# VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

# **SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness**

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> time on 8<sup>th</sup> September, 2021 Website: <u>https://investor.vietinbank.vn</u>

Hanoi, 21st April, 2023

#### **MINUTES**

# 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

Today, at 8:00 a.m. on 21<sup>st</sup> April, 2023, at the School of Human Resources Training and Development of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank) in Hanoi, the 2021 Annual General Meeting of Shareholders of VietinBank was held ("the AGM").

#### A. PARTICIPANTS AND THE LEGALITY, LEGITIMACY OF THE MEETING:

#### I. Participants:

- Shareholders: There were 184 participants attending the meeting who represented for 793 shareholders holding 4,340,539,700 shares and accounting for 90.31970348% of the voting shares of VietinBank.
- Invited guest delegates:
  - + Mr. Vu Chi Thang, Member of the Executive Committee of the Party Committee, Party Committee of the Central Enterprise Division;
  - + Mr. Vu Duc Tu, Member of the Executive Committee of the Party Committee, Chief of Office of the Party Committee of the Central Enterprise Division;
  - + Mr. Le Viet Hung, Deputy Director of Personnel and Organization Department, The State Bank of Vietnam (SBV);
  - + Mr. Ngo Manh Anh, Acting Director of Department I, Inspection and Supervision Agency, SBV;
  - + Mr. Nguyen Quoc Huy, Deputy Director of the SBV Hanoi Branch;
  - + Mr. Do Van Tam, Deputy General Director of Hanoi Stock Exchange;
  - + Mr. Nguyen Son, Chairman of Vietnam Securities Depository.
- Representatives from relevant Departments and agencies under the SBV; Representatives from MUFG Bank, VietinBank's partners and major clients;
- Other Members of VietinBank's Executive Committee and Standing Committee of the Communist Party, VietinBank's Board of Directors (BoD) and Board of Management (BoM); Directors of Business Divisions, Heads of Departments/Units at Head Office; Head of Representative Office, Director of Non-business Units, Director of Branches and related units in the whole bank;
- Representatives of national and Hanoi's press and broadcasting agencies.



#### II. The legality and legitimacy of the Meeting:

The AGM listened to Ms. Le Anh Ha – Chief of Supervisory Board, Head of the Shareholder Eligibility Checking Committee announcing the Report on Shareholder Eligibility Checking:

- Total number of VietinBank's shares: 4,805,750,609 shares.
- Total number of shareholders invited to the Meeting: 59,587 shareholders, representing for 4,805,750,609 voting shares of VietinBank.
- As at 08:00 a.m. on 21<sup>st</sup> April, 2023, the total number of shareholders attended at the meeting was 122, who represented for 536 shareholders, holding ownership of 4,254,094,526 shares and accounting for 88.520917% of the total voting shares of VietinBank. In which:
  - + Directly attending shareholders own 4,248,859,103 shares, accounting for 88.411977% of the total voting shares of VietinBank.
  - + Authorized shareholders own 5.235.423 shares, accounting for 0.108941% of the total voting shares of VietinBank.
- Shareholders attending the AGM are eligible and meet all necessary conditions as prescribed by Law.

(Details according to the attached Report on Shareholder Eligibility Checking. The list of shareholders attending the AGM was stored by VietinBank at the Head Office to ensure the confidentiality of shareholder information).

Pursuant to the Law on Enterprise No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam dated 17<sup>th</sup> June 2020; the Charter on Organization and Operation of VietinBank, the AGM 2023 of VietinBank was legal, legitimate and met all the conditions to be conducted.

#### B. THE CONTENT AND AGENDA OF THE MEETING:

#### I. Instruction on voting and election method at the AGM

The AGM listened to Ms. Nguyen Thi My Linh – Director of the Secretariat to the BoD and Investor Relations under Office of the BoD presenting guidance on voting and election at the AGM.

# II. The election of Panel of Chairpersons, nomination of Secretariat Board and election of the Vote Counting Committee:

In order to conduct the AGM and run the election and vote counting process, the AGM elected the Panel of Chairpersons and Vote Counting Committee. After listening to the tentative personnel list introduced by the Organization Board, the AGM voted to ratify the Panel of Chairpersons, being comprised of the following members:

- 1. Mr. Tran Minh Binh Chairman of the BoD, Chairman;
- 2. Mr. Nguyen Hoang Dung Deputy General Director in charge of the BoM, Member;
- 3. Mr. Tran Van Tan Board member, Member;

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- 4. Mr. Le Thanh Tung Board member, Member;
- 5. Ms. Tran Thu Huyen Board member cum Director of HR Division, Member;

*Voting results:* 100% of shareholders voted through the Panel of Chairperson. Specifically:

- Total number of votes issued: 154, corresponding to 4,298,273,939 shares, accounting for 89.44022045% of voting shares of VietinBank.
- Total number of non-voting votes: 0, corresponding 0 shares, accounting for 0% of voting shares of VietinBank.
- Total number of votes received: 154, corresponding to 4,298,273,939 shares, accounting for 89.44022045% of voting shares of VietinBank. In which:
  - + The number of "valid" votes: 154, corresponding to 4,298,273,939 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "approve" votes: 154, corresponding to 4,298,273,939 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
  - + The number of "invalid" votes: 0., corresponding to 0 shares, accounting for: 0% of shares attending and voting.

The Panel of Chairpersons designated the Secretariat of the AGM on behalf of the AGM to record the agenda and the course of the AGM and compose the draft of the Minutes and Resolution of the AGM. The Secretariat was comprised of the following members:

- 1. Mr. Dong Xuan Hung Acting Deputy Chief of the Office of the BoD, Head of the Secretariat of the Meeting;
- 2. Mr. Tran Minh Duc Deputy Chief of the Office of the BoD, Deputy Head of the Secretariat of the Meeting;
- 3. Ms. Nguyen Thi My Linh Director of the Secretariat to the BoD and Investor Relations under Office of the BoD, Member;

Next, the Panel of Chairpersons introduced and the AGM elected the Vote Counting Committee of the AGM with the following members:

- 1. Ms. Le Anh Ha Chief of Supervisory Board, Head of Vote Counting Committee;
- 2. Mr. Tran Minh Duc Deputy Chief of the Office of the BoD, Deputy Head of Vote Counting Committee;
- 3. Ms. Nguyen Thi My Linh Director of the Secretariat to the BoD and Investor Relations under Office of the BoD, Member;

*Voting results:* 100% of shareholders voted through the Vote Counting Committee. Specifically:

- Total number of votes issued: 155, corresponding to 4,298,277,029 shares, accounting for 89.44028475% of voting shares of VietinBank.
- Total number of non-voting votes: 0, corresponding 0 shares, accounting for 0% of voting shares of VietinBank.
- Total number of votes received: 155, corresponding to 4,298,277,029 shares, accounting for 89.44028475% of voting shares of VietinBank. In which:
  - + The number of "valid" votes: 155, corresponding to 4,298,277,029 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "approve" votes: 155, corresponding to 4,298,277,029 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
  - + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.

#### III. The ratification of the Regulation and the Agenda of the AGM:

Next, the Panel of Chairpersons announced the draft Regulation and Agenda of the 2023 AGM.

The AGM approved the Regulation of the 2023 AGM:

*Voting results:* 100% of shareholders voted through the Regulation of the AGM. Specifically:

- Total number of votes issued: 161, corresponding to 4,298,424,648 shares, accounting for 89.44335646% of voting shares of VietinBank.
- Total number of non-voting votes: 0, corresponding 0 shares, accounting for 0% of voting shares of VietinBank.
- Total number of votes received: 161, corresponding to 4,298,424,648 shares, accounting for 89.44335646% of voting shares of VietinBank. In which:
  - + The number of "valid" votes: 161, corresponding to 4,298,424,648 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "approve" votes: 161, corresponding to 4,298,424,648 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
  - + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.

The AGM also approved the Agenda of the AGM:

*Voting results:* 100% of shareholders voted through the Agenda of the AGM. Specifically:



- Total number of votes issued: 170, corresponding to 4,309,199,635 shares, accounting for 89.66756675% of voting shares of VietinBank.
- Total number of non-voting votes: 0, corresponding 0 shares, accounting for 0% of voting shares of VietinBank.
- Total number of votes received: 170, corresponding to 4,309,199,635 shares. accounting for 89.66756675% of voting shares of VietinBank. In which:
  - + The number of "valid" votes: 170, corresponding to 4.309,199,635 shares. accounting for 100% of shares attending and voting.
    - ✓ The number of "approve" votes: 170, corresponding to 4,309,199,635 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
  - + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.

#### IV. Main content of the AGM:

#### 1. Reports of the BoD, BoM and the Supervisory Board

The AGM listened to members of the Panel of Chairpersons and Head of the Supervisory Board presenting Reports:

- Mr. Tran Minh Binh, Chairman of the Panel of Chairpersons presented the Report of the BoD on performance in 2022 and development orientation in 2023;
- Mr. Nguyen Hoang Dung, Member of the Panel of Chairpersons presented the Report of the BoM on business performance in 2022, orientation and plan for 2023:
- Ms. Le Anh Ha, Chief of the Supervisory Board of VietinBank presented the Report of the Supervisory Board on 2022 activities and orientation in 2023.

#### 2. Written proposals submitted to the AGM

- Mr. Tran Van Tan, Member of the Panel of Chairpersons presented the Proposal for approval of 2022 audited financial statements (FS);
- Ms. Le Anh Ha Chief of the Supervisory Board of VietinBank, presented the Proposal for approval of selection of an independent audit firm to audit VietinBank's FS and operation of the internal audit function in 2024;
- Mr. Le Thanh Tung, Member of the Panel of Chairpersons presented the Proposal for approval of 2022 profit distribution plan;
- Ms. Tran Thu Huyen, Member of the Panel of Chairpersons presented the Proposal for approval of the remuneration for the BoD and the Supervisory Board in 2023 and the Proposal for approval of the amendments to the Internal Governance Regulations and the Regulations on Organization and Operation of VietinBank's BoD;
- Mr. Nguyen Hoang Dung, Member of the Panel of Chairpersons presented the Proposal on approval of the listing of VietinBank's public offering bonds issued in \*\*

2023 on Hanoi Stock Exchange (HNX) after the completion of bond offerings.

- Mr. Tran Van Tan, Member of the Panel of Chairpersons presented the Proposal for approval of plan on charter capital increase through the issue of stock dividend from the remaining profit in 2021 and the remaining profit accumulated as of 2016 of VietinBank;
- Mr. Tran Minh Binh, Chairman of the Panel of Chairpersons presented the Proposal regarding additional election of Member of VietinBank's Board of Directors for the term 2019 2024.

Ms. Tran Thu Huyen, Member of the Panel of Chairpersons presented the Draft Regulation on the additional election of Member of VietinBank's Board of Directors for the term 2019 - 2024. The AGM voted to approve the Regulation on the additional election of Member of VietinBank's Board of Directors for the term 2019 - 2024.

*Voting results:* 100% of shareholders voted through Regulation on the additional election of Member of VietinBank's Board of Directors for the term 2019 – 2024. Specifically:

- Total number of votes issued: 184, corresponding to 4,340,539,700 shares, accounting for 90.31970348% of voting shares of VietinBank.
- Total number of non-voting votes: 0, corresponding 0 shares, accounting for 0% of voting shares of VietinBank.
- Total number of votes received: 184, corresponding to 4,340,539,700 shares, accounting for 90.31970348% of voting shares of VietinBank. In which:
  - + The number of "valid" votes: 184, corresponding to 4,340,539,700 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "approve" votes: 184, corresponding to 4,340,539,700 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
  - + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.

### 3. Discussion and ratification of the contents of Reports and Proposals:

The AGM discussed the content of Reports and Proposals submitted to the AGM, with focuses on contents such as prospects, business plan in 2023, NIM outlook, non-interest income prospects, credit growth and measures to control asset quality, interest rate movements, etc.

The AGM highly agreed with the presentation and explanations provided at the meeting without raising any other opinions. The AGM voted on the contents of the Reports and Proposals and elected an additional member of the BoD for the term 2019-2024.

4. Voting for approval of the contents of Reports and Proposals submitted to the AGM:

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The AGM listened to Ms. Le Anh Ha - Chief of the Supervisory Board of VietinBank, Head of Vote Counting Committee, announcing vote counting minutes for the approval of the reports and proposals with the following results:

- + Total number of votes issued: 184, corresponding to 4,340,539,700 shares, accounting for 90.31970348% of voting shares of VietinBank.
- + Total number of non-voting votes: 36, corresponding 2,497,123 shares, accounting for 0.05196114% of voting shares of VietinBank.
- + Total number of votes received: 148, corresponding to 4,338,042,577 shares, accounting for 90.26774234% of voting shares of VietinBank.

#### Details of voting results for reports and proposals are as follows:

a. Approval of the Report of the BoD on performance in 2022 and development orientation in 2023; Report of the BoM on business performance in 2022, orientation and plan for 2023; Report of the Supervisory Board on 2022 activities and orientation in 2023 with several basic contents as follows:

#### - Business performance in 2022:

- + Total assets: VND 1,808,430 billion;
- + Credit exposure: VND 1,279,823 billion;
- + Funds mobilized: VND 1,340,546 billion;
- + NPL/Credit exposure ratio as per Circular 11: 1.08%
- + Separated profit before tax: VND 20,353 billion;
- + Consolidated profit before tax: VND 20,946 billion;

#### - Expected key financial targets in 2023:

- + Total assets: Growth rate of 5% 10%;
- + Credit exposure: In line with the credit growth quota as approved by the SBV and the credit management policy as directed by the SBV from time to time;
- + Funds mobilized: In line with credit growth rate to secure liquidity ratios;
- + NPL/Credit exposure Ratio: < 1.8%;
- + Separated profit before tax: As approved by the competent State Agency (VietinBank continues to drastically improve the business performance, serving as the key bank, pillar and driving force of the economy);
- + Dividend: Dividend payout ratio and structure (cash, stock dividend) comply with approval of the competent State agency and applicable laws;
- + Prudential ratios: in compliance with SBV's regulations.

The AGM authorized and assigned VietinBank's BoD to decide official business targets of VietinBank based on direction and approval from the competent State Agency, market development and actual business situation of VietinBank and disclose the information in accordance with the regulations.



#### **Voting results:**

- To approve the report of the BoD on performance in 2022 and development orientation in 2023:
  - + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "approve" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100%.
    - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0%.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0%.
  - + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- To approve the report of the BoM on business performance in 2022, orientation and plan for 2023:
  - + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "approve" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100%.
    - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0%.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0%.
  - + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- To approve the report of the Supervisory Board in 2022 activities and orientation in 2023:
  - + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
    - ✓ The number of "approve" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100%.
    - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0%.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0%.
  - + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- b. Approval of 2022 audited FS of VietinBank prepared in accordance with Vietnamese accounting standards and Vietnamese accounting system for credit institutions as at 31/12/2022 and for the period ranging from 01/01/2022 to 31/12/2022 with the following key financial figures:
  - + Total assets amounted to VND 1,808,430 billion;

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- + Credit exposure amounted to VND 1,279,823 billion;
- + Funds mobilization amounted to VND 1,340,546 billion;
- + NPL/Credit exposure ratio as per Circular 11: 1.08%;
- Separated profit before tax: VND 20,353 billion;
- + Consolidated profit before tax: VND 20,946 billion;

The AGM authorized VietinBank's BoD to adjust the figures of such audited 2022 FS at the request by the competent State regulators (if any).

#### **Voting results:**

- + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
  - ✓ The number of "approve" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100%.
  - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0%.
  - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0%.
- + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- c. Approval of the selection of an independent audit firm to audit VietinBank's FS and operation of the internal audit function in 2024

The AGM approved the authorization for VietinBank's BoD to decide to select a capable and experienced independent audit firm in the list of audit firms accepted by the State competent agencies to conduct audits for public interest entities in the securities sector, which meets the conditions specified in Circular No.39/2011/TT-NHNN and Circular No.24/2021/TT-NHNN by the SBV and amendments and supplements thereof (if any) at the time of making decision on selection of an independent audit firm to review the interim FS, audit the FS and the operations of the internal control system of VietinBank for the year 2024.

#### **Voting results:**

- + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
  - ✓ The number of "approve" votes: 139, corresponding to 4,319,638,545 shares, accounting for 99.57575262%.
  - ✓ The number of "disapprove" votes: 5, corresponding to 17,273,650 shares, accounting for 0.39818996%.
  - ✓ The number of "abstain" votes: 4, corresponding to 1,130,382 shares, accounting for 0.02605742%.
- + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- d. Approval of the profit distribution plan for 2022 which was submitted and pending

#### approval of the competent State Authority as below:

- + Separate profit after tax in 2022: VND 16,379,008 millon;
- + Appropriation to Charted Capital Supplementary Reserve (5%): VND 818,950 millon;
- + Appropriation to Financial Reserve (10%): VND 1,637,901 millon:
- + Appropriation to Bonus and Welfare Fund: VND 2.314,857 millon:
- + Other adjustments: VND 86,146 million;
- + Remaining profit after funds appropriations: VND 11,521,154 millon;
- + Stock dividend: full amount of remaining profit after appropriation to funds of the year 2022: VND 11,521,154 millon;

The AGM authorized the BoD of VietinBank to (i) make decision on and implement the official plan for 2022 profit distribution according to the approval by the compentent State agencies; (ii) make decision on the amounts temporarily appropriated to funds in 2023 from the separate profit after tax of 2022 at the maximum rate according to current regulations; (iii) make decision on the use of the annual bonus fund for Managers for the purposes permissible in accordance with the law.

#### **Voting results:**

- + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
  - ✓ The number of "approve" votes: 147, corresponding to 4,338,017,077 shares, accounting for 99.99941218%.
  - ✓ The number of "disapprove" votes: 1, corresponding to 25,500 shares, accounting for 0.00058782%.
  - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0%.
- The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.

#### e. Approval of the remuneration for the BoD and Supevisory Board in 2023

The AGM approved the remuneration amount for the BoD and Supevisory Board in 2023 up to 0.25% of 2023 profit after tax of VietinBank. In case additional members of the BoD and Supervisory Board are elected, the AGM authorized the BoD to decide the additional amount of remuneration arising based on the actual number of the member of the BoD and the Supervisory Board and in accordance with the regulation on payroll payment of VietinBank.

#### **Voting results:**

- + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
  - ✓ The number of "approve" votes: 147, corresponding to 4,338,017,077 shares, accounting for 99.99941218%.
  - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0%.
  - ✓ The number of "abstain" votes: 1, corresponding to 25,500 shares,



accounting for 0.00058782%.

- + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- f. Approval of the revised contents, the full text of VietinBank's Internal Governance Regulation, VietinBank's Regulations on Organization and Operation of the BoDs:

The AGM approved the revised contents, the full text of VietinBank's Internal Governance Regulation, VietinBank's Regulations on Organization and Operation of the BoDs according to the content stated in the Proposal for the amendment to VietinBank's Internal Governance Regulation, VietinBank's Regulations on Organization and Operation of the BoDs and attached Appendix.

The competent person is entitled to sign off for promulgation of VietinBank's Internal Governance Regulation and VietinBank's Regulation on Organization and Operation of the BoDs after combining all the revisions approved by the AGM.

#### **Voting results:**

- + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
  - ✓ The number of "approve" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100%.
  - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0%.
  - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0%.
- + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- g. Approval of the listing of VietinBank's public offering bonds issued in 2023 on Hanoi Stock Exchange (HNX) after the completion of bond offerings, details are as follows:
- + To approve the listing of VietinBank's public offering bonds issued in 2023 on HNX after the end of the offerings, ensuring compliance and in accordance with the provisions of the Law on Securities, guiding documents of the Law on Securities and other relevant regulations.
- + To authorize and assign VietinBank's BoDs to decide and direct the implementation of procedures related to the listing of VietinBank's public offering bonds issued in 2023 on HNX in accordance with the provisions of Law.

#### **Voting results:**

- + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
  - ✓ The number of "approve" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100%.
  - ✓ The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0%.
  - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0%.
- + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0%



of shares attending and voting.

- h. Approval of the Plan on charter capital increase through the issue of stock dividend from the remaining profit in 2021 and the remaining profit accumulated as of 2016 of VietinBank as follows:
  - + Plan on charter capital increase through the issue of shares for stock dividend payment from the remaining profit in 2021 and the remaining profit accumulated as of 2016 of VietinBank:
    - ✓ Amount of incremental charter capital:

In case the charter capital increase from the remaining profit in 2020 has not been completed:

- Current charter capital: VND 48,057,506,090,000.
- Expected charter capital increase through issue of stock dividend: VND 12,329,970,160,000.
- Expected charter capital after successful issue of full amount of shares for dividend payout: VND 60,387,476,250,000 (up 25.6567% compared to pre-issuance).

In case the charter capital increase from the remaining profit in 2020 has been completed:

- > Current charter capital: VND 53,700,178,160,000.
- Expected charter capital increase through issue of stock dividend: VND 12,329,990,500,000.
- Expected charter capital after successful issue of full amount of shares for dividend payout: VND 66,030,168,660,000 (up 22.9608% compared to pre-issuance).

### ✓ Details plan on issue of stock dividend:

- > Type of shares: Common shares.
- > Par value: VND 10,000/share (Ten thousand dongs per share).
- **Current number of shares in circulation:** 4,805,750,609 shares.
- > Number of treasury shares: 0 shares.
- ➤ Volume, total value, ratio of issue:

In case the charter capital increase from the remaining profit in 2020 has not been completed:

- Maximum number of shares to be issued: 1,232,997,016 shares.
- Total value of issued shares at par value: VND 12,329,970,160,000
- Expected issue ratio: 25.6567% of expected outstanding shares.

In case the charter capital increase from the remaining profit in 2020 has been completed:



- Maximum number of shares to be issued: 1,232,999,050 shares.
- Total value of issued shares at par value: VND 12,329,990,500,000
- Expected issue ratio: 22.9608% of expected outstanding shares.

(The issue volume, total value of issued shares at par value, and specific issue ratio follow the approval of the competent State agency).

- > Issued to: The existing shareholders in VietinBank's list of shareholders as at the time of closing the list of shareholders having the right to receive stock dividends under the capital increase plan approved by the AGM and in compliance with current legal provisions.
- > Sources of fund: from the remaining profit in 2021 and the remaining profit accumulated as of 2016.
- ➤ *Issue date:* The AGM authorizes the BoD to make decision on the issue date after obtaining the approval by competent authorities for the issue plan.
- > Completion date: The time to complete the charter capital increase is in accordance with the permit/approval by the competent authorities.
- Solution for dealing with fractional shares: The number of shares issued to pay dividend to shareholders will be rounded down to wholenumber part, any decimal part will be removed. For example, a shareholder who holds 100 shares at the time of closing the list of existing shareholders will receive a stock dividend of 25 shares (in case the charter capital increase from the remaining profit in 2020 has not been completed) or 22 shares (in case the charter capital increase from the remaining profit in 2020 has been completed).
- ✓ Registration of additional securities, listing additional securities and making securities available for trading: Additional shares will be registered on VSD's system; made additional listing at HOSE in compliance with current provisions of laws.
- ✓ **Other contents**: as mentioned in the Plan on charter capital increase through the issue of stock dividend from the remaining profit in 2021 and the remaining profit accumulated as of 2016 of VietinBank.

#### + The AGM:

- ✓ Approved "the Plan on charter capital increase through the issue of stock dividend from the remaining profit in 2021 and the remaining profit accumulated as of 2016 of VietinBank".
- ✓ Approved the amendment of the Charter on Organization and Operation of the Vietnam Joint Stock Commercial Bank for Industry and Trade in accordance with the increased charter capital and increased number of shares.
- ✓ Approved the registration of stocks depository, additional listing of stocks and making additional stocks available for trading.
- ✓ Authorized and assigned the BoD to:



- Decide or update "the Plan on charter capital increase through the issue of stock dividend from the remaining profit in 2021 and the remaining profit accumulated as of 2016 of VietinBank" based on the approval by the competent State authorities.
- Approve the amendment and promulgation of the Charter on organization and operation of Vietnam Joint Stock Commercial Bank for Industry and Trade in accordance with the incremental charter capital and additional shares.
- Decide and approve the necessary contents to implement the procedures for: charter capital increase, issue of stock dividend, amendment to the License for establishment and operation & Certificate of business registration, depository registration, registration of additional shares for trading, listing of additional shares, and other procedures as provided for by Laws.
- Decide other issues related to the charter capital increase of VietinBank.

#### **Voting results:**

- + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
  - ✓ The number of "approve" votes: 125, corresponding to 4,302,892,764 shares, accounting for 99.18973103%.
  - ✓ The number of "disapprove" votes: 20, corresponding to 34,044,931 shares, accounting for 0.78479937%.
  - ✓ The number of "abstain" votes: 3, corresponding to 1,104,882 shares, accounting for 0.02546960%.
- + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- i. Approval of the content of Proposal regarding dismissal and additional election of Board Members of VietinBank for the term 2019 2024:
- + Ratifying the dismissal from the position of Member of VietinBank's Board of Directors for 2019 2024 tenure of **Mr. Masahiko Oki** at the request by MUFG Bank from 02/06/2023.
- + Ratifying the number of additional member to be elected to VietinBank Board of Directors for the term 2019-2024: 1 member.
- + Ratifying the list of candidate to be elected to VietinBank Board of Directors: **Mr. Koji Iriguchi** Co-Head of Financial Planning and Management Department Finance Division, cum Co-Head of Strategy and Change Management Department Office of the BoD of VietinBank.

#### **Voting results:**

- + The number of "valid" votes: 148, corresponding to 4,338,042,577 shares, accounting for 100% of shares attending and voting.
  - ✓ The number of "approve" votes: 125, corresponding to 4,302,892,764 shares, accounting for 99.18973103%.

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- ✓ The number of "disapprove" votes: 19, corresponding to 34,019,431 shares, accounting for 0.78421155%.
- ✓ The number of "abstain" votes: 4, corresponding to 1,130,382 shares, accounting for 0.02605742%.
- + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.
- 5. Dismissal from the position of Member of VietinBank's Board of Directors for 2019 2024 tenure of Mr. Masahiko Oki at the request of MUFG Bank from 02/06/2023.

#### **Voting results:**

- Total number of votes issued: 184, corresponding to 4,340,539,700 shares, accounting for 90.31970348% of voting shares of VietinBank.
- Total number of non-voting votes: 38, corresponding 5,611,002 shares, accounting for 0.11675600% of voting shares of VietinBank.
- Total number of votes received: 146, corresponding to 4,334,898,762 shares, accounting for 90.20294748% of voting shares of VietinBank.
  - + The number of "valid" votes: 144, corresponding to 4,334,898,762 shares, accounting for 99.99930942% of shares attending and voting. In which:
    - ✓ The number of "approve" votes: 122, corresponding to 4,299,774,449 shares, accounting for 99.18904666%.
    - ✓ The number of "disapprove" votes: 19, corresponding to 34,019,431 shares, accounting for 0.78477487%.
    - ✓ The number of "abstain" votes: 3, corresponding to 1,104,882 shares, accounting for 0.02548789%.
  - + The number of "invalid" votes: 2, corresponding to 29,936 shares, accounting for 0.00069508% of shares attending and voting.

### 6. Additional election of Board Members of VietinBank for the term of 2019 - 2024:

The AGM listened to Ms. Le Anh Ha, Chief of Supervisory Board of VietinBank, Head of Vote Counting Committee, announcing the minutes of vote counting for the election of VietinBank Board Members. Accordingly, Mr. Koji Iriguchi – Co-Head of Financial Planning and Management Department, cum Co-Head of Strategy and Change Management Department of VietinBank was additionally elected to be VietinBank's Board Members for the term 2019 – 2024 with the following results:

- Total number of votes issued: 184, corresponding to 4,340,539,700 shares, accounting for 90.31970348% of voting shares of VietinBank.
- Total number of non-voting votes: 37, corresponding 2,514,979 shares, accounting for 0.05233270% of voting shares of VietinBank.
- Total number of votes received: 147, corresponding to 4,338,024,721 shares, accounting for 90.26737078% of voting shares of VietinBank. In which:
  - + The number of "valid" votes: 131, corresponding to 4,336,840,891 shares, accounting for 99.97271039% of shares attending and voting.

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No.	Full name	Number of voting shares	Percentage (%)
1	Mr. Koji Iriguchi	4,302,547,254 shares	99.18217462 %

+ The number of "invalid" votes: 16, corresponding to 1,183,830 shares, accounting for 0.02728961% of shares attending and voting.

#### 7. Arising contents which were not included in the approved agenda: None.

This Minutes were prepared at 12:00 a.m on 21<sup>st</sup> April, 2023. This Minutes were announced in front of the entire AGM and approved by the AGM./.

**Voting results:** 100% of shareholders attending the AGM approved the Minutes of the AGM. Specifically:

- Total number of votes issued: 184, corresponding to 4,340,539,700 shares, accounting for 90.31970348% of voting shares of VietinBank.
- Total number of non-voting votes: 0, corresponding 0 shares, accounting for 0% of voting shares of VietinBank.
- Total number of votes received: 184, corresponding to 4,340,539,700 shares, accounting for 90.31970348% of voting shares of VietinBank.
  - + The number of "valid" votes: 184, corresponding to 4,340,539,700 shares, accounting for 100% of shares attending and voting. In which:
    - ✓ The number of "approve" votes: 184, corresponding to 4,340,539,700 shares, accounting for 100%.
    - $\checkmark$  The number of "disapprove" votes: 0, corresponding to 0 shares, accounting for 0%.
    - ✓ The number of "abstain" votes: 0, corresponding to 0 shares, accounting for 0%.
  - + The number of "invalid" votes: 0, corresponding to 0 shares, accounting for 0% of shares attending and voting.

# ON BEHALF OF THE BOARD OF SECRETARIAT

(Signed)

## ON BEHALF OF THE AGM CHAIRMAN

(Signed and sealed)

#### Dong Xuan Hung

Tran Minh Binh

### Attachments:

- + Shareholder Eligibility Checking Report;
- + Regulation of the AGM 2023;
- + Reports of BoD, BoM, Supervisory Board;
- + Proposal to AGM 2023;
- + Minutes on Vote Counting, Election.