

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

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*Business Registration Certificate No. 0100111948  
13<sup>th</sup> revision dated January 8, 2024*

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

*Hanoi, April 23<sup>rd</sup>, 2026*

**PROPOSAL**

*Re: Approval of Amendments and Supplements to the Governance Regulations of  
Vietnam Joint Stock Commercial Bank for Industry and Trade*

**To: The General Meeting of Shareholders of  
Vietnam Joint Stock Commercial Bank for Industry and Trade**

Pursuant to the authority of the General Meeting of Shareholders (GMS/AGM), the Board of Directors (BoD) of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank) respectfully submits to the 2026 AGM for consideration and approval the amendments and supplements to the Regulations on Organization and Operation of the BoD of VietinBank, and the Internal Governance Regulations of VietinBank, in order to ensure conformity with legal provisions, the amended Charter of VietinBank, as well as the actual operations of VietinBank. The details are as follows:

**I. Regarding the Regulation on Organization and Operation of the BoD of VietinBank**

1. Amendment to Article 4 on **Related Documents** to update amended and supplemented documents.
2. Supplement to Article 5 on **Interpretation of terms** to supplement the definition of "Electronic means" as stipulated in Clause 2, Article 3 of the Law on Electronic Transactions 2023 and Article 19 of this draft Regulation adds the form of obtaining the Board of Directors' opinion by other electronic methods.
3. Amendment to Article 19 on the **Authority and Procedures for Collecting Written Opinions from BoD Members** to include other electronic opinion collection means in accordance with Clause 2, Article 3 of the Law on Electronic Transactions 2023.
4. Amendment to Article 35 on **Execution Provisions** to update the effective date of the Regulations.

*(Detailed amendments are provided in the draft Regulations on Organization and Operation of the BoD and the attached Appendix of amended contents)*

**II. Regarding the Internal Governance Regulation of VietinBank**

1. Amendment to Clause 2, Article 6 on the **Procedures of the GMS approval of Resolutions by voting at the GMS**, in accordance with Clause 21, Article 1 of the

amended Law on Enterprises 2025 and Clause 2, Article 30 of the amended Charter of VietinBank.

2. Amendment to Clause 2, Article 31 on **Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank** to be suitable with the actual situation of VietinBank at each period.
3. Supplement to Article 36 on the **Duty of Integrity and Avoidance of Conflicts of Interest of BoD members, Supervisory Board members, and Executive Officers of VietinBank**, specifically the obligation to disclose related interests in accordance with Article 49 of the Law on Credit Institutions 2024 and Article 60 of the Charter of VietinBank.
4. Amendments and supplements to several other articles (Articles 1, 8, 17, 26) to ensure consistency and accuracy in referencing the Charter of VietinBank, and amendment to Article 41 on **Validity and Amendments** to update the effective date of the Regulations.

*(Detailed amendments are provided in the draft Internal Governance Regulations of VietinBank and the attached Appendix of amended contents.)*

Respectfully submitted to the GMS for:

1. Approval of the amendments, supplements, and the newly-merged full text of the Regulations on Organization and Operation of the BoD of VietinBank and the Internal Governance Regulations of VietinBank.

2. Authorization for the BoD of VietinBank to approve the adjustments, amendments, and supplements to the Regulations on Organization and Operation of the BoD and the Internal Governance Regulations of VietinBank to ensure compliance with the Charter of VietinBank at the request of the State Bank of Vietnam *(if any)*.

3. Assignment to the Chairman of the BoD to sign and promulgate the Regulations on Organization and Operation of the BoD and the Internal Governance Regulations of VietinBank to consolidate the amendments and supplements approved by the GMS and approved to be adjusted by the BoD to conform with the Charter of VietinBank at the request of the State Bank of Vietnam *(if any)*.

Respectfully submitted for approval by the GMS.

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



**Tran Minh Binh**



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

*(Revised in 2026)*

*Hanoi, 2026*



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# REGULATION ON ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS OF VIETINBANK

*(Issued under Resolution No. /NQ-DHDCD dated / /2026 by the General Meeting of Shareholders 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 Board of Directors of Vietnam Joint Stock Commercial Bank for Industry and Trade (“VietinBank”).

2. To define the responsibilities and powers of individuals and units involved in the organization and operation of the Board of Directors of VietinBank.

### Article 2. Scope of application

This regulation is set to govern:

1. The organizational structure, the term of office of the Board of Directors; criteria, conditions, status determination, appointment and dismissal of members of the Board of Directors.

2. Functions, powers, duties, interests and obligations of the Board of Directors, Chairman of the Board of Directors and members of the Board of Directors.

3. Mechanism and principles of operation; working agenda, working policies and conditions and regulations on delegation of power and authorization of the Board of Directors.

3. Meeting regime and minutes, and approval of decisions of the Board of Directors;

4. Working relationships of the Board of Directors.

4. Monitoring the implementation of the decisions and resolutions of the Board of Directors.

### Article 3. Target of application

This Regulation is applicable to members of the Board of Directors, Committees of the Board of Directors, teams and individuals assisting the Board of Directors.

### Article 4. Relevant documents

1. The Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its subsequent amending documents.

2. The Law on Enterprises No.59/2020/QH14 dated June 17, 2020, and its subsequent amending documents.

3. The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its subsequent amending documents.

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4. The Decree No. 155/2020/NĐ-CP dated December 31, 2021 by the Government detailing the implementation of several articles of the Law on Securities, and its subsequent amending documents.

5. The Circular No. 116/2020/TT-BTC of the Ministry of Finance dated December 31, 2021 guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities

6. The Charter on organization and operation of VietinBank.

7. VietinBank's Regulation on Internal Governance

8. ISO standards and other relevant documents.

#### **Article 5. Interpretation of terms**

1. **Board of Management**, as referred to herein, includes the General Director, Deputy General Directors and Chief Accountant of VietinBank.

2. A **non-executive member of the Board of Directors** is a member of the Board of Directors who does not concurrently hold the post of General Director, Deputy General Director, Chief Accountant or Branch Managers of VietinBank.

3. **Nomination** mean such cases where one individual shareholder nominates himself/herself or another person; one institutional shareholder nominates its representative or another person; an eligible group of shareholders nominates one person or more within or outside the group as candidates for the position of member of the Board of Directors or member of the Supervisory Board in accordance with the provisions of the law and the Charter of VietinBank.

4. **The Majority** means over fifty percent (50%).

5. **“Electronic means”** means hardware, software, information systems or other means operating based on information technology, electrical technology, electronics, digital technology, magnetic technology, wireless transmission technology, optical technology, electromagnetic technology or other similar technologies.

Terms defined in the Charter of VietinBank have the same meaning as they are in this Regulation.

### **Chapter II**

#### **ORGANIZATIONAL STRUCTURE, TERM OF OFFICE, STANDARDS, APPOINTMENT, REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 6. Principles of Organization and Operation of the Board of Directors**

1. The Board of Directors operates under collective working regime while individual taking charge, ensuring the principle of centralization, democracy, transparency. Each member of the Board of Directors assumes personal responsibility in relation to his/her delegated, authorized and assigned scope of work and collective responsibility to the General Meeting of Shareholders, the law on the resolutions,

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decisions of the Board of Directors

2. All activities of the Board of Directors, of the Board of Director's assisting bodies must be subject to the General Meeting of Shareholders' supervision and comply with VietinBank's Charter and provisions of the law.

3. Members of the Board of Directors shall participate in the management, governance, supervision of VietinBank as assigned by the Board of Directors.

4. The Board of Directors assigns tasks to the General Director to arrange the execution of the resolutions and decisions of the Board of Directors.

**Article 7. Term of office, quantity, standards, nomination of members of the Board of Directors**

1. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and members of the Board of Directors may re-elected without any limitation on the number of terms. An individual can only be elected as an Independent Member of the Board of Directors of VietinBank for no more than 2 consecutive terms.

2. VietinBank's Board of Directors consists of at least 05 members and no more than 11 members. The Board of Directors consists of at least 02 independent members, 2/3 (two-thirds) of the total number of members being independent members and non-executive officer members of VietinBank. The specific number of members of the Board of Directors of each term of service shall be decided by the General Meeting of Shareholders.

3. Members of the Board of Directors must meet conditions provided for in clause 6, Article 38 of the Charter of VietinBank

4. The nomination of a member of the Board of Directors shall follow provisions in Article 37 of the Charter of VietinBank.

5. The Board of Directors must convene an extraordinary General Meeting of Shareholders to elect additional member(s) of the Board of Directors as specified at clause 3, Article 26 of the Charter of VietinBank. In other circumstances, at the nearest upcoming meeting, the General Meeting of Shareholders shall elect new members of the Board of Directors to replace the dismissed or removed members.

**Article 8. Cases where Board members and Chairman of the Board shall not be allowed to concurrently assume another position**

1. Chairman of the Board of Directors of VietinBank may not be concurrently an executive officer, a member of the Supervisory Board of VietinBank or of another credit institution or manager of another enterprise.

2. A member of the Board of Directors who is not an independent member of VietinBank may not concurrently hold either of the following positions:

(a) VietinBank's executive officer, except for the case of the General Director of VietinBank;

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(b) Manager, executive officer of other credit institution, manager of other enterprise, except in the case of managers, executive officers of VietinBank's subsidiaries or in the case of VietinBank implementing a forced transfer plan which has been approved;

(c) Supervisor, member of the Supervisory Board of another credit institutions, another enterprise.

3. An independent member of VietinBank's Board of Directors shall not concurrently hold either of the following positions:

(a) VietinBank's executive officer;

(b) Managers and executive officers of other credit institutions; managers of more than 02 other enterprises;

(c) Supervisor, member of the Supervisory Board of another credit institutions, another enterprise.

### **Article 9. Automatic disqualification, dismissal and removal of the members of the Board of Directors**

1. Members of the Board of Directors will be automatically disqualified, dismissed or removed from office in accordance with Article 45 of the Charter of VietinBank.

2. Members of the Board of Directors who are dismissed, removed, automatically disqualified shall immediately hand over the work to other members of the Board of Directors appointed by the Board of Directors.

### **Article 10. Committees of the Board of Directors**

1. The Board of Directors establishes and maintains the operation of the following assisting committees to the Board of Directors as below:

a) HR Committee;

b) Risk Management Committee;

Apart from the above-mentioned committees, the Board of Directors may establish other assisting committees which it deems necessary.

2. Operating principles of the Committees

a) Each Committee operates according to its own Regulation on organization and operation issued by the Board of Directors, which consists at least the following contents:

- The structure, number of members in the Committee;
- The duties of the Committee and of the Committees and each member of the Committees;
- Periodic meetings of the Committee;
- Extraordinary meetings of the Committee;
- The adoption of decisions of the Committee.

b) The Committees are the advisory bodies to assist the Board of Directors to

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perform their duties and powers in order to organize the effective implementation of the directions, guidelines and decisions of the Board of Directors.

### 3. Functions of Committees

The Committees established by the Board of Directors have the following main functions and duties:

a) Advise the Board of Directors on the development and issuance of policies and regulations to carry out the governance tasks of the Board of Directors.

b) Advise the Board of Directors on monitoring the performance of directives, policies and regulations according to their assigned duties.

c) Recommend the measures to improve the efficiency of management and governance of VietinBank.

The specific functions and duties of each Committee are stipulated in the regulation on the Organization and Operation of each Committee issued by the Board of Directors under provisions of the law and the requirements of the Board of Directors from time to time.

4. The Head of each Committee must be a member of the Board of Directors and he/she shall be appointed or dismissed by the Board of Directors.

### Article 11. The Secretaries to the Board of Directors

1. The Secretaries to the Board of Directors are appointed by the Board of Directors in accordance with the regulations on staffing of VietinBank.

2. The Secretaries' duties are assigned by the Board of Directors.

## Chapter III

### DUTIES AND POWERS OF THE BOARD OF DIRECTORS, CHAIRMAN AND MEMBERS OF THE BOARD OF DIRECTORS

#### Article 12. Powers and obligations of the Board of Directors

The powers and obligations of the Board of Directors shall follow provisions in Article 39 of the Charter of VietinBank.

#### Article 13. Powers and obligations of members of the Board of Directors

In addition to the rights and obligations specified in Article 42 of the Charter of VietinBank, members of the Board of Directors have the following rights and obligations:

1. To comply with the Law, the Charter of VietinBank, resolutions and decisions of the General Meeting of Shareholders of VietinBank.

2. In performing assigned tasks, members of the Board of Directors have the right to request any Executive officer, Capital Representative of VietinBank at capital receiving units, managers, related employees and units to work directly with them to grasp the operational situation and implementation of resolutions and regulations of the

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## Board of Directors.

3. Members of the Board of Directors perform duties and tasks as assigned by the Board of Directors, the Chairman of the Board of Directors and as authorized by the Chairman of the Board of Directors; To be responsible to the Board of Directors and Chairman of the Board of Directors for assigned and authorized duties and tasks.

4. In case of absence or inability to perform his/her rights and obligations, a member of the Board of Directors has the right to:

a) Authorize other members of the Board of Directors to carry out one or several tasks in the areas assigned/authorized by the Chairman of the Board of Directors after consulting and receiving the consent of the Chairman of the Board of Directors. In case of non-authorization, report to the Chairman of the Board of Directors to assign or authorize other members to handle the tasks or be in charge of his/her scope of work during the period of his/her absence/inability to perform the tasks.

b) Authorize another member of the Board of Directors to vote for approval of a decision of the Board of Directors in accordance with the law on authorization if accepted by the majority of other members of the Board of Directors, except for the provisions in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18, Article 70 of the Law on Credit Institutions and Clauses 2, 6, 7, 9, 10, 12, 13, 14, 18, 22, 26 Article 39 VietinBank's Charter.

5. Members of the Board of Directors must fully and accurately notify VietinBank of their interests at other organizations, transactions with other organizations or individuals that may conflict with the interests of VietinBank and may only engage in transaction upon approval by the Board of Directors.

6. Members of the Board of Directors must disclose related interests in accordance with the provisions of the law, the Charter of VietinBank.

7. Members of the Board of Directors shall not compete illegally with VietinBank or facilitate any third party, causing damages to the interests of VietinBank.

8. Other rights and obligations in accordance with the Law, and internal regulations of VietinBank.

### **Article 14. Powers and obligations of Chairman of the Board of Directors**

1. The Board of Directors shall elect the Chairman among the members of the Board of Directors following the principle of majority. The Chairman of the Board of Directors must reside in Vietnam during his term of office. The Chairman of the Board of Directors is in charge of the overall operation of the Board of Directors.

2. The Chairman of the Board of Directors performs all duties and powers in accordance with the provisions of law, VietinBank's Charter on organization and operation, Internal governance regulations, and Regulation on organization and operation of the Board of Directors; directing the work of the Board of Directors, Committees under the Board of Directors, members of the Board of Directors, major and important tasks, strategic issues in all fields of operations within the functions, duties and powers of the

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Board of Directors; authorizing other members of the Board of Directors to perform his/her duties and powers according to the provisions of law and the Charter.

3. The Chairman of the Board of Directors assigns members of the Board of Directors to take lead in monitoring, directing the handling/making proposals in relation to the matters under the authority of the Board of Directors; supervising members of the Board of Directors in carrying out their assignments and their performance of the rights and obligations of Board members.

4. To assign members of the Board of Directors to assist the Chairman of the Board of Directors in arranging the approval of decisions of the Board of Directors in the field/scope of work that is assigned to each of them as the focal point in management.

5. To assign members of the Board of Directors to assist the Chairman of the Board of Directors in supervising the course of arranging the execution of the decisions of the Board of Directors, evaluating the effectiveness of management activities, and implementation of business strategies and plans, resolutions, decisions of the Board of Directors in the field/scope of work that is assigned to each of them as the focal point in management.

6. To handle, on behalf of the Board of Directors, ad-hoc, urgent, force majeure matters that may cause high risks to capital, assets, reputation, prestige and brand name under the authority of the Board of Directors that requires urgent and immediate action; and to report to the Board of Directors in the nearest upcoming meeting by the Chairman.

7. To decide, on behalf of the Board of Directors, the contents which have been approved or agreed in principle by the Board of Directors, and to report in the nearest upcoming meeting of the Board of Directors on the matters decided.

8. To decide, on behalf of the Board of Directors, on matters assigned by the Board of Directors according to VietinBank's internal regulations.

#### **Article 15. Information rights of members of the Board of Directors**

1. To have the right to request the Executive officers, VietinBank's Capital representatives at Capital Receiving Units, managers, staff members in VietinBank to provide information on unlimited basis on governance and administration activities, business operation and other operations of VietinBank according to the provisions of Law, VietinBank's Charter and other internal regulations of VietinBank.

2. Any requested by a member of the Board of Directors must promptly, fully and accurately provide information and documents at the request of such member of the Board of Directors.

### **Chapter IV**

#### **Meetings and conferences of the Board of Directors**

#### **Article 16. Meetings and conferences of the Board of Directors**

1. Meetings and conferences of the Board of Directors include:

a) The Board of Directors organizes conferences to implement resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, major

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mechanisms and policies or important tasks of VietinBank on bank-wide basis, within a number of units, or on a specific area of operation or several areas of operations.

b) Meetings of members of the Board of Directors (Board of Directors Meetings).

c) Meetings of the Board of Directors with the Board of Management:

d) Periodically or when necessary or at the request of relevant units, the Chairman or members of the Board of Directors may work with the units at the Head Office or directly at the units.

2. Frequency of the meetings and conferences of the Board of Directors

a) Periodical meetings and conferences

b) Irregular meetings and conferences

3. Meetings and conferences of the Board of Directors

a) Face-to-face.

b) Online.

#### **Article 17. Order and procedures of the meetings of the Board of Directors**

The order and procedures for the meetings of the Board of Directors as prescribed in Point b, Clause 1, Article 16 of this Regulation are implemented as follows:

1. Meeting invitation

a) The meeting invitation shall be sent by the Chairman of the Board of Directors or the convener of the meeting of the Board of Directors to the members of the Board of Directors by one of the forms specified in the Charter of VietinBank at their registered contact addresses.

b) The meeting invitation and attached materials are sent to the members of the Supervisory Board as the members of the Board of Directors. Members of the Supervisory Board shall have the right to attend and discuss at the meetings of the Board of Directors but have no voting rights.

c) Materials used at the meeting and voting papers of members of the Board of Directors must be sent to the members of the Board of Directors before the meeting takes place.

2. Conditions for organizing the meetings of the Board of Directors

a) A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of the members of the Board of Directors attend directly at the meeting or by another form as prescribed below:

- To authorize another person to attend the meeting, except for the cases prescribed in Clause 4, Article 13 of this Regulation.

- To attend and vote through online conferences, electronic voting or other electronic forms;

- To send the votes to the meeting via post, fax or email. The voting papers must

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be put in a sealed envelop and sent to the Chairman of the Board of Directors or the Chairperson of the meeting (in case the Chairman of the Board of Directors does not chair the meeting) at least one hour prior to the opening time of the meeting. Votes can only be opened in the witness of all meeting participants.

b) In case there are not enough members attending the meeting as required, the meeting shall be reconvened within seven (07) days since the date intended for the original meeting. The reconvened meeting shall be held if there are more than half of the members of Board of Directors attending the meeting.

3. The method of ratifying resolutions of the Board of Directors.

a) In face-to-face meetings or online means, members of the Board of Directors will vote by ballot, verbally or raise their hands or other appropriate ways for each matter upon the Chairman's raising of the matter and concluding the discussion session. The voting status can be "for", "against" or "abstention".

In case of voting by ballot, the counting of votes is similar to that in collection of written opinions of members of the Board of Directors.

b) The Board of Directors approves decisions and issues resolutions on the basis approval by the majority of the members of the Board of Directors attending the meeting who have the right to vote. In case the numbers of votes for and against are equal, the final decision will be in favor of the side with the opinion of the Chairman of the Board of Directors or the Chairperson of the meeting (in case the Chairman of the Board of Directors does not chair the meeting of the Board of Directors).

c) Resolutions in the form of written opinions collection are passed on the basis of the consent of a majority of the members of the Board of Directors who have the right to vote. Such resolutions have the same effect and validity as the resolutions ratified at physical meetings.

4. Sending and archiving minutes and resolutions of the Board of Directors:

a) The Minutes of the Board of Directors are made in accordance with provisions in Article 44 of the Charter of VietinBank. The minutes must be signed by the Chairman and Secretary or by the members of the Board of Directors/authorized representatives attending the meeting when requested by the Chairperson of the meeting.

In case the chairperson or minutes maker refuses to sign the meeting minutes, the meeting minutes shall be effective if it is signed off by all other members of the Board of Directors as participants of the meeting and contains all contents as required according to the Law.

b) The Secretaries to the Board of Directors or the person appointed by the Chairman of the Board of Directors shall be responsible for recording the meeting minutes of the Board of Directors.

c) Resolutions and decisions of the Board of Directors are binding on the nature of enforcement within the whole system of VietinBank. The resolutions and decisions of

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the Board of Directors shall be copied for sending to the relevant units and individuals who are responsible for implementation and compliance and who should know for their collaboration.

d) The Secretaries to the Board of Directors or the unit/individual assigned by the Board of Directors are responsible for disclosing the contents of the Resolutions subject to the information disclosure requirement in accordance with law.

e) Minutes of meetings of the Board of Directors and materials used in such meetings must be kept at the Secretariat Office to the Board of Directors and relevant units.

**Article 18. Voting rights of members of the Board of Directors at its meetings**

1. Except for the cases specified in Clause 2 of this Article, each member of the Board of Directors attending the meeting (or an authorized person as stipulated in the Charter of VietinBank) has one (01) vote.

2. Members of the Board of Directors who have interests related to the parties to a contract or transaction shall not have the right to vote.

3. Where there is any issue arising in a meeting of the Board of Directors relating to the interests or voting right of a member of the Board of Directors which cannot be settled by the voluntary waiving of voting right of such member, decision of the Chairperson of the meeting shall be final, unless the nature or scope of the interests of the concerned member of the Board of Directors is not fully announced.

Any member of the Board of Directors benefiting from a contract or a transaction according to Article 62 of the Charter of VietinBank shall be deemed to have significant benefits in such contract or transaction.

**Article 19. Authority and method of obtaining opinions of members of the Board of Directors in writing or with other electronic means**

1. In order to promptly resolve matters falling within the authority of the Board of Directors, the Chairman of the Board of Directors shall decide on collection of opinions of members of the Board of Directors in writing or with other electronic means.

2. The Secretary of the Board of Directors shall prepare written opinion collection sheets and necessary documents relating to matters requesting for opinions. The written opinion forms and attached documents must be sent to the contact address of each Board member via registered mail or email, fax or other appropriate methods.

3. The opinion collection forms must contain the major contents as prescribed by the provisions of the law and the Charter of VietinBank.

4. Filled opinion forms must be signed by members of the Board of Directors and sent to the units/individuals assigned by the Board of Directors according to the guidance of the Board of Directors of VietinBank. In case a member of the Board of Directors authorizes another Board member to vote, the Chairman of the Board of Directors and the independent Board member who is assigned by the Board of Directors to supervise

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the vote counting must be notified about such authorization before or at the same time when the voting paper is sent.

5. The unit/individual assigned by the Board of Directors to count the votes and prepare vote counting minutes shall do so under the supervision of at least one independent member of the Board of Directors (In case of unavailability of the independent member of the Board of Directors, vote counting and preparation of the vote-counting minutes shall be under the supervision of at least one member of the Supervisory Board). The vote-counting minutes must have main contents as stipulated by the Law.

6. The Secretary of the Board of Directors takes part in obtaining opinions of the members of the Board of Directors in writing or with other electronic means, and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-counting.

7. Resolutions and decisions of the Board of Directors must be sent to the members of the Board of Directors within fifteen (15) days from the date of issuance.

8. Filled opinion collection form, minutes of vote counting, the full text of passed resolution and related documents which are enclosed with the opinion collection forms shall all be kept at VietinBank's Head Office.

#### **Chapter V**

### **REMUNERATION, SALARY, WORKING AGENDA AND WORKING CONDITION OF THE BOARD OF DIRECTORS**

#### **Article 20. Wage, remuneration, bonuses and other benefits of the members of the Board of Directors**

1. Members of the Board of Directors are entitled to salary, remuneration, bonuses and other benefits in accordance with the law and internal regulations of VietinBank.

2. The Board of Directors shall estimate salary, remuneration rates, bonuses and other benefits and operating expenses of the Board of Directors and submit to the annual General Meeting of Shareholders for decision making in its annual meeting.

3. The remuneration of the members of the Board of Directors and the operating expenses of the Board of Directors shall be recorded as business expenses of VietinBank as provided for by law, shall constitute a separate item in the annual financial statements of VietinBank, and shall be reported to the annual General Meeting of Shareholders.

4. The members of the Board of Directors shall be paid for meals, accommodation, traveling and other reasonable expenses when they implement their assigned duties in accordance with the law and regulations of VietinBank.

#### **Article 21. Working agendas and plans of members of the Board of Directors**

1. Members of the Board of Directors must set up working programs and plans, strictly comply with working time in accordance with the general provisions of VietinBank; participate fully and on time in meetings as notified by the Board of

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Directors.

2. In case of business trip or absence from the office:

a) In case the Chairman of the Board of Directors is absent and unable to perform his/her duties, he/she may authorize a member of the Board of Directors to govern and direct on his/her behalf in accordance with Clause 20 of this Regulation. The form of authorization by the Chairman of the Board of Directors to a member of the Board of Directors shall comply with the regulations of VietinBank and in conformity with the provisions of the current law.

b) After any business trip, a member of the Board of Directors is responsible for reporting the results of the trip to the Chairman except for matters not relating to duties and authorities of the Board of Directors.

## **Chapter VI**

### **THE MANAGEMENT HIERACHY, DELEGATION , AUTHORIZATION; REPORTING, DISCLOSURE OF INTERESTS AND WORKING RELATIONSHIPS, INVESTIGATION AND SUPERVISION OF THE BOARD OF DIRECTORS**

#### **Section 1**

#### **THE MANAGEMENT HIERACHY, DELEGATION, DECENTRALIZATION OF THE BOARD OF DIRECTORS**

#### **Article 22. Principles for formulation of VietinBank's organizational structure**

1. The Board of Directors makes decisions on organizational structure of VietinBank (except for the organizational structure falling within the jurisdiction of the General Meeting of Shareholders) to ensure consistency in organization, centralization in management and decentralization in governance.

2. The organizational structure of VietinBank must be regularly reviewed and assessed to ensure alignment with business operations, timely support and close monitoring.

3. The organizational structure of VietinBank must be built on the basis of compliance with the regulations on the internal control system of the State Bank of Vietnam. In particular, the compliance function must be paid special attention to on the group-wide basis in order to control risks and ensure the sustainable development of VietinBank.

4. The organizational structure of VietinBank must clearly specify the roles and functions of each executive level in order to avoid overlapping of functions and clearly define responsibilities of all levels in management task.

#### **Article 23. Decentralization and delegation of powers of the Board of Directors**

1. The principle of decentralization and delegation

a) The Board of Directors makes decisions on strategic matters of VietinBank, strategic objectives, annual plans and management policies, framework documents of key

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operations or matters deemed necessary by the Board of Directors related to the governance and administration of VietinBank.

b) The Board of Directors makes decisions on the authority, limit and scope of the General Director's decision on VietinBank's operations to ensure that the General Director can make timely decisions in managing daily operations of VietinBank. Decentralization and delegation are reflected in internal regulations of VietinBank or documented under the form in line with the provision of laws, at the proposal of the General Director or in cases where the Board deems necessary. In cases where there is no decentralization or authorization by the Board of Directors, the maximum limit for handling the work of the General Director is the highest level permitted by the law, the State Bank of Vietnam, the Charter on organization and operation and the Financial management statute of VietinBank.

c) The Chairman of the Board of Directors, on behalf of the Board of Directors, signs or authorizes the General Director or members of the Board of Directors to sign documents to submit or report to competent authorities for their decisions on matters within the scope of duties and powers of the Board of Directors.

d) The General Director signs documents submitted to competent authorities with regard to the issues under the scope of the General Director's duties and power or the issues authorized or delegated to the General Director by the Board of Directors.

e) In extremely serious circumstances which may adversely affect the reputation and stability of VietinBank or in cases of serious ethical and legal violations, the Board of Directors may directly intervene in matters which have been decentralized and delegated to the General Director.

f) The roles of the Board of Management are advising and assuming responsibilities in executing and implementing the directions of the Board of Directors in relation to VietinBank's activities and operations.

g) The General Director heads the executive apparatus, assuming the highest responsibility to the Board of Directors and the General Meeting of Shareholders in running the operations of VietinBank. The General Director takes initiatives in running the business of VietinBank, handle the work within the scope of his/her functions, duties and powers according to the provisions of law, of VietinBank's Charter and internal regulations of VietinBank on the basis of observance of principles on governance and management specified in this Regulation.

h) The General Director is responsible for making reports in a timely and proper manner according to regulations/at the request of the Board of Directors or on matters that he/she considers as need to be known by the Board to ensure that the Board of Directors is able to fulfill its roles and responsibilities in an effort to promote the effectiveness of VietinBank's operations.

## 2. Regarding some specific issues:

a) Decisions on power decentralization and authorization regarding capital

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construction investment and fixed asset procurement are made in accordance with regulations on investment-construction management and relevant resolutions and decisions issued by the Board of Directors;

b) Decisions on decentralization and authorization contingent to economic contracts related to borrowings and loans shall comply with financial regulations, relevant decentralization and authorization statutes issued by the Board of Directors of VietinBank and provisions of the law;

c) Decisions on staffing: To comply with the Regulation on Personnel Management issued by the Board of Directors of VietinBank.

d) Other authorizations are specified in Regulation on decentralization and authorization issued by the Board of Directors of VietinBank and the regulations on financial management of VietinBank.

### 3. Delegation of authority for approval of plans:

a) The Board of Directors approves the development strategies, business strategies and annual business plans of the whole group of VietinBank; annual business plans of the subsidiaries of VietinBank.

b) The General Director is responsible for cascading the business plans to all Branches, non-business units, and subsidiaries on the basis of the strategy and business plan approved by the Board of Directors.

4. Decentralization in working and developing relationship with the State authorities, partners and the press agencies..

a) Chairman and members of the Board of Directors authorized by the Chairman have the rights and obligations to act in the name of the Board of Directors and in the name of VietinBank when working with state agencies, external organizations and individuals.

b) The Chairman of the Board of Directors is the representative, acting on behalf of the bank in meetings or events with the leaders of the higher level agencies, relevant departments and agencies, business partners or big customers, strategic customers, press agencies ... In case of Chairman's absence, the Chairman shall authorize another Board member or a member of the Board of Management to attend the meetings. After attending the meeting, such member of the Board of Directors or Board of Management is responsible for reporting to the Chairman of the Board of Directors on the meeting content.

c) At the important meetings and working sessions, there must be presence and presidency of the members of the Board of Directors or of the Board of Management and Supervisory Board that are assigned to monitor relevant tasks and relevant staff members. Relevant departments/centers at the Head Office are responsible for the preparation of the content and logistics for the working sessions or meetings under the direction of the chairs.

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## 5. Decentralization in a number of other matters of the Board of Directors

a) The documents submitted by the General Director to the Board of Directors for approval must comply with the administrative and legal procedures and fully enclosed with relevant records and opinions of the relevant offices/departments and dependent units in accordance with the current regulations and processes.

b) Matters arising during the course of business management which are beyond the authority of the General Director must be submitted to the Board of Directors.

c) Written submission/reports/suggestions/recommendations to the Board of Directors for resolution must be signed by the General Director or signed by the Deputy General Director assigned/authorized by the General Director.

d) The General Director or Deputy General Director assigned/authorized by the General Director, chairpersons of the Board of Directors' Committees must submit to the Board of Directors for signing for promulgation of the regulations on internal management within the jurisdiction of the Board of Directors under provisions of the Charter of VietinBank and other provisions of the law.

### Section 2

## REPORTING AND DISCLOSURE OF INTERESTS

### Article 24. Submission of Annual Reports

The submission of annual reports shall follow provisions in clause 2, Article 75 of the Charter of VietinBank.

### Article 25. Public disclosure of related interests

The disclosure of related interests and persons of VietinBank is carried out in accordance with the provisions of Article 60 of the Charter of VietinBank.

### Section 3

## WORKING RELATIONSHIPS OF THE BOARD OF DIRECTORS

### REPORTING AND DISCLOSURE OF INTERESTS

### Article 26. Principles of coordination in the working relationship

The Board of Directors and its members shall co-ordinate in the working relationship according to the following principles:

1. To always be loyal to the interests of VietinBank;
2. To comply strictly with relevant provisions of the law, the Charter and internal regulations of VietinBank.
3. To observe principles of democracy, centralism, publicity and transparency.
4. To coordinate in work with the highest sense of responsibility, honesty, cooperation and coordination to overcome obstacles and difficulties (if any).

### Article 27. Working relationship with shareholders

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1. The Board of Directors plays an important role in coordinating the participation of VietinBank's shareholders. The Board of Directors and its members always have to respect the interests of shareholders, be accountable for providing timely and sufficiently necessary information to the extent permitted to the shareholders; at the same time keep close, frequent and long-term relationships with VietinBank's shareholders.

2. The relationship with major shareholders shall comply with the provisions of the law, the Charter and regulations of VietinBank.

**Article 28. Relationship among members of the Board of Directors**

1. The relationship among members of the Board is a collaborative relationship; Members of the Board of Directors are responsible for informing each other about the relevant issues in the course of handling the assigned tasks.

2. In the course of handling the assigned tasks of each Board member, upon arising of any issue requiring consultation with another member as such issue is within the scope of assignment of such member, the member of the Board of Directors who is in charge shall proactively coordinate with his/her colleague. In case of different opinions of the Board members, the member who is in charge shall report to the Chairman of the Board of Directors for consideration and decision according to his/her authority or organizing meetings to get opinions of members of the Board of Directors in accordance with the provisions of the law, the Charter and internal regulations of VietinBank.

3. In case of the re-allocation of tasks among members of the Board of Directors, the Board members shall hand over the assignments, related records and materials in writing.

**Article 29. Working relationship with Supervisory Board**

1. The Board of Directors is responsible for the closely collaborating with the Supervisory Board, providing the Supervisory Board all the necessary materials and information, and respecting the independence and objectivity of the Supervisory Board.

2. The Board of Directors shall create the best conditions for members of the Supervisory Board to carry out its function and duties and be responsible for directing and supervising the task of rectification and handling of misconducts as recommended by the Supervisory Board.

3. Meeting invitation, forms for the collection of opinions of the member of the Board of Directors and the accompanied documents must be sent to the members of the Supervisory Board at the same time and by the same method as to the members of the Board of Directors.

4. The Head of the Supervisory Board can notify the Board of Directors of problems arising at the meetings of the Supervisory Board if necessary;

5. The Board of Directors must be promptly notified by the Supervisory Board upon detection of violations committed by the Bank Managers as prescribed by the law and the Charter of VietinBank

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6. On a monthly basis, the Supervisory Board sends to the Board of Directors the report on the implementation of supervising tasks in compliance with the law and the Charter of VietinBank in governance and management of the bank. This report shall contain measures to rectify and deal with misconducts in the governance and management of VietinBank and measures for avoidance, correction, restriction and elimination such misconducts. On the basis of reports of the Supervisory Board, the Board of Directors shall direct the entire VietinBank group to overcome shortcomings, mistakes and implement effective business solutions in compliance with the law and the Charter of VietinBank.

7. The Board of Directors has the rights to request the Supervisory Board to implement inspection and audit tasks.

8. With the support of the Supervisory Board, the Board of Directors shall review the workload completed by internal auditors on an annual basis.

9. With the support of the Supervisory Board, the Board of Directors reviews the integrity of financial reports, financial information, and the effectiveness of internal control activities.

10. The Supervisory Board may request the Board of Directors to convene an extraordinary meeting of the Board of Directors or an extraordinary General Meeting of Shareholders as prescribed in this Regulation and the Charter of VietinBank.

11. In addition to information reported on a regular basis, members of the Supervisory Board can request the Board to provide information, documents related to business management operations of VietinBank.

12. The Board of Directors must cause all copies of financial information and other information as well as meeting minutes of the Board of Directors provided to members of the Board of Directors to be sent to members of the Supervisory Board at the same time they are sent to members of the Board of Directors.

13. Within fifteen (15) days since the end of the periodical or extraordinary inspections, the Supervisory Board must send written notices on the matters under inspection to the Board of Directors. The inspection and supervision of the Supervisory Board must neither obstruct the activities of the Board of Directors nor interrupt the management of business activities of VietinBank.

14. For the engagement with external independent consultants, the Supervisory Board must inform the Board of Directors and the General Director of the scope, value and other material contents within 48 hours from the time of establishing such service.

### **Article 30. Working relationship with the Board of Management**

1. The Board of Directors is responsible for appointing, recruiting and maintaining the stability of the Executive officers of VietinBank; whilst timely dismiss Executive officers who do not meet the conditions and standards in compliance with the law and the Charter of VietinBank.

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2. The Board of Directors decides the tasks assigned to the Board of Management in accordance with the provisions of the law and internal regulations of VietinBank on the basis of meeting practical demands in operation of VietinBank.

3. The Board of Directors directs and supervises all activities of the Executive officers on the basis of providing all of the best conditions on mechanism, policies, human resources and infrastructures in order to support them to complete their assigned duties.

4. The Board of Directors carries out commendation and take discipline measures against and deals with misconducts committed by executive officers in an objective manner on the basis of provisions of the law, the Charter and internal regulations of VietinBank.

5. Meetings of the Board of Directors, Board of Management:

a) Depending on the contents of the Board of Directors' meetings, the Chairman of the Board of Directors/chairperson of the meeting may decide to invite Deputy General Directors or heads/deputy heads of departments/centers/offices who are in charge of relevant areas to attend the meetings, and report specific issues and raise opinions (if necessary).

b) The Chairman of the Board of Directors joins the meeting or assigns each member of the Board of Directors and the Board of Management to instruct the arrangement of the quarterly review meetings by regions so that Branch Managers can report the evaluation of the performance of the work and duties assigned for the previous quarter and plans for implementation of the tasks and duties in the next quarter.

c) At the periodical or irregular Board of Management's meetings or the meetings related to the important contents chaired by a member of the Board of Management, the chairperson may invite the Chairman or relevant members of the Board of Directors to attend the meetings to directly give instructions (if any). The General Director must send 01 copy of the meeting conclusions to the Chairman of Board of Directors.

d) The Board of Directors organizes periodical, ad-hoc or thematic meetings with Managers, Executive Officers, Board of Management, Divisions/Departments/Units to direct, inspect and supervise the implementation of the Board resolutions and tasks assigned by the Board of Directors. The Chairman of the Board of Directors chairs the meeting or assigns a member of the Board of Directors to chair the meeting.

6. Information and reporting regime of the Board of Directors and the Board of Management

a) Resolutions and decisions of the Board of Directors are enforceable. During execution of the resolutions and decisions of the Board of Directors, upon detection of any matter that is not in the interest of VietinBank, the General Director shall propose the Board of Directors to review and to revise such resolutions and decisions. In case the Board of Directors does no revise the resolutions and decisions, the General Director has to continue implementing such resolutions. However, he/she has the rights to reserve

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his/her opinion and make proposals to the General Meeting of Shareholders or other competent authorities.

b) The Board of Management shall set up, develop and register their plans, specific tasks in each period of VietinBank, and must report those contents to the Board of Directors.

c) The General Director is responsible for reporting to the Board of Directors matters related to the running of business of VietinBank and the execution results of the Board of Directors' resolutions/decisions on a quarterly/annually basis or ad-hoc basis at the request of the Board of Directors.

d) Within seven (7) days from the end of each month, quarter and year, the General Director submits to the Board of Directors a written report on business operations and orientations for the coming time of VietinBank.

e) In addition to the periodic reporting, at the request of the members of the Board of Directors, the Board of Management shall directly report or provide information and reports on the handling of work under the assigned scope of work.

f) Upon detection of any risk or incident that might have great adverse impact on the reputation or business activities of VietinBank or other cases deemed necessary, the Board of Management and Executive officers of VietinBank must immediately report to the Chairman of the Board of Directors and other members of Board of Directors who are directly in charge of that field for information and instructions for prompt solutions.

g) Documents of the General Director and Deputy General Directors on direction and management related to the implementation of the State's guidelines and policies, of the Board of Directors' resolutions and decisions, or of the documents guiding the implementation of the Board of Directors' regulations and mechanisms must be copied and sent to the Chairman and members of the Board of Directors.

h) The Board of Management is responsible for creating all favorable conditions for members of the Board of Directors to perform their assigned tasks, access information and reports in the fastest timeframe.

### **Article 31. Coordination in other working relationships**

1. The Board of Directors of VietinBank facilitates members of the Board of Directors, the Supervisory Board, Executive officers, officers and employees of VietinBank (referred to as officers and employees) in participating in training courses, conferences, seminars and on-site study tours in the country or overseas to improve professional qualifications, experiences and to enhance the management knowledge. The participation in training courses, seminars must not affect the operation of VietinBank.

2. Particularly in relation to the appointment of VietinBank's officers and delegations participated in the training courses, conferences, seminars and study tours overseas, the General Director shall make proposals and submit to the Chairman of the Board of Directors for consideration and decision.

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## **Article 32. Inspection and supervision by the Board of Directors**

### 1. Principles and methods of inspection and supervision

a) Inspection and supervision shall be done regularly, unceasingly and comprehensively over all areas of VietinBank's activities.

b) Ensuring efficiency, improving discipline, bringing about positive impacts to VietinBank's operations.

c) Establishing a Risk Management Committee, a Human Resources Committee in accordance with the State Bank of Vietnam's regulations and other committees (if necessary) to assist the Board of Directors in carrying out high-level supervision function.

2. The Board of Directors inspects and supervises the implementation of Resolutions of the Board of Directors and the General Meeting of Shareholders by:

a) Building an internal control system and ensuring the validity and efficiency of the internal control system.

b) Formulating and arranging for supervision of the implementation of strategies, action plans, policies, objectives, orientations and directions of the Board of Directors in resolutions and tasks assigned by the Board of Directors.

c) Arranging the control over the operation and maintenance of the management information system and information exchange mechanism.

d) Maintaining a culture of control and professional ethics.

e) Handling and correcting the shortcomings and limitations of the internal control system.

f) The performance of responsibilities of the General Director, Deputy General Directors/ Division Directors, Units and competent persons in implementation of strategies, action plans, policies, objectives, and directions and instructions of the Board of Directors in the resolutions and tasks assigned by the Board of Directors.

g) Contents on risk monitoring according to internal regulations issued by the Board of Directors.

3. The Board of Directors adopts multiple forms of supervision, including but not limited to the following forms:

a) Through VietinBank's management information systems.

b) Through periodic or ad-hoc reports.

c) By direct working sessions according to the plan or through ad-hoc working sessions at the request of the Board of Directors.

d) Through the establishment of inspection and verification teams

e) Other forms according to the provisions of the law and VietinBank's internal regulations.



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**Chapter VII**  
**ENFORCEMENT TERMS**

**Article 33. Application of the law**

1. The organization and operation of the Board of Directors shall comply with the provisions of this Regulation, the Charter of VietinBank and the provisions of the law of Vietnam relating to the organization and operation of the Board of Directors of joint-stock commercial banks.

2. Where this Regulation is silent on or contains provisions which are not consistent with the provisions of Vietnamese law, the provisions of Vietnamese law shall prevail.

3. Where this Regulation is silent on or contains provisions which are not consistent with the Charter of VietinBank, the provisions of the Charter shall prevail.

**Article 34. Transition clause**

1. Members of the Board of Directors of VietinBank elected and appointed before the effective date of this Regulation who do not meet the provisions of Clause 3, Article 7; Clauses 2 and 2 Article 8 of this Regulation may continue their incumbency until the end of the term or until the expiration of the term of election or appointment.

2. The Board of Directors of VietinBank elected before the effective date of this Regulation that does not meet the provisions of Clauses 2, Article 7 of the Regulation may continue to operate until the end of the term of the Board of Directors.

**Article 35. Execution provisions**

1. This Regulation takes effect from     /     /2026.

2. The amendment, supplement or replacement of the provisions related to this Regulation shall be submitted by the Board of Directors to VietinBank's General Meeting of Shareholders for decision.

**PP. THE BOARD OF DIRECTORS**  
**CHAIRMAN**

**Tran Minh Binh**

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ANNEX

CHANGES TO THE REGULATION ON THE ORGANISATION AND OPERATION OF THE BOARD OF DIRECTORS OF VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

No.	Existing regulation		Draft text of the revised regulation		Grounds for changes
	Article	Content	Article	Content	
1	Article Relevant documents 4.	1. The Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024. 2. The Law on Enterprises No.59/2020/QH14 dated June 17, 2020. 3. The Law on Securities No. 54/2019/QH14 dated November 26, 2019. 4. The Decree No. 155/2020/NĐ-CP dated December 31, 2021 by the Government detailing the implementation of several articles of the Law on Securities.	Article Relevant documents 4.	1. The Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its subsequent amending documents. 2. The Law on Enterprises No.59/2020/QH14 dated June 17, 2020, and its subsequent amending documents. 3. The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its subsequent amending documents. 4. The Decree No. 155/2020/NĐ-CP dated December 31, 2021 by the Government detailing the implementation of several articles of the Law on Securities, and its subsequent amending documents.	Subsequent amending documents are included
2	Article Interpretation of terms 5.	Not available yet	Article Interpretation of terms 5.	5. "Electronic means" means hardware, software, information systems or other means operating based on information technology, electrical technology, electronics, digital technology, magnetic technology, wireless transmission technology, optical technology, electromagnetic technology or other similar technologies.	Supplemented the definition of "Electronic means" as stipulated in Clause 2, Article 3 of the Law on Electronic Transactions 2023, because Article 19 of this draft Regulation



No.	Existing regulation		Draft text of the revised regulation		Grounds for changes
	Article	Content	Article	Content	
					adds the form of obtaining the Board of Directors' opinion by other electronic methods.
3	<b>Article 19. Authority and method of obtaining written opinions of members of the Board of Directors</b>	<p>1. In order to promptly resolve matters falling within the authority of the Board of Directors, the Chairman of the Board of Directors shall decide on collection of written opinions of members of the Board of Directors.</p> <p>2. The Secretary of the Board of Directors shall prepare written opinion collection sheets and necessary documents relating to matters requesting for opinions. The written opinion forms and attached documents must be sent to the contact address of each Board member via registered mail or email, fax or other appropriate methods.</p> <p>3. The opinion collection forms must contain the major contents as prescribed by the provisions of the law and the Charter of VietinBank.</p> <p>4. Filled opinion forms must be signed by members of the Board of Directors and sent to the units/individuals assigned by the Board of Directors according to the guidance of the Board of Directors of VietinBank. In case a member of the Board of Directors</p>	<b>Article 19. Authority and method of obtaining opinions of members of the Board of Directors in writing or with other electronic means</b>	<p>1. In order to promptly resolve matters falling within the authority of the Board of Directors, the Chairman of the Board of Directors shall decide on collection of opinions of members of the Board of Directors in writing <i>or with other electronic means</i>.</p> <p>2. The Secretary of the Board of Directors shall prepare written opinion collection sheets and necessary documents relating to matters requesting for opinions. The written opinion forms and attached documents must be sent to the contact address of each Board member via registered mail or email, fax or other appropriate methods.</p> <p>3. The opinion collection forms must contain the major contents as prescribed by the provisions of the law and the Charter of VietinBank.</p> <p>4. Filled opinion forms must be signed by members of the Board of Directors and sent to the units/individuals assigned by the Board of Directors according to the guidance of the Board of Directors of VietinBank. In case a</p>	The form of collecting opinions with other electronic means is added to adhere to Clause 2, Article 3 of the 2023 law on electronic transactions.



No.	Existing regulation		Draft text of the revised regulation		Grounds for changes
	Article	Content	Article	Content	
		<p>authorizes another Board member to vote, the Chairman of the Board of Directors and the independent Board member who is assigned by the Board of Directors to supervise the vote counting must be notified about such authorization before or at the same time when the voting paper is sent</p> <p>5. The unit/individual assigned by the Board of Directors to count the votes and prepare vote counting minutes shall do so under the supervision of at least one independent member of the Board of Directors (In case of unavailability of the independent member of the Board of Directors, vote counting and preparation of the vote-counting minutes shall be under the supervision of at least one member of the Supervisory Board). The vote-counting minutes must have main contents as stipulated by the Law.</p> <p>6. The Secretary of the Board of Directors takes part in obtaining written opinions of the members of the Board of Directors and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-counting.</p> <p>7. Resolutions and decisions of the Board of Directors must be sent to the</p>		<p>member of the Board of Directors authorizes another Board member to vote, the Chairman of the Board of Directors and the independent Board member who is assigned by the Board of Directors to supervise the vote counting must be notified about such authorization before or at the same time when the voting paper is sent.</p> <p>5. The unit/individual assigned by the Board of Directors to count the votes and prepare vote counting minutes shall do so under the supervision of at least one independent member of the Board of Directors (In case of unavailability of the independent member of the Board of Directors, vote counting and preparation of the vote-counting minutes shall be under the supervision of at least one member of the Supervisory Board). The vote-counting minutes must have main contents as stipulated by the Law.</p> <p>6. The Secretary of the Board of Directors takes part in obtaining opinions of the members of the Board of Directors in writing <i>or with other electronic means</i>, and the supervisor of vote counting must be jointly responsible for the honesty and accuracy of the minutes; damages arising from approved decisions due to dishonesty and inaccurate vote-</p>	



No.	Existing regulation		Draft text of the revised regulation		Grounds for changes
	Article	Content	Article	Content	
		members of the Board of Directors within fifteen (15) days from the date of issuance. 8. Filled opinion collection form, minutes of vote counting, the full text of passed resolution and related documents which are enclosed with the opinion collection forms shall all be kept at VietinBank's Head Office.		counting. 7. Resolutions and decisions of the Board of Directors must be sent to the members of the Board of Directors within fifteen (15) days from the date of issuance. 8. Filled opinion collection form, minutes of vote counting, the full text of passed resolution and related documents which are enclosed with the opinion collection forms shall all be kept at VietinBank's Head Office.	
4	<b>Article 35.</b> <b>Execution provisions</b>	1. This Regulation takes effect from July 1, 2024.	<b>Article 35.</b> <b>Execution provisions</b>	1. This Regulation takes effect from ... ... 2026.	The date of effect of the regulation is revised accordingly.



**REGULATION**  
**ON INTERNAL GOVERNANCE OF VIETNAM JOINT-STOCK**  
**COMMERCIAL BANK FOR INDUSTRY AND TRADE**  
*(Revised in 2026)*

*Hanoi, 2026*



# REGULATION ON INTERNAL GOVERNANCE OF VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

*(Issued in accordance with Resolution No. /NQ-DHDCD dated / /2026 of the Annual General Meeting of Shareholders in 2026 of VietinBank)*

## Chapter I: GENERAL PROVISIONS

### Article 1. Purpose of promulgation, scope of regulation and subject of application

1. This Regulation is applicable to Vietnam Joint Stock Commercial Bank for Industry and Trade. This Regulation was built based on the provisions of the Law on Enterprises, the Law on Credit Institutions, the Law on Securities and the adoption the international practices of banking governance in the context of Vietnam in order to implement a comprehensible policy on internal governance and ensure sustainable development and transparency of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).

2. This Regulation provides for:

a) Fundamental principles on the governance of VietinBank to protect the legitimate rights and interests of shareholders.

b) The role, responsibilities, obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the procedures and order of the General Meeting of Shareholders; nomination, election, dismissal and removal of members of the Board of Directors, Supervisory Board, General Director and other activities in accordance with the Charter of VietinBank.

c) The processes and procedures for the coordination of activities among the Board of Directors, Supervisory Board, Board of Management of VietinBank.

3. This Regulation is applied to relevant bodies in the organizational structure for governance and supervision of VietinBank. The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the General Director and other relevant units of VietinBank.

### Article 2. Basic principles

This Regulation is built on the basis of the following fundamental principles of governance:

1. Complying with the relevant provisions of the Law and the Charter of VietinBank.

2. Ensuring an efficient governance and management structure, towards international standards.

3. Honoring and protecting the rights of shareholders.

4. Equal treatment of shareholders.

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5. Assuring the roles of stakeholders of VietinBank.
6. Preventing conflicts of interest.
7. Transparency in the operation of VietinBank.
8. Effective leadership and supervision of the Board of Directors and the Supervisory Board over VietinBank.

**Article 3. Interpretation of terms and abbreviations.**

Except where the provisions or context of this Regulation state otherwise, the following terms shall have the meaning set forth below:

1. Vietnam Joint Stock Commercial Bank for Industry and Trade: VietinBank.
2. The Board of Management of VietinBank comprises of the General Director, Deputy General Directors, Chief Accountant of VietinBank.
3. Charter is the Charter on Organization and Operation of VietinBank.
4. Non-executive member of the Board of Directors is a member as provided for in Clause 23, Article 1 of VietinBank’s Charter<sup>1</sup>.
5. Independent member of the Board of Directors (hereinafter referred to as independent Board Member) is a member as provided for in Clause 22 Article 1 of VietinBank’s Charter<sup>2</sup>.
6. Related person means an individual or organization that has direct or indirect relationship with another individual or organization, falling into the cases specified in Clause 20 of Article 1 of VietinBank’s Charter<sup>3</sup>.

Terms defined in the Charter of VietinBank have the same meaning as they are in this Regulation.

**Article 4. Organization Structure for Governance and Management**

The organization structure for governance and management of VietinBank comprises:

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Supervisory Board.
4. The General Director.

**Chapter II:  
GENERAL MEETING OF SHAREHOLDERS**

**Article 5. Powers, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest decision-making body of

<sup>1,2,3</sup> Article 1. Interpretation of terms and expressions

<sup>1,2,3</sup> Article 1. Interpretation of terms and expressions

<sup>1,2,3</sup> Article 1. Interpretation of terms and expressions

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VietinBank.

2. The General Meeting of Shareholders has the rights and obligations as provided for in Article 27 of the Charter of VietinBank<sup>4</sup>.

**Article 6. Orders, procedures of the General Meeting of Shareholders approval of Resolution by voting at the General Meeting of Shareholders**

1. The right to convene the General Meeting of Shareholders: The General Meeting of Shareholders shall be convened by the Board of Directors or in the cases stipulated in Clause 4 of Article 26 of VietinBank's Charter<sup>5</sup>.

2. Prepare the list of shareholders who are eligible to attend the meeting

a) The convener of the General Meeting of Shareholders is responsible for preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Such list of shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the Securities Ownership Register of VietinBank. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.

b) Shareholders have the right to check, look up, extract, copy names and contact addresses of shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders; to request correction of incorrect information or supplement necessary information about themselves in the list of shareholders eligible to attend the General Meeting of Shareholders in accordance with the provisions of the Charter of VietinBank through the Secretary of VietinBank.

3. Notice of closing the list of shareholders eligible to attend the meeting of the General Meeting of Shareholders: VietinBank discloses information on the expected final registration date to exercise the right to the existing shareholders to attend the General Meeting of Shareholders on VietinBank's website at least 20 days prior to the expected final registration date. .

4. Notice on convening the General Meeting of Shareholders

a) The conveners of the General Meeting of Shareholders must send meeting invitation to all shareholders eligible to participate in the meeting no later than 21 days (from the date the invitation letters are duly sent or delivered, paid or put into the postboxes) prior to the opening date of the meeting . The meeting invitation must contain the name, address of the headquarters, and the enterprise code; name, contact address of the Shareholder, time, venue of the meeting and other requests for attendees of the meeting.

<sup>4</sup> Article 26. General Meeting of Shareholders

<sup>5</sup> Article 27 Rights and obligations of the Board of Directors

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b) The meeting invitation is sent in a way to ensure it reaches the Shareholder's contact address and is posted on VietinBank's website; If deemed necessary, VietinBank may publish the invitation on daily central or provincial magazines.

5. Agenda and content of the General Meeting of Shareholders:

The meeting invitation is sent in a way to ensure it reaches the Shareholder's contact address and is posted on VietinBank's website; If deemed necessary, VietinBank may publish the invitation on daily central or provincial magazines.

The meeting agenda, documents related to issues to be voted at the meeting are sent to the shareholders and/or posted on the VietinBank's website. In cases where the documents are not enclosed with the invitation letters of the General Meeting of Shareholders, the invitation letters must clearly indicate how and where to download the entire meeting documents accessible by shareholders, including:

- a) The agenda, materials used in the meeting and draft resolutions.
- b) List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
- c) Voting papers;
- d) Draft resolution for each matter in the agenda;

6. Materials of the General Meeting of Shareholders and recommendations of shareholders to be included in the agenda of the General Meeting of Shareholders.

a) At least 21 days prior to the opening date of the General Meeting of Shareholders, the Chairman of the Board of Directors is responsible for directing and ensuring that relevant departments have finished sending invitation materials to shareholders eligible to attend the General Meeting of Shareholders according to the provisions in Article 30 of VietinBank's Charter<sup>6</sup>.

b) The Board of Directors will review all matters proposed by shareholders to be included in the agenda of the General Meeting of Shareholders when approving the agenda and contents of the General Meeting of Shareholders in accordance with Article 30 of VietinBank's Charter<sup>7</sup>.

c) A shareholder or a group of shareholders in accordance with clause 3 of Article 23<sup>8</sup> of VietinBank's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and sent to VietinBank at least 03 business days prior to the opening of the General Meeting of Shareholders. The proposal must clearly state the name of the Shareholder, the number of shares of each type of Shareholder, and issues proposed to be included in the meeting agenda.

d) Convener of the General Meeting of Shareholders has the right to reject the proposals to add subject matters into the agenda of the General Meeting of Shareholders made by shareholders in accordance with provisions in Clause 5 of Article 30 of

<sup>6,7,9</sup> Article 30. Convening, agenda and notice of General Meeting of Shareholders

<sup>7,7,9</sup> Article 30. Convening, agenda and notice of General Meeting of Shareholders

<sup>8</sup> Article 23. Rights of shareholders

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VietinBank's Charter<sup>9</sup>. In this case, within 02 days at the latest, the convener of the meeting of the General Meeting of Shareholders must reply in writing, clearly stating the reason for rejection.

e) The convener of the General Meeting of Shareholders will put matters proposed by shareholders into a separate agenda of the General Meeting of Shareholders. This agenda shall only officially added to the meeting agenda and contents upon approval by the General Meeting of Shareholders.

7. Conditions for conducting a General Meeting of Shareholders are in accordance with Article 31 of the VietinBank's Charter<sup>10</sup>.

#### 8. Registration for participation of the General Meeting of Shareholders

a) Shareholders eligible to attend the General Meeting of Shareholders in accordance with the law, the Charter of VietinBank may attend the meeting in person or authorize their representatives to attend the meeting. The authorization shall comply with the provisions of Clause 3, Article 28 of the Charter of VietinBank<sup>11</sup> and relevant laws.

b) Before the opening of the meeting, VietinBank must carry out the procedures for shareholder registration to attend the General Meeting of Shareholders until all the shareholders eligible to attend the meeting who present at the meeting have registered.

c) The Board of Directors is responsible for appointing VietinBank's Corporate Secretary or a body/individual to arrange for the registration of the General Meeting of Shareholders, check and announce the number of attendees in comparison to the required minimum attendance rate. This ratio must be announced right after completing the registration of shareholders attending the meeting and before the shareholders vote.

d) Documents that need to be brought to the meeting, presented and checked when registering to attend the General Meeting of Shareholders will be specified in the meeting invitation, including: Citizen card, ID card, Passport, other legal identification documents, invitation letter and power of attorney (in case of authorization). Registration is done at the venue where the General Meeting of Shareholders takes place.

e) Shareholders who are late for the General Meeting of Shareholders have the right to register immediately and are entitled to participate and vote at the meeting.

#### 9. Procedures for conducting the General Meeting of Shareholders

Procedures for conducting and voting at the General Meeting of Shareholders are specified in Article 32 of the Charter of VietinBank<sup>12</sup>.

#### 10. Opening of the General Meeting of Shareholders

a) Upon the satisfactory of the required minimum number of attendees as

<sup>10</sup> Article 31. Conditions for implementation of General Meeting of Shareholders

<sup>11</sup> Article 28. Rights to attend General Meeting of Shareholders

<sup>12,13,14</sup> Article 32. Procedures for meeting and voting at the General Meeting of Shareholders

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provided for in the VietinBank's Charter, the Chairperson shall declare the opening of the General Meeting of Shareholders.

b) The Chairperson of the General Meeting of Shareholders is prescribed in Clause 3 Article 32 of the VietinBank's Charter<sup>13</sup>.

c) The Chairperson of the General Meeting of Shareholders nominates one or more secretaries to record the minutes of the meeting in accordance with the provision of Clause 3 Article 32 of the VietinBank's Charter<sup>14</sup>.

#### 11. The election of Vote Counting Committee

At the request of the Chairperson of the meeting, the General Meeting of Shareholders shall elect a Vote-counting Committee. Vote-counting Committee shall operate under the instruction of the Chairperson. The Vote Counting Committee is responsible for the vote counting and reporting in writing on the vote counting result after the end of the General Meeting of Shareholders.

#### 12. Meeting agenda and regulation announcement

a) The Chairperson of the General Meeting of Shareholders presents contents and agenda to shareholders and delegates. The meeting agenda and content must be approved by the General Meeting of Shareholders during its opening session.

b) For matters arising beyond the agenda of the General Meeting of Shareholders, the Chairperson take measures deemed necessary and reasonable to conduct the meeting in an orderly manner, in accordance with the approved agenda and in a way to ensure that the meeting reflects the desires of the majority of participants.

#### 13. Discussion on the matters included in the agenda

The General Meeting of Shareholders shall discuss and vote for each matter included in the meeting agenda under the presidency of the Chairperson.

#### 14. Voting

a) Upon shareholders' registration, each shareholder shall be provided with "voting cards/papers" issued by VietinBank which contain unique features such as shareholders' code, full name of shareholders, the number of votes of such shareholders and other necessary contents.

b) The number of votes of a shareholder is equivalent to the number of shares held by that shareholder or represented by that shareholder.

c) The General Meeting of Shareholders shall discuss and vote for each of the issues included in the meeting agenda. Upon voting at the meeting, voting cards "for" in favor of the resolution shall be collected first, voting cards "against" shall be collected later on. Finally votes "for", "against" and "abstention" will be gathered. The result of vote counting will be announced by the Chairperson right before the closing time of the meeting.

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15. Announcement of vote counting result and the decision of the General Meeting of Shareholders: The voting results shall be announced by the Chairperson or the Head of the Vote Counting Committee right before the closing of the General Meeting of Shareholders. The voting results show total number of yea votes, nay votes or abstention for each matter.

16. Closing of the General Meeting of Shareholders: The Chairperson declares the closing of the General Meeting of Shareholders after: (i) All matters in the agenda have been discussed and voted, and (ii) the vote counting result has been announced.

17. Voting card/paper keeping: After the end of the General Meeting of Shareholders, the Vote Counting Committee must ensure that all voting cards/papers, voting written guidelines and Vote counting minutes are sealed and kept as record by the Board of Directors' Secretariat under the form of classified documents in accordance with VietinBank's regulations.

18. The Minutes of the General Meeting of Shareholders are specified in Article 35 of the Charter of VietinBank<sup>15</sup>.

**Article 7. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of shareholders' written opinion poll, online conference and other forms**

1. The Board of Directors has the right to get shareholders' opinion in writing, via online conference or other forms to adopt decisions of the General Meeting of Shareholders if it deems necessary for the interest of VietinBank.

2. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of shareholders' written opinion poll shall comply with provisions in Article 34 of the VietinBank's Charter<sup>16</sup>.

3. Orders, procedures for approval of the resolution of the General Meeting of Shareholders in the forms of online conference or other forms shall comply with provisions the applicable law, VietinBank's Charter and guidance of the Board of Directors of VietinBank.

**Article 8. Resolution of the General Meeting of Shareholders.**

1. Resolutions of the General Meeting of Shareholders must be disclosed to the public in compliance with law from time to time.

2. Resolutions of the General Meeting of Shareholders shall be adopted in accordance with the provisions of Article 33 of the Charter of VietinBank<sup>17</sup> and have the highest enforcement power within VietinBank. All departments and individuals (including members of the Board of Directors, the Supervisory Board and the Board of Management), all shareholders (institutions and individuals) shall be obliged to implement such decisions.

<sup>15</sup> Article 35. Minutes of the General Meeting of Shareholders

<sup>16</sup> Article 34. Powers and procedures for getting written opinions from the Shareholders for approval of the Decision by the General Meeting of Shareholders

<sup>17, 19</sup> Article 33. Approval of the Resolution by the General Meeting of Shareholders

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3. In case the Resolution of the General Meeting of Shareholders are impossible to implement due to practical causes, the Board of Directors may, directly or at the request of the relevant stakeholder, report and submit to the General Meeting of Shareholders for reviewing, amending, supplementing/revoking the Resolution issued at the annual or extraordinary meeting or through written opinion poll.

4. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of shareholders referred to in Clause 3 of Article 23 of the VietinBank's Charter<sup>18</sup> shall have the right to request the Court or Arbitration to consider and revoke the Resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening and issuance of Resolution of the General Meeting of Shareholders fail to comply with the provisions of the VietinBank's Charter and the law in material respects, except for the cases specified in Clause 6, Article 33 of the VietinBank's Charter<sup>19</sup>.

b) The contents of the resolutions violate the provisions of the law and the Charter of VietinBank.

**Article 9. Expenses related to the General Meeting of Shareholders**

All necessary expenses for the convening and conducting of the General meeting of shareholders as specified in clauses 3, 4, Article 26 of the VietinBank's Charter<sup>20</sup> shall be borne or reimbursed by VietinBank. Such expenses shall not consist of expenses incurred by the shareholders when they attend the General meeting of Shareholders, including expenses for meals, accommodation and travel.

**CHAPTER III:  
THE BOARD OF DIRECTORS**

**Article 10. Roles and organizational structure and conditions of the members of the Board of Directors**

1. Roles of the Board of Directors

a) The Board of Directors is the governing body of VietinBank which has full powers to exercise all rights on behalf of VietinBank, except for matters which fall within the authority of the General Meeting of Shareholders.

b) The Board of Directors is responsible for developing VietinBank's strategy and determining priorities in VietinBank's business operation, directing and controlling the management, making decision on matters which are not under the authority of the General Meeting of Shareholders. The authority of the Board of Directors focuses on the below areas:

<sup>18</sup> Article 23. Rights of Shareholders

<sup>20</sup> Article 26. General Meeting of Shareholders

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- (i) Develop, monitor and review business strategies, targets and plans;
  - (ii) Establish criteria for evaluation of effectiveness in implementing strategies and targets;
  - (iii) Set up a system of governance and management policies, key operational policy frameworks and risk appetite of VietinBank;
  - (iv) Control, monitor and evaluate the performance of management and operation activities;
  - (v) Ensure the rights and interests of shareholders;
  - (vi) Issues related to capital and assets of VietinBank; information disclosure to stakeholders;
  - (vii) Issues related to the reputation and relationship of VietinBank with the state agencies and stakeholders;
  - (viii) Develop and/or decide the succession plans and appointment of managerial positions within the scope of authority.
- c) The authority of the Board of Directors is specified in the Regulation on organization and operation of the Board of Directors.

2. Mechanism of operation:

The Board of Directors operates in accordance with the Regulation on organization and operation of the Board of Directors of VietinBank. The Board of Directors gives directions and instructions in a comprehensive manner to implement the orientations, objectives and business plans of VietinBank which have been approved by the General Meeting of Shareholders subject to relevant provisions of law and the Charter of VietinBank.

3. The structure, criteria and conditions to serve as a member of the Board of Directors

a) The Board of Directors consists of a Chairman and Board members. The Board of Directors establishes assisting committees to assist the Board of Directors, specifically HR Committee, Risk Management Committee and other committees in accordance with the provisions of the State Bank and the Law.

b) Criteria and conditions to serve as a member of the Board of Directors, independent member of the Board of Director shall comply with the provisions of Article 38 of the Charter of VietinBank<sup>21</sup> and the law.

**Article 11. Powers and obligations of the Board of Directors**

1. The Board of Directors is a management body of VietinBank which, in the name of VietinBank, has full authority to make decisions and exercise rights and obligations regarding objectives and benefits of VietinBank except for issues which fall within the authority of the General Meeting of Shareholders.

<sup>21</sup> Article 38. Composition, term, standards and conditions for members of the Board of Directors

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2. The Board of Directors has the powers and duties as stipulated in Article 39 of the Charter of VietinBank<sup>22</sup>, the Regulation on the Organization and Operation of the Board of Directors and the internal regulations of VietinBank.

**Article 12. Powers and obligations of members of the Board of Directors**

1. Rights and obligations of members of the Board of Directors are specified in Article 42 of the Charter of VietinBank<sup>23</sup>.

2. Members of the Board of Directors must exercise their powers and duties in an honest, devoted and prudent manner for the highest interests of VietinBank and in compliance with the below provisions:

a) Implementing fully and effectively the powers and obligations of members of the Board of Directors, namely:

- Acting in an honest and devoted manner for the common interests of VietinBank;

- Participating enthusiastically in a frequent manner in meetings of the Board of Directors;

- Focusing on matters discussed in the meetings of the Board of Directors, and proactively requesting meetings to be held when necessary;

- Keeping the discussed and approved contents in the meetings confidential until the Resolutions are issued.

- Reporting periodically and on ad-hoc basis to the Chairman of the Board of Directors on the area of work that the Board members are in charge of; matters for discussion and opinion gathering at meetings of Committees under the Board of Directors

- Ensuring the availability of an effective internal control system in VietinBank;

- Requesting the General Director and members of the Board of Management to provide sufficient information to the Board of Directors for members to have a firm grasp on VietinBank's matters;

- Performing the responsibility of supervising the Board of Management in an appropriate manner.

b) Board members must not take any action which causes damages to VietinBank, or harms the interests of VietinBank and its shareholders:

- Board member must not participate in the Board of Directors of competitors;

- Board member must not use VietinBank's assets and utilities to serve individual needs;

- Board members shall not disclose any information of confidential nature of VietinBank and/or companies whose shares are held by VietinBank during the time of incumbency as a member of the Board of Directors and in 03 years after resignation

<sup>22</sup> Article 39. Rights and obligations of the Board of Directors

<sup>23</sup> Article 42. Rights and obligations of the members of the Board of Directors

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from VietinBank's Board of Directors.

- Board members shall not use information or business opportunities of VietinBank for the individual interest.

### **Article 13. Process and procedures for nomination, election, dismissal and removal of member of the Board of Directors**

1. A shareholder or a group of shareholders as provided for in Clause 4, Article 23 of the Charter of VietinBank<sup>24</sup> has the right to nominate a person to the Board of Directors in accordance with Article 37 of the Charter of VietinBank<sup>25</sup>.

2. In case the number of candidates nominated by a shareholder or group of Shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders according to mechanism provided for by VietinBank which must be announced before the nomination. The procedures for the incumbent Board of Directors to introduce candidates to the Board of Directors must be conducted in accordance with the law and the Charter of VietinBank.

3. If the candidates for the Board of Directors have been identified, information related to the candidates will be incorporated into the meeting materials of the General Meeting of Shareholders and disclosed on the VietinBank's website in accordance with provisions of the law.

4. Candidates for the Board of Directors must commit on the truthfulness, accuracy and reasonableness of the personal information disclosed and undertake to perform the tasks of members of the Board of Directors in an honest manner if they are elected as members of the Board of Directors.

5. The voting to elect members of the Board of Directors shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each shareholder shall be his/her number of shares owned multiplied by the number of members to be elected to the Board of Directors, and a shareholder shall have the right to cast all of his/her votes to one candidate or allocate his/her votes to several candidates.

6. The dismissal, removal from office and automatic disqualification of membership of the Board of Directors shall comply with the provisions of Article 45 of the Charter of VietinBank<sup>26</sup>.

### **Article 14. Order and procedures of the meetings of the Board of Directors**

Order and procedures of the meetings of the Board of Directors shall follow those provisions specified in the Charter of VietinBank and detailed in the Regulation on Organization and Operation of the Board of Directors.

### **Article 15. Resolutions and decisions by the Board of Directors**

<sup>24</sup> Article 23. Rights of Shareholders

<sup>25</sup> Article 23. Rights of Shareholders

<sup>26</sup> Article 45. Default loss of status, dismissal, and removal from positions on the Board of Directors

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1. Resolutions and decisions of the Board of Directors are adopted in accordance with provisions specified in Clause 9 Article 43 of the Charter of VietinBank<sup>27</sup> and detailed in the Regulation on Organization and Operation of the Board of Directors.

2. A copy of any resolution and decision of the Board of Directors must be sent to the Head of the Supervisory Board and the General Director after issuance.

3. Resolutions and decisions of the Board of Directors have the highest enforcement power during the two General Meetings of Shareholders and only lose their effects upon revocation by the General Meeting of Shareholders. All departments and individuals of VietinBank, including members of the Board of Directors, are obliged to implement the resolutions and decisions of the Board of Directors.

4. The General Director is responsible to the Board of Directors, for directing implementation of relevant contents mentioned in the resolutions and decisions of the Board of Directors in a strict manner. The General Director must report to the Chairman of the Board of Directors for the Board of Directors' consideration upon observance of the adverse impact on VietinBank's business activities deprived from the implementation of the resolutions and decisions of the Board of Directors. If there are no new resolutions or decisions issued in replacement, the General Director is obliged to continue the implementation of the resolutions and decisions issued by the Board of Directors.

#### **Article 16. Remuneration, bonuses and benefits of the members of the Board of Directors**

1. Remuneration, bonuses and other benefits of members of the Board of Directors are specified in Article 40 of the Charter of VietinBank<sup>28</sup> and the provisions of the law from time to time.

2. The responsibility for setting the norms, the detailed remuneration and salary regime of the Board of Directors shall be taken care by the HR Committee of the Board of Directors.

#### **Article 17. Corporate Secretary, Person in charge of Corporate Governance of VietinBank**

1. VietinBank's Corporate Secretary/Secretaries might be one or more persons appointed by the Board of Directors.

2. Person in charge of Corporate Governance shall be concurrently the Corporate Secretary of VietinBank.

##### **3. Duties of the Corporate Secretary of VietinBank**

a) Assisting in organizing the convening of the General Meeting of Shareholders, collecting written opinions of shareholders; take notes of the minutes of the meeting;

b) Archiving meeting minutes of the meetings of the Board of Directors, General Meetings of Shareholders, and of any Board of Directors' committees; archiving VietinBank's records and documents (including books of meeting minutes, meeting

<sup>27</sup> Article 43. Meetings of the Board of Directors

<sup>28</sup> Article 40. Salary, remuneration, bonus and other benefits of the members of the Board of Directors

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agenda, meeting announcement, delegates, reports to regulatory bodies, reports required by the Law and correspondences with independent auditors).

c) Supporting VietinBank's Board members to perform assigned rights and obligations.

d) Supporting the Board of Directors in adopting and implementing corporate governance principles.

e) Supporting VietinBank in strengthening the shareholder relationship and protecting the lawful right and benefits of shareholders; in the compliance with the obligations of information provision and disclosure and administrative procedures.

#### 4. Duties of the Person in charge of corporate governance of VietinBank.

a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with the regulations and the related work between the company and its shareholders;

b) Preparing meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;

c) Advising on the procedures of the meetings;

d) Attending meetings;

e) Advising on procedures for making resolutions of the Board of Directors in accordance with law;

f) Providing financial information, meeting minutes of the Board of Directors and other information for members of the Board of Directors and members of the Supervisory Board;

g) Supervising and reporting to the Board of Directors on information disclosure activities of VietinBank;

h) Acting as the liaison point with related parties;

i) Keeping information confidential in accordance with laws and regulations of VietinBank;

j) Other rights and obligations in accordance with laws and regulations of VietinBank.

5. Standards applicable to the Person in charge of corporate governance of VietinBank shall be in compliance with the standards of VietinBank staff and provisions of the law. The Board of Directors of VietinBank is responsible for appointing and dismissing the person in charge of corporate governance of VietinBank. VietinBank will publish on the website of VietinBank and the Stock Exchange in accordance with the provisions of current Laws and the Charter of VietinBank on the appointment and dismissal of the Person in charge of corporate governance of VietinBank.

#### 6. Cases of dismissal of the Person in charge of corporate governance

a) Prohibited by law from holding a position;

b) Limited capacity for civil acts;

c) Failure to meet the criteria and conditions as prescribed by law, Charter of VietinBank and regulations of VietinBank;

d) According to decision of the Board of Directors;

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**Chapter IV:  
THE SUPERVISORY BOARD**

**Article 18. Roles and Organization structure of the Supervisory Board**

**1. Roles of the Supervisory Board**

a) The Supervisory Board is a body acting on behalf of shareholders to supervise the operation and the compliance with Law and the Charter of VietinBank in the management and administration of VietinBank; is responsible before the Law and the General Meeting of Shareholders for the implementation of its assigned powers and duties. In performing its duties, the Supervisory Board may use its rights in accordance with provisions of the Law and the Charter of VietinBank.

b) The Supervisory Board performs the role of internal audit, control and assessment of the compliance with the law, internal regulations, the Charter, rules and resolutions, decisions of the General Meeting of Shareholders and of the Board of Directors.

2. The term of office, number, composition and criteria of members of the Supervisory Board are in accordance with Article 53 of the Charter of VietinBank<sup>29</sup> and relevant laws.

**3. Mechanism of operation:**

a) The Supervisory Board develops, issues and implements its own Regulations on organization and operation after it is approved by the General Meeting of Shareholders.

b) The Regulation on organization and operation of the Supervisory Board must contain at least the following contents: determining the number of members of the Supervisory Board, how to elect the head of the Supervisory Board, the rule of approving decisions, the number of meetings, meeting schedules, the conditions for holding meetings, provisions on the standards and methods of performance assessment of members of the Supervisory Board, the provisions on the conditions for engagement of independent consultant, provisions on information confidentiality.

**Article 19. Process and procedures for nomination, election, disqualification and dismissal of member of the Supervisory Board**

1. A shareholder or a group of shareholders as provided for in Clause 4, Article 23 of the Charter of VietinBank<sup>30</sup> has the right to nominate candidates to the Supervisory Board in accordance with Article 52 of the Charter of VietinBank<sup>31</sup>.

2. In the event that the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

<sup>29</sup> Article 53. Member of the Supervisory Board

<sup>30</sup> Article 23. Rights of the Shareholders

<sup>31</sup> Article 52. Nomination of members of the Supervisory Board

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3. The Supervisory Board shall elect a member as the Head of Supervisory Board.

4. Information relating to candidates for the Supervisory Board (where candidates are determined in advance) are published on the VietinBank's website in accordance with the law.

5. Candidates for the Supervisory Board must commit on the truthfulness, accuracy and reasonableness of the personal information disclosed and undertake to perform the tasks of members of the Board of Directors in an honest manner if they are elected as members of the Supervisory Board.

6. The voting to elect members of the Supervisory Board shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each shareholder shall be his/her number of shares owned multiplied by the number of members to be elected to the Board of Directors, and a shareholder shall have the right to cast all of his/her votes to one candidate or allocate his/her votes to several candidates.

7. The dismissal, removal from office and automatic disqualification of membership of the Supervisory Board shall comply with the provisions of Clauses 5, 6, Article 53 of the Charter of VietinBank<sup>32</sup>.

#### **Article 20. Process, procedures for organizing meetings of the Supervisory Board**

1. The Supervisory Board organizes meeting periodically or extraordinarily. Periodical meeting of the Supervisory Board is organized at least once every quarter and is convened by the Head or temporary Head of the Supervisory Board.

2. Extraordinary meetings of the Supervisory Board are organized in accordance with the order and procedures under provisions specified in the Charter of VietinBank, the Regulation on organization and operation of the Supervisory Board.

3. Meetings of the Supervisory Board are organized at the registered address of the Head Office of VietinBank.

#### **Article 21. Decisions of the Supervisory Board**

1. Decisions of the Supervisory Board are adopted in accordance with provisions of Article 57 in the Charter of VietinBank<sup>33</sup> and the Regulation on organization and operation of the Supervisory Board.

2. Decisions of the Supervisory Board must be sent to the Chairman of the Board of Directors and to the General Director to direct and implement after issuance.

### **Chapter V: BOARD OF MANAGEMENT**

#### **Article 22. Roles and organization structure of the Board of Management**

1. Roles of the Board of Management: The Board of Management is responsible

<sup>32</sup> Article 53. Members of the Supervisory Board

<sup>33</sup> Article 57. Meetings, approval of decisions and meetings minutes of the Supervisory Board

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for directly managing and running business activities of VietinBank in accordance with policies and orientations set by the General Meeting of Shareholders and by the Board of Directors from time to time; is responsible before the General Meeting of Shareholders and the Board of Directors for the performance of its assigned duties.

2. Mechanism of operation: The Board of Management operates under the Regulation on organization and operation of the Board of Management of VietinBank.

3. The term of office, number, composition and criteria of members of the Board of Management are proposed by the Board of Directors, subject to approval by the competent authorities based on the actual management and management needs of VietinBank in accordance with the Charter of VietinBank and the relevant law.

#### **Article 23. Salary, bonus and other benefits for the Board of Management**

The Board of Directors decides the salary, remuneration, bonus and other benefits of the members of the Board of Management in accordance with the provisions of the Charter of VietinBank.

#### **Article 24. The order and procedures of selection, appointment, dismissal, removal of members of the Board of Management**

1. The order and procedures for selection, appointment, dismissal, and removal of members of the Board of Management comply with regulations of the Communist Party, the Law, the State Bank of Vietnam and Regulation on Personnel Management of VietinBank from time to time.

2. The Human Resources Committee, based on the functions, tasks and requirements for VietinBank's governance, shall propose the candidates for the Board of Directors to select and appoint the General Director of VietinBank.

3. The Board of Directors shall appoint, dismiss, take disciplinary actions, suspend, and decide the wage rates and other benefits of the General Director, Deputy General Directors, Chief Accountant in accordance with the provision of the Law and VietinBank's internal regulations.

4. Information on appointment, dismissal, contract signing and termination for senior managers of VietinBank must be published on the VietinBank's website and the Stock Exchanges under the provisions of the current law and the Charter of VietinBank.

### **Chapter VI:**

#### **COORDINATION AMONG BOARD OF DIRECTORS, SUPERVISORY BOARD AND BOARD OF MANAGEMENT**

##### **Article 25. Coordination Principles**

The Board of Directors, the Supervisory Board and the Board of Management shall coordinate in accordance with the following principles:

1. Always for the interest of VietinBank.
2. Strictly complying with provisions of the Law, the State Bank of Vietnam; implementing principles of democratic centralism, publicity and transparency.

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3. Taking own responsibility for the implementation of assigned duties and seriously coordinating to protect the lawful rights of shareholders and the development of VietinBank.

**Article 26. Request for convening meetings of and consulting the Board of Directors by the Supervisory Board, the General Director**

The Supervisory Board and the General Director propose to convene a meeting of and consult the Board of Directors in the following cases:

1. The Supervisory Board

a) The Supervisory Board shall consult the Board of Directors before deciding, or reporting or proposing to the General Meeting of Shareholders the following issues:

- To issue internal regulations of the Supervisory Board;
- The evaluation results of the business performance reports, the first half and annual financial reports of VietinBank, reports on evaluation of the management of the Board of Directors, reports to the General Meeting of Shareholders on the results of the evaluation of the annual financial reports, evaluation reports on the rationality, lawfulness, truthfulness and level of prudence in the governance and management of business activities, accounting, statistics and financial report preparation;
- To recommend the measures to amend, supplement and improve the structure of organization, management, and administration of business operations of VietinBank to the General Meeting of Shareholders.
- To appoint, dismiss, take disciplinary action, suspend and decide salary and other benefits of internal audit titles.
- To engage an external independent consultant;
- Other cases falling under the competence of the Supervisory Board to make decision or report, propose to the General Meeting of Shareholders in accordance with the law or if the Supervisory Board of Supervisors deems necessary.

b) Where the Supervisory Board and the Board of Directors do not share the same view, the Supervisory Board shall note in the minutes and the Head of the Supervisory Board shall report to the nearest session of the General Meeting of Shareholders.

c) In case of necessity, the Head of the Supervisory Board may propose the Board of Directors to hold an extraordinary meeting to discuss and agree on the contents mentioned at Point a and b of this Clause or any other contents so as to ensure the effectiveness of VietinBank’s operations, benefits of VietinBank and shareholders. The head of the Supervisory Board shall send a written request clearly stating the reason for convening the meeting to the Board of Directors and the General Director together with supporting documents (if any).

2. General Director:

a) The General Director is responsible for submitting/reporting /making suggestions/making recommendations to the Board of Directors for approval: (i) the contents that the General Director must submit to the Board of Directors in accordance

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with Clause 5, Article 48 of the VietinBank's Charter<sup>34</sup>; (ii) contents which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.

The General Director directly signs-off for submission of the contents under his authority and responsibilities that require his/her submission/reporting/suggestion/recommendation to the Board of Directors according to the provisions of the law and VietinBank's Charter. For the other contents as remainder, the General Director directly signs off for submission or assigns/authorizes the Deputy General Director to sign off for submission.

b) The General Director may request the Board of Directors to hold an extraordinary meeting to discuss and agree on the contents specified at Point a of this Clause or any other contents within the authority of the Board of Directors to ensure the effectiveness of VietinBank's operations, benefits of VietinBank and shareholders. The General Director shall send a written request stating the reasons for convening the meeting to the Board of Directors and the Head of the Supervisory Board together with supporting documents (if any).

**Article 27. Procedures, order of convening, inviting, preparing minutes and announcing the results of the meetings among the Board of Directors, the Supervisory Board and the Board of Management.**

1. Meetings of the Board of Directors, the Supervisory Board and the General Director

a) Meetings of the Board of Directors:

- For any meeting of the Board of Directors, invitation must be sent to the Supervisory Board in accordance with Article 43 of the Charter of VietinBank<sup>35</sup>.

- The Board of Directors may request the Board of Management or any managerial level of VietinBank to participate in the meetings of the Board of Directors or meetings chaired by the members of the Board of Directors.

b) Meetings of the Board of Management: At the regular or extraordinary meetings of the Board of Management or the meetings related to the important contents chaired by members of the Board of Management, in case of necessity, the chairperson of the meeting may invite Chairman of the Board of Directors and/or relevant members of the Board of Directors or the Supervisory Board to join.

c) Meetings of the Supervisory Board: At the meetings of the Supervisory Board, the convener may invite the Board of Directors or Board of Management to join in case of necessity.

d) Other meetings: The Chairman of the Board of Directors is the representative,

<sup>34</sup> Article 48. Appointment, powers and duties, wage, remuneration and other benefits of the General Director

<sup>35</sup> Article 43. Meetings of the Board of Directors

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acting on behalf of the bank in meetings or events with the leaders of the higher level agencies, relevant departments and agencies, business partners or big customers, strategic customers, press agencies ... In case the Chairman cannot attend any meeting, another member of the Board of Directors or an assigned member of the Board of Management shall attend such meeting. After attending the meeting, such member of the Board of Directors or Board of Management is responsible for reporting to the Chairman of the Board of Directors on the content of meeting.

2. Meeting invitation:

a) For the meetings of the Board of Directors: Meeting invitation, forms for the collection of opinions of the members of the Board of Directors and the supporting documents must be sent to the Head of the Supervisory Board at the same time and by the same method as to the members of the Board of Directors.

b) For the meeting of the Supervisory Board, the Board of Management: The convener shall send the meeting invitation to the members attending the meeting at the same time and in the same manner.

3. Meeting minutes and conclusions

a) The Board of Directors is responsible for sending the minutes, resolutions and conclusions of the meetings to the Head of the Supervisory Board at the same time and in the same manner as they are sent to members of the Board of Directors.

b) The General Director is responsible for sending minutes and conclusions of the regular and extraordinary meetings of the Board of Management to the Chairman and members of the Board of Directors assigned to be in charge of matters related to the contents of the meetings and the Supervisory Board within 5 days from the end of the meeting but no later than the time of sending to other related individuals and parties.

c) For other meetings, the inviter is responsible for sending the meeting conclusions and minutes to the invited members at the same time and in the same manner.

**Article 28. Information sharing regime of the Supervisory Board to the Board of Directors**

The Supervisory Board is responsible for promptly and accurately informing the Board of Directors in the following cases:

1. Results of performance of duties as stipulated in Article 54 of VietinBank's Charter<sup>36</sup>

2. When checking and supervising, upon detection of any risk, or incident or information that may affect: (i) reputation and brand of VietinBank; (ii) key personnel/strategy; (iii) risk; (iv) other issues related to VietinBank's assets and capital; (v) issues relating to legality in enforcement; (vi) interests of partners, shareholders of VietinBank or other matters deemed necessary, the Supervisory Board shall timely inform, recommend and discuss with the Board of Directors about resolution measures.

<sup>36</sup> Article 54. Rights and responsibilities of the Supervisory Board

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3. Upon detection of any violation committed by members of the Board of Directors, the General Director and other executive officers of VietinBank in relation to the obligations of the managers, executive officers in accordance with provisions of this Charter and the applicable Law.

4. In case the Supervisory Board requests the Board of Directors to hold an extraordinary meeting or propose the Board of Directors to convene an Extraordinary General Meeting of Shareholders in accordance with the provisions of the law and the Charter of VietinBank.

5. For the engagement with external independent consultants, the Supervisory Board must inform the Board of Directors and the General Director of the scope, value and other material contents within 48 hours from the time of establishing such service.

6. Other cases as prescribed by law and Regulation on organization and operation of the Supervisory Board.

**Article 29. Reporting and Information sharing regime of the General Director, the Board of Management to the Board of Directors and the Supervisory Board**

1. Reporting by the General Director to the Board of Directors. Reports by the General Director to the Board of Directors on the performance of assigned tasks and powers are integrated into a content in the agenda of the Board of Directors' meetings.

a) Regular reports: The General Director is responsible for reporting in writing to the Chairman of the Board of Directors on the performance of assigned tasks and powers periodically (monthly, quarterly, semi-annually, annually ...).

b) Irregular reports, and reports as per request: The General Director, members of the Board of Management must report, provide information and documents to the Board of Directors in an appropriate manner when:

- The Board of Directors, members of the Board of Directors request to provide information, documents;

- The Committees under the Board of Directors request in writing and via emails within the assigned functions and duties;

c) Upon detection of risks, or incidents or information that may affect: (i) reputation and brand of VietinBank; (ii) key personnel/strategy; (iii) risk; (iv) other issues related to VietinBank's assets and capital; (v) issues relating to legality in enforcement; (vi) interests of partners, shareholders of VietinBank or any other cases of necessity, the Board of Management must immediately report to the Chairman of the Board of Directors and members of the Board of Directors who are in charge of that area of work for timely direction for resolution.

d) The General Director of VietinBank is responsible for establishing and maintaining the reporting regime for the Board of Directors, including the method of sending / receiving information and reports in a timely, secure and confidential manner; is responsible for the quality of information and reports provided to the Board of Directors.

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e) The Board of Directors, members of the Board of Directors coordinate, control and supervise the General Director in performing the functions and duties assigned by the Board of Directors.

2. Information provided by the General Director, the Board of Management to the Supervisory Board:

a) The Board of Management of VietinBank is responsible for creating favorable conditions for the Head and members of Supervisory Board to access information and reports in the fastest manner.

b) In addition to periodical report, at the request of the Head of the Supervisory Board, VietinBank's Board of Management directly reports or provides information, reports in relation to the area of work assigned to such member of the Supervisory Board.

c) Regarding the activities of the Board of Management, based on regular operation reports and specific request for information of the Supervisory Board, the Supervisory Board may request the Board of Directors to reconsider the decision of the General Director. Upon detection of any sign of violation of the law, the Charter of VietinBank by the Board of Management, the Supervisory Board shall have to immediately inform in writing to the Board of Directors, request the violators to stop the violation and take correction measures.

#### **Chapter VII:**

### **EVALUATION, TRAINING, DISCIPLINE AND REWARD TOWARDS MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE BOARD OF MANAGEMENT OF VIETINBANK**

#### **Article 30. Training the Board of Directors, the Supervisory Board and members of the Board of Management of VietinBank**

Members of the Board of Directors, the Supervisory Board and Board of Management actively participate in the training courses, workshops on corporate governance arranged by training agencies, foreign and domestic partners. Training programs are organized or provided to develop knowledge and skills in governance and management:

1. Improving leadership skills and new skills as required by the business strategy;
2. Accessing to up-to-date knowledge on corporate governance and raising awareness about the principles and foundations of effective corporate governance;
3. Relevant courses that help members of the Board of Directors, the Supervisory Board and Board of Management to complete their tasks and duties.

#### **Article 31. Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank**

1. Depending on the regulation of the Board of Directors, the performance evaluation of members of the Board of Directors, members of the Board of Management can be carried out by one or more of the following methods:

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- a) Self-evaluation;
- b) Semi-annual performance evaluation;
- c) Annual performance evaluation at year end;
- d) Arrangement for credibility and confidence voting;
- e) Other relevant approaches selected by the Board of Directors from time to time.

2. The Board of Directors evaluate the performance of the members of the Board of Directors and other positions in accordance with VietinBank's internal regulations.

3. The Supervisory Board evaluates the performance of the members of the Supervisory Board.

**Article 32. Evaluation criteria**

The criteria to evaluate the performance of the members of the Board of Directors, members of the Supervisory Board, members of the Board of Management are:

- 1. Realized results of the assigned duties, targets.
- 2. The result of performance monitoring and efficiency of VietinBank in accordance with provisions of the Law (if any)
- 3. Execution of the Charter of VietinBank.
- 4. Observance with the direction, policies and guidance of the Communist Party and the Law, the Law of anti-corruption; anti-thriftiness and wastefulness practices; VietinBank's internal governance regulations.
- 5. The political stance, morality, lifestyle, working manner.
- 6. Leadership, management capacity and organization of performance of duties.
- 7. Participation in activities organized by the State Bank of Vietnam/VietinBank.
- 8. Other assessment criteria (if any) issued by the Board of Directors from time to time.

**Article 33. Evaluation and Rating**

1. The evaluation and rating of members of the Board of Directors, members of the Supervisory Board, members of the Board of Directors of VietinBank shall be carried out in accordance with the laws, regulations of the State Bank of Vietnam and VietinBank from time to time.

2. The documents on evaluation of the performance of members of the Board of Directors, members of the Supervisory Board, and members of the Board of Management of VietinBank must be kept as part of the personal records.

**Article 34. Commendation**

1. Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management of VietinBank having good achievements in

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governance, management and other duties as assigned will be considered for commendation in accordance with the provisions of the Law on Emulation and Commendation and Regulations on Emulation and Commendation and other internal regulations of VietinBank promulgated by the Board of Directors.

2. The form, specific standards, procedure and process of emulation and commendation will be implemented in accordance with the Regulation on Emulation and Commendation and other internal regulations of VietinBank.

**Article 35. Discipline**

1. Depending on the nature and consequences of the violations, discipline measures shall be taken against members of the Board of Directors, members of the Supervisory Board, members of the Board of Management who violate relevant provisions of the law, VietinBank’s Charter, Code of conduct and other relevant regulations of VietinBank in the course of performance of their assigned duties in accordance with applicable laws and other internal regulations of VietinBank.

2. Principles, forms and procedures for dealing with violations shall comply with the provisions of the law, the State Bank of Vietnam and internal regulations of VietinBank.

**Chapter VIII:**

**CONFLICT OF INTEREST PREVENTION AND TRANSACTION WITH PARTIES HAVING RELATED RIGHTS**

**Article 36. Duty of integrity and avoidance of conflicts of interest of members of the Board of Directors, members of the Supervisory Board and Executive officers of VietinBank.**

1. Members of the Board of Directors, Executive officers, and members of the Supervisory Board of VietinBank are responsible for disclosing any related interests in accordance with Article 60 of the Charter of VietinBank.

2. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank and the related persons shall not make use of business opportunities that might bring benefits to VietinBank for his/her personal interests; not to abuse information acquired thanks to his/her position for his/her personal interests or interests of other individuals or organizations.

3. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank are obliged to notify the Board of Directors the contracts between themselves or their related persons with VietinBank in accordance with provisions in Clause 20 Article 1 of the Charter of VietinBank.

4. Members of the Board of Directors shall not vote on transactions that they or their related persons participate in, including the cases where the interests of members of the Board of Directors in this transaction have not yet been identified and regardless of whether the interests are material or non-material. The above-mentioned transactions must be presented in the notes to the financial statements in the same period and published in the Annual Report.

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5. Members of the Board of Directors, Executive officers and members of the Supervisory Board of VietinBank and their related persons shall not disclose unpublished information of VietinBank to others or to conduct related transactions by themselves.

6. The Board of Directors assumes responsibility in determining, approving and maintaining Regulation on policies and management of significant transactions and related transactions.

#### **Article 37. Transactions with Related persons**

1. When VietinBank conducts transactions with related persons, the Board of Management must ensure that the contracts are signed on voluntary and arms-length basis. The contents of the contract must be clear, specific and consistent with the provisions of relevant laws. The Board of Management must disclose the contracts' details in accordance with applicable law and Regulations of VietinBank.

2. The Supervisory Board has the right to review, extract and copy part or all of the declared contents of the related interests of members of the Board of Directors, members of the Supervisory Board, General Director and other managers who are subject to the requirement on declaration related interests.

#### **Article 38. Ensuring the lawful rights of stakeholders of VietinBank**

1. VietinBank respects the lawful rights of stakeholders of VietinBank, including: Creditors, employees, users of VietinBank products and services, suppliers, communities and others with interests related to VietinBank.

2. VietinBank actively cooperates with the stakeholders through:

a) Providing all necessary information for partners and creditors to help them assessing the business operation and financial activities of VietinBank and to make the decision;

b) Encouraging stakeholders to express their opinions on business operation, financial position and important decisions relating to their interests through direct contact with the Board of Directors, the Board of Management and the Supervisory Board.

### **Chapter IX: DISCLOSURE OF INFORMATION**

#### **Article 39. Disclosure of information**

The Board of Directors is responsible for establishing, approving and maintaining the Regulations on information disclosure in accordance with the provisions of the Law on Securities, guidance documents and other relevant laws.

### **Chapter X: DEALING WITH VIOLATIONS AND VALIDITY**

#### **Article 40. Dealing with Violations:**

1. Upon detection of any violation of this Regulation committed by any officer,

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staff member and employee of VietinBank, members of the Board of Directors, members of the Board of Management and members of the Supervisory Board, the person who detects the violation must promptly inform the Chairman of the Board of Directors and Head of the Supervisory Board.

2. Any violation to this Regulation will be considered for discipline in accordance with the provisions of the law and regulations of VietinBank. In case of both material and non-material damages to VietinBank caused by such violation, the offender shall be liable to pay compensation for any damage and loss to VietinBank as prescribed by the law and specific regulations of VietinBank.

**Article 41. Validity, Amendment and Supplement of the Regulation**

1. This Regulation takes effect from / /2026.

2. In case there is any discrepancy between this Regulation and the provisions of the Charter of VietinBank on the same matter, the provisions of the Charter of VietinBank shall prevail.

3. Any amendments or supplements to this Regulation shall be considered and decided by the General Meeting of Shareholders of VietinBank.

4. Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management and employees of VietinBank are responsible for the implementation of this Regulation.

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

**Tran Minh Binh**

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**Appendix**  
**REVISIONS TO THE REGULATION ON INTERNAL GOVERNANCE IN 2026**

#	Article	Content	Article	Content	Rationale/Notes
1	<b>Article 1. Purpose of promulgation, scope of regulation and subject of application</b>	1. This Regulation is applicable to Vietnam Joint Stock Commercial Bank for Industry and Trade. This Regulation was built based on the provisions of the Law on Enterprises, the Law on Securities and the adoption the international practices of banking governance in the context of Vietnam in order to implement a comprehensible policy on internal governance and ensure sustainable development and transparency of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).	<b>Article 1. Purpose of promulgation, scope of regulation and subject of application</b>	1. This Regulation is applicable to Vietnam Joint Stock Commercial Bank for Industry and Trade. This Regulation was built based on the provisions of the Law on Enterprises, <i>the Law on Credit Institutions</i> , the Law on Securities and the adoption the international practices of banking governance in the context of Vietnam in order to implement a comprehensible policy on internal governance and ensure sustainable development and transparency of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).	Adding the basis for the Regulation development
2	<b>Article 6. Orders, procedures of the General Meeting of Shareholders approval of Resolution by voting at the General Meeting of Shareholders</b>	2. Prepare the list of shareholders who are eligible to attend the meeting a) The convener of the General Meeting of Shareholders is responsible for preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Such list of shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder;	<b>Article 6. Orders, procedures of the General Meeting of Shareholders approval of Resolution by voting at the General Meeting of Shareholders</b>	2. Prepare the list of shareholders who are eligible to attend the meeting a) The convener of the General Meeting of Shareholders is responsible for preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Such list of shareholders must contain full name, contact address, nationality, number of legal papers of the individual for the	Revising to comply with Clause 21, Article 1 of the amended Law on Enterprises 2025 and Clause 2, Article 30 of the amended Charter of VietinBank.



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		number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on the Shareholder Register of VietinBank. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.		individual shareholder; name, enterprise code or number of legal papers of the organization, address of the headquarters for institutional shareholder; number of Shares of each type, number and date of Shareholder registration of each Shareholder. The list of Shareholders eligible to attend the General Meeting of Shareholders is prepared based on <i>the Securities Ownership Register of VietinBank</i> . The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made in no more than 10 days prior to the date of the letter of invitation to the General Meeting of Shareholders.	
3	<b>Article 8. Resolution of the General Meeting of Shareholders.</b>	4. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of shareholders referred to in Clause 3 of Article 23 of the VietinBank's Charter shall have the right to request the Court or Arbitration to consider and revoke the Resolution of the General Meeting of Shareholders in the following cases: a) The order and procedures for convening and issuance of Resolution of the General	<b>Article 8. Resolution of the General Meeting of Shareholders.</b>	4. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results in case of obtaining written opinions, shareholders, groups of shareholders referred to in Clause 3 of Article 23 of the VietinBank's Charter shall have the right to request the Court or Arbitration to consider and revoke the Resolution of the	Revising to ensure consistency and accuracy in referencing the Charter of VietinBank.

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		Meeting of Shareholders fail to comply with the provisions of the VietinBank's Charter and the law in material respects, except for the cases specified in Clause 7, Article 33 of the VietinBank's Charter. b) The contents of the resolutions violate the provisions of the law and this Charter.		General Meeting of Shareholders in the following cases: a) The order and procedures for convening and issuance of Resolution of the General Meeting of Shareholders fail to comply with the provisions of the VietinBank's Charter and the law in material respects, except for the cases specified in Clause 6, Article 33 of the VietinBank's Charter. b) The contents of the resolutions violate the provisions of the law and the Charter of <i>VietinBank</i> .	
4	<b>Article 17. Corporate Secretary, Person in charge of Corporate Governance of VietinBank</b>	6. Cases of dismissal of the Person in charge of corporate governance a) Prohibited by law from holding a position; b) Limited capacity for civil acts; c) Failure to meet the criteria and conditions as prescribed by law, this Charter and regulations of VietinBank; d) According to decision of the Board of Directors	<b>Article 17. Corporate Secretary, Person in charge of Corporate Governance of VietinBank</b>	6. Cases of dismissal of the Person in charge of corporate governance a) Prohibited by law from holding a position; b) Limited capacity for civil acts; c) Failure to meet the criteria and conditions as prescribed by law, Charter of <i>VietinBank</i> and regulations of VietinBank; d) According to decision of the Board of Directors	Revising to ensure consistency and accuracy in referencing the Charter of VietinBank.
5	<b>Article 26. Request for convening meetings of and consulting the Board of Directors by the</b>	2. General Director: a) The General Director is responsible for submitting/reporting /making suggestions/making recommendations to the Board of Directors for approval: (i) the contents that the General Director must submit to the Board of Directors in	<b>Article 26. Request for convening meetings of and consulting the Board of Directors by the</b>	2. General Director: a) The General Director is responsible for submitting/reporting /making suggestions/making recommendations to the Board of Directors for approval: (i) the	Revising to ensure consistency and accuracy in referencing the Charter of VietinBank.



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	<b>Supervisory Board, the General Director</b>	accordance with Clause 4, Article 48 of the VietinBank's Charter; (ii) contents which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.	<b>Supervisory Board, the General Director</b>	contents that the General Director must submit to the Board of Directors in accordance with Clause 5, Article 48 of the VietinBank's Charter; (ii) contents which are beyond the authority of the General Director; (iii) other contents under the authority of the Board of Directors in accordance with the law and internal regulations of VietinBank.	
6	<b>Article 31. Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank</b>	2. The Board of Directors will evaluate the performance of the members of the Board of Directors <del>and the titles appointed by the Board of Directors.</del>	<b>Article 31. Performance evaluation approach for members of the Board of Directors, members of the Supervisory Board and members of the Board of Management of VietinBank</b>	2. The Board of Directors evaluate the performance of the members of the Board of Directors <i>and other positions in accordance with VietinBank's internal regulations.</i>	Amending to be suitable with the actual situation of VietinBank at each period.
7	<b>Article 36. Duty of integrity and avoidance of conflicts of interest by members of the</b>	1. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank and the related persons shall not make use of business opportunities that might bring benefits to VietinBank for his/her personal	<b>Article 36. Duty of integrity and avoidance of conflicts of interest by members of the</b>	<i>1. Members of the Board of Directors, Executive officers, and members of the Supervisory Board of VietinBank are responsible for disclosing any related interests in accordance</i>	Adding the responsibility to disclose related interests in accordance with Article 49 of the

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	<b>Board of Directors, members of the Supervisory Board and Executive officers of VietinBank.</b>	<p>interests; not to abuse information acquired thanks to his/her position for his/her personal interests or interests of other individuals or organizations.</p> <p>2. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank are obliged to notify the Board of Directors the contracts between themselves or their related persons with VietinBank in accordance with provisions in Clause 20 Article 1 of the Charter of VietinBank.</p> <p>3. Members of the Board of Directors shall not vote on transactions that they or their related persons participate in, including the cases where the interests of members of the Board of Directors in this transaction have not yet been identified and regardless of whether the interests are material or non-material. The above-mentioned transactions must be presented in the notes to the financial statements in the same period and published in the Annual Report.</p> <p>4. Members of the Board of Directors, Executive officers and members of the Supervisory Board of VietinBank and their related persons shall not disclose unpublished information of VietinBank to others or to conduct related transactions by themselves.</p> <p>5. The Board of Directors assumes responsibility in determining, approving</p>	<b>Board of Directors, members of the Supervisory Board and Executive officers of VietinBank.</b>	<p><i>with Article 60 of the Charter of VietinBank.</i></p> <p>2. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank and the related persons shall not make use of business opportunities that might bring benefits to VietinBank for his/her personal interests; not to abuse information acquired thanks to his/her position for his/her personal interests or interests of other individuals or organizations.</p> <p>3. Members of the Board of Directors, Executive officers, members of the Supervisory Board of VietinBank are obliged to notify the Board of Directors the contracts between themselves or their related persons with VietinBank in accordance with provisions in Clause 20 Article 1 of the Charter of VietinBank.</p> <p>4. Members of the Board of Directors shall not vote on transactions that they or their related persons participate in, including the cases where the interests of members of the Board of Directors in this transaction</p>	<p>Law on Credit Institutions 2024 and Article 60 of the Charter of VietinBank.</p>

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		and maintaining Regulation on policies and management of significant transactions and related transactions.		have not yet been identified and regardless of whether the interests are material or non-material. The above-mentioned transactions must be presented in the notes to the financial statements in the same period and published in the Annual Report. 5. Members of the Board of Directors, Executive officers and members of the Supervisory Board of VietinBank and their related persons shall not disclose unpublished information of VietinBank to others or to conduct related transactions by themselves. 6. The Board of Directors assumes responsibility in determining, approving and maintaining Regulation on policies and management of significant transactions and related transactions.	
8	<b>Article 41. Validity, Amendment and Supplement of the Regulation</b>	1. This Regulation takes effect from the <del>date of signing</del> .	<b>Article 41. Validity, Amendment and Supplement of the Regulation</b>	1. This Regulation takes effect from ...../.../2026	Revising the effective date