



REGULATION
ON INTERNAL GOVERNANCE OF VIETNAM JOINT-STOCK
COMMERCIAL BANK FOR INDUSTRY AND TRADE
(Revised in 2021)

Hanoi, 2021

REGULATION ON INTERNAL GOVERNANCE OF VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

(Issued in accordance with Resolution No. /NQ-AGM dated of the Annual General Meeting of Shareholders in 2021 of VietinBank)

Chapter I GENERAL PROVISIONS

Article 1. Purpose of promulgation, scope of regulation and subject of application

1. This Regulation is applicable to Vietnam Joint Stock Commercial Bank for Industry and Trade. This Regulation was built based on the provisions of the Law on Enterprises, the Law on Securities and the adoption the international practices of governance in the context of Vietnam in order to implement a comprehensible policy on internal governance and ensure sustainable development and transparency of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).

2. This Regulation provides for:

a) Fundamental principles on the governance of VietinBank to protect the legitimate rights and interests of shareholders.

b) The role, responsibilities, obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the procedures and order of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, Supervisory Board, General Director and other activities in accordance with the Charter of VietinBank.

c) The processes and procedures for the coordination of activities among the Board of Directors, Supervisory Board, Board of Management of VietinBank.

3. This Regulation is applied to relevant bodies in the organizational structure for governance and supervision of VietinBank. The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the General Director and other relevant units of VietinBank.

Article 2. Basic principles

This Regulation is built on the basis of the following fundamental principles of governance:

1. Complying with the relevant provisions of the Law and the Charter of VietinBank.
2. Ensuring an efficient governance and management structure, towards international standards.
3. Honoring and protecting the rights of shareholders.
4. Equal treatment of shareholders.
5. Assuring the roles of stakeholders of VietinBank.
6. Preventing conflicts of interest.
7. Transparency in the operation of VietinBank.
8. Effective leadership and supervision of the Board of Directors and the Supervisory Board over VietinBank.

Article 3. Interpretation of terms and abbreviations.

Except where the provisions or context of this Regulation state otherwise, the following terms shall have the meaning set forth below:

1. Vietnam Joint Stock Commercial Bank for Industry and Trade: VietinBank.
2. The Board of Management of VietinBank comprises of the General Director, Deputy General Directors, Chief Accountant of VietinBank.
3. Charter is the Charter on Organization and Operation of VietinBank.
4. Non-executive member of the Board of Directors is a member as provided for in Clause 23, Article 1 of VietinBank’s Charter.
5. Independent member of the Board of Directors (hereinafter referred to as independent Board Member) is a member as provided for in Clause 22 Article 1 of VietinBank’s Charter.
6. “Related person” means an individual or organization that has direct or indirect relationship with another individual or organization, falling into the cases specified in Point i, Clause 20 of Article 1 of VietinBank’s Charter.

Terms defined in the Charter of VietinBank have the same meaning as they are in this Regulation.

Article 4. Organization Structure for Governance and Management

The organization structure for governance and management of VietinBank

comprises of:

1. General Meeting of Shareholders.
2. The Board of Directors.
3. The Supervisory Board.
4. The General Director.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Article 5. Powers, Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest decision-making body of VietinBank.
2. The General Meeting of Shareholders has the rights and obligations as provided for in Article 27 of the Charter of VietinBank.

Article 6. Orders, procedures of the General Meeting of Shareholders approval of Resolution by voting at the General Meeting of Shareholders

1. The right to convene the General Meeting of Shareholders The General Meeting of Shareholders shall be convened by the Board of Directors or in the cases stipulated in Clause 4 of Article 26 of VietinBank's Charter.
2. Prepare the list of shareholders who are eligible to attend the meeting
 - a) The convener of the General Meeting of Shareholders is responsible for preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Such list of shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of Shares of each type, number and date of Shareholder registration of each Share holder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the Shareholder Register of the company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.

b) Shareholders have the right to check, look up, extract, copy names and contact addresses of shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders; to request correction of incorrect information or supplement necessary information about themselves in the list of shareholders eligible to attend the General Meeting of Shareholders in accordance with the provisions of the Charter of VietinBank through the Secretary of VietinBank.

3. Notice of closing the list of shareholders eligible to attend the meeting of the General Meeting of Shareholders: VietinBank discloses information on the expected final registration date to exercise the right to the existing shareholders to attend the General Meeting of Shareholders on VietinBank's website at least 20 days prior to the expected final registration date. .

4. Notice on convening the General Meeting of Shareholders

a) The conveners of the General Meeting of Shareholders must send meeting invitation to all shareholders eligible to participate in the meeting no later than 21 days (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.

b) The meeting invitation is sent in a way to ensure it reaches the Shareholder's contact address and is posted on VietinBank's website; If deemed necessary, VietinBank may publish the invitation on daily central or provincial magazines.

5. Agenda and content of the General Meeting of Shareholders:

The conveners of the General Meeting of Shareholders must send meeting invitation to all shareholders eligible to participate in the meeting no later than 21 days (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 meeting invitation is sent in a way to ensure it reaches the Shareholder's contact address and is posted on VietinBank's website; If deemed necessary,

VietinBank may publish the invitation on daily central or provincial 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, materials used in the meeting and draft resolutions.
- b) List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
- c) Voting papers;
- d) Draft resolution for each matter in the agenda;

6. Materials of the General Meeting of Shareholders and recommendations of shareholders to be included in the agenda of the General Meeting of Shareholders.

a) At least 21 days prior to the opening date of the General Meeting of Shareholders, the Chairman of the Board of Directors is responsible for directing and ensuring that relevant departments have finished sending invitation materials to shareholders eligible to attend the General Meeting of Shareholders according to the provisions in Article 30 of VietinBank's Charter.

b) The Board of Directors will review all matters proposed by shareholders to be included in the agenda of the General Meeting of Shareholders when approving the agenda and contents of the General Meeting of Shareholders in accordance with Article 30 of VietinBank's Charter.

c) A shareholder or a group of shareholders in accordance with clause 2 of Article 23 of VietinBank's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and sent to VietinBank at least 3 business days prior to the opening of the General Meeting of Shareholders. The proposal must clearly state the name of the Shareholder, the number of shares of each type of Shareholder, and issues proposed to be included in the meeting agenda.

d) Convener of the General Meeting of Shareholders has the right to reject the proposals to add subject matters into the agenda of the General Meeting of

Shareholders made by shareholders in accordance with provisions in Clause 5 of Article 30 of VietinBank's Charter. In this case, within 02 days at the latest, the convener of the meeting of the General Meeting of Shareholders must reply in writing, clearly stating the reason for rejection.

e) The convener of the General Meeting of Shareholders will put matters proposed by shareholders into a separate agenda of the General Meeting of Shareholders. This agenda shall only officially added to the meeting agenda and contents upon approval by the General Meeting of Shareholders.

7. Conditions for conducting a General Meeting of Shareholders are in accordance with Article 31 of the VietinBank's Charter.

8. Registration for participation of the General Meeting of Shareholders

a) Shareholders eligible to attend the General Meeting of Shareholders in accordance with the law, the Charter of VietinBank may attend the meeting in person or authorize their representatives to attend the meeting. The authorization shall comply with the provisions of Clause 3, Article 28 of the Charter of VietinBank and relevant laws.

b) Before the opening of the meeting, VietinBank must carry out the procedures for shareholder registration to attend the General Meeting of Shareholders until all the shareholders eligible to attend the meeting who present at the meeting have registered.

c) The Board of Directors is responsible for appointing VietinBank's Corporate Secretary or a body/individual to arrange for the registration of the General Meeting of Shareholders, check and announce the number of attendees in comparison to the required minimum attendance rate. This ratio must be announced right after completing the registration of shareholders attending the meeting and before the shareholders vote..

d) Documents that need to be brought to the meeting, presented and checked when registering to attend the General Meeting of Shareholders will be specified in the meeting invitation, including: Citizen card, ID card, Passport, other legal identification documents, invitation letter and power of attorney (in case of authorization). Registration is done at the venue where the General Meeting of Shareholders takes place.

e) Shareholders who are late for the General Meeting of Shareholders have the right to register immediately and are entitled to participate and vote at the meeting.

9. Procedures for conducting the General Meeting of Shareholders

Procedures for conducting and voting at the General Meeting of Shareholders are specified in Article 32 of the Charter of VietinBank.

10. Opening of the General Meeting of Shareholders

a) Upon the satisfactory of the required minimum number of attendees as provided for in the VietinBank's Charter, the Chairperson shall declare the opening of the General Meeting of Shareholders.

b) The Chairperson of the General Meeting of Shareholders is prescribed in Clause 3 Article 32 of the VietinBank's Charter.

c) The Chairperson of the General Meeting of Shareholders nominates one or more secretaries to record the minutes of the meeting in accordance with the provision of Clause 3 Article 32 of the VietinBank's Charter.

11. The election of Vote Counting Committee

At the request of the Chairperson of the meeting, the General Meeting of Shareholders shall elect a Vote-counting Committee. Vote-counting Committee shall operate under the instruction of the Chairperson. The Vote Counting Committee is responsible for the vote counting and reporting in writing on the vote counting result after the end of the General Meeting of Shareholders.

12. Meeting agenda and regulation announcement

a) The Chairperson of the General Meeting of Shareholders presents contents and agenda to shareholders and delegates. The meeting agenda and content must be approved by the General Meeting of Shareholders during its opening session.

b) For matters arising beyond the agenda of the General Meeting of Shareholders, the Chairperson take measures deemed necessary and reasonable to conduct the meeting in an orderly manner, in accordance with the approved agenda and in a way to ensure that the meeting reflects the desires of the majority of participants.

13. Discussion on the matters included in the agenda

The General Meeting of Shareholders shall discuss and vote for each matter included in the meeting agenda under the presidency of the Chairperson.

14. Voting

a) Upon shareholders' registration, each shareholder shall be provided with "voting cards/papers" issued by VietinBank which contain unique features such as shareholders' code, full name of shareholders, the number of votes of such shareholders and other necessary contents.

b) The number of votes of a shareholder is equivalent to the number of shares held by that shareholder or represented by that shareholder.

c) The General Meeting of Shareholders shall discuss and vote for each of the issues included in the meeting agenda. Upon voting at the meeting, voting cards "for" in favor of the resolution shall be collected first, voting cards "against" shall be collected later on. Finally votes "for", "against" and "abstention" will be gathered. The result of vote counting will be announced by the Chairperson right before the closing time of the meeting.

15. Announcement of vote counting result and the decision of the General Meeting of Shareholders: The voting results shall be announced by the Chairperson or the Head of the Vote Counting Committee right before the closing of the General Meeting of Shareholders. The voting results show total number of yea votes, nay votes or abstention for each matter.

16. Closing of the General Meeting of Shareholders: The Chairperson declares the closing of the General Meeting of Shareholders after: (i) All matters in the agenda have been discussed and voted, and (ii) the vote counting result has been announced.

17. Voting card/paper keeping: After the end of the General Meeting of Shareholders, the Vote Counting Committee must ensure that all voting cards/papers, voting written guidelines and Vote counting minutes are sealed and kept as record by the Board of Directors' Secretariat under the form of classified documents in accordance with VietinBank's regulations.

18. The Minutes of the General Meeting of Shareholders are specified in Article 35 of the Charter of VietinBank.

Article 7. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of shareholders' written opinion poll, online conference and other forms

1. The Board of Directors has the right to get shareholders' opinion in writing, via online conference or other forms to adopt decisions of the General Meeting of Shareholders if it deems necessary for the interest of VietinBank.

2. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of shareholders' written opinion poll shall comply with provisions in Article 34 of the VietinBank's Charter.

3. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of online conference or other forms shall comply with provisions the applicable law, VietinBank's Charter and guidance of the Board of Directors of VietinBank.

Article 8. Resolution of the General Meeting of Shareholders.

1. Resolutions of the General Meeting of Shareholders must be disclosed to the public in compliance with law from time to time.

2. Resolutions of the General Meeting of Shareholders shall be adopted in accordance with the provisions of Article 33 of the Charter of VietinBank and have the highest enforcement power within VietinBank. All departments and individuals (including members of the Board of Directors, the Supervisory Board and the Board of Management), all shareholders (institutions and individuals) shall be obliged to implement such decisions.

3. In case the Resolution of the General Meeting of Shareholders are impossible to implement due to practical causes, the Board of Directors may, directly or at the request of the relevant stakeholder, report and submit to the General Meeting of Shareholders for reviewing, amending, supplementing/revoking the Resolution issued at the annual or extraordinary meeting or through written opinion poll.

4. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of shareholders referred to in Clause 3 of Article 23 of the VietinBank's Charter shall have the right to request the Court or

Arbitration to consider and revoke the Resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening and issuance of Resolution of the General Meeting of Shareholders fail to comply with the provisions of the VietinBank's Charter and the law in material respects, except for the cases specified in Clause 6, Article 33 of the VietinBank's Charter.

b) The contents of the resolutions violate the provisions of the VietinBank's Charter and the law.

Article 9. Expenses related to the General Meeting of Shareholders

All necessary expenses for the convening and conducting of the General meeting of shareholders as specified in clauses 3, 4, Article 26 of the VietinBank's Charter shall be borne or reimbursed by VietinBank. Such expenses shall not consist of expenses incurred by the shareholders when they attend the General meeting of Shareholders, including expenses for meals, accommodation and travel.

CHAPTER III: THE BOARD OF DIRECTORS

Article 10. Roles and organizational structure and conditions of the members of the Board of Directors

1. Roles of the Board of Directors

a) The Board of Directors is the governing body of VietinBank which has full powers to exercise all rights on behalf of VietinBank, except for matters which fall within the authority of the General Meeting of Shareholders.

b) The Board of Directors is responsible for developing VietinBank's strategy and determining priorities in VietinBank's business operation, directing and controlling the management, making decision on matters which are not under the authority of the General Meeting of Shareholders. The authority of the Board of Directors focuses on the below areas:

- (i) Develop, monitor and review business strategies, targets and plans;
- (ii) Establish criteria for evaluation of effectiveness in implementing strategies

and targets;

(iii) Set up a system of governance and management policies, key operational policy frameworks and risk appetite of VietinBank;

(iv) Control, monitor and evaluate the performance of management and operation activities;

(v) Ensure the rights and interests of shareholders;

(vi) Issues related to capital and assets of VietinBank; information disclosure to stakeholders;

(vii) Issues related to the reputation and relationship of VietinBank with the state agencies and stakeholders;

(viii) Develop and/or decide the succession plans and appointment of managerial positions within the scope of authority.

c) The authority of the Board of Directors is specified in the Regulation on organization and operation of the Board of Directors.

2. Mechanism of operation:

The Board of Directors operates in accordance with the Regulation on organization and operation of the Board of Directors of VietinBank. The Board of Directors gives directions and instructions in a comprehensive manner to implement the orientations, objectives and business plans of VietinBank which have been approved by the General Meeting of Shareholders subject to relevant provisions of law and the Charter of VietinBank.

3. The structure, criteria and conditions to serve as a member of the Board of Directors

a) The BOD consists of a Chairman and Board members. The Board of Directors establishes assisting committees to assist the Board of Directors, specifically HR Committee, Risk Management Committee and other committees in accordance with the provisions of the State Bank and the Law.

b) Criteria and conditions to serve as a member of the Board of Directors, independent member of the Board of Director shall comply with the provisions of Article 36 of the Charter of VietinBank and the law.

Article 11. Powers and obligations of the Board of Directors

1. The Board of Directors is a management body of VietinBank which, in the name of VietinBank, has full authority to make decisions and exercise rights and obligations regarding objectives and benefits of VietinBank except for issues which fall within the authority of the General Meeting of Shareholders.

2. The Board of Directors has the powers and duties as stipulated in Article 39 of the Charter of VietinBank, the Regulation on the Organization and Operation of the Board of Directors and the internal regulations of VietinBank.

Article 12. Powers and obligations of members of the Board of Directors

1. Rights and obligations of members of the Board of Directors are specified in Article 42 of the Charter of VietinBank.

2. Members of the Board of Directors must exercise their powers and duties in an honest, devoted and prudent manner for the highest interests of VietinBank and in compliance with the below provisions:

a) Implementing fully and effectively the powers and obligations of members of the Board of Directors, namely:

- Acting in an honest and devoted manner for the common interests of VietinBank;
- Participating enthusiastically in a frequent manner in meetings of the Board of Directors;
- Focusing on matters discussed in the meetings of the Board of Directors, and proactively requesting meetings to be held when necessary;
- Keeping the discussed and approved contents in the meetings confidential until the Resolutions are issued.
- Reporting periodically and on ad-hoc basis to the Chairman of the Board of Directors on the area of work that the Board members are in charge of; matters for discussion and opinion gathering at meetings of Committees under the Board of Directors
- Ensuring the availability of an effective internal control system in VietinBank;

- Requesting the General Director and members of the Board of Management to provide sufficient information to the Board of Directors for members to have a firm grasp on VietinBank's matters;

- Performing the responsibility of supervising the Board of Management in an appropriate manner.

b) Board members must not take any action which causes damages to VietinBank, or harms the interests of VietinBank and its shareholders:

- Board member must not participate in the Board of Directors of competitors;
- Board member must not use VietinBank's assets and utilities to serve individual needs;

- Board members shall not disclose any information of confidential nature of VietinBank and/or companies whose shares are held by VietinBank during the time of incumbency as a member of the Board of Directors and in 03 years after resignation from VietinBank's Board of Directors.

- Board members shall not use information or business opportunities of VietinBank for the individual interest.

Article 13. Process and procedures for nomination, election, dismissal and removal of member of the Board of Directors

1. A shareholder or a group of shareholders as provided for in Clause 4, Article 23 of the Charter of VietinBank has the right to nominate a person to the Board of Directors in accordance with Article 37 of the Charter of VietinBank.

2. 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 and other shareholders according to mechanism provided for by VietinBank which must be announced before the nomination. The procedures for the incumbent Board of Directors to introduce candidates to the Board of Directors must be conducted in accordance with the law and the Charter of VietinBank..

3. If the candidates for the Board of Directors have been identified, information related to the candidates will be incorporated into the meeting materials of the General

Meeting of Shareholders and disclosed on the VietinBank's website in accordance with provisions of the law.

4. Candidates for the Board of Directors must commit on the truthfulness, accuracy and reasonableness of the personal information disclosed and undertake to perform the tasks of members of the Board of Directors in an honest manner if they are elected as members of the Board of Directors.

5. The voting to elect members of the Board of Directors shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each shareholder shall be his/her number of shares owned multiplied by the number of members to be elected to the Board of Directors, and a shareholder shall have the right to cast all of his/her votes to one candidate or allocate his/her votes to several candidates.

6. The dismissal, removal from office and automatic disqualification of membership of the Board of Directors shall comply with the provisions of Article 45 of the Charter of VietinBank.

Article 14. Order and procedures of the meetings of the Board of Directors

Order and procedures of the meetings of the Board of Directors shall follow those provisions specified in the Charter of VietinBank and detailed in the Regulation on Organization and Operation of the Board of Directors.

Article 15. Resolutions and decisions by the Board of Directors

1. Resolutions and decisions of the Board of Directors are adopted in accordance with provisions specified in Clause 9 Article 43 of the Charter of VietinBank and detailed in the Regulation on Organization and Operation of the Board of Directors.

2. A copy of any resolution and decision of the Board of Directors must be sent to the Head of the Supervisory Board and the General Director after issuance.

3. Resolutions and decisions of the Board of Directors have the highest enforcement power during the two General Meetings of Shareholders and only lose their effects upon revocation by the General Meeting of Shareholders. All departments and individuals of VietinBank, including members of the Board of Directors, are obliged to implement the resolutions and decisions of the Board of Directors.

4. The General Director is responsible to the Board of Directors, for directing implementation of relevant contents mentioned in the resolutions and decisions of the Board of Directors in a strict manner. The General Director must report to the Chairman of the Board of Directors for the Board of Directors' consideration upon observance of the adverse impact on VietinBank's business activities deprived from the implementation of the resolutions and decisions of the Board of Directors. If there is new resolutions or decisions issued in replacement, the General Director is obliged to continue the implementation of the resolutions and decisions issued by the Board of Directors.

Article 16. Remuneration, bonuses and benefits of the members of the Board of Directors

1. Remuneration, bonuses and other benefits of members of the Board of Directors are specified in Article 40 of the Charter of VietinBank and the provisions of the law from time to time.

2. The responsibility for setting the norms, the detailed remuneration and salary regime of the Board of Directors shall be taken care by the HR Committee of the Board of Directors.

Article 17. Corporate Secretary, Person in charge of Corporate Governance of VietinBank

1. VietinBank's Corporate Secretary/Secretaries might be one or more persons appointed by the Board of Directors.

2. Person in charge of Corporate Governance shall be concurrently the Corporate Secretary of VietinBank.

3. Duties of the Corporate Secretary of VietinBank

a) Assisting in organizing the convening of the General Meeting of Shareholders, collecting written opinions of shareholders; take notes of the minutes of the meeting;

b) Archiving meeting minutes of the meetings of the Board of Directors, General Meetings of Shareholders, and of any Board of Directors' committees; archiving VietinBank's records and documents (including books of meeting minutes, meeting agenda, meeting announcement, delegates, reports to regulatory bodies,

reports required by the Law and correspondences with independent auditors).

c) Supporting VietinBank's Board members to comply with internal governance principles as well as other internal rules and regulations of VietinBank.

d) Consulting members of the Board of Directors about legal requirements, listing provisions and the Acts, Laws relevant to corporate governance.

e) Providing financial information, copies of the Board of Directors' meeting minutes and other information to members of the Board of Directors and members of Supervisory Board;

f) Supporting VietinBank in strengthening the shareholder relationship and protecting the lawful right and benefits of shareholders.

g) Supporting VietinBank in the compliance with the obligations of information provision and disclosure and administrative procedures.

4. Duties of the Person in charge of corporate governance of VietinBank.

a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with the regulations and the related work between the company and its shareholders;

b) Preparing meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;

c) Advising on the procedures of the meetings;

d) Attending meetings;

e) Advising on procedures for making resolutions of the Board of Directors in accordance with law;

f) Providing financial information, meeting minutes of the Board of Directors and other information for members of the Board of Directors and members of the Supervisory Board;

g) Supervise and report to the Board of Directors on information disclosure activities of VietinBank;

h) Acting as the liaison point with related parties;

i) Keeping information confidential in accordance with laws and regulations of VietinBank;

j) Other rights and obligations in accordance with laws and regulations of VietinBank.

5. Standards applicable to the Person in charge of corporate governance of VietinBank shall be in compliance with the standards of VietinBank staff and provisions of the law. The Board of Directors of VietinBank is responsible for appointing and dismissing the person in charge of corporate governance of VietinBank. VietinBank will publish on the website of VietinBank and the Stock Exchange in accordance with the provisions of current Laws and the Charter of VietinBank on the appointment and dismissal of the Person in charge of corporate governance of VietinBank.

6. Cases of dismissal of the Person in charge of corporate governance

- a) Prohibited by law from holding a position;
- b) Limited capacity for civil acts;
- c) Failure to meet the criteria and conditions as prescribed by law, this Charter and regulations of VietinBank;
- d) According to decision of the Board of Directors;

Chapter I:

THE SUPERVISORY BOARD

Article 18. Roles and Organization structure of the Supervisory Board

1. Roles of the Supervisory Board

a) The Supervisory Board is a body acting on behalf of shareholders to supervise the operation and the compliance with Law and the Charter of VietinBank in the management and administration of VietinBank; is responsible before the Law and the General Meeting of Shareholders for the implementation of its assigned powers and duties. In performing its duties, the Supervisory Board may use its rights in accordance with provisions of the Law and the Charter of VietinBank.

b) The Supervisory Board performs the role of internal audit, control and assessment of the compliance with the law, internal regulations, the Charter, rules and resolutions, decisions of the General Meeting of Shareholders and of the Board of Directors.

2. The term of office, number, composition and criteria of members of the Supervisory Board are in accordance with Article 50 of the Charter of VietinBank and relevant laws.

3. Mechanism of operation:

a) The Supervisory Board develops, issues and implements its own Regulations on organization and operation after it is approved by the General Meeting of Shareholders.

b) The Regulation on organization and operation of the Supervisory Board must contain at least the following contents: determining the number of members of the Supervisory Board, how to elect the head of the Supervisory Board, the rule of approving decisions, the number of meetings, meeting schedules, the conditions for holding meetings, provisions on the standards and methods of performance assessment of members of the Supervisory Board, the provisions on the conditions for engagement of independent consultant, provisions on information confidentiality.

Article 19. Process and procedures for nomination, election, disqualification and dismissal of member of the Supervisory Board

1. A shareholder or a group of shareholders as provided for in Clause 4, Article 23 of the Charter of VietinBank has the right to nominate candidates to the Supervisory Board in accordance with Article 52 of the Charter of VietinBank.

2. Where the number of approved candidates for members of the Supervisory Board is not sufficient as required, the incumbent Supervisory Board may nominate additional candidates or conduct the nomination in accordance with the mechanism regulated by VietinBank. The mechanism for nomination or the method of nomination undertaken by the incumbent Supervisory must be clearly announced and approved by the General Meeting of Shareholders before the nomination is conducted.

3. The Supervisory Board shall elect a member as the Head of Supervisory Board.

4. Information relating to candidates for the Supervisory Board (where candidates are determined in advance) are published on the VietinBank's website in accordance with the law.

5. Candidates for the Supervisory Board must commit on the truthfulness, accuracy and reasonableness of the personal information disclosed and undertake to perform the tasks of members of the Board of Directors in an honest manner if they are elected as members of the Supervisory Board.

6. The voting to elect members of the Supervisory Board shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each shareholder shall be his/her number of shares owned multiplied by the number of members to be elected to the Board of Directors, and a shareholder shall have the right to cast all of his/her votes to one candidate or allocate his/her votes to several candidates.

7. The dismissal, removal from office and automatic disqualification of membership of the Supervisory Board shall comply with the provisions of Clause 6, Article 53 of the Charter of VietinBank.

Article 20. Process, procedures for organizing meetings of the Supervisory Board

1. The Supervisory Board organizes meeting periodically or extraordinarily. Periodical meeting of the Supervisory Board is organized at least once every quarter and is convened by the Head or temporary Head of the Supervisory Board.

2. Extraordinary meetings of the Supervisory Board are organized in accordance with the order and procedures under provisions specified in the Charter of VietinBank, the Regulation on organization and operation of the Supervisory Board.

3. Meetings of the Supervisory Board are organized at the registered address of the Head Office of VietinBank.

Article 21. Decisions of the Supervisory Board

1. Decisions of the Supervisory Board are adopted in accordance with provisions of Article 57 in the Charter of VietinBank and the Regulation on organization and operation of the Supervisory Board.

2. Decisions of the Supervisory Board must be sent to the Chairman of the Board of Directors and to the General Director to direct and implement after issuance.

Chapter V:

BOARD OF MANAGEMENT

Article 22. Roles and organization structure of the Board of Management

1. Roles of the Board of Management: The Board of Management is responsible for directly managing and running business activities of VietinBank in accordance with policies and orientations set by the General Meeting of Shareholders

and by the Board of Directors from time to time; is responsible before the General Meeting of Shareholders and the Board of Directors for the performance of its assigned duties.

2. Mechanism of operation: The Board of Management operates under the Regulation on organization and operation of the Board of Management of VietinBank.

3. The term of office, number, composition and criteria of members of the Board of Management are proposed by the Board of Directors, subject to approval by the competent authorities based on the actual management and management needs of VietinBank in accordance with the Charter of VietinBank and the relevant law.

Article 23. Salary, bonus and other benefits for the Board of Management

The Board of Directors decides the salary, remuneration, bonus and other benefits of the members of the Board of Management in accordance with the provisions of the Charter of VietinBank.

Article 24. The order and procedures of selection, appointment, dismissal, removal of members of the Board of Management

1. The order and procedures for selection, appointment, dismissal, and removal of members of the Board of Management comply with regulations of the Communist Party, the Law, the State Bank of Vietnam and Regulation on Personnel Management of VietinBank from time to time.

2. The Human Resources Committee, based on the functions, tasks and requirements for VietinBank's governance, shall consider and propose the candidates for the Board of Directors to select and appoint the General Director of VietinBank.

3. The Board of Directors shall appoint, dismiss, take disciplinary actions, suspend, and decide the wage rates and other benefits of the General Director, Deputy General Directors, Chief Accountant in accordance with the provision of the Law and VietinBank's internal regulations.

4. Information on appointment, dismissal, contract signing and termination for senior managers of VietinBank must be published on the VietinBank's website and the Stock Exchanges under the provisions of the current law and the Charter of VietinBank.

Chapter VI:
**COORDINATION AMONG BOARD OF DIRECTORS, SUPERVISORY
BOARD AND BOARD OF MANAGEMENT**

Article 25. Coordination Principles

The Board of Directors, the Supervisory Board and the Board of Management shall coordinate in accordance with the following principles:

1. Always for the interest of VietinBank.
2. Strictly complying with provisions of the Law, the State Bank of Vietnam; implementing principles of democratic centralism, publicity and transparency.
3. Taking own responsibility for the implementation of assigned duties and seriously coordinating to protect the lawful rights of shareholders and the development of VietinBank.

Article 26. Request for convening meetings of and consulting the Board of Directors by the Supervisory Board, the General Director

The Supervisory Board and the General Director propose to convene a meeting of and consult the Board of Directors in the following cases:

1. The Supervisory Board
 - a) The Supervisory Board shall consult the Board of Directors before deciding, or reporting or proposing to the General Meeting of Shareholders the following issues:
 - To issue internal regulations of the Supervisory Board;
 - The evaluation results of the business performance reports, the first half and annual financial reports of VietinBank, reports on evaluation of the management of the Board of Directors, reports to the General Meeting of Shareholders on the results of the evaluation of the annual financial reports, evaluation reports on the rationality, lawfulness, truthfulness and level of prudence in the governance and management of business activities, accounting, statistics and financial report preparation;
 - To recommend the measures to amend, supplement and improve the structure of organization, management, and administration of business operations of VietinBank to the General Meeting of Shareholders.
 - To appoint, dismiss, take disciplinary action, suspend and decide salary and

other benefits of internal audit titles.

- To engage an external independent consultant;
- Other cases falling under the competence of the Supervisory Board to make decision or report, propose to the General Meeting of Shareholders in accordance with the law or if the Supervisory Board of Supervisors deems necessary.

b) Where the Supervisory Board and the Board of Directors do not share the same view, the Supervisory Board shall note in the minutes and the head of the Supervisory Board shall report to the nearest session of the General Meeting of Shareholders.

c) In case of necessity, the head of the Supervisory Board may propose the Board of Directors to hold an extraordinary meeting to discuss and agree on the contents mentioned at Point a and b of this Clause or any other contents so as to ensure the effectiveness of VietinBank's operations, benefits of VietinBank and shareholders. The head of the Supervisory Board shall send a written request clearly stating the reason for convening the meeting to the Board of Directors and the General Director together with supporting documents (if any)

2. General Director:

a) The General Director is responsible for submitting to the Board of Directors for approval: (i) the contents that the General Director must submit to the Board of Directors in accordance with Clause 4, Article 48 of the VietinBank's Charter; (ii) matters which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.

b) The General Director may request the Board of Directors to hold an extraordinary meeting to discuss and agree on the contents specified at Point a of this Clause or any other contents within the authority of the Board of Directors to ensure the effectiveness of VietinBank's operations, benefits of VietinBank and shareholders. The General Director shall send a written request stating the reasons for convening the meeting to the Board of Directors and the Head of the Supervisory Board together with supporting documents (if any).

Article 27. Procedures, order of convening, inviting, preparing minutes and announcing the results of the meetings among the Board of Directors, the Supervisory Board and the Board of Management.

1. Meetings of the Board of Directors, the Supervisory Board and the General Director

a) Meetings of the Board of Directors:

- For any meeting of the Board of Directors, invitation must be sent to the Supervisory Board in accordance with Article 43 of the Charter of VietinBank.

- The Board of Directors may request the Board of Management or any managerial level of VietinBank to participate in the meetings of the Board of Directors or meetings chaired by the members of the Board of Directors.

b) Meetings of the Board of Management: At the regular or extraordinary meetings of the Board of Management or the meetings related to the important contents chaired by members of the Board of Management, in case of necessity, the chairperson of the meeting may invite Chairman of the Board of Directors and/or relevant members of the Board of Directors or the Supervisory Board to join.

c) Meetings of the Supervisory Board: At the meetings of the Supervisory Board, the convener may invite the Board of Directors or Board of Management to join in case of necessity.

d) Other meetings: The Chairman of the Board of Directors is the representative, acting on behalf of the bank in meetings or events with the leaders of the higher level agencies, relevant departments and agencies, business partners or big customers, strategic customers, press agencies ... In case the Chairman cannot attend any meeting, another member of the Board of Directors or an assigned member of the Board of Management shall attend such meeting. After attending the meeting, such member of the Board of Directors or Board of Management is responsible for reporting to the Chairman of the Board of Directors on the content of meeting.

2. Meeting invitation:

a) For the meetings of the Board of Directors: Meeting invitation, forms for the collection of opinions of the members of the Board of Directors and the supporting documents must be sent to the head of the Supervisory Board at the same time and by the

same method as to the members of the Board of Directors.

b) For the meeting of the Supervisory Board, the Board of Management: The convener shall send the meeting invitation to the members attending the meeting at the same time and in the same manner.

3. Meeting minutes and conclusions

a) The Board of Directors is responsible for sending the minutes, resolutions and conclusions of the meetings to the head of the Supervisory Board at the same time and in the same manner as they are sent to members of the Board of Directors.

b) The General Director is responsible for sending minutes and conclusions of the regular and extraordinary meetings of the Board of Management to the Chairman and members of the Board of Directors assigned to be in charge of matters related to the contents of the meetings and the Supervisory Board within 5 days from the end of the meeting but no later than the time of sending to other related individuals and parties.

c) For other meetings, the inviter is responsible for sending the meeting conclusions and minutes to the invited members at the same time and in the same manner.

Article 28. Information sharing regime of the Supervisory Board to the Board of Directors

The Supervisory Board is responsible for promptly and accurately informing the Board of Directors in the following cases:

1. Results of performance of duties as stipulated in Article 54 of VietinBank's Charter

2. When checking and supervising, upon detection of any risk, or incident or information that may affect: (i) reputation and brand of VietinBank; (ii) key personnel/strategy; (iii) risk; (iv) other issues related to VietinBank's assets and capital; (v) issues relating to legality in enforcement; (vi) interests of partners, shareholders of VietinBank or other matters deemed necessary, the Supervisory Board shall timely inform, recommend and discuss with the Board of Directors about resolution measures.

3. Upon detection of any violation committed by members of the Board of

Directors, the General Director and other executive officers of VietinBank in relation to the obligations of the managers, executive officers in accordance with provisions of this Charter and the applicable Law.

4. In case the Supervisory Board requests the Board of Directors to hold an extraordinary meeting or propose the Board of Directors to convene an Extraordinary General Meeting of Shareholders in accordance with the provisions of the law and the Charter of VietinBank.

5. For the engagement with external independent consultants, the Supervisory Board must inform the Board of Directors and the General Director of the scope, value and other material contents within 48 hours from the time of establishing such service.

6. Other cases as prescribed by law and Regulation on organization and operation of the Supervisory Board.

Article 29. Reporting and Information sharing regime of the General Director, the Board of Management to the Board of Directors and the Supervisory Board

1. Reporting by the General Director to the Board of Directors. Reports by the General Director to the Board of Directors on the performance of assigned tasks and powers are integrated into a content in the agenda of the Board of Directors' meetings.

a) Regular reports: The General Director is responsible for reporting in writing to the Chairman of the Board of Directors on the performance of assigned tasks and powers periodically (monthly, quarterly, semi-annually, annually ...).

b) Irregular reports, and reports as per request: The General Director, members of the Board of Management must report, provide information and documents to the Board of Directors in an appropriate manner when:

- The Board of Directors, members of the Board of Directors request to provide information, documents;

- The Committees under the Board of Directors request in writing and via emails within the assigned functions and duties;

c) Upon detection of risks, or incidents or information that may affect: (i) reputation and brand of VietinBank; (ii) key personnel/strategy; (iii) risk; (iv) other issues related to VietinBank's assets and capital; (v) issues relating to legality in

enforcement; (vi) interests of partners, shareholders of VietinBank or any other cases of necessity, the Board of Management must immediately report to the Chairman of the Board of Directors and members of the Board of Directors who are in charge of that area of work for timely direction for resolution.

d) The General Director of VietinBank is responsible for establishing and maintaining the reporting regime for the Board of Directors, including the method of sending / receiving information and reports in a timely, secure and confidential manner; is responsible for the quality of information and reports provided to the Board of Directors.

e) The Board of Directors, members of the Board of Directors coordinate, control and supervise the General Director in performing the functions and duties assigned by the Board of Directors.

2. Information provided by the General Director, the Board of Management to the Supervisory Board:

a) The Board of Management of VietinBank is responsible for creating favorable conditions for the Head and members of Supervisory Board to access information and reports in the fastest manner.

b) In addition to periodical report, at the request of the Head of the Supervisory Board, VietinBank's Board of Management directly reports or provides information, reports in relation to the area work assigned to such member of the Supervisory Board.

c) Regarding the activities of the Board of Management, based on regular operation reports and specific request for information of the Supervisory Board, the Supervisory Board may request the Board of Directors to reconsider the decision of the General Director. Upon detection of any sign of violation of the law, the Charter of VietinBank by the Board of Management, the Supervisory Board shall have to immediately inform in writing to the Board of Directors, request the violators to stop the violation and take correction measures.

Chapter VII:

EVALUATION, TRAINING, DISCIPLINE AND REWARD TOWARDS MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE BOARD OF MANAGEMENT OF VIETINBANK

Article 30. Training the Board of Directors, the Supervisory Board and members of the Board of Management of VietinBank

Members of the Board of Directors, the Supervisory Board and Board of Management actively participate in the training courses, workshops on corporate governance arranged by training agencies, foreign and domestic partners. Training programs are organized or provided to develop knowledge and skills in governance and management:

1. Improving leadership skills and new skills as required by the business strategy;
2. Accessing to up-to-date knowledge on corporate governance and raising awareness about the principles and foundations of effective corporate governance;
3. Relevant courses that help members of the Board of Directors, the Supervisory Board and Board of Management to complete their tasks and duties.

Article 31. Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank

1. Depending on the regulation of the Board of Directors, the performance evaluation of members of the Board of Directors, members of the Board of Management can be carried out by one or more of the following methods:

- a) Self-evaluation;
 - b) Semi-annual performance evaluation;
 - c) Annual performance evaluation at year end;
 - d) Arrangement for credibility and confidence voting;
 - e) Other relevant approaches selected by the Board of Directors from time to time.
2. The Board of Directors will evaluate the performance of the members of the Board of Directors and the titles appointed by the Board of Directors.
 3. The Supervisory Board evaluates the performance of the members of the Supervisory Board.

Article 32. Evaluation criteria

The criteria to evaluate the performance of the members of the Board of Directors, members of the Supervisory Board, members of the Board of Management are:

1. Realized results of the assigned duties, targets.
2. The result of performance monitoring and efficiency of VietinBank in accordance with provisions of the Law (if any)
3. Execution of the Charter of VietinBank.
4. Observance with the direction, policies and guidance of the Communist Party and the Law, the Law of anti-corruption; anti-thriftiness and wastefulness practices; VietinBank's internal governance regulations.
5. The political stance, morality, lifestyle, working manner.
6. Leadership, management capacity and organization of performance of duties.
7. Participation in activities organized by the State Bank of Vietnam/VietinBank.
8. Other assessment criteria (if any) issued by the Board of Directors from time to time.

Article 33. Evaluation and Rating

1. The evaluation and rating of members of the Board of Directors, members of the Supervisory Board, members of the Board of Directors of VietinBank shall be carried out in accordance with the laws, regulations of the State Bank of Vietnam and VietinBank from time to time.

2. The documents on evaluation of the performance of members of the Board of Directors, members of the Supervisory Board, and members of the Board of Management of VietinBank must be kept as part of the personal records.

Article 34. Commendation

1. Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management of VietinBank having good achievements in governance, management and other duties as assigned will be considered for commendation in accordance with the provisions of the Law on Emulation and

Commendation and Regulations on Emulation and Commendation and other internal regulations of VietinBank promulgated by the Board of Directors.

2. The form, specific standards, procedure and process of emulation and commendation will be implemented in accordance with the Regulation on Emulation and Commendation and other internal regulations of VietinBank.

Article 35. Discipline

1. Depending on the nature and consequences of the violations, discipline measures shall be taken against members of the Board of Directors, members of the Supervisory Board, members of the Board of Management who violate relevant provisions of the law, VietinBank's Charter, Code of conduct and other relevant regulations of VietinBank in the course of performance of their assigned duties in accordance with applicable laws and other internal regulations of VietinBank.

2. Principles, forms and procedures for dealing with violations shall comply with the provisions of the law, the State Bank of Vietnam and internal regulations of VietinBank.

Chapter VIII:

CONFLICT OF INTEREST PREVENTION AND TRANSACTION WITH PARTIES HAVING RELATED RIGHTS

Article 36. Honesty and avoidance of conflicts of interest by members of the Board of Directors, members of the Supervisory Board and Executive officers of VietinBank.

1. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank and the related persons shall not make use of business opportunities that might bring benefits to VietinBank for his/her personal interests; not to abuse information acquired thanks to his/her position for his/her personal interests or interests of other individuals or organizations.

2. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank are obliged to notify the Board of Directors the contracts between themselves or their related persons with VietinBank in accordance with provisions in Clause 21 Article 1 of the Charter of VietinBank.

3. Members of the Board of Directors shall not vote on transactions that they or

their related persons participate in, including the cases where the interests of members of the Board of Directors in this transaction have not yet been identified and regardless of whether the interests are material or non-material. The above-mentioned transactions must be presented in the notes to the financial statements in the same period and published in the Annual Report.

4. Members of the Board of Directors, Executive officers and members of the Supervisory Board of VietinBank and their related persons shall not disclose unpublished information of VietinBank to others or to conduct related transactions by themselves.

5. The Board of Directors assumes responsibility in determining, approving and maintaining Regulation on policies and management of significant transactions and related transactions.

Article 37. Transactions with Related persons:

1. When VietinBank conducts transactions with related persons, the Board of Management must ensure that the contracts are signed on voluntary and arms-length basis. The contents of the contract must be clear, specific and consistent with the provisions of relevant laws. The Board of Management must disclose the contracts' details in accordance with applicable law and Regulations of VietinBank.

2. The Supervisory Board has the right to review, extract and copy part or all of the declared contents of the related interests of members of the Board of Directors, members of the Supervisory Board, General Director and other managers who are subject to the requirement on declaration related interests.

Article 38. Ensuring the lawful rights of stakeholders of VietinBank

1. VietinBank respects the lawful rights of stakeholders of VietinBank, including: Creditors, employees, users of VietinBank products and services, suppliers, communities and others with interests related to VietinBank.

2. VietinBank actively cooperates with the stakeholders through:

a) Providing all necessary information for partners and creditors to help them assessing the business operation and financial activities of VietinBank and to make the decision;

b) Encouraging stakeholders to express their opinions on business operation,

financial position and important decisions relating to their interests through direct contact with the Board of Directors, the Board of Management and the Supervisory Board.

Chapter IX:

DISCLOSURE OF INFORMATION

Article 39. Disclosure of information

The Board of Directors is responsible for establishing, approving and maintaining the Regulations on information disclosure in accordance with the provisions of the Law on Securities, guidance documents and other relevant laws.

Chapter X:

DEALING WITH VIOLATIONS AND VALIDITY

Article 40. Dealing with Violations:

1. Upon detection of any violation of this Regulation committed by any officer, staff member and employee of VietinBank, members of the Board of Directors, members of the Board of Management and members of the Supervisory Board, the person who detects the violation must promptly inform the Chairman of the Board of Directors and Head of the Supervisory Board.

2. Any violation to this Regulation will be considered for discipline in accordance with the provisions of the law and regulations of VietinBank. In case of both material and non-material damages to VietinBank caused by such violation, the offender shall be liable to pay compensation for any damage and loss to VietinBank as prescribed by the law and specific regulations of VietinBank.

Article 41. Validity, Amendment and Supplement of the Regulation

1. This Regulation takes effect from the date of signing.

2. In case of any there is any discrepancy between this Regulation and the provisions of the Charter of VietinBank on the same matter, the provisions of the Charter of VietinBank shall prevail.

3. Any amendments or supplements to this Regulation shall be considered and decided by the General Meeting of Shareholders of VietinBank.

4. Members of the Board of Directors, members of the Supervisory Board,

members of the Board of Management and employees of VietinBank are responsible for the implementation of this Regulation.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Lê Đức Thọ