p> <p><del>(ii) The term of the Board of Directors has expired more than 6 (six) months but no new Board of Director for replacement is elected.</del></p> <p>(ii) The request for convening of a General Meeting of Shareholders must be made in writing and contain full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of shares and share registration date of each shareholder, total number of shares held by a group of shareholders and</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Shareholders. The request must be accompanied with documents and evidence proving the violations of the Board of Directors, the level of violation or the decisions which are made beyond its authority.</p> <p>c) Other rights as provided for by Law and this Charter.</p>			<p>the percentage of ownership in the total number of shares of VietinBank, the grounds and reasons for such request to convene the General meeting of Shareholders. The request must be accompanied with documents and evidence proving the violations of the Board of Directors, the level of violation or the decisions which are made beyond its authority.</p> <p>c) To request the Supervisory Board to examine each specific issue related to the management, running of VietinBank's operations when deemed necessary. The request must be in writing and must contain the following: full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of shares and share registration date of each shareholder, total number of shares</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					held by a group of shareholders and the percentage of ownership in the total number of shares of VietinBank, matter(s) for and purpose of examination. d) Other rights as provided for by Law and this Charter.		
<b>Article 23</b>	<b>Clause 3</b>	<b>Article 23. Rights of shareholders</b> 3. A major shareholder or a major group of shareholders holding from 05% (five percent) or more of total ordinary shares of VietinBank for at least 06 (six) consecutive months shall have the following rights: a) To request the Supervisory Board to examine the accounting book, other documents and the management, running of VietinBank's operations when deemed necessary. The request must be made in writing with full name, permanent address, nationality, citizenship card number, ID card, passport or other legal personal identification for individual shareholders; with name, permanent address, nationality, establishment decision	<b>Article 23</b>	<b>Clause 3</b>	<b>Article 23. Rights of shareholders</b> <del>3. A major shareholder or a major group of shareholders holding from 05% (five percent) or more of total ordinary shares of VietinBank for at least 06 (six) consecutive months shall have the following rights:</del> <del>a) To request the Supervisory Board to examine the accounting book, other documents and the management, running of VietinBank's operations when deemed necessary. The request must be made in writing with full name, permanent address, nationality, citizenship card number, ID card, passport or other legal personal identification for individual shareholders; with name, permanent address, nationality, establishment decision</del>	Removed because this content is combined with Clause 2 of this Article in accordance with Clause 2 Article 115 of the Law on Enterprises 2020	Moved to Clause 2 of this Article

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		number or enterprise registration number, for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of VietinBank; issues to be examined, purposes of examination; b) Other rights as provided for by Law and this Charter.			<del>decision number or enterprise registration number, for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of VietinBank; issues to be examined, purposes of examination;</del> b) Other rights as provided for by Law and this Charter.		
			<b>Article 23</b>	<b>Clause 4</b>	4. A shareholder or a group of shareholders holding from 10% or more of total ordinary shares of VietinBank shall have the right to nominate candidates to the Board of Directors and Supervisory Board. Board of Directors and the Supervisory Board nomination shall follow the below rules: a) Ordinary Shareholders who form a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the group meeting to Shareholders	Amended to ensure compliance with Clause 5 Article 115 of the Law on Enterprises	Supplemented

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>attending the meeting prior to the opening of the General Meeting of Shareholders;</p> <p>b) Based on the number of members of the Board of Directors and the Supervisory Board, a Shareholder or group of Shareholders stipulated in this Clause may nominate one or more people under the decision of the General Meeting of Shareholders as candidate(s) for the Board of Directors and Supervisory Board membership. In case the number of candidates nominated by a Shareholder or group of Shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Supervisory Board and other Shareholders.</p>		
			<b>Article 23</b>	<b>Clause 5</b>	<p><b>Article 23. Rights of shareholders</b></p> <p>5. The right to appoint an authorized representative of an</p>	Supplemented in accordance with Clause 2 Article 14 of the Law	Supplement ed



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>institutional Shareholder:</p> <p>a) An authorized representative of an institutional shareholder of VietinBank must be an individual authorized in writing to act on behalf of such Shareholder to exercise rights and perform obligations in accordance with the provisions of the Law and the Charter of VietinBank.</p> <p>b) An institutional shareholder who owns: Less than 10% of the total number of Ordinary Shares may authorize a maximum of 01 representative; from 10% to less than 30% of the total number of Ordinary Shares may authorize up to 02 representatives; from 30% to less than 40% of the total number of Ordinary Shares may authorize up to 03 representatives; from 40% to less than 50% of the total number of Ordinary Shares may authorize up to 4 representatives; from 50% to less than 60% of the total number of Ordinary Shares may authorize up to 05 representatives; from 60% to less than</p>	on Enterprises in more detail to be consistent with the reality of VietinBank	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>70% of the total number of Ordinary Shares may authorize up to 06 representatives; from 70% to less than 80% of the total number of Ordinary Shares may authorize up to 07 representatives; and from 80% to less than 90% of the total number of Ordinary Shares may authorize up to 08 representatives.</p> <p>c) The appointment of an authorized representative of an institutional Shareholder must comply with the provisions of the Law and the Charter of VietinBank.</p>		
<b>Article 24</b>	<b>Clause 2</b>	<p><b>Article 24. Obligations of shareholders</b></p> <p>2. To attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:</p> <p>a) To attend and vote directly at the meeting;</p> <p>b) To authorize other persons to attend and vote at the meeting;</p> <p>c) To send voting papers to the meeting via post, fax, email.</p>	<b>Article 24</b>	<b>Clause 2</b>	<p><b>Article 24. Obligations of shareholders</b></p> <p>2. To attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:</p> <p>a) To attend and vote directly at the meeting;</p> <p>b) To authorize other individuals, organizations to attend and vote at the meeting;</p> <p>c) To send voting papers to</p>	Amended to ensure compliance with Point b,c of Clause 3 Article 144 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					the meeting via post, fax, email; d) To attend and vote through online conferences, electronic voting or other electronic forms.		
<b>Article 24</b>	<b>Clause 4</b>	<b>Article 24. Obligations of shareholders</b> 4. To provide the correct address when subscribing for shares	<b>Article 24</b>		<b>Removed</b>	Removed since there is no legal provision found in relation to this point	Removed
<b>Article 24</b>	<b>Clause 6</b>	<b>Article 24. Obligations of shareholders</b> 6. To take personal responsibility when acting in the name of VietinBank in any form to undertake any one of the following behaviors: a) To violate the Law; b) To conduct business and other transactions for personal benefit or for benefits of other organizations or individuals. c) Payment of undue debts in the case of financial risks to VietinBank.	<b>Article 24</b>	<b>Clause 6</b>	<b>Article 24. Obligations of shareholders</b> 6. To take personal responsibility when acting in the name of VietinBank in any form to undertake any one of the following behaviors: a) To violate the Law; b) To conduct business and other transactions for personal benefit or for benefits of other organizations or individuals. <del>e) Payment of undue debts in the case of financial risks to VietinBank.</del>	Amended to ensure compliance with Point e of Clause 1 Article 54 of the Law on Credit Institutions 2010	Amended
			<b>Article 24</b>	<b>Clause 9</b>	<b>Article 24. Obligations of shareholders</b> 9. To keep the information	Amended to ensure compliance with Clause 5 Article 119 of the Law	Supplemented

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					provided by VietinBank confidential in accordance with the Charter of VietinBank and the Law; only use the information provided to exercise and protect self legitimate rights and interests; strictly refrain from distribution or or replication, sending of information provided by VietinBank to other organizations or individuals.	on Enterprises	
<b>Article 25</b>	<b>Clause 1</b>	<b>Article 25. General Meeting of Shareholders</b> 1. 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 must be held annually within 4 months from the end of a fiscal year.	<b>Article 26</b>	<b>Clause 1</b>	<b>Article 26. General Meeting of Shareholders</b> 1. The General Meeting of shareholders is the highest decision-making body 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 must be held annually within 4 months from the end of a fiscal year. The Board of Directors may decide to delay the Annual General Meeting of	Amended to ensure compliance with Clause 2 Article 139 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					Shareholders when necessary, but no more than 6 months from the end of a fiscal year.		
<b>Article 25</b>	<b>Clause 2</b>	<b>Article 25. General Meeting of Shareholders</b> 2. The Board convenes the Annual General Meetings of Shareholders and elects the appropriate venues. The Annual General Meeting of Shareholders decides matters in accordance with the provisions of the law and this Charter, especially the annual financial statements and projection for the subsequent fiscal year. In cases where the audit reports of VietinBank's annual financial statements contain material qualified opinions, VietinBank may invite representatives of independent auditing firms to attend the annual general meeting of shareholders to explain the related contents.	<b>Article 26</b>	<b>Clause 2</b>	<b>Article 26. General Meeting of Shareholders</b> 2. The Board convenes the Annual General Meetings of Shareholders and elects the appropriate venues. The Annual General Meeting of Shareholders decides matters in accordance with the provisions of the law and this Charter, especially the audited annual financial statements <del>and projection for the subsequent fiscal year</del> . In case the audited annual financial statements of VietinBank contain material qualified opinions, adverse opinions or disclaimer of opinion, VietinBank must invite the representative of the audit firm approved to audit the financial statements of VietinBank to attend the Annual General Meeting of Shareholders and the representative of such audit firm shall be responsible for attending the Annual General	Amended to ensure compliance with Clause 2, Article 14 of the standard charter of public companies (issued together with Circular 116/2020/TT-BTC)	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					Meeting of Shareholders of VietinBank.		
<b>Article 25</b>	<b>Point b Clause 3</b>	<b>Article 25. General Meeting of Shareholders</b> The financial status of VietinBank shows that VietinBank falls into the state of special control in accordance with the Law on Credit Institutions and regulations of the State Bank;	<b>Article 26</b>	<b>Point b Clause 3</b>	<b>Removed</b>	No legal provision found in relation to this point	Removed
<b>Article 25</b>	<b>Point b Clause 3</b>	<b>Article 25. General Meeting of Shareholders</b> The number of members of the Board of Directors is less than 2/3 (two thirds) of the total number of members of such term of office of the Board of Directors; the remaining number of members of the Board of Directors, independent members of the Board of Directors is less than the minimum number of members as prescribed by law and this Charter or the cases of electing additional members of the Supervisory Board as provided for in Clause 11 of Article 52 of this Charter;	<b>Article 26</b>	<b>Point b Clause 3</b>	<b>Article 26. General Meeting of Shareholders</b> b) The quantity and component of members of the Board of Directors, of the Supervisory Board are not in compliance with the provisions of the Law, of this Charter;	Amended to be broader to ensure compliance with Point b, Clause 1, Article 59 of the Law on Credit Institutions, Point b, Clause 1 Article 140 of the Law on Enterprises	Amended
<b>Article 25</b>	<b>Clause 3</b>	<b>Article 25. General Meeting of Shareholders</b> d) At request of shareholders or	<b>Article 26</b>	<b>Clause 3</b>	<b>Article 26. General Meeting of Shareholders</b> c) At the request of a	Amended to ensure compliance with Point c, Clause 1 Article 59	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		groups of shareholders as specified in Clause 2 Article 23 of this Charter;			Shareholder or a group of Shareholders owning more than 10% of the total number of Ordinary Shares for at least 06 consecutive months or at the request of a Shareholder or a group of Shareholders owning from 05% of the total Ordinary shares of VietinBank or more for the case mentioned in Item (i), Point b, Clause 3, Article 23 of this Charter;	Law on Credit Institutions 2010, Clause 3 Article 115 of the Law on Enterprises	
<b>Article 25</b>	<b>Point c Clause 4</b>	<p>Where the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with item b, clause 4 of this Article, within the next 30 (thirty) days from that date, a shareholder or group of shareholders who has request as per item d of Clause 3 of this Article shall have the right to replace the Board of Directors, Supervisory Board in convening the General Meeting of Shareholders.</p> <p>In this case, such a shareholder or group of shareholders may request the State Bank or a business registration office to supervise the convening and</p>	<b>Article 26</b>	<b>Point c Clause 4</b>	c) Where the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article, a Shareholder or a group of Shareholders as prescribed in Clause 3 of this Article has the right to represent the company to convene the General Meeting of Shareholders according to regulations.	Amended to ensure compliance with Clause 4 Article 140 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		conducting and decision making procedures of the meeting.					
<b>Article 25</b>	<b>Clause 5</b>	5. The venue of the General Meeting of Shareholders shall be in the territory of Vietnam.	<b>Article 26</b>	<b>Clause 5</b>	5. The venue of the meeting of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.	To ensure compliance with Clause 1, Article 139 of the Law on Enterprises (the venue of the meeting of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam)	Supplement ed
<b>Article 26</b>	<b>Clause 2</b>	<b>Article 26. Powers and duties of the General Meeting of Shareholders</b> 2. The General Meeting of Shareholders shall approve annual audited financial statements; and methods of profit distribution;	<b>Article 27</b>	<b>Clause 2</b>	<b>Article 27. Powers and duties of the General Meeting of Shareholders</b> 2. <del>The General Meeting of Shareholders is responsible for</del> approving the audited annual financial statements; the Plan for distribution of profit after completing tax obligations and other financial obligations of VietinBank.	Amended to ensure compliance with Point 1 of Clause 2 Article 59 of the Law on Credit Institutions 2010	Amended
<b>Article</b>	<b>Clause 3</b>	<b>Article 26. Powers and duties of the</b>	<b>Article</b>	<b>Clause 3</b>	<b>Article 27. Powers and duties of the</b>	Amended to ensure	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
26		<b>General Meeting of Shareholders</b> 3. To make decisions on the increase or decrease of the Charter capital, types of shares and number of new shares to be issued for each type of share and plan for the issuance of convertible bonds.	27		<b>General Meeting of Shareholders</b> 3. To approve the plan to change the Charter Capital; to approve Share offering plan, including types of shares and number of new shares to be offered; plan for the issuance of convertible bonds; to decide dividend rate for each type of Share.	compliance with Point k, Clause 2 Article 59 Law on Credit Institutions 2010, Point a, Clause 2 Article 138 of the Law on Enterprises	
Article 26	Clause 5	<b>Article 26. Rights and duties of the General Meeting of Shareholders</b> 5. To approve contracts valued at more than 20% of VietinBank's charter capital recorded in the latest audited financial statements, signed between VietinBank and the members of the Board of Directors, the members of the Supervisory Board, the General Director, the big shareholders, related persons of the manager, the members the Supervisory Board, the General Director, the big shareholders of VietinBank, the subsidiaries or the associated companies of VietinBank.	Article 27	Clause 5	To approve contracts valued at more than 20% of VietinBank's charter capital recorded in the latest audited financial statements, signed between VietinBank and the members of the Board of Directors, the members of the Supervisory Board, the General Director, the big shareholders, related persons of the manager, the members the Supervisory Board, the General Director, the big shareholders of VietinBank, the subsidiaries or the associated companies of VietinBank; and other subjects specified in Clause 1, Article 62	The inclusion is set to ensure compliance with the provisions of Clause 1, Article 62 of the Charter	Revised

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					of this Charter.		
Article 26	Clause 16	<b>Article 26. Powers and duties of the General Meeting of Shareholders</b> 16. To make decision on selection of independent auditing firm.	Article 27	Clause 16	<b>Article 27. Powers and duties of the General Meeting of Shareholders</b> 16. To approve the list of independent auditing firms; to decide or authorize the Board of Directors to decide to select an independent auditing firm to inspect the operations of VietinBank, to dismiss the independent auditor if deemed necessary.	Amended to ensure compliance with Point m Clause 2 Article 138 of the Law on Enterprises; Clause 2 Article 7 of Circular No. 39/2011/TT-NHNN dated December 15, 2011 on independent audit of credit institutions, foreign banks' branches	Amended
Article 26	Clause 18	<b>Article 26. Powers and duties of the General Meeting of Shareholders</b> 18. To approve documents on internal governance; the organization and operation of the Board of Directors; Supervisory Board.	Article 27	Clause 18	<b>Article 27. Powers and duties of the General Meeting of Shareholders</b> 18. To approve the internal governance regulations, regulations on the organization and operation of the Board of Directors and the Supervisory Board.	Amended to ensure compliance with Point c, Clause 2 Article 59 Law on Credit Institutions 2010, Clause 2 Article 138 of the Law on Enterprises	Amended
Article 27	Clause 1	<b>Article 27. The right to attend the General Meeting of Shareholders</b> 1. Shareholders are entitled to attend the General Meeting of Shareholders as stipulated in Clause 2 of Article 24 this Charter, in the case where	Article 28	Clause 1	<b>Article 28. The right to attend the General Meeting of Shareholders</b> 1. Shareholders, authorized representatives of institutional Shareholders may directly attend the	Amended according to Clause 1 Article 16 of the standard charter of public companies	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		more than one authorized representative is appointed, it is necessary to specifically determine the number of shares and number votes of each representative.			meeting or authorize one or a number of other individuals or organizations to attend the meeting or to attend the meeting through one of the forms prescribed in Clause 2, Article 24 of this Charter.		
<b>Article 27</b>	<b>Clause 3</b>	<p><b>Article 27. The right to attend the General Meeting of Shareholders</b></p> <p>3. The authorization to attend the General Meeting of Shareholders must be made in writing in a standard form of VietinBank and contain signatures in accordance with the following provisions:</p> <p>a) Where a shareholder is an individual, the authorization document must have signature of such shareholder and signature of the individual, legal representative of the organization authorized to attend the meeting;</p> <p>b) Where a shareholder is an institution, the authorization document must have a signature of the authorized representative, the legal representative of such institutional shareholder and signature of the individual, legal</p>	<b>Article 28</b>	<b>Clause 3</b>	<p><b>Article 28. The right to attend the General Meeting of Shareholders</b></p> <p>3. The authorization for representative individuals or organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document is made in accordance with provisions of the Civil Law and must clearly state the name of the authorized individual or organization and the number of Shares authorized to represent. The authorized individual, organization must present the authorization document upon registration to attend the meeting and before entering the Meeting room. <del>Authorization document must have signature according to the following</del></p>	Amended to ensure compliance with Clause 2 Article 144 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>representative of the organization authorized to attend the meeting;</p> <p>c) In other cases, the authorization must have the signatures of the legal representative of shareholder and the person authorized to attend the meeting.</p> <p>The authorized person must submit the authorization document upon registration to attend the meeting and before entering the Meeting room.</p>			<p>regulations:</p> <p>a) <del>Where a shareholder is an individual, the authorization document must have signature of such shareholder and signature of the individual, legal representative of the organization authorized to attend the meeting;</del></p> <p>b) <del>Where a shareholder is an institution, the authorization document must have a signature of the authorized representative, the legal representative of such institutional shareholder and signature of the individual, legal representative of the organization authorized to attend the meeting;</del></p> <p>e) <del>In other cases, the authorization must have the signatures of the legal representative of shareholder and the person authorized to attend the meeting.</del></p> <p><del>The authorized person must submit the authorization document upon registration to attend the meeting and before entering the</del></p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<del>Meeting room.</del>		
<b>Article 27</b>	<b>Clause 4</b>	<p><b>Article 27. The right to attend the General Meeting of Shareholders</b></p> <p>4. Unless VietinBank is notified in writing at least 24 (twenty four) hours prior to the opening time of the General Meeting of Shareholders, the vote of the authorized person within the scope of his/her authorization shall remain valid even if:</p> <p>a) The authorizing person is dead or his/her capacity of civil acts has been lost or restricted;</p> <p>b) The authorization is revoked or terminated by the authorizing person.</p>	<b>Article 28</b>	<b>Clause 4</b>	<p><b>Article 28. The right to attend the General Meeting of Shareholders</b></p> <p>4. Votes of the person authorized to attend the meeting within the scope of authorization is still valid in one of the following cases:</p> <p>a) The principal is dead, has limited civil act capacity or has lost his/her civil act capacity;</p> <p>b) The principal has rescinded the appointment of authorization;</p> <p>c) The principal has rescinded the authority of the authorized person.</p> <p>This provision does not apply in case VietinBank receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is re-convened.</p>	Amended according to Clause 3 Article 16 of the standard charter of public companies	Amended
<b>Article 27</b>	<b>Clause 6</b>	<p><b>Article 27. The right to attend the General Meeting of Shareholders</b></p> <p>6. Where the attorney appoints a</p>	<b>Article 28</b>	<b>Clause 6</b>	<p><b>Article 28. The right to attend the General Meeting of Shareholders</b></p>	This wording is removed from the standard charter of	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		representative on behalf of the authorizing person, the appointment of the representative in this case will only be considered valid if the letter of appointment of representative is presented together with the authorization letter in favor of that attorney (if it has not been registered with VietinBank).			To be removed	public companies.	
<b>Article 28</b>	<b>Clause 1</b>	<b>Article 28. Change of rights</b> 1. The decisions of the General Meeting of Shareholders with respect to the share capital of VietinBank being divided into different types of shares, the changes in or annulment of special rights attached to each type of share shall only be approved upon agreement in writing of the persons holding at least 75% of voting rights of the issued shares of such type.	<b>Article 29</b>	<b>Clause 1</b>	<b>Article 27. Change of rights</b> 1. Changing or canceling special rights attached to a type of Preference Shares is valid when approved by Shareholders representing 65% or more of the total number of votes of all attending Shareholders. A Resolution of the General Meeting of Shareholders on the content that adversely change the benefits and obligations of Preference Shareholders is only approved if ratified by holders of 75% or more of the total number of same type of Preference Shares who attend the meeting or ratified by holders of 75% or more of the total number of same type of Preference Shares in case of	Amended according to Clause 1 Article 17 of the standard charter of public companies	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					adoption of a resolution in the form of written opinion poll.		
Article 29	Clause 2	<p><b>Article 29. Convening, agenda and announcement of the General Meeting of Shareholders</b></p> <p>2. The convener of the General Meeting of Shareholders must perform the following tasks:</p> <p>a) Preparing the list of shareholders who are eligible to attend and vote in the General Meeting of Shareholders. Such list of shareholders must contain full name, permanent address, nationality, citizenship card number, identity card number, passport number or other valid personal identification of shareholders being individuals; name, enterprise code or number of establishment decision, address of the head quarters of shareholders being institutions; number of shares of each type, number and date of shareholder registration of each shareholder. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no earlier</p>	Article 30	Clause 2	<p><b>Article 30. Convening, agenda and announcement of the General Meeting of Shareholders</b></p> <p>2. The convener of the General Meeting of Shareholders must perform the following tasks:</p> <p>a) Preparing the list of shareholders who are eligible to attend and vote in the General Meeting of Shareholders. Such list of shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of Shares of each type, number and date of Shareholder registration of each Share holder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the Shareholder Register of VietinBank. The list of</p>	<p>To ensure compliance with:</p> <ul style="list-style-type: none"> <li>- Clauses 1 and 2, Article 141 of the Law on Enterprises.</li> <li>- Point d, Clause 5, Article 140 of the Law on Enterprises.</li> </ul>	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>than 05 (five) days prior to the date of the notice of invitation to the General Meeting of Shareholders;</p> <p>b) Preparing the agenda and contents of the meeting;</p> <p>c) Preparing documents for the meeting;</p> <p>d) Drafting resolution of the meeting according to the proposed contents of the meeting;</p> <p>e) Determining the time and venue of the meeting;</p> <p>f) Notifying and sending invitation of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;</p> <p>g) Other work serving the meeting</p>			<p>shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders;</p> <p>b) Preparing the agenda and contents of the meeting;</p> <p>c) Preparing documents for the meeting;</p> <p>d) Drafting the resolution of the General Meeting of Shareholders according to the expected content of the meeting; preparing the list and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;</p>		
<b>Article 29</b>	<b>Clause 3</b>	<p><b>Article 29. Convening, agenda and announcement of the General Meeting of Shareholders</b></p> <p>3. The invitation to attend the General Meeting of Shareholders shall be sent to all shareholders by registered mails, and at the same time published on the websites of VietinBank and the State</p>	<b>Article 30</b>	<b>Clause 3</b>	<p><b>Article 30. Convening, agenda and announcement of the General Meeting of Shareholders</b></p> <p>3. The conveners of the General Meeting of Shareholders must send meeting invitation to all shareholders eligible to participate in the meeting no later than 21 days</p>	Amended to ensure compliance with Article 143 of the Law on Credit Institutions; and Ensure compliance with Article 143 of the Law on Enterprises, Clause 3 Article 18 of the sample	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Securities Commission, the Stock Exchange. The conveners of the General Meeting of Shareholders must send meeting invitation to all shareholders eligible to participate in the meeting no later than 10 (ten) days prior to the opening date of the meeting (from the date the invitation letters are duly sent or delivered, paid or put into the postboxes). The meeting agenda, documents related to issues to be voted at the meeting are sent to the shareholders and/or posted on the VietinBank's website. In cases where the documents are not enclosed with the invitation letters of the General Meeting of Shareholders, the invitation letters must clearly indicate the link to the entire meeting documents accessible by shareholders, including:</p> <ul style="list-style-type: none"> <li>a) The agenda and documents used in the meeting;</li> <li>b) Voting cards;</li> <li>c) The form for the appointment of an authorized representative to attend the meeting.</li> </ul>			<p>(from the date the invitation letters are duly sent or delivered, paid or put into the postboxes) prior to the opening date of the meeting . The meeting invitation must contain the name, address of the headquarters, and the enterprise code; name, contact address of the Shareholder, time, venue of the meeting and other requests for attendees of the meeting.</p> <p>. The AGM meeting invitation is sent to all of its shareholders in a way to ensure it reaches the Shareholder's contact address and at the same time is disclosed on website of VietinBank, State Securities Commission and stock exchange of VietinBank's listing or registered trading floor. If deemed necessary, VietinBank may publish the invitation on daily central or provincial</p>	Charter	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>magazines.</p> <p>The meeting agenda, documents related to issues to be voted at the meeting are sent to the shareholders and/or posted on the VietinBank's website. In cases where the documents are not enclosed with the invitation letters of the General Meeting of Shareholders, the invitation letters must clearly indicate how and where to download the entire meeting documents accessible by shareholders, including:</p> <p>a) The agenda and documents used in the meeting;</p> <p>b) Voting cards;</p> <p>e) <del>The form for the appointment of an authorized representative to attend the meeting.</del></p>		
Article 29	Clause 4, 5	<p><b>Article 29. Convening, agenda and announcement of the General Meeting of Shareholders</b></p> <p>4. A shareholder or a group of shareholders in accordance with clause 2 of Article 23 of this Charter shall have</p>	Article 30	Clause 4, 5	<p><b>Article 30. Convening, agenda and announcement of the General Meeting of Shareholders</b></p> <p>4. A shareholder or a group of shareholders in accordance with clause 3 of Article 23 of this Charter</p>	Amended to ensure compliance with Clause 2, 3 Article 142 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such petition must be in writing and sent to VietinBank at least 03 (three) business days prior to the opening of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent address, nationality, citizenship card number, identity card number, passport number or other legal personal identification number for shareholders being individuals; the name, enterprise identification number or establishment decision number, head office address for shareholders being institutions; the number and type of shares owned by the shareholders, and the contents proposed to be included in the meeting agenda.</p> <p>5. The conveners of the General Meeting of Shareholders shall have the right to reject the proposals as specified in Clause 4 of this Article in case of either of the below:</p> <p>a) The proposals are not sent</p>			<p>shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and sent to VietinBank at least 3 business days prior to the opening of the General Meeting of Shareholders. The proposal must clearly state the name of the Shareholder, the number of shares of each type of Shareholder, and issues proposed to be included in the meeting agenda.</p> <p>5. The conveners of the General Meeting of Shareholders shall have the right to reject the proposal as specified in Clause 4 of this Article no later than 2 business days prior to the opening of the General Meeting of Shareholders. The rejection must be in writing with reasons clearly stated. The conveners of the General Meeting of Shareholders may only reject the proposals in one of the following cases:</p> <p>a) The proposal is sent in a</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>within the time limit, or insufficient or in relation to an irrelevant matter;</p> <p>b) At the time of making the proposals, the shareholder or group of shareholders have not owned at least 10% (ten percent) or more of the ordinary shares or the period for holding such shares is less than 6 (six) consecutive months in accordance with clause 2 of Article 23 of this Charter;</p> <p>c) The matters that are proposed to be included in the meeting agenda do not fall within the jurisdiction of the General Meeting of Shareholders;</p> <p>D) Other circumstances which are in accordance with provisions of the law and of this Charter</p>			<p>way contrary to the provisions of this Article 4;</p> <p><del>b) At the time of making the proposals, the shareholder or group of shareholders have not owned at least 10% (ten percent) or more of the ordinary shares or the period for holding such shares is less than 6 (six) consecutive months in accordance with clause 2 of Article 23 of this Charter;</del></p> <p>c) The matters that are proposed to be included in the meeting agenda do not fall within the jurisdiction of the General Meeting of Shareholders;</p> <p>D) Other circumstances which are in accordance with provisions of the law and of this Charter</p>		
<b>Article 31</b>	<b>Clause 3</b>	<p><b>Article 31. Procedures for the conducting of and voting at the General Meeting of Shareholders</b></p> <p>3. Chairperson, secretary and vote-counting committee of the General Meeting of Shareholders.</p> <p>a) The Chairman of the Board of</p>	<b>Article 32</b>	<b>Clause 3</b>	<p><b>Article 32. Procedures for the conducting of and voting at the General Meeting of Shareholders</b></p> <p>3. Chairperson, secretary and vote-counting committee of the General Meeting of Shareholders.</p> <p>a) The Chairman of the Board</p>	Amended to ensure compliance with Point a,b of Clause 2 Article 146 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Directors shall act as the chairperson of the Meetings of Shareholders which are convened by the Board of Directors; where the Chairman of the Board of Directors is absent or temporarily loses working capability, the remaining members of the Board of Directors will select a Chairperson of the Meeting on majority principle; in case of not being able to elect a Chairperson, Head of the Supervisory Board will guide the General Meeting of Shareholders to select a Chairperson of the Meeting and the person who receives the highest number of votes shall become the Chairperson of the meeting.</p> <p>b) In other cases, the person who signs the decision to convene the General Meeting of Shareholders shall chair the General Meeting of shareholders to elect a Chairperson of the meeting and the person who receives the highest number of votes shall become the Chairperson of the meeting.</p>			<p>of Directors shall act as the chairperson of or authorize a member of the Board of Directors to chair the Meetings of Shareholders which are convened by the Board of Directors; where the Chairman of the Board of Directors is absent or temporarily loses working capability, the remaining members of the Board of Directors will select a Chairperson of the Meeting on majority principle; in case of not being able to elect a Chairperson, Head of the Supervisory Board will moderate the General Meeting of Shareholders to select a Chairperson of the Meeting and the person who receives the highest number of votes shall become the Chairperson of the meeting.</p> <p>b) Unless otherwise stipulated in point a of this clause, the person who signs the decision to convene the General Meeting of Shareholders shall moderate the General Meeting of shareholders to elect a Chairperson of the meeting and the person who</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					receives the highest number of votes shall become the Chairperson of the meeting.		
<b>Article 31</b>	<b>Clause 8</b>	<p><b>Article 31. Procedures for the conducting of and voting at the General Meeting of Shareholders</b></p> <p>8. The Chairperson of the General Meeting of Shareholders shall have the right to adjourn the General Meeting of Shareholders, for which sufficient participants have registered, to another time and at another venue in the following cases:</p> <p>a) The meeting venue fails to sufficiently accommodate all participants;</p> <p>b) The facilities at the meeting venue fails to ensure the engagement, discussion and voting of the participants;</p> <p>c) There is attendee interfering, disrupting, threatening the fair and lawful progress of the meeting.</p> <p>The maximum adjournment time must not exceed 03 (three) days from the initially planned opening day of the Meeting. The resumed Meeting shall</p>	<b>Article 32</b>	<b>Clause 8</b>	<p><b>Article 32. Procedures for the conducting of and voting at the General Meeting of Shareholders</b></p> <p>8. The Chairperson of the General Meeting of Shareholders shall have the right to adjourn the General Meeting of Shareholders, for which sufficient participants have registered, to another time within the timeframe of no more than 3 days from the intended opening date. The adjournment and change to the venue of the meeting shall only be allowed in the following cases:</p> <p>a) The meeting venue fails to sufficiently accommodate all participants;</p> <p>b) The facilities at the meeting venue fails to ensure the engagement, discussion and voting of the participants;</p> <p>c) There is attendee interfering, disrupting, threatening the</p>	Amended to ensure compliance with Clause 8 Article 146 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		only cover the pending contents from the adjourned meeting.			<p>fair and lawful progress of the meeting.</p> <p><del>The maximum adjournment time must not exceed 03 (three) days from the initially planned opening day of the Meeting. The resumed Meeting shall only cover the pending contents from the adjourned meeting.</del></p>		
<b>Article 32</b>	<b>Clause 7</b>	<p><b>Article 33. Approval of decisions of the General Meeting of Shareholders</b></p> <p>7. The convener of the meeting of General Meeting of Shareholders shall have the following rights:</p> <p>a) To request all participants of the meeting to be checked or subject to other security measures to ensure the safety of the meeting.</p> <p>b) To request a competent authority to maintain the order of the</p>	<b>Article 33</b>	<b>Clause 7</b>	<p><b>Article 33. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>7. The convener or moderator of the meeting of General Meeting of Shareholders shall have the following rights:</p> <p>a) To request all participants of the meeting to be checked or subject to other security measures deemed legitimate and reasonable to ensure the safety of the meeting.</p>	Ensure compliance with Clause 7 Article 146 of the Law on Enterprises	Revised

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		meeting; expel from the meeting any person who fails to comply with the Chairperson's right to control the meeting or intentionally disturbs or obstructs the normal progress of the meeting or fails to comply with the security checking requirements.			b) To request a competent authority to maintain the order of the meeting; expel from the meeting any person who fails to comply with the Chairperson's right to control the meeting or intentionally disturbs or obstructs the normal progress of the meeting or fails to comply with the security checking requirements.		
<b>Article 32</b>	<b>Clauses 2, 3</b>	<b>Article 32. Approval of decisions of the General Meeting of Shareholders</b> 2. Direct voting at the General Meeting of Shareholders is requested to make decision on the below items: a) To approve operation and development orientation of VietinBank as proposed by the Board of Directors; b) To decide the number of members of the Board of Directors and	<b>Article 33</b>	<b>Clauses 2, 3</b>	<b>Article 33. Approval of resolutions of the General Meeting of Shareholders</b> 2. <del>Direct</del> -voting at the General Meeting of Shareholders is requested to make resolutions on the below items: a) To approve operation and development orientation of VietinBank as proposed by the Board of Directors;	To ensure compatibility with Article 147, 148 Law on Enterprises, where this wording is not mandatory; Clause 3 Article 59 Law on Credit Institutions 2010	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Supervisory Board of each term of service; To elect, remove or dismiss, elect for supplement and replacement of members of the Board of Directors and members of Supervisory Board in accordance with qualifications and conditions stipulated by the Law and this Charter.</p> <p>c) Within its jurisdiction, to review and deal with violations of the Board of Directors and the Supervisory Board causing damage to VietinBank and its shareholders.</p> <p>d) To decide on the split, merge, conversion of legal forms, dissolution or request Court to take bankruptcy proceedings of VietinBank.</p> <p>3. A resolution of the General Meeting of Shareholders can be approved at the meeting upon satisfaction of the following conditions:</p> <p>a) Except for the cases mentioned in item b of this Clause, a resolution of the General Meeting of Shareholders is approved when it is approved by a number of shareholders representing at</p>			<p>b) To decide the number of members of the Board of Directors and Supervisory Board of each term of service; To elect, remove or dismiss, elect for supplement and replacement of members of the Board of Directors and members of Supervisory Board in accordance with qualifications and conditions stipulated by the Law and this Charter.</p> <p>c) Within its jurisdiction, to review and deal with violations of the Board of Directors and the Supervisory Board causing damage to VietinBank and its shareholders.</p> <p>d) To decide on the split, merge, conversion of legal forms, dissolution or request Court to take bankruptcy proceedings of VietinBank.</p> <p>3. A resolution of the General Meeting of Shareholders can be approved at the meeting upon satisfaction of the following conditions:</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>least 51% (fifty one percent) of the total voting shares of all participating shareholders who attend the General Meeting of Shareholders.</p> <p>b) With respect to the following issues, the decision must be approved by a number of shareholders representing at least 65% (sixty five percent) of the total voting shares of all participating shareholders who attend the General Meeting of Shareholders:</p> <p>(i) To amend and supplement the Charter of VietinBank;</p> <p>(ii) To approve a plan on change in the charter capital; to approve a plan on the share offering including type of share and a number of new shares to be offered;</p> <p>(iii) To make a decision on investment in, purchase and sales of assets of VietinBank valued from 20% (twenty percent) or more of VietinBank's charter capital recorded in the latest audited financial statements;</p> <p>(iv) To make a decision on the split, merge, conversion of legal forms,</p>			<p>a) Except for the cases mentioned in Point b of this Clause, Clause 4 and 6 of this Article, a resolution of the General Meeting of Shareholders is approved when it is approved by a number of shareholders representing at least 51% (fifty one percent) of the total voting shares of all participating shareholders who attend the General Meeting of Shareholders.</p> <p>b) With respect to the following issues, the decision must be approved by a number of shareholders representing more than 65% (sixty five percent) of the total voting shares of all shareholders who attend the General Meeting of Shareholders.</p> <p>(i) To amend and supplement the Charter of VietinBank;</p> <p>(ii) To approve a plan on change in the charter capital; to approve a plan on the share offering including type of share and a number of new shares to be offered;</p> <p>(iii) To make a decision on</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		dissolution or request Court to take bankruptcy proceedings of VietinBank.			investment in, purchase and sales of assets of VietinBank valued from 20% (twenty percent) or more of VietinBank's charter capital recorded in the latest audited financial statements; (iv) To make a decision on the split, merge, conversion of legal forms, dissolution or request Court to take bankruptcy proceedings of VietinBank.		
<b>Article 32</b>	<b>Clause 4</b>	4. The voting to elect members of the Board of Directors and Supervisory Board shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each shareholder shall be his/her number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and a shareholder shall have the right to cast all of his/her votes to one or allocate his/her votes to several candidates.	<b>Article 33</b>	<b>Clause 4</b>	4. The voting to elect members of the Board of Directors and Supervisory Board shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each shareholder shall be the number of shares owned by him/her multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and a shareholder shall have the right to cast all or part of his/her votes to one or several candidates. The elected members of the Board of Directors or members of	Amended to ensure compliance with Clause 3 Article 148 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the specified number of members is met in accordance with the provisions of this Charter. In case 2 or more candidates get the same number of votes competing for last membership of the Board of Directors or the Supervisory Board, re-election will be conducted among the candidates with the same number of votes or selection will be carried out according to the criteria specified in the internal documents of VietinBank.		
			<b>Article 33</b>	<b>Clause 6</b>	<p><b>Article 33. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>6. A Resolution of the General Meeting of Shareholders on the content that adversely change the benefits and obligations of Preference Shareholders is only approved if ratified by holders of 75% or more of</p>	Amended to ensure compliance with Clause 6 Article 148 of the Law on Enterprises	Supplemented

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					the total number of same type of Preference Shares who attend the meeting or ratified by holders of 75% or more of the total number of same type of Preference Shares in case of adoption of a resolution in the form of written opinion poll.		
Article 32	Clause 7	<p><b>Article 32. Approval of decisions of the General Meeting of Shareholders</b></p> <p>7. The number of votes of each shareholder who have voting right shall be equal to the total number of shares such shareholder owns or represents.</p>	Article 33		Removed	Other provision has already covered this content	Removed
Article 32	Clause 8	<p><b>Article 32. Approval of decisions of the General Meeting of Shareholders</b></p> <p>8. A shareholder shall not be entitled to participate in voting in the following cases:</p> <p>a) Approval of contracts as stipulated in Article 26 of the Charter if the shareholder or his/her related person is a party to such contracts;</p> <p>b) The redemption of shares of that shareholder or the person related to</p>	Article 33		<p><b>Article 33. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>Removed</p>	This wording is removed from the standard charter of public companies.	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		such shareholder except for the case where the redemption of shares is made in proportion to the shareholding of all shareholders or the redemption is made through order matching transactions on the Stock Exchange or public bids in accordance with the Law.					
Article 33	Clause 7	<p><b>Article 33. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>Such resolutions which are voted in favor of by voters representing 100% of the total voting shares shall be deemed lawful and valid even if the processes and procedures of convening the meeting and ratifying such decision are in breach of Law and this Charter</p>	Article 33	Clause 7	<p><b>Article 33. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>Resolutions of the General Meeting of Shareholders shall take effect as of the date of ratification or as timing specified whereon the Resolutions. Such resolutions which are voted in favor or by voters representing 100% of the total voting shares shall be deemed lawful and valid even if the processes and procedures of convening the meeting and ratifying such decision are in breach of Law</p>	Amended to ensure compliance with Article 52 of the Law on Enterprises	Revised

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					and this Charter. In case a shareholder or group of shareholders request the Court or an arbitration to revoke the resolution of the General Meeting of Shareholders in accordance with the provisions of Article 36 of this Charter, such resolution remains valid until such decision by the Court or Arbitration takes effect ruling for such revocation, except under circumstances where emergency measures adopted by competent authorities request such revocation.		
Article 33	Clause 2	Article 33. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders	Article 34	Clause 2	Article 34. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders	Amended to ensure compliance with Clause 2 Article 149 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		2. The Board of Directors must prepare the opinion form, draft resolution of the General Meeting of Shareholders and documents explaining 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. The requirements and the manner of sending the opinion form and accompanying documents shall be in accordance with clause 3 of Article 29 of this Charter.			2. The Board of Directors must prepare opinion forms, draft resolution of the General Meeting of Shareholders and explanatory documents for the draft resolution and send them to all Shareholders who have voting rights at least 10 days before the deadline for returning the opinion forms. The making of the list of Shareholders to send the opinion forms shall comply with the provisions of Clause 2, Article 30 of this Charter. The requirements and the manner of sending the opinion form and accompanying documents shall be in accordance with clause 3 of Article 30 of this Charter.		
Article 33	Clause 3	<b>Article 33. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b> c) Full name, permanent address, nationality, citizenship card number, ID card number, passport number or other legal personal identification numbers of	Article 34	Clause 3	<b>Article 34. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b> c) Full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or	Amended to ensure compliance with Point c, Clause 3 Article 149 of the Law on Enterprises	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		shareholders being individuals; Name, enterprise code or establishment decision number, address of the head office of the shareholders being organization or full name, permanent address, nationality, citizenship card number, Passport number or other legal personal identification number of authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;			number of legal papers of the organization, address of the headquarters for institutional shareholder; number of shares of each type and number of votes of the Shareholder;		
<b>Article 33</b>	<b>Clause 3</b>	<b>Article 33. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b> g) Full name, signature of the Chairman of the Board - the legal representative of VietinBank.	<b>Article 34</b>	<b>Clause 3</b>	<b>Article 34. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b> g) Full name, signature of the Chairman of the Board— <del>the legal representative of VietinBank.</del>	Amended to ensure compliance with Point g, Clause 3 Article 149 of the Law on Enterprises	Amended
<b>Article 33</b>	<b>Clause 4</b>	<b>Article 33. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b> 4. Any completed written	<b>Article 34</b>	<b>Clause 4</b>	<b>Article 34. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b> 4. Any completed written	Amended to ensure compliance with Point a of Clause 4 Article 149 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		opinion form must be signed by a shareholder being an individual or legal representative of a shareholder being an organization or the individual, legal representative of the authorized organization			opinion form must be signed by a shareholder being an individual or legal representative of a shareholder being an organization <del>or the individual, legal representative of the authorized organization</del>		
<b>Article 33</b>	<b>Clause 6</b>	<p><b>Article 33. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b></p> <p>6. The Board of Directors shall conduct the counting of the votes and prepare the vote-counting minutes in the witness of the Supervisory Board or shareholders who are not executive officers in VietinBank. The vote-counting minutes must contain following major contents:</p> <p>a) Name, head office address, enterprise code of VietinBank;</p> <p>b) Purposes and issues to be consulted for adoption of the resolution;</p> <p>c) The number of shareholders with total votes participated in the</p>	<b>Article 34</b>	<b>Clause 6</b>	<p><b>Article 34. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b></p> <p>6. The Board of Directors shall conduct the counting of the votes and prepare the vote-counting minutes in the witness and under the oversight of the Supervisory Board or shareholders who do not assume managerial positions in VietinBank. The vote-counting minutes must contain following major contents:</p> <p>a) Name, head office address, enterprise code of VietinBank;</p> <p>b) Purposes and issues to be consulted for adoption of the resolution;</p>	Amended to ensure compliance with Clause 5, 149 of the Law on Enterprises, Points c,d,e of Clause 5 Article 149 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>voting, specifying the number of valid and invalid voting forms and the mode of sending the voting forms;</p> <p>d) Total number of votes “for”, “against” and “abstention” on each issue;</p> <p>e) Matters 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>...</p>			<p>c) The number of shareholders with total votes participated in the voting, specifying the number of valid and invalid voting forms and the mode of sending the voting forms supported by a list of Shareholders who have voted as an annex;</p> <p>d) Total number of votes “for”, “against” and “abstention” on each issue;</p> <p>e) The matters which have been approved and the proportion of “approval” votes;</p> <p>f) Full name, signature of the Chairman of the Board of Directors—<del>VietinBank’s legal representative</del>, vote counters and vote counting supervisors.</p> <p>...</p>		
<b>Article 33</b>	<b>Clause 7</b>	<p><b>Article 33. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b></p> <p>7. The minutes of vote-counting results</p>	<b>Article 34</b>	<b>Clause 7</b>	<p><b>Article 34. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders</b></p> <p>7. The minutes of vote-</p>	Amended to ensure compliance with Clause 6 Article 149 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		must be sent to all shareholders within 15 (fifteen) days from the date of completion of vote counting. Instead of sending the minutes, VietinBank may upload it into VietinBank's website within 24 (twenty four) hours from the completion of vote counting.			counting results and the resolution must be sent to all shareholders within 15 days from the date of completion of vote counting. Instead of sending the minutes, VietinBank may upload it into VietinBank's website in accordance with the provisions of the law— <del>within 24 (twenty four) hours from the completion of vote counting.</del>		
<b>Article 34</b>	<b>Clause 1</b>	<p><b>Article 34. Meeting Minutes of the General Meeting of Shareholders</b></p> <p>...</p> <p>f) Number of shareholders and total number of votes of shareholders, representatives of shareholders attending the meeting with the number of shares and corresponding votes;</p> <p>g) The total number of votes, clearly stating the mode of voting, the total number of valid, invalid, approval, disapproval and abstention votes; the relevant proportion of the total number of votes of shareholders attending the meeting;</p> <p>h) The matter which have been</p>	<b>Article 35</b>	<b>Clause 1</b>	<p><b>Article 35. Meeting Minutes of the General Meeting of Shareholders</b></p> <p>...</p> <p>f) Number of shareholders and total number of votes of shareholders, annex on Shareholder registration, representatives of shareholders attending the meeting with the number of shares and corresponding votes;</p> <p>Total number of voting cards for each voting matter, in which specifying voting method, total number of votes “approval”, “disapproval”, and “abstention”;</p>	Amended to ensure compliance with Points e, g, i of Clause 1 Article 150 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>approved and the proportion of “approval” votes;</p> <p>i) Signatures of the Chairperson and secretary.</p> <p>..</p>			<p>corresponding proportion of the total voting cards of shareholders attending the meeting;</p> <p>h) The matter which have been approved and the proportion of “approval” votes;</p> <p>i) Name and signature of the chairperson and secretary.</p> <p>If the chairman or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this Clause. Minutes of the meeting must clearly state the refusal by the Chairman and secretary to sign the meeting minutes.</p> <p>...</p>		
<b>Article 34</b>	<b>Clause 2</b>	<p><b>Article 34. Meeting Minutes of the General Meeting of Shareholders</b></p> <p>2. The minutes of the General Meeting of Shareholders must be</p>	<b>Article 35</b>	<b>Clause 2</b>	<p><b>Article 35. Meeting Minutes of the General Meeting of Shareholders</b></p> <p>2. The minutes of the General Meeting of Shareholders</p>	Ensure compliance with Clause 3 Article 150 of the Law on Enterprises	Revised

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		completed and approved before the closing time of the meeting. The Chairperson and secretary of the meeting will be jointly responsible for the accuracy and truthfulness of the minutes.			must be completed and approved before the closing time of the meeting. The Chairperson and secretary of the meeting or those who signs off the meeting minutes will be jointly responsible for the accuracy and truthfulness of the minutes.		
<b>Article 34</b>	<b>Clause 3</b>	<b>Article 34. Meeting Minutes of the General Meeting of Shareholders</b> 3. The minutes of the General Meeting of Shareholders must be published on VietinBank's website within 24 (twenty four) hours or sent to all shareholders within 15 (fifteen) days from the closing date of the meeting.	<b>Article 35</b>	<b>Clause 3</b>	<b>Article 35. Meeting Minutes of the General Meeting of Shareholders</b> 3. The Minutes of a General Meeting of Shareholders must be sent to all Shareholders within 15 days from the date of closing the meeting; Posting the minutes on VietinBank's website in accordance with the provisions of the Law can be an alternative to sending the Minutes.	Amended to ensure compliance with Clause 5 Article 150 of the Law on Enterprises	Amended
<b>Article 34</b>	<b>Clause 4</b>	<b>Article 34. Meeting Minutes of the General Meeting of Shareholders</b> 4. Minutes of the General Meeting of Shareholders are considered as evidence of the work done at the General Meeting of Shareholders unless there are objections against the contents	<b>Article 35</b>		<b>Article 35. Meeting Minutes of the General Meeting of Shareholders</b> <b>Removed</b>	This wording is removed from the standard charter of public companies.	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		of the minutes made in accordance with the procedures. within 10 (ten) days from the date of sending the minutes.					
<b>Article 34</b>	<b>Clause 5</b>	<b>Article 34. Meeting Minutes of the General Meeting of Shareholders</b> 5. The minutes of the General Meeting of Shareholders, the list of shareholders registering to attend the meeting with the signatures of shareholders, the authorization documents and related documents must be kept as record at VietinBank's head office.	<b>Article 35</b>	<b>Clause 4</b>	<b>Article 35. Meeting Minutes of the General Meeting of Shareholders</b> 4. The minutes of the General Meeting of Shareholders, the list of shareholders registering to attend the meeting, the adopted resolution and related documents must be kept as record at VietinBank's head office.	Amended to ensure compliance with Clause 6 Article 150 of the Law on Enterprises	Amended
<b>Article 35</b>	<b>Clause 1</b>	<b>Article 35. Request to revoke the decisions of the General Meeting of Shareholders</b> Within 90 days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of shareholders referred to in Clause 2	<b>Article 36</b>	<b>Clause 1</b>	<b>Article 36. Request to revoke the decisions of the General Meeting of Shareholders</b> Within 90 days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of	Amended to ensure compliance with Clause 1 Article 151 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>of Article 23 of this Charter shall have the right to request the Court or Arbitration to consider and revoke a decision of the General Meeting of Shareholders in the following cases:</p> <p>1. The order and procedures for convening the General Meeting of shareholders or obtaining written opinions of shareholders fail to comply with the provisions of this Charter and the law, except for the cases specified in Clause 6, Article 32 of this Charter.</p>			<p>shareholders referred to in Clause 3 of Article 23 of this Charter shall have the right to request the Court or Arbitration to consider and rule for full and partial revocation of resolutions of the General Meeting of Shareholders in the following cases:</p> <p>1. The order and procedures for convening the General Meeting of shareholders <del>or obtaining written opinions</del> of shareholders seriously violate the provisions of this Charter and the law, except for the cases specified in Clause 7, Article 33 of this Charter.</p>		
<b>Article 35</b>		<p><b>Article 35. Request to revoke the decisions of the General Meeting of Shareholders</b></p> <p>...</p> <p>If the decision of the General Meeting of Shareholders is canceled pursuant to the decision of the Court or</p>	<b>Article 36</b>		<p><b>Article 36. Request to revoke the decisions of the General Meeting of Shareholders</b></p> <p>...</p> <p><i>Removed</i></p>	This wording is removed from the standard charter of public companies.	Removed



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		the Arbitrator, the person who has convened the General Meeting of Shareholders may consider to reorganize the General Meeting of Shareholders within 30 (thirty) days in accordance with the orders, procedures stipulated in the Law on Enterprises and the Charter of VietinBank.					
<b>Article 36</b>	<b>Clause 1</b>	<b>Article 36. Candidacy, nomination of the Board of Directors</b> 1. Shareholders who hold common 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;	<b>Article 37</b>		<b>Article 37. Nomination of the Members of the Board of Directors:</b> A shareholder or a group of shareholders holding from 10 % or more of total ordinary shares of VietinBank shall have the right to nominate candidates to the Board of Directors. Board of Directors nomination shall follow the below rules: A shareholder or group of shareholders who holds from 10% to below 30% shall have the right to nominate maximum 02 candidates; who holds from 30% to below 40% shall have the right to nominate maximum 03 candidates; who holds from 40% to below 50% shall have the right to nominate maximum 04	In accordance with Clause 5, Article 115 of the Law on Enterprises. Although this clause does not stipulate the division of % ownership relevant to nominated candidates, but for convenience in practice, it is still advisable to keep the division (there is no legal regulation prohibits this division), on the other hand, the draft standard charter for public companies has removed the division, so there should	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		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.			candidates; who holds from 50% to below 60% shall have the right to nominate maximum 05 candidates; who holds from 60% to below 70% shall have the right to nominate maximum 06 candidates; who holds from 70% to below 80% shall have the right to nominate maximum 07 candidates and who holds from 80% to below 90% shall have the right to nominate maximum 8 candidates.	still be specific provisions in the Charter, at the same amendments are proposed to Clause 3.4, Article 23 of the Draft Charter. A shareholder or a group of shareholders holding from 10% or more of total ordinary shares of VietinBank shall have the right to nominate candidates to the Board of Directors.	
<b>Article 36</b>	<b>Clause 2</b>	<b>Article 36. Candidacy, nomination of the Board of Directors</b> 2. Where the number of candidates for members of the Board of Directors through candidacy and nomination is not sufficient as required, the incumbent Board of Directors may nominate additional candidates or conduct the nomination in accordance with the mechanism regulated by VietinBank. The mechanism for	<b>Article 37</b>		<b>Removed</b>	This content has been covered in Clause 4 of Article 23 of the Charter	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		nomination or the method of nomination undertaken by the incumbent Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the nomination is conducted.					
<b>Article 37</b>	<b>Clause 2</b>	<p><b>Article 37. The composition, term of service, criteria and conditions to serve as a member of the Board of Directors</b></p> <p>2. The term of office of the Board of Directors shall not be more than 05 years. The term of office of a member of the Board of Directors shall be in line with the term of office of the Board of Directors. The member of the Board of Directors may be re-elected without any limitation on the number of terms. The term of office of replacing and supplementing member shall be the remaining duration of the Board of Directors' term of office. The Board of Directors whose term has just ended shall remain active until the Board of Directors of the new term takes over.</p>	<b>Article 38</b>	<b>Clause 2</b>	<p><b>Article 38. The composition, term of service, criteria and conditions to serve as a member of the Board of Directors</b></p> <p>2. The term of office of the Board of Directors shall not be more than 05 years. The term of office of a member of the Board of Directors shall be in line with the term of office of the Board of Directors. The member of the Board of Directors may be re-elected <del>or re-appointed</del> without any limitation on the number of terms. An individual can only be elected as an Independent Member of the Board of Directors of VietinBank for no more than 2 consecutive terms. The term of office of replacing and supplementing member shall be the remaining duration of the Board of</p>	Amended to ensure compliance with Article 154 of the Law on Credit Institutions	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					Directors' term of office. The Board of Directors whose term has just ended shall remain active until the Board of Directors of the new term takes over.		
Article 37	Clause 3	<p><b>Article 37. The composition, term of service, criteria and conditions to serve as a member of the Board of Directors</b></p> <p>3. A member of the Board of Directors shall not concurrently be the manager of another credit institution, except for the case when such institution is a subsidiary company or shall not be concurrently a member of the Supervisory Board of VietinBank.</p>	Article 38	Clause 3	<p><b>Article 38. The composition, term of service, criteria and conditions to serve as a member of the Board of Directors</b></p> <p>3. A member of the Board of Directors shall not concurrently be the manager of another credit institution, except for the case when such institution is a subsidiary company or shall not be concurrently a member of the Supervisory Board of VietinBank. Members of the Board of Directors cannot be family relatives of the General Director and other managers of VietinBank.</p>	Amended to ensure compliance with Point d Clause 1 Article 155 of the Law on Enterprises	Amended
Article 38	Clause 4	4. To make decisions on organizational structure of the Head Office, branches, subsidiaries, representative offices and non-business units.	Article 39	Clause 5	5. To make decisions on organizational structure of the Head Office, <del>branches, subsidiaries, representative offices and non-business units.</del>	Amended to ensure compliance with Point 1 Clause 2 Article 153 of the Law on Enterprises	Amended
Article	Clause 5	5. Information on the	Article	Clause 6	6. Information on election of		Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
38		appointment of any member of the Board of Directors must be disclosed as regulated by laws on securities and stock market.	39		any member of the Board of Directors must be disclosed as regulated by laws on securities and stock market.		
Article 38	Clause 6	<p><b>Article 38. Powers and obligations of the Board of Directors</b></p> <p>6. To appoint, dismiss, take disciplinary actions, suspend, and decide the wage rates and other benefits of the General Director, Deputy General Directors, Chief Accountant, Board of Directors' Secretary and other titles as specified in VietinBank's internal regulations.</p>	Article 39	Clause 7	<p><b>Article 39. Powers and obligations of the Board of Directors</b></p> <p>To elect, dismiss, remove from office the Chairman of the Board of Directors; appoint, dismiss, take disciplinary actions, suspend, sign or terminate contracts with and decide the remuneration, allowances, bonus and other benefits of the General Director, Deputy General Directors, Chief Accountant, Secretaries to the Board of Directors, Branch Directors of VietinBank.</p>	Amended to ensure compliance with Point i Clause 2 Article 153 of the Law on Enterprises; Clause 16 Article 1 of the Law on Credit Institutions as amended in 2017	Amended
Article	Clause 8	8. To appoint representatives for	Article	Clause 9	9. To appoint representatives	Amended to ensure	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
38		VietinBank's capital contribution to other enterprises and credit institutions. To decide the equitization, restructuring, dissolution and bankruptcy of VietinBank's subsidiaries.	39		of VietinBank in other enterprises and credit institutions; to decide the remuneration and other benefits of VietinBank's capital representatives in other enterprises and credit institutions.	compliance with Clause 7 Article 63 Law on Credit Institutions, Point i, Clause 2 Article 153 of the Law on Enterprises	
Article 38	Clause 10	<p>10. To approve contracts of VietinBank with its subsidiaries and associated companies; contracts of VietinBank with the members of the Board of Directors, the Supervisory Board, the General Director, the big shareholders and their related persons valued up to 20% of VietinBank's charter capital recorded in the latest audited financial statement. In this case, the related members shall not have the right to vote.</p> <p>24. To approve contracts and transactions of VietinBank in accordance with Clause 3 Article 61</p>	Article 38	Clause 11	<p>11. To approve contracts of VietinBank with its subsidiaries and associated companies; contracts of VietinBank with the members of the Board of Directors, the Supervisory Board, the General Director, the big shareholders and their related persons valued up to 20% of VietinBank's charter capital recorded in the latest audited financial statement. In this case, the related members shall not have the right to vote; consideration for endorsement of contracts and trades of VietinBank in accordance with the provisions of Clause 2, Article 62 of this Charter.</p>	02 clauses to be combined for one single clause	Revised

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		of this Charter.					
			<b>Article 39</b>	<b>Clause 26</b>	26. To decide market development, marketing and technology solutions.	Amended to ensure compliance with Point g, Clause 2 Article 153 of the Law on Enterprises	Supplemented
				<b>Clause 27</b>	27. Decide on investment plans and investment projects within power and authority as prescribed by law.	To ensure compliance with Point e, Clause 2 Article 153 of the Law on Enterprises	Supplemented
				<b>Clause 28, 29</b>	28. Formulation of the Operation Regulation of the Board of Directors, VietinBank's Internal Governance Regulation for submission to the General Meeting of Shareholders for approval and disclosure on VietinBank's website. 29. Oversight and prevention of conflicts of interest among members of the Board of Directors, members of the Supervisory Board, General Director and other executive members, including mitigation of misuse of VietinBank's assets and abuse of related party transactions.	To ensure compliance with Clause 4, 5, 6 Article 278 of the Decree 155/2020/ND-CP	Supplemented
<b>Article</b>		<b>Article 38. Remuneration and</b>	<b>Article</b>		<b>Article 40. Remuneration</b>	Amended according to	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
39		<p><b>benefits of the members of the Board of Directors</b></p> <p>1. The members of the Board of Directors shall be entitled to remuneration, salary for their work based on business performance and efficiency of VietinBank.</p> <p>2. The Board of Directors shall estimate remuneration rates and operational expenses of the Board of Directors and submit to the annual General Meeting of Shareholders for approval. This remuneration will be allocated to the members of the Board of Directors in accordance with VietinBank's Internal Governance Regulations.</p> <p>3. The remuneration of the members of the Board of Directors shall be recorded as business expenses of VietinBank as provided for by law, shall constitute a separate item in the annual financial statements of VietinBank, and shall be reported to the annual General Meeting of Shareholders.</p> <p>4. The members of the Board of</p>	40		<p><b>and benefits of the members of the Board of Directors</b></p> <p>1. VietinBank has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.</p> <p>2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for the work is calculated based on the number of man days necessary to complete the duties of a member of the Board of Directors and the rate of remuneration per day. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total amount of remuneration and bonuses of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.</p> <p>3. The remuneration of each member of the Board of Directors shall be recorded as business expenses of VietinBank as provided for by the</p>	Article 28 of the standard charter of public companies	



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		Directors shall be paid for meals, accommodation, traveling and other reasonable expenses when they implement their assigned duties.			<p>Law on corporate income tax and presented a separate item in the annual financial statements of VietinBank, and shall be reported to the annual General Meeting of Shareholders.</p> <p>4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at committees of the Board of Directors or performing other assignments outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.</p> <p>5. Members of the Board of Directors shall be reimbursed for all travel, meals, accommodation and other reasonable expenses they have to pay when performing their responsibilities as members of the Board of Directors, including costs</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.		
<b>Article 40</b>	<b>Clause 1</b>	<p><b>Article 40. Member of the Board of Directors, and Deputy General Director</b></p> <p>1. The Board of Directors shall elect the Chairman among the members of the Board of Directors following the principle of majority. The Chairman of the Board of Directors must reside in Vietnam during his term of office.</p>	<b>Article 41</b>	<b>Clause 1</b>	<p><b>Article 41. Member of the Board of Directors, and Deputy General Director</b></p> <p>1. Chairman of the Board of Directors shall be elected among members of the Board of Directors, dismissed, removed from office by the Board of Directors. The election of the Chairman must follow the principle of majority. The Chairman of the Board of Directors must reside in Vietnam during his term of office.</p>	Amended to ensure compliance with Clause 1, Article 156 Law on Credit Institutions 2010, Clause 3 Article 12 of the Law on Enterprises	Amended
<b>Article 40</b>	<b>Clause 3</b>	<p><b>Article 40. Member of the Board of Directors, and Deputy General Director</b></p> <p>3. Chairman of VietinBank's Board of Directors must not concurrently be the Chairperson of Board of Directors, Member of Board Of Directors, Chairperson of Member Council, Member of Member Council, President of Company, General Director (Director),</p>	<b>Article 41</b>	<b>Clause 3</b>	<p><b>Article 41. Member of the Board of Directors, and Deputy General Director</b></p> <p>3. Chairman of VietinBank's Board of Directors must not concurrently be the Chairperson of Board of Directors, Member of Board Of Directors, Chairperson of Member Council, Member of Member Council, President of Company,</p>	Amended to ensure compliance with Clause 2 Article 156 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		Deputy General Director (Deputy Director), or similar titles of other enterprises.			General Director (Director), Deputy General Director (Deputy Director), or similar titles of other enterprises. The Chairman of the Board of Directors of VietinBank shall not concurrently be the General Director of VietinBank		
<b>Article 40</b>	<b>Clause 4</b>	<b>Article 40. Member of the Board of Directors, and Deputy General Director</b> ...d) To convene and preside over the meetings of the Board of Directors. To prepare agenda, contents and chair the meetings of the Board of Directors in order to discuss and vote on matters that fall within the powers and duties of the Board of Directors.	<b>Article 41</b>	<b>Clause 4</b>	<b>Article 41. Member of the Board of Directors, and Deputy General Director</b> ...d) To prepare agenda, contents and materials of the meetings; convene and preside over the meetings of the Board of Directors.	Amended to ensure compliance with Clause 2 Article 64 of the Law on Enterprises	Amended
<b>Article 40</b>	<b>Clause 4</b>	<b>Article 40. Member of the Board of Directors, and Deputy General Director</b> ... f) To ensure that the Board of Directors shall send annual financial statements, operational reports of VietinBank, audit reports and examination reports of the Board of Directors to the shareholders at the	<b>Article 41</b>	<b>Clause 4</b>	<b>Article 41. Member of the Board of Directors, and Deputy General Director</b> <b>To be removed</b>	This wording is removed from Clause 3, Article 29 of the standard charter of public companies.	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		General Meeting of Shareholders.					
<b>Article 40</b>	<b>Clause 5</b>	<p><b>Article 40. Member of the Board of Directors, and Deputy General Director</b></p> <p>5. The Chairman of the Board of Directors shall authorize in writing another member of the Board to exercise the rights and duties of the Chairman during his absence and notify such authorization to the remaining members of the Board of Directors and the General Director of VietinBank.</p>	<b>Article 41</b>	<b>Clause 5</b>	<p><b>Article 41. Member of the Board of Directors, and Deputy General Director</b></p> <p>5. In case of absence or inability to fulfill duties, the Chairman of the Board of Directors shall authorize in writing another member of the Board to exercise the rights and duties of the Chairman and notify such authorization to the remaining members of the Board of Directors and the General Director of VietinBank. In case there is no authorization available or the Chairman of the Board of Directors dies, is missing, held in custody, serving a prison sentence, serving administrative handling measures at a compulsory detoxification facility or compulsory education facility, escaping from residence, restricted or incapable of civil</p>	Amended to ensure compliance with Clause 4 Article 156 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					acts, having difficulty in understanding, mastering acts, banned by court from incumbency, banned from practicing or assuming certain tasks, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors on the principle of consent by the majority of the remaining members until a new decision of the Board of Directors is made.		
<b>Article 41</b>	<b>Clause 7</b>	<p><b>Article 41. Powers and obligations of the members of the Board of Directors</b></p> <p>7. To have the right to request the General Director, Deputy General Directors, managers of VietinBank' affiliates to provide information and documents on the financial situation and business operation of VietinBank and its affiliates to implement his/her duties.</p>	<b>Article 42</b>	<b>Clause 7</b>	<p><b>Article 42. Powers and obligations of the members of the Board of Directors</b></p> <p>7. To have the right to request the General Director, Deputy General Directors, other managers of affiliates in VietinBank to provide information and documents on the financial situation and business operation of VietinBank and members in VietinBank group.</p>	Clauses 1, Article 159 of the Law on Enterprises.	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
			Article 42	Clause 10, 11, 12, 13	<p><b>Article 42. Powers and obligations of the members of the Board of Directors</b></p> <p>10. Timely and fully reporting to the Board of Directors on remuneration paid by subsidiaries, affiliated companies and other entities.</p> <p>11. Reporting to the Board of Directors at the latest meeting of transactions between VietinBank/its subsidiaries/and companies with VietinBank controlling 50% or more of charter capital, and members of the Board of Directors and his/her related persons; transactions between VietinBank and a company in which a member of the Board of Directors is a founding member or manager of an enterprise in 03 years prior to the transaction time.</p> <p>12. To disclose information on stock trades of</p>	To ensure conformity with Point c,d, dd of Clauses 2, 3 Article 277 of the Decree 155/2020/ND-CP	Supplement ed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>VietinBank in accordance with the provisions of Laws.</p> <p>13. The independent member of the Board of Directors of VietinBank must prepare a report on assessment of performance of the Board of Directors.</p>		
<b>Article 42</b>	<b>Clause 1</b>	<p><b>Article 42. Meetings of the Board of Directors</b></p> <p>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. This meeting shall be convened by the member of the Board of Directors who has been elected with the highest number of votes. If there is more than one member being elected with the same highest number of votes, the members shall vote by majority principle one person among them to convene the Board of Directors' meeting.</p>	<b>Article 43</b>	<b>Clause 1</b>	<p><b>Article 43. Meetings of the Board of Directors</b></p> <p>1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 business days from the completion date of election of such Board of Directors. This meeting shall be convened and presided over by the member of the Board of Directors who has been elected with the highest number of votes or highest proportion of votes. If there is more than one member being elected with the same highest number of votes or proportion of votes, the members shall vote by majority principle one person among them to convene the Board of</p>	Amended to ensure compliance with Clause 1 Article 157 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					Directors' meeting.		
Article 42	Clauses 3	<p><b>Article 42. Meetings of the Board of Directors</b></p> <p>The request shall be made in writing, clearly stating the purpose of the meeting, issues to be discussed and decided within the authority of the Board of Directors. The Chairman of the Board of Directors may reject the request if the issues in question and proposed for Board of Directors' decision is not under the authority of the Board of Directors and will inform the person who requested and other Board members</p>	Article 43	Clause 3	<p><b>Article 43. Meetings of the Board of Directors</b></p> <p>...</p> <p>The request shall be made in writing, clearly stating the purpose of the meeting, issues to be discussed and decided within the authority of the Board of Directors. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request. In case of failure to convene a meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be responsible for any damage occurred to VietinBank. The owner of such request has the right to act on behalf of the Chairman of the Board of Directors to convene a meeting of the Board of Directors</p>	Amended to ensure compliance with Clause 5 Article 157 of the Law on Enterprises	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
Article 42	Clauses 4,5, 7	<p><b>Article 42. Meetings of the Board of Directors</b></p> <p>4. Where an independent auditor makes a written request for a meeting, the Chairman of the Board of Directors shall convene a Board of Directors' meeting in order to discuss the auditors' report and the situation of VietinBank if the request of the independent auditor is found reasonable and necessary.</p> <p>5. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send a notice of meeting at least 5(five) days before the meeting date. The meeting invitation shall be made in writing and in Vietnamese language, which clearly states the agenda, time and venue of the meeting, and issues to be discussed and decided. The meeting invitation shall be attached with meeting documents and voting cards of the members of the Board of Directors. The meeting invitation shall be sent by registered mail, fax, electronic mail or other means to ensure that it shall reach the address of the members of the</p>	Article 43	Clause 4.6	<p><b>Article 43. Meetings of the Board of Directors</b></p> <p><del>4. In case of a request of the independent audit firm which audits the financial statements of VietinBank, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of VietinBank.</del></p> <p>4. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send a notice of meeting at least 03 business days before the meeting date. The meeting invitation shall be made in Vietnamese language, which clearly states the agenda, time and venue of the meeting, and issues to be discussed and decided. The meeting invitation shall be attached with meeting documents and voting cards of the members of the Board of Directors. The meeting invitation shall be sent as invitation letter, sent by registered mail, fax, electronic</p>	Amended to ensure compliance with Clause 6, 8 Article 157 Law on Enterprises, Clause 5 Article 30 of the standard charter of public companies	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Board of Directors as registered with VietinBank. The meeting invitation without attached voting cards must also be ensured to reach the members of the Supervisory Board and the General Director.</p> <p>7. A meeting of the Board of Directors shall be held when at least <math>\frac{3}{4}</math> (three fourths) of the members of the Board of Directors are present in person or by proxy.</p>			<p>mail or other means to ensure that it shall reach the contact address of each member of the Board of Directors as registered with VietinBank. The meeting invitation without attached voting cards must also be ensured to reach the members of the Supervisory Board and the General Director.</p> <p>6. A meeting of the Board of Directors shall be held when there is presence of at least <math>\frac{3}{4}</math> (three fourths) of the members of the Board of Directors.</p>		
<b>Article 42</b>	<b>Clause 8</b>	<p><b>Article 42. Meetings of the Board of Directors</b></p> <p>8. The Board of Directors' members must attend all meetings of the Board of Directors. When a member of the Board of Directors cannot directly attend a Board of Directors' meeting, he/she is permitted to delegate his/her voting right to another member of the Board of Directors or to send his/her vote in writing to the meeting. Members of the</p>	<b>Article 43</b>	<b>Clause 7</b>	<p><b>Article 43. Meetings of the Board of Directors</b></p> <p>7. The Board of Directors' members must attend all meetings of the Board of Directors. A member of the Board of Directors may authorize another person to attend the meeting and vote if such authorization is approved by a majority of the members of the Board of Directors. Members of the Supervisory Board</p>	Amended to ensure compliance with Clause 9, 10, 11 Article 157 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		Supervisory Board and the General Director who are not members of the Board of Directors shall have the right to attend and discuss at the meetings of the Board of Directors but have no voting rights.			<p>shall have the right to attend and discuss at the meetings of the Board of Directors but have no voting rights.</p> <p>A member of the Board of Directors is considered attending and voting at a meeting in the following cases:</p> <p>a) Attending and voting <del>directly</del> at the meeting;</p> <p>b) Authorizing another person to attend the meeting and voting in accordance with the provisions of this Clause;</p> <p>c) Attending and voting through online conferences, electronic voting or other electronic forms (if any);</p> <p>d) Sending voting papers to the meeting via post, fax, email (if any).</p> <p>In case of delivery of votes via mail to the meeting, the votes must be contained in a sealed envelope and sent to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. Votes can only be opened in the</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					witness of all attendees.		
<b>Article 42</b>	<b>Clause 9</b>	<p><b>Article 42. Meetings of the Board of Directors</b></p> <p>9. The Board of Directors' meetings may be held in the form of conference call among the members of the Board of Directors when all or a number of members are at different locations, provided that each attending member is able to:</p> <p>a) Concurrently hear each other member of the Board of Directors expressing opinions in the meeting, and</p> <p>b) If that member wishes, he/she can express his/her opinions to all other participating members concurrently.</p> <p>Discussion among the members of the Board of Directors may be conducted directly by telephone or other means of communication (even when the use of such means of communication is undertaken at the time of approval of this Charter or afterwards) or by the combination of all such means. The members of the Board of Directors participating in such meetings shall be</p>	<b>Article 43</b>		<p><b>Article 43. Meetings of the Board of Directors</b></p> <p>To be removed</p>	This wording is removed from the standard charter of public companies.	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		considered as “present” in such meetings. The venue of such meetings of the Board of Directors shall be the location that gathers the biggest group of the members of the Board of Directors, or the location where the Chairperson of the meeting is present if there is no such a group.					
<b>Article 42</b>	<b>Clause 11</b>	<p><b>Article 42. Meetings of the Board of Directors</b></p> <p>11. Voting and approval of the decisions of the Board of Directors</p> <p>a) The Board of Directors’ decisions shall be approved by voting at the meetings or obtaining opinions in writing, email or fax.</p> <p>b) Voting rights of members of the Board of Directors at a meeting:</p> <p>(i) Unless otherwise stipulated in Item b of this Clause, each member of the Board of Directors or his/her authorized representative who is directly present at the meeting shall have one vote.</p> <p>(ii) A member of the Board of Directors shall not be entitled to vote on contracts, transactions or proposals in which such member or his/her related</p>	<b>Article 43</b>	<b>Clause 9</b>	<p><b>Article 43. Meetings of the Board of Directors</b></p> <p>9. <del>Voting and</del> Approval of the decisions of the Board of Directors</p> <p><del>a) The Board of Directors’ decisions shall be approved by voting at the meetings or obtaining opinions in writing, email or fax.</del></p> <p><del>b) Voting rights of members of the Board of Directors at a meeting:</del></p> <p><del>(i) Unless otherwise stipulated in Item b of this Clause, each member of the Board of Directors or his/her authorized representative who is directly present at the meeting shall have one vote.</del></p> <p><del>(ii) A member of the Board of Directors shall not be entitled to vote</del></p>	Removed, as the standard charter of the public companies has removed this content and instead added the appropriate content in Clause 12, Article 157 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>persons has interests which is contrary or possibly contrary to the interests of VietinBank. In this case, such a member shall not be included in the minimum required number of delegates to be present at the Board of Directors' meeting in connection with the issues for which such a member has no voting right.</p> <p>(iii) Where there is any issue arising in a meeting of the Board of Directors relating to the level of interests or voting right of a member of the Board of Directors which cannot be settled by the voluntary waiving of voting right of such member, such an issue shall be forwarded to the Chairperson of the meeting whose decision in relation to all other members of the Board of Directors shall be final, unless the nature or scope of the interests of the concerned member of the Board of Directors is not properly announced.</p> <p>(iv) Any member of the Board of Directors who benefits from a contract stipulated in Clause 1 Article 61 of this</p>			<p><del>on contracts, transactions or proposals in which such member or his/her related persons has interests which is contrary or possibly contrary to the interests of VietinBank. In this case, such a member shall not be included in the minimum required number of delegates to be present at the Board of Directors' meeting in connection with the issues for which such a member has no voting right.</del></p> <p><del>(iii) Where there is any issue arising in a meeting of the Board of Directors relating to the level of interests or voting right of a member of the Board of Directors which cannot be settled by the voluntary waiving of voting right of such member, such an issue shall be forwarded to the Chairperson of the meeting whose decision in relation to all other members of the Board of Directors shall be final, unless the nature or scope of the interests of the concerned member of the Board of Directors is not properly announced.</del></p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Charter shall be considered as having significant interest in such a contract.</p> <p>c) Approval of decisions of the Board of Directors at a meeting: A decision of the Board of Directors shall be approved when the majority of the attending members vote to consent, including votes in writing and authorized votes. Where no majority can be established, the decision will be approved in favor of the vote of the Chairperson of the meeting. The members who do not attend the meeting shall vote in writing. The voting card must be put in a sealed envelop and sent to the Chairman of the Board of Directors or the Chairperson of the meeting at least one hour prior to the opening time of the meeting. The voting card shall only be opened in front of all participants in the meeting. Eligible votes in writing shall have the same validity as votes of the persons directly attending the meeting.</p> <p>The decisions approved in a meeting through telephone or other means of communication that have been</p>			<p><del>(iv) Any member of the Board of Directors who benefits from a contract stipulated in Clause 1 Article 61 of this Charter shall be considered as having significant interest in such a contract.</del></p> <p><del>e) Approval of decisions of the Board of Directors at a meeting: A decision of the Board of Directors shall be approved when the majority of the attending members vote to consent, including votes in writing and authorized votes. Where no majority can be established, the decision will be approved in favor of the vote of the Chairperson of the meeting. The members who do not attend the meeting shall vote in writing. The voting card must be put in a sealed envelop and sent to the Chairman of the Board of Directors or the Chairperson of the meeting at least one hour prior to the opening time of the meeting. The voting card shall only be opened in front of all participants in the meeting. Eligible</del></p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		duly conducted in accordance with the provisions of Clause 9 of this Article shall immediately take effect at the end of the meeting, but must be confirmed in the minutes of such meeting by signatures of the members of the Board of Directors attending the meeting.			<p><del>votes in writing shall have the same validity as votes of the persons directly attending the meeting.</del></p> <p><del>The decisions approved in a meeting through telephone or other means of communication that have been duly conducted in accordance with the provisions of Clause 9 of this Article shall immediately take effect at the end of the meeting, but must be confirmed in the minutes of such meeting by signatures of the members of the Board of Directors attending the meeting.</del></p> <p>A resolution or decision of the Board of Directors shall be passed if approved by the majority of the attending members. Where no majority can be established, the final decision will be approved in favor of the side with the vote of the Chairman of the Board of Directors.</p>		
<b>Article 43</b>		<p><b>Article 43. Minutes of the meetings of the Board of Directors</b></p> <p>1. All meetings of the Board of</p>	<b>Article 44</b>		<p><b>Article 44. Minutes of the meetings of the Board of Directors</b></p> <p>1. All meetings of the Board of</p>	Amended to ensure compliance with Article 158 of the Law on	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Directors must be recorded in a book of minutes, and if necessary, may be audio recorded or visually recorded. The minutes shall be made in Vietnamese language and include major contents as provided for by law.</p> <p>2. The minutes of the Board of Directors' meetings and documents used in the meetings shall be archived at the Head Office of VietinBank.</p>			<p>Directors must be recorded in a book of minutes, and if necessary, may be audio recorded or visually recorded. The minutes shall be made in Vietnamese and may be made in foreign language which contain the following main contents:</p> <p>a) Name, head office address, enterprise code;</p> <p>b) Meeting time and venue;</p> <p>c) Purpose, agenda and content of the meeting;</p> <p>d) Full names of each members who attend the meeting or persons authorized to attend the meeting and method of attending the meeting; Full names of members who do not attend the meeting and reasons;</p> <p>dd) Matters discussed and voted on at the meeting;</p> <p>e) Summary of the opinions of each member who attend the meeting in chronological order of the meeting;</p> <p>g) Voting results with clear listing of members with their relevant votes of approval, disapproval and</p>	Credit Institutions	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>abstention</p> <p>h) The matters which have been approved and the proportion of “approval” votes;</p> <p>i) Full name and signature of the chair and the minutes maker, except for the case specified in Clause 2 of this Article.</p> <p>2. In case the chair or minutes maker refuses to sign the meeting minutes, the meeting minutes shall be effective if it is signed off by all other members of the Board of Directors and contains all contents as prescribed at Points a, b, c, d, dd, e, g and h of Clause 1 of this Article.</p> <p>3. The chair, the minutes maker and those who sign the minutes are responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.</p> <p>4. The minutes of the Board of Directors’ meetings and documents used in the meetings shall be archived at the Head Office of VietinBank.</p> <p>5. The Minutes made in</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					Vietnamese and foreign language shall have the same legal effect. In case of discrepancy in the contents of the minutes in Vietnamese and foreign language, the contents in the Vietnamese version of the minutes shall prevail.		
Article 47	Clause 1.2	<b>Article 47. Appointment, powers and duties, remuneration and other benefits of the General Director</b> 1. The General Director shall administer day-to-day operations of VietinBank. 2. The General Director is hired or appointed by the Board of Directors, is subject to the supervision of the Board of Directors and is responsible to the Board of Directors and the law for running day-to-day operations of VietinBank and the performance of his/her assigned powers and duties. The General Director cannot concurrently be the Chairman of Board of Directors, but can be a member or non-member of the Board of Directors.	Article 46	Clause 1.2	<b>Article 46. Appointment, powers and duties, remuneration and other benefits of the General Director</b> 1. The General Director is the person who administers day-to-day business operations of VietinBank. 2. The Board of Directors appoints one of its members or hires another person to be the General Director. The General Director is subject to the supervision of the Board of Directors and is responsible to the Board of Directors and the Law for exercising the assigned powers and duties. The General Director cannot concurrently be the Chairman of Board of Directors, but can be a member or non-member of the Board of	Amended to ensure compliance with Clause 2 Article 162 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					Directors.		
Article 47	Clause 4	<p><b>Article 47. Appointment, powers and duties, remuneration and other benefits of the General Director</b></p> <p>4. Powers and duties of the General Director:</p> <p>a) To submit to the Board of Directors of VietinBank:</p> <p>(i) The detailed business plan for the following financial year on the basis of meeting appropriate budget requirements as well as the five-year financial plan.</p> <p>(ii) Measures to improve the operation and management of VietinBank.</p> <p>(iii) The organization, management and operation of VietinBank with an aim to improve the quality and efficiency of VietinBank's operation, except for issues which fall within the authority of the General Meeting of Shareholders as regulated herein.</p> <p>(iv) Others issues within the authority of the Board of Directors that</p>	Article 46	Clause 4	<p><b>Article 46. Appointment, powers and duties, remuneration and other benefits of the General Director</b></p> <p>4. Powers and duties of the General Director:</p> <p>a) To arrange the implementation of the decisions, resolutions of the Board of Directors and the General Meeting of Shareholders;</p> <p>b) To decide matters within his/her authority related to daily business operations of VietinBank that are not within the authority of the General Meeting of Shareholders, the Board of Directors in accordance with the Law, the Charter and internal regulations of VietinBank;</p> <p>c) To arrange the implementation of business plans and investment plans of VietinBank;</p> <p>d) To set up, maintain an efficient system of internal control.</p> <p>dd) To prepare and submit to the Board of Directors for further</p>	Amended to ensure compliance with Clause 3, Article 162 Law on Enterprises, Clause 3 Article 49 of the Law on Credit Institutions	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>the General Director must submit to the Board of Directors in accordance with internal regulations of VietinBank, this Charter and the law.</p> <p>c) To implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, the business plans and investment plans of VietinBank already approved by the Board of Directors and the General Meeting of Shareholders.</p> <p>d) To set up, maintain and develop a reasonable and efficient system of internal control and inspection.</p> <p>dd) To stipulate under his/her authority internal rules and regulations, operational procedures and processes to operate the system of business administration and the system of information and reporting;</p> <p>e) To make decision on the measures beyond his/her authority in case of emergency such as natural calamities, hostility of enemy and fire for the benefit of VietinBank, and shall be responsible for such decisions and to make</p>			<p>submission to the General Meeting of Shareholders for approval the financial statements. To take responsibility for the accuracy and truthfulness of the financial statements, statistical reports, settlement data and other financial information;</p> <p>e) To stipulate under his/her authority internal rules and regulations, operational procedures and processes to operate the system of business administration and the system of information and reporting;</p> <p>f) To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders and competent State agencies on the operations and business results of VietinBank;</p> <p>g) To decide to apply measures beyond self-authority in case of natural disaster, enemy sabotage, fire or incident and take responsibility for such decision and promptly report to the Board of</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>immediate reports of the same to the Board of Directors for further resolution.</p> <p>f) To prepare reports on internal control and inspection to report on the results of self-checking and evaluating of the system of internal control and inspection.</p> <p>g) To be checked and supervised by the Board of Directors, Supervisory Board, the State Bank and other competent State authorities regarding the performance of his/her management duty.</p> <p>h) To appoint, dismiss, remove from office or apply discipline to managerial positions of VietinBank, except for the positions falling within the authority of the Board of Directors, the General Meeting of Shareholders in accordance with internal regulations of VietinBank. To decide on the salaries, bonuses and allowances (if any) to the positions appointed or recruited within his/her authority.</p> <p>i) To make long-term, annual or monthly projection reports of VietinBank</p>			<p>Directors;</p> <p>h) To recommend and propose the structure of organization and operation of VietinBank to the Board of Directors or the General Meeting of Shareholders for decision according to their competence;</p> <p>i) To request the Board of Directors to hold an extraordinary meeting in accordance with provisions of this Charter;</p> <p>k) To appoint, dismiss, remove from office the managerial and executive positions of VietinBank, except for the positions under the deciding competence of the General Meeting of Shareholders, the Board of Directors in accordance with this Charter and regulations. internal regulations of VietinBank;</p> <p>l) To sign contracts on behalf of VietinBank when being delegated or authorized;</p> <p>m) To recommend the use of profit and handling of business losses of VietinBank.</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>(hereinafter referred to as projection reports) for long term, annual and monthly management purposes of VietinBank according to the set forth business plan.</p> <p>k) To request the convening of an extraordinary meeting of the Board of Directors as regulated in this Charter and the law.</p> <p>l) To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, the State Bank of Vietnam and other competent State Authorities on VietinBank's business performance, business effectiveness and results as regulated in this Charter and the law.</p> <p>m) To sign contracts in the name of VietinBank as specified in the Charter and VietinBank's internal regulations;</p> <p>n) To recommend the use of profit and handling of business losses of VietinBank.</p> <p>o) To recommend to the Board of Directors proposed organizational structure and internal management</p>			<p>n) To recruit and decide salary, bonus of the recruited employees according to his/her authority;</p> <p>o) Other rights and obligations in accordance with the Law, the Charter of VietinBank, resolutions and decisions of the Board of Directors and internal regulations of VietinBank.</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>regulation of VietinBank;</p> <p>p) To recruit employees and decide salary, bonus of the recruited employees according to his/her authority.</p> <p>q) Other powers and duties as regulated in this Charter, regulations of VietinBank, resolutions and decisions of the Board of Directors, labor contracts and the law.</p>					
<b>Article 50</b>	<b>Clause 3</b>	<p><b>Article 50. Automatic disqualification, dismissal and removal of the General Director, Deputy General Directors</b></p> <p>3. The Board of Directors may dismiss or remove the General Director in accordance with Item d Clause 2 of this Article when at least 2/3 (two-thirds) of the members of the Board of Directors vote to agree on such dismissal or removal. The Board of Directors may dismiss or remove the General Director in accordance with Item d Clause 2 of this Article when at least 1/2 of the members of the Board of Directors vote to agree on such dismissal or removal.</p>	<b>Article 51</b>	<b>Clause 3</b>	<p><b>Article 51. Automatic disqualification, dismissal and removal of the General Director, Deputy General Directors</b></p> <p>3. The Board of Directors shall dismiss or remove the General Director when approved by the majority of the members of the Board of Directors as participants of the meeting who having voting right and appoint a new General Director in replacement.</p>	Amended according to Clause 5 Article 35 of the standard charter of public companies	Amended
<b>Article</b>		<b>Article 51. Candidacy and</b>	<b>Article</b>		<b>Article 52. Nomination for</b>	In accordance with	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
51		<p><b>nomination for membership of the Supervisory Board</b></p> <p>1. The principles for candidacy and nomination for membership of the Supervisory Board are as follows:</p> <p>Shareholders who hold ordinary shares for a consecutive period of at least six (6) months may accumulate their votes to run for or nominate the membership of 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 less than 30% shall have the right to nominate maximum 02 (two) candidates; who holds from 30% to less than 40% shall have the right to nominate maximum 03 (three) candidates; who holds from 40% to less than 50% shall have the right to nominate maximum 04 (four) candidates and who holds from 50% more shall have the right to nominate the full number of candidates.</p> <p>2. Where the number of</p>	52		<p><b>membership of the Supervisory Board</b></p> <p>A shareholder or a group of shareholders holding from 10% or more of total ordinary shares of VietinBank shall have the right to nominate candidates to the Supervisory Board. Supervisory Board nomination shall follow the below rules: A shareholder or a group of shareholders who holds from 10% to less than 30% shall have the right to nominate maximum 02 candidates; who holds from 30% to less than 40% shall have the right to nominate maximum 03 candidates; who holds from 40% to less than 50% shall have the right to nominate maximum 04 candidates and who holds from 50% upwards shall have the right to nominate the full number of candidates.</p>	<p>Clause 5, Article 115 of the Law on Enterprises. Although this clause does not stipulate the division of % ownership relevant to nominated candidates, but for convenience in practice, it is still advisable to keep the division (there is no legal regulation prohibits this division), on the other hand, the draft standard charter for public companies has removed the division, so there should still be specific provisions in the Charter, at the same amendments are proposed to Clause 3.4, Article 23 of the Draft Charter. A shareholder or a group of shareholders holding</p>	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		candidates for members of the Supervisory Board through candidacy and nomination is not sufficient as required, the incumbent Supervisory Board may nominate additional candidates or conduct the nomination in accordance with the mechanism regulated by VietinBank. The procedures for nomination undertaken by the incumbent Supervisory Board must be clearly announced and approved by the General Meeting of Shareholders before the nomination is conducted.				from 10% or more of total ordinary shares of VietinBank shall have the right to nominate candidates to the Supervisory Board.	
<b>Article 52</b>	<b>Clause 1</b>	<b>Article 52. Members of the Supervisory Board</b> ...(ii) Member of the Board of Directors and executive officer of an enterprise whose a member of the Supervisory Board is currently a member of the Board of Directors or an executive officer of VietinBank	<b>Article 53</b>	<b>Clause 1</b>	<b>Article 53. Members of the Supervisory Board</b> ...(ii) Member of the Board of Directors and executive officer of an enterprise whose a member of the Supervisory Board is currently a member of the Board of Directors or an executive officer of VietinBank.	Amended to ensure compliance with Point b of Clause 2, Article 34 of the Law on Credit Institutions 2010	Supplement ed
<b>Article 52</b>	<b>Clause 2</b>	<b>Article 52. Members of the Supervisory Board</b> ...a) Not to be a subject regulated at clause 1, Article 33 of the Law on Credit Institutions.	<b>Article 53</b>	<b>Clause 2</b>	<b>Article 53. Members of the Supervisory Board</b> ...a) Not to be a subject regulated at clause 1, Article 33 of the Law on Credit Institutions, Clause 2, Article	Amended to ensure compliance with Point a of Clause 1 Article 169 of the Law on Enterprises	Supplement ed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					17 of the Law on Enterprises.		
			<b>Article 53</b>	<b>Clause 2</b>	<b>Article 53. Members of the Supervisory Board</b> f) Not to be a family relative of any member of the Board of Directors, Director of Branch or General Director and any other manager of VietinBank; g) Not to be a manager of VietinBank. h) Other qualifications and conditions as required by regulations of the relevant Law.	Amended to ensure compliance with Point c, d, dd of Clause 1 Article 169 of the Law on Enterprises	Supplemented
<b>Article 52</b>	<b>Clause 4</b>	<b>Article 52. Members of the Supervisory Board</b> 4. The members of the Supervisory Board shall elect 01 person among them to become the Head of Supervisory Board in the principle of majority. The Head of Supervisory Board shall not concurrently be a member of the Supervisory board or a manager of another credit institution.	<b>Article 53</b>	<b>Clause 4</b>	<b>Article 53. Members of the Supervisory Board</b> 4. The members of the Supervisory Board shall elect 01 person among them to become the Head of Supervisory Board in the principle of majority. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of Supervisory Board shall not concurrently be a member of the Supervisory board or a manager of another credit institution.	Amended according to provisions of Clause 2 Article 168 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
Article 52	Clause 6	<p><b>Article 52. Members of the Supervisory Board</b></p> <p>...b) Have an application to resign (which clearly explains the reason of resignation) sent to the Board of Directors and the Supervisory Board of VietinBank at least 30 (thirty) days before ceasing to perform his/her duties and powers.</p>	Article 53	Clause 6	<p><b>Article 53. Members of the Supervisory Board</b></p> <p>...b) Have an application to resign <del>(which clearly explains the reason of resignation)</del> sent to the Board of Directors and the Supervisory Board of VietinBank at least 30 (thirty) days before ceasing to perform his/her duties and powers.</p>	Remove unnecessary content	Amended
			Article 53	Clause 6	<p><b>Article 53. Members of the Supervisory Board</b></p> <p>d) She/he fails to delivery assigned tasks or jobs.</p> <p>e) She/he is found committing multiple misconducts of severity in breach of obligations as member of the Supervisory Board as prescribed by the law and this Charter.</p>	Supplemented to ensure compliance with Point a,c of Clause 2 Article 174 of the Law on Enterprises	Supplement ed
Article 52	Clause 8	<p><b>Article 52. Members of the Supervisory Board</b></p> <p>8. After being dismissed, removed, or automatically disqualified, the head and members of the Supervisory Board shall</p>	Article 53	Clause 8	<p><b>Article 53. Members of the Supervisory Board</b></p> <p>8. After being dismissed, removed, or automatically disqualified, the head and members of the Supervisory</p>	Amended to ensure compliance with Clause 3 Article 35 of the Law on Credit Institutions 2010	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		be liable for their decisions during their term of service.			Board shall be still liable for their decisions during their terms of service.		
<b>Article 52</b>	<b>Clause 11</b>	<p><b>Article 52. Members of the Supervisory Board</b></p> <p>11. Within 15 days since the date when one of the following circumstances emerges, the head of the Supervisory Board shall request the Board of Directors to convene an extraordinary General Meeting of Shareholders to elect additional member(s) of the Supervisory Board:</p> <p>a) There is a vacancy in the Supervisory Board while the other members do not have expertise in finance, accounting or auditing;</p> <p>b) The number of members of the Supervisory Board is not enough to account for 2/3 (two-thirds) of the total number of members of that term;</p> <p>c) The number of members of the Supervisory Board is not enough to meet the minimum number as set in VietinBank's Charter.</p>	<b>Article 53</b>	<b>Clause 11</b>	<b>Article 53. Members of the Supervisory Board</b>	No legal basis is found, on the other hand, Clause 3, Article 24 of the Charter has already stipulated the cases where the Board of Directors convenes an extraordinary General Meeting of Shareholders	Removed
<b>Article</b>	<b>Clause 3</b>	<b>Article 53. Duties and powers</b>	<b>Article</b>	<b>Clause 3</b>	<b>Article 54. Duties and</b>	Amended to ensure	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
53		<b>of the Supervisory Board</b> 3. To appraise annual and semi-annual financial statements of VietinBank, to evaluate reports on management activities of the Board of Directors. To report to the General Meeting of Shareholders on the appraisal results of annual financial statements, to evaluate the reasonability, legality, truthfulness and diligence in the management and administration of the business operations, the accounting and statistical activities and the financial statement preparation. The Supervisory Board may consult the Board of Directors before submitting its reports and recommendations to the General Meeting of Shareholders.	54		<b>powers of the Supervisory Board</b> 3. To appraise the consistency, legitimacy and validity of reports on business performance, biannual and annual financial statements of VietinBank, report on assessment of performance of the Board of Directors for reporting to the Annual General Meeting of Shareholders To review contracts, transactions with Related Persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval by the Board of Directors or the General Meeting of Shareholders. The Supervisory Board may seek consultation from the Board of Directors for preparation of such submission to	compliance with Clause 3, Article 170 Law on Enterprises	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					the GMS.		
<b>Article 53</b>	<b>Clause 4</b>	<p><b>Article 53. Duties and powers of the Supervisory Board</b></p> <p>4. To review the accounting ledgers and other materials of VietinBank in relation to the business operation, management, administration of VietinBank if deemed necessary or pursuant to resolutions, decisions of the General Meeting of Shareholders or upon request of a major shareholders or the major group of shareholders in alignment with provisions of the Law. 4. To review the accounting ledgers and other materials of VietinBank in relation to the business operation, management, administration of VietinBank if deemed necessary or pursuant to resolutions, decisions of the General Meeting of Shareholders or upon request of a major shareholders or the major group of shareholders in alignment with provisions of the Law. The Supervisory Board perform the examination within 07 (seven) working days since the date of request. Within 15 days from the end of the inspection, the</p>	<b>Article 54</b>	<b>Clause 4</b>	<p><b>Article 54. Duties and powers of the Supervisory Board</b></p> <p>4. To evaluate the accounting ledgers, other materials, the governance and management of VietinBank's operation if deemed necessary or pursuant to resolutions, decisions of the General Meeting of Shareholders or upon request of a major shareholders or the major group of shareholders in alignment with provisions of the Law. The Supervisory Board perform the examination within 07 (seven) working days since the date of request. Within 15 days from the end of the inspection, the Supervisory Board shall make an explanation report on the issues requested for inspection and submit to the Board of Directors and the requesting Shareholder or group of Shareholders. <del>The inspection of the Supervisory Board must not obstruct normal activities of the Board of Directors</del></p>	Amended to ensure compliance with Clause 5 Article 45 of the Law on Credit Institutions 2010	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		Supervisory Board shall make an explanation report on the issues requested for inspection and submit to the Board of Directors and the requesting Shareholder or group of Shareholders. The inspection of the Supervisory Board must not obstruct normal activities of the Board of Directors and must not interrupt the administration of business operations of VietinBank. The Supervisory Board perform the examination within 07 (seven) working days since the date of request. Within 15 days from the end of the inspection, the Supervisory Board shall make an explanation report on the issues requested for inspection and submit to the Board of Directors and the requesting Shareholder or group of Shareholders. The inspection of the Supervisory Board must not obstruct normal activities of the Board of Directors and must not interrupt the administration of business operations of VietinBank.			<del>and must not interrupt the administration of business operations of VietinBank.</del>		
<b>Article 53</b>	<b>Clause 5</b>	<b>Article 53. Duties and powers of the Supervisory Board</b>	<b>Article 54</b>	<b>Clause 5</b>	<b>Article 54. Duties and powers of the Supervisory Board</b>	Amended to ensure compliance with Clause	Amended



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		5. To prepare, store and update a list of major shareholders, related persons of the members of the Board of Directors, the members of the Supervisory Board, the General Director and the Shareholders holding at least 5 (five) percent of shares with voting rights of VietinBank.			5. To prepare the list of founding Shareholders, major Shareholders and Related Persons of the members of the Board of Directors, the Supervisory Board and General Director of VietinBank; to keep and update any change to this list.	7 Article 45 of the Law on Credit Institutions 2010	
<b>Article 53</b>	<b>Clause 12</b>	<b>Article 53. Duties and powers of the Supervisory Board</b> 12. To hire independent professional consultant or legal advisory opinions for the contents under the Supervisory Board's scope of function, the duties of the Supervisory Board and ensure the participation of experts outside VietinBank with appropriate experiences and qualifications into VietinBank's activities if necessary.	<b>Article 54</b>	<b>Clause 12</b>	<b>Article 54. Duties and powers of the Supervisory Board</b> 12. To perform internal audit function; To be entitled to hire independent consultant and get access to, be provided with information and materials related to management and governance activities of VietinBank in order to perform the designated duties and authorities in a full, accurate and timely manner.	Amended to ensure compliance with Clause 3 Article 45 Law on Credit Institutions 2010, Clause 10 Article 170 of the Law on Enterprises	Amended
			<b>Article 54</b>	<b>Clause 14</b>	<b>Article 54. Duties and powers of the Supervisory Board</b> 14. To attend and participate in discussions at the General Meetings of Shareholders, the the meetings of the Board of Directors and other	Amended to ensure compliance with Clause 9 Article 170 of the Law on Enterprises	Supplemented

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					meetings of VietinBank.		
			<b>Article 54</b>	<b>Clause 16,17</b>	<p><b>Article 54. Duties and powers of the Supervisory Board</b></p> <p>16. Verify for relevance, legality, fairness and prudence in the management and administration of business activities; integrity, consistency and appropriateness of accounting, statistics and financial reporting.</p> <p>17. Performing review, inspection and evaluation of the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning functions of VietinBank.</p>	Amended to ensure compliance with Clause 2, 4 Article 170 of the Law on Enterprises	Supplemented
			<b>Article 54</b>	<b>Clause 15</b>	<p><b>Article 54. Duties and powers of the Supervisory Board</b></p> <p>Advising and proposing</p>	Amended to ensure compliance with Clause 9 Article 288 of the	Supplemented

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					the General Meeting of Shareholders to consider for approval of the list of select auditing firms to audit the financial statements of VietinBank; decision-making on selection of auditor of inspection of the company's operations, dismissal of selected auditor when deeming it necessary	Decree 155/2020/NĐ-CP dated 31/12/2020 of the Government	
			Article 54	Clause 18	<b>Article 54. Duties and powers of the Supervisory Board</b> <i>18. Formulation of the Regulation on Operation of the Supervisory Board for submission to the General Meeting of Shareholders for approval</i>	Amended to ensure compliance with Clause 6 Article 288 of the Decree 155/2020-ND-CP	Supplemented
Article 54		<b>Article 54. Right of the Supervisory Board to be provided with information</b> 1. Meeting invitation, forms for the collection of opinions of the member	Article 55		<b>Article 55. Right of the Supervisory Board to be provided with information</b> 1. Documents and information must be sent to members of the	Amended to ensure compliance with Article 171 of the Law on Credit Institutions	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>of the Board of Directors and the accompanied documents must be sent to the members of the Supervisory Board at the same time and by the same method as to the members of the Board of Directors.</p> <p>2. The resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors shall be sent to the members of the Supervisory Board at the same time and by the same method as to the shareholders and members of the Board of Directors.</p> <p>3. The Chairman of the Board of Directors, members of the Board of Directors, General Director and other managers must provide sufficiently and accurately and in a timely manner the information and documents on the management, administration and business operations of VietinBank at the request of the Supervisory Board.</p>			<p>Supervisory Board at the same time and by the same method as to the members of the Board of Directors., including:</p> <p>a) Meeting invitation, opinion collection form of members of the Board of Directors and attached documents;</p> <p>b) Resolutions, decisions and minutes of the General Meeting of Shareholders, meetings of the Board of Directors;</p> <p>c) Report by the General Director submitted to the Board of Directors or other documents issued by VietinBank.</p> <p>2. Members of the Supervisory Board have the right to access VietinBank records and documents kept at the Head Office, branches and other locations; have the right to visit the workplace of the managers and employees of VietinBank during working hours.</p> <p>3. The Board of Directors, members of the Board of Directors,</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					Director or General Director and other managers must provide sufficiently, accurately and in a timely manner the information and documents on the management, administration and business operations of VietinBank at the request of the Supervisory Board or its members.		
<b>Article 55</b>		<p><b>Article 55. Remuneration for the members of the Supervisory Board</b></p> <p>1. Members of the Supervisory Board shall be entitled to receive remuneration for their work and to enjoy other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total remuneration and annual budget for the operation of the Supervisory..</p> <p>2. Expenses for meals, accommodation, and travel, and the expenses for the use of independent consultancy services of the members of the Supervisory Board shall be paid by VietinBank at reasonable rates. Total remuneration and such expenses shall not exceed the total annual budget for the</p>	<b>Article 56</b>		<p><b>Article 56. Salary, remuneration, bonus and other benefits of members of the Supervisory Board</b></p> <p>1. Members of the Supervisory Board shall be entitled to receive salary, remuneration, bonus and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonus and other benefits and annual budget for the operation of the Supervisory Board'</p> <p>2. Members of the Supervisory Board shall be reimbursed expenses for meals, accommodation, and travel, and the</p>	Amended to ensure compliance with Article 172 of the Law on Credit Institutions	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		operation of the Supervisory Board which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders. 3. The remuneration and operation expenses of the Supervisory Board shall be included in the business expenses of VietinBank as provided for by law.			expenses for the use of independent consultancy services at reasonable rates. Total remuneration and such expenses shall not exceed the total annual budget for the operation of the Supervisory Board which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders; 3. The salary and operation expenses of the Supervisory Board shall be recorded as business expenses of VietinBank as provided for by the Law on corporate income tax and presented a separate item in the annual financial statements of VietinBank.		
<b>Article 56</b>		<b>Article 56. Meetings, adoption of decisions and minutes of meetings of the Supervisory Board</b> 1. The Supervisory Board organizes meeting periodically at least quarterly and can be summoned extraordinary meetings to handle unexpected work.	<b>Article 57</b>		<b>Article 57. Meetings, adoption of decisions and minutes of meetings of the Supervisory Board</b> 1. The Supervisory Board must meet at least twice a year and the meeting is conducted when 2/3 of the members of the Supervisory Board	Amended according to Clause 1, Clause 2 of Article 289 of the Decree 155/2020/ND-CP	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>2. The Head of the Supervisory Board shall summon the extraordinary meeting as proposal of:</p> <p>a) At least 02 members of the Supervisory Board;</p> <p>b) The Governor of the State Bank of Vietnam;</p> <p>c) Other case as stipulated by this Charter.</p> <p>3. The Supervisory Board issues the internal regulations on other issues (excluding issues mentioned in clause 1 and clause 2 of this Article) related to meeting of the Supervisory Board (method of notification, meeting summon, organization of meeting, voting, minutes, taking opinion of members in written) on the basis of regulations with respect to the meeting of the Board of Directors as stipulated by the Law and this Charter.</p>			<p>attend the meeting. The minutes of the Supervisory Board meeting should be detailed and concise. The Minutes taker and members of the Supervisory Board as attendees must sign off for ratification of the minutes of the meeting. Minutes of meetings of the Supervisory Board must be filed for purposes of holding members of the Supervisory Board accountable.</p> <p>2. The Supervisory Board has the right to request members of the Board of Directors, General Director and representatives of the approved auditing firm to attend such meeting for clarification on issues in question.</p>		
<b>Article 57</b>		<p><b>Article 57. System of internal control</b></p> <p>1. VietinBank sets up a system of independent control throughout its network, providing management and</p>	<b>Article 58</b>		<p><b>Article 58. System of internal control</b></p> <p>1. Internal control system is a collection of internal mechanisms, policies, processes, regulations and</p>	Amended to ensure compliance with Article 40 of the Law on Credit Institutions 2010	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>financial information with reliability and in sufficient amount on a timely basis, to assist the Board of Directors, the Board of Management in smooth management, safe and compliant control of all activities of VietinBank in accordance with the prevailing laws.</p> <p>2. VietinBank shall make regular inspection and control of the compliance with internal regulations and prevailing laws; directly check all areas of activities at the Head Office, Branches, representative offices, non-business units, and subsidiaries.</p>			<p>organizational structure of VietinBank that is built in accordance with the guidance of the State Bank and is organized for enforcement to ensure prevention, timely detection of and dealing with risks and meet the set requirements.</p> <p>2. VietinBank must develop an internal control system to meet the following requirements:</p> <p>a) Efficiency and safety in operation; protection, management, and safe and efficient use of assets and resources;</p> <p>b) Truthful, adequate, complete financial and management information systems which provides timely information;</p> <p>c) Compliance with the Law and internal regulations, processes and regulations.</p> <p>3. The operation of the internal control system of VietinBank must be periodically assessed by internal audit and independent audit firm.</p>		



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
<b>Article 58</b>		<p><b>Article 58. Internal audit</b></p> <p>1. VietinBank sets up a dedicated internal audit team under the Supervisory Board to perform internal audit of VietinBank.</p> <p>2. Internal audit performs reviews and assessments independently and objectively on the system of internal control; independent evaluation of the relevance of and compliance with the established policies, procedures and processes within VietinBank, capital adequacy, through which internal audit team shall make recommended improvements and actions to address gaps and enhance the capacity and efficiency of VietinBank.</p> <p>In addition, internal audit serves to detect and prevent law-breaking acts, improve the management, administration and operational efficiency, ensure the information security and seamless functioning of the information system, to assure safe, efficient and law-compliant operations of VietinBank.</p>	<b>Article 59</b>		<p><b>Article 59. Internal audit</b></p> <p>1. VietinBank sets up a dedicated internal audit team under the Supervisory Board to perform internal audit of VietinBank.</p> <p>2. The internal audit conducts independent and objective review and assessment of the internal control system; conducting independent assessment of the suitability and compliance with regulations, internal policies, procedures, and processes established in the credit institution; making recommendations to improve the efficiency of the systems, processes, regulations, contributing to ensuring that the credit institution operates safely, effectively and in accordance with the Law.</p> <p>3. Internal audit results must be promptly reported to the Board of Directors, the Supervisory Board and sent to the General Director of VietinBank.</p>	Amended to ensure compliance with Article 41 of the Law on Credit Institutions 2010	Amended
<b>Article</b>		<b>Article 59. Public disclosure of</b>	<b>Article</b>		<b>Article 60. Public disclosure</b>	Amended to ensure	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
59		<p><b>related interests</b></p> <p>1. The members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors and Chief Accountant of VietinBank shall be required to declare their related interests with VietinBank including:</p> <p>a) Name, address of the head office, field of business, number and date of issuance of the Enterprise Registration Certificate, the place of business registration of the enterprise or economic entity in which he/she and related person(s) own the an amount of contributed capital or shares, or authorizes other individuals or organizations to own 5% of the charter capital or higher;</p> <p>b) Name, address of the head office, field of business, number and date of issuance of the Enterprise Registration Certificate, the place of business registration of the enterprise in which he/she or related person acts as a member of the Board of Directors, member of the</p>	60		<p><b>of related interests</b></p> <p>1. VietinBank must gather and update the list of related persons of VietinBank in accordance with the provisions of Clause 20, Article 1 of this Charter and their respective contracts and transactions with VietinBank.</p> <p>2. The members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors of VietinBank shall be required to declare their related interests, including:</p> <p>a) Name, business code, address of the head office, field of business, of the enterprise under their ownership or holding of contributed capital or shares, and timing of such ownership or holdings;</p> <p>b) Name, address of the</p>	compliance with Article 39 of the Law on Credit Institutions 2010, Point a, Clause 2, Point c,d of Clause 4, Clause 5 of the Law on Enterprises	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Member's Council, member of the Supervisory Board, or the General Director (Director).</p> <p>2. The declaration stipulated in Clause 1 of this Article must be carried out within seven (7) business days from the date on which the related interest arises; the amendment and addition thereof must be declared with VietinBank within seven business days from the date on which the respective amendment and addition are made.</p> <p>3. The declaration stipulated in Clauses 1 and 2 of this Article must be notified to VietinBank's Board of Directors and shall be archived at the head office of VietinBank.</p> <p>4. VietinBank must notify the State Bank in writing of the information specified in Clause 1 of this Article within 7 business days from the date on which VietinBank receives the information for disclosure as prescribed in Clause 2 of this Article.</p>			<p>head office, field of business, number and date of issuance of the Enterprise Registration Certificate, the place of business registration of the enterprise or economic entity in related persons as owner, co-owner or private owner of the amount of contributed capital or shares, or authorizes other individuals or organizations to own 5% of the charter capital or higher;</p> <p>c) Name, address of the head office, field of business, number and date of issuance of the Enterprise Registration Certificate, the place of business registration of the enterprise in which he/she or related person acts as a member of the Board of Directors, member of the Member's Council, member of the Supervisory Board, or the General Director (Director).</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>d) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, Director or General Director and other executive members have the right to review, extract and reproduce a part or full copy of such declaration. VietinBank must enable access of the individuals to review, extract and reproduce the list of related persons and related interests in the fastest and most convenient way. Any misconduct of hindering or barring them to exercise the right is prohibited.</p> <p>3. The disclosure of information specified in Clause 1 of this Article and the change of relevant information must be made in writing within 07 business days from the date of</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>arising or changing the information.</p> <p>4. VietinBank must disclose the information specified in Clause 1 of this Article annually to VietinBank's General Meeting of Shareholders and the information must be kept public and kept as record at the head office of VietinBank.</p> <p>5. VietinBank must notify the State Bank in writing of the information specified in Clause 1 of this Article within 7 business days from the date on which VietinBank receives the information for disclosure as prescribed in Clause 3 of this Article.</p> <p>6. Members of the Board of Directors, General Director who to act at their own initiative or on behalf of others in perform their assigned tasks in any form</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					within the scope of the business of VietinBank must be held accountable before the Board of Directors, the Supervisory Board for justification on nature and scope of work; and shall only be entitled to proceed upon overwhelming approval by the remaining members of the Board of Directors. Full amount of income as proceeds from unauthorized actions or actions without consent by the Board of Directors, must be payable to VietinBank.		
<b>Article 60</b>		<b>Article 60. Obligations of the managers and members of the Supervisory Board of VietinBank</b> 1. To comply with the Law, the Charter of VietinBank, and decisions of the General Meeting of Shareholders in carrying out their assigned powers and duties. 2. To perform his/her assigned	<b>Article 61</b>		<b>Article 61. Rights and obligations of managers and executive officers of VietinBank</b> 1. To exercise rights and perform obligations in accordance with the provisions of the Law, the Charter of VietinBank, resolutions and decisions of the General Meeting of Shareholders of VietinBank.	Amended to ensure compliance with Article 38 of the Law on Credit Institutions 2010, Point b Clause 1, Article 165 of the Law on Enterprises, Article 291, Decree 155/2020/ND-CP	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>duties, including duties in the capacity of a member of a sub-committee of the Board of Directors in a truthful manner and in the manner which is believed to be in the best interests of the Bank, and with the degree of prudence which a prudent person must have in order to fill a corresponding position in similar circumstances.</p> <p>3. To be loyal to the interests of VietinBank and Shareholders of the Bank; not to use the information, know-how and business opportunities of VietinBank, not to abuse his/her position, title and assets of VietinBank for his/her personal interests or interests of other individuals or organizations or to harm the interests of VietinBank.</p> <p>4. To notify fully and accurately and in a timely manner to the Board of Directors of VietinBank of his/her interests which may cause conflicts that he/she gains from other economic organizations, transactions or other individuals and shall only use such opportunities when the Board of</p>			<p>2. To exercise rights and perform obligations as assigned in an honest, prudent and optimal manner for the fullest delivery of legitimate benefits of VietinBank, VietinBank's Shareholders and owners</p> <p>3. To be loyal to VietinBank, not to take advantage of business information, know-how and business opportunities of VietinBank, abuse the status, position and the properties of VietinBank for self-benefit or for the interest of other organizations and individuals or harm the interests of VietinBank, VietinBank's shareholders and owners.</p> <p>4. To ensure that VietinBank's records are kept in order to provide data for the purposes of management, administration and control of all activities of VietinBank, inspection, supervision and investigation of the State Bank.</p> <p>5. To be knowledgeable about the types of risks involved in the</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>Directors has considered and approved.</p> <p>5. Not to compete illegally with VietinBank or to facilitate any third party to cause damages to the interests of VietinBank.</p> <p>6. Not to facilitate himself/herself or their related persons to obtain any loans from the Bank on the terms and conditions which are more favorable than general provisions of the Law and the regulations of VietinBank.</p> <p>7. Not to disclose any confidential information of VietinBank and/or companies whose shares are held by VietinBank during the time of being a member of the Board of Directors and during 03 years after resignation from VietinBank BOD.</p> <p>8. Other obligations in accordance with this Charter and the provisions of the Law.</p>			<p>operations of VietinBank.</p> <p>6. To promptly, fully and accurately notify the credit institution of their interests at other organizations, transactions with other organizations or individuals that may conflict with the interests of VietinBank and may only engage in transaction upon approval by the Board of Directors.</p> <p>7. Not to facilitate themselves or their Related Persons in borrowing from or using other banking services of VietinBank with more favorable conditions than the general regulations of VietinBank.</p> <p>8. Not to raise salary, remuneration or request bonus payment when VietinBank suffers a loss.</p> <p>9. Responsibilities of VietinBank managers for honesty and avoidance of conflicts of interests shall be subjected to provisions of the Law and internal regulations of</p>		



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					<p>VietinBank.</p> <p>10. Other obligations in accordance with this Charter and the provisions of the Law.</p>		
<b>Article 61</b>		<p><b>Article 61. Contracts and transactions which must be approved by the General Meeting of Shareholders or the Board of Directors</b></p> <p>1. Contracts and transactions (other than those subject to prohibitions or restrictions as stipulated in Articles 126,127,128,129 of the Law on Credit Institutions) between VietinBank and the following parties must be approved by the General Meeting of Shareholders or the Board of Directors (except for contracts or transactions under the jurisdiction of the General Meeting of Shareholders stipulated in Article 26 of the Charter:</p> <p>a) A shareholder, an authorized representative of a shareholder holding from 35% or more of the total ordinary shares of VietinBank and their related persons.</p>	<b>Article 62</b>		<p><b>Article 62. Approval of contracts and transactions between VietinBank and Related Persons</b></p> <p>1. The General Meeting of Shareholders or the Board of Directors approves the contracts and transactions between VietinBank and the following Related Persons:</p> <p>a) A shareholder, an authorized representative of a institutional shareholder holding from 5% of the total ordinary shares of VietinBank and their related persons;</p> <p>b) Members of the Board of Directors, General Director and their related persons;</p> <p>c) Enterprises declared by the members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors of VietinBank in</p>	Amended to ensure compliance with Article 167 of the Law on Enterprises and Article 27 and 39 of the Charter	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>b) Members of the Board of Directors, members of the Supervisory Board or the General Director.</p> <p>c) Enterprises stipulated in Clauses 1 of Article 63 herein and the related persons of the members of the Board of Directors, the members of the Supervisory Board or the General Director.</p> <p>d) The credit contracts as defined in Clause 7, Article 128 of the Law on Credit Institutions in 2010;</p> <p>e) Other transactions and contracts as prescribed by Law, the Law on Credit Institutions, the internal regulations of VietinBank.</p> <p>2. Contracts or transactions with the parties mentioned in Clause 1 of this Article with value equal to 20 (twenty) per cent or more of the Charter Capital of VietinBank must be approved by the General Meeting of Shareholders. In this case, the related shareholder shall not have the right to vote. The Board of Directors shall submit the draft contract or explanations on the major contents of</p>			<p>accordance with the Clause 1, Article 60 of this Charter.</p> <p>d) Subsidiaries and associated companies of VietinBank;</p> <p>e) Members of the Supervisory Board and their related persons</p> <p>2. The Board of Directors approves the contracts and transactions as prescribed in Clause 1 of this Article which are worth less than 20% of the Charter Capital of VietinBank as recorded in the latest financial statements. In this case, the signatory to a contract or transaction as representative of VietinBank must notify the members of the Board of Directors, members of the Supervisory Board of the parties related to such contract or transaction and send the draft contract or main terms and conditions of the transaction to them. The Board of Directors decides to approve the</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>the transaction at the General Meeting of Shareholders or upon collecting written opinions from the shareholders. Such contracts and transactions shall be approved when the number of shareholders representing 65 (sixty five) percent of the total remaining votes agrees.</p> <p>3. A contract or transaction with the parties mentioned in Clause 1 of this Article valued at less than twenty (20) per cent of the Charter Capital of VietinBank must be approved by the Board of Directors. The General Director of VietinBank shall send the draft contract or notice on the major contents of the transaction to the members of the Board of Directors and display at the head office and branches of VietinBank. The Board of Directors shall make a decision on the approval of the contract or transaction within 15 (fifteen) days from the date of the display; the members with related interest shall not have the right to vote.</p> <p>4. Any contracts or transactions</p>			<p>contracts, transactions within 45 days from the date of receiving the notice; members of the Board of Directors who have interests related to the parties in a contract or transaction shall not have the right to vote.</p> <p>3. The General Meeting of Shareholders approves contracts, transactions other than contracts, transactions specified in Clause 2 of this Article;</p> <p>4. In case the contract or transaction specified in Clause 3 of this Article is approved, the representative of VietinBank to sign the contract, transaction must notify the members of the Board of Directors, members of the Supervisory Board of the parties related to such contract or transaction and send the draft contract or the notice on the main terms and conditions of the transaction to them. The Board of Directors shall submit the draft contract, transaction or explain the major contents of the</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		which have been signed or performed without the approval of the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of Clauses 2 and 3 of this Article shall be null and void and dealt with in accordance with the Law. The concerned shareholders, members of the Board of Directors or the General Director causing any damages to VietinBank shall be disciplined and must be liable to compensate for the arisen damages and to return to VietinBank any profits gained from the performance of such contract or transaction.			<p>contract, transaction at the General Meeting of Shareholders or collect written opinions from the shareholders. In this case, the Shareholder who has interests related to the parties to the contract, transaction does not have the right to vote; contracts, transactions are approved according to the provisions of Article 32 of this Charter.</p> <p>5. A contract or transaction shall be come null and void according to the Court's decisions and handled according to the provisions of the Law when it is executed in contravention of the provisions of this Article; The signatory of the contract, transaction, the Shareholders, members of the Board of Directors or the General Director who involve in such execution must jointly compensate for any damage arising, and refund to VietinBank the benefits earned from the performance of such contract, transaction.</p> <p>6. VietinBank must disclose</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					related contracts and transactions in accordance with provisions of the Law.		
<b>Article 62</b>		<p><b>Article 62. Liabilities for the damages and compensation</b></p> <p>Any member of the Board of Directors, the General Director, Deputy General Director or any manager who fails to perform his/her obligations truthfully, prudently, diligently and professionally shall be liable for any losses incurred to VietinBank due to such violations.</p>	<b>Article 63</b>		<p><b>Article 63. Liabilities for the damages and compensation</b></p> <p>Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Directors are responsible for exercising their assigned rights and obligations in accordance with relevant Law, the Charter of VietinBank, resolutions of the General Meeting of Shareholders of VietinBank; To exercise the assigned rights and obligations in an honest, prudent and best effort manner in order to ensure the maximum lawful interests of VietinBank; Other responsibilities in accordance with provisions of the Law and internal regulations of VietinBank. In case of violation, they will be personally or jointly responsible for compensating for lost benefits, returning benefits received</p>	Amended with reference to Clauses 1, Article 165 of the Law on Enterprises.	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					and compensating for all damages to VietinBank and the third party.		
<b>Article 67</b>		<p><b>Article 67. Rights to access and examine the Bank's books and dossiers</b></p> <p>1. Shareholders of VietinBank shall have the right to sight, look up and make an extract of the information in the List of shareholders; to sight, look up and make an extract or copy of the Charter of VietinBank, the book of minutes of the General Meetings of Shareholders, the resolutions of the General Meeting of Shareholders.</p> <p>2. In addition to the right of access as stipulated in Clause 1 of this Article, a shareholder or a group of shareholders holding more than 10 (ten) percent of the total ordinary shares of VietinBank for a consecutive period of at least 6 (six) months shall have the right to access the dossiers and books of VietinBank as stipulated in this Charter and legal provisions.</p> <p>3. The members of the Board of Directors and the members of the Supervisory Board shall have the right to</p>	<b>Article 68</b>		<p><b>Article 68. Right to investigate books and records</b></p> <p>1. Ordinary shareholders shall have the following rights:</p> <ul style="list-style-type: none"> <li>- To review, look up and make an extract of the information on the name and contact address in the list of shareholders having voting rights; to request the amendment of inaccurate self information;</li> <li>- To review, look up and make an extract or copy of VietinBank's Charter, minutes of General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders.</li> </ul> <p>2. In addition to the right of access as stipulated in Clause 1 of this Article, a shareholder or a group of shareholders holding from 05% and more of the total ordinary shares of VietinBank shall have the right: To review and make an extract of the book of meeting minutes, resolutions,</p>	Amended to ensure compliance with Points dd, e Clause 1, point a, Clause 2 of Article 115 of the Law on Enterprises	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		examine the Shareholder Register of VietinBank, the list of shareholders and other books, dossiers and documents of VietinBank for the purpose of their duties in VietinBank and shall be responsible to keep confidentiality of such provided information and documents.			and decisions of the Board of Directors, bi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to the Board of Directors' approval and other documents, except for documents related to trade or business secrets of VietinBank.  3. The members of the Board of Directors and the members of the Supervisory Board shall have the right to examine the Shareholder Register of VietinBank, the list of shareholders and other books, dossiers and documents of VietinBank for the purpose of their duties in VietinBank and shall be responsible to keep confidentiality of such provided information and documents.		
<b>Article 68</b>		<b>Article 67. Regulations on document storage of VietinBank</b> 1. VietinBank shall keep the following documents at the Head office of VietinBank: a) Charter of VietinBank and its	<b>Article 69</b>		<b>Article 69. Regulations on document storage of VietinBank</b> 1. Depending on each type, VietinBank must keep record of the following documents: a) Charter of VietinBank;	Amended to ensure compliance with Article 11 of the Law on Credit Institutions	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>amendments and supplements; internal management regulation of VietinBank; Shareholder's register.</p> <p>b) License for establishment and operation; Certificate of Business registration; certificate of intellectual property right; certificate for registration of product quality; other licenses and certificates;</p> <p>c) Documents and papers certifying VietinBank's ownership of assets;</p> <p>d) Minutes of General Meeting of Shareholders; meetings of the Board of Directors; Supervisory Board; decisions of VietinBank.</p> <p>e) Prospectus for the issuance of securities (if any).</p> <p>f) Reports of Supervisory Board, conclusions of inspection authorities and independent auditing firms.</p> <p>g) Accounting books, accounting documents, annual financial statements of VietinBank.</p> <p>h) Reports and final annual financial statements of VietinBank.</p>			<p>internal management regulations of VietinBank; member register or Shareholder Register;</p> <p>b) Protection title of industrial property rights; certificate of product, goods and service quality registration; other licenses and certificates (if any);</p> <p>c) Documents and papers certifying VietinBank's ownership of assets;</p> <p>d) Voting papers, minutes of vote counting, minutes of the General Meeting of Shareholders, minutes of the Board of Directors; decisions of VietinBank;</p> <p>(dd) Prospectus for offering or listing securities;</p> <p>e) Reports of Supervisory Board, conclusions of inspection authorities, conclusions of the auditing firms.</p> <p>g) Accounting books, accounting documents, annual financial statements.</p> <p>2. VietinBank must keep the documents specified in Clause 1 of</p>		



Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>i) Annual consolidated financial statements, annual consolidated performance reports, consolidated reports on the management and administration of the Group.</p> <p>k) Other documents in accordance with this Charter and the law.</p> <p>2. Copies of the reports and final annual financial statements of VietinBank, its subsidiaries and consolidated financial statements shall be kept at branches of VietinBank in the territory of Vietnam.</p> <p>3. The time period for keeping the documents as specified in Clause 1 of this Article shall comply with the legal provisions.</p> <p>4. The General Director of VietinBank shall be responsible to organize for storing and keeping confidentiality of the dossiers and documents of VietinBank in accordance with the provisions of this Charter and the law.</p>			this Article at the head office or at another location decided by the Board of Directors; The storage period shall comply with the provisions of the Law.		
<b>Article</b>		<b>Article 69. Disclosure of</b>	<b>Article</b>		<b>Article 70. Disclosure of</b>	Amended according to	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
69		<p><b>information and announcement to the public</b></p> <p>Annual financial statements and other supporting documents must be disclosed by VietinBank to the public in accordance with the regulations of the competent State Authorities and must be submitted to the relevant tax authorities and business registration office in compliance with relevant laws and regulations.</p>	70		<p><b>information and announcement to the public</b></p> <p>1. VietinBank must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of the Law. VietinBank publishes annual financial statements that have been audited in accordance with the Law on disclosure of information on the stock market and submit them to competent authorities.</p> <p>2. Annual financial statements must incorporate all reports, appendices and notes according to the provisions of the Law on enterprise accounting. Annual financial statements must be a truthful and fair reflection of the performance of VietinBank.</p> <p>3. VietinBank must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the Law on disclosure of information on the stock market and</p>	Article 55 of the standard charter of public companies	

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
					submit them to competent authorities.		
<b>Article 74</b>		<b>Article 74. Reporting</b> 1. VietinBank will prepare financial reports, statistical reports and business and operation reports on annual basis in accordance with the law and regulations of the State Bank of Vietnam. 2. Annual financial statements of VietinBank must be prepared in a truthful and objective manner and must be audited before being submitted to the General Meeting of Shareholders for consideration and approval. The General Director of the Bank shall organize the preparation of the statements as per regulations. 3. The Board of Directors shall monitor and supervise the preparation of the financial statements; the reports on the business situation of VietinBank, the reports on the financial situation of VietinBank, the evaluation reports on the management and administration of VietinBank to submit to the Supervisory Board for appraisal no later than thirty (30) days prior to the date of opening of	<b>Article 75</b>		<b>Article 75. Submission of Annual Reports</b> 1. At the end of a fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders: a) Report on business performance of VietinBank; b) Financial statements; c) Report on assessment of the management and administration of VietinBank; d) Assessment report of the Supervisory Board 2. Where an audit is required by Law, the annual financial statements of VietinBank must be audited before submission to the General Meeting of Shareholders for consideration and approval. 3. The reports specified at Points a, b and c of Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 days before the opening date	Amended to ensure compliance with Article 175 of the Law on Credit Institutions	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>the annual General Meeting of Shareholders.</p> <p>4. Annual financial reports which have been audited and appraised by the Supervisory Board shall be notified to all shareholders at least seven (07) business days prior to the opening date of annual General Meeting of Shareholders and declared as stipulated by the Law on Information Disclosure in the securities market.</p> <p>5. The annual financial statements approved by the General Meeting of Shareholders shall be sent to the competent State authorities in accordance with the Law.</p>			<p>of the Annual General Meeting of Shareholders.</p> <p>4. The reports specified in Clauses 1, 2 and 3 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the head office of VietinBank at least 10 days before the opening of the General Meeting of Shareholders. Shareholders holding shares of VietinBank for at least 01 year have the right to, by themselves or together with lawyers, accountants and certified auditors, directly review the report as provided for in this Article.</p>		
<b>Article 78</b>		<p><b>Article 78. Extension of the operation period</b></p> <p>1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months before the expiry of the operation period for the shareholders (approved if 65% or more of the total number of votes of shareholders entitled to vote directly attending or authorized representatives</p>			<b>Removed</b>	Because the term of operation of credit institutions has been set as 99 years	Removed

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		presenting at the General Meeting of Shareholders) to vote on the proposal to the competent State agencies to extend the operation period. 2. The order and procedures for extension of operation period shall be carried out in compliance with the provisions of law.					
<b>Article 79</b>		<b>Article 79. Dissolution of VietinBank</b> 1. VietinBank shall be dissolved in the following cases: a) Voluntarily applying for dissolution if being able to repay all debts and approved in writing by the State Bank of Vietnam; b) Upon the expiration of the operation period without applying for extension or applying for extension of the operation period but not permitted in writing by the State Bank of Vietnam; c) The License for establishment and operation or Certificate of business registration is revoked. d) Other cases as regulated by law.	<b>Article 80</b>		<b>Article 80. Dissolution of VietinBank</b> 1. VietinBank shall be dissolved in the following cases: a) Voluntarily applying for dissolution if being able to repay all debts and approved in writing by the State Bank of Vietnam; b) Upon the expiration of the operation period without applying for extension or applying for extension of the operation period but not permitted in writing by the State Bank of Vietnam; c) Upon revocation of the license. e) Other cases as provided for by the Law.	To ensure compliance with: Clauses 208, Article 164 of the Law on Enterprises.	Amended

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>2. Decisions on dissolution of VietinBank shall be approved by the General Meeting of Shareholders and reported to competent Authorities as provided for by Law. The liquidation of assets of VietinBank as a result of dissolution shall be undertaken under the supervision of the State Bank.</p> <p>3. Within a time-limit of six (06) months from the date of the Decision on dissolution of VietinBank, the Board of Directors must establish a Liquidation Committee consisting of at least three (03) members, of whom two members shall be appointed by the General Meeting of Shareholders and one shall be appointed by the Board of Directors. Members of the Liquidation Committee may be selected from employees of VietinBank or engaged independent experts. The Committee shall prepare regulations on its operations, process and procedures for liquidation. All expenses related to the liquidation of property shall be paid in priority to other debts of VietinBank.</p>			<p>2. Decisions on dissolution of VietinBank shall be approved by the General Meeting of Shareholders and reported to competent Authorities as provided for by Law. The liquidation of assets of VietinBank as a result of dissolution shall be undertaken under the supervision of the State Bank.</p> <p>3. Within 7 business days from the date of approval, the resolutions, decisions on dissolution and the meeting minutes must be sent to the business registration office, tax authority, and employees in VietinBank. Resolutions and decisions on dissolution must be posted on the National Portal on Business Registration and publicly posted at the head office, branches and representative offices of VietinBank.</p> <p>In case VietinBank still has outstanding financial obligations that are unpaid, resolutions, decisions on dissolution and debt settlement plans must be sent to creditors and</p>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		<p>4. The Liquidation Committee shall be responsible for reporting to business registration authorities on its date of establishment and date of commencement of operations. From that point of time, the Committee shall represent VietinBank to deal all matters relating to the liquidation of VietinBank with relevant agencies.</p> <p>5. The proceeds collected from the liquidation will be disbursed in the following order:</p> <ul style="list-style-type: none"> <li>a) Liquidation expenses.</li> <li>b) Salary and insurance expenses for employees in accordance with the provisions of law.</li> <li>c) Taxes and expenses of tax nature payable by VietinBank to the State of Vietnam.</li> <li>d) Loans and other debts of VietinBank.</li> <li>e) The remaining balance after having paid off all obligations from item a to item d of this Clause shall be distributed to shareholders. Preference shares shall be paid in priority.</li> </ul>			<p>stakeholders. A debt settlement plan must include the name and address of the creditor; debt amount, deadline, location and method of repayment of such debt; method and time limit for the settlement of creditors' claims;</p> <p><del>4. The Liquidation Committee shall be responsible for reporting to business registration authorities on its date of establishment and date of commencement of operations. From that point of time, the Committee shall represent VietinBank to deal all matters relating to the liquidation of VietinBank with relevant agencies.</del></p> <p>4. VietinBank's debts shall be paid in the following order of priority:</p> <ul style="list-style-type: none"> <li>a) Unpaid salary, severance pay, social insurance, health insurance, unemployment insurance as prescribed by Law and other benefits of the employees under the collective labor agreement signed labor contracts;</li> <li>b) Unpaid tax;</li> <li>c) Other debts.</li> </ul>		

Current wording			Proposed revision			Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		6. Other procedures and regulations related to the dissolution of VietinBank shall be undertaken in accordance with the relevant provisions of the Law.			5. Other procedures and regulations related to the dissolution of VietinBank shall be undertaken in accordance with the relevant provisions of the Law.		