

**JSC BANK FOR FOREIGN  
TRADE OF VIETNAM**

Address: 198 Tran Quang Khai, Hanoi  
Business Registration No. 0100112437  
(15<sup>th</sup> revision dated April 14<sup>th</sup>, 2022)

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

Hanoi, 30<sup>th</sup> January 2023

DRAFT

**REGULATION****ON THE ADDITIONAL ELECTION OF MEMBER OF THE BOD  
JSC BANK FOR FOREIGN TRADE OF VIETNAM**

*Pursuant to:*

*The Law on Credit Institutions dated 16/06/2010; amended and supplemented Law on Credit Institutions dated 20/11/2017 and other guideline documents;*

*The Law on Enterprise dated 17/06/2020 and guideline documents;*

*The Securities Law dated 26/11/2019 and guideline documents;*

*Decree No.155/2020/ND-CP dated 31/12/2020 by the Government about guidelines on some articles of the Securities Law and guideline documents;*

*Circular No.22/2018/TT-NHNN dated 05/09/2018 by the State Bank of Vietnam on procedures, documents to approve tentative personnel of commercial banks, non-bank credit institutions and branches of foreign banks which is amended by Circular No. 13/2019/TT-NHNN dated 21/8/2019 and Circular No. 13/2020/TT-NHNN dated 13/11/2020 by the State Bank Governor;*

*Charter on organization and operation of the JSC Bank for Foreign Trade of Vietnam which has been approved by 2021 Annual General Shareholders Meeting by Resolution No.14/TN2021/NQ-ĐHĐCĐ dated 23/04/2021 (VCB Charter);*

*Regulation on Organization and Operation of the Board of Directors of the JSC Bank for Foreign Trade of Vietnam issued in attachment with Decision No. 669/QĐ-VCB-HĐQT dated 23/04/2021 by the Board of Directors of the JSC Bank for Foreign Trade of Vietnam;*

*Regulation on internal management of the JSC Bank for Foreign Trade of Vietnam issued in attachment with Decision No. 668/QĐ-VCB-HĐQT dated 23/04/2021 by the Board of Directors of the JSC Bank for Foreign Trade of*

Vietnam;

Vietcombank EGM 2023 implement the additional election of BOD member as follow:

**I. Elect additional members for member of the Board of Directors for term 2018 - 2023**

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1. The number of members to be additionally elected Vietcombank Board of Directors for the remaining office term 2018-2023 is tentatively: 01 member

2. Nominee:

Shareholder or group of shareholders who own more than 10% of Vietcombank common shares for at least six (06) months, have right to introduce themselves or their representatives for the position according to Vietcombank Charter<sup>1</sup> and Law.

3. Criteria and conditions to become a member of the Board of Directors:

*3.1 The following persons shall not be members of the Board of Directors<sup>2</sup>:*

- a) Minors and those whose capacity for civil acts is restricted or lost;
- b) Those who are currently examined for penal liability or serving criminal sentences or decisions of the court;
- c) Those who were convicted of serious or more serious crimes;
- d) Those who were convicted of crimes of infringement upon ownership whose criminal records have not been written off;
- e) Cadres, civil servants, managers of division or higher level of enterprises in which the State holds 50% or more of the charter capital, except those appointed to represent the State's capital share in the credit institution;
- f) Officers, non-commissioned officers, professional servicemen and defense workers of agencies and units under the Vietnam People's Army; officers, professional noncommissioned officers of agencies and units under the Vietnam People's Police, except those appointed to represent the State's capital share in Vietcombank;

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<sup>1</sup> Item 3 Article 29 and Item 6 Article 43 of Vietcombank Charter

<sup>2</sup> Article 33 of the Law on Credit Institution 2010 (Law on amendments of the Law on Credit institution for the year 2017)

- g) Those who are banned from acting as managers and executives under the laws on cadres and civil servants and on Corruption Prevention;
- h) Those who used to be owners of private enterprises, partners of partnerships, General Directors (Directors), members of Board of Directors, Members' Councils and Supervisory Board of enterprises, chairmen and members of cooperative management board at the time enterprises or cooperatives are declared bankrupt, except cases of bankruptcy in force majeure circumstances;
- i) Those who used to be representatives-at-law of enterprises at the time these enterprises are suspended from operation or compelled to dissolve due to their serious violations of law, except cases in which the representatives-at-law are recommended by competent state agencies to reorganize and consolidate those enterprises;
- j) Those who were once suspended from holding the title of chairman of the Board of Directors, member of the Board of Directors, chairman of the Members' Council, member of the Members' Council, Chief of the Supervisory Board, member of the Supervisory Board or General Director (Director) of a credit institution under Article 37 of the Law on Credit Institutions or determined by a competent agency as having committed violations leading to the revocation of the credit institution's license;
- k) Those who are liable under the Inspection's conclusion that lead to sanctionary administrative fine of credit institutions and foreign bank's branch in the monetary market and banking sector with the highest fine for action of violating the regulations on certificate, governance, management, share, stock, capital contribution, share purchase, credit granting, corporate bond purchase, safety ratio as prescribed by legal regulations on penalty for administrative violation in the monetary market and banking sectors.
- l) Other cases defined under the laws and in Vietcombank Charter.

### *3.2 Cases banned from concurrently holding different posts <sup>3</sup>:*

A member of the Board of Directors may not concurrently be:

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<sup>3</sup> Article 34 of the Law on Credit Institutions 2010, amended and supplemented in 2017

- A manager of another credit institution unless this institution is a subsidiary of Vietcombank;
- A member of the Supervisory Board of Vietcombank;
- Member of the BOD at more than 05 other companies<sup>4</sup>.

### *3.3 Criteria and conditions for members of the Board of Directors:*<sup>5</sup>

- Having full civil act capacity, not being banned from bank management as stipulated in the Enterprise Law;
- Not eligible to be a member of the Board of Directors under the provisions of the Law on Credit Institutions and the provisions of the Law on Banking;
- Being healthy, possessing professional code of ethics;
- Having a university degree or higher;
- Having at least three (03) working years being as a manager of a credit institution, or having at least five (05) years working as a manager of the company operating in professional banking, finance, audit or accounting division or other firms having charter capital at least equal to the legal capital for the corresponding type of credit institution or having at least five (05) years working directly in professional banking, finance, audit or accounting division.

*3.4 A person nominated to serve as a member of Vietcombank Board of Directors:* must receive with written approval from the State Bank of Vietnam and fully meet the criteria and conditions under the provision of law and the charter of organization and operation of Vietcombank during his/her office term.

## **II. Dossiers of nominees for the Board of Directors of Vietcombank**

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1. Shareholder or group of shareholders that are qualified for nominating and want to nominate a member of the Board of Directors must submit dossiers to Vietcombank, including the following documents:

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<sup>4</sup> Item 2 Article 275 Decree no. 155/2020/NĐ-CP dated 31/12/2020 by the Government about guidelines on some articles of the Securities Law

<sup>5</sup> Item 1 Article 50 of the Law on Credit Institutions 2010 amended and supplemented in 2017 and Article 48 of Vietcombank Charter

- a) A nomination letter must be sent to Vietcombank Board of Directors (03 copies);
- b) Curriculum vitae of the candidate (03 copies);
- c) Judicial record card of the candidate (03 copies);
- d) For candidates whose nationality is not Vietnamese, the judicial record cards (or equivalent document) must be issued by a competent agency of the country where the foreigner resides before coming to Vietnam. For a foreigner who has resided in Vietnam for at least 6 months, his/her judicial record card must be issued by Vietnam Justice Department of the locality where he/she resides;
- e) Certified copies of degrees and qualification documents of the candidate in accordance with the provisions (03 copies per document);
- f) Report on the candidate's related interests under the provisions of Article 39 of the Law on Credit institutions 2010, being amended and supplemented in 2017, and Article 164 of the Law on Enterprise and Article 73 of Vietcombank's Charter (03 copies);
- g) Statement of related person of candidates under the provisions of Item 28, Article 4 of the Law on Credit institutions 2010, being amended and supplemented in 2017 (03 copies).

*Notice: the copies are uploaded at Vietcombank website (Investor/Notices, other information): <http://www.vietcombank.com.vn/Investors/information.aspx>*

## 2. Document format

Every document is to be written in Vietnamese. Documents created in foreign countries must be consularly legalized and translated into Vietnamese. Copies of Vietnamese documents and translated documents are to be certified by relevant authority in accordance with the Law.

### **III. Location and time for submission of dossiers nominating candidate for the Board of Directors:**

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1. Location: Candidates' dossiers for the Board of Directors under the provisions of Clause II of this regulation must be sent directly or by post (with guarantee) to the following address:

Joint Stock Commercial Bank for Foreign Trade of Vietnam (Vietcombank)  
Strategic Planning and Board of Directors Secretariat  
19th floor, Vietcombank Tower, 198 Tran Quang Khai Street, Hoan Kiem District, Hanoi;  
Tel: 024 39343137 (ext: 1993, 1508)

2. Deadline for submission: No later than 17h00 Thursday, Jan 19<sup>th</sup> 2023. Submissions received after such deadline will not be considered.

### **IV. Principles for voting in election of the member of the Board of Directors**

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1. The election voting shall be implemented according to the method of cumulative voting. Accordingly, each shareholder has total number of votes corresponding to the total owned shares multiplied by the number of elected members of Board of Directors. Shareholders has the right to cumulate all votes for one candidate or divide his/her votes for one or more candidates.

2. The candidates are elected according to the number of votes, ranking from high to low until enough members are chosen for the board. A member has to accumulate more than 51% of all voting shares out of all attending shareholders. In case where two or more candidates reach the same number of votes for the last member of Board of Directors, they shall be reelected.

3. Shareholders split their vote equally for candidates will tick on "Equal vote"; in case there is only 1 candidate, "Equal vote" means all votes will be counted to that candidate.

4. Shareholders do not split vote equally will write the number of votes they give to a candidate on the "Number of votes" column.

5. If shareholders do not vote for one or more candidates, leave the "Number of votes" column blank or cross it.

6. The total number of votes given by one shareholder must not exceed the total number of votes he/she is allowed to give (number of shares x number of electees)

7. Names of candidates are already printed on the voting slip.

8. Invalid voting slip is one of the following:

- a) The slip is not intact, crossed out, modified or having contents as not stipulated; or
- b) Having name of candidates out of nominating list approved by the EGM; or
- c) Having contents written by pencil; or
- d) Having total number vote for candidates exceeds the total number of votes allowed for that shareholder; or
- e) Having tick on "Equal vote" and simultaneously enter the number of not equally splitted vote for candidates on the "Number of votes"; or
- f) Being submitted after the Vote Counting committee has opened the sealed of ballot box
- g) Not being issued by the Organizing Committee.

#### **V. Announcement of election result**

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- 1. Based on the vote counting minutes, the Vote Counting committee will announce the result of election of the Board of Directors' members at the Meeting;
- 2. The outcome of the election will be recorded in the Meeting's Resolution.

#### **VI. Effectiveness**

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This regulation will be immediately effective after it is ratified and approved in the 2023 EGM. It is only applicable for the additional election of members of the Board of Directors for the office term 2018 – 2023 in this Meeting.

**ON BEHALF OF THE EGM  
HEAD OF THE CHAIR COMMITTEE**