



**VIETNAM JOINT STOCK COMMERCIAL BANK  
FOR INDUSTRY AND TRADE**

Address: 108 Tran Hung Dao Str., Hoan Kiem Dist., Hanoi  
Tel: 84.24.39421030; Business Registration Certificate No. 0100111948  
granted for the 13<sup>th</sup> time on 8/1/2024

**DRAFT REGULATION  
ON THE ELECTION OF VIETINBANK'S  
MEMBERS OF THE BOARD OF DIRECTORS FOR TERM 2024-2029**

- Pursuant to the Law on Credit Institutions No.47/2010/QH12 dated 16/6/2010 and the Law amending and supplementing a number of articles of the Law on Credit institutions No. 17/2017/QH14 dated 20/11/2017;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and amended and supplemented documents;
- Pursuant to Circular No. 22/2018/TT-NHNN dated 5/9/2018 of the State Bank of Vietnam on guidance on procedures and documents for approval of the expected list of personnel of commercial banks, non-bank credit institutions and foreign bank branches (Circular 22);
- Pursuant to Official Dispatch No. 2495/NHNN-TCCB dated 1/4/2024 of the State Bank of Vietnam on the personnel of members of the Board of Directors and Supervisory Board of VietinBank for term 2024-2029;
- Pursuant to Official Dispatch No.3426/NHNN-TCCB dated 24/04/2024 of the State Bank of Vietnam on approval of personnel to be elected as VietinBank's member of Board of Director and member of Supervisory Board for term 2024-2029;
- Pursuant to Official Dispatch No.3538/NHNN-TTGSNH dated 26/04/2024 of the State Bank of Vietnam on approval of personnel to be elected as VietinBank's member of Board of Director for term 2024-2029;
- Pursuant to the Charter on the organization and operation of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank);
- Pursuant to Regulation on Internal Management of VietinBank;

**1. Number of member to the Board of Directors**

VietinBank's Board of Directors elected for term 2024 - 2029 includes 11 members, including 02 members of the Board of Directors representing foreign shareholder and 01 independent member of the Board of Directors; At 2024 Annual General Meeting of Shareholders, 9 members will be elected.

**2. Term of member of the Board of Directors elected**

The term of elected members of the Board of Directors is 5 years.

**3. Conditions to become members of the Board of Directors**

**3.1. Member of the Board of Directors must fulfill the following criteria and conditions:**

- Not being under the list of persons who are not permitted to act as members of the Board of Directors of credit institutions under the provisions of point 1 of Article 33 of the Law

on Credit Institutions 2010, point 6 of Article 1 of the 2017 Law amending and supplementing a number of articles of the Law on Credit Institutions and other provisions of the law;

- Being professionally ethical;
- Holding at least university degree;
- Having at least 03 years as a manager, executive of a credit institution or at least 05 years as a manager, executive of an enterprise operating in the finance, banking, accounting or of another enterprise having owners' equity of at least equal to the legal capital of the corresponding type of credit institution or at least 05 years working directly at the finance, banking, accounting and auditing departments.

**3.2. *Independent member of the Board of Directors must fulfill the following criteria and conditions:***

- Satisfying Criteria and conditions to become a member of the Board of Directors specified in the Law on Credit Institutions and VietinBank Charter;
- Not being a person who is working for VietinBank or subsidiary of VietinBank or has worked for VietinBank or subsidiary of VietinBank for the last 03 consecutive years;
- Not being a person who is entitled to receive regular wage, remuneration and allowance provided by VietinBank except for allowance received as a member of the Board of Directors;
- Not being a person, whose wife or husband, father, mother, foster father, foster mother, child, adopted child or siblings and spouse of such persons are big shareholders of VietinBank, the managers of VietinBank or its subsidiaries;
- Not being a person who directly, indirectly or representatively owns 1% or more of the charter capital or the voting share capital of VietinBank; not being a person, together with a Related person own 5% or more of the charter capital or the voting share capital of VietinBank;
- Not being a manager, member of the Supervisory Board of VietinBank at any time in the past 5 consecutive years, except for the case of reappointment for the second term of office consecutively.

**3.3. *A Board of Directors' member nominee of VietinBank must be approved by the State Bank of Vietnam in writing and during the time of undertaking his/her position as a Board of Directors member, comply with standards and conditions prescribed by law and the Charter of VietinBank.***

**4. Principles for nominating members of the Board of Directors**

According to the provisions of Article 37 of VietinBank Charter, a shareholder or a group of shareholders holding from 10 % or more of total ordinary shares of VietinBank shall have the right to nominate candidates to the Board of Directors. Board of Directors nomination shall follow the below rules: A shareholder or group of shareholders who holds from 10% to below 30% shall have the right to nominate maximum 02 candidates; who holds from 30% to below 40% shall have the right to nominate maximum 03 candidates; who holds from 40% to below 50% shall have the right to nominate maximum 04 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.

## **5. Nomination documents for candidates to be elected as member of the Board of Directors**

### **5.1. Principles for preparation of the application documents:**

- Documents must be prepared in Vietnamese. In case a document issued by a competent agent or organization of a foreign country, notarized or certified documents must be legalized in accordance with the provisions of Vietnamese law (except for cases of exemption from consular legalization under legal regulations on consular legalization) and translated into Vietnamese;
- Translations from foreign languages into Vietnamese must be notarized or certified by translators in accordance with the law;
- Copies of documents of candidates expected to be elected or appointed must be copies from the original books or certified copies from the originals as prescribed by law;
- Documents prepared by the nominees expected to be elected and self-appointed candidates must be certified in terms of signature in accordance with the law.

### **5.2. List of documents:**

A shareholder or a group of shareholders eligible to nominate member(s) of the Board of Directors must send to VietinBank the following documents:

- Nomination Letter to be elected member of the Board of Directors (as per template);
- Curriculum vitae with certified signature (as per template)
- Criminal clearance record;
- A notarized copies of certificates certifying level of education and professions, notarized Vietnamese translation version is required if such certificates are in foreign languages;
- Disclosure of the list of related persons of the nominee (as per template at Appendix No.2 - Circular 22) and Disclosure on related interests of the nominee;
- Others documents establishing that the nominee meets all standards and prescribed conditions.

*Note: Document template are posted at website <https://investor.vietinbank.vn> - "Events" - "General Meeting of Shareholders" - "2024" - "2024 Annual General Meeting of Shareholders and term 2024-2029".*

### **5.3. Location and time to receive nomination documents for candidates to be elected as member of the Board of Directors**

- **Location to receive documents:** Documents nominating candidates to the Board of Directors of VietinBank must be sent directly or by post (secured) to the Secretariat to the Board of Directors and Investor Relations - Board of Directors Office - VietinBank - No.108, Tran Hung Dao, Hoan Kiem, Hanoi (Tel: 024.39413622/0832485588).

- **Time to receive documents: no later than 5:00 p.m. Friday, 12<sup>th</sup> April, 2024.**  
Nomination documents received by VietinBank after the above time are invalid.

#### **6. Principles for the election of the Board of Directors members**

- By adopting the cumulative voting method, under which each shareholder has a total number of votes corresponding to the total number of shares owned/represented multiplied by the number of elected members of the Board of Directors, shareholders have the right to put all of their vote for one candidate or split votes for a number of candidates;
- The elected members of the Board of Directors shall be determined by votes from the highest to the lowest, starting from candidates with the highest number of votes until sufficient number of the Board of Directors members is reached and the elected member must have at least 51% of the total number of votes for each candidate on the total number of voting shares of the shareholders attending the General Meeting of Shareholders;
- If the shareholders want to vote for a candidate, write the number of votes for that candidate to the column "**number of votes**";
- If the shareholders do not vote for a candidate, either leave the column blank or cross out the column "**number of votes**";
- Aggregate number of votes for the candidates by a shareholder shall not exceed the total permitted votes of such shareholder (number of shares owned/represented multiplied by the number of members to be elected);
- Names of the candidates are printed in the voting card. Where the General Meeting of Shareholders decides to remove or supplement any candidate, the shareholders will rule out that candidate or add that candidate's name to the bottom of the list.

#### **7. Announcing the electing decision**

- Based on the Vote count minutes, the election results of the Board of Directors member will be announced at the meeting;
- The results will be recorded in the Resolution of 2024 Annual General Meeting of Shareholders and term 2024-2029.

#### **8. Validity**

This Regulation comes into effect immediately upon the approval of 2024 Annual General Meeting of Shareholders and term 2024-2029 and will only apply to the election of members of the Board of Directors for term 2024-2029./.

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

**Tran Minh Binh**