



**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 13th time on 8/1/2024

**DRAFT REGULATION
ON THE ELECTION OF VIETINBANK'S
MEMBERS OF THE SUPERVISORY BOARD 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.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 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 Supervisory Board

VietinBank's Supervisory Board elected for term 2024 - 2029 includes 05 members; At 2024 Annual General Meeting of Shareholders, 3 members will be elected.

2. Term of member of the Supervisory Board elected

The term of elected member of the Supervisory Board is 5 years.

3. Conditions to become members of the Supervisory Board

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

- Not to be a subject regulated at clause 1, Article 33 of the Law on Credit Institutions.
- Being professionally ethical;
- To have university degree or higher in economics, business administration, law, accounting, auditing. To have at least 3 years of working directly in the field of banking, finance, accounting or auditing.
- Not to be a related person of a manager of VietinBank.
- Full-time Supervisory Board members must reside in Vietnam during their terms of service.
- Not to be a family relative of any member of the Board of Directors, Director of Branch or General Director and any other manager of VietinBank;

- Not to be a manager of VietinBank.
 - Other qualifications and conditions as required by regulations of the relevant Law.
- 3.2. A Supervisory Board 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 Supervisory Board member, comply with standards and conditions prescribed by law and the Charter of VietinBank.**

4. Principles for nominating members of Supervisory Board

According to the provisions of Article 52 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 Supervisory Board. Supervisory Board nomination shall follow the below rules: A shareholder or a group of shareholders who holds from 10% to less than 30% shall have the right to nominate maximum 02 candidates; who holds from 30% to less than 40% shall have the right to nominate maximum 03 candidates; who holds from 40% to less than 50% shall have the right to nominate maximum 04 candidates and who holds from 50% upwards shall have the right to nominate the full number of candidates.

5. Nomination documents for candidates to be elected as member of Supervisory Board

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:

- Nomination Letter to be elected member of Supervisory Board (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, 12th April, 2024.** Nomination documents received by VietinBank after the above time are invalid.

6. Principles for the election of the Supervisory Board 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 Supervisory Board, 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 Supervisory Board shall be determined by votes from the highest to the lowest, starting from candidates with the highest number of votes until sufficient number of Supervisory Board 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 Supervisory Board 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 Supervisory Board for term 2024-2029./.

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

Tran Minh Binh

