

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

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

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Hanoi, April , 2024

Business Registration Certificate No. 0100111948
13th revision dated January 8th 2024

PROPOSAL

Ref. amendments and supplements to the Regulation on organization and operation of the Supervisory Board of Vietnam Joint Stock Commercial Bank for Industry and Trade

For the attention of: The General Meeting of Shareholders of Vietnam Joint Stock Commercial Bank for Industry and Trade

Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024;

Based on the authority of the General Meeting of Shareholders (GMS), the Board of Directors (BoD) of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank) would like to seek the approval from the Annual General Meeting of Shareholders in 2024, the 2024-2029 term of the amendments and supplements to and promulgation of consolidated text of the Regulation on organization and operation of VietinBank's Supervisory Board as follows:

I. The necessity for revision of the Charter

On January 18, 2024, the National Assembly passed the Law on Credit Institutions No. 32/2024/QH15 (Law on Credit Institutions 2024). As a finding of your review, the Regulation on Organization and Operation of VietinBank's Supervisory Board need to be revised to ensure compliance with the provisions of the Law on Credit Institutions 2024 on the duties, powers, and organizational structure of the Supervisory Board and to be consistent with the draft of the revised Charter on organization and operation of VietinBank (VietinBank's Charter) which is now also under submission to the General Meeting of Shareholders for approval.

II. Main revisions to the Regulation:

The Supervisory Board has drafted amendments and supplements to Article 5, Article 7, Article 9, Article 14, Article 15, Article 16, Article 17, Article 18, Article 21, Article 23, etc., of the Regulation on organization and operation of the Supervisory Board. Main amendments include: Organizational structure, assisting and supporting functions to the Supervisory Board, duties and powers of the Supervisory Board, the Head and members of the Supervisory Board, information rights and information confidentiality... to be

consistent with the actual practice and compliant with the provisions of the Law on Credit Institutions 2024, VietinBank's Charter, with some wordings removed and contents of some articles and clauses restructured.

The Supervisory Board would like to seek the approval from the General Meeting of Shareholders of the below contents:

1. Approve the amendments to and the full text of consolidated Regulation on organization and operation of VietinBank's Supervisory Board, that takes effect from July 1, 2024.
2. Authorize the Supervisory Board to revise and supplement the content in the draft to be consistent with VietinBank's Charter upon request by the State Bank of Vietnam (*if any*).
3. Assign the Head of the Supervisory Board to sign for promulgation of the Regulation on Organization and Operation of the Supervisory Board, consolidating the amendments and supplements approved by the General Meeting of Shareholders and adjusted by the Supervisory Board in accordance with VietinBank's Charter at the request of the State Bank of Vietnam (*if any*).

Looking forward to the approval from the General Meeting of Shareholders./.

**PP. THE SUPERVISORY BOARD
HEAD**

Le Anh Ha

Appendix

Contents of supplementing and amending the Regulations on organization and operation of VietinBank's Supervisory Board

Appendix

Amendments to the Regulation on organization and operation of the Supervisory Board

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
1	Article 5. Relevant documents	<p>1 . The Law on Credit Institutions no. 47/2010/QH12 ratified by Vietnam National Assembly on June 16, 2010; The law on amendment and supplement of some articles of the Law on Credit Institutions no. 17/2017/QH14 ratified by Vietnam National Assembly on November 20, 2017.</p> <p>5. The Circular No. 13/2018/TT-NHNN enacted by the Governor of the State Bank of Vietnam (SBV) on December 18, 2018 on the system of internal control of credit institutions and foreign bank branches.</p>	<p>1. The Law on Credit Institutions No. 32/2024/QH15 ratified by National Assembly of the Socialist Republic of Vietnam on January 18, 2024.</p> <p>5. The Circular No. 13/2018/TT-NHNN enacted by the Governor of the State Bank of Vietnam on May 18, 2018 on the system of internal control of credit institutions and foreign banks' branches and amendments thereto.</p>	Amend the reference of applicable Law to the Law on Credit Institutions 2024 and add amendments to Circular 13 as a related legal document
2		The Circular no. 44/2011/TT-NHNN enacted by the Governor of the SBV on December 29, 2011 on the system of internal control and internal audit of credit institutions and foreign banks' branches.	Removed	Only refer to Circular 13
3	Article 6. Interpretation of terms and abbreviations	“ Law ” means any document listed in Article 4 of the Law on Promulgation of Legal Documents passed by the National Assembly of Vietnam on 22	“ Law ” means any documents listed in Article 4 of the Law on Promulgation of Legal Normative Documents passed by the National Assembly of Vietnam on June 22, 2015 and amendments	Amend to be more concise

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
		June 2015, and if it is amended or supplemented, the documents then defined as legal normative documents under such amendments or supplements shall be included.	thereto.	
4	<p align="center">Article 7. Organizational structure of the Supervisory Board</p>	<p>VietinBank's Supervisory Board has from three (3) to five (5) members elected by the General Meeting of Shareholders (GMS) of which at least a half (1/2) of the total number are dedicated members (being those who work permanently between meetings of the Supervisory Board and are not concurrently holding other positions at VietinBank, other credit institutions or other enterprises). The number of Supervisory Board members of each term of service shall be decided by the GMS.</p> <p>2. When the number of the Supervisory Board members is less than two-thirds (2/3) of the total number of members of such term or less than the minimum number of members as specified in the Charter, within sixty (60) days since the date of such shortage of members, VietinBank must provide the number of Supervisory Board members that is falling short.</p>	The organizational structure of the Supervisory Board is specified in VietinBank's Charter and provisions of the Law.	Provide for general principles since details have been specified in Article 53 of the VietinBank's Charter.

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
		3. The Supervisory Board comprises a head, dedicated members and non-dedicated members. The Supervisory Board members shall elect one (1) person from the dedicated members to become the head on majority principle.		
5	Article 8: Term of service of the Supervisory Board	1. The term of service of the Supervisory Board is five (05) years. The Supervisory Board and its members of the out-going term shall remain active until the Supervisory Board of the new term takes over and the Supervisory Board members of the new term commence their work	1. The term of service of the Supervisory Board is five (05) years. The Supervisory Board and members of the Supervisory Board whose term has just ended shall remain active until the Supervisory Board of the new term takes over.	Removed the wording of “ Supervisory Board members” to be consistent with Clause 4, Article 51 of the Law on Credit Institutions
6	Article 9. Assisting and supporting resources for the Supervisory Board	2. Internal audit. a) VietinBank shall form a dedicated internal audit team under the Supervisory Board which is subject to direct management by the Supervisory Board to perform the audit function in accordance with the Law and the Charter.	2. Internal audit. a) VietinBank shall form a dedicated internal audit team under the Supervisory Board which is subject to direct management by the Supervisory Board to perform the internal audit function in accordance with the Law and the Charter.	Amend to reflect the actual function of the internal audit function
		3. Other resources of VietinBank b) In case other resources of VietinBank are required to perform their duties, the Supervisory	3. Other resources of VietinBank b) In case other resources of VietinBank are required to perform their duties, the Supervisory	Amend to reflect the implementation practices

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
		Board shall send a written request to the Board of Directors (BoD) or the General Director (depending on the authority in relation to the matter in question). <u>The BoD</u> or the General Director shall then be responsible for directing the related units to provide adequate resources as proposed by the Supervisory Board for performing their duties.	Board shall send a written request to the Board of Directors (BoD) or the General Director (depending on the authority in relation to the matter in question). <u>The BoD</u> or the General Director shall then be responsible for directing the related units to provide adequate resources as requested by the Supervisory Board for fulfilling their assignments.	
7		<p>4. Outsourcing</p> <p>a) The Supervisory Board may hire external experts and organizations to advise and support them to perform their duties.</p> <p>b) In case VietinBank’s resources are not working to respond to the assignments under the responsibilities of the Supervisory Board, the Supervisory Board may send a written request to <u>the BoD</u> or the General Director for hiring external expert or organization to advise and support the Supervisory Board.</p> <p>c) <u>The BoD</u> or the General Director shall be responsible for directing the related Units to carry out procedures for hiring external expert/organization to advise and support the Supervisory Board..</p>	Remove	Because clause 3, article 51 of the Law on Credit Institutions has removed the “outsourcing”

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
8	Article 14. Functions of the Supervisory Board	<p>1. The Supervisory Board is a banking supervisory body that provides accurate assessments of the business activities and financial status of VietinBank.</p> <p>2. The Supervisory Board performs internal audit, control and assessment of compliance with the Law, the Charter, VietinBank's internal regulations, resolutions and decisions of the GMS and the BoD.</p>	Remove	Remove for the Law on Credit Institutions only provides for duties and powers of the Supervisory Board
9	Article 15. Duties and powers of the Supervisory Board	1. To supervise the compliance with the Law and the Charter in the management and administration of VietinBank; to be responsible to the GMS for executing the assigned duties and powers.	1. To supervise VietinBank's governance and management in compliance with the Law, internal regulations, this Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors ; to be responsible to the General Meeting of Shareholders for performing the assigned duties and powers according to the provisions of the Law on Credit Institutions and VietinBank's Charter.	Amend to be consistent with Clause 1 Article 52 of the Law on Credit Institutions 2024
10		3. To promulgate the internal regulation of the Supervisory Board except for the cases under the authority of the GMS; on an annual basis, to review the internal regulation of the Supervisory Board, major accounting and reporting policies.	3. To promulgate the internal regulations of the Supervisory Board except for the cases falling under the authority of the GMS; on an annual basis, to review the internal regulations of the	Amend to be consistent with Clause 2 Article 52 of the Law on Credit Institutions 2024

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
			Supervisory Board, internal regulations on accounting and reporting of VietinBank.	
11		<p>5 . To perform the function of Internal Audit; to provide direct orientation to the internal audit department and assume responsibility for matters related to internal control system, internal audit department in accordance with the regulation of the SBV. To be entitled to hire independent consultant and to access, be provided with sufficient and accurate information and materials related to management and governance activities of VietinBank in a timely manner in order to perform the assigned duties and powers.</p>	<p>5. To organize the implementation of internal audit; to directly instruct the internal audit department and assume responsibility for matters related to internal control system, internal audit department in accordance with the regulations of the SBV. To have the right to leverage VietinBank’s resources to perform the assigned duties and powers; to hire experts, independent consultants and external agencies to perform its duties but still be responsible for the performance of the Supervisory Board’s duties and the right to have access to and be provided with information and documents related to the management and administration of VietinBank in a full, accurate and timely manner to perform assigned duties and powers</p>	Amend to be consistent with clause 3 Article 52 of the Law on Credit Institutions 2024
12		<p>6. To appraise the sufficiency, legality, fairness of VietinBank's business performance reports, first-half and full-year financial statements, reports on management activities of the Board of Directors. To report to the GMS on the assessment results of financial statements, report on evaluation of the management of the Board of Directors; to evaluate the suitability, legality, fairness and prudence</p>	<p>6. To supervise the financial situation, to appraise the relevance, legality, fairness and prudence degree of VietinBank's first-half and full-year financial statements; to evaluate reports on management activities of the Board of Directors, to report to the General Meeting of Shareholders on the appraisal results of the financial statements and reports on management activities of the</p>	Amend to be consistent with Clause 4, Article 52 of the Law on Credit Institutions 2024 while still keep some wording according to Article 170 of the Law on Enterprises 2020

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
		degree in the management and administration of business operation, the systematicness, consistency and suitability of the accounting, statistics and financial statement preparation. The Supervisory Board may consult the opinions of the BoD prior to submission of the reports and proposals to the GMS.	Board of Directors; To verify the relevance, legality, fairness and prudence degree in the management and administration of business activities, accounting, statistics and financial reporting. The Supervisory Board may consult the opinions of the BoD prior to submission of the reports and proposals to the GMS.	
13		N/A	7. To supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of VietinBank under the decision authority of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Credit Institutions and VietinBank's Charter. To prepare and send reports on supervision results to the General Meeting of Shareholders and the Board of Directors on annual basis.	Amend to be consistent with Clause 5 Article 52 of the Law on Credit Institutions 2024
14		N/A	8. To supervise VietinBank's compliance with regulations on restrictions to ensure secured operations of VietinBank according to the provisions of Chapter VII - the Law on Credit Institutions and VietinBank's Charter, specifically: Cases of ineligibility for credit extension of restricted credit extension; credit limit; limits on equity investments; prudent	Supplement to be consistent with Clause Article 62 of the Law on Credit Institutions 2024

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
			ratios; real estate business; requirements on secured operation in electronic transactions in banking activities; equity investment among subsidiaries, affiliated companies, and controlled companies; Development of an expected recovery plan in case of early intervention.	
15		8. To evaluate the accounting ledgers, other materials, the management and administration of VietinBank's activities if deemed necessary or pursuant to the Resolution of the GMS or upon request from the major shareholders or major groups of shareholders in accordance with provisions of the Law. The Supervisory Board performs the inspection within 07 (seven) business days since the date of receipt of the request. Within 15 days from the end of the inspection, the Supervisory Board must make a report and explanations on matters requested for inspection to the requesting organizations and individuals. The inspection of the Supervisory Board specified in this Clause must not obstruct or cause disruption to the as-usual management and administration of business activities of VietinBank.	10. To review the accounting ledgers, other materials, the management and administration of VietinBank's activities if deemed necessary or pursuant to the resolutions and decisions of the GMS or upon request from the SBV, the major shareholders or the major group of shareholders in accordance with the provisions of the Law. The Supervisory Board performs the inspection within 07 (seven) business days since the date of receipt of the request. Within 15 days from the end of the inspection, the Supervisory Board must make a report and explanations on matters requested for inspection to the requesting organizations and individuals. The inspection of the Supervisory Board specified in this Clause must not obstruct or cause disruption to the as-usual management and administration of business activities of VietinBank.	Amend to be consistent with Clause 7, Article 52 of the Law on Credit Institutions 2024 while still keep some wording according to Article 170 of the Law on Enterprises 2020
16		9. To promptly notify the Board of Directors upon detection of the acts of violation by VietinBank's	11. To promptly notify the General Meeting of Shareholders and the Board of Directors upon	Amend to be consistent with Clause 8 Article

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
		Managers and employees; To request the violators to immediately cease the acts of violation and take measures to address consequences (if any).	detection of the acts of violation of the Law, VietinBank's Charter, internal regulations, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors by VietinBank's Managers and Executive officers ; To request the violator to immediately cease the act of violation and take measures to address consequences (if any).	52 of the Law on Credit Institutions 2024
17		10. Prepare the list of founding Shareholders, major Shareholders and related Persons of BoD members, Supervisory Board members and General Director of VietinBank; maintain and update any changes to this list.	12. To prepare a list of founding shareholders within 05 years from the date of being a founding shareholder, shareholder owning 01% or more of the Charter capital and related persons of members of the Board of Directors, members of the Supervisory Board, General Director of VietinBank, shareholder owning 01% or more of charter capital ; To keep record and update changes to this list.	Amend to be consistent with Clause 9 Article 52 of the Law on Credit Institutions 2024
18		14. To supervise the credit approval for subjects regulated by the Laws	Remove	Remove for clause 8, Article 15 has covered this content.
19		17. To advise and propose the General Meeting of Shareholders to approve the list of accepted auditing firms to audit the financial statements of VietinBank; to make decision on selection of auditing firm accepted for inspection of the VietinBank's operations, dismissal of selected	Remove	Remove because Clause 2, Article 70, Law on Credit Institutions 2024 stipulates that this content falls under the

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
		auditor when deemed necessary.		duties and powers of the Board of Directors.
20		N/A	17. To promptly report to the SBV of violations specified in Clauses 8, 11, 14 of this Article; Breaches of share ownership ratio or related persons according to the provisions of the Law.	Amend to be consistent with Clause 13 Article 52 of the Law on Credit Institutions 2024
21	Article 15. Responsibilities and duties of the Head of the Supervisory Board.	1. To arrange deployment of the implementation of duties and powers of the Supervisory Board specified in this Regulation, provisions of the Charter and the Law.	1. To arrange the implementation of duties and powers of the Supervisory Board specified in this Regulation, provisions of the Charter and the Law. To take responsibility for exercising his/her rights and obligations.	Amend to be consistent with Clause 1 Article 53 of the Law on Credit Institutions 2024
22		2. To prepare the meeting agenda of the Supervisory Board based on the opinions proposed by the Supervisory Board members relating to the duties and powers of the Supervisory Board; convene and chair the Supervisory Board meeting.	2. To convene and chair the meetings of the Supervisory Board.	Amend to be consistent with Clause 2 Article 53 of the Law on Credit Institutions 2024
23		5. To participate in the BoD meetings, raise opinions but not to vote.	5. To participate in BoD meetings, may raise opinions but not to vote.	Amend to be consistent with Clause 5 Article 53 of the Law on Credit Institutions 2024
24		7. Prepare the working agenda and the allocation of duties to the Supervisory Board members.	7. To prepare the work plans of the Supervisory Board and to assign specific duties to each Supervisory Board member.	Amend to be consistent with Clause 7 Article 53 of the Law on Credit Institutions 2024

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
25		10. To authorize another Supervisory Board member to carry out his/her duties during his/her absence.	10. To only authorize another member of the Supervisory Board to perform his/her rights and obligations during his/her absence or inability in performing the duties.	Amend to be consistent with Clause 10 Article 53 of the Law on Credit Institutions 2024
26	Article 16: Rights and obligations of Supervisory Board Members	1. To comply with the regulations of the Law, the Charter, this Regulation and the internal regulation of the Supervisory Board in a truthful and prudent manner for the interest of VietinBank and Shareholders.	1. To comply with the provisions of the Law, this Charter, the internal regulations of the Supervisory Board and to perform duties as assigned by the Head of the Supervisory Board to perform the duties and powers of the Supervisory Board in a truthful and prudent manner, for the interests of VietinBank and shareholders; to take responsibility for exercising their rights and obligations.	Amend to be consistent with Clause 1 Article 54 of the Law on Credit Institutions 2024
27		2. To elect a dedicated member of the Supervisory Board to be the Head of the Supervisory Board.	2. To elect one member of the Supervisory Board to be the head of the Supervisory Board.	Amend to be consistent with Clause 2 Article 54 of the Law on Credit Institutions 2024
28		Not yet regulated	4. To control business activities, supervise the accounting ledgers, assets, financial statements and recommend corrective measures.	Supplement for both former and new laws stipulate this right/obligation in Clause 4, Article 54, Law on Credit Institutions.
29		Not yet regulated	5. To request managers to report and explain the financial status, business results of subsidiaries,	Amend to be consistent with Clause 5 Article

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
			plans, projects, development investment programs and other decisions in the management and administration of VietinBank.	54 of the Law on Credit Institutions 2024
30		5. To be entitled to request employees of VietinBank to provide data, information, documents and explain business activities in order to perform the assigned duties.	6. To be entitled to request VietinBank's managers, executive officers, employees to provide data, information, documents and explain business activities in order to perform the assigned duties.	Amend to be consistent with Clause 6 Article 54 of the Law on Credit Institutions 2024
31	Article 17: Information right and obligation of information confidentiality	2. The Supervisory Board, its members are entitled to access and request units, employees of VietinBank to provide information in a full, accurate and truthful manner, regarding the materials on management, administration and business activities of VietinBank when performing the responsibilities and duties.	2. The Supervisory Board, its members are entitled to access and request units, individuals of VietinBank to provide sufficient, truthful and accurate information and materials on management, administration and business activities of VietinBank on a timely basis when performing their assigned duties and powers.	Supplement to be consistent with Clause 3 Article 52 of the Law on Credit Institutions 2024
32		3. Members of the Supervisory Board have the right to access VietinBank records and documents kept at the Head Office, branches and other locations; have the right to visit the workplace of the managers and employees of VietinBank during working hours.	3. Members of the Supervisory Board are entitled to access VietinBank records and documents kept at the Head Office, branches and other locations; to visit the workplace of the managers and employees of VietinBank during working hours to perform the duties of the Supervisory Board.	Add more wording to make it clearer

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
33	Article 18. Operating Principle of the Supervisory Board	2. The Supervisory Board performs its functions and duties by way of and based on following grounds	2. The Supervisory Board performs its duties by way of and based on following grounds:	Remove the “functions for the Law on Credit Institutions 2024 does not provide for this matter
34		Not yet regulated	2e) Outsourced services in case VietinBank's resources fail to meet the tasks under the duties of the Supervisory Board	Supplement to reflect the actual situation.
35	Article 19: Working mechanism of the Supervisory Board	2. The Head of the Supervisory Board and the dedicated member of the Supervisory Board perform assigned duties emerging between meetings of the Supervisory Board.	2. The Head of the Supervisory Board and members of the Supervisory Board member shall handle duties emerging between meetings of the Supervisory Board.	Remove “dedicated” for the Law on Credit Institutions 2024 has removed the regulation on dedicated member of the Supervisory Board.
36	Article 20. Meeting of the Supervisory Board	3c. The meeting invitation may be sent in writing, fax, email or other means by the Head of Supervisory Board or the authorized person of the Head of the Supervisory Board, yet it must be ensured to reach the address of each Supervisory Board member. The meeting invitation must specify the time, venue, agenda, matters to be discussed and decisions and the materials used in meetings (if any).	3c. The meeting invitation must specify the time, location, agenda, matters to be discussed and decided, accompanied by materials used at the meeting (if any) and sent to members of the Supervisory Board in writing, via fax, email or other means but must ensure to reach the contact address of each member of the Supervisory Board.	Revise wording to make it clearer

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
37		5. Periodic and irregular meetings of the Supervisory Board are held in the Supervisory Board's office.	Remove	The Law on Credit Institutions 2024 does not provide for this matter
38		8. The decisions of the Supervisory Board in meetings shall be approved if ratified by the majority of members with the voting right (including the "for" votes of direct and authorized meeting participants). In case the number of votes for different options appears equal, the decision shall be in favor of the side with the opinion of the chairperson of the meeting.	Remove	The revised wording is moved to Article 23.
39	Article 23. Implementation of duties of dedicated members	1. Except for the handling of issues under the authority and responsibility of the Supervisory Board approved at the periodic or irregular meetings or via obtaining opinion in writing or via email; the Head of the Supervisory Board may directly or assign dedicated members to deal with other related issues that require the Supervisory Board's opinions or settlement between meetings of the Supervisory Board. 2. The approval or handling of issue in the cases prescribed in Clause 1 of this Article shall be conducted by the Head or by members of the Supervisory Board as directed by the Head in accordance with the nature and processing time	Remove	Remove for the Law on Credit Institutions 2024 has removed the regulation on dedicated member of the Supervisory Board.

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
		limit as stipulated by the regulations or in consistent with the actual status of the issue.		
40	Article 22. The adoption of decisions of the Supervisory Board	Not regulated	<p>1. A decision of the Supervisory Board shall be approved if ratified by the majority of members with the voting right (including the votes of direct and authorized meeting participants). In case of equal number of votes, the final decision will be in favor of the side with the opinion of the chairperson of the meeting (in case of obtaining opinion in a physical meeting)/of the Head of the Supervisory Board/or a member of the Supervisory Board authorized by the Head of the Supervisory Board (in case of obtaining opinions in writing or via email).</p> <p>2. The decision of the Supervisory Board is documented in the form of: Resolutions, decisions, announcements, conclusions, etc. The internal audit department/assisting team is responsible for notifying and communicating the decisions of the Supervisory Board to relevant individual units to implement and/or coordinate implementation.</p>	Move from Article 23 of the current Regulation to this Article and revise the wording to suit the actual situation.

No.	Article, Clause, Point	Current wording	Proposed revision	Ground for amendments or supplements
41	<p>Article 28. Evaluation, reward and discipline applicable to members of the Supervisory Board</p>	<p>The evaluation, reward and discipline applicable to members, the assisting staff members of the Supervisory Board shall be conducted in accordance with the provisions of Charter, Internal Corporate Governance Document and regulations on personnel management of VietinBank.</p>	<p>The evaluation, reward and discipline applicable to members, internal audit function, the assisting staff members of the Supervisory Board shall be conducted in accordance with the provisions of the Charter, the Internal Governance Regulation and regulations on personnel management of VietinBank.</p>	<p>Supplement to suit the actual situation.</p>



**REGULATION ON ORGANIZATION
AND OPERATION OF
THE SUPERVISORY BOARD OF
VIETNAM JOINT-STOCK
COMMERCIAL BANK FOR INDUSTRY
AND TRADE**

(Revised on...../2024)

Hanoi,/...../2024

**CONSOLIDATED TEXT OF
THE REGULATION ON THE ORGANIZATION AND
OPERATION OF THE SUPERVISORY BOARD
OF VIETNAM JOINT STOCK COMMERCIAL BANK FOR
INDUSTRY AND TRADE**

CHAPTER I. GENERAL PROVISIONS

Article 1. Purposes

1. This regulation provides for the organization and operation of the Supervisory Board of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank) in accordance with Vietnamese laws and the Charter on organization and operation of VietinBank.

2. This regulation defines the powers and responsibilities of the organizations and individuals related to the organization and operation of VietinBank's Supervisory Board.

Article 2. *Scope of application*

This regulation provides for:

1. The organizational structure and the term of service of the Supervisory Board.
2. Nomination, election, dismissal and removal of a Supervisory Board member.
3. Duties and powers of the Supervisory Board; Rights and obligations of the Supervisory Board members.
4. Operating mechanism and working regime of the Supervisory Board.
5. Other issues related to the organization and operation of the Supervisory Board.

Article 3. Target of application

Individuals and units in VietinBank's system.

Article 4. Principle of application

1. The organization and operation of the Supervisory Board shall follow this Regulation, the Charter on organization and operation of VietinBank and provisions of the Law of Vietnam related to the organization and operation of a joint stock commercial bank's Supervisory board.

2. Where this regulation provides otherwise or is silent on the organization

and operation of a joint stock commercial bank's Supervisory Board compared to the provisions of the Law of Vietnam, the provisions of the Law shall be applied.

3. Where this regulation provides otherwise or is silent on the organization and operation of the Supervisory Board compared to the Charter on organization and operation, Internal Governance Regulation of VietinBank, the provisions of the Charter and Internal Governance Regulation of VietinBank shall be applied

Article 5. *Related documents*

1. The Law on Credit Institutions No. 32/2024/QH15 ratified by National Assembly of the Socialist Republic of Vietnam on January 18, 2024.

2. The Law on Enterprises no. 59/2020/QH14 ratified by Vietnam National Assembly on 17 June 2020.

3. The Law on Enterprises no. 54/2019/QH14 ratified by Vietnam National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

4. The Circular No. 13/2018/TT-NHNN enacted by the Governor of the State Bank of Vietnam on May 18, 2018 on the system of internal control of credit institutions and foreign banks' branches and amendments thereto.

5. The Decree no. 155/2020/ND-CP enacted by the Government of the Socialist Republic of Vietnam on December 31, 2020 detailing the enforcement of a number of articles of the Law on Securities.

6. The Charter on organization and operation of VietinBank.

7. VietinBank's Internal Governance Regulation

8. ISO 9001-2015 and other relevant materials.

Article 6. *Interpretation of terms and abbreviations*

In this regulation, the following terms and abbreviations shall be construed as:

“**Supervisory Board**” means the Supervisory Board of VietinBank.

“**Shareholder**” means any organization or individual owning at least one share of VietinBank.

“**General Meeting of Shareholders**” or "GMS" means the General Meeting of Shareholders of VietinBank.

“**Charter**” means the Charter on organization and operation of VietinBank.

“**Units**” means the divisions, departments, centers or similar-level bodies under the Head Office, Branches, Representative Offices, non-business units in

VietinBank group.

“**Board of Directors**” or “BoD” means the Board of Directors of VietinBank.

“VietinBank” means Vietnam Joint Stock Commercial Bank for Industry and Trade.

“**State Bank**” or “SBV” means the State Bank of Vietnam.

“Law” means any documents listed in Article 4 of the Law on Promulgation of Legal Normative Documents passed by the National Assembly of Vietnam on June 22, 2015 and amendments thereto.

“**Internal Governance Regulation**” means the Internal Governance Regulation of VietinBank which is approved by VietinBank’s General Meeting of Shareholders in accordance with the Law.

“**General Director**” means the General Director of VietinBank.

The terms “**Related Person**”, “Manager” and other capitalized terms contained herein have the meanings as defined in the Charter.

CHAPTER II. SPECIFIC PROVISIONS

SECTION 1. ORGANIZATIONAL STRUCTURE AND TERM OF SERVICE OF THE SUPERVISORY BOARD

Article 7. Organizational structure of the Supervisory Board

The organizational structure of the Supervisory Board is specified in VietinBank's Charter and provisions of the Law.

Article 8. *Term of service of the Supervisory Board*

1. The term of service of the Supervisory Board is five (05) years. The Supervisory Board and members of the Supervisory Board whose term has just ended shall remain active until the Supervisory Board of the new term takes over.

2. The term of service of the members follows the term of the Supervisory Board. The term of service of an additional or a replacing member is the remaining time of such term.

3. A Supervisory Board member may be re-elected for an unlimited number of terms.

Article 9. *Assisting and supporting teams of the Supervisory Board*

1. Assisting team

a) The Supervisory Board has an assisting team to help them perform their duties.

b) The Supervisory Board decides the criteria, conditions, number and staffing composition of the assisting team after having agreed with the human resources management department of VietinBank in accordance with VietinBank's personnel management policy.

c) The duties of the assisting team and assistants shall be determined and assigned by the Supervisory Board.

2. Internal audit.

a) VietinBank forms a dedicated internal audit team under the Supervisory Board which is subject to direct management by the Supervisory Board to perform the internal audit function in accordance with the Law and the Charter.

b) The Supervisory Board decides the criteria, conditions, number and staffing composition of the internal audit team after having agreed with the human resources management department of VietinBank in accordance with the Law, the Charter and VietinBank's personnel management policy.

c) The functions, duties and powers of the internal audit team; the internal audit mechanism and internal audit-related matters shall be determined by the Supervisory Board in accordance with the Law and the Charter.

3. Other resources of VietinBank

a) The Supervisory Board may use other resources of VietinBank to perform their duties

b) In case other resources of VietinBank are required to perform their duties, the Supervisory Board shall send a written request to the BoD or the General Director (depending on the authority in relation to the matter in question). The BoD or the General Director shall then be responsible for directing the related Units to provide adequate resources as requested by the Supervisory Board for performing their duties.

SECTION 2. NOMINATION, ELECTION, DISMISSAL, REMOVAL, AUTOMATIC DISQUALIFICATION OF SUPERVISORY BOARD MEMBER

Article 10. Criteria and conditions for Supervisory Board members

The criteria and conditions for Supervisory Board members shall follow the Charter, the Internal Governance Regulation and in accordance with the Law.

Article 11. *Nomination, candidacy and election of Supervisory Board members*

Nomination, candidacy and election of Supervisory Board members shall follow the Charter, the Internal Governance Regulation and in accordance with the Law.

Article 12. *Cases of ineligibility for Supervisory Board membership or for concurrently holding positions*

Cases of ineligibility for Supervisory Board membership or concurrently holding positions shall follow the Charter, the Internal Governance Regulation and in accordance with the Law.

Article 13. *Automatic disqualification, suspension, temporary suspension, dismissal and removal of Supervisory Board members*

Cases of automatic disqualification, suspension, temporary suspension, dismissal and removal of Supervisory Board members, and the procedures of suspension, temporary suspension, dismissal and removal of Supervisory Board members shall follow the Charter, the Internal Governance Regulation and in accordance with the Law.

SECTION 3. DUTIES AND POWERS OF THE SUPERVISORY BOARD AND ITS MEMBERS

Article 14. *Duties and powers of the Supervisory Board*

1. To supervise VietinBank's governance and management in compliance with the Law, internal regulations, this Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; to be responsible to the General Meeting of Shareholders for performing the assigned duties and powers according to the provisions of the Law on Credit Institutions and VietinBank's Charter.

2. To formulate the Regulation on Operation of the Supervisory Board for submission to the General Meeting of Shareholders for approval.

3. To promulgate the internal regulations of the Supervisory Board except for the cases falling under the authority of the GMS; on an annual basis, to review the internal regulations of the Supervisory Board, internal regulations on accounting and reporting of VietinBank.

4. To appoint, dismiss, take disciplinary action, suspend and decide salary and other benefits of internal audit titles.

5. To organize the implementation of internal audit; to directly instruct the internal audit department and assume responsibility for matters related to internal control system, internal audit department in accordance with the regulations of the SBV. To have the right to leverage VietinBank's resources to perform the assigned duties and powers; to hire experts, independent consultants and external agencies to perform its duties but still be responsible for the performance of the Supervisory Board's duties and the right to have access to and be provided with information and documents related to the management and administration of VietinBank in a full, accurate and timely manner to perform assigned duties and powers

6. To supervise the financial situation, to appraise the relevance, legality, fairness and prudence degree of VietinBank's first-half and full-year financial statements; to evaluate reports on management activities of the Board of Directors, to report to the General Meeting of Shareholders on the appraisal results of the financial statements and reports on management activities of the Board of Directors; To verify the relevance, legality, fairness and prudence degree in the management and administration of business activities, accounting, statistics and financial reporting. The Supervisory Board may consult the BoD prior to submission of the reports and proposals to the GMS.

7. To supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of VietinBank under the decision authority of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Credit Institutions and VietinBank's Charter. To prepare and send reports on supervision results to the General Meeting of Shareholders and the Board of Directors on annual basis.

8. To supervise VietinBank's compliance with regulations on restrictions to ensure secured operations of VietinBank according to the provisions of Chapter VII - the Law on Credit Institutions and VietinBank's Charter, specifically: Cases of ineligibility for credit extension of restricted credit extension; credit limit; limits on equity investments; prudent ratios; real estate business; requirements on secured operation in electronic transactions in banking activities; Rights and obligations of the controlled companies; equity investment among subsidiaries, affiliated companies, and controlled companies; Development of an expected recovery plan in case of early intervention.

9. To review, inspect and assess the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning functions of VietinBank.

10. To evaluate the accounting ledgers, other materials, the governance and management of VietinBank's activities if deemed necessary or pursuant to the resolutions and decisions of the GMS or upon request from the SBV, the major shareholders or the major group of shareholders in accordance with the provisions of the Law. The Supervisory Board performs the inspection within 07 (seven) business days since the date of receipt of the request. Within 15 days from the end of the inspection, the Supervisory Board must make a report and explanations on matters requested for inspection to the requesting organizations and individuals. The inspection of the Supervisory Board specified in this Clause must not obstruct or cause disruption to the as-usual management and governance of business activities of VietinBank.

11. To promptly notify the General Meeting of Shareholders and the Board of Directors upon detection of the acts of violation of the Law, VietinBank's Charter, internal regulations, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors by VietinBank's Managers and Executive officers; To request the violator to immediately cease the act of violation and take measures to address consequences (if any).

12. To prepare a list of founding shareholders within 5 years from the date of being a founding shareholder, shareholder owning 01% or more of the Charter capital and related persons of members of the Board of Directors, members of the Supervisory Board, General Director of VietinBank, shareholder owning 01% or more of charter capital; To keep record and update changes to this list.

13. To propose to the BoD to arrange irregular meetings or request the BoD to convene and extraordinary General Meeting of Shareholders in accordance with the provisions of the Law and the Charter.

14. To convene an extraordinary General Meeting of Shareholders in case the Board of Directors has made decisions in serious violation of the provisions of the Law or beyond its assigned authority or other cases as stipulated in the Charter.

15. To eligible for sending representatives to participate in the discussion in GMS sessions, meetings of BoD if invited and other meetings of VietinBank upon receipt of notification.

16. To review contracts, transactions with Related Persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval by the Board of Directors or the General Meeting of Shareholders..

17. To promptly report to the SBV of violations specified in Clauses 8, 11,

14 of this Article; Breaches of share ownership ratio or related persons according to the provisions of the Law.

18. Other duties and powers in accordance with the provisions of the Charter, this Regulation and the Law.

Article 15. Rights and obligations of the Head of the Supervisory Board

1. To arrange the implementation of duties and powers of the Supervisory Board specified in this Regulation, provisions of the Charter and the Law. To take responsibility for exercising his/her rights and obligations.

2. To convene and chair the meetings of the Supervisory Board.

3. On behalf of the Supervisory Board, to sign documents under the authority of the Supervisory Board.

4. On behalf of the Supervisory Board, to convene extraordinary GMS in accordance with the provisions of the Charter or to request irregular meetings of the BoD.

5. To participate in BoD meetings, raise opinions but not to vote.

6. To request for inclusion of his/her opinions or directly write his/her opinions into the BoD meeting minutes should his/her opinions differ from resolution, decisions of the BoD and report to GMS.

7. To prepare the work plans of the Supervisory Board and to assign specific duties to each Supervisory Board member.

8. To ensure that Supervisory Board members receive sufficient, subjective and accurate information and allow sufficient time for discussion of matters in question.

9. To supervise and provide directions for performance of the assigned duties by and the rights and obligations of Supervisory Board members.

10. To only authorize another member of the Supervisory Board to perform his/her rights and obligations during his/her absence or inability in performing the duties.

11. Other rights and obligations stipulated in the Charter, Internal Governance Regulation, and provisions of the Law.

Article 16. Rights and obligations of Supervisory Board Members

1. To comply with the provisions of the Law, this Charter, the internal regulations of the Supervisory Board and to perform duties as assigned by the Head

of the Supervisory Board to perform the duties and powers of the Supervisory Board in a truthful and prudent manner, for the interests of VietinBank and shareholders; to take responsibility for exercising their rights and obligations.

2. To elect one member of the Supervisory Board to be the head of the Supervisory Board.

3. To request the Head of the Supervisory Board to convene irregular meetings of the Supervisory Board.

4. To control business activities, supervise the accounting ledgers, assets, financial statements and recommend corrective measures.

5. To request managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management and administration of VietinBank.

6. To be entitled to request VietinBank's managers, executive officers, employees to provide data, information, documents and explain business activities in order to perform the assigned duties.

7. To report to the Head of the Supervisory Board on the unusual financial activities of VietinBank and to be responsible for their judgments and conclusions.

8. To participate in the Supervisory Board meetings, discuss and vote for matters under the scope of duties and powers of the Supervisory Board, except matters of conflict of interest.

9. Other rights and obligations stipulated in the Charter, Internal Governance Regulation, and provisions of the Law.

Article 17. Information right and obligation of information confidentiality

1. Documents and information must be sent to members of the Supervisory Board at the same time and by the same method as to the members of the Board of Directors, including:

a) Meeting invitation, opinion collection papers of members of the Board of Directors and attached materials.

b) Resolutions, decisions and meeting minutes of the GSM, BOD.

c) Report by the General Director submitted to the Board of Directors or other documents issued by VietinBank.

2. The Supervisory Board, its members are entitled to access and request units,

individuals of VietinBank to provide sufficient, timely, truthful and accurate information and materials on management, administration and business activities of VietinBank when performing their assigned duties and powers.

3. Members of the Supervisory Board are entitled to access VietinBank records and documents kept at the Head Office, branches and other locations; to visit the workplace of the managers and employees of VietinBank during working hours to perform the duties of the Supervisory Board.

4. The Supervisory Board and its members are responsible for keeping the confidentiality of information in accordance with regulations of VietinBank; not to provide information to other organizations, individuals unless otherwise requested by the competent organizations and individuals or obliged to provide and report in accordance with provisions of the Law; not to use information for personal benefits or to serve the benefits of other organizations, individuals, harming the interests of VietinBank and Shareholders.

SECTION 4. OPERATING PRINCIPLES AND WORKING MECHANISM OF THE SUPERVISORY BOARD

Article 18. Operating Principle of the Supervisory Board

1. The Supervisory Board complies with provisions of the Law, the Charter, Internal Governance Regulation, this Regulation and resolutions of GMS when performing its duties and powers.

2. The Supervisory Board performs its duties by way of and based on following grounds:

a) Reports, materials, documents and information that the Supervisory Board may receive or collect.

b) Meetings that the Supervisory Board has its representative participate in if invited or notified.

c) Internal control activities as per the regular and adhoc audit plans approved based on the risk orientation principle.

d) Inspections that the Supervisory Board directly carries out upon requests or when deemed necessary in alignment with resources.

e) Outsourced services in case VietinBank's resources fail to meet the tasks under the duties of the Supervisory Board

3. The Supervisory Board operates under collective regime in combination with and personal responsibilities regime by scope of work assigned to each member of the Supervisory Board.

Article 19. Working mechanism of the Supervisory Board

The Supervisory Board approves, handles matters under the scope of authority and duties by:

1. Discussing and voting in periodic and irregular meetings of the Supervisory Board (face-to-face meetings, online meetings or other similar meeting methods); collecting opinions in writing or through emails Each member of the Supervisory Board has 1 vote.

2. The Head of the Supervisory Board and members of the Supervisory Board member shall handle duties emerging between meetings of the Supervisory Board.

Article 20. Meeting of the Supervisory Board

1. The first meeting of the term

a) The first meeting of the term of the Supervisory Board is organized within 7 (seven) business days from the date of completion of the election of the Supervisory Board for that term in order to elect the Head of the Supervisory Board and approve related matters.

b) This meeting is convened and chaired by the member winning the highest number of votes or the highest proportion of votes. In case there are more than 1 member having the highest number of votes and the highest voting proportion, members would vote on the majority basis in order to select 1(one) person among them to convene and chair the Supervisory Board meeting.

2. The meeting to elect the Head of Supervisory Board due to automatic disqualification.

a) Within the maximum period of 15 (fifteen) business days since the date of automatic disqualification of the Head of Supervisory Board, the remaining members of the Supervisory Board are responsible for arranging a meeting to elect a member to become the Head of Supervisory Board.

b) This meeting is convened by the member of the Supervisory Board who is voted on the majority basis in order to select 1(one) person among them to convene the meeting.

3. Periodic meetings

a) The Supervisory Board organizes meets periodically once a month except otherwise deemed unnecessary by the Head of the Supervisory Board, yet the meeting must be held at least once every quarter.

b) The periodic meetings of the Supervisory Board are convened by the Head of the Supervisory Board or his/her authorized person.

c) The meeting invitation must specify the time, location, agenda, matters to be discussed and decided, accompanied by materials used at the meeting (if any) and sent to members of the Supervisory Board in writing, via fax, email or other means but must ensure to reach the contact address of each member of the Supervisory Board.

d) The Supervisory Board may invite the management of Internal Audit Department to attend the periodic meetings.

4. Irregular meetings

a) The Supervisory Board arranges irregular meetings if necessary to deal with matters that need to be discussed and voted directly at the meetings, arising between periodic meetings.

b) The irregular meetings of the Supervisory Board are convened by the Head of Supervisory Board if necessary or within 15 (fifteen) days since the date of receiving the written request of: i) at least 2 (two) members of the Supervisory Board; ii) the Governor of the SBV; iii) the Chairman of the Board of Directors; iv) other circumstances specified in the Charter, Internal Governance Regulation or the Law. After 2 consecutive requests, if the Head of the Supervisory Board does not convene the irregular Supervisory Board meeting, the remaining members of the Supervisory Board elects a person among them based on the major voting basis to convene the irregular meeting of the Supervisory Board.

5. The meeting of the Supervisory Board shall be held should 2/3 (two thirds) of the total members of the Supervisory Board attend and authorize others to attend. In case of failure in convening the required number of participants in accordance with the regulations, the meeting shall be re-convened within 5 (five) days since the expected date of the first meeting. In such case, the meeting shall be held should at least ½ (a half) of the total members of the Supervisory Boards attend or authorize others to attend. A member of the Supervisory Board who does not attend the meeting directly may authorize another member to vote or send the votes in writing provided that the voting papers must be placed in a closed envelope and sent to the chairperson of the meeting at least 1 (one) hour prior to the opening of the meeting. The voting papers shall only be opened under the witness of all meeting participants.

6. The person competent to convene the Supervisory Board meeting shall be the chairperson of the periodic and irregular meeting of the Supervisory Board.

7. Minutes of the Supervisory Board meetings

a) Meetings of the Supervisory Board must be documented into meeting minutes and may be audio-recorded, recorded and stored in other electronic forms. The meeting minutes must be established in Vietnamese and may be prepared or translated into a foreign language, with following key contents: The purpose, agenda and contents of the meeting; meeting time, venue; full name of each meeting participant or the authorized persons and the method of meeting participation; full name of the absentees and their excuses; matters to be discussed and/or voted in the meeting (if any); summary of opinions of each member based on the meeting progress; the voting results specifying the members who voted “for”, “against” and “abstention” (if voted); matters approved (if any); name and signature section.

b) The Minutes maker and members of the Supervisory Board as meeting participants must sign on the meeting minutes.

c) The meeting minutes of the Supervisory Board must be sent to the members of the Supervisory Board within 5 (five) business days from the closing date of the meeting. Within 5 (five) days from the date of receipt of the meeting minutes, members of the Supervisory Board attending the meeting must send their written comments to the Chairperson in case there is any claim related to the contents of the meeting minutes.

d) The meetings minutes of the Supervisory Board and documents used in the meetings must be kept at the Supervisory Board to determine the responsibilities of each member of the Supervisory Board.

8. The Supervisory Board may request members of the Board of Directors, General Director and representatives of the accepted auditing firm to attend their meetings and answer the requests for clarification.

Article 21. Obtaining opinion in writing or via emails

1. The Supervisory Board may approve their decisions through obtaining opinions in writing or via e-mail from members of the Supervisory Board, except for the case of election of the Head of the Supervisory Board.

2. The Head of the Supervisory Board has may arrange the collection of opinions of members of the Supervisory Board in writing or via email to approve decisions of the Supervisory Board in case he/she deems it's unnecessary to hold or upon failure in arranging a irregular meeting.

3. The Head of the Supervisory Board shall be responsible for directing the delivery of voting papers or emails and necessary materials to members of the Supervisory Board who have voting rights at least 5 (five) business days prior to the deadline to return opinion in writing or via email. Content of the opinion collection paper: matters to be consulted for approval; voting options including "for", "against", "abstention" and; deadline to return the opinions.

4. Members of the Supervisory Board may send their opinions by one of the following forms:

- Post delivery: the completed opinion collecting papers must be signed by members of the Supervisory Board. The opinion collecting papers sent to the Supervisory Board must be enclosed in a sealed envelope and no one shall be entitled to open them before the vote counting.

- Fax: The opinion collecting papers sent to the Supervisory Board via fax must be kept by the Head of Supervisory Board until the time of vote counting.

- Email: The opinion collecting papers sent to the Supervisory Board via email of the Head of Supervisory Board must be kept secret until the time of vote counting.

Any opinion collecting paper or email sent to the Supervisory Board after the deadline specified in the contents of the opinion collecting paper or of the email or opened in case of post delivery and disclosed prior to vote counting shall be invalid. Opinion collecting papers or emails that are not sent to the Supervisory Board are considered as non-voting ballots.

5. The Head of Supervisory Board organizes, directs the assisting team to count the votes and make the Opinion collection minutes. Opinion collection minutes must contain the following main contents: Purpose and matters to be consulted for approval; Full name of members of the Supervisory Board participated in the vote, including the number of valid/ invalid votes or voting opinions and method of sending votes and opinions; total number of votes, number of "for", "against" and "abstention" votes for each matter; matters approved; full name and signature of the Head of the Supervisory Board and the person who directly counts the votes and voting opinions. The Head of the Supervisory Board and the participants in the vote counting must be responsible for the truthfulness and accuracy of the opinion collection minutes.

6. Opinion collection minutes must be sent to the members of the Supervisory Board within 05 (five) business days from the date of making the minutes.

7. Completed opinion collecting papers; printed e-mails; opinion collection minutes and related documents must be kept by the Supervisory Board.

8. The approval of the Supervisory Board's decision through obtaining opinions in writing, via email has the same validity with that approved at the meeting of the Supervisory Board.

Article 22. The adoption of decisions of the Supervisory Board

1. A decision of the Supervisory Board shall be approved if ratified by the majority of members with the voting right (including the votes of direct and authorized meeting participants). In case of equal number of votes, the final decision will be in favor of the side with the opinion of the chairperson of the meeting (in case of obtaining opinion in a physical meeting)/of the Head of the Supervisory Board/or a member of the Supervisory Board authorized by the Head of the Supervisory Board (in case of obtaining opinions in writing or via email).

2. The decision of the Supervisory Board is documented in the form of: Resolutions, decisions, announcements, conclusions, etc. The internal audit department/assisting team is responsible for notifying and communicating the decisions of the Supervisory Board to relevant individual units to organize and/or coordinate implementation.

SECTION 5. WORKING RELATION OF THE SUPERVISORY BOARD

Article 23. Relationship with the Competent State Agencies

1. The Supervisory Board is responsible for reporting issues arising at VietinBank to the competent State Agency if the Law stipulates and requires the Supervisory Board to do so; or as required by VietinBank's internal regulations or at the request of the Board of Directors or the General Director.

2. The Supervisory Board works with the Competent State Agencies on issues related to VietinBank under the jurisdiction and responsibility of the Supervisory Board in accordance with provisions of the Law and internal regulations of VietinBank.

Article 24. Relationship with Shareholders

1. The Supervisory Board is responsible for reporting to the Shareholders the implementation of assigned duties and powers.

2. The Supervisory Board shall report and explain matters required to be inspected by the Shareholders or groups of Shareholders in accordance with the

provisions of the Law, the Charter and Internal Governance Regulation of VietinBank.

Article 25. Relationship with the Board of Directors and General Director

The working relationships of the Supervisory Board with the Board of Directors, General Director are performed in accordance with the provisions of the Charter, Internal Governance Regulation and provisions of the Law.

Article 26. Relationship with other Units, individuals in VietinBank

1. Units (excluding Internal Audit Department), individuals of VietinBank are responsible for providing information, documents, reports, explanation on related matters as requested by the Supervisory Board during the process of implementing assigned powers and duties of the Supervisory Board; implementing decisions, recommendations and requests of the Supervisory Board according to the provisions of the Law, the Charter, Internal Governance Regulation, and other internal regulations of VietinBank.

2. The Internal Audit Department shall be subject to the direct management of the Supervisory Board to assist the Supervisory Board in performing assigned duties in accordance with the provisions of the Law and internal regulations of VietinBank.

**SECTION 6. REMUNERATION, EVALUATION, REWARD, DISCIPLINE
APPLICABLE TO MEMBERS OF
THE SUPERVISORY BOARD**

Article 27. Salary, remuneration, bonus and other benefits of members of the Supervisory Board, operating costs of the Supervisory Board

1. Salary, remuneration, bonus and other benefits of members of the Supervisory Board shall follow the Charter, the Internal Governance Regulation, internal regulations of VietinBank and in accordance with the Law.

2. The operating costs of the Supervisory Board shall be paid in accordance with the provisions of internal regulations of VietinBank and booked into business expenses of VietinBank in accordance with the provisions of the Law.

Article 28. Evaluation, reward and discipline applicable to members of the Supervisory Board

The evaluation, reward and discipline applicable to members, internal audit function, the assisting staff members of the Supervisory Board shall be conducted in

accordance with the provisions of the Charter, the Internal Governance Regulation and regulations on personnel management of VietinBank.

CHAPTER III. ENFORCEMENT TERMS

Article 29. Enforcement

The amendments and supplements to this Regulation take effect from July 1, 2024.

Article 30. Execution:

The Board of Directors, the Supervisory Board, the General Director and Units, individuals in VietinBank group are responsible for arranging the execution in compliance with this Regulation.

PP. THE SUPERVISORY BOARD

HEAD

Le Anh Ha