



## CHARTER

### ON ORGANIZATION AND OPERATION OF VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

(Revised on 06/2024)

Hanoi, 25/6/2024

## INTRODUCTION

This Charter was duly approved in accordance with the Decision of the General Meeting of Shareholders at the meeting held on 27/4/2024 and the Decision of VietinBank's Board of Director on 25/6/2024

## CHAPTER I: DEFINITIONS

### Article 1. Interpretation

1. "**Charter capital**" means the total par value of shares of VietinBank which have been sold to shareholders.

2. "**Law on Credit institutions**" means the Law on Credit Institutions No. 32/2024/QH15 dated 18th January 2024.

3. "**Law on Enterprises**" means the Law on Enterprises No.59/2020/QH13 dated 17th June 2020, amended and supplemented according to the Law No.03/2022/QH15 dated January 11, 2022

4. "**Date of Establishment**" is the date on which VietinBank was granted with the Establishment and Operation License by the State Bank

5. "**State Bank**" means the State Bank of Vietnam.

6. "**VietinBank Managers**" comprise of Chairman of the Board of Directors, of members of the Board of Directors, General Director, Deputy General Directors..

7. "**Executive Officers of VietinBank**" are General Director, Deputy General Directors, Chief Accountant and branch managers of VietinBank

8. "**Vietnam**" means the Socialist Republic of Vietnam.

9. "**Shareholder**" means an organization or an individual that owns at least one Share of VietinBank.

10. "**Major shareholder**" is a shareholder who owns 05% (five percent) or more of the voting shares of VietinBank, including the shares that are indirectly owned by such shareholder.

11. "**Share**" means every equal portion that the Charter capital is divided into, and each portion is called a Share.

12. "**Share Certificate**" means a certificate issued by VietinBank, a book entry or electronic data certifying the ownership of one or a number of shares of VietinBank. VietinBank's share is registered share.

13. "**Related company**" means an enterprise whose charter capital is wholly or partially held by VietinBank, including subsidiaries and affiliated Companies.

14. **“Subsidiaries”**: A company is considered as a subsidiary of VietinBank if it falls within one of the following cases:

- a) VietinBank owns or VietinBank and related persons of VietinBank own over 50% of the Charter capital or over 50% of the number of voting shares of such company;
- b) VietinBank is entitled nominate the majority or the entire number of the members of the Board of Directors, Members’ Council or General Director (Director) of such company;
- c) VietinBank reserves the right to decide on the amendment and supplement to the charter of such company;
- d) VietinBank or VietinBank and Related persons of VietinBank are entitled to directly or indirectly control the approval of Resolutions, decisions of General Meeting of Shareholders, Board of Directors, and Members’ Council of such company.

15. **“Affiliated company”** means a company that VietinBank owns or VietinBank and Related persons of VietinBank own over 11% of the Charter capital or over 11% of voting Share capital, but is not a Subsidiary of VietinBank.

16. **“General Meeting of Shareholders”** includes all shareholders entitled to voting rights of VietinBank.

17. **“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 of VietinBank in accordance with the provisions of the law and regulations of VietinBank.

18. **“Dependent unit”** means a dependent cost-accounting unit of VietinBank, including branches, representative offices and non-business units.

19 . **“Family relatives”**, include: spouses, biological parents, adoptive parents, parents-in-law, biological children, adopted children, children-in-law, biological siblings, siblings-in-law, biological siblings of spouse.

20 . **“Related person”** means an organization, individual that has direct or indirect relationship with another organization, individual, falling into the following cases:

- a) A parent company with its subsidiary company and vice versa; a parent company with a Subsidiary of its Subsidiary company and vice versa; a credit institution with its subsidiary company and vice versa; a credit institution with a subsidiary of its Subsidiary and vice versa; Subsidiary companies of the same parent company or credit institution; Subsidiaries of subsidiary companies of the same parent company or of the same credit institution; Managers, supervisors, members of the Supervisory Board, legal representatives of a parent company or credit institution, individuals or organizations with competent authority to appoint such persons with the Subsidiary company and vice versa;

b) A company or credit institution with its managers, supervisors, members of the Supervisory Board, legal representatives of such company or credit institution, or with companies or organizations with competent authority to appoint such persons. and vice versa;

c) A company or credit institution with individual or institutional owners of 05% or more of its Charter capital or voting Share capital and vice versa;

d) An individual with his/her spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of spouses, children-in-law; biological siblings; half-siblings; brothers-in-law, sisters-in-law in relation to biological siblings or half-siblings (hereinafter referred to as spouse, parents, children, siblings); paternal and maternal grandparents; grandchildren; uncles, aunts, nephews and nieces;

dd) A company or credit institution with individuals having relationships with as mentioned in Clause d hereof of its managers, legal representatives and members of the Supervisory Board, or Supervisors and shareholders as owners of 5% or more of Charter capital or voting Share capital of such entity and vice versa;

e) An individual who is authorized to represent for the contributed capital of an organization or individual specified at Points a, b, c, d and dd of this Clause with his/her individual or institutional principal; individuals who are authorized to represent the contributed capital of the same organization with each other.

f) An enterprise with the another enterprise where individuals, companies and organizations specified at Points a, b, c, d, dd and e, Clause 23, Article 4 of the Law on Enterprises hold stake sufficient to control decision making of the company;

(g) Other legal entities, individuals with whom the relationship may create latent risks for the operation of a credit institution, foreign bank's branch as determined according to the internal regulations of such credit institution and foreign bank's branch or written requests of the State Bank through its inspection and supervision activities.

21. **“Law”** means any document listed in Article 4 of the Law on Promulgation of Legal Documents passed by the National Assembly of Vietnam on 22 June 2015, and if it is amended or supplemented, the documents then defined as legal normative documents under such amendments or supplements shall be included.

22 . **“Independent member of the Board of Directors”** means a member of the Board of Directors who satisfies the following requirements:

a) Satisfying criteria and conditions to become a member of the Board of Directors specified in the Law on Credit Institutions and this Charter;

b) Not being a person who is working for VietinBank or subsidiary of VietinBank or has worked for VietinBank or subsidiary of VietinBank for the last 03 consecutive years;

c) Not being a person who is entitled to receive regular wage and remuneration

provided by VietinBank except for remuneration received as a member of the Board of Directors;

d) Not having spouse, parents, children, siblings and spouse of such persons who are major shareholders of VietinBank, managers or supervisors, members of the Supervisory Board of VietinBank or its subsidiaries;

e) Not representatively owning of shares of VietinBank; not owning, together with related persons, directly or indirectly 01% or more of charter capital or voting share capital of VietinBank;

f) Not being a manager, member of the Supervisory Board of VietinBank at any time in the past 5 consecutive years.

23. **“Non-executive member of the Board of Directors”** is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant or Branch Manager of VietinBank.

24. **“Legal capital”** means the minimum level of capital that must be available as required by the Law to establish a Bank.

25. **“VietinBank”** is the abbreviation name in English of Vietnam Joint Stock Commercial Bank for Industry and Trade.

26. **“Days”** are calendar days, including dates on the official calendar issued by the Vietnamese government (the solar calendar), including non-working days (Saturday, Sunday, holiday days, Tet holiday).

27. **“Business days”** are days on the solar calendar, except weekend, holidays and Tet holiday in accordance with the Law and VietinBank’s regulations from time to time.

28. **“The Majority”** means over 50%.

29. In this Charter, any reference to a certain article or document shall include the amendments thereto or replacements thereof.

30. The headings (of chapters, articles of this Charter) are used for convenience in understanding the contents only and shall not affect the contents of the Charter.

31. Terms or expressions as defined in the Law on Enterprises and the Law on Credit Institutions (if such terms or expressions are not contrary to the subject or context) shall have similar meanings in this Charter.

## **CHAPTER II:**

### **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, AND DURATION OF OPERATION, LEGAL REPRESENTATIVE , CORPORATE SEAL OF VIETINBANK**

**Article 2. Name, Head office, branches, representative offices and duration of operation of VietinBank**

1. Name of the Bank

- Full name in Vietnamese: Ngân hàng Thương mại Cổ phần Công Thương Việt Nam

- Abbreviated name in Vietnamese: Ngân hàng Công Thương Việt Nam

- Full name in English: Vietnam Joint Stock Commercial Bank For Industry And Trade

- Abbreviated name in English: VietinBank.

2. Head office of VietinBank:

- Address: 108 Tran Hung Dao, Cua Nam Ward, Hoan Kiem District, Hanoi City

- Telephone: (84-24) 39421030

- Fax: (84-24) 39421032

- Website [www.VietinBank.vn](http://www.VietinBank.vn).

VietinBank is entitled to move one or a number of units in the head office to other places outside the head office in response to conditions according to regulations of the Law.

3. VietinBank is entitled to establish domestic branches, representative offices, and non-business units; establish and convert legal forms of overseas commercial presence, including branches, representative offices and other forms of commercial presence overseas in order to carry out VietinBank's objectives in compliance with the Resolutions of the Board of Directors, Decisions of the State Bank and the relevant Law.

4. Unless terminated prior to the expiry of the operation term in accordance with Article 78, going bankrupt in accordance with Article 79 of this Charter or extended in accordance with provisions of the Law, the term of operation of VietinBank is 99 years from the date of issuance of the Establishment and Operation License by the State Bank.

5. VietinBank's Establishment and Operation License is also the Business Registration Certificate.

**Article 3. Form and Legal Status**

1. VietinBank is organized in the form of a joint stock commercial bank which operates in accordance with its Charter and the Law.

2. VietinBank has the legal entity status in compliance with the prevailing Law of Vietnam. Rights and obligations of VietinBank's shareholders are limited within the amount of their contributed capital to VietinBank.

**Article 4. Legal representative:**

1. VietinBank has 01 Legal representative. Chairman of the Board of Directors is the Legal representative of VietinBank, except otherwise specified at Clause 02 of this Article

2. In case VietinBank has not got the Chairman of the Board of Directors, the General Director is the legal representative of VietinBank until the Chairman of the Board of Directors is elected.

3. The Legal representative of VietinBank exercises the rights and obligations prescribed by the Law, this Charter and internal regulations of VietinBank.

4. The legal representative of VietinBank must reside in Vietnam. In case of absence from Vietnam, he/she must authorize in writing another person who is a manager or an executive officer of VietinBank residing in Vietnam to exercise the rights and obligations of the legal representative of VietinBank.

5. VietinBank must notify the State Bank of the legal representative of VietinBank within 10 days from the date of election and appointment of the legal representative according to the provisions of VietinBank's Charter or from the date of change in the legal representative.

#### **Article 5. VietinBank's seals**

1. The seals include the seals made at the stamp-engraved establishment or a seal in the form of a digital signature according to the provisions of the Law on electronic transactions.

2. The Board of Directors of VietinBank decides on the type, quantity, form and content of the seals of VietinBank, branches, representative offices and other units of VietinBank.

3. The management and keeping of the seals shall comply with the internal regulations of VietinBank.

### **CHAPTER III: DEVELOPMENT STANDPOINT, LINES OF BUSINESS AND MISSION OF VIETINBANK**

#### **Article 6. Development standpoint, lines of business and mission of VietinBank**

1. VietinBank's development standpoint is a national commercial bank, playing a key and pillar role in the economy, serving the development of the country. The Bank always promotes its potential advantages, making the most of its internal resources, aligning the bank's growth with key economic sectors and regions of the country and actively participating in the integration process. Improving the quality and efficiency of growth, bringing the Bank to be on par with regional leading banks and securing sustainable development.

2. Field of business of VietinBank consists of financial and banking activities and other business activities in accordance with the Law on Credit Institutions.

3. VietinBank' mission is to be a pioneer bank in the development of the country on the basis of bringing optimal value to customers, shareholders and employees, partners and community.

4. Brand positioning: Improving the value of life.

### **Article 7. Scope of business and operation**

1 . VietinBank is entitled to undertake all business activities as specified in the license for establishment and operation issued by the State Bank (which is also the Business Registration Certificate), this Charter and in compliance with the Law.

2 . VietinBank may undertake business activities in other areas in accordance with the Law on Credit Institutions and relevant Law.

### **Article 8. Main activities of VietinBank**

1. Commercial banking activities

a) Fund mobilization

VietinBank is entitled to mobilize funds from domestic and overseas organizations and individuals in Vietnamese Dong, foreign currencies, gold and other financial instruments in the following forms as provided for by Law:

(i) Taking deposits;

(ii) Issuing certificates of deposit

(iii) Borrowing funds from other credit institutions, the State Bank and other organizations; and

(iv) Other forms of fund mobilization as provided for by law.

b) Credit activities

VietinBank is entitled to extend credit to domestic and overseas organizations and individuals in Vietnamese Dong, foreign currencies and gold in the following forms as regulated by Law:

(i) Short-, medium- and long-term loans to meet the demand for capital for purposes of production, business, services, livelihood and implementation of development investment projects;

(ii) Guarantees;

(iii) Financial leasing through Financial Leasing Company;

(iv) Discounting, re-discounting transferable instruments and other valuable papers;

(v) Factoring;

(vi) Letters of credit;

(vii) Other forms of credit extension.

c) Payment and cash services

(i) Opening accounts, providing payment and cash services for domestic and foreign customers as provided for by Law.

(ii) Setting up its internal payment system and participating in domestic and overseas payment systems; participating in international payment systems upon approval by the State Bank.

(iii) Trading and providing foreign exchange services, trading on domestic and overseas financial and monetary markets upon approval by the State Bank.

(iv) Engaging in gold trading on domestic and international markets upon approval by the State Bank;

(v) Providing trust services and acting as an agent in banking activities and in areas related to banking operation, including the management of assets, investment capital of domestic and overseas organizations and individuals in accordance with trust contracts and agent contracts.

(vi) Providing the following services:

- Directly providing financial and monetary consultancy services to customers or indirectly so doing by means of setting up a related company.

- Providing safekeeping services with respect to precious properties and valuable papers, providing vaults for rent, pawn services and other services.

(vii) Other businesses and banking services.

## 2 . Other banking activities

VietinBank is entitled to directly undertake investment banking activities or indirectly do so through its Subsidiaries or Affiliated Companies as regulated by Law. Investment banking activities comprise of:

a) Financial investments:

(i) Investing in and trading of valuable papers and securities.

(ii) Making capital contribution, purchasing shares in enterprises, credit institutions, projects; making capital investments in subsidiaries; other forms of capital contribution or capital investment as provided for by law.

(iii) Purchasing and selling all kinds of bonds, of which purchase and sales of corporate bonds must be carried out on the basis of conformity with provisions of prevailing laws.

b) Bond issuance

b) Securities services:

(i) Securities brokerage and proprietary trading, securities issue underwriting, securities issue agent, securities issue consultancy, corporate finance consultancy, investment consultancy and other consultancy services;

(ii) Managing and distributing investment fund certificates;

(iii) Securities custody services, and acting as a supervisory bank;

(iv) Providing clearing and settlement services for securities transactions according to the provisions of Point a, Clause 4, Article 56 of the Law on Securities;

(v) Other securities services.

d) Managing investment fund, investment portfolio, investment trust service.

e) Consultancy on mergers and acquisitions, corporate restructuring, debt trading as provided for by Law.

f) Trading in and providing domestic and overseas customers with derivative products of interest, foreign exchange, currencies and other financial assets.

g) Other investment banking activities as provided for by law.

### 3 . Insurance activities

VietinBank provides insurance services through an insurance company which is VietinBank's subsidiary and affiliated company or acts as an insurance agent (including insurance brokerage) for insurance companies as stipulated by the Law, including:

a) Life insurance;

b) Non-life insurance;

c) Re-insurance;

d) Other insurance services.

### 4 . Other activities

a) Derivative financial products upon approval by the State Bank;

b) Other financial, banking and investment services. Establishment of subsidiaries operating in the fields of assets management, exploitation, sales during the process of disposal of security assets for loans and of assets assigned by the State to VietinBank for debt recovery;

c) Being entitled to rent out assets under VietinBank's ownership, management and usage in accordance with the Law to ensure effectiveness, safety and capital development.

d) VietinBank is entitled to undertake other activities as provided for by Law.

### **Article 9. Restrictions to ensure safety for the Bank's operation**

During its course of operation, VietinBank shall comply with regulations on restrictions to ensure safety for its operation in accordance with the Law on Credit Institutions and relevant laws and regulations.

### **Article 10. Application of international treaties and international trade practices**

1. VietinBank shall apply international treaties related to banking activities to which Vietnam is a signatory or has acceded.

2. VietinBank may negotiate with its customers to apply international practices

issued by the International Chamber of Commerce or other international practices if such practices are not contrary to the basic principles of Vietnamese laws.

**Article 11. Political-social organizations within the Bank**

1. Political-social organizations within VietinBank shall operate in compliance with the Constitution and the Law of Vietnam and their Charters which are in accordance with the legal provisions.

2. VietinBank respects and enables its employees to establish and participate in the operation of the organizations as stated in Clause 1 of this Article.

**CHAPTER IV:  
CHARTER CAPITAL, SHARES, SHARE CERTIFICATES, SHAREHOLDERS**

**Article 12. Charter capital**

1. Charter capital of VietinBank is 53,699,917,480,000 Vietnamese Dong (Fifty-three trillion, six hundred ninety-nine billion, nine hundred and seventeen million, four hundred and eighty thousand Vietnamese dongs).

2. Charter capital is accounted in Vietnamese Dong (VND).

3. Charter capital may be used for purposes and with ratios as regulated by Law.

4. Increase and decrease of Charter capital:

VietinBank may increase or decrease its Charter capital on the basis of the decision of the General Meeting of Shareholders in accordance with this Charter and relevant legal provisions. The increase or decrease of Charter capital shall only be undertaken upon approval by the State Bank.

**Article 13. Shares**

1. Each share of VietinBank has the par value of 10,000 Vietnamese Dongs. The total number of shares of VietinBank is computed by dividing its Charter capital to the par value of one Share.

2. All the Shares of VietinBank as of the date of approval of this Charter are Ordinary shares.

3. Preference share:

VietinBank may issue one or many types of preference shares upon approval by the General Meeting of Shareholders and in compliance with the provisions of the Law. Ordinary shares cannot be converted into Preference shares.

4. Each share of the same type will give its holder equal rights, obligations and interests.

**Article 14. Share offering**

1. Share offering means that VietinBank increases the number of shares, types of shares that may be offered for sale in order to raise Charter capital.

2. Share offering may be conducted in one of the following forms:

a) Offering to existing shareholders;

b) Public offering;

c) Private placement.

3. The share offering of VietinBank is implemented in accordance with provision of the Law on securities

4. Where VietinBank issues additional ordinary shares and offers such shares to all ordinary shareholders in proportion to the respective number of shares of VietinBank they currently hold, the Share offering procedures shall be implemented in accordance with the provisions of the Law and VietinBank's regulations from time to time.

5. Shareholders have the right to transfer their preemptive right to purchase shares to other people.

6. If the shares expected to be offered for sale are not fully subscribed by Shareholders and the receivers of preemptive rights, the Board of Directors may sell the remaining shares to Shareholders of VietinBank or other persons provided that the offering conditions of such remaining shares are not more favorable than the conditions offered to Shareholders, unless otherwise approved by the General Meeting of Shareholders or provided for by the Law on securities.

7. Shares will be deemed to have been sold when they are fully paid and the information of the purchasers as stipulated in Clause 1 Article 20 of this Charter is fully recorded in the Shareholder Register; from such point of time, the purchasers of such shares shall become shareholders of VietinBank.

8. Upon full payment for the Shares, VietinBank shall issue and deliver the Share Certificates to the purchasers; In case of non-delivery of the share certificates, the information of the purchasers as stipulated in Clause 1 Article 20 of this Charter shall be recorded in the Shareholder Register to certify the share ownership of such shareholders in VietinBank.

9. VietinBank shall register the change of Charter capital within 10 days from the date of completing the sale of Shares.

### **Article 15. Sale of shares**

The Board of Directors decides the timing, method and the selling price of shares. The selling price shall not be lower than the market price at the time of share offering or the most recently recorded book value of Share, except for the following cases:

1. Shares initially offered to those who are non-founding shareholders.

2. Shares offered to all shareholders in proportion to their existing shareholding

percentage at VietinBank.

3. Shares offered to brokers or underwriters. In this case, the discount amount or the discount rate must be approved by the General Meeting of Shareholders;

### **Article 16. Redemption of Shares**

#### **1. Redemption of Shares at the request of VietinBank**

VietinBank is entitled to redeem no more than 30% of the total number of Ordinary shares sold, a part or whole of preference shares sold in compliance with the following provisions:

a) The Board of Directors of VietinBank has the right to decide on redemption of up to 10% of the total number of shares of each type offered in 12 months. In other cases, the redemption of Shares shall be decided by the General Meeting of Shareholders.

b) The Board of Directors shall decide the price for the redemption of shares. With respect to ordinary shares, the redemption price shall not be higher than the market price at the time of redemption except for the cases stipulated in point c of this Clause. For other types of shares, if VietinBank and related shareholders do not agree otherwise, the redemption price must not be lower than the market price.

c) VietinBank may redeem shares of each shareholder in proportion to such shareholder's shareholding percentage in VietinBank, following the below procedures and order:

(i) The decision on redemption of shares of VietinBank must be notified in the way ensuring that the notice will reach all shareholders within 30 Days from the date on which the decision is approved. The notice must include the name and address of the head office of VietinBank, the total number of Shares and class of Shares to be redeemed, the redemption price or the principles for determining the redemption price, procedures and payment schedule, procedures and deadline for shareholders to offer their shares to VietinBank.

(ii) Shareholders who agree to sell their shares must send their written consent on the sale of share to VietinBank by a method guaranteed to reach the Bank within 30 days from the date of notification. The written consent on the sale of Shares must contain full name, contact address, 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 owned and number of Shares to sell; payment methods; signature of Shareholder or its legal representative. VietinBank will only redeem the Shares within the time-limit as mentioned above.

#### **2. Redemption of shares at the request of shareholders**

a) A shareholder is entitled to request VietinBank to redeem his/her shares if such shareholder has voted against VietinBank's resolution on re-organization or alteration of the rights and obligations of shareholders as stipulated in the Charter of VietinBank. The

request must be in writing and comprise of the name, address of the Shareholder, number of Shares of each type, the proposed selling price and the reasons for such redemption request. The request must be sent to VietinBank within 10 days from the date on which the General Meeting of Shareholders approves the decision on matters referred to in this Clause.

b) VietinBank must redeem Shares at request of a Shareholder as stipulated in Point a Clause 2 of this Article at market price or negotiated price within 90 days from the date of receipt of such request. If an agreement on the price cannot be reached, the parties may request a valuation agency to determine the price. VietinBank will introduce at least 3 valuation agencies for the Shareholder to select and such selection shall be the final decision.

3. Conditions for payment and dealing with redeemed Shares:

a) VietinBank is only entitled to redeem shares from shareholders as stipulated in clauses 1 and 2 of this Article if, after making payment for the redeemed shares, VietinBank shall still be able to comply with prudent ratios as regulated by the State Bank, secure sufficient legal capital as regulated by the law and pay off its due debts and other liabilities.

b) All shares that are redeemed in conformity with Clauses 1 and 2 of this Article shall be deemed as unsold shares. In case of share redemption which leads to the decrease in VietinBank's Charter capital, prior approval by the State Bank is mandatory. VietinBank has to carry out procedures for charter capital reduction in correspondence with the total par value of shares redeemed by VietinBank within 10 days from the date of completion of payment for redeemed shares, except where securities legislation provides otherwise.

c) Share certificates certifying the ownership of the redeemed shares must be destroyed immediately after the full payment for such shares has been made. The Chairman of the Board of Directors and General Director must be jointly liable for any losses to VietinBank caused by their failure to destroy or delay in destroying such share certificates.

d) If the full payment for redeemed shares results in a decrease of more than 10% in the total value of VietinBank's assets recorded in its accounting books, the Bank must notify such information to all of its creditors within 15 Days from the date of making such payment.

**Article 17. Transfer of shares**

1. All shares may be freely transferable unless otherwise provided for by this Charter and by Law.

2. If shareholders have a commitment or agreement with VietinBank to not transfer their shares, then their shares shall only be transferred according to the committed or agreed terms and conditions except otherwise provided for by Law.

3. The transfers may be executed under contracts or on the securities markets. In case of transfer under contract, the transfer documents must be signed by the transferor

and transferee or by their authorized representatives. In case of transacting on the stock market, the order and procedures for transfer shall comply with the provisions of the Law on securities.

4. Shareholders are entitled to give part or all of their shares in VietinBank to other individuals or organizations or use their Shares to pay debts. The individual or organization who receives the Share or receives such Shares as a repayment of a debt will become a Shareholder of VietinBank.

5. Shares which have not been fully paid are not transferable and not eligible to enjoy related rights such as the right to receive dividends, the right to receive Share certificates issued to raise share capital from owners' equity, the right to buy new Share certificates offered for sale and other benefits as prescribed by Law.

6. VietinBank must obtain approval from the State Bank in writing before commencing any procedure for changing the following: Purchase and transfer of shares, leading to becoming a Major shareholder

7. An individual Shareholder and representative for the contributed capital of an institutional Shareholder being a member of the Board of Directors, Supervisory Board or General Director of VietinBank shall not be entitled to transfer his/her Shares during his/her incumbency;

The representative of the contributed capital specified in this clause does not include the representative of the State's capital contribution at VietinBank.

8. When dealing with consequences caused by individuals as members of Board of Directors, members of Supervisory Board and the General Director in accordance with a resolution or decision of the General Meeting of Shareholders or decision of the State Bank, they shall not be entitled to transfer their shares unless falling into one of the following cases:

a) They are authorized representatives of institutional shareholders which are merged, acquired, split, dissolved and bankrupt as stipulated by Law;

b) They are forced to transfer their Shares according to legally effective Court judgments and decisions.

c) They transfer their shares to other investors in order to implement the recovery plan, the plan to transfer the entire contributed capital or the forced transfer plan that has been approved.

9. VietinBank must register the change in Shareholders in the Shareholder Register at the request of related Shareholders within 24 hours after receiving the request as provided for in this Charter.

### **Article 18. Inheritance of shares**

1. The inheritance of Shares shall be undertaken in accordance with this Charter, legal provisions on inheritance and other relevant laws and regulations.

2. Upon the death of an individual Shareholder, his/her inheritor according to the will or by Law shall become a Shareholder of VietinBank.

3. The inheritor of the Shares held by members of the Board of Directors, members of Supervisory Board and other managers shall be entitled to possess such Shares but not automatically be successor of their membership.

4. Where the Shares of an individual Shareholder who dies without an inheritor, or the inheritor refuses to inherit or the inheritor is disinherited, such shares shall then be settled in accordance with the civil law.

### **Article 19. Share ownership limit**

1. An individual Shareholder shall not own Shares of more than 5% of the Charter capital of VietinBank.

2. An individual Shareholder shall not own Shares of more than 10% of the Charter capital of VietinBank.

3. A Shareholder and the Related persons of such Shareholder shall not own more than 15% of the Charter capital of VietinBank. A Major shareholder of VietinBank and Related persons of such Shareholder must not own 5% or more of the Charter capital of another credit institution.

4. The provisions in clauses 2 and 3 of this Article shall not apply to the following cases:

a) State ownership of shares in VietinBank;

b) Share ownership of foreign investors specified in Clause 7 of this Article.

5. An individual or organization holding convertible bonds shall comply with Share ownership limit in this Article after conversion of bonds into Shares.

6. Share ownership ratio specified in Clauses 1 and 2 of this Article includes indirectly owned shares. The share ownership ratio specified in Clause 3 of this Article includes shares entrusted by shareholders to other organizations or individuals to purchase and does not include ownership of shares by related persons that are subsidiaries of such shareholder according to the provisions of Point a, Clause 9, Article 4 of the Law on Credit Institutions and the provisions of Point a, Clause 14, Article 1 of this Charter.

7. Foreign investors may buy shares of VietinBank according to regulations of the Law.

### **Article 20. Shareholder Register**

1. A Shareholder Register shall be made and kept in the form of either written document or electronic file or both from the date of VietinBank's equitization. The Shareholder Register must contain the main contents below:

a) Name, address of the Head Office of VietinBank.

b) Total number and types of Shares eligible for sale and total number of shares of each type eligible for sale.

c) Total number of Shares sold of each type and value of paid-up Share capital.

d) 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.

e) Number of Shares of each type owned by each Shareholder and the date of Share registration.

2. The Shareholder Register shall be kept at the head office of VietinBank or other agencies mandated to keep Shareholder Register. Shareholders have the right to check, search, extract or copy names and contact address of VietinBank's Shareholders in the Shareholder Register.

3. Where the Shareholder transfers his or her Shares between the finalization of the list of Shareholders and the time of dividend payment, the transferor shall be entitled to receive the dividends from VietinBank.

4. Where a shareholder changes his or her contact address, such Shareholder must promptly notify VietinBank of such change in order for the latter to update the Shareholder Register. VietinBank is not responsible for failure to contact the shareholder resulting from the fact that VietinBank is not notified of such change.

## **Article 21. Share certificate**

1. Shareholders of VietinBank shall be granted with share certificates corresponding to the number of Shares and types of Shares they own, except for cases stipulated in the Clause 5 of this Article.

2. A Share certificate of VietinBank shall contain the following major contents:

a) Name, Enterprise code, address of the Head office of VietinBank.

b) Number and types of Shares.

c) Par value of each Share and total par value of Shares recorded in the Share certificate.

d) 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.

e) Signature of the legal representative of VietinBank.

f) Registration number in the Shareholder Register of VietinBank and issuing date of share certificates.

g) Other contents as stipulated in Articles 116, 117 and 118 of the Law on Enterprises in relation to Certificate of Preference Shares, if any.

3. If Shares are issued in the form of certificates, VietinBank must issue Share certificates to shareholders within 30 days from the date shareholders fully pay the Share subscription amount to VietinBank for the case of Charter capital raising of VietinBank.

4. In case of loss or ruin or damage in other forms of the Share certificate, that Share certificate will be re-issued to the Shareholder by VietinBank at the Shareholder's request. Re-issuance application form shall include following contents:

a) Information on the Share certificate that has been lost, ruined or damaged in other forms;

b) Commitment to taking responsibility for disputes arisen from re-issuance of the Share certificate

5. VietinBank may issue Shares in the form of book-entry. The Board of Directors may issue written regulations on the issuance, transfer and other issues related to these types of Shares as provided for by Law.

### **Article 22. Other securities certificates**

Other securities certificates of VietinBank are issued with the signature of the legal representative and seal of VietinBank.

### **Article 23. Rights of shareholders**

1. Ordinary shareholders shall have the following rights:

a) To attend, express opinions in the General Meeting of Shareholders and vote either directly or through their authorized representatives. Each ordinary share shall carry one vote.

b) To nominate other people as candidates for the Board of Directors, the Supervisory Board in accordance with this Charter. The list of candidates must be sent to the Board of Directors within the deadline prescribed by the Board of Directors.

c) To receive dividends at the rate prescribed in the resolution of the General Meeting of Shareholders.

d) To be given preemptive right to purchase new shares offered for sale in pro-rata to the percentage of ordinary shares held by each shareholder in VietinBank.

e) To transfer shares and share purchase rights to other shareholders of VietinBank or other organizations and individuals according to the provisions of Law and VietinBank's Charter.

f) To view, look up and make an extract of the information on the name and contact address in the list of shareholders having voting rights; to request the amendment of inaccurate self information.

g) To view, look up and make an extract or copy of VietinBank's Charter, the book of minutes of General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders.

h) To be shared the remaining properties corresponding to the number of shares owned at VietinBank when VietinBank is dissolved or goes bankrupt.

i) To authorize in writing to other persons to perform their rights and obligations. The authorized person is not allowed to stand for election as his/her own.

k) Other rights as provided for by law and this Charter.

2. Shareholders who own shares with voting preferences, dividend preferences, and refund preferences exercise their rights in accordance with the provisions of law and VietinBank's Charter.

3. A Shareholder or a group of Shareholders owning from 05% or more of total ordinary Shares of VietinBank shall have the following rights:

a) To review and make an extract of the book of meeting minutes, resolutions, and decisions of the Board of Directors, bi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to the Board of Directors' approval and other documents, except for documents related to trade or business secrets of VietinBank.

b) To request the convening of a General meeting of Shareholders in the following cases:

(i) The Board of Directors seriously violates the rights of shareholders, duties of the Managers of VietinBank or makes decision beyond its authority.

(ii) The request for convening a General Meeting of Shareholders must be made in writing and 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 and Share registration date of each Shareholder, total number of Shares held by a group of Shareholders and the percentage of ownership in the total number of Shares of VietinBank, the grounds and reasons for such request to convene the General meeting of Shareholders. The request must be accompanied with documents and evidence proving the violations of the Board of Directors, the level of violation or the decisions which are made beyond its authority.

c) To request the Supervisory Board to examine each specific issue related to the management, running of VietinBank's operations when deemed necessary. The request must be in writing and must contain the following: 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 and Share registration date of each Shareholder, total number of Shares held by a group of Shareholders and the percentage of ownership in the total number of Shares of VietinBank, matter(s) for and purpose of examination.

d) Other rights as provided for by Law and this Charter.

4. A Shareholder or a group of Shareholders holding from 05% or more of total ordinary Shares of VietinBank shall have the right to nominate candidates to the Board of Directors and Supervisory Board. Board of Directors and the Supervisory Board nomination shall follow the below rules:

a) Ordinary Shareholders who form a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the group meeting to Shareholders attending the meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, a Shareholder or group of Shareholders stipulated in this Clause may nominate one or more people under the decision of the General Meeting of Shareholders as candidate(s) for the Board of Directors and Supervisory Board membership. 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 candidates shall be nominated by the Board of Directors, the Supervisory Board and other Shareholders.

5. The right to appoint an authorized representative of an institutional Shareholder.

a) An authorized representative of an institutional Shareholder of VietinBank must be an individual authorized in writing to act on behalf of such Shareholder to exercise rights and perform obligations in accordance with the provisions of Law and the Charter of VietinBank.

b) An institutional shareholder who owns: From 5% to less than 10% of the total number of Ordinary Shares may authorize up to 01 representative; from 10% to less than 30% of the total number of Ordinary Shares may authorize up to 02 representatives; from 30% to less than 40% of the total number of Ordinary Shares may authorize up to 03 representatives; from 40% to less than 50% of the total number of Ordinary Shares may authorize up to 4 representatives; from 50% or more of the total number of Ordinary Shares may authorize representatives equal to the number of candidates nominated to the Board of Directors.

c) The appointment of an authorized representative of an institutional Shareholder must comply with the provisions of the Law and the Charter of VietinBank.

#### **Article 24. Obligations of shareholders**

1. To comply with the Charter and internal regulations of VietinBank; execute Resolutions of the General Meeting of Shareholders and the Board of Directors.

2. To attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:

a) To attend and vote directly at the meeting;

b) To authorize other individuals, organizations to attend and vote at the meeting;

c) To send voting papers to the meeting via post, fax, email;

d) To attend and vote through online conferences, electronic voting or other electronic forms.

3. To make full payment corresponding to the number of shares committed to purchase within the time-limit prescribed by VietinBank, to be responsible for the debts and other liabilities of VietinBank within the paid-up Share capital amount;

4. Not to be allowed to withdraw the paid-up share capital from VietinBank in any form which causes a reduction in Charter capital of VietinBank except for cases specified in Article 65 of the Law on Credit Institutions.

5. To take personal responsibility when acting in the name of VietinBank in any form to undertake any one of the following acts:

a) To violate the law;

b) To conduct business and other transactions for personal benefits or for benefits of other organizations or individuals.

6. To take responsibility before the law for the legality of the sources for fund for capital contribution, purchase and receipt of share transfer in VietinBank; not to use credit facilities granted by credit institutions or foreign banks' branches or proceeds from issuance of corporate bonds for purchase or receipt of shares of VietinBank; Not to contribute capital or purchase shares of VietinBank under the name of other individuals or legal entities in any form, except for cases of entrustment in accordance with the provisions of law.

7. Shareholders who receive investment trusts from other organizations and individuals must provide VietinBank with information on the actual owners of the Shares in VietinBank that they are entrusted to invest in. VietinBank reserves the right to suspend the Shareholder rights of Shareholders as investment trustees in case these shareholders do not provide information or provide incomplete or inaccurate information about the real owners of the Shares.

8. To protect the prestige, assets, benefits of and keep confidential information of the operations of VietinBank.

9. To keep the information provided by VietinBank confidential in accordance with the Charter of VietinBank and the Law; to only use the information provided to exercise and protect self legitimate rights and interests; to strictly refrain from distribution or replication, sending of information provided by VietinBank to other organizations or individuals.

10. To perform other obligations in accordance with the prevailing Law.

## **CHAPTER V: MANAGEMENT STRUCTURE OF VIETINBANK**

### **Article 25. Management Structure of VietinBank**

The management structure of VietinBank comprises of:

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

**Section 1:**  
**General Meeting of Shareholders.**

**Article 26. General Meeting of Shareholders.**

1. The General Meeting of Shareholders is most powerful decision-making body of VietinBank. The General meeting of Shareholders is organized in the form of annual General Meeting of Shareholders, Extraordinary General Meeting of Shareholders, or consulting opinions of shareholders in writing. The General Meeting of Shareholders must be held annually within 4 months from the end of a fiscal year. The Board of Directors may decide to delay the Annual General Meeting of Shareholders when necessary, but no more than 6 months from the end of a fiscal year.

2. The Board of Directors convenes the Annual General Meetings of Shareholders and elects the appropriate venues. The Annual General Meeting of Shareholders decides matters in accordance with the provisions of the Law and this Charter, especially the annual financial statements. In case the audited annual financial statements of VietinBank contain material qualified opinions, adverse opinions or disclaimer of opinion, VietinBank must invite the representative of the audit firm approved to audit the financial statements of VietinBank to attend the Annual General Meeting of Shareholders and the representative of such audit firm shall be responsible for attending the Annual General Meeting of Shareholders of VietinBank.

3. An extraordinary General meeting of Shareholders shall be convened by the Board of Directors in the following cases:

- a) The Board of Directors deems it necessary for the interest of VietinBank;
- b) The quantity and component of members of the Board of Directors, of the Supervisory Board are not in compliance with the provisions of the Law and this Charter;
- c) At the request of a Shareholder or a group of Shareholders owning more than 10% of the total number of Ordinary Shares at the request of a Shareholder or a group of Shareholders owning from 05% or more of the total number of Ordinary shares of VietinBank for the case mentioned in Item (i), Point b, Clause 3, Article 23 of this Charter;
- d) At request of the Supervisory Board;
- e) To decide on the contents at the request of the State Bank upon occurrence of an event that affects the secure operations of VietinBank.
- f) Other cases in accordance with the provisions of the Law.

4. Timeline to convene the Extraordinary General Meeting of Shareholders.

a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date of occurring one of the events prescribed in Clause 3 of this Article;

b) Where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, the Supervisory Board, within the following 30 days, shall replace the Board of Directors to convene the General Meeting of Shareholders in compliance with the provisions of this Charter and the Law;

c) Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, a Shareholder or a group of Shareholders as prescribed in Clause 3 of this Article has the right to represent VietinBank to convene the General Meeting of Shareholders according to regulations.

5. The venue of the meeting of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.

6. All necessary expenses for convening and conducting the General Meeting of Shareholders as specified in clauses 3, 4 of this Article 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 meals, accommodation and travel expenses.

7. Where the Board of Directors, Supervisory Board fail to fulfill their duties as specified in Clauses 3 and 4 of this Article, the Chairman of the Board of Directors, the Head of Supervisory Board shall be responsible before the law and compensate for any damages to VietinBank.

### **Article 27. Powers and duties of the General Meeting of Shareholders**

The General meeting of Shareholders has the following powers and duties in accordance with the provisions of this Charter and the Law:

1. To approve the development orientation of VietinBank.

2. To approve the annual financial statements; the plan for distribution of profit after completing tax obligations and other financial obligations of VietinBank.

3. To approve the plan to change the Charter Capital; to approve Share offering plan, including types of Shares and number of new Shares to be offered for sale; To approve the plan to issue convertible bonds.

4. To approve plan on capital contribution, purchase or sale of Shares, contributed capital of VietinBank at other enterprises and credit institutions if the capital contribution value, expected purchase price or book value, in case of selling shares or capital contributions, is 20% or more of VietinBank's charter capital as recorded in the latest audited financial statements;

5. To approve contracts or other transactions worth 20% or more of VietinBank's Charter capital as recorded in the latest audited financial statements, signed between VietinBank and the members of the Board of Directors, the members of the Supervisory Board, the General Director, the Major Shareholders of VietinBank, Related persons of the managers, the members the Supervisory Board, the Major shareholders of VietinBank; the subsidiaries or the affiliated companies of VietinBank and other persons according to Clause 1 Article 62 of this Charter.

6. To approve the decision on investment in, purchase or sale of fixed assets of VietinBank if the investment amount or expected purchase price, in case of selling fixed assets, is worth 20% or more of VietinBank's Charter capital as recorded in the latest audited financial statements.

7. To approve the plan on redemption of the issued Shares.

8. To approve the Charter of VietinBank and the amendments and supplements thereto;

9. To make decisions on the rates of remuneration, bonus and other benefits for the members of the Board of Directors, Supervisory Board and operation budget of Board of Directors and Supervisory Board.

10. To decide on the split, merge, conversion of legal forms, dissolution or request the Court to take bankruptcy proceedings of VietinBank.

11. To decide the number of members of the Board of Directors and Supervisory Board of each term of service; To elect, remove or dismiss, elect for supplement and replacement of members of the Board of Directors and members of Supervisory Board in accordance with qualifications and conditions stipulated by the Law and this Charter.

12. To review and deal with violations of the Board of Directors and the Supervisory Board causing damages to VietinBank and Shareholders of VietinBank .

13. The Annual General Meeting of Shareholders is responsible for approving Reports of the Board of Directors and the Supervisory Board on the performance of their assigned powers and duties;

14. To make decision on remedies for significant financial changes of VietinBank.

15. To make decision on establishing or converting legal forms of commercial presence overseas and Subsidiaries of VietinBank.

16. To make decision on selection of independent auditing firms according to the provisions of Article 59 of the Law on Credit Institutions.

17. To decide the management structure of VietinBank.

18. To approve the internal governance regulations, regulations on the organization and operation of the Board of Directors and the Supervisory Board.

19. To approve the expected remedial plan in case of early intervention according

to the provisions of Article 143 of the Law on Credit Institutions.

20. Other rights and duties as prescribed by Law and this Charter.

### **Article 28. The right to attend the General Meeting of Shareholders**

1. Shareholders, authorized representatives of institutional Shareholders may directly attend the meeting or authorize one or a number of other individuals or organizations to attend the meeting or to attend the meeting through one of the forms prescribed in Clause 2, Article 24 of this Charter.

2. Where a Shareholder is an organization recently subject to merger, consolidation or an individual or organization inheriting the rights and obligations of a Shareholder within the period from the date of finalization of the list of Shareholders to the opening date of the General Meeting of Shareholders, such individual, organization that inherits the shareholder rights shall have the right to attend the General Meeting of Shareholders to the extent of the number of shares they legally own.

3. The authorization for representative individuals or organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document is made in accordance with provisions of the Civil Law and must clearly state the name of the authorized individual or organization and the number of Shares authorized to represent. The authorized individual, organization must present the authorization document upon registration to attend the meeting and before entering the meeting room.

4. Votes of the person authorized to attend the meeting within the scope of authorization is still valid upon occurrence of one of the following cases:

- a) The principal is dead, has limited civil act capacity or has lost his/her civil act capacity;
- b) The principal has rescinded the appointment of authorization;
- c) The principal has rescinded the authority of the authorized person.

This provision does not apply in case VietinBank receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is re-convened.

5. Where shares are transferred in the period between the date of finalization of the list of Shareholders and opening date of the General Meeting of Shareholders, the transferee shall have the right to attend the General meeting of Shareholders.

### **Article 29. Change of rights**

1. Changing or canceling special rights attached to a type of Preference Shares is valid when approved by Shareholders representing 65% or more of the total number of votes of all attending Shareholders. A Resolution of the General Meeting of Shareholders on the content that adversely change the benefits and obligations of Preference Shareholders is only approved if ratified by holders of 75% or more of the total number of

same type of Preference Shares who attend the meeting or ratified by holders of 75% or more of the total number of same type of Preference Shares in case of adoption of a resolution in the form of obtaining written opinion.

2. Procedures for conducting such separate meetings shall be similar to those specified in Articles 31 and 33 of this Charter.

3. Unless otherwise specified by the provisions regarding Share issuance, the special rights attached to various types of Shares with privileged rights for some or all of the issues related to the distribution of profit or assets of VietinBank shall remain unchanged when VietinBank issues additional Shares of the same type.

**Article 30. Convening, agenda and announcement of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened by the Board of Directors or in the cases stipulated in point b or c of clause 4 of Article 26 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Preparing the list of Shareholders who are eligible to attend and vote in 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 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.

b) Preparing the agenda and contents of the meeting;

c) Preparing documents for the meeting;

d) Drafting the resolution of the General Meeting of Shareholders according to the expected content of the meeting; preparing the list and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;

e) Determining the time and venue of the meeting;

f) Notifying and sending invitation of the General Meeting of Shareholders to all shareholders eligible for attending the meeting;

g) Other work serving the meeting

3. 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.

The meeting invitation letters are sent to all Shareholders in a way to ensure they reach the Shareholders' contact addresses and at the same time disclosed on website of VietinBank, State Securities Commission and Stock Exchange where VietinBank's shares are listed or registered for trading; VietinBank may publish the invitation on daily central or provincial magazines if deemed necessary,

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 materials accessible by Shareholders, including:

- a) The agenda and materials used in the meeting;
- b) Voting cards.

4. A Shareholder or a group of Shareholders in accordance with clause 3 of Article 23 of this 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 3 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 matters proposed to be included in the meeting agenda.

5. The conveners of the General Meeting of Shareholders shall have the right to reject the proposal as specified in Clause 4 of this Article no later than 2 business days prior to the opening of the General Meeting of Shareholders. The rejection must be in writing with reasons clearly stated. The conveners of the General Meeting of Shareholders may only reject the proposals in one of the following cases:

- a) The proposal is sent in a way contrary to the provisions of this Article 4;
- b) The matters that are proposed to be included in the meeting agenda do not fall within the jurisdiction of the General Meeting of Shareholders;
- c) Other circumstances which are in accordance with provisions of the law and of this Charter.

6. The conveners of the General Meeting of Shareholders must accept and incorporate the proposals specified in Clause 4 of this Article to the tentative meeting agenda except for cases specified in clause 5 of this Article; the proposals shall be officially included in the meeting agenda if they are approved by the General Meeting of Shareholders.

**Article 31. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted if the number of participating Shareholders represents for at least 65% of the total votes.

2. If the conditions for the first meeting as per Clause 1 of this Article are not met, the meeting may be reconvened within 30 Days from the proposed opening date of the first meeting. The General Meeting of Shareholders which is reconvened shall only be conducted if the number of participating shareholders and authorized representatives represents at least 51% of the total votes.

3. If the conditions for the second meeting as per Clause 2 of this Article are not met, the meeting may be reconvened within 20 Days from the intended opening date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the number of votes of participating shareholders or authorized representatives and shall be deemed valid and shall have the right to decide on all issues which may be approved by the first General Meeting of Shareholders.

4. Only the General Meeting of Shareholders may change the meeting agenda which is enclosed with the meeting invitation in accordance with Article 142 of the Law on Enterprises and the provisions of this Charter.

**Article 32. Procedures for the conducting of and voting at the General Meeting of Shareholders**

1. On the date of organizing the General meeting of Shareholders, Shareholders eligible to attend the meeting in accordance with the list of shareholders shall register to attend the meeting and such registration procedures shall continue until all shareholders eligible to attend the General Meeting of Shareholders who present at the meeting have registered.

2. Upon Shareholders' registration, VietinBank shall give each Shareholder or each authorized representative with voting rights a voting card which contains registration number, full name of Shareholder, full name of authorized representative and the number of votes of such Shareholder.

3. Chairperson, secretary and vote-counting committee of the General Meeting of Shareholders.

a) The Chairman of the Board of Directors shall act as the chairperson of or authorize a member of the Board of Directors to chair the Meetings of Shareholders which are convened by the Board of Directors; where the Chairman of the Board of Directors is absent or temporarily loses working capability, the remaining members of the Board of Directors shall elect a Chairperson of the Meeting on the majority principle; in case of failure in electing a Chairperson, Head of the Supervisory Board will guild the General Meeting of Shareholders to elect a Chairperson of the Meeting and the person who receives the highest number of votes shall become the Chairperson of the meeting.

b) Unless otherwise stipulated in point a of this clause, the person who signs the

decision to convene the General Meeting of Shareholders shall chair the General Meeting of shareholders to elect a Chairperson of the meeting and the person who receives the highest number of votes shall become the Chairperson of the meeting.

c) The Chairperson of the meeting shall nominate one or several people as the secretary/secretaries to prepare the minutes of the General Meeting of Shareholders.

d) The General Meeting of Shareholders shall elect a Vote-counting Committee at the request of the Chairperson of the meeting.

4. The meeting agenda and content must be approved by the General Meeting of Shareholders during its opening session. The agenda must specify clearly and in detail the time allocated to each subject matter within the meeting content.

5. The General Meeting of Shareholders shall discuss and vote for each of the matters 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.

6. Shareholders or authorized representatives who come to the General Meeting of Shareholders after the opening of the meeting shall be entitled to register and vote immediately after registration. In this case the validity of previous voting sessions remains intact.

7. The convener or chairperson of the General Meeting of Shareholders has the following rights:

a) To request all participants of the meeting to be checked or subject to other lawful and due security measures to ensure the safety of the meeting.

b) To request a competent authority to maintain the order of the meeting; expel from the meeting any person who fails to abide by the Chairperson’s right to control the meeting or intentionally disturbs or obstructs the normal progress of the meeting or fails to comply with the security checking requirements.

8. The Chairperson of the General Meeting of Shareholders may adjourn the General Meeting of Shareholders, for which sufficient participants have registered, to another time within the timeframe of no more than 3 days from the intended opening date. The adjournment and change to the venue of the meeting shall only be allowed in the following cases:

a) The meeting venue fails to sufficiently accommodate all participants;

b) The facilities at the meeting venue fails to ensure the engagement, discussion and voting of the participants;

c) There is attendee interfering, disrupting, threatening the fair and lawful progress of the meeting.

9. If the General Meeting of Shareholders is adjourned or postponed by the Chairperson contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the participants to replace the Chairperson to chair the meeting until the end of the meeting; all resolutions approved at the meeting shall be deemed enforceable.

10. The Chairperson may take measures that he/she deems 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.

**Article 33. Ratification of decisions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall ratify resolutions within its jurisdiction in the form of voting at the meeting or obtaining written opinions. The Annual General Meeting of Shareholders shall not be organized by way of obtaining written opinions.

2. Voting at the General Meeting of Shareholders is requested to make decision on the below items:

a) To approve the development orientation of VietinBank.

b) To decide the number of members of the Board of Directors and Supervisory Board of each term of service; To elect, remove or dismiss, elect for supplement and replacement of members of the Board of Directors and members of Supervisory Board in accordance with qualifications and conditions stipulated by the Law and this Charter.

c) Within its jurisdiction, to review and deal with violations of the Board of Directors and the Supervisory Board causing damage to VietinBank and its Shareholders.

d) To decide on the split, merger, conversion of legal forms, dissolution or request the Court to take bankruptcy proceedings of VietinBank.

3. A decision of the General Meeting of Shareholders is ratified at the meeting upon satisfaction of the following conditions:

a) Except for the provisions in point b of this clause, clause 4 and clause 6 of this Article, a decision of the General Meeting of Shareholders is passed if ratified by Shareholders representing more than 50% of the total number of votes of all Shareholders attending the meeting.

b) With respect to the following matters, the decision must be approved by shareholders representing more than 65% of the total votes of all shareholders who attend the General Meeting of Shareholders.

(i) To approve a plan to change the Charter capital; to approve a plan on Share offering, including type and number of new Shares to be offered;

(ii) To make decision on investment in, purchase or sale of fixed assets of VietinBank if the investment amount or expected purchase price, in case of selling fixed

assets, is worth 20% or more of VietinBank's Charter capital as recorded in the latest audited financial statements.

(iii) To make a decision on the split, merger, conversion of legal forms, dissolution or request the Court to take bankruptcy proceedings of VietinBank.

4. The voting to elect members of the Board of Directors and Supervisory Board shall be undertaken in the manner of accumulative voting, whereby the total number of votes given to each Shareholder shall be the number of shares owned by him/her multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and a Shareholder may cast all of his/her votes to one or several candidates. The elected members of the Board of Directors or members of the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the specified number of members is met in accordance with the provisions of this Charter. In case 2 or more candidates get the same number of votes competing for the last membership of the Board of Directors or the Supervisory Board, re-election will be conducted among the candidates with the same number of votes or selection will be carried out according to the criteria specified in the internal documents of VietinBank.

5. Where a resolution is adopted by obtaining written opinions, such resolution of the General Meeting of Shareholders shall only be passed if it is ratified by Shareholders holding at least 65% of the total votes of all Shareholders who have voting rights.

6. Resolutions of the General Meeting of Shareholders take effect as of the date of ratification or as timing specified whereon the Resolutions. Resolutions which are passed with 100% of the total voting shares shall be deemed lawful and enforceable even if the processes and procedures of convening the meeting and ratifying such decision are in breach of Law and this Charter. In case a Shareholder or group of Shareholders requests the Court or an Arbitration to revoke the resolution of the General Meeting of Shareholders in accordance with the provisions of Article 36 of this Charter, such resolution remains valid until such decision by the Court or Arbitration takes effect ruling for such revocation, except under circumstances where emergency measures adopted by competent authorities requesting such revocation.

7. The valid resolutions of the General Meeting of Shareholders shall be enforceable to all shareholders including those absent at the meeting or opposing to such resolutions. The resolutions must be notified to all Shareholders eligible to attend the General Meeting of Shareholders or published on VietinBank's website within 15 days from the date of passing such resolutions.

**Article 34. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders**

1. The Board of Directors may obtain written opinions of shareholders to approve decisions of the General Meeting of Shareholders if deemed necessary for the interest of VietinBank, except for the matters referred to in clause 2, Article 33 of this Charter .

2. The Board of Directors must prepare opinion forms, draft resolution of the General Meeting of Shareholders and explanatory documents for the draft resolution and send them to all Shareholders who have voting rights at least 10 days prior to the deadline for returning the opinion forms. The making of the list of Shareholders to send the opinion forms shall comply with the provisions of Clause 2, Article 30 of this Charter. The requirements and the manner of sending the opinion forms and accompanying materials shall be in accordance with clause 3 of Article 30 of this Charter.

3. An opinion form must contain the following main contents:

- a) Name, head office address, enterprise code;
- b) The purpose of obtaining written opinions;
- c) 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 and number of votes of the Shareholder;
- d) Matters to be brought up for opinions for decision approval;
- e) Voting options including approval, disapproval and abstention on each matter brought up for opinion;
- f) The deadline for sending the completed opinion form to VietinBank;
- g) Name, signature of the Chairman of the Board of Directors.

4. In case of postal circulation, a filled opinion form must be signed by the individual Shareholder, the authorized representative or the legal representative of an institutional Shareholder.

5. Opinion form can be sent to VietinBank in the following ways:

- a) By post: The opinion form sent to VietinBank must be in a sealed envelope and no one shall be entitled to open it before vote counting;
- b) By fax or email: Opinion forms sent to VietinBank by fax or email must be kept confidential until the time of vote counting.

Any opinion form received by VietinBank after the deadline specified in the opinion form or opened in the case of sending by post or announced before vote counting in the case of sending over fax or email is not valid. Opinion form which is not sent back shall be considered as non-voting sheet.

6. The Board of Directors shall conduct the counting of the votes and prepare the vote-counting minutes in the witness and under the oversight of the Supervisory Board or shareholders who do not assume managerial positions in VietinBank. The vote-counting minutes must contain following major contents:

- a) Name, head office address, enterprise code of VietinBank;

- b) Purposes and matters to be consulted for passing the resolution;
- c) The number of Shareholders with total votes participated in the voting, specifying the number of valid and invalid votes and the mode of sending the voting forms supported by a list of Shareholders who have voted as an annex;
- d) Total number of votes “for”, “against” and “abstention” on each matter;
- e) The matters which have been approved and the proportion of “approval” votes;
- f) Full name, signature of the Chairman of the Board of Directors, vote counters and vote counting supervisors.

Members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the minutes of vote counting; jointly liable for losses arising from decisions passed due to untruthful or inaccurate vote counting.

7. The minutes of vote-counting results and the resolution must be sent to all shareholders within 15 days from the date of completion of vote counting. Instead of sending the minutes, VietinBank may upload it onto VietinBank’s website in accordance with the provisions of the Law.

8. The returned written opinion forms, vote-counting minutes, passed resolutions and other related materials that are attached to the written opinion forms must be archived at the Head Office of VietinBank.

9. Resolutions which are passed in the form of obtaining written opinions shall have the same validity as resolutions passed at the General Meeting of Shareholders and must be ratified by sufficient percentage of Shareholders as stipulated in Clause 5 of Article 33 of this Charter.

### **Article 35. Meeting Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded into meeting minutes. The minutes must be made in Vietnamese and may be made in English which contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of chairperson and secretary;
- e) Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- f) Number of Shareholders and total number of votes of Shareholders, annex on Shareholder registration, representatives of Shareholders attending the meeting with the number of Shares and corresponding votes;

g) The total number of votes for each matter brought up for voting, clearly stating the mode of voting, the total number of valid, invalid, approval, disapproval and abstention votes; the relevant proportion of the total number of votes of shareholders attending the meeting;

h) The matter which have been approved and the proportion of “approval” votes;

i) Name and signature of the chairperson and secretary.

If the chairman or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this Clause. Minutes of the meeting must clearly state the refusal by the Chairman and secretary to sign the meeting minutes.

The Minutes made in Vietnamese and English shall have the same legal effect. In case of discrepancy in the contents of the minutes in Vietnamese and English, the contents in the Vietnamese version of the minutes shall prevail.

2. The minutes of the General Meeting of Shareholders must be made and approved before the closing time of the meeting. The Chairperson and secretary or other people who sign in the meeting minutes will be jointly responsible for the accuracy and truthfulness of the minutes.

3. The Minutes of a General Meeting of Shareholders must be sent to all Shareholders within 15 days from the date of closing the meeting; Posting the minutes on VietinBank’s website in accordance with the provisions of the Law can be an alternative to sending the Minutes.

4. The minutes of the General Meeting of Shareholders, the list of shareholders registering to attend the meeting, the passed resolution and related documents must be kept as record at VietinBank's head office.

### **Article 36. Request to revoke the decisions of the General Meeting of Shareholders**

Within 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 this Charter shall have the right to request the Court or Arbitration to consider revoking the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and decision making of the General Meeting of Shareholders fail to comply with the provisions of this Charter and the law in material respects, except for the cases specified in Clause 6, Article 33 of this Charter.

2. The contents of the resolutions violate the provisions of this Charter and the Law.

### **Section 2: The Board of Directors;**

**Article 37. Nomination of the Members of the Board of Directors:**

A Shareholder or a group of Shareholders holding from 05% or more of total Ordinary Shares of VietinBank may nominate candidates to the Board of Directors. Board of Directors nomination shall follow the below rules: A Shareholder or group of Shareholders who holds from 05% to below 30% shall have the right to nominate up to 02 candidates; who holds from 30% to below 40% shall have the right to nominate up to 03 candidates; who holds from 40% to below 50% shall have the right to nominate up to 04 candidates; who holds from 50% or more shall have the right to nominate the maximum number of candidates to the Board of Directors in accordance with the number of members of the Board of Directors of the bank in accordance with the provisions of Law and VietinBank's Charter.

**Article 38. The composition, term of service, criteria and conditions to serve as a member of the Board of Directors**

1. VietinBank's Board of Directors consists of at least 05 members and no more than 11 members. The number of members of the Board of Directors of each term of service shall be decided by the General Meeting of Shareholders. 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.

2. The term of office of the Board of Directors shall not be more than 05 years. The term of office of a member of the Board of Directors shall be in line with the term of office of the Board of Directors. A member of the Board of Directors may be 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. The term of office of replacing and supplementing member shall be the remaining duration of the Board of Directors' term of office. The Board of Directors whose term has just ended shall remain active until the Board of Directors of the new term takes over.

3 . An individual and Related persons of such individual or representatives for capital contribution of an Institutional Shareholder and related persons of such persons may participate in the Board of Directors of VietinBank but shall not have more than 2 seats in the Board of Directors of VietinBank, except for those who are representatives for contributed capital of the State, the transferee of a forced transfer.

4. 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;

(b ) Managers, executive officers of other credit institutions, managers of other enterprises, except in the case of managers, executive officers of VietinBank's subsidiaries or in the case of implementing a forced transfer plan which has been approved;

(c) Supervisors, members of the Supervisory Board of other credit institutions, other enterprises.

5. An independent member of VietinBank's Board of Directors may 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) Supervisors, members of the Supervisory Board of other credit institutions, other enterprises.

6. A member of the Board of Directors must satisfy all of the following criteria and conditions:

a) Not to be a subject regulated at clause 1, Article 42 of the Law on Credit Institutions and other provisions of the Law;

b) To have professional ethics according the regulations of the Governor of the State Bank;

c) To have university degree or higher;

d) To meet one of the following conditions: To have at least 03 years as a manager or executive officer of the credit institution; To have at least 05 years as a manager of an enterprise operating in the finance, accounting, auditing industry or of another enterprise having its equity of at least equal to the legal capital amount prescribed for the corresponding type of credit institution; Have at least 05 years working directly in the team in banking profession of a credit institution or foreign bank's branch; To have at least 05 years working directly in the team in finance, banking, accounting, and auditing profession.

Independent members of the Board of Directors must meet conditions on independence as specified at clause 22, Article 1 of this Charter.

7. In case the Board of Directors of VietinBank has fewer members than the required minimum number of members according to Clause 1 Article 38 of this Charter, within 90 Days from the date of falling short of the member(s), VietinBank must elect additional members, ensuring a minimum number of members

Information on election of any member of the Board of Directors must be disclosed as regulated by laws on securities and stock market.

8. A member of the Board of Directors may not be a shareholder of VietinBank.

### **Article 39. Powers and obligations of the Board of Directors**

The Board of Directors is a governance 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 matters falling within the

authority of the General Meeting of Shareholders.

The Board of Directors has the following powers and duties:

1. To be responsible to the General Meeting of Shareholders for executing the assigned powers and duties.
2. To submit to the General Meeting of Shareholders for decision and approval of the contents under the powers and duties of the General Meeting of Shareholders as stipulated in Article 27 of this Charter (except for the matters proposed and recommended by the Supervisory Board.)
3. To make decisions on strategy, plan of medium-term development and annual business plan of VietinBank.
4. To decide the organizational structure of VietinBank, except for the management structure under the authority of the General Meeting of Shareholders.
5. To make decisions on establishment of branches, representative offices and to establishment of non-business units.
6. To elect, dismiss, remove from office the Chairman of the Board of Directors; appoint, dismiss, take disciplinary actions, suspend, sign or terminate contracts with and decide the wage, remuneration, bonus and other benefits of the General Director, Deputy General Directors and other executive officers under the authority of the Board of Directors.
7. To approve plan on capital contribution, purchase or sale of Shares, contributed capital of VietinBank at other enterprises and credit institutions if the capital contribution value, expected purchase price or book value, in case of selling shares or capital contributions, is less than 20% of VietinBank's Charter capital as recorded in the latest audited financial statements;
8. To appoint representatives of VietinBank's contributed capital to other enterprises and credit institutions.
9. To approve the decision on investment in, purchase or sale of fixed assets of VietinBank if the investment amount or expected purchase price, in case of selling fixed assets, is 10% or more of VietinBank's Charter capital as recorded in the latest audited financial statements, except for the investment, purchase and sale falling within the jurisdiction of the General Meeting of Shareholders
10. To approve contracts and transactions of VietinBank in accordance with Clause 2 Article 62 of this Charter.
11. To inspect, supervise and direct the General Director in performing assigned tasks; to assess the performance of the General Director on annual basis.
12. To issue internal regulations relating to the organization, governance and operation of VietinBank in compliance with the Law, except for those that fall within the

jurisdiction of the General Meeting of Shareholders.

13. To make decisions on risk management policies and supervise the implementation of risk prevention measures of VietinBank.

14. To review, approve the annual reports.

15. To make decision on offering new Shares subject to limit of Shares permitted to be offered.

16. To decide the offering prices of Shares and convertible bonds of VietinBank.

17. To decide the redemption of shares of VietinBank in accordance the approved plan.

18. To propose methods of profit distribution, dividend payment rates; to make decisions on timeframe and procedures of paying dividends or handling of loss arising during business operation.

19. To prepare the contents and related materials to submit the General Meeting of Shareholders for approval of matters that fall within the authority of the General Meeting of Shareholders, except for the contents that fall within the powers and duties of the Supervisory Board.

20. To approve the action programs and plans of the Board of Directors; agenda, contents and the materials of the General Meeting of Shareholders; to convene the General Meeting of Shareholders or obtain written opinions of shareholders for purpose of approving the resolutions, decisions of the General Meeting of Shareholders.

21. To arrange the execution, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors.

22. To make decision on granting credit facilities as defined in paragraph 7 of Article 136 of the Law on Credit Institutions, except for other contracts, transactions falling under the jurisdiction of the General Meeting of Shareholders.

23. To promptly notify the State Bank information which negatively affects the membership status of any member of the Board of Directors, Supervisory Board, General Director.

24. To decide market development, marketing and technology solutions.

25. To decide on investment plans and investment projects within power and authority as prescribed by law.

26. To approve other contracts and transactions worth 10% or more of VietinBank's Charter capital as recorded in the latest audited financial statements.

27. To formulate the Regulation on Organization and Operation of the Board of Directors, VietinBank's Internal Governance Regulation for submission to the General Meeting of Shareholders for approval and disclosure on VietinBank's website.

28. To oversee and prevent conflicts of interest among members of the Board of Directors, members of the Supervisory Board, General Director and other managers, including misuse of VietinBank's assets and abuse of related party transactions.

29. Other powers and duties in accordance with the Law, regulations of the State Bank and as authorized by the General Meeting of Shareholders and internal regulations of VietinBank.

30. The Board of Directors shall be responsible for complying with the decisions of the General Meeting of Shareholders, provisions of this Charter and the Law.

**Article 40. Wage, remuneration, bonuses and other benefits of the members of the Board of Directors**

1. VietinBank has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for the work is calculated based on the number of man days necessary to complete the duties of a member of the Board of Directors and the rate of remuneration per day. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total amount of remuneration and bonuses of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as business expenses of VietinBank as provided for by the Law on corporate income tax and presented a separate item in the annual financial statements of VietinBank, and shall be reported to the annual General Meeting of Shareholders.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at committees of the Board of Directors or performing other assignments outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of one-off remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be reimbursed for all travel, meals, accommodation and other reasonable expenses that they have had to pay when performing their responsibilities as members of the Board of Directors, including costs incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

**Article 41. Chairman of the Board of Directors**

1. Chairman of the Board of Directors shall be elected among members of the Board of Directors, dismissed, removed from office by the Board of Directors. The election of the Chairman must follow the principle of majority. The Chairman of the Board of Directors must reside in Vietnam during his term of office.

2. Chairman of the Board of Directors of VietinBank shall not be concurrently an

executive officer, a member of the Supervisory Board of VietinBank or of another credit institution or manager of another enterprise.

3. Powers and obligations of the Chairman of the Board of Directors:

- a) To preside over General Meetings of Shareholders.
- b) To prepare programs and plans for the operations of the Board of Directors; to be responsible for exercising his/her own rights and obligations.
- c) To supervise, arrange for supervision of the implementation of the Board of Directors' resolutions and decisions.
- d) To prepare agenda, contents and materials of the meetings; convene and preside over the meetings of the Board of Directors.
- e) To organize for approval of the resolutions, decisions of the Board of Directors. To sign, on behalf of the Board of Directors, the documents under the authority of the Board of Directors.
- f) To supervise the members of the Board of Directors in implementing their rights, obligations and assigned tasks.
- g) To authorize another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors only during periods of absence or inability to perform duties.
- h) To ensure that Members of the Board of Directors receive full, objective and accurate information and have enough time to discuss matters which must be considered by the Board of Directors.
- i) To ensure that employees shall be able to report to the Chairman or members of the Board of Directors on any abnormality relating to the financial situation, the operation and general issues, including the violation of moral rules of VietinBank.
- k) To assign duties to the members of the Board of Directors. The content of duty assignment must be specific and documented with signature of the Chairman of the Board of Directors.
- l) To assess, on annual basis, the performance of each member, Committees of the Board of Directors at and report to the General Meeting of Shareholders the assessment results.
- m) To prepare reports on the evaluation of the performance of the Board of Directors to submit to the General Meeting of Shareholders.
- n) Other powers and obligations in accordance with the provisions of this Charter, VietinBank's internal regulations and the Law.

4. The Chairman of the Board of Directors shall authorize in writing another member of the Board to exercise the rights and obligations of the Chairman during his absence and notify such authorization to the remaining members of the Board of Directors

and the General Director of VietinBank. In case of unavailability of an authorized person or when Chairman of the Board of Directors dies, is missing, is held in custody, serving a prison sentence, serving administrative handling measures at a compulsory detoxification facility or compulsory education facility, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, mastering acts, banned by court from incumbency, banned from practicing or assuming certain tasks, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors on the principle of consent by the majority of the remaining members until a new decision of the Board of Directors is made.

**Article 42. Powers and obligations of the members of the Board of Directors**

1. To exercise the rights and obligations of a member of the Board of Directors in accordance with the internal regulation of the Board of Directors and the duties assigned by the Chairman of the Board of Directors in an honest and prudent manner and for the interest of VietinBank and shareholders; to promote the independence of independent members of the Board of Directors in exercising rights and obligations; to take responsibility for exercising their rights and obligations.

2. To study the audited financial statements prepared by independent auditors, to provide opinions, to request the executive officers of VietinBank, independent auditors and internal auditors to explain and clarify on any issues related to such statements.

3. To request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors as regulated by the Law.

4. To attend the meetings of the Board of Directors, to discuss and vote on all matters which are within the duties and powers of the Board of Directors in accordance with the provisions of this Charter and the Law, to be responsible to General Meeting of Shareholders and the Board of Directors for his/her decisions.

In case there is any conflict of interests in voting with any member, that member may not participate in the vote

5. To implement the decisions, resolutions of the Board of Directors and the General Meeting of Shareholders. To undertake the work and tasks as assigned by the Chairman of the Board of Directors.

6. Not to authorize another person to attend a meeting of the Board of Directors to decide on the contents specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18 of Article 70 of the Law on Credit institutions and in Clauses 2, 6, 7, 9, 10, 12, 13, 14, 18, 22, 26 of Article 39 of this Charter.

7. To be responsible for explaining to the General Meeting of Shareholders and the Board of Directors on the implementation of his/her assigned tasks as required.

8. To have the right to request the General Director, Deputy General Directors, other managers in VietinBank to provide information and documents on the financial situation and business operation of VietinBank and members in VietinBank group.

9. To study and evaluate operation situation and performance of VietinBank and contribute to determining the development orientation and business plan of VietinBank from time to time.

10. To participate in election, dismissal or removal of the Chairman of the Board of Directors and other managerial positions within the authority of the Board of Directors.

11. To duly report to the Board of Directors on remuneration paid by subsidiaries, affiliated companies and other entities.

12. To report to the Board of Directors at the nearest upcoming meeting of transactions between VietinBank, its subsidiaries, companies whose over 50% of charter capital controlled by VietinBank with the member of the Board of Directors and his/her related persons; transactions between VietinBank and a company where the member of the Board of Directors is a founding member or corporate manager for 03 years prior to the transaction time.

13. To carry out information disclosure upon transacting VietinBank shares in accordance with the provisions of the Law.

14. An independent member of the Board of Directors of VietinBank must prepare a report on assessment of performance of the Board of Directors.

15. Other rights and obligations in accordance with the provisions of this Charter, VietinBank's internal regulations and the Law.

#### **Article 43. Meetings of the Board of Directors**

1. Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 Business days from the completion date of election of such Board of Directors. This meeting shall be convened and presided over by the member of the Board of Directors who got the highest number of votes or highest proportion of votes. If there is more than one member getting the same highest number of votes or proportion of votes, the members shall vote by majority principle one person among them to convene the Board of Directors' meeting.

2. VietinBank's Board of Directors shall meet on a regular and extraordinary basis. Regular meetings of the Board of Directors shall be held at least once every quarter and shall be convened by the Chairman of the Board of Directors or any member of the Board of Directors authorized by the Chairman of the Board of Directors.

3. The Chairman of the Board of Directors must convene an extraordinary meeting at the request of:

- a) The Supervisory Board;
- b) The General Director or at least 5 other managers;
- c) The independent member of the Board of Directors;
- d) At least two members of the Board of Directors;

e) Other cases as provided for by the Law.

The request shall be made in writing, clearly stating the purpose of the meeting, matters to be discussed and decided within the authority of the Board of Directors. Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 Business days from the date of receipt of the request. In case of failure in convening a meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be responsible for any damage occurred to VietinBank; the owner of such request has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

4. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send a notice of meeting at least 03 business days before the meeting date. The meeting invitation shall be made in Vietnamese language, which clearly states the agenda, time and venue of the meeting, and matters to be discussed and decided. The meeting invitation shall be attached with meeting materials and voting papers of the members of the Board of Directors. The meeting invitation shall be sent as invitation letter, sent by registered mail, fax, electronic mail or other means to ensure that it shall reach the contact address of each member of the Board of Directors as registered with VietinBank. The meeting invitation without attached voting papers must also be guaranteed to reach the members of the Supervisory Board and the General Director.

5. The Board of Directors' meetings shall be held at VietinBank's Head Office or other appropriate locations in the territory of Vietnam or any other location as unanimously agreed by the members of the Board of Directors.

6. A meeting of the Board of Directors shall be held when there is presence of at least  $\frac{3}{4}$  (three fourths) of the members of the Board of Directors.

In case there are not enough members attending the meeting as required, another meeting shall be reconvened within 7 Days since the date intended for the original meeting. The reconvened meeting shall be held if there are more than 1/2 of the Board of Directors' members attending the meeting.

7. The Board of Directors' members must attend all meetings of the Board of Directors. A member of the Board of Directors may authorize another person to attend the meeting and vote if such authorization is approved by a majority of 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.

A member of the Board of Directors is considered attending and voting at a meeting in the following cases:

a) To attend and vote directly at the meeting;

b) To authorize another person to attend the meeting and vote in accordance with the provisions of this Clause;

c) To attend and vote through online conferences, electronic voting or other electronic

forms;

- d) To send voting papers to the meeting via post, fax, email.

In case of delivery of votes via mail to the meeting, the votes must be contained in a sealed envelope and sent to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. Votes can only be opened in the witness of all meeting participants.

8. Authority and method of obtaining written opinions of members of the Board of Directors:

- a) The Chairman of the Board of Directors shall decide to obtain written opinions of the members of the Board of Directors.

- b) The Secretariat to the Board of Directors shall prepare opinion collecting papers and necessary materials relating to the matters in question.

- c) Such opinion collecting papers and attached materials must be sent by registered mail to the contact address of each member of the Board of Directors.

- d) Such votes must consist of main contents as stipulated by the Law. The opinion collecting papers which have been filled in must include signature of the members of the Board of Directors and be sent to VietinBank in accordance with regulations of VietinBank.

- e) The Secretariat to the Board of Directors counts the votes and prepare vote-counting minutes under the supervision of at least one independent member of the Board of Directors (If an independent member of the Board of Directors has not yet been elected, the Secretariat shall count the votes and make the vote-counting minutes under the supervision of at least one member of the Supervisory Board for the case of written opinion collection). The Vote-counting minutes must have main contents as stipulated by the Law.

- f) The Secretariat to 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.

- g) Resolutions and decisions of the Board of Directors must be sent to the members of the Board of Directors within 15 Days from the date of issuance.

- h) The returned opinion collecting papers, vote-counting minutes, full text of passed resolutions and other related materials that are attached to the opinion collecting papers must be archived at the Head Office of VietinBank.

- i) The decision made via the method of obtaining written opinions of the members of the Board of Directors shall have the same validity as the decision made at the meeting of the Board of Directors.

9. Approval of resolutions and decisions of the Board of Directors

A resolution or decision of the Board of Directors shall be passed if approved by the majority of the meeting participants; Where no majority can be established, the final decision will be approved in favor of the side with the vote of the Chairman of the Board of Directors.

**Article 44. Minutes of the meetings of the Board of Directors**

1. All meetings of the Board of Directors must be recorded in a book of minutes, and may be audio recorded or visually recorded, if necessary. The minutes shall be made in Vietnamese and may be made in foreign language which contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Meeting time and venue;
- c) Purpose, agenda and content of the meeting;
- d) Full names of each members who attend the meeting or persons authorized to attend the meeting and method of attending the meeting; Full names of members who do not attend the meeting and reasons;
- e) Matters discussed and voted on at the meeting;
- f) Summary of the opinions of each member who attend the meeting in chronological order of the meeting;
- g) Voting results with clear listing of members with their relevant votes of approval, disapproval and abstention
- h) The matters which have been approved and the proportion of “approval” votes;
- i) Full name and signature of the chair and the minutes maker, except for the case specified in Clause 2 of this Article.

2. In case the chair 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 and contains all contents as prescribed at Points a, b, c, d, dd, e, g and h of Clause 1 of this Article.

3. The chair, the minutes maker and those who sign the minutes are responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

4. The minutes of the Board of Directors' meetings and materials used in the meetings must be archived at the Head Office of VietinBank.

5. The meeting minutes made in Vietnamese and foreign language shall have the same legal effect. In case of discrepancy in the contents of the minutes in Vietnamese and foreign language, the contents in the Vietnamese version of the minutes shall prevail.

**Article 45. Automatic disqualification, dismissal and removal of the Board of Directors' titles**

1. A member of the Board of Directors shall automatically be deprived of his/her status as a member of the Board Directors in the following cases:

- a) He/she is dead.
- b) Upon termination of the existence of an institutional Shareholder of VietinBank where he/she is a representative for its contributed capital in VietinBank.
- c) He/she falls within the list of those who are not eligible to be members of the Board of Director as stipulated in Clause 1, Article 42, Law on Credit Institutions.
- d) He/she is no longer the authorized representative of an institutional Shareholder or a capital contributor.
- e) When he/she is expelled from the territory of the Socialist Republic of Vietnam.
- f) VietinBank's license for the establishment and operation is revoked.
- g) Other cases as provided for by the Law.

2. The Chairman or a member of the Board of Directors shall be dismissed or removed in the following cases:

- a) His/her capacity for civil acts is limited.
- b) He/she is subject to removal for not involve in the operations of the Board of Directors for 06 consecutive months except for the case of force majeure.
- c) He/she is subject to dismissal upon his/her submission of the application for resignation to the Board of Directors of VietinBank.
- d) He/she is subject to removal for not meeting the standards and conditions prescribed in Article 41 of the Law on Credit Institutions and the provisions of this Charter.
- e) He/she is subject to removal from the position of an independent members of the Board of Directors for not meeting the requirements in Clause 2, Article 41 and Clause 3, Article 43 of the Law on Credit Institutions and the provisions of this Charter.
- f) According to a decision of the General Meeting of Shareholders.
- g) Other cases as provided for by Law.

3. The Board of Directors must convene a session of the General Meeting of Shareholders to elect additional member(s) of the Board of Directors as specified in clause 3, Article 26 of this Charter. 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.

4. Where the Chairman of the Board of Directors is dismissed or removed, the remaining members of the Board of Directors shall elect a member of the Board of Directors to replace him/her on the principle of majority.

5. The Board of Directors must submit a written report and supporting document on automatic disqualification of a Board member as specified at clause 1 of this Article to the

State Bank of Vietnam within 5 Business days since the date of confirming such Board member is automatically disqualified, and shall hold responsibility for the accuracy and truthfulness of such report.

Within 10 Days since the decision on the dismissal or removal of the Chairman or member of the Board of Directors is approved as specified in clause 2 of this Article, the Board of Directors must submit a written report and supporting documents to the State Bank.

6. After being dismissed, removed, or automatically disqualified, the Chairman or members of the Board of Directors shall be liable for their decisions during their terms of office.

7. The Chairman or members of the Board of Directors may be suspended or temporarily suspended from their positions as specified at Article 47 of the Law on Credit Institutions.

#### **Article 46. Assisting committees of the Board of Directors**

1. The Board of Directors of VietinBank shall establish and maintain the following Committees:

- a) Risk Management Committee.
- b) Human Resources Committee

The Board of Directors shall decide the powers and duties, number and qualifications of members of such committees as regulated by the Law.

2. Besides assisting committees as set forth in Clause 1 of this Article, the Board of Directors may set up other assisting committees in accordance with the State Bank's regulations, provisions of the Law if necessary.

3. The Board of Directors shall establish a Secretariat Office working on a full time basis at VietinBank. Functions, duties and powers of the Secretariat Office shall be defined by the Board of Directors in accordance with the provisions of the Law.

#### **Article 47. VietinBank's Secretary**

1. The Board of Directors shall assign one or more officer(s) to take the role of VietinBank's Corporate Secretary.

2. The role and duties of VietinBank's Corporate Secretary shall be stipulated by the Board of Directors.

### **Section 3: General Director And Other Executive Officers**

#### **Article 48. Appointment, powers and duties, wage, remuneration and other benefits of the General Director**

1. The General Director is the most senior executive officer of VietinBank.

2. The Board of Directors appoints the General Director. The General Director is subject to the supervision of the Board of Directors and is responsible to the Board of Directors and the Law for exercising the assigned rights and obligations. The General Director cannot concurrently be the Chairman of Board of Directors, but can be a member or non-member of the Board of Directors.

3. The term of office of a General Director shall not exceed 05 years and he/she may be re-appointed without any limitation on the number of terms.

4. In case of vacancy of the General Director, the Board of Directors of VietinBank must appoint a General Director within 90 days from the date of vacancy of General Director.

5. Rights and duties of the General Director:

a) To arrange the implementation of the decisions, resolutions of the Board of Directors and the General Meeting of Shareholders;

b) To decide matters within his/her authority related to daily business operations of VietinBank that are not within the authority of the General Meeting of Shareholders, the Board of Directors in accordance with the Law, the Charter and internal regulations of VietinBank;

c) To arrange the implementation of business plans and investment plans of VietinBank;

d) To set up, maintain an efficient system of internal control.

dd) To prepare and submit to the Board of Directors for further submission to the General Meeting of Shareholders for approval the financial statements. To take responsibility for the accuracy and truthfulness of the financial statements, statistical reports, financial settlement data and other financial information;

e) To promulgate, under his/her authority, internal rules and regulations; operational procedures and processes to operate the system of business administration and the system of management information;

f) To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders and competent State agencies on the operations and business results of VietinBank;

g) To decide to apply measures beyond his/her authority in case of natural disaster, enemy sabotage, fire or incident and take responsibility for such decision and promptly report to the Board of Directors;

h) To recommend and propose the structure of management organization of VietinBank to the Board of Directors or the General Meeting of Shareholders for decision according to their competence;

i) To request the Board of Directors to hold an extraordinary meeting in accordance

with provisions of this Charter;

k) To appoint, dismiss, remove from office the a managerial and executive position of VietinBank, except for the position under the decision making authority of the General Meeting of Shareholders, the Board of Directors in accordance with this Charter and internal regulations of VietinBank;

l) To sign contracts, and other transactions on behalf of VietinBank when being delegated or authorized;

m) To recommend the plan to use of profit and handling of business losses of VietinBank.

n) To recruit and decide salary, bonus of the recruited employees according to his/her authority;

o) Other rights and obligations in accordance with the Law, the Charter of VietinBank, resolutions and decisions of the Board of Directors and internal regulations of VietinBank.

6. The Board of Directors decides the salary, bonus and other benefits of the General Director based on business results and efficiency. Salary and expenses for the activities of the General Director shall be recorded to the business expenses of VietinBank according to the Law on Corporate Income Tax, relevant Laws and regulations and shall be recorded as a separate item in annual financial statements of VietinBank and reported to the annual General Meeting of Shareholders.

#### **Article 49. Assistants to the General Director**

1. The General Director shall be assisted by Deputy General Directors, Chief Accountant, Directors of Divisions, Heads of Departments and centers of VietinBank, Directors of Dependent units.

2. The General Director shall propose to assign duties for Deputy General Directors and submit to the Board of Directors for approval.

3. The Board of Directors shall decide the number of Deputy General Directors. The term of office of a Deputy General Director is 5 years unless otherwise decided by the Board of Directors but shall not exceed 5 years.

4. The Chief Accountant shall assist the General Director in providing instructions for accounting and statistical activities of VietinBank, and have rights and duties as provided for by the Law.

#### **Article 50. Criteria and conditions for the General Director and Deputy General Directors, Chief Accountant, Branch Managers, Directors of VietinBank's subsidiaries**

1. The General Director of VietinBank must meet the following criteria and conditions:

b) Not to be a subject ineligible to be General Director as prescribed in Clause 1, Article 42 of the Law on Credit Institutions and other provisions of the Law and provisions of this Charter.

b) To have professional ethics according the regulations of the Governor of the State Bank;

c) To have a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, auditing;

d) To meet one of the following conditions: To have at least 05 years of experience as an executive officer of the credit institution; to have at least 05 years of experience as a General Director (Director), Deputy General Director (Deputy Director) of an enterprise having owner's equity of at least equal to the Legal capital prescribed for the equivalent type of credit institution and at least 05 years of experience in finance, banking, accounting and auditing; to have at least 10 years of experience working directly in the field of finance, banking, accounting, auditing.

e) To reside in Vietnam during the term of his/her office.

2. Deputy General Director, Chief Accountant, Branch Managers, Directors of Subsidiaries of VietinBank must meet the following standards and conditions:

a) Not to fall within the cases ineligible to hold a position specified in Clause 2, Article 42 of the Law on Credit Institutions, other provisions of the Law, and provisions of this Charter; For the Deputy General Director, he/she must not be a subject ineligible to hold a position specified in Clause 1, Article 42 of the Law on Credit Institutions and provisions of this Charter;

b) To meet one of the following conditions: To have a university degree or higher in one among finance, banking, economics, business administration, or law, accounting, auditing or other professional areas of which he/she shall be in charge; or to have a university degree other than the above-mentioned areas and fields but to have at least 3 years of experience working directly in the field of banking, finance or the professional field of which he or she shall be in charge of.

e) To reside in Vietnam during the term of his/her office.

f) The chief accountant must also meet the standards and conditions prescribed by accounting law.

3. The General Director and a Deputy General Director cannot be concurrently a manager, executive officer, supervisor, or member of the Supervisory Board of another credit institution or enterprise, except for the cases where the Deputy General Director and equivalent positions are managers or executive officers of subsidiaries of VietinBank.

4. The following persons shall not be eligible to be Chief Accountant, Branch Managers or Directors of Subsidiaries of VietinBank:

a) Minors; those who have difficulty in cognition and behavior control; and those

with restricted civil act capacity or having lost civil act capacity;

b) Those who are currently examined for penal liability, serving a prison sentence; are serving administrative measures at compulsory detoxification facilities or compulsory educational establishments; being banned by the Court from holding certain positions, practicing certain professions or doing certain jobs;

c) Convicts of serious or more serious crimes;

d) Convicts of crimes of infringement upon ownership whose criminal records have not been written off;

e) State Officials, civil servants, public employees, managers at department level or higher in enterprises where the State holds 50% or more of the Charter capital, except those appointed as representative for managing the State's capital contribution in VietinBank or those nominated, designated, or appointed to participate in the management, administration, and control of credit institutions according to task requirements;

f) Officers, non-commissioned officers, professional army men and defense workers and employees of an agency and unit under the Vietnam People's Army; officers, professional non-commissioned officers, police workers in an agency and unit under the Vietnam People's Police, except those appointed to represent the State's capital contribution, of the enterprises where the State holds 50% or more of the Charter capital in VietinBank

5. Spouse, parents, children, siblings of members of the Board of Directors, General Director of VietinBank and their spouses are not eligible to be Chief Accountant or person in charge of finance of VietinBank.

### **Article 51. Automatic disqualification, dismissal and removal of the General Director, Deputy General Directors**

1. The General Director shall automatically be disqualified in the following circumstances:

a) He/she is dead;

b) He/she is a subject ineligible to hold a position as specified in Article 42 of the Law on Credit Institutions and provisions in this Charter;

c) He/she is expelled from the territory of the Socialist Republic of Vietnam;

d) VietinBank's establishment and operation license is revoked;

e) Upon the expiry of his/her engagement contracts.

2. The General Director, Deputy General Directors shall be dismissed or removed upon occurrence of one of the following cases:

a) His/her capacity for civil acts is limited;

c) He/she is subject to dismissal upon his/her submission of the application for

resignation to the Board of Directors of VietinBank.

- c) He/she is subject to removal for failure in meeting the criteria and conditions specified in Article 41 of the Law on Credit Institutions;
- d) At the decision of the Board of Directors;
- e) Other cases as regulated by Law and specified in VietinBank's internal regulations.

3. The Board of Directors shall dismiss or remove the General Director when approved by the majority of the members of the Board of Directors as participants of the meeting who having voting right and appoint a new General Director in replacement.

4. The Board of Directors must submit a written report and supporting documents on automatic disqualification of the General Director as specified in clause 1 of this Article to the State Bank of Vietnam within 05 Business days since the date of confirming the General Director is automatically disqualified, and shall hold responsibility for the accuracy and truthfulness of such report. The Board of Directors shall carry out procedures to fill in the vacant position by electing, appointing as regulated by the Law.

Within 10 Days since the decision on the dismissal or removal of the General Director is approved as specified in clause 2 of this Article, the Board of Directors must submit written report and supporting documents to the State Bank.

5. After being dismissed, removed, or automatically disqualified, the General Director and Deputy General Directors shall be still liable for their decisions during their terms of office.

6. The General Director, Deputy General Directors may be suspended or temporarily suspended as specified at Article 47 of the Law on Credit Institutions.

#### **Section 4: The Supervisory Board**

##### **Article 52. Nomination for membership of the Supervisory Board**

A Shareholder or a group of Shareholders holding from 05% or more of total Ordinary Shares of VietinBank shall have the right to nominate candidates to the Supervisory Board. Supervisory Board nomination shall follow the below rules: A Shareholder or a group of Shareholders who holds from 05% to less than 30% shall have the right to nominate up to 02 candidates; who holds from 30% to less than 40% shall have the right to nominate up to 03 candidates; who holds from 40% to less than 50% shall have the right to nominate up to 04 candidates and who holds from 50% and more shall have the right to nominate the entire number of maximum candidates.

##### **Article 53. Members of the Supervisory Board**

1. The Supervisory Board must comprise of at least 05 members.

The term of office of the Supervisory Board shall not be more than 05 years. The

term of office of the members follows the term of the Supervisory Board. The member of the Supervisory Board may be re-elected without any limitation on the number of terms. The term of office of an added or replacing member of the Supervisory Board shall be the remaining term of office of the Supervisory Board. The Supervisory Board whose term has just ended shall remain active until the Supervisory Board of the new term takes over.

A member of the Supervisory Board of VietinBank shall not concurrently hold either of the following positions except for being a manager, executive, or employee of VietinBank in case VietinBank takes over a forced transfer according to the forced transfer plan that has been approved:

(i) Manager, executive officer of VietinBank, another credit institution or enterprise; employee of VietinBank or VietinBank's subsidiaries

(ii) Employee of an enterprise where members of the Board of Directors or Members' Council of VietinBank are members of the Board of Directors, executive officers or major shareholders of that enterprise.

2. A member of the Supervisory Board shall have to satisfy all of the following criteria and conditions:

a) Not to be a subject regulated at clause 1, Article 42 of the Law on Credit Institutions.

b) To have professional ethics according the regulations of the Governor of the State Bank.

c) To have university degree or higher in finance, banking, economics, business administration, law, accounting, auditing. To have at least 3 years of working directly in the field of banking, finance, accounting or auditing.

d) Not to be a Related person of a Manager of VietinBank.

e) Head of the Supervisory Board must reside in Vietnam during his/her term of service.

f) Not to be a family relative of any member of the Board of Directors, Branch Manager or General Director and any other manager of VietinBank;

g) Not to be a manager of VietinBank.

h) Other qualifications and conditions as required by regulations of the relevant Law.

3. Members of the Supervisory Board shall have the following rights and obligations:

a) To comply with the Law, this Charter, the internal regulations of the Supervisory Board and to perform tasks as assigned by the Head of the Supervisory Board to implement the duties and powers of the Supervisory Board in a truthful and prudent manner, for the interest of VietinBank and shareholders; to take responsibility for exercising their rights

and obligations.

- b) To elect one member among them to be the Head of the Supervisory Board.
- c) To request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board.
- d) To inspect the business operations, to check the accounting books, assets, financial statements and to provide recommendations to overcome the shortcomings, if any.
- e) To report to the Head of the Supervisory Board on the unusual financial activities of VietinBank and to be personally responsible for his/her own judgments and conclusions.
- f) To attend the Supervisory Board meetings, to discuss and vote for matters under the scope of duties and powers of the Supervisory Board, except conflict-of-interest matters.
- g) To be entitled to require managers, executive officers, officers and employees of VietinBank to provide data and explain business activities to perform assigned duties.
- h) To request managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management of and administering VietinBank.
- i) Other powers and duties as regulated by this Charter and the law.

4. The members of the Supervisory Board shall elect 01 person among them to become the Head of Supervisory Board in the principle of majority. The Supervisory Board must have more than half of its members permanently residing in Vietnam.

The Head of the Supervisory Board shall have the following rights and obligations:

- a) To organize the exercise of duties and powers of the Supervisory Board as specified at Article 54 of this Charter, the provisions of the Law and to be responsible for exercising his/her rights and obligations
- b) To convene and to chair the meetings of the Supervisory Board.
- c) To prepare the work plans of the Supervisory Board and to assign specific duties to each Supervisory Board member in accordance with the Regulation on organization and operation of the Supervisory Board.
- d) To supervise and instruct the Supervisory Board members in implementing their assigned tasks, powers and duties of the Supervisory Board.
- e) To ensure that the Supervisory Board members shall receive sufficient, objective, and accurate information and have sufficient time to discuss the issues to be reviewed by the Supervisory Board.
- f) To only authorize one of the members of the Supervisory Board to perform the rights and obligations of the Head of Supervisory Board during his/her absence or inability

in performing the duties.

g) On behalf of the Supervisory Board to sign document under the authority of the Supervisory Board.

h) On behalf of the Supervisory Board to convene an extraordinary General Meeting of Shareholders or to request the Board of Directors to organize an extraordinary meeting as stipulated by the Law.

i) To attend the Board of Directors' meeting and may raise his/her opinions but shall not vote.

k) To request his/her opinions to be noted in the minutes of the Board of Directors' meeting if such opinions differ from the Board of Directors' resolution or decision, and to report the same to the General Meeting of Shareholders.

l) Other rights and obligations provided herein and according to the provisions of the Laws.

5. A member of the Supervisory Board shall be automatically disqualified in the following cases:

a) He/she is dead.

b) He/she is a subject ineligible to hold a position as specified in Article 42 of the Law on Credit Institutions.

c) Upon termination of the existence of an institutional Shareholder of VietinBank where he/she is a representative for its contributed capital in VietinBank.

d) He/she is no longer the authorized representative of an institutional Shareholder.

e) He/she is expelled from the territory of the Socialist Republic of Vietnam;

f) VietinBank's establishment and operation license is revoked.

6. The head, a member of the Supervisory Board shall be dismissed or removed in the following cases:

a) His/her capacity for civil acts is limited;

b) He/she is subject to dismissal upon his/her submission of the application for resignation to the Supervisory Board of VietinBank.

c) He/she is subject to removal for not involve in the operations of the Supervisory Board for 06 consecutive months except for the cases of force majeure.

He/she fails to delivery assigned tasks or jobs.

She/he is found committing multiple misconducts of severity in breach of obligations as member of the Supervisory Board as prescribed by the Law and this Charter.

f) He/she is subject to removal for no longer meeting the criteria and conditions to act as a member of the Supervisory Board as specified in the Law on Credit Institutions

and this Charter.

g) According to a decision of the General Meeting of Shareholders.

h) Other cases as prescribed by the Law.

7. The Board of Directors must submit a written report and supporting documents on automatic disqualification of a member of the Supervisory Board as specified in this Article to the State Bank of Vietnam within 5 Business days since the date of confirming a member of the Supervisory Board is automatically disqualified, and shall hold responsibility for the accuracy and truthfulness of such report. The Board of Directors shall carry out procedures to fill in such vacant position by electing or appointing as regulated by the Law.

Within 10 Days since the decision on the dismissal or removal of the head or a member of the Supervisory Board is approved as specified in this Article, the Board of Directors must submit a written report with supporting documents to the State Bank.

8. After being dismissed, removed, or automatically disqualified, the head and members of the Supervisory Board shall be still liable for their decisions during their terms of service.

9. The head and members of the Supervisory Board may be suspended or temporarily suspended as specified at Article 47 of the Law on Credit Institutions.

10. In case the Supervisory Board or a member of the Supervisory Board seriously violates its obligations and causes damage to VietinBank, the Board of Directors shall convene the General Meeting of Shareholders to consider and dismiss the incumbent Supervisory Board or its member and elect new Supervisory Board or a new member in replacement.

11. Within 15 Days from the date the Head of the Supervisory Board is disqualified, dismissed or removed, the members of the Supervisory Board shall be responsible for organizing a meeting of the Supervisory Board to elect a member of the Supervisory Board satisfying all the criteria and conditions required by the Law and this Charter to assume the role of the Head of the Supervisory Board. Where the remaining members of the Supervisory Board are not Shareholders, the remaining members of Supervisory Board shall elect a member who meets the requirements of professional morality, management capability and professional ability as regulated by the Law to temporarily take over the work of the Head of the Supervisory Board and request the Board of Directors to convene the General Meeting of Shareholders for the purpose of electing additional members of the Supervisory Board and electing a head of the Supervisory Board

12. In other cases, the nearest upcoming General Meeting of Shareholders shall elect new members of the Supervisory Board to replace the members of the Supervisory Board who are automatically disqualified, dismissed and removed or to fill the vacancies.

13. In case the Supervisory Board of Directors of VietinBank has fewer members than the required minimum number of members according to the Law and this Charter,

within 90 Days from the date of falling short of the member(s), VietinBank must elect additional members, ensuring a minimum number of members Information on election of any member of the Supervisory Board must be disclosed as regulated by securities law and stock market.

**Article 54. Duties and powers of the Supervisory Board**

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

2. To issue internal regulations of the Supervisory Board. To review, on an annual basis, internal regulations of the Supervisory Board, internal regulations of VietinBank on accounting and reporting.

3. To supervise the financial situation, to appraise the first half and annual financial statements of VietinBank, to evaluate reports on management activities of the Board of Directors; To report to the General Meeting of Shareholders on the appraisal results of the financial statements and reports on management activities of the Board of Directors; To evaluate the fairness, legality, truthfulness and diligence in the accounting and statistical activities and the financial statement preparation. The Supervisory Board may consult the Board of Directors before submitting its reports and recommendations to the General Meeting of Shareholders.

4. To inspect the accounting ledgers, other materials, the governance and management of VietinBank's operation if deemed necessary or in the following cases:

a) According to a decision of the General Meeting of Shareholders.

b) At the request of the State Bank or of the Major Shareholder or major group of Shareholders in accordance with the provisions of Law. The inspection must be carried out within a time-limit of 7 business days from the date of receiving the request. Within 15 Days from the end of the inspection, the Supervisory Board must make a report and explanations on matters requested for inspection to the requesting organizations and individuals.

5. To prepare a list of founding shareholders within 05 years from the date of being a founding shareholder, shareholder owning 01% or more of the Charter capital and related persons of members of the Board of Directors, members of the Supervisory Board, General Director of VietinBank, shareholder owning 01% or more of charter capital; To keep record and update changes to this list.

6. To recommend the measures to amend, supplement and improve the structure of organization for management and administration of business operations of VietinBank to the Board of Directors or the General Meeting of Shareholders.

7. To promptly notify the General Meeting of Shareholders and the Board of

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

8. To request the Board of Directors to convene an extraordinary meeting of the Board of Directors or an extraordinary General Meeting of Shareholders as stipulated by the Law and this Charter.

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

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

11. To organize the implementation of internal audit; to have access to and be provided with information and documents related to the management and operation of the credit institution in a full, accurate and timely manner, and to have the right to leverage the credit institution's resources to implement assigned duties and powers; to hire experts, independent consultants and external agencies to perform its duties but still be responsible for the performance of the Supervisory Board's duties.

12. Members of the Supervisory Board shall keep confidential information obtained from the documents they are eligible to get access to, VietinBank may enter into an agreement/contract of responsibilities with each member of the Supervisory Board.

14. To attend and participate in discussions at the General Meetings of Shareholders, the meetings of the Board of Directors and other meetings of VietinBank.

15. To verify the relevance, legality, fairness and prudence degree in the management and administration of business activities; integrity, consistency and appropriateness of accounting, statistics and financial reporting.

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

17. To supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of VietinBank under the decision authority of the General Meeting of Shareholders and the Board of Directors. Annually, to prepare and send reports on monitoring results to the General Meeting of Shareholders and the Board of Directors

18. To supervise compliance with regulations in Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in VietinBank 's operations.

19. To promptly report to the SBV on violations specified in Clauses 7, 10 and 19

of this Article and breaches in relation to ratios of share ownership ratio, capital contribution, and related persons according to provisions of the Law on Credit Institutions and provisions of this Charter .

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

21. Other powers and duties in accordance with the decision of the General Meeting of Shareholders, VietinBank's Charter and internal regulations and the provisions of the Law.

**Article 55. Right of the Supervisory Board to be provided with information**

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

a) Meeting invitation, opinion collection papers of members of the Board of Directors and attached documents;

b) Resolutions, decisions and minutes of the General Meeting of Shareholders, meetings of the Board of Directors;

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

2. Members of the Supervisory Board have the right to access VietinBank records and documents kept at the Head Office, branches and other locations; have the right to visit the workplace of the managers and employees of VietinBank during working hours.

3. The Board of Directors, members of the Board of Directors, Director or General Director and other managers must provide sufficiently, accurately and in a timely manner the information and documents on the management, administration and business operations of VietinBank at the request of the Supervisory Board or its members.

**Article 56. Salary, remuneration, bonus and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board shall be entitled to receive salary, remuneration, bonus and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonus and other benefits and annual budget for the operation of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed expenses for meals, accommodation, and travel, and the expenses for the use of independent consultancy services at reasonable rates. Total remuneration and such expenses shall not exceed the total annual budget for the operation of the Supervisory Board which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operation expenses of the Supervisory Board shall be recorded as business expenses of VietinBank as provided for by the Law on corporate income tax and presented as a separate item in the annual financial statements of VietinBank.

**Article 57. Meetings, adoption of decisions and minutes of meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year and the meeting is conducted when 2/3 of the members of the Supervisory Board attend the meeting. The minutes of the Supervisory Board meeting should be detailed and concise. The Minutes maker and members of the Supervisory Board as meeting participants must sign on the minutes of the meeting. Minutes of meetings of the Supervisory Board must be filed for purposes of holding each member of the Supervisory Board accountable.

2. The Supervisory Board may request members of the Board of Directors, General Director and representatives of the accepted auditing firm to attend such meeting for clarification on issues in question.

**CHAPTER VI:  
SYSTEM OF INTERNAL CONTROL AND  
INTERNAL AUDIT**

**Article 58. System of internal control**

1. Internal control system is a collection of internal mechanisms, policies, processes, regulations and organizational structure of VietinBank that is organized to ensure prevention, timely detection of and dealing with risks.

2. VietinBank must develop an internal control system to meet the following requirements:

a) Efficiency and safety in operation; protection, management, and safe and efficient use of assets and resources;

b) Truthful, adequate, complete financial and management information systems which provides timely information;

c) Compliance with the Law, mechanisms, policies, and internal regulations, processes and regulations.

d) Application of technology in internal control activities according to regulations of the Governor of the State Bank.

3. The State Bank may request VietinBank to hire an independent auditing firm to evaluate part or the entire internal control system when deemed necessary. VietinBank builds an internal control system and deploys technology applications in internal control activities according to the regulations of the Governor of the State Bank.

**Article 59. Internal Audit**

1. VietinBank sets up a dedicated internal audit team under the Supervisory Board to perform internal audit of VietinBank.

2. The internal audit conducts independent and objective review and assessment of the compliance with mechanisms, policies, processes and internal regulations of VietinBank; making recommendations to improve the efficiency of the systems, processes, regulations, contributing to ensuring that VietinBank operates safely, effectively and in accordance with the Law.

3. Internal audit results must be promptly reported to the Supervisory Board and sent to the Board of Directors and the General Director of VietinBank.

## **CHAPTER VII:**

### **OBLIGATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTORS AND OTHER EXECUTIVE OFFICERS**

#### **Article 60. Public disclosure of related interests**

1. VietinBank must gather and update the list of related persons of VietinBank in accordance with the provisions of Clause 20, Article 1 of this Charter and their respective contracts and transactions with VietinBank.

2. The members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors of VietinBank must provide the following information to VietinBank:

a) Name, business code, address of the head office, field of business, number and date of issuance of the Business Registration Certificate, the place of business registration of the enterprise or economic entity where he/she or he/she and related person(s) own the contributed capital or shares of 05% or more of the charter capital, including the contributed capital, the shares under the name of other individuals or organizations as entrusted by him/her of 5% or more of the charter capital

b) Name, business code, address of the head office of the enterprise or other economic entity where his/her and Related persons are members of the Board of Directors, Members' Council, supervisors, members of the Supervisory Board, General Director (Director).

c) Information about related persons as individuals includes: Full name; personal identification number; Nationality, passport number, date of issue, place of issue for foreigners; relationship with the informant;

c) Information about related persons as organizations includes: name, business code, address of head office of the enterprise, number of Business Registration Certificate or equivalent legal documents; Legal representative, relationship with information

provider.

dd) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, Director or General Director and other managers have the right to review, extract and reproduce a part or full copy of such declaration. VietinBank must enable access by such persons to review, extract and reproduce the list of related persons and related interests in the fastest and most convenient way. Any misconduct of hindering or barring them to exercise the right is prohibited.

3. Shareholders owning 01% or more of VietinBank's charter capital must provide VietinBank with the following information:

a) Full name; personal identification number; Nationality, passport number, date of issue, place of issue for foreign shareholders; Number of Business Registration Certificate or equivalent legal documents of the institutional shareholder; Date of issue and place of issue thereof;

b) Information about related persons as prescribed in Points c and d, Clause 2 of this Article;

c) Number and percentage of shares owned in VietinBank;

d) Number and percentage of shares owned by related person in VietinBank.

4. The disclosure of information specified in Clause 1 of this Article and the change of relevant information must be made in writing within 07 Business days from the date of occurrence or change the information.

5. VietinBank must disclose the information specified in Clause 1 of this Article annually to VietinBank's General Meeting of Shareholders and the information must be kept public and kept as record at the head office of VietinBank.

6. VietinBank must notify the State Bank in writing of the information specified in Clause 1 of this Article within 7 Business days from the date on which VietinBank receives the information for disclosure as prescribed in Clause 4 of this Article.

7. Members of the Board of Directors, General Director who to act at their own roles or on behalf of others in performing their assigned tasks in any form within the scope of the business of VietinBank must be held accountable before the Board of Directors, the Supervisory Board for justification on nature and scope of work; and shall only be entitled to proceed upon approval by the majority of remaining members of the Board of Directors. Full amount of income as proceeds from unauthorized actions or actions without consent by the Board of Directors, must be payable to VietinBank

8. Any member of the Board of Directors, member of the Supervisory Board, General Director, Deputy General Director of VietinBank and Shareholder owning 01% or more of VietinBank's charter capital must send to VietinBank a written information declaration for the first time and upon any change in this information within 07 Business days from the date of occurrence or change in information. For information at Points c and

d, Clause 3 of this Article, a shareholder must only provide information to VietinBank when there is a change in share ownership ratio or in the share ownership ratio of such shareholder and related persons by 01% or more of VietinBank's charter capital compared to the previous information provision.

9. VietinBank must post and store the information specified in Clauses 2 and 3 of this Article at its head office and send a written report to the State Bank within 07 Business Days from the date VietinBank receives the provided information. Annually, VietinBank discloses information specified in Points a, b, d, Clause 2 and Points a, c, d, Clause 3 of this Article to the General Meeting of Shareholders of VietinBank.

10. VietinBank must publicly disclose information about the full names of individuals and organizations that are shareholders owning 01% or more of VietinBank's charter capital and information specified in Points c and d, Clause 3 of this Article on VietinBank's website within 07 Business days from the date VietinBank receives the provided information.

11. Subjects providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete, and on-time and take responsibility for their information provision and disclosure.

### **Article 61. Rights and obligations of managers and executive officers of VietinBank**

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

2. To exercise rights and perform obligations as assigned in an honest, prudent manner for the legitimate interests of VietinBank, VietinBank's Shareholders and owners.

3. Not to take advantage of business information, know-how and business opportunities of VietinBank, abuse the status, position and the properties of VietinBank for self-benefit or for the interest of other organizations and individuals or harm the interests of VietinBank, VietinBank's Shareholders.

4. To ensure that VietinBank's records are kept in order to provide data for the purposes of management, administration and control of all activities of VietinBank, inspection, supervision and investigation of the State Bank.

5. To be knowledgeable about the types of risk in the operations of VietinBank.

6. To promptly, 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.

7. Not to facilitate themselves or their Related Persons in borrowing from or using other banking services of VietinBank with more favorable conditions than the general regulations of VietinBank.

8. Not to be subject to remuneration, salary raise or to request bonus payment to managers and executive officers when VietinBank suffers a loss.

9. To be responsible for complying with restrictive regulations to ensure safety in VietinBank 's banking operations according to the provisions of the Law on Credit Institutions 2024 .

10. Within the scope of assigned rights and obligations, to be responsible for implementing written requests of the State Bank for contents falling under the authority of the State Bank. To implement recommendations, warnings of risks and operational safety, warnings of risks of breaches of monetary and banking laws; inspectorate conclusions, recommendations, and decisions.

11. The responsibilities for staying honest and avoiding conflicts of interests of managers of VietinBank shall be in accordance with the provisions of the Law and internal regulations of VietinBank.

12. Other obligations in accordance with this Charter and the provisions of the Law.

## **Article 62. Approval of contracts and transactions between VietinBank and Related Persons**

1. The General Meeting of Shareholders or the Board of Directors approves the contracts and transactions between VietinBank and the following Related Persons:

a) A shareholder, an authorized representative of a institutional shareholder holding from 5% of the total ordinary shares of VietinBank and their related persons;

b) Members of the Board of Directors, General Director and their related persons;

c) Enterprises to be declared by the members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors of VietinBank as required in Clause 1, Article 60 of this Charter.

d) Subsidiary and affiliated companies of VietinBank

e) Members of the Supervisory Board and their related persons

2. The Board of Directors approves the contracts and transactions as prescribed in Clause 1 of this Article which are worth less than 20% of the Charter Capital of VietinBank as recorded in the latest financial statements. In this case, the signatory to a contract or transaction as representative of VietinBank must notify the members of the Board of Directors, members of the Supervisory Board of the parties related to such contract or transaction and send the draft contract or main terms and conditions of the transaction to them. The Board of Directors decides to approve the contracts, transactions within 45 Days from the date of receiving the notice; 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. The General Meeting of Shareholders approves contracts, transactions other than contracts, transactions specified in Clause 2 of this Article;

4. In case the contract or transaction specified in Clause 3 of this Article is approved, the representative of VietinBank to sign the contract, transaction must notify the members of the Board of Directors, members of the Supervisory Board of the parties related to such contract or transaction and send the draft contract or the notice on the main terms and conditions of the transaction to them. The Board of Directors shall submit the draft contract, transaction or explain the major contents of the contract, transaction at the General Meeting of Shareholders or collect written opinions from the shareholders. In this case, the Shareholder who has interests related to the parties to the contract, transaction does not have the right to vote; the contract or transaction is approved according to the provisions of Article 62 of this Charter.

5. A contract or transaction shall become null and void according to the Court's decisions and be handled according to the provisions of the Law when it is executed in contravention of the provisions of this Article; The signatory of the contract, transaction, the Shareholders, members of the Board of Directors or the General Director who involve in such execution must jointly compensate for any damage arising, and refund to VietinBank the benefits earned from the performance of such contract, transaction.

6. VietinBank must disclose related contracts and transactions in accordance with provisions of the Law.

### **Article 63. Liabilities for the damages and compensation**

Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Directors are responsible for exercising their assigned rights and obligations in accordance with relevant Law, the Charter of VietinBank, resolutions of the General Meeting of Shareholders of VietinBank; To exercise the assigned rights and obligations in an honest, prudent and best effort manner in order to ensure the maximum lawful interests of VietinBank; Other responsibilities in accordance with provisions of the Law and internal regulations of VietinBank. In case of violation, they will be personally or jointly responsible for compensating for lost benefits, returning benefits received and compensating for all damages to VietinBank and the third party.

## **CHAPTER VIII: RELATIONSHIP BETWEEN VIETINBANK AND ITS MEMBER UNITS**

### **Section 1:**

#### **Dependent Units, Subsidiaries and Affiliated Companies of VietinBank**

### **Article 64. Dependent Units, Subsidiaries and Affiliated Companies of VietinBank**

1. VietinBank has its Dependent Units, Subsidiaries and Affiliated Companies, which are incorporated and operate in accordance with the provisions of the Law.

2. VietinBank may establish its domestic or overseas Dependent Units to support

the operations of VietinBank in accordance with the decisions of the Board of Directors and within the scope permitted by the Law.

**Section 2:**  
**Relations between VietinBank and its Dependent Units**

**Article 65. Relations between VietinBank and its Dependent Units**

The Dependent Units of VietinBank carry out business operations, accounting, personnel management and organization, and other activities in accordance with the mechanism of decentralization and authorization of VietinBank which are concretized in the regulations on the organization and operations of such units. The regulations on operations of the Dependent Units shall be developed by the General Director and submitted to the Board of Directors for approval.

**Section 3:**  
**Relations between VietinBank and the Related Companies**

**Article 66. The management of VietinBank's capital contribution in Related Companies**

1. VietinBank shall empower its Authorized Representatives to directly, on behalf of VietinBank, manage the investments of VietinBank in the Related Companies to the extent permitted by the Charters of such Related Companies.

2. VietinBank shall decide the investment rate in the newly established Related Companies, the adjustment of the investment rate in the existing Related Companies in accordance with the business strategies and plans of VietinBank and the Law.

3. The rights and obligations of the Representatives of VietinBank in a Related Company shall be determined in accordance with the regulations issued by the Board of Directors and in each specific decision on the appointment of each representative.

**Article 67. Controlling, associating and supporting the Related Companies**

1. Where VietinBank holds controlling rights in a Related Company, its controlling and supporting rights shall be defined in the Charter and Financial statute of such Related Company, which may cover the following areas:

- a) To vote on the approval of the Charter on operation.
- b) To vote on the approval of the business orientation and strategy.
- c) To vote on the approval of the annual operation plans.
- d) To vote on the approval of business plans of the Related Company for the investments outside the Related Company
- e) To receive and approve management reports and audited annual financial statements of the Related Company.
- f) To receive profits and reimbursed expenses and take risks with respect to the

VietinBank's amount of capital invested in the Related Company.

g) Other areas in accordance with the Charter of the Related Company and the Law.

2. VietinBank shall not directly decide or directly participate in the management of the Related Companies. This provision does not prevent VietinBank's authorized representatives from performing management or executive roles in the Related Companies.

## **CHAPTER IX: RIGHT TO INVESTIGATE BOOKS AND BANKING RECORDS**

### **Article 68. Right to investigate books and records**

1. Ordinary shareholders shall have the following rights:

- To review, look up and make an extract of the information on the name and contact address in the list of Shareholders having voting rights; to request the amendment of inaccurate self information;

- To review, look up and make an extract or copy of VietinBank's Charter, minutes of General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders.

2. In addition to the access right as stipulated in Clause 1 of this Article, a Shareholder or a group of Shareholders holding from 05% or more of the total Ordinary Shares of VietinBank shall have the right: To review and make an extract of the book of meeting minutes, resolutions, and decisions of the Board of Directors, bi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to the Board of Directors' approval and other documents, except for documents related to trade or business secrets of VietinBank.

3. The members of the Board of Directors and the members of the Supervisory Board shall have the right to examine the Shareholder Register of VietinBank, the list of Shareholders and other books, records and documents of VietinBank for the purpose of their duties in VietinBank and shall be responsible to keep confidentiality of such provided information and documents.

### **Article 69. Regulations on document storage of VietinBank**

1. Depending on each type, VietinBank must keep record of the following documents:

a) Charter of VietinBank; internal management regulations of VietinBank; member register or Shareholder Register;

b) Protection title of industrial property rights; certificate of product, goods and service quality registration; other licenses and certificates (if any);

c) Documents and papers establishing VietinBank's ownership of assets;

- d) Voting papers, minutes of vote counting, minutes of the General Meeting of Shareholders, minutes of the Board of Directors; decisions of VietinBank;
- (dd) Prospectus for offering or listing securities;
- e) Reports of Supervisory Board, conclusions of inspection authorities, conclusions of the auditing firms.
- f) Accounting books, accounting documents, annual financial statements.

2. VietinBank must keep the documents specified in Clause 1 of this Article at the head office or at another location decided by the Senior Management of VietinBank; The storage period shall comply with the provisions of the Law.

#### **Article 70. Disclosure of information and announcement to the public**

1. VietinBank must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of the Law. VietinBank publishes annual financial statements that have been audited in accordance with the Law on disclosure of information on the stock market and submits them to competent authorities.

2. Annual financial statements must incorporate all reports, appendices and notes according to the provisions of the Law on enterprise accounting. Annual financial statements must be a truthful and fair reflection of the performance of VietinBank.

3. VietinBank must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the Law on disclosure of information on the stock market and submit them to competent authorities.

### **CHAPTER X: PROFIT DISTRIBUTION**

#### **Article 71. Profit Distribution**

1. After fund appropriation, the remaining profit of VietinBank shall be used to pay dividend in accordance with the decision of the General Meetings of Shareholders and as provided for by Law.

2. Dividends shall be distributed in accordance with the decision of the General Meeting of Shareholders based on the proposal of the Board of Directors. VietinBank shall pay dividends to Shareholders after fulfilling its tax obligations and other financial obligations as provided for by Law; appropriating to the funds of VietinBank and fully covering previous losses in accordance with this Charter and the Law; and after payment of all intended dividends, VietinBank must still be able to make payment for all debts and other liabilities (if any) which become due.

3. Payment of dividends for preference shares shall be implemented in accordance with the separate conditions applicable to each type of preference shares.

4. Dividends paid to Ordinary Shares shall be determined based on the retained

profits of VietinBank as decided by the General Meeting of Shareholders.

5. Dividends may be paid in cash, by shares of VietinBank or by other assets as proposed by the Board of Directors and decided by the General Meeting of Shareholders. Where payment is made in cash, it shall be made in Vietnamese Dong and may be made by bank transfer at the request of the Shareholders.

The payment of dividends may be made by bank transfer when VietinBank has sufficient information of the Shareholder's bank to be able to transfer directly to such Shareholder's bank account. VietinBank shall not be responsible for any losses arising from this bank transfer if it has made the bank transfer based on the exact banking details provided by the Shareholder. Where the shares are listed on the Stock Exchange, the payment of dividends for these Shares may be carried out through securities companies or the depository center.

6. Dividends must be paid in full within 6 months from the closing date of the Annual General Meeting of Shareholders. The Board of Directors must prepare a list of shareholders who are entitled to receive dividends, determine the rate of dividend paid for each Share and the time-limit and method of payment at least 30 days prior to the date of each dividend payment. The notice on dividend payment must be sent by a method guaranteed to reach the registered addresses of all Shareholders no later than 15 Days prior to the actual payment of dividends.

The notice must clearly specify the name of VietinBank; full name, permanent address, nationality, the Identification card number, passport number or any other valid personal identification of the shareholder for individual shareholders; name, permanent address, nationality, the number of the establishment license or the number of the business registration of the Shareholder for institutional Shareholders; quantity of shares by each type of the Shareholder, dividend rate for each Share and the total amount of dividends to be paid to such Shareholder, and time and method for dividend payment; full name and signatures of the Chairman of the Board of Directors and the General Director of VietinBank.

7. Where the Shareholder transfers his or her shares between the time of finalization of the list of Shareholders and the time of dividend payment, the transferor shall be entitled to receive the dividends from VietinBank.

8. In case of stock dividend, VietinBank shall not have to carry out Share offering procedures in accordance with provisions of the Law on Enterprises. VietinBank must register to increase its Charter capital in accordance with the total par value of Shares used to pay dividends within 10 Days from the date of completion of dividend payment.

9. The Board of Directors may decide a mid-term payment of dividends when such payment is considered appropriate with the solvency and profitability of VietinBank.

10. Except for the case of Shares carrying accompanying rights or otherwise stipulated in the Share issuance provisions, the dividends of the Share Certificates that are

not yet fully paid for shall be paid in proportion with the amount of payment made for the purchase of such Shares up to the time of the dividend payment. Additional dividend shall not be paid by VietinBank upon the full payment for such shares.

11. VietinBank shall not pay any interests on the dividends or any other sums which the Shareholders have not yet received when the payment of dividend is due.

## **CHAPTER XI: FINANCE, ACCOUNTING, REPORTING**

### **Article 72. Appropriation to reserves**

1. VietinBank shall set aside funds and reserves as provided for by Law.
2. VietinBank's profit after recovering the loss incurred in the previous year as regulated by the Law on Corporate Income Tax and after paying corporate income tax as required by Law, shall be allocated as follows:
  - a) To distribute profit to affiliated capital-contributing parties according to the signed economic contracts (if any).
  - b) To cover losses accumulated in the previous years, where the validity period allowing deduction of profit before tax for such coverage has already expired.
  - c) To set aside funds according to the provisions of Law.
3. VietinBank may pay stock dividend for Charter capital raising. The stock dividend rates are decided by the Prime Minister.

### **Article 73. Fiscal year**

The fiscal year of VietinBank commences from the 01st January each year and end on the 31st December of the same year (calendar year). The first fiscal year begins from the date of issuance of the Business registration certificate and ends on 31st December of the same year.

### **Article 74. Accounting, booking**

1. VietinBank's financial regime follows the provisions of the Law.
2. VietinBank's accounting follows the provision of the Law on accounting; is responsible before the law for the accuracy and truthfulness of revenues and expenditures and complies with regulations on invoices and accounting documents.

### **Article 75. Reporting**

1. Reporting
  - a) VietinBank must implement a reporting and information provision regime according to the provisions of law on accounting, statistics, and statistical investigation.
  - b) VietinBank must periodically report its operational activities according to the regulations of the Governor of the State Bank of Vietnam.

c) In addition to the reports specified in Points a and b of this Clause, VietinBank is responsible for promptly reporting to the State Bank of Vietnam in the following cases:

(i) Unusual developments in professional operations may seriously affect VietinBank's business situation;

(ii) Changes in organization, governance, administration, financial situation of major shareholders and other changes that seriously affect VietinBank's business operations; Sale, purchase and transfer of shares and capital contributions of major shareholders;

(iii) Changes in VietinBank branch name; Temporary suspension of transactions for less than 05 Business days; Share listing on the domestic stock market.

d) Subsidiaries and affiliated companies of VietinBank are responsible for sending financial reports and operational reports to the State Bank of Vietnam when requested.

e) Within 90 Days from the end of the fiscal year, VietinBank must submit an annual report to the State Bank of Vietnam in accordance with the provisions of law.

## 2. Submission of Annual Reports

a). At the end of a fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

i) Report on business performance of VietinBank;

ii) Financial statements;

iii) Report on assessment of the management and administration of VietinBank;

iv) Assessment report of the Supervisory Board

b) Where an audit is required by Law, the annual financial statements of VietinBank must be audited before submission to the General Meeting of Shareholders for consideration and approval.

c) The reports specified at items (i), (ii), (iii), point a of this Clause must be sent to the Supervisory Board for appraisal at least 30 Days before the opening date of the Annual General Meeting of Shareholders.

d) The reports specified in points a, b, c of this Clause, the appraisal report of the Supervisory Board and the audit report must be kept at the head office of VietinBank at least 10 Days before the opening of the General Meeting of Shareholders. Shareholders holding shares of VietinBank for at least 01 year have the right to, by themselves or together with lawyers, accountants and certified auditors, directly review the report as provided for in this Article.

## **CHAPTER XII: AUDITING**

### **Article 76. Auditing**

1. Before the end of the fiscal year, VietinBank decides to select an independent audit firm that meets the requirements according to the regulations of the Governor of the State Bank of Vietnam to audit financial statements and provide assurance services for operations of the internal control system in preparing and presenting financial statements in the following fiscal year

Within 30 Days from the date of decision to select an independent audit firm, VietinBank must notify the State Bank of Vietnam of the selected independent audit firm.

2. A copy of the audit report must be attached to every annual financial statement of VietinBank.

3. VietinBank shall prepare and send its annual financial statements to the independent auditing firm after the end of a fiscal year.

4. The independent auditing firm shall examine and certify the annual financial statements of VietinBank and prepare an audit report and submit the same to the Board of Directors within a time-limit of 3 months from the end of the fiscal year. The employees of the independent auditing firm that audits VietinBank must be approved by the competent State authority, if required by the Law.

5. The auditors who audit VietinBank's financial statements shall be permitted to attend all General Meetings of Shareholders and shall be entitled to receive notices and other information relating to the General Meeting of Shareholders which the Shareholders are entitled to receive, and shall have the right to express their opinions at the General Meeting of Shareholders about the auditing-related matters.

**CHAPTER XIII:  
REORGANIZATION, DISSOLUTION, TERMINATION OF OPERATION,  
LIQUIDATION AND BANKRUPTCY OF VIETINBANK**

**Article 77. Reorganization**

The division, separation, consolidation, merge and conversion of VietinBank shall be undertaken in accordance with the provisions of the relevant Law.

**Article 78. Dissolution of VietinBank**

1. VietinBank shall be dissolved in the following cases:

a) Voluntarily applying for dissolution if being able to repay all debts and approved in writing by the State Bank;

b) Upon the expiration of the operation period without applying for extension or applying for extension of the operation period but not permitted in writing by the State Bank;

c) Upon revocation of the license.

e) Other cases as provided for by the Law.

2. Decisions on dissolution of VietinBank shall be approved by the General Meeting of Shareholders and reported to competent Authorities as provided for by the Law. The liquidation of assets of VietinBank as a result of dissolution shall be undertaken under the supervision of the State Bank.

3. Within 7 Business days from the date of approval, the resolutions, decisions on dissolution and the meeting minutes must be sent to the Business registration agency, tax authority, and employees in VietinBank. Resolutions and decisions on dissolution must be posted on the National Portal on Business Registration and publicly posted at the head office, branches and representative offices of VietinBank.

In case VietinBank still has outstanding financial obligations that are unpaid, resolutions, decisions on dissolution and debt settlement plans must be sent to creditors and stakeholders. A debt settlement plan must include the name and address of the creditor; debt amount, deadline, location and method of repayment of such debt; method and time limit for the settlement of creditors' claims;

4. VietinBank's debts shall be paid in the following order of priority:

a) Unpaid salary, severance pay, social insurance, health insurance, unemployment insurance as prescribed by Law and other benefits of the employees under the collective labor agreement signed labor contracts;

b) Unpaid tax;

c) Other debts.

5. Other procedures and regulations related to the dissolution of VietinBank shall be undertaken in accordance with the relevant provisions of the Law.

### **Article 79. Bankruptcy of VietinBank**

The bankruptcy of VietinBank shall be undertaken in accordance with the provisions of the Law on bankruptcy.

## **CHAPTER XIV: INTERNAL DISPUTES SETTLEMENT**

### **Article 80. Internal Disputes Settlement**

1. Where disputes or complaints related to the operation of VietinBank or to the rights of Shareholders arising from this Charter or from any rights or obligations regulated by the Law, between:

a) One or more Shareholders and VietinBank.

b) One or more Shareholders and the Board of Directors, Supervisory Board, the General Director or Managers of VietinBank.

The concerned parties shall try to resolve such disputes through negotiation and reconciliation. Except where such disputes involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the settlement of such disputes and request each party to present the actual factors relating to the disputes within 10 Business days from the date on which the disputes arise. Where a dispute is related to the Board or Directors or the Chairman of the Board of Directors, any party may require the appointment of an independent expert to act as an arbitrator for the settlement of the dispute.

2. If no decision on reconciliation is made within 06 weeks from the beginning of the reconciliation process or if the decision of reconciliation intermediary is not accepted by the parties, any party may bring such disputes to the competent Arbitration or Court.

3. Each party shall bear its own costs arising from the negotiation and reconciliation procedures. The expenses of arbitration or court shall be borne by the party that is decided by the arbitration or court.

## **CHAPTER XV: AMENDMENT AND SUPPLEMENT TO THE BANK'S CHARTER**

### **Article 81. Amendment and supplement to the Charter**

1. Any amendments or supplements to this Charter shall be considered and decided by the General Meeting of Shareholders.

2. Where any provisions of Law related to the operations of VietinBank are not referred to in this Charter or if any new provisions of the Law are different from the provisions of this Charter, such provisions of Law shall automatically apply and govern the operation VietinBank.

## **CHAPTER XVI: ENFORCEMENT TERMS**

### **Article 82. Effective date**

1. This Charter consists of 16 Chapters, 83 Articles which is unanimously passed and the validity of its full text is approved by the General Meeting of Shareholders of VietinBank on 27/4/2024 and VietinBank's Board of Director on 25/6/2024 in Hanoi.

2. The official language which is used in the General Meeting of Shareholders, meetings of the Board of Directors, meetings of Supervisory Board shall be Vietnamese; the language used for documents such as Charter, regulations, decisions of VietinBank as well as in the minutes of the above mentioned meetings shall be Vietnamese. Foreign shareholders (if any) shall make arrangement for their own interpreter/translator and bear all expenses of translation and interpretation from Vietnamese into a foreign language.

3. This Charter takes effect from the date of July 1, 2024.

4. All units and individuals of VietinBank shall be responsible for complying with the provisions of this Charter.

5. The Charter is made into 10 originals in Vietnamese and may be translated into foreign languages if requested by the Board of Directors. In case this Charter is translated into another language, the Vietnamese version and the foreign language version will have the same validity and effect. In the event of any inconsistency between Vietnamese and foreign language versions, the Vietnamese version shall prevail. This Charter is archived and submitted to the competent State authorities as provided for by Law.

### **Article 83. Transition clause**

1. Managers, executive officers and other titles of VietinBank elected and appointed before the effective date of this Charter who do not meet the provisions of Clause 4, Clause 5, Clause 6, Article 38; Article 50; Clause 1, Clause 2, Article 53 of this Charter may continue to 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 Charter that does not meet the provisions of Clauses 1 and 3, Article 38 of the Charter may continue to operate until the end of the term of the Board of Directors.

3. Until the effective date of this Charter, the Supervisory Board of VietinBank whose number of members fails to meet the requirement in Clause 1, Article 53 of this Charter may continue to maintain the number of Supervisory Board members as prescribed in Clause 2, Article 44 of the Law on Credit Institutions No. 47/2010/QH12, as amended and supplemented according to the Law No. 17/2017/QH14 until the end of the terms of the Supervisory Board and members of the Supervisory Board, except in cases where VietinBank elects, appoints additional or replaces members of the Supervisory Board.

**LEGAL REPRESENTATIVE  
VIETNAM JOINT STOCK COMMERCIAL BANK  
FOR INDUSTRY AND TRADE  
CHAIRMAN OF BOARD OF DIRECTORS**

**Tran Minh Binh**