

## Appendix 03

## REVISION TO THE REGULATION ON ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
Amended	Article 6		<p><b>Structure of the Board of Directors</b></p> <p>1. VietinBank's Board of Directors consists of at least 05 members and maximum 11 members, of which at least 01 is independent member. At least 1/2 of the members of the Board of Directors must be independent members and non-executive members of VietinBank. The specific number of Board Members for each term of office is determined by the General Meeting of Shareholders.</p> <p>2. Members of the Board of Directors are categorized as below: (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> <p>3. Individual and his/her related persons or those who are representatives of capital contribution of an organization shall not account for more than 1/3 (one third) of the total number of members of the Board of Directors, except for the case of representatives of the State capital.</p> <p>4. The Board of Directors must convene the General Meeting of Shareholders to elect additional Board Member in the following cases:</p> <p>a) When the number of Board Member</p>	Article 7.		<p><b>Term of office, number and criteria of members of the Board of Directors of the Board of Directors</b></p> <p>1. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and members of the Board of Directors may re-elected without any limitation on the number of terms. An individual can only be elected as an Independent Member of the Board of Directors of VietinBank for no more than 2 consecutive terms.</p> <p>2. VietinBank's Board of Directors consists of at least 05 members and maximum 11 members, of which at least 01 is independent member. The Board of Directors shall consist of at least a half (1/2) of the total members being independent members and non-executive members. The number of members of the Board of Directors of each term of service shall be decided by the General Meeting of Shareholders.</p> <p>3. Members of the Board of Directors must meet conditions provided for in clause 4, Article 38 of the Charter of VietinBank</p> <p>4. The nomination of a member of the Board of Directors shall follow provisions in Article 37 of the Charter of VietinBank.</p> <p>5. The Board of Directors must convene</p>	Delete some of the contents which have been specified in the Charter and Regulation on Internal Governance

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			<p>is less than 2/3 of the total number of incumbent Board of Directors, or less than the required minimum number of members of the Board of Directors as provided for in the Law on Credit Institutions and the Charter of VietinBank. In this case, the Board of Directors shall convene the General Meeting of Shareholders within 60 days from the date the number of members falls to less than 2/3.</p> <p>b) The number of independent Board Members decreases to below the minimum requirement of VietinBank's Charter. In this case, the Board of Directors shall convene the General Meeting of Shareholders within 60 days from the date the minimum number of independent member of 1 is no longer met.</p> <p>c) In other cases, at the nearest upcoming meeting, the General Meeting of Shareholders shall elect new members to replace the dismissed or removed members of the Board of Directors.</p>			<p>an extraordinary General Meeting of Shareholders to elect additional member(s) of the Board of Directors as specified at clause 3, Article 26 of the Charter of VietinBank. In other circumstances, at the nearest upcoming meeting, the General Meeting of Shareholders shall elect new members of the Board of Directors to replace the dismissed or removed members.</p>	
<b>Amended</b>	<b>Article 9</b>		<p><b>Term of Office of Members of the Board of Directors</b></p> <p>1. The term of office of a member of the Board shall not exceed 05 years. The term of office of a Board Member is the same as the term of the Board of Directors. Board members may be re-elected or re-appointed without any limitation on the number of terms. The term of</p>			<p><b>Combined into Article 7. Term of office, number and criteria of members of the Board of Directors of the Board of Directors</b></p>	<p>Delete some of the contents which have been specified in the Charter and Regulation on Internal Governance</p>

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			<p>office of an additionally elected member is the remaining period of the term of office of the Board of Directors.</p> <p>2. The Board of Directors of the term which has just been over shall be active until the newly elected Board of Directors of the next term takes over.</p>				
<b>Amended</b>	<b>Article 10</b>		<p><b>Criteria and conditions to serve as a member of the Board of Directors</b></p> <p>5. A Board member must fulfill all following criteria and conditions:</p> <p>a) Not to be a subject prescribed in Clause 1 Article 33 of the Law on Credit Institutions;</p> <p>b) To have at least Bachelor's degree;</p> <p>c) To have at least 03 years of experience as a manager, executive officer of credit institutions or at least 5 years of experience as manager, executive officer of a company operating in the fields of finance, banking accounting, auditing or of another company having its equity of at least equal to the legal capital amount prescribed for the equivalent type of credit institution or at least 05 years working directly in the teams specializing in banking, finance, accounting or auditing.</p> <p>d) To have full capacity for civil acts and not to be prohibited from managing an enterprise as regulated by the Law on Credit</p>	<b>Article 7</b>	4	Members of the Board of Directors must meet conditions provided for in clause 4, Article 38 of the Charter of VietinBank	<ul style="list-style-type: none"> <li>- Delete some of the contents which have been specified in the Charter and Regulation on Internal Governance</li> <li>- Combined into Article 7. Term of office, number and criteria of members of the Board of Directors of the Board of Directors</li> </ul>

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			<p>Institutions;</p> <p>e) To be physically fit and have good morality, honesty and good understanding of law; to comply with the requirements of professional ethics prescribed by the State Bank of Vietnam.</p> <p>6. In addition to criteria and conditions specified in Clause 1 of this Article, independent members of the Board must satisfy the conditions of independence as prescribed by law and the Charter of VietinBank.</p>				
<b>Deleted</b>	<b>Article 8</b>		<p><b>Candidacy, Nomination of Board Member</b></p> <p>1. In cases where the candidates for the Board of Directors have been identified, information relating to candidates shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days prior to the opening date before the opening date of the General Meeting of Shareholders on VietinBank's website so that VietinBank's shareholders can learn about these candidates before voting. Board member candidates must make a written commitment on the truthfulness, accuracy and fairness of the disclosed personal information and commit to performing honestly if elected as Board Member.</p> <p>2. Shareholders who hold ordinary shares for a consecutive period of at least six (6)</p>	<b>Article 7</b>	5	The nomination of a member of the Board of Directors shall follow provisions in Article 37 of the Charter of VietinBank.	<p>- Delete some of the contents which have been specified in the Charter and Regulation on Internal Governance</p> <p>- Combined into Article 7. Term of office, number and criteria of members of the Board of Directors of the Board of Directors</p>

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			<p>months may accumulate their votes to run for or nominate the membership of the Supervisory Board. A shareholder or group of shareholders who holds from 5% to less than 10% shall have the right to nominate maximum 01 candidates; who holds from 10% to below 30% shall have the right to nominate maximum 02 candidates; who holds from 30% to below 40% shall have the right to nominate maximum 03 candidates; who holds from 40% to below 50% shall have the right to nominate maximum 04 candidates; who holds from 50% to below 60% shall have the right to nominate maximum 05 candidates; who holds from 60% to below 70% shall have the right to nominate maximum 06 candidates; who holds from 70% to below 80% shall have the right to nominate maximum 07 candidates and who holds from 80% to below 90% shall have the right to nominate maximum 8 candidates.</p> <p>3. In cases where the number of candidates for the Board of Directors through candidacy and nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or arrange for nomination of candidates according to the mechanism prescribed by VietinBank. The procedures for introducing candidates by the incumbent Board of Directors must be clearly announced and</p>				

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			approved by the General Meeting of Shareholders prior to the nomination in accordance with the law.				
<b>Amended</b>	<b>Article 13</b>		<p><b>Removal from duties, dismissal of Chairman of the Board of Directors, members of the Board of Directors</b></p> <p>7. The Chairman of the Board of Directors or a member of the Board of Directors is removed from duties or dismissed if:</p> <p>a) He/she has limited civil act capacity.</p> <p>b) He/she is disqualified in terms of standards and conditions prescribed by the Law and provisions of this Regulation.</p> <p>c) He/she has not participated in the activities of the Board of Directors for 06 (six) consecutive months, except for force majeure circumstances.</p> <p>d) A resignation letter (stating the reasons for resignation) is sent to the Board of Directors, the Supervisory Board of VietinBank and the State Bank of Vietnam at least 30 (thirty) days prior to the date he/she stops performing his/her duties and rights.</p> <p>e) Requirements for independence of an independent Board member are not met.</p> <p>f) According to a decision by the General Meeting of Shareholders.</p> <p>g) Other cases as prescribed by law.</p> <p>2. Even after being dismissed or</p>	<b>Article 9</b>		<p><b>Automatic disqualification, dismissal and removal of the members of the Board of Directors</b></p> <p>1. Members or Chairman of the Board of Directors will be automatically disqualified, dismissed or removed from office in accordance with Article 45 of the Charter of VietinBank.</p> <p>2. The Chairman or a member of Board of Directors who is removed from duties, dismissed or automatically disqualified shall be responsible for immediately handing over the work to another member who is appointed by the Board of Directors to replace him/her.</p>	

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			<p>removed from duties, Chairman of the Board of Directors, a member of the Board of Directors of VietinBank must still be held personally responsible for his/her decisions which are contrary to the provisions of law and the Charter of VietinBank or for intentionally misconducts during his/her incumbency.</p> <p>3. Within 10 working days from the date the decision on removal from duties, dismissal of the Chairman or a member of the Board of Directors is approved as prescribed in Clause 1 of this Article, the Board of VietinBank must send a written report accompanied with detailed supporting documents to the State Bank of Vietnam and assume responsibility for the accuracy and truthfulness of the report before the law; at the same time implement procedures for election or appointment to fill vacant position under the provisions of law.</p> <p>4. Where the Chairman of the Board of Directors is dismissed or removed, the remaining members of the Board of Directors shall elect a member of the Board of Directors to replace him/her on the principle of majority.</p> <p>5. The Chairman or a member of Board of Directors who is removed from duties or dismissed shall be responsible for immediately handing over the work to another member who is appointed by the Board of Directors to replace</p>				

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			<p>him/her.</p> <p>6. In other cases, new member to replace the removed or dismissed member of Board of Directors shall be elected at the nearest upcoming General Meeting of Shareholders.</p>				
<b>Amended</b>	<b>Article 16</b>		<p><b>Duties and powers of the Board of Directors</b></p> <p>The Board members have the rights and obligations to discuss, vote, approve, decide and resolve the following in accordance with the provisions of the Law:</p> <p>a) To be responsible to the General Meeting of Shareholders for the assigned powers and duties.</p> <p>b) To prepare the contents and related documents to submit the General Meeting of Shareholders for approval of issues that fall within the jurisdiction of the General Meeting of Shareholders according to Article 26 of VietinBank's Charter, except for the contents that fall within the functions and duties of the Supervisory Board.</p> <p>c) To make decisions on strategy, medium-term development plan and annual business plan of VietinBank.</p> <p>d) To make decisions on organizational structure of the Head Office, branches, subsidiaries, representative offices and non-business units.</p> <p>e) To make decisions on opening branches,</p>	Article 13		<p>Powers and duties of the Board of Directors</p> <p>In addition to the rights and obligations specified in Article 39 of the Charter of VietinBank, the Board of Directors has the following rights and obligations:</p> <p>1. To govern VietinBank in accordance with the law and the Charter of VietinBank for the benefit of VietinBank and its shareholders.</p> <p>2. 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>3. Annually, to review and re-evaluate the internal control system; ensuring the establishment and maintenance of an efficient and appropriate system of internal control;</p> <p>4. To ratify, sign transaction contracts prescribed in Clause 2 Article 62 of the Charter of VietinBank.</p> <p>5. To convene the Extraordinary General</p>	<p>- Deleted for its repetition of the Charter of VietinBank</p> <p>- Supplement a number of rights and responsibilities according to the Standard Regulation as provided for in Circular 116/2020/TT-BTC and to be in line with corporate governance practices.</p>



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			<p>representative offices and establishment of non-business units.</p> <p>f) To appoint, dismiss, take disciplinary actions, suspend, and decide the wage rates and other benefits of the General Director, Deputy General Directors, Chief Accountant, Board of Directors' Secretary and other titles under the jurisdiction of the Board of Directors in accordance with provisions of the law.</p> <p>g) To approve the plans with respect to capital contribution to or purchase of shares of other enterprises and credit institutions valued less than 20% of the charter capital of VietinBank recorded in the latest audited financial statements.</p> <p>h) To appoint representatives of VietinBank to other enterprises and credit institutions. To decide the equitization, reshuffle, dissolution and bankruptcy of VietinBank's subsidiaries;</p> <p>i) To make decisions on the investment in, purchase and sales of VietinBank's assets valued from 10% of VietinBank's charter capital as recorded in the latest audited financial statements, except for the cases falling under the jurisdiction of the General Meeting of Shareholders.</p> <p>j) To approve contracts of VietinBank with its subsidiaries and associated companies;</p>			<p>Meeting of Shareholders in accordance with provisions in Clause 3, Article 43 of the Charter of VietinBank.</p> <p>6. The Board of Directors uses the apparatus and other resources of VietinBank to perform its duties and powers.</p>	

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			<p>contracts of VietinBank with the members of the Board of Directors, the Supervisory Board, the General Director, the big shareholders and their related persons valued up to 20% of VietinBank's charter capital recorded in the latest audited financial statement. In this case, the related members shall not have the right to vote.</p> <p>k) To inspect, supervise and direct the General Director in performing assigned tasks; to annually assess the performance of the General Director.</p> <p>l) To issue internal regulations related to the organization, governance and operation of VietinBank in compliance with law, except for those that fall within the jurisdiction of the Supervisory Board or of the General Meeting of Shareholders.</p> <p>m) To make decisions on risk management policies and supervise the implementation of risk prevention measures of VietinBank.</p> <p>n) To review, approve and announce annual reports and audited financial statements of VietinBank as provided for by law.</p> <p>o) To select professional valuation organization to evaluate paid-in capital that is not Vietnamese currency or freely convertible currency and gold as provided for by law.</p> <p>p) To submit to the Governor of the State</p>				

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			<p>Bank of Vietnam for approval or adoption issues as provided for by law.</p> <p>q) To make decisions on offering new shares subject to limit of shares permitted to be offered for sale of each type.</p> <p>r) To decide the offering prices of shares and convertible bonds of VietinBank.</p> <p>s) To decide the redemption of shares of VietinBank in accordance with the Law.</p> <p>t) To propose methods of profit distribution, paid-up dividends; to make decisions on timeframe and procedures of paying dividends or handling of loss arising during business operation.</p> <p>u) To approve the agenda, contents and materials of the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to obtain written opinions of shareholders for adoption of a decision.</p> <p>v) To implement, control and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors.</p> <p>w) To ratify the contracts and transactions of VietinBank according to the provisions of Clause 3, Article 61 of VietinBank's Charter.</p> <p>x) To make decision on granting credit facilities as defined in Clause 7 of Article 128 of the Law on Credit Institutions, except for</p>				

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			<p>transactions falling under the jurisdiction of the General Meeting of Shareholders.</p> <p>y) To promptly report to the State Bank of Vietnam information which negatively affects the membership status of any member of the Board of Directors, Supervisory Board, General Director.</p> <p>z) Other duties and powers in accordance with provisions of the Law, the State Bank of Vietnam, the Charter of VietinBank and as authorized by the General Meeting of Shareholders.</p> <p>In addition to the rights and obligations specified in Clause 1 of this Article, the Board of Directors of VietinBank shall exercise the rights and obligations in accordance with the internal governance regulations of VietinBank.</p>				
<b>Amended</b>	<b>Article 17</b>		<p><b>The duties and authorities of Chairman of the Board of Directors</b></p> <p>1. The Board of Directors shall elect a Chairman among Board Members by the principle of majority. The Chairman of the Board of Directors must be a permanent resident in Vietnam during his/her incumbency. He/she is the legal representative of VietinBank; in charge of the general and comprehensive operation of the Board of Directors.</p> <p>2. Rights and obligations of the Chairman of the Board of Directors</p>	<b>Article 14</b>		<p><b>The duties and authorities of Chairman of the Board of Directors</b></p> <p>1. The Board of Directors shall elect the Chairman among the members of the Board of Directors following the principle of majority. The Chairman of the Board of Directors must reside in Vietnam during his term of office. The Chairman of the Board of Directors is in charge of the overall operation of the Board of Directors.</p> <p>2. Rights and obligations of members of the Board of Directors are specified in Article 41 of the Charter of VietinBank.</p>	<p>Rights and duties of the Chairman of the Board of Directors are stipulated in the Charter of VietinBank</p> <p>This Regulation only cites and retains some contents which are not mentioned in</p>

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			<p>a) To chair the General Meeting of Shareholders.</p> <p>b) To prepare the agenda and action plan of the Board of Directors.</p> <p>c) To supervise members of the Board of Directors in implementing the assigned duties as well as common duties and rights.</p> <p>d) To prepare agenda, contents and materials of the meetings; convene and preside over the meetings of the Board of Directors.</p> <p>e) To arrange for approval of the Board of Directors' decisions. On behalf of the Board, to sign the resolutions and decisions of the Board of Directors; to sign documents to deal with issues that fall within duties and power of the Board of Directors.</p> <p>f) To assign tasks to members of the Board of Directors. Assignment to members of the Board of Directors must be made in writing.</p> <p>g) To ensure that the Board of Directors shall send annual financial statements, operational reports of VietinBank, audit reports and examination reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.</p> <p>h) To prepare assessment reports on the Board of Directors' performance to report to the General Meeting of Shareholders.</p> <p>i) To ensure that employees shall be</p>			<p>3. The Chairman of the Board of Directors shall authorize in writing another member of the Board to exercise the rights and duties of the Chairman during his absence and notify such authorization to the remaining members of the Board of Directors and the General Director of VietinBank. In case there is no authorization available or the Chairman of the Board of Directors dies, is missing, held in custody, serving a prison sentence, serving administrative handling measures at a compulsory detoxification facility or compulsory education facility, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, mastering acts, banned by court from incumbency, banned from practicing or assuming certain tasks, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors on the principle of consent by the majority of the remaining members until a new decision of the Board of Directors is made.</p>	the Charter

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			<p>able to report to the Chairman or members of the Board of Directors on any abnormality relating to the financial situation, the operation and general issues, including the violation of moral rules of VietinBank.</p> <p>j) To ensure that members of the Board of Directors receive the information in a full, subjective and accurate manner and allow sufficient time for discussion of issues which the Board of Directors has to take into consideration.</p> <p>k) To assess the performance of each member, committees of the Board of Directors at least once a year and report the General Meeting of Shareholders on the assessment results.</p> <p>l) Other duties and authorities as prescribed in the Charter of VietinBank and provisions of the law.</p> <p>3. The Chairman shall authorize in writing another member of the Board to exercise the rights and duties of the Chairman during his absence and notify other members of the Board and General Director of VietinBank of such authorization.</p>				
<b>Supplemente d</b>				<b>Article 15</b>		<p><b>Information rights of members of the Board of Directors</b></p> <p>1. To have the right to request the General Director, Deputy General Directors, other</p>	Supplemented to conform with the Standard Regulation

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						<p>managers in VietinBank to provide information and documents on the financial situation and business operation of VietinBank and members in VietinBank group.</p> <p>2. Any requested by a member of the Board of Directors must promptly, fully and accurately provide information and documents at the request of such member of the Board of Directors.</p>	<p>specified in Circular 116/2020/TT-BTC, Article 1599 of the Law on Enterprises</p>
<b>Amended</b>	<b>Article 20</b>		<p><b>Meeting of the Board of Directors</b></p> <p>1. In case the Board of Directors elects the Chairman, the Chairman of the Board of Directors will be elected in the first meeting of the term of the Board of Directors within seven (07) business days from the end of the election of the Board of Directors for that term. This meeting shall be convened by the member of the Board of Directors who has been elected with the highest number of votes. Where there is more than one (01) member elected with the same highest number of votes, the members shall vote by majority principle one (01) person among them to convene the Board of Directors' meeting.</p> <p>2. The Chairman of the Board of Directors or any member of the Board of Directors authorized by the Chairman must convene regular meetings of the Board of Directors (at least once a month) and irregular</p>	<b>Article 16</b>		<p><b>Order and procedures of the meetings of the Board of Directors</b></p> <p>12.Meeting invitation</p> <p>a) The meeting invitation shall be sent by the Chairman of the Board of Directors or the convener of the meeting of the Board of Directors to the members of the Board of Directors by one of the forms specified in the Charter of VietinBank at their registered contact addresses.</p> <p>b) The meeting invitation and attached documents are sent to the members of the Supervisory Board as the members of the Board of Directors. Members of the Supervisory Board shall have the right to attend and discuss at the meetings of the Board of Directors but have no voting rights.</p> <p>c) Materials used at the meeting and voting papers of members of the Board of Directors must be sent to the members of the Board of Directors before the meeting takes place.</p>	<p>Amended to be consistent with the Charter of VietinBank, and compatible with Article 157 of the Law on Enterprises.</p>

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			<p>meetings; prepare the agenda, determine the time and venue in at least five (05) business days before the meeting date except for ad-hoc meetings to deal with urgent matters.</p> <p>3. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send meeting invitations at least 5(five) days before the meeting date. The meeting invitation shall be made in writing and in Vietnamese language, which clearly states the agenda, time and venue of the meeting, and issues to be discussed and decided. The meeting invitation shall be attached with meeting documents and voting cards of the members of the Board of Directors. The meeting invitation shall be sent by registered mail, fax, electronic mail or other means to ensure that it shall reach the address of each member of the Board of Directors as registered with VietinBank. The meeting invitation without attached voting cards must also be ensured to reach the members of the Supervisory Board and the General Director.</p> <p>4. The Chairman of the Board of Directors must convene meeting of the Board of Directors without delay if not for appropriate reasons upon receipt the written request that clearly states the purpose and issues to be discusses from:</p>			<p>13. Conditions for organizing the meetings of the Board of Directors</p> <p>a) A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of the members of the Board of Directors attend directly at the meeting or by another form as prescribed below:</p> <ul style="list-style-type: none"> <li>- Authorizing another person to attend the meeting.</li> <li>- Attending and voting through online conferences, electronic voting or other electronic forms;</li> <li>- Sending the votes to the meeting via post, fax or email. The voting papers must be put in a sealed envelop and sent to the Chairman of the Board of Directors or the Chairperson of the meeting (in case the Chairman of the Board of Directors does not chair the meeting) at least one hour prior to the opening time of the meeting. The voting card shall only be opened in front of all participants in the meeting.</li> </ul> <p>b) In case there are not enough members attending the meeting as required, the meeting shall be reconvened within seven (07) days since the date intended for the original meeting. The reconvened meeting shall be held if there are more than half of the members of Board of Directors attending the meeting.</p> <p>14. Method of approving resolutions of</p>	



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			<p>a) The Supervisory Board;</p> <p>b) The General Director or at least five (05) other executive officers;</p> <p>c) The independent member of the Board of Directors;</p> <p>d) At least two (02) members of the Board of Directors;</p> <p>e) As per request of the independent audit firm that performs the audit of VietinBank's financial statements.</p> <p>f) Other cases as prescribed by law.</p> <p>5. The Chairman must convene a meeting of the Board of Directors within seven (07) business days from the date of receipt of the request sent according to Clause 4 of this Article. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damage to VietinBank.</p> <p>6. Conditions to carry out a meeting of the Board of Directors:</p> <p>a) A meeting of the Board of Directors shall be conducted when there is attendance of at least three quarters (3/4) of the total number of members of the Board of Directors.</p> <p>b) In case there are not enough members attending the meeting as required, the meeting shall be reconvened within seven (07) days since the date intended for the original</p>			<p>the Board of Directors</p> <p>a) In face-to-face meetings, meetings over phone or other online means, members of the Board of Directors will vote verbally or raise their hands for each matter upon the Chairman's raising of the matter and concluding the discussion session. The voting status can be "approval", "against" or "abstention".</p> <p>b) The Board of Directors approves decisions and issues resolutions on the basis approval by the majority of the members of the Board of Directors attending the meeting who have the right to vote (&gt; 50%). In case the numbers of votes for and against are equal, the final decision will be in favor of the side with the opinion of the Chairman of the Board of Directors or the Chairperson of the meeting (in case the Chairman of the Board of Directors does not chair the meeting of the Board of Directors).</p> <p>c) Resolutions in the form of written opinions collection are passed on the basis of the consent of a majority of the members of the Board of Directors who have the right to vote. Such resolutions have the same effect and validity as the resolutions ratified at physical meetings.</p> <p>15. Sending and archiving minutes and resolutions of the Board of Directors:</p> <p>a) The Minutes of the Board of Directors are made in accordance with provisions in Article</p>	

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>meeting. The reconvened meeting shall be held if there is attendance of more than half (1/2) of the members of the Board of Directors'</p> <p>7. A member of the Board of Directors is considered attending and voting at a meeting in the following cases:</p> <p>a) To attend and vote directly at the meeting;</p> <p>b) To authorize another to attend the meeting in accordance with Clause 9 of this Article.</p> <p>c) To attend and vote through online conferences or other similar forms.</p> <p>d) To send the votes to the meeting via post, fax or email.</p> <p>To send voting papers to the meeting via courier, fax, email. The voting card shall only be opened in front of all participants in the meeting.</p> <p>8. The Board of Directors' meetings shall be held at VietinBank's Head Office or other appropriate locations in the territory of Vietnam or any other location as unanimously agreed by the members of the Board of Directors.</p> <p>9. Members of the Board of Directors must attend all meetings of the Board of Directors. When a member of the Board of Directors cannot directly attend a Board of</p>			<p>43 of the Charter of VietinBank.</p> <p>b) The Secretaries to the Board of Directors or the person appointed by the Chairman of the Board of Directors shall be responsible for recording the meeting minutes of the Board of Directors.</p> <p>c) Resolutions and decisions of the Board of Directors are binding on the nature of enforcement within the whole system of VietinBank. The resolutions and decisions of the Board of Directors shall be copied and sent to the relevant units and individuals who are responsible for implementation and compliance and who should know for their collaboration.</p> <p>d) The Secretaries to the Board of Directors or the unit/individual assigned by the Board of Directors are responsible for disclosing the contents of the Resolutions subject to the information disclosure requirement in accordance with law.</p> <p>e) Decisions passed in a meeting using phone, online conference or other means of communication, which are organized and conducted in due course in accordance with the Charter of VietinBank shall take effect right after the end of the meeting. The meeting minutes of the Board of Directors must contain all contents as prescribed in Article 43 of the Charter of VietinBank.</p>	

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>Directors' meeting, he/she may authorize another member to exercise his/her voting right or to send his/her votes in writing to the meeting. Members of the Supervisory Board shall have the right to attend and discuss at the meetings of the Board of Directors but have no voting rights.</p> <p>10. A Board meeting can be held in the form of a conference when all or some members are at different locations provided that each participating member can:</p> <p>a) Listen to other Board members discussing in the meeting, and</p> <p>b) Raise his/her opinions to other participating members simultaneously, if he/she wants.</p> <p>11. The discussion can be performed either directly or via telephone or other communication means or combination of all such methods. A Board member participates in a meeting in such manners shall be considered as "presenting" in the meeting. The venue of such meeting is where the majority of Board members is gathering or where the Chairperson of the meeting presents in case the gathering of the majority of Board members is unavailable.</p>			f) Minutes of meetings of the Board of Directors and materials used in such meetings must be kept at the Secretariat to the Board of Directors and IR Office and relevant units.	
<b>Amended</b>	<b>Article 21</b>		<p><b>Minutes of the General Meeting of Shareholders</b></p> <p>1. All meetings of the Board of</p>			<b>Combined into Article 16.</b>	Delete some of the contents which have been specified

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>Directors must be recorded in a book of minutes, and if necessary, may be audio recorded or visually recorded. Minutes of the meeting of Board of Directors must cover main contents as prescribed by law in Vietnamese and/or English of equal legal validity. Where there is any difference in content of such two versions, the minutes shall be interpreted in accordance with the Vietnamese version.</p> <p>2. If any Board member attending the meeting refuses to sign off the minutes, the reason must be clearly stated; if not, the votes of that member in the meeting shall be deemed invalid.</p> <p>3. The meeting minutes and material used for the meetings of the Board of Directors must be kept as record at the Secretariat to the Board of Directors of VietinBank and copied to all Board members.</p> <p>4. A Meeting Minutes of the Board of Directors shall include the below major contents:</p> <p>a) Name, address of Head Office, Business code;</p> <p>b) Purposes, agenda and content of the meeting;</p> <p>c) Time and venue;</p> <p>d) Name of attendee or authorized person; name of absent members with reasons</p>				in the Charter and Regulation on Internal Governance

Amendments, supplements	Current wording			Amended			Explanation
	Article	Clause, Point	Content	Article	Clause, Point	Content	
			<p>for absence;</p> <p>e) Issues discussed and voted in the meeting;</p> <p>f) Result of voting with clear indication of the members who vote “for”, “against” and “abstention”;</p> <p>g) Decisions which have been adopted;</p> <p>h) Names and signatures of all attendees or authorized persons to attend the meeting</p> <p>The Chairperson of the meeting and the Minutes preparer must be responsible for the truthfulness and accuracy of the meeting minutes of the Board of Directors.</p>				