

# 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			P	roposed revision	Rational	le	Description
Article	Clause,	Content	Article	Clause,	Content			
	Point			Point				
Article	1	Interpretation of terms:	Article 1.		Interpretation of terms:			
1.								
Article	Clause 3	Article 1. Interpretation	Article 1.	Clause 3	Article 1. Interpretation	Amended to	ensure	Amended



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		•
	Point			Point			
		credit institutions.					
Article 1	Clauses	19. "Candidacy, nomination"	Article 1	Clauses	17. "Nomination" mean such		Amendmen
	19	mean such cases where one individual		17	cases where one individual		t
		shareholder nominates himself/herself or			shareholder nominates himself/herself		
		another person; one institutional			or another person; one institutional		
		shareholder nominates its representative			shareholder nominates its		
		or another person; an eligible group of			representative or another person; an		
		shareholders nominates one person or			eligible group of shareholders		
		more within or outside the group as			nominates one person or more within		
		candidates for the position of member of			or outside the group as candidates for		
		the Board of Directors or member of the			the position of member of the Board		
		Supervisory Board of VietinBank in			of Directors or member of the		
		accordance with the provisions of the			Supervisory Board of VietinBank in		
		law.			accordance with the provisions of the		
					law and regulations of VietinBank.		
			Article 1	Clauses	1	Amended to ensure	
				19	include: spouses, biological parents,		ed
					1 -	22 Article 4 of the Law	
					mother-in-law, father-in-law, mother-	_	
					in-law, biological children, adopted		
					children, son-in-law, brother-in-law,		
A 41 7 4	- CI	22 (D 1 . 1 . 2)	A (1. T. 4	CI.	biological siblings, siblings- in-law.	A 1 1 .	A 1 1
Article 1	Clauses	22. "Related person" means an	Article 1	Clause	20. "Related person" means		Amended
	21	organization, individual that has direct or		20	an organization, individual that has	-	
		indirect relationship with another			direct or indirect relationship with		
		organization, individual, with VietinBank			another organization, individual,	Credit Institutions 2010,	



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



		<b>Current wording</b>		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					its charter capital or share capital with		
					voting rights and vice versa;		
					d) An individual with his/her		
					spouse, parents, children, siblings;		
					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;		
					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.		
					f) An enterprise with the		
					another enterprise where individuals,		



	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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.		
					(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.		
Article 1	Clause 22	22. "Law" means all laws, ordinances,	Article 1	Clause	"Law" means any document		Amended
		decrees, decisions, circulars and other		21	listed in Article 4 of the Law on		
		legal normative documents which are			Promulgation of Legal Documents		
		issued by the State agencies of Vietnam			passed by the National Assembly of		
		from time to time in relation to the			Vietnam on 22 June 2015, and if it is		
		Bank's operations, including all its			amended or supplemented, the		
		amendments, supplements and			documents then defined as legal		
		replacements.			normative documents under such		
					amendments or supplements shall be		



						70 11 1	<b>D</b>
		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					included.		
Article 1	Point f	f) Not being a manager, member of the	Article 1	Point f	f) Not being a manager,	Amended to ensure	Amended
	Clause 23	Supervisory Board of VietinBank at any		Clause	member of the Supervisory Board of	compliance with Clause	
		time in the past 5 consecutive years.		22	VietinBank at any time in the past 5	2 Article 155 of the Law	
					consecutive years, except for the case	on Enterprises	
					of reappointment for the second term		
					of office consecutively.		
Article 1	Clause 23	24. "Non-executive member of the Board	Article 1	Clause	23. "Non-executive member	Clause 56 Article 3	Amended
		of Directors" is a member of the Board of		23	of the Board of Directors" is a	Decree 155/2020/NĐ-	
		Directors who does not concurrently hold			member of the Board of Directors	CP guiding the	
		the post of General Director, Deputy			who is not the General Director,	implementation of the	
		General Director, Chief Accountant or			Deputy General Director, Chief	Law on Securities	
		Branch Directors of VietinBank.			Accountant or Branch Manager of		
					VietinBank.		
Article 3	Clause 3	3. The Chairman of Board of	Article 4		Article 4. Legal	Split a provision to form	Amended
		Directors is the legal representative of			representative:	a separae Article on	
		VietinBank, exercising the rights and			VietinBank has 01 Legal	legal representative of	
		obligations prescribed by law, this			representative. Chairman of the	VietinBank	
		Charter and internal regulations of			Board of Directors is the Legal		
		VietinBank.			representative of VietinBank. The		
					Legal representative of VietinBank		
					exercises the rights and obligations		
					prescribed by the Law, this Charter		
					and internal regulations of		



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					VietinBank.		
Article		Article 76. Seal	Article 5		Article 4. VietinBank's seals	Moved from Article 76	Amended
<b>76</b>		1. The Board of Directors			1. The seals include the seals	of the Charter and	
		approves the official seal of VietinBank			made at the stamp-engraved	amended according to	
		and such seal shall be engraved in			establishment or the seals in the form	Article 43 of the Law on	
		accordance with the law and the Charter			of a digital signature according to the	Enterprises	
		of VietinBank.			provisions of the Law on electronic		
		2. The Board of Directors, the			transactions.		
		General Director shall use the Bank's			2. VietinBank decides on the		
		seal as provided for by law.			type, quantity, form and content of the		
					seal of VietinBank, branches,		
					representative offices and other units		
					of VietinBank.		
					3. The management and		
					keeping of the seals shall comply with		
					the internal regulations of VietinBank.		
Article 4		Article 4. Mission statement,	Article 6		_	Amended to suit the	Amended
		field of business and objectives of			standpoint, lines of business and	1 0	
		VietinBank			mission of VietinBank	VietinBank	
		1. The Mission statement of			1. VietinBank's development		
		VietinBank is to become a diversified			standpoint is the country's leading		
		financial and banking group in			commercial bank, playing a key role		
		accordance with the provisions of			in the economy, serving the		
		Vietnamese laws; to provide to the			development of the country. The		
		society with a variety of financial and			Bank always promotes its potential		
		banking businesses, products and			advantages, making the most of its		



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



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		practices as regulated by Vietnamese			practices are not contrary to the		
		laws.			Vietnamese laws.		
Article	Clause 5	5. Shareholders may pledge their shares			Removed	The current law only	Removed
11		of VietinBank to guarantee the				provides for mortgage	
		performance of their obligations as				of shares. In addition,	
		provided for by law but they cannot				(i) Clause 5, Article 126	
		pledge such shares at VietinBank.				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.	
Article	Clause 1	Article 12. Share offering	Article	Clause 1	Article 14. Share offering	Amended to ensure	Amended
12		1. Share offering means that	14		1. Share offering means that	compliance with Clause	
		VietinBank increases the number of			VietinBank increases the number of	1 Article 123 of the Law	
		shares that may be offered for sale and			shares, and sells such shares during its	on Enterprises	
		sells those shares in the course of			course of operation, types of shares		
		operation in order to raise charter capital.			that may be offered for sale in order to		
					raise Charter capital.		
Article	Clauses 6,	Article 12. Share offering	Article	Clauses	Article 14. Share offering	Amended to ensure	Amended



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



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		VietinBank.					
Article		Article 13. Sale of shares	Article		Article 15. Sale of shares	Amended to ensure	Amended
13		The Board of Directors shall decide the	15		The Board of Directors decides the	compliance with Article	
		timing, method and the selling price of			timing, method and the selling price	126 of the Law on	
		shares in accordance with the plan to			of shares. The selling price shall not	Credit Institutions	
		raise the charter capital approved by the			be lower than the market price at the		
		General Meeting of Shareholders. The			time of share offering or the most		
		selling price shall not be lower than the			recently recorded booking value of		
		market price at the time of share offering			share, except for the following cases:		
		or the value of one share which is most			1. Shares initially offered to		
		recently recorded in accounting book of			those who are non-founding		
		shares, except:			shareholders.		
		1. Shares initially offered to those			2. Shares offered to all		
		who are non-founding shareholders.			shareholders in proportion to their		
		2. Shares offered to all			existing shareholding percentage at		
		shareholders in proportion to their			VietinBank.		
		existing number of shares at VietinBank;			3. Shares offered to brokers or		
		3. Shares offered to brokers or			underwriters. In this case, the discount		
		underwriters. In this case, the discount			amount or the discount rate must be		
		amount or the discount rate must be			approved by the General Meeting of		
		approved by the General Meeting of			shareholders;		
		shareholders;					
Article	Clause 1	Article 14. Redemption of shares	Article	Clause 1	Article 16. Redemption of shares	Amended to ensure	Amended
14		1. Redemption of shares at the	16		1. Redemption of shares at the	compliance with Clause	
		request of VietinBank			request of VietinBank	3 Article 133 of the Law	
		VietinBank is entitled to redeem			VietinBank is entitled to	on Enterprises	



		Comment recording			Duamagad variation	Detionals	Degarintian
A 4º 1	CI	Current wording	A 41 T		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		no more than 30% (thirty percent) of the			redeem no more than 30% of the total		
		total number of ordinary shares sold in			number of ordinary shares sold, a part		
		compliance with the following			of or whole of preference shares sold		
		provisions:			in compliance with the following		
		a) The Board of Directors of VietinBank			provisions:		
		shall have the right to decide on			a) The Board of Directors of		
		redemption of 10% (ten percent) or less			VietinBank shall have the right to		
		of the total number of shares of each type			decide on redemption of 10% (ten		
		offered in 12 (twelve) months. In other			percent) or less of the total number of		
		cases, the redemption of shares shall be			shares of each type sold in 12 (twelve)		
		decided by the General Meeting of			months. In other cases, the		
		Shareholders.			redemption of shares shall be decided		
		b) The Board of Directors shall decide			by the General Meeting of		
		the price for the redemption of shares.			Shareholders.		
		With respect to ordinary shares, the			b) The Board of Directors		
		redemption price shall not be higher than			shall decide the price for the		
		the market price at the time of			redemption of shares. With respect to		
		redemption except for the cases			ordinary shares, the redemption price		
		stipulated in point c of this Clause. For			shall not be higher than the market		
		other types of shares, if VietinBank and			price at the time of redemption except		
		related shareholders do not agree			for the cases stipulated in point c of		
		otherwise, the redemption price must not			this Clause. For other types of shares,		
		be lower than the market price.			if VietinBank and related		
		c) VietinBank may redeem shares			shareholders do not agree otherwise,		
		of each shareholder in proportion to such			the redemption price must not be		
		shareholder's shareholding percentage in			lower than the market price.		



		Current wording		1	Proposed revision	Rationale	Description
Autiala	Clause	<u> </u>	Article			Kauonale	Description
Article	Clause,	Content	Arucie	Clause,	Content		
	Point			Point	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		
		VietinBank. In this case, the decision on			c) VietinBank may redeem		
		redemption of shares of VietinBank must			shares of each shareholder in		
		be announced in the way ensuring that			proportion to such shareholder's		
		the notice will reach all shareholders			shareholding percentage in		
		within 30 days from the date when the			VietinBank, following the below		
		decision is approved. The notice must			procedures and order:		
		include the name and address of the head			(i) The decision on		
		office of VietinBank, the total number of			redemption of shares of VietinBank		
		shares and class of shares to be			must be announced in the way		
		redeemed, the redemption price or the			ensuring that the notice will reach all		
		principles for determining the redemption			shareholders within 30 days from the		
		price, procedures and payment schedule,			date when the decision is approved.		
		procedures and timeframe for			The notice must include the name and		
		shareholders to offer their shares to			address of the head office of		
		VietinBank.			VietinBank, the total number of		
		Shareholders who agree to sell			shares and class of shares to be		
		their shares must send their offers to			redeemed, the redemption price or the		
		VietinBank by a method guaranteed to			principles for determining the		
		reach the Bank within 30 days from the			redemption price, procedures and		
		date of notification. The offers must			payment schedule, procedures and		
		include full name, permanent address,			timeframe for shareholders to offer		
		citizen identity card number or identity			their shares to VietinBank.		
		card number or passport number or other			(ii) Shareholders who agree to		
		valid personal certification with respect			sell their shares must send their		
		to shareholders being individuals; name,			written consent on the sale of share to		
		enterprise code or number of			VietinBank by a method guaranteed		



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



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



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



		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		others or use their shares to pay debts. In			VietinBank to other individuals or	on Enterprises	
		this case, the person who receives the			organizations or use their shares to		
		share or receives such shares as a			pay debts. The individual or		
		repayment of a debt will be a shareholder			organization who receives the share or		
		of VietinBank.			receives such shares as a repayment		
					of a debt will become a shareholder of		
					VietinBank.		
Article	Clause 7	Article 15. Transfer of shares	Article	Clause 6	Article 17. Transfer of shares	Amended to ensure	Amended
15		7. There must have approval of the	17		6. VietinBank must obtain approval	compliance with Clause	
		Governor of the State Bank of Vietnam			from the State Bank of Vietnam in		
		in writing before transferring in the			writing before commencing any	Credit Institutions 2010,	
		following cases:			procedure for changing any of the		
		a) Transfer of shares of major			following:	amended Law on Credit	
		shareholders;			a) Sale and purchase, transfer	Institutions	
		b) Transactions of shares which			of shares of major shareholders;		
		make major shareholders become normal			b) Sale and purchase, transfer		
		shareholders and vice versa.			of shares which make major		
					shareholders become normal		
					shareholders and vice versa.		
			Article	Clause 9	Article 17. Transfer of shares	Amended to ensure	Supplement
			17		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.		
					101 III uns Charci.		



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



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



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



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		include following contents:			certificate that has been lost, ruined or		
		a) The share certificate is lost,			damaged in other forms;		
		ruined or damaged in other form; in case			b) Commitment to taking		
		of loss, shareholder must commit that			responsibility for disputes arisen from		
		best effort has been spent to find the			re-issuance of the Share certificate.		
		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.					
Article	Clause 7	Article 19. Share certificate			Removed	To comply with Article	Removed
19		7. VietinBank's shares shall be purchased				131 of the Law on	
		in Vietnamese dong and be paid fully in				Enterprises	
		one time.					
Article	Clause 8	Article 19. Share certificate	Article		Removed	This content has been	Amended



		Current wording		Ţ	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content	Kauonaic	Description
Arucie	· ·	Content	Arucie	, , , , , , , , , , , , , , , , , , ,	Content		
10	Point		21	Point		1 ' (1 2	
19		8. VietinBank shall be entitled to issue	21			covered in Clause 3,	
		convertible bonds after being adopted by				Article 25 of the Draft	
		the General Meeting of Shareholders and				Charter	
		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.					
Article		Article 21. Revocation of shares			Removed	This point is only	Removed
21		1. Where an individual or				applicable when	
		organization registering to buy shares				registering for business	
		fails to pay in full and on time the				establishment	
		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					



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		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.					
Article	Clause 1	Article 23. Rights of shareholders	Article	Clause 1	Article 23. Rights of shareholders	Amended to ensure	Amended
23		a) To attend, express opinions in the	23		a) To attend, express opinions in the	compliance with Clause	
		General Meeting of Shareholders and			General Meeting of Shareholders and	1 Article 53 of the Law	
		vote either directly or through their			vote either directly or through their	on Enterprises	
		authorized representatives or in other			authorized representatives or in other		
		forms as stipulated in the Law and this			forms as stipulated in the Law and		
		Charter. Each ordinary share shall carry			this Charter. Each ordinary share shall		
		one vote.			carry one vote.		
Article	Clause 1	Article 23. Rights of shareholders	Article	Clause 1	Article 23. Rights of shareholders	Amended to ensure	Amended
23		d) To be given priority right to purchase	23		d) To be given preemptive right to	compliance with Point v	
		new shares offered by VietinBank in			purchase new shares offered by	Clause 1 Article 115 of	
		proportion to the number of ordinary			VietinBank in proportion to the	the Law on Enterprises	
		shares held by the shareholders.			percentage of ordinary shares held by		
					each shareholder in VietinBank.		
Article	Clause 1	Article 23. Rights of shareholders	Article	Clause 1	Article 23. Rights of shareholders	Amended to ensure	Amended
23		f) To review, look up and make an	23		f) To review, look up and make an	compliance with Point	
		extract of the information related to			extract of the information on the name	dd Clause 1 Article 115	
		shareholders and request the amendment			and contact address in the list of	of the Law on	



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



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



		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		Shareholders. The request must be			the percentage of ownership in the		
		accompanied with documents and			total number of shares of VietinBank,		
		evidence proving the violations of the			the grounds and reasons for such		
		Board of Directors, the level of violation			request to convene the General		
		or the decisions which are made beyond			meeting of Shareholders. The request		
		its authority.			must be accompanied with documents		
		c) Other rights as provided for by			and evidence proving the violations of		
		Law and this Charter.			the Board of Directors, the level of		
					violation or the decisions which are		
					made beyond its authority.		
					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		



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A 4° 1	CI.	Current wording	A 4° 1.		Proposed revision	Kauonaie	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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.		
Article	Clause 3	Article 23. Rights of shareholders	Article	Clause 3	Article 23. Rights of shareholders	Removed because this	Moved to
23		3. A major shareholder or a major group	23		3. A major shareholder or a major	content is combined	Clause 2 of
		of shareholders holding from 05% (five			group of shareholders holding from	with Clause 2 of this	this Article
		percent) or more of total ordinary shares			05% (five percent) or more of total	Article in accordance	
		of VietinBank for at least 06 (six)			ordinary shares of VietinBank for at	with Clause 2 Article	
		consecutive months shall have the			least 06 (six) consecutive months	115 of the Law on	
		following rights:			shall have the following rights:	Enterprises 2020	
		a) To request the Supervisory			a) To request the Supervisory		
		Board to examine the accounting book,			Board to examine the accounting		
		other documents and the management,			book, other documents and the		
		running of VietinBank's operations when			management, running of VietinBank's		
		deemed necessary. The request must be			operations when deemed necessary.		
		made in writing with full name,			The request must be made in writing		
		permanent address, nationality,			with full name, permanent address,		
		citizenship card number, ID card,			nationality, citizenship card number,		
		passport or other legal personal			ID card, passport or other legal		
		identification for individual shareholders;			personal identification for individual		
		with name, permanent address,			shareholders; with name, permanent		
		nationality, establishment decision			address, nationality, establishment		



		Current wording		Т	Proposed revision	Rationale	Description
Article	Clause	Content	Article			Kauonaie	Description
Arucie	Clause,	Content	Arucie	Clause,	Content		
	Point			Point			
		number or enterprise registration number,			decision number or enterprise		
		for institutional shareholders; the number			registration number, for institutional		
		of shares and time of share registration of			shareholders; the number of shares		
		each shareholder, the total number of			and time of share registration of each		
		shares of the group of shareholders and			shareholder, the total number of		
		the percentage of ownership in the total			shares of the group of shareholders		
		number of shares of VietinBank; issues			and the percentage of ownership in		
		to be examined, purposes of examination;			the total number of shares of		
		b) Other rights as provided for by			VietinBank; issues to be examined,		
		Law and this Charter.			purposes of examination;		
					b) Other rights as provided for		
					by Law and this Charter.		
			Article	Clause 4	4. A shareholder or a group of	Amended to ensure	Supplement
			23		shareholders holding from 10% or	compliance with Clause	ed
					more of total ordinary shares of	5 Article 115 of the Law	
					VietinBank shall have the right to	on Enterprises	
					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		



Current wording Proposed revision Rational Article Clause, Point Point attending the meeting prior to the	le Description
Point Point	
attending the meeting prior to the	
opening of the General Meeting of	
Shareholders;	
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.	
Article Clause 5 Article 23. Rights of shareholders Supplemented	in Supplement
23 5. The right to appoint an accordance with	
authorized representative of an 2 Article 14 of	



				A Partie			
		Current wording		F	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					institutional Shareholder:	on Enterprises in more	
					a) An authorized representative	detail to be consistent	
					of an institutional shareholder of	with the reality of	
					VietinBank must be an individual	VietinBank	
					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.		
					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		



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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.		
					c) The appointment of an		
					authorized representative of an		
					institutional Shareholder must comply		
					with the provisions of the Law and the		
					Charter of VietinBank.		
Article	Clause 2	Article 24. Obligations of shareholders	Article	Clause 2	Article 24. Obligations of	Amended to ensure	Amended
24		2. To attend the meeting of the	24		shareholders	compliance with Point	
		General Meeting of Shareholders and			2. To attend the meeting of	b,c of Clause 3 Article	
		exercise the voting right in the following			the General Meeting of Shareholders	144 of the Law on	
		forms:			and exercise the voting right in the	Enterprises	
		a) To attend and vote directly at			following forms:		
		the meeting;			a) To attend and vote directly		
		b) To authorize other persons to			at the meeting;		
		attend and vote at the meeting;			b) To authorize other		
		c) To send voting papers to the			individuals, organizations to attend		
		meeting via post, fax, email.			and vote at the meeting;		
					c) To send voting papers to		



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content	Rationale	Description
7 HT CICIC	Point	Content	7 II ticic	Point	Content		
_	Tomic			Tome	provided by VietinBank confidential	on Enterprises	
					in accordance with the Charter of	on Emerprises	
					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.		
Article	Clause 1	Article 25. General Meeting of	Article	Clause 1	Article 26. General Meeting of	Amended to ensure	Amended
25		Shareholders	26		Shareholders	compliance with Clause	
		1. The General Meeting of			1. The General Meeting of	2 Article 139 of the Law	
		Shareholders is the body of highest			shareholders is the highest decision-	on Enterprises	
		jurisdiction of VietinBank. The General			making body of VietinBank. The		
		meeting of shareholders is organized in			General meeting of shareholders is		
		form of annual General Meeting of			organized in form of annual General		
		Shareholders, Extraordinary General			Meeting of Shareholders,		
		Meeting of Shareholders, or consulting			Extraordinary General Meeting of		
		opinions of shareholders in writing. The			Shareholders, or consulting opinions		
		General Meeting of Shareholders must be			of shareholders in writing. The		
		held annually within 4 months from the			General Meeting of Shareholders		
		end of a fiscal year.			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		



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



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



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



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



						D 11	
	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
26		General Meeting of Shareholders	27			compliance with Point	
		3. To make decisions on the increase or			3. To approve the plan to change the		
		decrease of the Charter capital, types of			Charter Capital; to approve Share	Law on Credit	
		shares and number of new shares to be			offering plan, including types of		
		issued for each type of share and plan for			shares and number of new shares to	a, Clause 2 Article 138	
		the issuance of convertible bonds.			be offered; plan for the issuance of	of the Law on	
					convertible bonds; to decide dividend	Enterprises	
					rate for each type of Share.		
Article	Clause 5	Article 26. Rights and duties of the	Article	Clause 5	To approve contracts valued at		
26		General Meeting of Shareholders	27		more than 20% of VietinBank's	ensure compliance with	
		<b>5.</b> To approve contracts valued at			charter capital recorded in the	the provisions of Clause	
		more than 20% of VietinBank's			latest audited financial	1, Article 62 of the	
		charter capital recorded in the latest			statements, signed between	Charter	
		audited financial statements, signed			VietinBank and the members of		
		between VietinBank and the			the Board of Directors, the		
		members of the Board of Directors,			members of the Supervisory		
		the members of the Supervisory			Board, the General Director, the		
		Board, the General Director, the big			big shareholders, related persons		
		shareholders, related persons of the			of the manager, the members the		
		manager, the members the			Supervisory Board, the General		
		Supervisory Board, the General			Director, the big shareholders of		
		Director, the big shareholders of			VietinBank, the subsidiaries or		
		VietinBank, the subsidiaries or the			the associated companies of		
		associated companies of			VietinBank; and other subjects		
		VietinBank.			specified in Clause 1, Article 62		



		C .		<u> </u>	1	D 4	D
		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					of this Charter.		
Article	Clause 16	Article 26. Powers and duties of the	Article	Clause	Article 27. Powers and duties of the		Amended
26		General Meeting of Shareholders	27	16		compliance with Point	
		16. To make decision on selection of			16. To approve the list of independent		
		independent auditing firm.			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	dated December 15,	
					deemed necessary.	2011 on independent	
						audit of credit	
						institutions, foreign	
						banks' branches	
Article	Clause 18		Article	Clause	Article 27. Powers and duties of the		Amended
26		General Meeting of Shareholders	27	18	_	compliance with Point	
		18. To approve documents on internal			18. To approve the internal	'	
		governance; the organization and			governance regulations, regulations		
		operation of the Board of Directors;			on the organization and operation of		
		Supervisory Board.			the Board of Directors and the		
					Supervisory Board.	the Law on Enterprises	
Article	Clause 1	Article 27. The right to attend	Article	Clause 1	Article 28. The right to		Amended
27		the General Meeting of Shareholders	28		attend the General Meeting of		
		1. Shareholders are entitled to			Shareholders	the standard charter of	
		attend the General Meeting of			1. Shareholders, authorized	-	
		Shareholders as stipulated in Clause 2 of			representatives of institutional		
		Article 24 this Charter, in the case where			Shareholders may directly attend the		



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



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		•
	Point			Point			
					Meeting room.		
Article	Clause 4	Article 27. The right to attend	Article	Clause 4	Article 28. The right to	Amended according to	Amended
27		the General Meeting of Shareholders	28		attend the General Meeting of	Clause 3 Article 16 of	
		4. Unless VietinBank is notified			Shareholders	the standard charter of	
		in writing at least 24 (twenty four) hours			4. Votes of the person	public companies	
		prior to the opening time of the General			authorized to attend the meeting		
		Meeting of Shareholders, the vote of the			within the scope of authorization is		
		authorized person within the scope of			still valid in one of the following		
		his/her authorization shall remain valid			cases:		
		even if:			a) The principal is dead, has		
		a) The authorizing person is dead			limited civil act capacity or has lost		
		or his/her capacity of civil acts has been			his/her civil act capacity;		
		lost or restricted;			b) The principal has rescinded		
		b) The authorization is revoked or			the appointment of authorization;		
		terminated by the authorizing person.			c) The principal has rescinded		
					the authority of the authorized person.		
					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.		
Article	Clause 6	Article 27. The right to attend	Article	Clause 6	Article 28. The right to	<u> </u>	Removed
27		the General Meeting of Shareholders	28		attend the General Meeting of		
		6. Where the attorney appoints a			Shareholders	standard charter of	



		Current wording		1	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content	Kauonaie	Description
Arucie	1	Content	Arucie		Content		
	Point	1 1 16 6 1		Point	m 1	11'	_
		representative on behalf of the			To be removed	public companies.	
		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).					
Article	Clause 1	Article 28. Change of rights	Article	Clause 1	Article 27. Change of rights	Amended according to	Amended
28		1. The decisions of the General	29		1. Changing or canceling	Clause 1 Article 17 of	
		Meeting of Shareholders with respect to			special rights attached to a type of		
		the share capital of VietinBank being			Preference Shares is valid when	public companies	
		divided into different types of shares, the			approved by Shareholders		
		changes in or annulment of special rights			representing 65% or more of the total		
		attached to each type of share shall only			number of votes of all attending		
		be approved upon agreement in writing			Shareholders. A Resolution of the		
		of the persons holding at least 75% of			General Meeting of Shareholders on		
		voting rights of the issued shares of such			the content that adversely change the		
		type.			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		



		Convent monding		Т	han and navision	Detionals	Description
A 4º 1	CI.	Current wording	A 41 1		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					adoption of a resolution in the form of		
					written opinion poll.		
Article	Clause 2	Article 29. Convening, agenda	Article	Clause 2		To ensure compliance	Amended
29		and announcement of the General	30		agenda and announcement of the		
		Meeting of Shareholders			General Meeting of Shareholders	- Clauses 1 and 2,	
		2. The convener of the General			2. The convener of the	Article 141 of the Law	
		Meeting of Shareholders must perform			General Meeting of Shareholders	on Enterprises.	
		the following tasks:			must perform the following tasks:	- Point d, Clause 5,	
		a) Preparing the list of			a) Preparing the list of	Article 140 of the Law	
		shareholders who are eligible to attend			shareholders who are eligible to	on Enterprises.	
		and vote in the General Meeting of			attend and vote in the General		
		Shareholders. Such list of shareholders			Meeting of Shareholders. Such list of		
		must contain full name, permanent			shareholders must contain full name,		
		address, nationality, citizenship card			contact address, nationality, number		
		number, identity card number, passport			of legal papers of the individual for		
		number or other valid personal			the individual shareholder; name,		
		identification of shareholders being			enterprise code or number of legal		
		individuals; name, enterprise code or			papers of the organization, address of		
		number of establishment decision,			the headquarters for institutional		
		address of the head quarters of			shareholder; number of Shares of each		
		shareholders being institutions; number			type, number and date of Shareholder		
		of shares of each type, number and date			registration of each Share holder. The		
		of shareholder registration of each			list of Shareholders eligible to attend		
		shareholder. The list of shareholders			the General Meeting of Shareholders		
		entitled to attend the General Meeting of			is prepared based on the Shareholder		
		Shareholders shall be made no earlier			Register of VietinBank. The list of		



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



		Current wording		1	Proposed revision	Rationale	Description
Articlo	Clauca		Articlo		· •	Kationale	Description
Aiticle		Content	Aiude		Content		
Article	Clause, Point	Content  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:  a) The agenda and documents used in the meeting; b) Voting cards;	Article	Clause, Point	Content  (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.  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		Description
		a) The agenda and documents used in the meeting;			of VietinBank's listing or		



	1	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					magazines.		
					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:		
					a) The agenda and documents		
					used in the meeting;		
					b) Voting cards;		
					e) The form for the		
					appointment of an authorized		
					representative to attend the meeting.		
Article	Clause 4,	Article 29. Convening, agenda	Article	Clause 4,	Article 30. Convening,		Amended
29	5	and announcement of the General	30	5	agenda and announcement of the	_	
		Meeting of Shareholders			8	Clause2, 3 Article 142	
		4. A shareholder or a group of			4. A shareholder or a group of		
		shareholders in accordance with clause 2			shareholders in accordance with	Enterprises	
		of Article 23 of this Charter shall have			clause 3 of Article 23 of this Charter		



		C				D. C. L.	Desiration
A .0 T		Current wording	4 .0 7		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		the right to propose matters to be			shall have the right to propose matters		
		included in the agenda of the General			to be included in the agenda of the		
		Meeting of Shareholders. Such petition			General Meeting of Shareholders.		
		must be in writing and sent to			Such proposal must be in writing and		
		VietinBank at least 03 (three) business			sent to VietinBank at least 3 business		
		days prior to the opening of the General			days prior to the opening of the		
		Meeting of Shareholders. The petition			General Meeting of Shareholders.		
		must include the full name of the			The proposal must clearly state the		
		shareholder, permanent address,			name of the Shareholder, the number		
		nationality, citizenship card number,			of shares of each type of Shareholder,		
		identity card number, passport number or			and issues proposed to be included in		
		other legal personal identification			the meeting agenda.		
		number for shareholders being			5. The conveners of the		
		individuals; the name, enterprise			General Meeting of Shareholders		
		identification number or establishment			shall have the right to reject the		
		decision number, head office address for			proposal as specified in Clause 4 of		
		shareholders being institutions; the			this Article no later than 2 business		
		number and type of shares owned by the			days prior to the opening of the		
		shareholders, and the contents proposed			General Meeting of Shareholders. The		
		to be included in the meeting agenda.			rejection must be in writing with		
		5. The conveners of the General			reasons clearly stated. The conveners		
		Meeting of Shareholders shall have the			of the General Meeting of		
		right to reject the proposals as specified			Shareholders may only reject the		
		in Clause 4 of this Article in case of			proposals in one of the following		
		either of the below:			cases:		
		a) The proposals are not sent			a) The proposal is sent in a		



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		2 cscription
11101010	Point	3 3213213	111 01010	Point	S 52110221		
		within the time limit, or insufficient or in			way contrary to the provisions of this		
		relation to an irrelevant matter;			Article 4;		
		b) At the time of making the			b) At the time of making the		
		proposals, the shareholder or group of			proposals, the shareholder or group of		
		shareholders have not owned at least			shareholders have not owned at least		
		10% (ten percent) or more of the			10% (ten percent) or more of the		
		ordinary shares or the period for holding			ordinary shares or the period for		
		such shares is less than 6 (six)			holding such shares is less than 6		
		consecutive months in accordance with			(six) consecutive months in		
		clause 2 of Article 23 of this Charter;			accordance with clause 2 of Article		
		c) The matters that are proposed			23 of this Charter;		
		to be included in the meeting agenda do			c) The matters that are		
		not fall within the jurisdiction of the			proposed to be included in the		
		General Meeting of Shareholders;			meeting agenda do not fall within the		
		D) Other circumstances which			jurisdiction of the General Meeting of		
		are in accordance with provisions of the			Shareholders;		
		law and of this Charter			D) Other circumstances which		
					are in accordance with provisions of		
					the law and of this Charter		
Article	Clause 3	Article 31. Procedures for the	Article	Clause 3	Article 32. Procedures for the	Amended to ensure	Amended
31		conducting of and voting at the	32		conducting of and voting at the	*	
		General Meeting of Shareholders			General Meeting of Shareholders	a,b of Clause 2 Article	
		3. Chairperson, secretary and			3. Chairperson, secretary and		
		vote-counting committee of the General			vote-counting committee of the	Enterprises	
		Meeting of Shareholders.			General Meeting of Shareholders.		
		a) The Chairman of the Board of			a) The Chairman of the Board		



		Current wording		I	Proposed revision	Rationale	Description
A4° -1 -	Classes		A42 -1 -			Kauonaie	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		Directors shall act as the chairperson of			of Directors shall act as the		
		the Meetings of Shareholders which are			chairperson of or authorize a member		
		convened by the Board of Directors;			of the Board of Directors to chair the		
		where the Chairman of the Board of			Meetings of Shareholders which are		
		Directors is absent or temporarily loses			convened by the Board of Directors;		
		working capability, the remaining			where the Chairman of the Board of		
		members of the Board of Directors will			Directors is absent or temporarily		
		select a Chairperson of the Meeting on			loses working capability, the		
		majority principle; in case of not being			remaining members of the Board of		
		able to elect a Chairperson, Head of the			Directors will select a Chairperson of		
		Supervisory Board will guild the General			the Meeting on majority principle; in		
		Meeting of Shareholders to select a			case of not being able to elect a		
		Chairperson of the Meeting and the			Chairperson, Head of the Supervisory		
		person who receives the highest number			Board will moderate the General		
		of votes shall become the Chairperson of			Meeting of Shareholders to select a		
		the meeting.			Chairperson of the Meeting and the		
		b) In other cases, the person who			person who receives the highest		
		signs the decision to convene the General			number of votes shall become the		
		Meeting of Shareholders shall chair the			Chairperson of the meeting.		
		General Meeting of shareholders to elect			b) Unless otherwise stipulated		
		a Chairperson of the meeting and the			in point a of this clause, the person		
		person who receives the highest number			who signs the decision to convene the		
		of votes shall become the Chairperson of			General Meeting of Shareholders		
		the meeting.			shall moderate the General Meeting of		
		_			shareholders to elect a Chairperson of		
					the meeting and the person who		



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



		Current wording		1	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content	Kauonaie	Description
Article	Point	Content	Aiticic	Point	Content		
		only cover the pending contents from the adjourned meeting.			fair and lawful progress of the meeting.  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.		
Article 32	Clause 7	Article 33. Approval of decisions of the General Meeting of Shareholders  7. The convener of the meeting of General Meeting of Shareholders shall have the following rights:  a) To request all participants of the meeting to be checked or subject to other security measures to ensure the safety of the meeting.  b) To request a competent authority to maintain the order of the	Article 33	Clause 7	Article 33. Approval of resolutions of the General Meeting of Shareholders  7. The convener or moderator of the meeting of General Meeting of Shareholders shall have the following rights:  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.		Revised



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		meeting; expel from the meeting any			b) To request a competent		
		person who fails to comply with the			authority to maintain the order of		
		Chairperson's right to control the			the meeting; expel from the		
		meeting or intentionally disturbs or			meeting any person who fails to		
		obstructs the normal progress of the			comply with the Chairperson's		
		meeting or fails to comply with the			right to control the meeting or		
		security checking requirements.			intentionally disturbs or obstructs		
					the normal progress of the		
					meeting or fails to comply with		
					the security checking		
					requirements.		
Article	Clauses 2,	Article 32. Approval of	Article	Clauses	Article 33. Approval of	To ensure compatibility	Amended
32	3	decisions of the General Meeting of	33	2, 3	resolutions of the General Meeting		rinenaca
		Shareholders			of Shareholders	Law on Enterprises,	
		2. Direct voting at the General			2. <del>Direct-</del> voting at the General	_ ·	
		Meeting of Shareholders is requested to			Meeting of Shareholders is requested	_	
		make decision on the below items:			to make resolutions on the below	Article 59 Law on	
		a) To approve operation and			items:	Credit Institutions 2010	
		development orientation of VietinBank			a) To approve operation and		
		as proposed by the Board of Directors;			development orientation of		
		b) To decide the number of			VietinBank as proposed by the Board		
		members of the Board of Directors and			of Directors;		_



		C 4 P		<u> </u>		D 4	<b>D</b>
		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		Supervisory Board of each term of			b) To decide the number of		
		service; To elect, remove or dismiss,			members of the Board of Directors		
		elect for supplement and replacement of			and Supervisory Board of each term		
		members of the Board of Directors and			of service; To elect, remove or		
		members of Supervisory Board in			dismiss, elect for supplement and		
		accordance with qualifications and			replacement of members of the Board		
		conditions stipulated by the Law and this			of Directors and members of		
		Charter.			Supervisory Board in accordance with		
		c) Within its jurisdiction, to			qualifications and conditions		
		review and deal with violations of the			stipulated by the Law and this		
		Board of Directors and the Supervisory			Charter.		
		Board causing damage to VietinBank and			c) Within its jurisdiction, to		
		its shareholders.			review and deal with violations of the		
		d) To decide on the split, merge,			Board of Directors and the		
		conversion of legal forms, dissolution or			Supervisory Board causing damage to		
		request Court to take bankruptcy			VietinBank and its shareholders.		
		proceedings of VietinBank.			d) To decide on the split,		
		3. A resolution of the General			merge, conversion of legal forms,		
		Meeting of Shareholders can be approved			dissolution or request Court to take		
		at the meeting upon satisfaction of the			bankruptcy proceedings of		
		following conditions:			VietinBank.		
		a) Except for the cases mentioned			3. A resolution of the General		
		in item b of this Clause, a resolution of			Meeting of Shareholders can be		
		the General Meeting of Shareholders is			approved at the meeting upon		
		approved when it is approved by a			satisfaction of the following		
		number of shareholders representing at			conditions:		



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



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A (1. 1	OI.	Current wording	A 49 3		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		dissolution or request Court to take			investment in, purchase and sales of		
		bankruptcy proceedings of VietinBank.			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.		
Article	Clause 4	4. The voting to elect members of	Article	Clause 4	4. The voting to elect	Amended to ensure	Amended
32		the Board of Directors and Supervisory	33		members of the Board of Directors	-	
		Board shall be undertaken in the manner			and Supervisory Board shall be	3 Article 148 of the Law	
		of accumulative voting, whereby the total			undertaken in the manner of	on Enterprises	
		number of votes given to each			accumulative voting, whereby the		
		shareholder shall be his/her number of			total number of votes given to each		
		shares owned multiplied by the number			shareholder shall be the number of		
		of members to be elected to the Board of			shares owned by him/her multiplied		
		Directors or Supervisory Board, and a			by the number of members to be		
		shareholder shall have the right to cast all			elected to the Board of Directors or		
		of his/her votes to one or allocate his/her			Supervisory Board, and a shareholder		
		votes to several candidates.			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		



	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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.		
			Article	Clause 6	Article 33. Approval of	Amended to ensure	Supplement
			33		resolutions of the General Meeting		
						6 Article 148 of the Law	
					6. A Resolution of the General	on Enterprises	
					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		



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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	Clause 7	Article 32. Approval of	Article		Removed	Other provision h	as Removed
32		decisions of the General Meeting of	33			already covered the	nis
		Shareholders				content	
		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.					
Article	Clause 8	Article 32. Approval of	Article		Article 33. Approval of	This wording	is Removed
32		decisions of the General Meeting of	33		resolutions of the General Meeting	removed from t	he
		Shareholders			of Shareholders	standard charter	of
		8. A shareholder shall not be				public companies.	
		entitled to participate in voting in the			Removed		
		following cases:					
		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;					
		b) The redemption of shares of					
		that shareholder or the person related to					



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
Article 33	Point  Clause 7	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. Approval of resolutions of the General Meeting of Shareholders  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	Article 33	Clause 7	Article 33. Approval of resolutions of the General Meeting of Shareholders  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	compliance with Article 52 of the Law on Enterprises	Revised



		Current wording Proposed revision Pationals								
	T	Current wording			Proposed revision	Rationale	Description			
Article	Clause,	Content	Article	Clause,	Content					
	Point			Point						
					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	Clause 2	Article 33. Authority and	Article	Clause 2	Article 34. Authority and	Amended to ensure	Amended			
33	Clause 2	procedures for obtaining written	34	Clause 2	procedures for obtaining written		Amenaca			
		opinions of shareholders to approve	<b>54</b>		opinions of shareholders to approve	-				
		decisions of the General Meeting of			decisions of the General Meeting of					
		Shareholders			Shareholders	-				



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



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



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



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



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content	Nationale	Description
7 XI ticic	Point	Content	7 H ticic	Point	Content		
	1 01110	approved and the proportion of		1 01110	corresponding proportion of the total		
		"approval" votes;			voting cards of shareholders attending		
		i) Signatures of the Chairperson			the meeting;		
		and secretary.			h) The matter which have		
					been approved and the proportion of		
					"approval" votes;		
					i) Name and signature of the		
					chairperson and secretary.		
					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.		
					to sign the meeting minutes.		
Article	Clause 2		Article	Clause 2		Ensure compliance with	Revised
34		Article 34. Meeting Minutes	35		Article 35. Meeting	Clause 3 Article 150 of	
		of the General Meeting of			<b>Minutes of the General Meeting</b>	the Law on Enterprises	
		Shareholders			of Shareholders		
		2. The minutes of the General			2. The minutes of the		
		Meeting of Shareholders must be			General Meeting of Shareholders		



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



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	T .	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		of the minutes made in accordance with					
		the procedures. within 10 (ten) days from					
		the date of sending the minutes.					
Article	Clause 5	Article 34. Meeting Minutes of	Article	Clause 4	Article 35. Meeting Minutes	Amended to ensure	Amended
34		the General Meeting of Shareholders	35		of the General Meeting of	compliance with Clause	
		5. The minutes of the General			Shareholders	6 Article 150 of the Law	
		Meeting of Shareholders, the list of			4. The minutes of the General	on Enterprises	
		shareholders registering to attend the			Meeting of Shareholders, the list of		
		meeting with the signatures of			shareholders registering to attend the		
		shareholders, the authorization			meeting, the adopted resolution and		
		documents and related documents must			related documents must be kept as		
		be kept as record at VietinBank's head			record at VietinBank's head office.		
		office.					
Article	Clause 1	Article 35. Request to revoke	Article	Clause 1	Article 36. Request to	Amended to ensure	Amended
35		the decisions of the General Meeting of	36		revoke the decisions of the General	compliance with Clause	
		Shareholders			Meeting of Shareholders	1 Article 151 of the Law	
						on Enterprises	
		Within 90 days from the date			Within 90 days from the		
		of receipt of the minutes of the			date of receipt of the minutes of		
		General Meeting of Shareholders or			the General Meeting of		
		the minutes of vote-counting results			Shareholders or the minutes of		
		in case of obtaining written			vote-counting results in case of		
		opinions, shareholders, groups of			obtaining written opinions,		
		shareholders referred to in Clause 2			shareholders, groups of		



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A4* - 1 -	CI-	Current wording	A ==4* · T :		Proposed revision	Rationale	Description
Article	Clause, Point	Content	Article	Clause, Point	Content		
		of Article 23 of this Charter shall			shareholders referred to in Clause		
		have the right to request the Court			3 of Article 23 of this Charter		
		or Arbitration to consider and			shall have the right to request the		
		revoke a decision of the General			Court or Arbitration to consider		
		Meeting of Shareholders in the			and rule for full and partial		
		following cases:			revocation of resolutions of the		
					General Meeting of Shareholders		
		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.			in the following cases:  1. The order and procedures for convening the General Meeting of shareholders or obtaining written opinions 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.		
Article		Article 35. Request to revoke	Article		Article 36. Request to		Removed
35		the decisions of the General Meeting of	36		revoke the decisions of the General		
		Shareholders			Meeting of Shareholders	standard charter of	
		If the decision of the General Meeting of Shareholders is canceled			 Removed	public companies.	
		pursuant to the decision of the Court or					



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		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.					
Article	Clause 1	Article 36. Candidacy, nomination of	Article		Article 37. Nomination of the	In accordance with	Amended
36		the Board of Directors	37		Members of the Board of Directors:	Clause 5, Article 115 of	
		1. Shareholders who hold common			A shareholder or a group of	the Law on Enterprises.	
		shares for at least six (06) consecutive			shareholders holding from 10 % or	Although this clause	
		months shall have the right to add up			more of total ordinary shares of	does not stipulate the	
		their votes to nominate candidates for the			VietinBank shall have the right to	division of % ownership	
		Board of Directors. A shareholder or			nominate candidates to the Board of	relevant to nominated	
		group of shareholders who holds from			Directors. Board of Directors	candidates, but for	
		5% to below 10% of the total voting			nomination shall follow the below	convenience in practice,	
		shares shall have the right to nominate 01			rules: A shareholder or group of	it is still advisable to	
		(one) candidate; who holds from 10% to			shareholders who holds from 10% to	keep the division (there	
		below 30% shall have the right to			below 30% shall have the right to	is no legal regulation	
		nominate maximum 02 (two) candidates;			nominate maximum 02 candidates;	prohibits this division),	
		who holds from 30% to below 40% shall			who holds from 30% to below 40%	on the other hand, the	
		have the right to nominate maximum 03			shall have the right to nominate	draft standard charter	
		(three) candidates; who holds from 40%			maximum 03 candidates; who holds	for public companies	
		to below 50% shall have the right to			from 40% to below 50% shall have	has removed the	
		nominate maximum 04 (four) candidates;			the right to nominate maximum 04	division, so there should	



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		who holds from 50% to below 60% shall			candidates; who holds from 50% to	still be specific	
		have the right to nominate maximum 05			below 60% shall have the right to	provisions in the	
		(five) candidates; who holds from 60%			nominate maximum 05 candidates;	Charter, at the same	
		to below 70% shall have the right to			who holds from 60% to below 70%	amendments are	
		nominate maximum 06 (six) candidates;			shall have the right to nominate	proposed to Clause 3.4,	
		who holds from 70% to below 80% shall			maximum 06 candidates; who holds	Article 23 of the Draft	
		have the right to nominate maximum 07			from 70% to below 80% shall have	Charter. A shareholder	
		(seven) candidates and who holds from			the right to nominate maximum 07	or a group of	
		80% to below 90% shall have the right to			candidates and who holds from 80%	U	
		nominate maximum 8 (eight) candidates.			to below 90% shall have the right to	from 10% or more of	
					nominate maximum 8 candidates.	total ordinary shares of	
						VietinBank shall have	
						the right to nominate	
						candidates to the Board	
						of Directors.	
Article	Clause 2	Article 36. Candidacy, nomination of	Article		Removed	This content has been	Removed
36		the Board of Directors	37			covered in Clause 4 of	
		2. Where the number of				Article 23 of the Charter	
		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					



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



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



		Current wording		1	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
38 Article 38	Point  Clause 6	appointment of any member of the Board of Directors must be disclosed as regulated by laws on securities and stock market.  Article 38. Powers and obligations of the Board of Directors  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.	39 Article 39	Point  Clause 7		compliance with Point i Clause 2 Article 153 of the Law on Enterprises; Clause 16 Article 1 of the Law on Credit	
					bonus and other benefits of the General Director, Deputy General Directors, Chief Accountant, Secretaries to the Board of Directors, Branch Directors of VietinBank.		
Article	Clause 8	8. To appoint representatives for	Article	Clause 9	9. To appoint representatives	Amended to ensure	Amended



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		of this Charter.					
			Article	Clause	26. To decide market	Amended to ensure	Supplement
			39	26	development, marketing and	compliance with Point	ed
					technology solutions.	g, Clause 2 Article 153	
						of the Law on	
						Enterprises	
				Clause	27. Decide on investment	To ensure compliance	Supplement
				27	plans and investment projects within	with Point e, Clause 2	ed
					power and authority as prescribed by	Article 153 of the Law	
					law.	on Enterprises	
				Clause	28. Formulation of the	To ensure compliance	Supplement
				28, 29	Operation Regulation of the Board of	with Clause 4, 5, 6	ed
					Directors, VietinBank's Internal	Article 278 of the	
					Governance Regulation for	Decree155/2020/ND-	
					submission to the General Meeting of	CP	
					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.		
Article		Article 38. Remuneration and	Article		Article 40. Remuneration	Amended according to	Amended



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



	1	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		Directors shall be paid for meals,			Law on corporate income tax and		
		accommodation, traveling and other			presented a separate item in the		
		reasonable expenses when they			annual financial statements of		
		implement their assigned duties.			VietinBank, and shall be reported to		
					the annual General Meeting of		
					Shareholders.		
					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.		
					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		



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



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content	Kationale	Description
Tittee	Point	Content	7 KI CICIC	Point	Content		
		General Meeting of Shareholders.		2 0220			
Article 40	Clause 5	Article 40. Member of the Board of Directors, and Deputy General Director  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.	Article 41	Clause 5	Article 41. Member of the Board of Directors, and Deputy General Director  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,	compliance with Clause 4 Article 156 of the Law on Enterprises	Amended



		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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.		
					the Board of Directors is made.		
Article	Clause 7		Article	Clause 7	Article 42. Powers and	Clauses 1 Article 150	Amended
41	Clause /	Article 41. Powers and	42	Clause /	obligations of the members of the	, and the second	Amended
71		obligations of the members of the	72		Board of Directors	Enterprises.	
		Board of Directors			7. To have the right to request	*	
		7. To have the right to request the			the General Director, Deputy General		
		General Director, Deputy General			Directors, other managers of affiliates		
		Directors, managers of VietinBank'			in VietinBank to provide information		
		affiliates to provide information and			and documents on the financial		
		documents on the financial situation and			situation and business operation of		
		business operation of VietinBank and its			VietinBank and members in		
		affiliates to implement his/her duties.			VietinBank group.		



	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
			Article	Clause	Article 42. Powers and	•	* *
			42	10, 11,	obligations of the members of the		ed
				12, 13		Clauses 2, 3 Article 277	
					10. Timely and fully		
					reporting to the Board of	155/2020/ND-CP	
					Directors on remuneration paid		
					by subsidiaries, affiliated		
					companies and other entities.		
					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.		
					12. To disclose		
					information on stock trades of		



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



		Commont woulding		T	han and portain	Rationale	Degarintian
A4! -1 -	Classia	Current wording	A42 -1 -	,	Proposed revision	Kauonaie	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point	Dinactora' macting		
A4: -1 -	Cl 2	Andrila 42 Markinga of the	A42 -1 -	Cl 2	Directors' meeting.	Amonded to ensure	Amandad
Article 42	Clauses 3	Article 42. Meetings of the Board of Directors	Article 43	Clause 3	Article 43. Meetings of the Board of Directors		Amended
42			43		Board of Directors	compliance with Clause 5 Article 157 of the Law	
		The request shall be made in			The magnest shall be made		
		writing, clearly stating the purpose			The request shall be made	=	
		of the meeting, issues to be			in writing, clearly stating the		
		discussed and decided within the			purpose of the meeting, issues to		
		authority of the Board of Directors.			be discussed and decided within		
		The Chairman of the Board of			the authority of the Board of		
		Directors may reject the request if			Directors. The Chairman of the		
		the issues in question and proposed			Board of Directors must convene		
		for Board of Directors' decision is			a meeting of the Board of		
		not under the authority of the Board			Directors within 07 working days		
		of Directors and will inform the			from the date of receipt of the		
		person who requested and other			request. In case of failure to		
		Board members			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		



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



	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		Board of Directors as registered with			mail or other means to ensure that it		
		VietinBank. The meeting invitation			shall reach the contact address of each		
		without attached voting cards must also			member of the Board of Directors as		
		be ensured to reach the members of the			registered with VietinBank. The		
		Supervisory Board and the General			meeting invitation without attached		
		Director.			voting cards must also be ensured to		
		7. A meeting of the Board of			reach the members of the		
		Directors shall be held when at least 3/4			Supervisory Board and the General		
		(three fourths) of the members of the			Director.		
		Board of Directors are present in person			6. A meeting of the Board of		
		or by proxy.			Directors shall be held when there is		
					presence of at least ¾ (three fourths)		
					of the members of the Board of		
					Directors.		
Article	Clause 8	Article 42. Meetings of the	Article	Clause 7	Article 43. Meetings of the	Amended to ensure	Amended
42		Board of Directors	43		Board of Directors	compliance with Clause	
		8. The Board of Directors'			7. The Board of Directors'	9, 10, 11 Article 157 of	
		members must attend all meetings of the			members must attend all meetings of	the Law on Enterprises	
		Board of Directors. When a member of			the Board of Directors. A member of		
		the Board of Directors cannot directly			the Board of Directors may authorize		
		attend a Board of Directors' meeting,			another person to attend the meeting		
		he/she is permitted to delegate his/her			and vote if such authorization is		
		voting right to another member of the			approved by a majority of the		
		Board of Directors or to send his/her vote			members of the Board of Directors.		
		in writing to the meeting. Members of the			Members of the Supervisory Board		



		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		Supervisory Board and the General			shall have the right to attend and		
		Director who are not members of the			discuss at the meetings of the Board		
		Board of Directors shall have the right to			of Directors but have no voting rights.		
		attend and discuss at the meetings of the			A member of the Board of		
		Board of Directors but have no voting			Directors is considered attending and		
		rights.			voting at a meeting in the following		
					cases:		
					a) Attending and voting-directly		
					at the meeting;		
					b) Authorizing another person		
					to attend the meeting and voting in		
					accordance with the provisions of this		
					Clause;		
					c) Attending and voting through		
					online conferences, electronic voting		
					or other electronic forms (if any);		
					d) Sending voting papers to the		
					meeting via post, fax, email (if any).		
					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		



		Current wording		I	Proposed revision	Rationale		Description
Article	Clause,	Content	Article	Clause,	Content			
	Point			Point				
					witness of all attendees.			
Article	Clause 9	Article 42. Meetings of the	Article		Article 43. Meetings of the	This wording	is	Removed
42		<b>Board of Directors</b>	43		Board of Directors	removed from	the	
		9. The Board of Directors'			To be removed	standard charter	of	
		meetings may be held in the form of				public companies.		
		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:						
		a) Concurrently hear each other						
		member of the Board of Directors						
		expressing opinions in the meeting, and						
		b) If that member wishes, he/she						
		can express his/her opinions to all other						
		participating members concurrently.						
		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						



1							
	1	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		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.					
Article	Clause 11	Article 42. Meetings of the	Article	Clause 9	Article 43. Meetings of the	Removed, as the	Amended
42		Board of Directors	43		Board of Directors	standard charter of the	
		11. Voting and approval of the			9. <del>Voting and</del> Approval of the	public companies has	
		decisions of the Board of Directors			decisions of the Board of Directors	removed this content	
		a) The Board of Directors'			a) The Board of Directors'	and instead added the	
		decisions shall be approved by voting at			decisions shall be approved by voting	appropriate content in	
		the meetings or obtaining opinions in			at the meetings or obtaining opinions	Clause 12, Article 157	
		writing, email or fax.			in writing, email or fax.	of the Law on	
		b) Voting rights of members of			b) Voting rights of members	Enterprises	
		the Board of Directors at a meeting:			of the Board of Directors at a		
		(i) Unless otherwise stipulated in			meeting:		
		Item b of this Clause, each member of the			(i) Unless otherwise stipulated		
		Board of Directors or his/her authorized			in Item b of this Clause, each member		
		representative who is directly present at			of the Board of Directors or his/her		
		the meeting shall have one vote.			authorized representative who is		
		(ii) A member of the Board of			directly present at the meeting shall		
		Directors shall not be entitled to vote on			have one vote.		
		contracts, transactions or proposals in			(ii) A member of the Board of		
		which such member or his/her related			Directors shall not be entitled to vote		



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



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



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		duly conducted in accordance with the			votes in writing shall have the same		
		provisions of Clause 9 of this Article			validity as votes of the persons		
		shall immediately take effect at the end			directly attending the meeting.		
		of the meeting, but must be confirmed in			The decisions approved in a		
		the minutes of such meeting by			meeting through telephone or other		
		signatures of the members of the Board			means of communication that have		
		of Directors attending the meeting.			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.		
					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.		
Article		Article 43. Minutes of the	Article		Article 44. Minutes of the	Amended to ensure	Amended
43		meetings of the Board of Directors	44		meetings of the Board of Directors	compliance with Article	
		1. All meetings of the Board of			1. All meetings of the Board of	_	



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause	Content	Article		Content	Kauonaie	Description
Arucie	Clause,	Content	Arucie	Clause,	Content		
	Point	D' (1 11' 1 1 C		Point	D' ( 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	C Part Car	
		Directors must be recorded in a book of			Directors must be recorded in a book	Credit Institutions	
		minutes, and if necessary, may be audio			of minutes, and if necessary, may be		
		recorded or visually recorded. The			audio recorded or visually recorded.		
		minutes shall be made in Vietnamese			The minutes shall be made in		
		language and include major contents as			Vietnamese and may be made in		
		provided for by law.			foreign language which contain the		
		2. The minutes of the Board of			following main contents:		
		Directors' meetings and documents used			a) Name, head office address,		
		in the meetings shall be archived at the			enterprise code;		
		Head Office of VietinBank.			b) Meeting time and venue;		
					c) Purpose, agenda and content		
					of the meeting;		
					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;		
					dd) Matters discussed and voted		
					on at the meeting;		
					e) Summary of the opinions of		
					each member who attend the meeting		
					in chronological order of the meeting;		
					g) Voting results with clear		
					listing of members with their relevant		
					votes of approval, disapproval and		



		Constant		<u> </u>		D. C. L.	D
4 .0 7	<b>C</b>	Current wording	A 7		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					abstention		
					h) The matters which have been		
					approved and the proportion of		
					"approval" votes;		
					i) Full name and signature of		
					the chair and the minutes maker,		
					except for the case specified in Clause		
					2 of this Article.		
					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.		
					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.		
					4. The minutes of the Board of		
					Directors' meetings and documents		
					used in the meetings shall be archived		
					at the Head Office of VietinBank.		
					5. The Minutes made in		



Compute months and Defended I									
	T	Current wording			Proposed revision	Rationale	Description		
Article	Clause,	Content	Article	Clause,	Content				
	Point			Point					
					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	Clause 1.2	Article 47. Appointment, powers and	Article	Clause	Article 46. Appointment, powers	Amended to ensure	Amended		
47		duties, remuneration and other	46	1.2	and duties, remuneration and other	compliance with Clause			
		benefits of the General Director			benefits of the General Director	2 Article 162 of the Law			
		1. The General Director shall administer			1. The General Director is the person	on Enterprises			
		day-to-day operations of VietinBank.			who administers day-to-day business	_			
		2. The General Director is hired or			operations of VietinBank.				
		appointed by the Board of Directors, is			2. The Board of Directors appoints				
		subject to the supervision of the Board of			one of its members or hires another				
		Directors and is responsible to the Board			person to be the General Director.				
		of Directors and the law for running day-			The General Director is subject to the				
		to-day operations of VietinBank and the			supervision of the Board of Directors				
		performance of his/her assigned powers			and is responsible to the Board of				
		and duties. The General Director cannot			Directors and the Law for exercising				
		concurrently be the Chairman of Board			the assigned powers and duties. The				
		of Directors, but can be a member or			General Director cannot concurrently				
		non-member of the Board of Directors.			be the Chairman of Board of				
					Directors, but can be a member or				
					non-member of the Board of				



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A 4° 1	CI.	Current wording	A 41.1.		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
				~-	Directors.		
Article	Clause 4	Article 47. Appointment, powers and	Article	Clause 4	Article 46. Appointment, powers		Amended
47		duties, remuneration and other	46		and duties, remuneration and other	=	
		benefits of the General Director				3, Article 162 Law on	
		4. Powers and duties of the General			4. Powers and duties of the	*	
		Director:			General Director:	Article 49 of the Law on	
		a) To submit to the Board of			,	Credit Institutions	
		Directors of VietinBank:			implementation of the decisions,		
		(i) The detailed business plan for			resolutions of the Board of Directors		
		the following financial year on the basis			and the General Meeting of		
		of meeting appropriate budget			Shareholders;		
		requirements as well as the five-year			b) To decide matters within		
		financial plan.			his/her authority related to daily		
		(ii) Measures to improve the			business operations of VietinBank		
		operation and management of			that are not within the authority of the		
		VietinBank.			General Meeting of Shareholders, the		
		(iii) The organization,			Board of Directors in accordance with		
		management and operation of			the Law, the Charter and internal		
		VietinBank with an aim to improve the			regulations of VietinBank;		
		quality and efficiency of VietinBank's			c) To arrange the		
		operation, except for issues which fall			implementation of business plans and		
		within the authority of the General			investment plans of VietinBank;		
		Meeting of Shareholders as regulated			d) To set up, maintain an		
		herein.			efficient system of internal control.		
		(iv) Others issues within the			dd) To prepare and submit to		
		authority of the Board of Directors that			the Board of Directors for further		



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



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A 4º 1	CI	Current wording	A 4. 1		Proposed revision	Kauonaie	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		immediate reports of the same to the			Directors;		
		Board of Directors for further resolution.			h) To recommend and		
		f) To prepare reports on internal			propose the structure of organization		
		control and inspection to report on the			and operation of VietinBank to the		
		results of self-checking and evaluating of			Board of Directors or the General		
		the system of internal control and			Meeting of Shareholders for decision		
		inspection.			according to their competence;		
		g) To be checked and supervised			i) To request the Board of		
		by the Board of Directors, Supervisory			Directors to hold an extraordinary		
		Board, the State Bank and other			meeting in accordance with		
		competent State authorities regarding the			provisions of this Charter;		
		performance of his/her management			k) To appoint, dismiss,		
		duty.			remove from office the managerial		
		h) To appoint, dismiss, remove			and executive positions of		
		from office or apply discipline to			VietinBank, except for the positions		
		managerial positions of VietinBank,			under the deciding competence of the		
		except for the positions falling within the			General Meeting of Shareholders, the		
		authority of the Board of Directors, the			Board of Directors in accordance with		
		General Meeting of Shareholders in			this Charter and regulations. internal		
		accordance with internal regulations of			regulations of VietinBank;		
		VietinBank. To decide on the salaries,			l) To sign contracts on behalf		
		bonuses and allowances (if any) to the			of VietinBank when being delegated		
		positions appointed or recruited within			or authorized;		
		his/her authority.			m) To recommend the use of		
		i) To make long-term, annual or			profit and handling of business losses		
		monthly projection reports of VietinBank			of VietinBank.		



		Command arrangling		Т	Description of the second seco	Detimals	Densitation
		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		(hereinafter referred to as projection			n) To recruit and decide		
		reports) for long term, annual and			salary, bonus of the recruited		
		monthly management purposes of			employees according to his/her		
		VietinBank according to the set forth			authority;		
		business plan.			o) Other rights and obligations		
		k) To request the convening of an			in accordance with the Law, the		
		extraordinary meeting of the Board of			Charter of VietinBank, resolutions		
		Directors as regulated in this Charter and			and decisions of the Board of		
		the law.			Directors and internal regulations of		
		l) To report to the Board of			VietinBank.		
		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.					
		m) To sign contracts in the name					
		of VietinBank as specified in the Charter					
		and VietinBank's internal regulations;					
		n) To recommend the use of					
		profit and handling of business losses of					
		VietinBank.					
		o) To recommend to the Board of					
		Directors proposed organizational					
		structure and internal management					



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



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		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
51		nomination for membership of the	52		membership of the Supervisory	Clause 5, Article 115 of	
		Supervisory Board			Board	the Law on Enterprises.	
		1. The principles for candidacy			A shareholder or a group of	Although this clause	
		and nomination for membership of the			shareholders holding from 10% or	does not stipulate the	
		Supervisory Board are as follows:			more of total ordinary shares of	division of % ownership	
		Shareholders who hold ordinary			VietinBank shall have the right to	relevant to nominated	
		shares for a consecutive period of at least			nominate candidates to the	candidates, but for	
		six (6) months may accumulate their			Supervisory Board. Supervisory	convenience in practice,	
		votes to run for or nominate the			Board nomination shall follow the	it is still advisable to	
		membership of the Supervisory Board. A			below rules: A shareholder or a group	keep the division (there	
		shareholder or a group of shareholders			of shareholders who holds from 10%	is no legal regulation	
		who holds from 5% to less than 10% of			to less than 30% shall have the right	prohibits this division),	
		the voting shares shall have the right to			to nominate maximum 02 candidates;	on the other hand, the	
		nominate 01 (one) candidate; who holds			who holds from 30% to less than 40%	draft standard charter	
		from 10% to less than 30% shall have			shall have the right to nominate	for public companies	
		the right to nominate maximum 02 (two)			maximum 03 candidates; who holds	has removed the	
		candidates; who holds from 30% to less			from 40% to less than 50% shall have	division, so there should	
		than 40% shall have the right to			the right to nominate maximum 04	still be specific	
		nominate maximum 03 (three)			candidates and who holds from 50%	provisions in the	
		candidates; who holds from 40% to less			upwards shall have the right to	Charter, at the same	
		than 50% shall have the right to			nominate the full number of	amendments are	
		nominate maximum 04 (four) candidates			candidates.	proposed to Clause 3.4,	
		and who holds from 50% more shall				Article 23 of the Draft	
		have the right to nominate the full				Charter. A shareholder	
		number of candidates.				or a group of	
		2. Where the number of				shareholders holding	



		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		candidates for members of the				from 10% or more of	
		Supervisory Board through candidacy				total ordinary shares of	
		and nomination is not sufficient as				VietinBank shall have	
		required, the incumbent Supervisory				the right to nominate	
		Board may nominate additional				candidates to the	
		candidates or conduct the nomination in				Supervisory Board.	
		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.					
Article	Clause 1	Article 52. Members of the		Clause 1	Article 53. Members of the		Supplement
52		Supervisory Board	53		Supervisory Board	compliance with Point b	ed
		(ii) Member of the Board of			(ii) Member of the Board of	· ·	
		Directors and executive officer of an			Directors and executive officer of an	of the Law on Credit	
		enterprise whose a member of the			enterprise whose a member of the		
		Supervisory Board is currently a member			Supervisory Board is currently a		
		of the Board of Directors or an executive			member of the Board of Directors or		
		officer of VietinBank			an executive officer of VietinBank.		
Article	Clause 2	Article 52. Members of the		Clause 2	Article 53. Members of the		
52		Supervisory Board	53			compliance with Point a	ed
		a) Not to be a subject regulated			a) Not to be a subject regulated at		
		at clause 1, Article 33 of the Law on			clause 1, Article 33 of the Law on		
		Credit Institutions.			Credit Institutions, Clause 2, Article	Enterprises	



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					17 of the Law on Enterprises.		
			Article	Clause 2	Article 53. Members of the	Amended to ensure	Supplement
			53		Supervisory Board	compliance with Point	ed
					f) Not to be a family relative	c, d, dd of Clause 1	
					of any member of the Board of	Article 169 of the Law	
					Directors, Director of Branch or	on Enterprises	
					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.		
Article	Clause 4	Article 52. Members of the	Article	Clause 4	Article 53. Members of the	Amended according to	Amended
52		Supervisory Board	53		Supervisory Board	provisions of Clause 2	
		4. The members of the			4. The members of the	Article 168 of the Law	
		Supervisory Board shall elect 01 person			Supervisory Board shall elect 01	on Enterprises	
		among them to become the Head of			person among them to become the		
		Supervisory Board in the principle of			Head of Supervisory Board in the		
		majority. The Head of Supervisory Board			principle of majority. The Supervisory		
		shall not concurrently be a member of the			Board must have more than half of its		
		Supervisory board or a manager of			members permanently residing in		
		another credit institution.			Vietnam. The Head of Supervisory		
					Board shall not concurrently be a		
					member of the Supervisory board or a		
					manager of another credit institution.		



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



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



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		Current wording		1	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
53		of the Supervisory Board	54		powers of the Supervisory Board	compliance with Clause	
		3. To appraise annual and semi-			* *	3, Article 170 Law on	
		annual financial statements of			consistency, legitimacy and	on Enterprises	
		VietinBank, to evaluate reports on			validity of reports on business		
		management activities of the Board of			performance, biannual and annual		
		Directors. To report to the General			financial statements of		
		Meeting of Shareholders on the appraisal			VietinBank, report on assessment		
		results of annual financial statements, to			of performance of the Board of		
		evaluate the reasonability, legality, truthfulness and diligence in the			Directors for reporting to the		
		management and administration of the			Annual General Meeting of		
		business operations, the accounting and			Shareholders To review		
		statistical activities and the financial			contracts, transactions with		
		statement preparation. The Supervisory			Related Persons under the		
		Board may consult the Board of			approval authority of the Board		
		Directors before submitting its reports			of Directors or the General		
		and recommendations to the General			Meeting of Shareholders and		
		Meeting of Shareholders.			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		



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



		Current wording		I	Proposed revision		Rationa	le	Description
Article	Clause,	Content	Article	Clause,	Conten	ıt			
	Point			Point					
		Supervisory Board shall make an			and must not	interrupt the			
		explanation report on the issues requested			administration of busi	iness operations			
		for inspection and submit to the Board of			of VietinBank.				
		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.							
Article	Clause 5	Article 53. Duties and powers	Article	Clause 5	Article 54.	Duties and	Amended to	ensure	Amended
53		of the Supervisory Board	54		powers of the Superv		compliance wit		
		1 - · · · · J		1	1	J	1		



	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		5. To prepare, store and update a list of			5. To prepare the list of founding	7 Article 45 of the Law	
		major shareholders, related persons of the			Shareholders, major Shareholders and	on Credit Institutions	
		members of the Board of Directors, the			Related Persons of the members of	2010	
		members of the Supervisory Board, the			the Board of Directors, the		
		General Director and the Shareholders			Supervisory Board and General		
		holding at least 5 (five) percent of shares			Director of VietinBank; to keep and		
		with voting rights of VietinBank.			update any change to this list.		
Article	Clause 12	Article 53. Duties and powers	Article	Clause	Article 54. Duties and	Amended to ensure	Amended
53		of the Supervisory Board	54	12	powers of the Supervisory Board	compliance with Clause	
		12. To hire independent			12. To perform internal audit	3 Article 45 Law on	
		professional consultant or legal advisory			function; To be entitled to hire		
		opinions for the contents under the			independent consultant and get access	Clause 10 Article 170 of	
		Supervisory Board's scope of function,			to, be provided with information and	the Law on Enterprises	
		the duties of the Supervisory Board and			materials related to management and		
		ensure the participation of experts outside			governance activities of VietinBank		
		VietinBank with appropriate experiences			in order to perform the designated		
		and qualifications into VietinBank's			duties and authorities in a full,		
		activities if necessary.			accurate and timely manner.		
			Article	Clause			Supplement
			54	14	powers of the Supervisory Board	compliance with Clause	ed
					14. To attend and participate		
					in discussions at the General Meetings	_	
					of Shareholders, the the meetings of		
					the Board of Directors and other		



		Comment and all the		T		Detionals	Description
A 40 T	CI.	Current wording	A 4° 1		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					meetings of VietinBank.		
			Article	Clause			Supplement
			54	16,17	powers of the Supervisory Board	compliance with Clause	ed
					16. Verify for relevance,	2, 4 Article 170 of the	
					•	Law on Enterprises	
					legality, fairness and prudence in		
					the management and		
					administration of business		
					activities; integrity, consistency		
					and appropriateness of		
					accounting, statistics and		
					financial reporting.		
					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.		
			Article	Clause		Amended to ensure	* *
			54	15	powers of the Supervisory Board	compliance with Clause	ed
					Advising and proposing	9 Article 288 of the	



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	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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	CP dated 31/12/2020 of the Government	
			Article 54	Clause 18		compliance with Clause 6 Article 288 of the Decree 155/2020-ND- CP	
Article 54		Article 54. Right of the Supervisory Board to be provided with information  1. Meeting invitation, forms for the collection of opinions of the member	Article 55		Article 55. Right of the Supervisory Board to be provided with information  1. Documents and information must be sent to members of the	compliance with Article 171 of the Law on Credit Institutions	



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A 40 T	CI.	Current wording	A 49 T		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		of the Board of Directors and the			Supervisory Board at the same time		
		accompanied documents must be sent to			and by the same method as to the		
		the members of the Supervisory Board at			members of the Board of Directors.,		
		the same time and by the same method as			including:		
		to the members of the Board of Directors.			a) Meeting invitation, opinion		
		2. The resolutions and minutes of			collection form of members of the		
		meetings of the General Meeting of			Board of Directors and attached		
		Shareholders and the Board of Directors			documents;		
		shall be sent to the members of the			b) Resolutions, decisions and		
		Supervisory Board at the same time and			minutes of the General Meeting of		
		by the same method as to the			Shareholders, meetings of the Board		
		shareholders and members of the Board			of Directors;		
		of Directors.			c) Report by the General		
		3. The Chairman of the Board of			Director submitted to the Board of		
		Directors, members of the Board of			Directors or other documents issued		
		Directors, General Director and other			by VietinBank.		
		managers must provide sufficiently and			2. Members of the		
		accurately and in a timely manner the			Supervisory Board have the right to		
		information and documents on the			access VietinBank records and		
		management, administration and			documents kept at the Head Office,		
		business operations of VietinBank at the			branches and other locations; have the		
		request of the Supervisory Board.			right to visit the workplace of the		
					managers and employees of		
					VietinBank during working hours.		
					3. The Board of Directors,		
					members of the Board of Directors,		



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A 49 T	OI.	Current wording	A 49 T		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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.		
Article		Article 55. Remuneration for	Article		Article 56. Salary,	Amended to ensure	Amended
55		the members of the Supervisory Board	56		remuneration, bonus and other	compliance with Article	
		1. Members of the Supervisory			benefits of members of the	172 of the Law on	
		Board shall be entitled to receive			Supervisory Board	Credit Institutions	
		remuneration for their work and to enjoy			1. Members of the		
		other benefits as decided by the General			Supervisory Board shall be entitled to		
		Meeting of Shareholders. The General			receive salary, remuneration, bonus		
		Meeting of Shareholders shall decide the			and other benefits as decided by the		
		total remuneration and annual budget for			General Meeting of Shareholders. The		
		the operation of the Supervisory			General Meeting of Shareholders		
		2. Expenses for meals,			shall decide the total amount of		
		accommodation, and travel, and the			salary, remuneration, bonus and other		
		expenses for the use of independent			benefits and annual budget for the		
		consultancy services of the members of			operation of the Supervisory Board'		
		the Supervisory Board shall be paid by			2. Members of the		
		VietinBank at reasonable rates. Total			Supervisory Board shall be		
		remuneration and such expenses shall not			reimbursed expenses for meals,		
		exceed the total annual budget for the			accommodation, and travel, and the		



		Current wording		1	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		operation of the Supervisory Board			expenses for the use of independent		
		which has been approved by the General			consultancy services at reasonable		
		Meeting of Shareholders, unless			rates. Total remuneration and such		
		otherwise decided by the General			expenses shall not exceed the total		
		Meeting of Shareholders.			annual budget for the operation of the		
		3. The remuneration and			Supervisory Board which has been		
		operation expenses of the Supervisory			approved by the General Meeting of		
		Board shall be included in the business			Shareholders, unless otherwise		
		expenses of VietinBank as provided for			decided by the General Meeting of		
		by law.			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.		
Article		Article 56. Meetings, adoption	Article		8 7	Amended according to	
56		of decisions and minutes of meetings of	57		adoption of decisions and minutes		
		the Supervisory Board			of meetings of the Supervisory	Article 289 of the	
		1. The Supervisory Board			Board	Decree 155/2020/ND-	
		organizes meeting periodically at least			1. The Supervisory Board		
		quarterly and can be summoned			must meet at least twice a year and the		
		extraordinary meetings to handle			meeting is conducted when 2/3 of the		
		unexpected work.			members of the Supervisory Board		



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



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



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



		Current wording		Proposed revision Rationale				
Article	Clause,	Content	Article	Clause,	Content	Kationaic	Description	
11101010	Point	Content	111 01010	Point	Some			
59		related interests	60		of related interests	compliance with Article		
39		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:  a) Name, address of the head office, field of business, number and date of issuance of the Enterprise Registration Certificate, the place of business	60			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		
		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;  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			the Supervisory Board, the General Director, Deputy General Directors of VietinBank shall be required to declare their related interests, including:  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;  b) Name, address of the			



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point	Member's Council, member of the Supervisory Board, or the General Director (Director).  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.  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.  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.		Point	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;  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).		



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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.		
					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		
					ousiness days from the date of		



		Current wording		<u> </u>	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					arising or changing the		
					information.		
					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.		
					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.		
					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		



	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					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.		
					vieunBank.		
Article		Anticle (0 Obligations of the	Article		Autiolo (1 Dioleta and	Amended to ensure	Amandad
60		Article 60. Obligations of the managers and members of the	Arucie 61		8	compliance with Article	Amended
00		Supervisory Board of VietinBank	01		executive officers of VietinBank	38 of the Law on Credit	
		1. To comply with the Law, the			1. To exercise rights and		
		Charter of VietinBank, and decisions of			perform obligations in accordance	· ·	
		the General Meeting of Shareholders in			with the provisions of the Law, the		
		carrying out their assigned powers and			Charter of VietinBank, resolutions		
		duties.			and decisions of the General Meeting		
		2. To perform his/her assigned			of Shareholders of VietinBank.	CP 133/2020/ND-	
		2. To perform marner assigned			of bhareholders of victinbank.		



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause, Point	Current wording  Content  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	Article	Clause, Point	Content  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,	Rationale	Description
		the degree of prudence which a prudent person must have in order to fill a corresponding position in similar circumstances.  3. To be loyal to the interests of VietinBank and Shareholders of the Bank; not to use the information, knowhow 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.  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			VietinBank's Shareholders and owners  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.  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.  5. To be knowledgeable about the types of risks involved in the		



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



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



		Current wording		1	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content	Rutionale	Description
THUCK	Point	Content	111 ticic	Point	Content		
		b) Members of the Board of			accordance with the Clause 1, Article		
		Directors, members of the Supervisory			60 of this Charter.		
		Board or the General Director.					
		c) Enterprises stipulated in			d) Subsidiaries and		
		Clauses 1 of Article 63 herein and the			associated companies of		
		related persons of the members of the			VietinBank;		
		Board of Directors, the members of the			,		
		Supervisory Board or the General			,		
		Director.			Supervisory Board and their		
		d) The credit contracts as defined			related persons		
		in Clause 7, Article 128 of the Law on			2. The Board of Directors		
		Credit Institutions in 2010;			approves the contracts and		
		e) Other transactions and			transactions as prescribed in Clause 1 of this Article which are worth less		
		contracts as prescribed by Law, the Law					
		on Credit Institutions, the internal			than 20% of the Charter Capital of VietinBank as recorded in the latest		
		regulations of VietinBank.			financial statements. In this case, the		
		2. Contracts or transactions with			signatory to a contract or transaction		
		the parties mentioned in Clause 1 of this			as representative of VietinBank must		
		Article with value equal to 20 (twenty)			notify the members of the Board of		
		per cent or more of the Charter Capital of VietinBank must be approved by the			Directors, members of the		
		General Meeting of Shareholders. In this			Supervisory Board of the parties		
		case, the related shareholder shall not			related to such contract or transaction		
		have the right to vote. The Board of			and send the draft contract or main		
		Directors shall submit the draft contract			terms and conditions of the		
		or explanations on the major contents of			transaction to them. The Board of		
		Table 111 111 111 111 111 111 111 111 111 1			Directors decides to approve the		



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A 49 3	OI.	Current wording	A 40 T		Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		the transaction at the General Meeting of			contracts, transactions within 45 days		
		Shareholders or upon collecting written			from the date of receiving the notice;		
		opinions from the shareholders. Such			members of the Board of Directors		
		contracts and transactions shall be			who have interests related to the		
		approved when the number of			parties in a contract or transaction		
		shareholders representing 65 (sixty five)			shall not have the right to vote.		
		percent of the total remaining votes			3. The General Meeting of		
		agrees.			Shareholders approves contracts,		
		3. A contract or transaction with			transactions other than contracts,		
		the parties mentioned in Clause 1 of this			transactions specified in Clause 2 of		
		Article valued at less than twenty (20)			this Article;		
		per cent of the Charter Capital of			4. In case the contract or		
		VietinBank must be approved by the			transaction specified in Clause 3 of		
		Board of Directors. The General Director			this Article is approved, the		
		of VietinBank shall send the draft			representative of VietinBank to sign		
		contract or notice on the major contents			the contract, transaction must notify		
		of the transaction to the members of the			the members of the Board of		
		Board of Directors and display at the			Directors, members of the		
		head office and branches of VietinBank.			Supervisory Board of the parties		
		The Board of Directors shall make a			related to such contract or transaction		
		decision on the approval of the contract			and send the draft contract or the		
		or transaction within 15 (fifteen) days			notice on the main terms and		
		from the date of the display; the members			conditions of the transaction to them.		
		with related interest shall not have the			The Board of Directors shall submit		
		right to vote.			the draft contract, transaction or		
		4. Any contracts or transactions			explain the major contents of the		



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



		Current wording		]	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					related contracts and transactions in		
					accordance with provisions of the		
					Law.		
Article		Article 62. Liabilities for the	Article		Article 63. Liabilities for the	Amended with	Amended
62		damages and compensation	63		damages and compensation	reference to Clauses 1,	
		Any member of the Board of			Members of the Board of	Article 165 of the Law	
		Directors, the General Director, Deputy			Directors, members of the	on Enterprises.	
		General Director or any manager who			Supervisory Board, General Director,		
		fails to perform his/her obligations			Deputy General Directors are		
		truthfully, prudently, diligently and			responsible for exercising their		
		professionally shall be liable for any			assigned rights and obligations in		
		losses incurred to VietinBank due to such			accordance with relevant Law, the		
		violations.			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		
1					benefits, returning benefits received		



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	T	Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
					and compensating for all damages to		
					VietinBank and the third party.		
Article		Article 67. Rights to access and	Article		8	Amended to ensure	Amended
<b>67</b>		examine the Bank's books and dossiers	68		investigate books and records	compliance with Points	
		1. Shareholders of VietinBank			1. Ordinary shareholders shall	dd, e Clause 1, point a,	
		shall have the right to sight, look up and			have the following rights:	Clause 2 of Article 115	
		make an extract of the information in the			- To review, look up and	of the Law on	
		List of shareholders; to sight, look up and			make an extract of the information on	Enterprises	
		make an extract or copy of the Charter of			the name and contact address in the		
		VietinBank, the book of minutes of the			list of shareholders having voting		
		General Meetings of Shareholders, the			rights; to request the amendment of		
		resolutions of the General Meeting of			inaccurate self information;		
		Shareholders.			- To review, look up and		
		2. In addition to the right of			make an extract or copy of		
		access as stipulated in Clause 1 of this			VietinBank's Charter, minutes of		
		Article, a shareholder or a group of			General Meeting of Shareholders and		
		shareholders holding more than 10 (ten)			Resolutions of the General Meeting of		
		percent of the total ordinary shares of			Shareholders.		
		VietinBank for a consecutive period of at			2. In addition to the right of		
		least 6 (six) months shall have the right to			access as stipulated in Clause 1 of this		
		access the dossiers and books of			Article, a shareholder or a group of		
		VietinBank as stipulated is this Charter			shareholders holding from 05% and		
		and legal provisions.			more of the total ordinary shares of		
		3. The members of the Board of			VietinBank shall have the right: To		
		Directors and the members of the			review and make an extract of the		
1		Supervisory Board shall have the right to			book of meeting minutes, resolutions,		



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



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



		Current wording		I	Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		i) Annual consolidated financial			this Article at the head office or at		
		statements, annual consolidated			another location decided by the Board		
		performance reports, consolidated reports			of Directors; The storage period shall		
		on the management and administration of			comply with the provisions of the		
		the Group.			Law.		
		k) Other documents in					
		accordance with this Charter and the law.					
		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.					
		3. The time period for keeping					
		the documents as specified in Clause 1 of					
		this Article shall comply with the legal					
		provisions.					
		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.					
Article		Article 69. Disclosure of	Article		Article 70. Disclosure of	Amended according to	Amended



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		Current wording			Proposed revision	Rationale		Description
Article	Clause,	Content	Article	Clause,	Content			
	Point			Point				
69		information and announcement to the	70		information and announcement to		the	
		public			the public	standard charter	of	
		Annual financial statements and			1. VietinBank must prepare	public companies		
		other supporting documents must be			annual financial statements and the			
		disclosed by VietinBank to the public in			annual financial statements must be			
		accordance with the regulations of the			audited in accordance with the			
		competent State Authorities and must be			provisions of the Law. VietinBank			
		submitted to the relevant tax authorities			publishes annual financial statements			
		and business registration office in			that have been audited in accordance			
		compliance with relevant laws and			with the Law on disclosure of			
		regulations.			information on the stock market and			
					submit them to competent authorities.			
					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.			
					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			



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



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



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



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



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		Current wording			Proposed revision	Rationale	Description
Article	Clause,	Content	Article	Clause,	Content		
	Point			Point			
		4. The Liquidation Committee			stakeholders. A debt settlement plan		
		shall be responsible for reporting to			must include the name and address of		
		business registration authorities on its			the creditor; debt amount, deadline,		
		date of establishment and date of			location and method of repayment of		
		commencement of operations. From that			such debt; method and time limit for		
		point of time, the Committee shall			the settlement of creditors' claims;		
		represent VietinBank to deal all matters			4. The Liquidation Committee		
		relating to the liquidation of VietinBank			shall be responsible for reporting to		
		with relevant agencies.			business registration authorities on its		
		5. The proceeds collected from			date of establishment and date of		
		the liquidation will be disbursed in the			commencement of operations. From		
		following order:			that point of time, the Committee		
		a) Liquidation expenses.			shall represent VietinBank to deal all		
		b) Salary and insurance expenses			matters relating to the liquidation of		
		for employees in accordance with the			VietinBank with relevant agencies.		
		provisions of law.			4. VietinBank's debts shall be		
		c) Taxes and expenses of tax			paid in the following order of priority:		
		nature payable by VietinBank to the State			a) Unpaid salary, severance		
		of Vietnam.			pay, social insurance, health		
		d) Loans and other debts of			insurance, unemployment insurance		
		VietinBank.			as prescribed by Law and other		
		e) The remaining balance after			benefits of the employees under the		
		having paid off all obligations from item			collective labor agreement signed		
		a to item d of this Clause shall be			labor contracts;		
		distributed to shareholders. Preference			b) Unpaid tax;		
		shares shall be paid in priority.			c) Other debts.		



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