

Appendix 02

REVISION TO THE REGULATION ON INTERNAL GOVERNANCE IN 2021

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
Amended	1	2b	<p>This Regulation provides for:</p> <ul style="list-style-type: none"> - The role, responsibilities, obligations and procedures, operational methods for people in the governance structure of VietinBank; 	1	2b	<p>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.</p>	<p>In line with the standard Regulation in accordance with Circular 116/2020/TT-BTC</p>
Removed	Article 5		<p>Rights of shareholders</p> <p>1. Apart from the rights according to the Law on Enterprises, current legal documents and Article 24 of Charter of VietinBank, shareholders have the below rights:</p> <ul style="list-style-type: none"> a) Right to receive dividend according to the Resolution of the General Meeting of Shareholders, the dividend policy of VietinBank as mentioned in 0 of this Regulation. b) Right to freely transfer fully paid shares recorded in Shareholder Register of VietinBank, except for those cases subject to transfer restriction in compliance with provisions of law and the Charter of VietinBank; c) Right to be fully informed of any periodical and extraordinary information on the operation of VietinBank. d) Right to attend the General Meeting of 			<p>Deleted for its repetition of the Charter of VietinBank</p>	<p>Already covered in the Charter, in compliance with the standard Regulation in accordance with Circular 116/2020/TT-BTC</p>



Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>Shareholders, or authorize representative to attend the General Meeting of Shareholders.</p> <p>e) Shareholders have the right to protect their lawful interests. In case Resolutions of the General Meeting of Shareholders and Resolutions of the Board of Directors violate the law or violate fundamental interests of shareholders in accordance with the law, shareholders may request to not implement such decisions in the orders and procedures prescribed by law. In case such illegal decisions result in loss and damage to VietinBank, the Board of Directors, the Supervisory Board and the Board of Management must compensate for VietinBank within their responsibilities. Shareholders are entitled to request for compensation from VietinBank according to the orders and procedures prescribed by law.</p> <p>2. Preemptive right to newly offered shares: The shareholders have preemptive right to purchase newly offered shares with the amount proportional to their shareholding percentage in VietinBank.</p> <p>Shares of the same type give its owners the equal rights, obligations and benefits. In case preference shares are issued, the rights and obligations associated with preference shares must be fully disclosed to shareholders and be approved by the General Meeting of Shareholders.</p> <p>1. Other benefits specified in the Charter of VietinBank and relevant provisions of law.</p>				



Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
Removed	Article 6		<p>VietinBank's dividend policy</p> <p>1. Dividend: Dividends are the portion of net earnings per share to be paid in cash or by other assets from the remaining of VietinBank's profit after performing financial obligations.</p> <p>2. Dividend payment method:</p> <p>a) Dividends will be paid in cash or by shares of VietinBank or other assets specified in Article 70 of the Charter.</p> <p>b) If dividend is to be paid in shares of VietinBank, share issuance to pay dividends must be proposed by the Board of Directors and approved by the General Meeting of Shareholders.</p> <p>3. Dividend payout process and order:</p> <p>a) Based on the business performance and business plan of the following year of VietinBank, the Board of Directors is responsible for proposing dividend payment amount and the annual dividend payment method for each type of shares to the General Meeting of Shareholders for approval.</p> <p>b) The General Meeting of Shareholders will discuss and approve the annual dividend amount for each type of shares.</p> <p>c) Pursuant to General Meeting of Shareholders' approval, the Board of Directors will decide and announce the dividend amount and frequency of dividend payout (the number of time dividend is paid during the year).</p> <p>d) Dividend shall be paid in full within six (06) months from the closing date of the Annual</p>			Deleted for its repetition of the Charter of VietinBank	<ul style="list-style-type: none"> - Already covered in the Charter. - Amendment is in line with the standard Regulation in accordance with Circular 116/2020/TT-BTC



Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>General Meeting of Shareholders. The Board of Directors shall prepare the list of shareholders entitled to receive dividends, identify the dividend amount to be paid for each share, the term and payment method at least thirty (30) days before the date of dividend payment. Dividend payment announcement must be sent through registered method to shareholders according to the address registered in Shareholder Register at least fifteen (15) days prior to dividend payment date. The content of the announcement must be accurate and sufficient under the provision of the current Laws.</p> <p>e) Dividends amount to be paid as announced.</p> <p>Other detailed regulations are issued by the Board of Directors from time to time.</p>				
Removed	Article 8		<p>Issues related to major shareholders</p> <p>1. The Board of Directors of VietinBank builds a regular communication mechanism with major shareholders.</p> <p>2. Major shareholders shall not take advantages to harm the rights and benefits of the Bank and other shareholders.</p> <p>3. Major shareholders are responsible for information disclosure in accordance with regulations of the law.</p>			Deleted for its repetition of the Charter of VietinBank	<p>- The Charter of VietinBank has provided for contents related to the rights and responsibilities of major shareholders.</p> <p>- In line with the standard Regulation in accordance with Circular 116/2020/TT-BTC</p>
Amended	Article		Article 9. Convening the General Meeting of	Article 6	1	1. Authority to convene the General	For consistency with

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	Article	Clause, Point	Content	Article	Clause, Point	Content	
	9		<p>Shareholders</p> <p>1. Annual General Meeting of Shareholders</p> <p>a) The Annual General Meeting of Shareholders shall be organized once a year. The Annual General Meeting of Shareholders shall be annually organized within 04 (four) months after the end of each fiscal.</p> <p>b) The Annual General Meeting of Shareholders shall not be organized under the form of obtaining written opinions.</p> <p>2. Extraordinary General Meeting of Shareholders: Extraordinary General Meeting of Shareholders shall be convened by the Board of Directors in cases prescribed in Clause 3 Article 25 of the Charter of VietinBank.</p>			<p>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 24 of VietinBank's Charter.</p>	Clause 4 Article 24 of the Charter of VietinBank
Amended	Article 10	2	<p>1. Preparation and announcement of the preparation of the shareholder list</p> <p>a) The person who convenes the GSM is responsible for:</p> <ul style="list-style-type: none"> - Announcing the information regarding the preparation of the list of shareholders who are entitled to attend the General Meeting of Shareholders at least 20 days prior to the last registration date. - Preparing the list of shareholders who are eligible to attend and vote in the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall 	Article 6	2	<p>2. Prepare the list of shareholders who are eligible to attend the meeting</p> <p>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</p>	Amended to be consistent with Article 28 of the Charter of VietinBank, and compatible with Article 141 of the Law on Enterprises.

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>be made no earlier than 05 (five) days prior to the date of sending the invitation to the General Meeting of Shareholders.</p> <p>b) The shareholders have the right to verify the accuracy of information recorded in the Shareholder Register in relation to themselves and the number of shares owned by them. Shareholders are entitled to request the amendment of inaccurate information or supplement of necessary information about themselves in the list of shareholders who are entitled to attend General Meeting of Shareholders in accordance with the Charter of VietinBank via VietinBank Corporate Secretary.</p>		3	<p>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;</p> <p>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.</p> <p>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. .</p>	
Amended	Article 10	3	<p>3. Invitation to the General Meeting of Shareholders</p> <p>Invitation letters and the approaches for invitation to the General Meeting of Shareholders</p>	Article 6	4	<p>4. Invitation to the General Meeting of Shareholders:</p> <p>a) The conveners of the General Meeting of Shareholders must send meeting invitation to all</p>	Amended to be consistent with Article 28 of the Charter of

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	Article	Clause, Point	Content	Article	Clause, Point	Content	
			are specified in Clause 3 Article 29 of the Charter of VietinBank. Invitations are sent to all shareholders via a registered mails and uploaded to the VietinBank's website;			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.	VietinBank, and compatible with Article 143 of the Law on Enterprises.
Supplemented				Article 6	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	Amended to be consistent with Article 28 of the Charter of VietinBank, and compatible with Article 143 of the Law on Enterprises.

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	Article	Clause, Point	Content	Article	Clause, Point	Content	
						<p>magazines.</p> <p>The meeting agenda, documents related to issues to be voted at the meeting are sent to the shareholders and/or posted on the VietinBank's website. In cases where the documents are not enclosed with the invitation letters of the General Meeting of Shareholders, the invitation letters must clearly indicate how and where to download the entire meeting documents accessible by shareholders, including:</p> <p>a) The agenda and documents used in the meeting;</p> <p>b) Voting Sheet;</p>	
Amended	Article 10	5	<p>5. Materials for the General Meeting of Shareholders;</p> <p>a) <u>At least 25 (twenty-five) days</u> prior to the General Meeting of Shareholders' date, the General Director is responsible for directing and completing comprehensive evaluation reports on VietinBank's performance, which includes at least the below contents: (i) Evaluation of results in comparison with targets and the development directives approved by the General Meeting of Shareholders and the Board of Directors in the period; (ii) the Orientation and measures for the coming time to enhance VietinBank's performance efficiency.</p> <p>b) At least 25 (twenty-five) days prior to the General Meeting of Shareholders' date, the Supervisory Board is responsible for completing the Performance Report of the Supervisory Board,</p>	Article 6	3	<p>6. Material of the General Meeting of Shareholders and proposals of shareholders to be included in the agenda of the General Meeting of Shareholders:</p> <p>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.</p> <p>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</p>	Amended to be consistent with Article 28 of the Charter of VietinBank, and compatible with Article 142 of the Law on Enterprises.

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	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>which includes at least the below contents: (i) Evaluation of the Supervisory Board's performance; (ii) Result of supervision of VietinBank's performance and financial status.</p> <p>c) At least 15 (fifteen) days prior to the annual General Meeting of Shareholders, the Chairman of the Board of Directors is responsible for directing and completing the Report of the performance of the Board of Directors, which includes at least the below contents: (i) Evaluation of VietinBank's performance in the financial year; (ii) Evaluation of the Board of Directors' performance; (iii) Future plans.</p> <p>d) At least 10 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 of VietinBank's Charter.</p>			<p>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.</p> <p>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 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.</p> <p>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.</p>	
Removed	Article 12		<p>1. Invited guests VietinBank's BOD may invite government officials, independent auditors,</p>				Clause 1 is not subject to the scope



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	Article	Clause, Point	Content	Article	Clause, Point	Content	
			customers, partners, journalists, experts and other individuals and organizations that do not own any share of VietinBank to attend the GMS				of regulation of the Regulation
	Article 12	2	<p>2. The examination and declaration of the minimum rate of attending shareholders</p> <p>The examination and declaration of minimum rate of attending shareholders shall comply with the regulation in Clause 32.1 of the VietinBank's Charter. Specifically, the VietinBank Secretariat or a department/individual appointed by the Board of Directors shall be responsible for checking and announcing the number of participating delegates that meet the minimum rate of participation as prescribed. This rate shall be announced by the Chairman of the General Meeting of Shareholders immediately after the end of the register of participating shareholders and before voting.</p>	Article 6	8c	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.	For consistency with Article 30 of the Charter of VietinBank and the standard Regulation
Supplemented				Article 6	9	<p>Procedures for conducting the General Meeting of Shareholders</p> <p>Procedures for conducting and voting at the General Meeting of Shareholders are specified in Article 32 of the Charter of VietinBank.</p>	For consistency with Article 30 of the Charter of VietinBank
Amended	Article 14		<p>Minutes of the General Meeting of Shareholders</p> <p>1. The sessions of the General Meeting of Shareholders shall be recorded into meeting minutes. The minutes must be made in Vietnamese</p>	Article 6	18	The Minutes of the General Meeting of Shareholders are specified in Article 35 of the Charter of VietinBank.	For consistency with Article 34 of the Charter of VietinBank



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			<p>and may be made in English which contain the following main contents:</p> <p>a) Name, head office address, enterprise code;</p> <p>Time and venue of the meeting;</p> <p>c) Agenda and content of the meeting;</p> <p>d) Full name of chairperson and secretary;</p> <p>e) Summary of the developments of the meeting and the opinions raised at the General Meeting of Shareholders on each matter in the agenda of the meeting;</p> <p>f) Number of shareholders and total number of votes of shareholders, annex on Shareholder registration, representatives of shareholders attending the meeting with the number of shares and corresponding votes;</p> <p>Total number of voting cards for each voting matter, in which specifying voting method, total number of votes “approval”, “disapproval”, and “abstention”; corresponding proportion of the total voting cards of shareholders attending the meeting;</p> <p>h) The matter which have been approved and the proportion of “approval” votes;</p> <p>i) Signatures of the Chairperson and secretary.</p> <p>The Minutes made in Vietnamese and English shall have the same legal effect. In case of discrepancy in the contents of the minutes in Vietnamese and English, the contents in the</p>				



Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>Vietnamese version of the minutes shall prevail.</p> <p>2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and secretary of the meeting will be jointly responsible for the accuracy and truthfulness of the minutes.</p> <p>3. The minutes of the General Meeting of Shareholders must be published on VietinBank's website within 24 (twenty four) hours or sent to all shareholders within 15 (fifteen) days from the closing date of the meeting.</p> <p>4. Minutes of the General Meeting of Shareholders are considered as evidence of the work done at the General Meeting of Shareholders unless there are objections against the contents of the minutes made in accordance with the procedures within 10 (ten) days from the date of sending the minutes.</p> <p>5. The minutes of the General Meeting of Shareholders, list of registered shareholders to attend the meeting as an annex with shareholders' signatures, authorization to attend the meeting and relevant documents must be kept at the Head Office of VietinBank as records.</p> <p>6. The minutes of the General Meeting of Shareholders must be sent to members of the Board of Directors, the Supervisory Board and members of the Board of Management within 15 (fifteen) days from the closing date of the meeting. The delivery of meeting minutes can be done directly</p>				

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			and/or through VietinBank's website.				
Amended	Article 14		<p>Procedures for obtaining written opinions of shareholders</p> <p>The Board of Directors shall elect to obtain written opinions of shareholders to approve decisions of the General Meeting of Shareholders at any time if it is deemed necessary for the benefits of VietinBank, except compulsory contents to be approved directly by the General Meeting of Shareholders as provided at Clause 2 Article 32 of VietinBank's Charter.</p> <p>2. The Board of Directors must prepare the opinion form, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that the documents are sent and distributed to shareholders within a reasonable timeframe for consideration and voting, and must be sent at least ten (10) days before the deadline for receipt of opinion sheets. Requirements and the manner of sending the opinion sheets and attached documents shall be implemented in accordance with the provisions of point 3, Article 29 of VietinBank's Charter.</p> <p>3. The written opinion sheet must cover the contents specified in Clause 3 Article 33 of the Charter of VietinBank.</p> <p>4. Any completed written opinion form must be signed by a shareholder being an</p>	Article 7		<p>Orders, procedures for approval of the resolutions of the General Meeting of Shareholder in the form of shareholders' written opinion collection, online conferences and other forms.</p> <p>1. The Board of Directors shall elect to obtain written opinions of shareholders, online conferences or other forms to approve decisions of the General Meeting of Shareholders at any time if it is deemed necessary for the benefits of VietinBank, except compulsory contents to be approved directly by the General Meeting of Shareholders as provided at Clause 2 Article 33 of VietinBank's Charter.</p> <p>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.</p> <p>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 of the applicable law, VietinBank's Charter and guidance of the Board of Directors of VietinBank.</p>	<p>The contents for collection of written opinions of shareholders are specified in Article 32 of the Charter of VietinBank</p> <p>Supplemented provisions on the order and procedures of the General Meeting of Shareholders to approve resolutions through online conferences and other forms in accordance with Article 143 of the Law on Enterprises</p>

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	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>individual or legal representative of a shareholder being an organization or the individual, legal representative of the authorized organization</p> <p>5. Opinion form can be sent to VietinBank in the following ways:</p> <p>a) By post: The opinion form sent to VietinBank must be in a sealed envelope and no one shall be entitled to open it before vote counting;</p> <p>b) By fax or email: Opinion forms sent to VietinBank by fax or email must be kept confidential until the time of vote counting.</p> <p>Any opinion form received by VietinBank after the deadline specified in the opinion form or opened in the case of sending by post or announced before the vote counting in the case of sending over fax or email is not valid. Opinion form which is not sent back shall be considered as non-voting sheet.</p> <p>6. The Board of Directors shall conduct the counting of the votes and prepare the vote-counting minutes in the witness of the Supervisory Board or shareholders who are not executive officers in VietinBank. The vote-counting minutes must contain following major contents:</p> <p>a) Name, head office address, enterprise code;</p> <p>b) Purposes and issues to be consulted for adoption of the resolution;</p> <p>c) The number of shareholders with total</p>				



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			<p>votes participated in the voting, specifying the number of valid and invalid voting forms and the mode of sending the voting forms supported by a list of Shareholders who have voted as an annex;</p> <p>d) Total number of votes “for”, “against” and “abstention” on each issue;</p> <p>e) Matters that have been approved;</p> <p>Full name, signature of the Chairman of the Board of Directors - VietinBank's legal representative, vote counters and vote counting supervisors.</p> <p>f) The members of the Board of Directors, vote counters and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-counting.</p> <p>7. The vote-counting minutes must be sent to members of the Board of Directors, the Supervisory Board, the Board of Management and all shareholders within 15 (fifteen) days from the completion date of vote checking or uploaded into the website of VietinBank within twenty four (24) hours from the completion of vote counting.</p> <p>8. The returned written opinion forms, vote-counting minutes, adopted resolutions and other related documents that are attached to the written opinion forms must be archived at the Head Office of VietinBank.</p> <p>9. Any adopted resolution must be</p>				



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			<p>approved by the number of shareholders representing certain percentage as stipulated in Clauses 3 and 5 of Article 32 of the VietinBank's Charter.</p> <p>10. Decisions which are approved though obtaining written opinions shall have the same validity as decisions approved at the physical General Meeting of Shareholders.</p>				
	Article 17	4	<p>4. Number of members and term of office</p> <p>a) The number of the Board of Directors members is at least 5 and no more than 11, of which at least 01 (one) member is independent member. The number of board members for each term is determined by the General Meeting of Shareholders. At least 1/2 of the members of the Board of Directors must be independent members and non-executive members of VietinBank. Individuals and related persons of such individuals or representatives for capital contribution of an institutional shareholder and related persons of these persons can be members of the Board of Directors of VietinBank but must not exceed one third (1/3) of the total number of members of the Board of Directors of VietinBank, except for those who are representatives for capital contribution of the State.</p> <p>b) The term of office of the Board of Directors is 05 (five) years. The term of office of a member of the Board of Directors shall not exceed</p>			Deleted	Deleted because this content is specified in Article 36 of the Charter of VietinBank and the Regulation on organization and operation of the Board of Directors.

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	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>05 (five) years and members of the Board of Directors may re-elected without any limitation on the number of terms. A member of the Board of Directors may be dismissed, removed from office by the General Meeting of Shareholders or added or replaced. In such cases, the term of the new member is the remaining time until the end of the term of the Board of Directors.</p> <p>5. Types of members of the Board of Directors: There are 3 (three) types of members of the Board of Directors, specifically: (i) executive member of the Board of Directors; (ii) independent member of the Board of Directors and (iii) non-executive member of the Board of Directors.</p>				
Amended	Article 17	3	<p>3. Structure</p> <p>a) The BOD consists of a Chairman and Board members.</p> <p>b) The BOD establishes and maintains these following Committees: Labor, Payroll and Emulation Committee; Risk Management Committee;</p> <p>In addition to these Committees, the BoD may establish other assisting committees under the provisions of the State Bank and the Law, if necessary.</p>	Article 10	3	<p>3. The structure, criteria and conditions to serve as a member of the Board of Directors</p> <p>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.</p> <p>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.</p>	
Amended	Article 19		<p>Criteria and conditions to serve as a member of the Board of Directors</p> <p>1. A member of the Board of Directors</p>	Article 10	3		For consistency with Article 36 of the Charter of

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			<p>must satisfy all conditions and requirements in compliance with provisions of current law and provisions of the Charter of VietinBank.</p> <p>2. An independent member of the Board of Directors must meet all conditions on independence as regulated in the Charter of VietinBank and current Laws.</p>				VietinBank
Supplemented				Article 11		<p>Article 11. Powers and obligations of the Board of Directors</p> <p>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.</p> <p>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.</p>	For consistency with Article 37 of the Charter of VietinBank
Removed			<p>Article 20. Process and procedures for nomination, election, disqualification and dismissal of members of the Board of Directors</p> <p>1. Shareholders who hold common shares for at least six (06) consecutive months shall have the right to add up their votes to nominate candidates for the Board of Directors. A</p>				As stipulated in Article 35 and clause 4 of Article 31 of the Charter of VietinBank



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			<p>shareholder or group of shareholders who holds from 5% to below 10% of the total voting shares shall have the right to nominate 01 (one) candidate; who holds from 10% to below 30% shall have the right to nominate maximum 02 (two) candidates; who holds from 30% to below 40% shall have the right to nominate maximum 03 (three) candidates; who holds from 40% to below 50% shall have the right to nominate maximum 04 (four) candidates; who holds from 50% to below 60% shall have the right to nominate maximum 05 (five) candidates; who holds from 60% to below 70% shall have the right to nominate maximum 06 (six) candidates; who holds from 70% to below 80% shall have the right to nominate maximum 07 (seven) candidates and who holds from 80% to below 90% shall have the right to nominate maximum 08 (eight) candidates.</p> <p>2. In case the number of approved candidates, both nominated and self-nominated one, for members of the Board of Directors is not sufficient as required, the incumbent Board of Directors may nominate additional candidates or conduct the nomination in accordance with the Internal Governance of VietinBank. The procedures of board member candidate reference undertaken by the incumbent Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the nomination is conducted under provisions of the Law.</p> <p>3. In the case where candidates for the Board of Directors have been identified</p>				

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>beforehand (as in the list of candidates which have been approved by the State Bank of Vietnam), information relating to the candidates shall be included in the materials of the GMS and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the website of VietinBank in order for shareholders to learn about the candidates before voting.</p> <p>4. Candidates for the Board of Directors must undertake in writing 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.</p> <p>5. The election of members of the Board is conducted in cumulative voting method, by which each shareholder has a total number of votes corresponding to the total number of shares held multiplied by the number of elected members of the Board of Directors and the shareholder has the right to accumulate all or share their votes for a candidate.</p> <p>6. The dismissal and removal of a member of the Board of Directors is executed under provisions specified at Article 45 in the Charter of VietinBank.</p>				
Amended	Article 24	3	<p>3. Responsibilities:</p> <p>a) Assisting the BOD, BOM and other committees of the BOD during the course of meetings, conduct poll in writing (including GSM).</p> <p>b) Archiving meeting minutes of BOM</p>	Article 17	3	<p>3. Duties of the Corporate Secretary of VietinBank</p> <p>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;</p>	For consistency with clause 5, Article 5 of the Law on Enterprise

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>meetings, BOD meetings, GSM and any Board committees'; archiving VietinBank's records and documents (including meeting minutes, meeting agenda, meeting announcement, delegates, reports to regulatory bodies, reports required by the Law and corresponding letters with independent auditors).</p> <p>c) Supporting VietinBank's Board members to comply with internal governance principles as well as other internal rules and regulations of VietinBank;</p> <p>d) Consulting the Board members about legal requirements, listing provisions and the Codes, Laws relevant to Corporate Governance.</p> <p>e) Providing financial information, copies of BODs' meeting minutes and other information to Board members and members of Supervisory Board;</p> <p>f) Supporting VietinBank in strengthening the shareholder relationship and protecting the legal right and benefits of shareholders,</p> <p>g) Supporting VietinBank in the compliance with the obligations of information provision disclosure and administrative procedures.</p>			<p>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).</p> <p>c) Supporting VietinBank's Board members to comply with internal governance principles as well as other internal rules and regulations of VietinBank.</p> <p>d) 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;</p> <p>e) Supporting VietinBank in strengthening the shareholder relationship and protecting the lawful right and benefits of shareholders, in the compliance with the obligations of information provision and disclosure and administrative procedures</p>	
Supplemented	Article 24			Article 17	4	<p>4. Duties of the Person in charge of corporate governance of VietinBank.</p> <p>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;</p>	For consistency with clause 3, Article 281 of Decree No. 155/2020-NĐ-CP

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
						<ul style="list-style-type: none"> 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. 	
Supplemented	Article 24		Corporate Secretary of VietinBank	Article 17	5	5. Cases of dismissal of the Person in charge of corporate governance <ul style="list-style-type: none"> 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; 	For consistency with Circular 116/2020/TT-BTC.

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
Amended	Article 25	2, 3, 4	<p>1. Organizational structure: The Supervisory Board consists of a Head of Supervisory Board and number of members and assistants to Supervisory Board.</p> <p>2. Number of members and term of office of the Supervisory Board: The Supervisory Board consists of 03 (three) to 05 (five) members elected by the General Meeting of Shareholders. Among which, over 1/2 of the total number of members of the Supervisory Board must be full-time members and must not concurrently undertake other positions or work at VietinBank or other enterprises. The term of office of members of the Supervisory Board shall not exceed five (05) years and may be re-elected without any limitation on the number of terms.</p> <p>3. If the end of the terms of office of members of the Supervisory Board are at the same time but new members of the Supervisory Board have not yet been elected, the members of the Supervisory Board whose term of office have expired shall continue to exercise their rights and obligations until the new members of the new term of office are elected and take over the task.</p>	Article 15	Clause 2		
Removed	Article 27		<p>Article 28. Process and procedures for nomination, election, disqualification and dismissal of member of the Supervisory Board</p> <p>1. Shareholders who hold common shares for at least six (06) consecutive months</p>				As stipulated in Article 50 of the Charter of VietinBank



Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>shall have the right to add up their votes to nominate candidates for the Supervisory Board. A shareholder or a group of shareholders who holds from 5% to less than 10% of the voting shares shall have the right to nominate 01 (one) candidate; who holds from 10% to below 30% shall have the right to nominate maximum 02 (two) candidates; who holds from 30% to below 40% shall have the right to nominate maximum 03 (three) candidates; who holds from 40% to below 50% shall have the right to nominate maximum 04 (four) candidates and who holds from 50% more shall have the right to nominate the full number of candidates.</p> <p>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.</p>				

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>3. The Supervisory Board shall elect a member as the Head of Supervisory Board.</p> <p>4. Information relating to the candidates of the Supervisory Board (in case candidates have been identified) must be disclosed at least 07 days prior to the convening date of the GMS on VietinBank's website so that shareholders can learn about these candidates before casting their votes.</p> <p>5. Candidates for the Supervisory Board must undertake in writing on the truthfulness, accuracy and reasonableness of the personal information disclosed and perform tasks of members of the Supervisory Board in an honest manner if they are elected as members of the Supervisory Board.</p> <p>6. The election of members of the Supervisory Board is conducted in cumulative voting method, by which each shareholder has a total number of votes corresponding to the total number of owned shares multiplied by the number of elected members of the Supervisory Board and the shareholder has the right to accumulate all or divide their votes for a candidate.</p>				

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			7. The dismissal and removal of one member of the Supervisory Board is executed under provisions specified at Article 62 in the Charter of VietinBank.				
Removed	Article 28	3	<p>Meeting invitation of the Supervisory Board must be sent to members of the Supervisory Board at least 05 (five) days prior to the date of the meeting. The meeting invitation must be made in Vietnamese which clearly specifies: Meeting agenda, time, place and must attach necessary materials relating to issues to be discussed and voted at the meeting and voting cards for members of the Supervisory Board. Those members who are not able to attend the meeting must send their voting cards to the Supervisory Board prior to the meeting.</p> <p>The Head of Supervisory Board has the right to invite members of the Board of Directors or Board of Management to attend meetings of the Supervisory Board if necessary.</p>				Deleted this wording as it is already covered in the Regulation on organization and operation of the Supervisory Board
Amended	Article 30	Clause 4	<p>1. Number of members and term of office</p> <p>a) The number of Deputy General Directors is proposed by the Board of Directors to the competent authority based on actual management demand of VietinBank.</p> <p>b) The term of office of a Deputy General Director is 05 years unless decided otherwise by the Board of Directors but no more than 05 years. A Deputy General Director can be reappointed</p>			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.	This wording is already included in the Charter of VietinBank and the Regulation on Personnel Management.

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			without any limitation on the number of terms.				
Amended	Article 31		<p>Standards and conditions to serve as a member of the Board of Management.</p> <p>1. General Director and Deputy General Directors must satisfy all conditions and requirements in compliance with provisions of current law and Article 49 of the Charter of VietinBank.</p> <p>2. Chief Accountant: In addition to the standards and conditions stipulated in Clause 4, Article 49 of the Charter of VietinBank, the Chief Accountant of VietinBank must satisfy the following conditions:</p> <p>a) Satisfying the standards and conditions of Law on Accounting;</p> <p>b) Having moral quality, occupational qualities, honesty and the sense of observing and fighting to preserve the rights, policies, financial and economic management mechanism under the regulation of the Law and VietinBank.</p> <p>c) Having university degree or higher qualification of professional accounting, with actual experience in accountancy for at least eight (08) years. The Board of Directors of VietinBank develops and decides specific standards for the Chief Accountant of VietinBank in consistence with each period of VietinBank's development.</p>				
Deleted	Article 43		<p>Evaluation and Rating</p> <p>1. Based on the evaluation results, the ranking of members of the Board of Directors,</p>	Article 30		<p>Evaluation and Rating</p> <p>1. The evaluation and rating of members of the Board of Directors, members of the Supervisory</p>	



Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>members of the Supervisory Board, members of the Board of Management of VietinBank can be classified into five ranks:</p> <p>a) Level A ++: Overachieving all operational targets/key business indicators</p> <p>b) Level A +: Completing all operational targets/key business indicators ;</p> <p>c) Level A: Completing the majority of operational targets/key business indicators.</p> <p>d) Level B: Completing a number of several operational targets/key business indicators.</p> <p>e) Level C: Failing to complete the majority of operational targets/key business indicators.</p> <p>2. The evaluation and ranking methods are according to the Board of Directors of VietinBank's stipulation from time to time.</p> <p>3. For the State's Capital Representatives at VietinBank, in addition to the evaluation and ranking in accordance with Clause 1,2 as above, they are also subject to evaluation and ranking according to provisions of the State Bank of Vietnam.</p> <p>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 in their personal records.</p>			<p>Board, members of the Board of Directors of VietinBank shall be carried out in accordance with the laws and regulations of VietinBank from time to time.</p> <p>2. For the State's Capital Representatives at VietinBank, in addition to the evaluation and ranking in accordance with Clause 1,2 as above, they are also subject to evaluation and ranking according to provisions of the State Bank of Vietnam.</p> <p>3. 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.</p>	