

**Table 1 – REVISION, PROPOSAL FOR AMENDMENT, SUPPLEMENT TO CHARTER**

*(Attached with the proposal of BOD to the AGM referring the amendment, supplementation to Charter and Regulations)*

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
1.	<b>Opening</b>	<p>Enterprise Law No. 68/2014 / QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on November 16, 2014.</p> <p>Securities Law No. 70/2006/ QH11 adopted by National Assembly of the Socialist Republic of Vietnam approved on June 29, 2006 and the Law amending and supplementing several articles of the Law on Securities No. 62/2010/QH12 approved on November 24, 2010, by the Socialist Republic of Vietnam.</p>	<p><u>Update</u></p> <p>Enterprise Law No. 59/2020 / QH14 adopted by National Assembly of the Socialist Republic of Vietnam on June 17, 2020.</p> <p>Securities Law No. 54/2019 / QH14 adopted by National Assembly of the Socialist Republic of Vietnam on November 26, 2019.</p>	<p>The Enterprise Law 2020 taking effect from January 1, 2021, replacing the 2014 Enterprise Law; The Law on Securities 2019 taking effect from January 1, 2021, replacing the 2006 Securities Law.</p>
2.	<b>Article 1</b>	<p><b>Article 1. Interpretation of terms</b></p> <p><b>Point a Clause 1 Article 1:</b></p> <p>"Enterprise Law" means Enterprise Law No. 68/2014 / QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014 and its amendments and replacements from time to time.</p>	<p>Amending <b>Point a Clause 1 Article 1</b> of the Charter as follow:</p> <p>"Enterprise Law" means Enterprise Law <u>No. 59/2020 / QH14</u> adopted by the National Assembly of the Socialist Republic of Vietnam on <u>June 17, 2020</u> and its amendments, supplements and replacements from time to time.</p>	<p>Enterprise Law No. 59/2020 / QH14 adopted by National Assembly of the Socialist Republic of Vietnam on June 17, 2020.</p> <p>Update current legal documents.</p>
3.	<b>Article 1</b>	<p><b>Point m Clause 1 Article 1:</b></p> <p>"Related person" means any individual</p>	<p><b>To add item (vii) to Point m Clause 1 Article 1 as follows:</b></p>	<p>In accordance with Clause 28, Article 4 - Consolidated Document of Law on Credit</p>

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		<p>or organization directly or indirectly related to another organization or individual in one of the following cases:</p> <p>(i) A parent company with regard to its subsidiary company and vice versa; a credit institution with regard to its subsidiary company and vice versa; between subsidiary companies of the same parent company or of the same credit institution; a management officer or member of the Supervisory Board of a parent company or of a credit institution, or an individual or organization with power to appoint such person with regard to a subsidiary company and vice versa;</p> <p>(ii) A company or a credit institution with regard to a management officer or member of the Supervisory Board of such company or credit institution, or with regard to a company or organization with power to appoint such person and vice versa;</p> <p>(iii) A company or credit institution with regard to an organization or individual owning 5% or more of the charter capital or voting shares</p>	<p>"Related person" means any individual or organization directly or indirectly related to another organization or individual in one of the following cases</p> <p>(vii) <u>Other legal persons and individuals having a potentially risky relationship to the Bank's operations are determined according to the Bank's internal regulations or at the request of the State Bank through inspection and supervision of the Bank with each specific case</u></p>	<p>Institutions No. 07/VBHN-VPQH dated 12/12/2017.</p>

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		<p>of such company or credit institution and vice versa;</p> <p>(iv) An individual with regard to the spouse, parent, child or sibling of such individual;</p> <p>(v) A company or credit institution with regard to an individual prescribed in sub-clause (iv) of this clause of a management officer, member of the Supervisory Board, capital contributor or shareholder owning 5% or more of the charter capital or voting shares of such company or credit institution and vice versa;</p> <p>(vi) An individual authorized to act as representative of an organization or individual prescribed in sub-clauses (i), (ii), (iii), (iv) and (v) of this clause with regard to the organization or individual who is principal; between individuals authorized to act as representatives of capital contribution portions of the same organization.</p>		
4.	<b>Article 1</b>	<b>Article 1. Interpretation of terms</b> <b>Point r Clause 1 Article 1</b>	<b>Amending Point (r) Clause 1 Article 1 as follows:</b>	Adding the form of shares which is electronic data according to Clause 1 Article 121 of the Law

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		<p>“Share certificate” means the certificate or book entry issued by the Bank certifying the ownership over one or more shares of the Bank.</p>	<p><b>Point r Clause 1 Article 1:</b>  “Share certificate” means the certificate, book entry <i>or electronic data</i> issued by the Bank certifying the ownership over one or more shares of the Bank.</p>	<p>on Enterprises 2020.</p>
5.	<p><b>Article 7</b></p>	<p><b>Article 7. Commercial banking operations</b>  The first bullet of Clause 4 Article 7:  “-Trading in domestic and international monetary markets, foreign exchange markets and domestic and foreign commodity futures trading markets in accordance with the Law. Upon obtaining an approval in writing from the State Bank, the Bank shall be entitled to trade and provide services to domestic and foreign customers with the following products:</p> <ul style="list-style-type: none"> <li>● Foreign exchange;</li> <li>● Derivatives from exchange rate, interest rate, foreign exchange, monetary and other financial assets.”</li> </ul>	<p><b>Amend, supplement the first bullet of Clause 4 Article 7:</b></p> <ul style="list-style-type: none"> <li>- <u>Trading in domestic and international monetary markets and capital markets in accordance with the provisions of law.</u></li> <li>- <u>Trade and provide foreign exchange services on domestic and international markets within the scope prescribed by the State Bank.</u></li> <li>- <u>Trade and provide interest rate derivative products in accordance with the law.</u></li> <li>- <u>Provide derivative products for commodity prices within the scope prescribed by the State Bank.</u></li> <li>- <u>Providing other financial and banking services after obtaining written permission from a competent state agency.</u></li> </ul>	<p>The purpose of the amendment is to clarify the foreign exchange and derivative activities that VCB is allowed to carry out under the License issued by the State Bank of Vietnam.</p>

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6.	<b>Article 24</b>	<p><b>Article 24: Register of shareholders</b></p> <p>2. Register of shareholders shall be kept at the head office of the Bank or a centre of securities registration, depository, clearing and payment. All shareholders shall have access to the register of shareholders for review, reference or ask for copy or extract thereof at any time during the working hours of the Bank or centre of securities registration, depository, clearing and payment.</p>	<p><b>To amend and supplement Clause 2 Article 24:</b></p> <p>2. Register of shareholders shall be kept at the head office of the Bank or a centre of securities registration, depository, clearing and payment. All shareholders shall have access to the register of shareholders for review, reference or ask for copy or extract of <u>name and contact address</u> thereof at any time during the working hours of the Bank or centre of securities registration, depository, clearing and payment.</p> <p><b>To amend clause 3 Article 24 as follow:</b></p> <p><u>3. In case a shareholder changes his contact address, he / she must promptly notify the bank / securities registration, depository, clearing and settlement center and the Bank to update it in the register of shareholders. The Bank is not responsible for the failure to contact shareholders due to the failure to notify the change of shareholder contact address.</u></p> <p>To add Clause 4 to Article 24 as follows:</p> <p><u>4. The Bank is responsible for promptly updating the change of shareholders in the register of shareholders, at the request of shareholders.</u></p>	<p>In accordance with Clauses 3, 4 and 5 Article 122 of the Law on Enterprises 2020.</p>
7.	<b>Article 25</b>	<b>Article 25. Shares certificates</b>	To amend and supplement Article 25 as	In accordance with Clause 1

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		<p>2. A share certificate of the Bank shall include the following principal information:</p> <p>a. Name, business registration number and head office address of the Bank.</p> <p>b. Number and date of issuance of the Business Registration Certificate.</p> <p>c. Number and classes of shares.</p> <p>d. Par value of each share and total par value of shares stated in the share certificate.</p> <p>e. With respect to registered share certificate, full name, permanent residence address, nationality, and number of citizenship card, identity card or passport or any other valid personal certification of the shareholder, if the shareholder is an individual; or name, business registration number or number of Establishment Decision, head office address, if the shareholder is an organization.</p> <p>f. Summary of procedures of share transfer.</p> <p>g. Sample signature of the legal</p>	<p>follow:</p> <p><b>Article 25. Shares certificates</b></p> <p>2. A share certificate of the Bank <u>shall include</u> the following principal information:</p> <p>a. Name, business registration number and head office address of the Bank.</p> <p>b. Number and date of issuance of the Business Registration Certificate.</p> <p>c. Number and classes of shares.</p> <p>d. Par value of each share and total par value of shares stated in the share certificate.</p> <p><del>e. With respect to registered share certificate, full name, permanent residence address, nationality, and number of citizenship card, identity card or passport or any other valid personal certification of the shareholder, if the shareholder is an individual; or name, business registration number or number of Establishment Decision, head office address, if the shareholder is an organization.</del></p> <p>e. With respect to registered share certificate, full name, contact address, nationality, number of legal papers of individual for individual shareholder; name, business number or number of legal papers of the organization, address of head office for</p>	<p>Article 121 of the Law on Enterprises 2020.</p>

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		<p>representative and seal of the Bank.</p> <p>h.Registration number in the register of shareholders of the Bank and date of issuance of the share certificate.</p> <p>i.With respect to preference share certificates, other information specified in Articles 116, 117 and 118 of the Enterprise Law</p>	<p>organization shareholders.</p> <p><del>f. Summary of procedures of share transfer.</del></p> <p>g. <del>Sample</del> Signature of the legal representative and seal of the Bank.</p> <p>h. Registration number in the register of shareholders of the Bank and date of issuance of the share certificate.</p> <p>i.With respect to preference share certificates, other information specified in Articles 116, 117 and 118 of the Enterprise Law.</p>	
8.	<b>Article 28</b>	<p><b>Article 28. Shareholders</b></p> <p>1.Shareholders are the owners of the Bank and shall have the rights and obligations corresponding to the number and classes of shares owned by them. Rights and responsibilities of each shareholder shall be limited to the shareholding held by such shareholder.</p> <p>2.Shareholders shall be officially recognized when making full payment for the purchase of shares and their names are recorded in the Bank’s register of shareholders.</p> <p>3.The nomination of representatives authorized by shareholders at the Bank shall be conducted in accordance with Article 140 of the Enterprise Law and</p>	<p>To amend Article 28 as follows:</p> <p><b>Article 28. Shareholders</b></p> <p>1. Shareholders are individuals and organizations <i>that own at least one share of the Bank</i>, and have rights and obligations corresponding to the number of shares and types of shares that the <i>shareholder</i> owns. Rights and responsibilities of each shareholder shall be limited to the shareholding held by such shareholder.</p> <p>2. Shareholders shall be officially recognized when making full payment for the purchase of shares and their names are recorded in the Bank’s register of shareholders.</p> <p>3. The nomination of representatives</p>	<p>In accordance with the provisions of Article 14 of the Law on Enterprises 2020.</p>

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		other relevant Laws.	authorized by shareholders <i>to attend annual general meeting of shareholders shall be conducted in accordance with Article 144 of the Law on Enterprises</i> and other relevant Laws.	
9.	<b>Article 29</b>	<p><b>Article 29. Shareholders' right</b></p> <p>2. <u>A shareholder or group of shareholders, who for at least 06 (six) consecutive months holds more than 10% of overall ordinary shares of the Bank, shall be entitled to:</u></p> <p>a. Nominate candidates to the Board of Directors and the Supervisory Board of the Bank in accordance with respective provisions of clause 6 of Article 43 and clause 3 of Article 61 of this Charter.</p> <p>b. Request the convening of a General Meeting of Shareholder in the following cases:</p> <ul style="list-style-type: none"> <li>- The Board of Directors seriously breaches the rights of shareholders, obligations of the Bank management officers or makes decisions beyond its authority.</li> <li>- <u>The term of the Board of Directors</u></li> </ul>	<p>To amend Article 29 as follows:</p> <p><b>Article 29. Shareholders' right</b></p> <p>2. A shareholder or group of shareholders owning <i>more than 10%</i> of the total common shares of the Bank for a consecutive period of at least 06 (six) months has the right to request convening of extraordinary General Meeting of Shareholders.</p> <p>3. A shareholder or group of shareholders owning <i>equal to or more than 10%</i> of the total common shares of the Bank has the right to nominate people to Board of Directors, Supervisory Board under provisions of this Charter.</p> <p>4. <i>A shareholder or group of shareholders owning equal to or more than 5% of the total common shares of the Bank has the following rights:</i></p> <ul style="list-style-type: none"> <li><i>a. Request the convening of a General Meeting of Shareholder in the event that the</i></li> </ul>	<p>In accordance with point c, Clause 1, Article 59 of the Law on Credit Institutions; Clause 2, 3, 5 Article 115 of the Law on Enterprises.</p>



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		<p><u>expires for 06 (six) months but the new Board of Directors has not yet been elected for replacement.</u></p> <p><b>3. <u>The shareholders or group of shareholders who for at least 06 (six) consecutive months holds more than 5% of ordinary shares of the Bank, shall be entitled to:</u></b></p> <p>a, Request the Supervisory Board to inspect specific matters with respect to the management and operation of the Bank, if necessary. Such request must be made in writing and specify full name, permanent residence address, nationality, and number of citizenship card, identity card or passport or any other valid personal certification of the shareholder(s), if the shareholder is an individual; name, head office address, nationality, and number of establishment decision or business registration number of the shareholder(s), if the shareholder is an organization; number of shares and time of business registration of the shareholder(s), if the shareholder is an organization; number of shares held by each shareholder and time of share registration; total number of shares of the group of shareholders and its shareholding ratio; proposed matter(s) to be inspected and purpose of</p>	<p><i>Board of Directors seriously violates the rights of shareholders, obligations of the Bank's managers or makes decisions beyond the assigned authority.</i></p> <p><i>b. <u>Examining, looking up, extracting the book of minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts and transactions must be adopted by Board, administration and other documents, except for documents related to trade secrets, business secrets of the Bank.</u></i></p> <p>c. Request the Supervisory Board to examine each specific issue related to management, Article on the Bank's operations when deeming it necessary. The request must be in writing; must have full name, permanent address, nationality, citizen's identity card number, ID card number, passport or other legal personal identification for shareholder as individual; name, <del>head-office</del> contact address, number of establishment decision or number of enterprise registration for shareholder as organization; number of shares and time of business registration for institutional shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Bank;</p>	

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		inspection. b. Other rights as stipulated in this Charter and the Law.	problem to check, check purpose. c. Other rights as stipulated in this Charter and the Law.	
10.	<b>Article 29</b>	<b>Article 29. Rights of shareholders</b> Not regulated.	<b>To add Clause 5 to Article 29 as follows:</b> <i><u>5. Shareholders that are organizations owning less than 20% of the total number of voting shares are authorized to have a maximum of one (01) representative; from 20% to less than 30% of the total number of voting shares are authorized to a maximum of two (02) representatives; from 30% to less than 40% of the total number of voting shares are authorized to a maximum of three (03) representatives; from 40% to less than 50% of the total number of voting shares are authorized to a maximum of four (04) representatives; from 50% to less than 60% of the total number of voting shares are authorized to a maximum of five (05) representatives; from 60% to less than 70% of the total number of voting shares are authorized to a maximum of six (06) representatives; from 70% to less than 80% of the total number of voting shares are authorized to a maximum of seven (07) representatives; from 80% to less than 90% of the total number of voting shares are authorized to a maximum of eight (08)</u></i>	In accordance with Article 15 of the Law on Enterprises 2020.

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			<i>representatives;</i>	
11.	<b>Article 30</b>	<b>Article 30 Obligations of shareholders</b> Not regulated.	<b>Add Clause 7 Article 30 as follows:</b>  <i>7. Keep the information provided by the bank confidential in accordance with the provisions of this Charter and the law; only use the information provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by the Bank to other organizations or individuals.</i>	In accordance with Clause 5 Article 119 of the Law on Enterprises 2020.
12.	<b>Article 32</b>	<b>Article 32. Powers and duties of the General Meeting of Shareholders</b>  q. To approve the regulations on organization and operation of the Board of Directors and the Supervisory Board.	<b>To supplement point q Article 32</b>  <i>q. To approve regulations on internal governance, regulations on the organization and operation of the Board of Directors and the Supervisory Board.</i>	In accordance with Clause 1 Article 138 of the Law on Enterprises 2020.
13.	<b>Article 33</b>	<b>Article 33. Authority to convene the General Meeting of Shareholders</b>  1. The Annual General Meeting of Shareholders shall be held at least once every year upon the request of the Board of Directors within 04 (four) months of the closing date of a fiscal year.	To amend Article 33 as follow:  <b>Article 33. Authority to convene the General Meeting of Shareholders</b>  1. The Annual General Meeting of Shareholders shall be held at least once every year upon the request of the Board of Directors within 04 (four) months of the closing date of a fiscal year. <i>The Board of Directors decides to extend the time of the Annual General Meeting of Shareholders if necessary, but not more than 06 (six) months</i>	In accordance with Clause 2 Article 139 of the Law on Enterprises 2020; Clause 1 Article 14 of Circular No. 116/2020 / TT-BTC.

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			<i>from the end of the fiscal year.</i>	
14.	<b>Article 34</b>	<p><b>Clause 2 Article 34. Meeting invitation, agenda and contents of the General Meeting of Shareholders</b></p> <p>2. The list of shareholders entitled to attend the General Meeting of Shareholders shall be completed <i>at least 20 (twenty) days</i> prior to the proposed date of opening the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall include full name, permanent residence address, nationality, and number of citizenship card, identity card or passport or any other valid personal certification of shareholders, if the shareholder is an individual; name, head office address, business registration number or number of establishment decision or enterprise registration of shareholders, if the shareholder is an organization; number of shares of each class, number and date of shareholder registration of each shareholder.</p>	<p>To amend Clause 2 Article 34 as follow:</p> <p><b>Article 34. Meeting invitation, agenda and contents of the General Meeting of Shareholders</b></p> <p>2. The list of shareholders entitled to attend the General Meeting of Shareholders shall be completed <u>at least 10 (ten) days</u> prior to the proposed date of opening the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall include full name, permanent residence address, nationality, and number of citizenship card, identity card or passport or any other valid personal certification of shareholders, if the shareholder is an individual; name, head office address, business registration number or number of establishment decision or enterprise registration of shareholders, if the shareholder is an organization; number of shares of each class, number and date of shareholder registration of each shareholder.</p>	<p>In accordance with Clause 1 Article 141 of the Law on Enterprises 2020.</p>
15.	<b>Article 34</b>	<p><b>Clause 3 Article 34. Meeting invitation, agenda and contents of the General Meeting of Shareholders</b></p> <p>3. The convener of the General Meeting of Shareholders shall forward meeting invitations to all shareholders entitled to attend the General Meeting of</p>	<p>To amend Clause 3 Article 34 as follow:</p> <p><b>Article 34. Meeting invitation, agenda and contents of the General Meeting of Shareholders</b></p> <p>3. The convener of the General Meeting of Shareholders shall forward meeting</p>	<p>In accordance with Clause 1 Article 143 of the Law on Enterprises 2020.</p>

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		<p>Shareholders <u>no later than 10 (ten) business days</u> prior to the opening date thereof (such period to be calculated from the date the notice is validly sent or dispatched, the date the fees for sending or dispatching of the notice are paid, or the date the notice is put in a post-box). The meeting invitation shall include the name and address of the head office, business registration number, date of issuance of Business Registration Certificate, place of business registration of the Bank; name and permanent residence address of the shareholders or its authorized representative; and time and venue of the meeting. Such invitations must be accompanied by the meeting agenda, discussion materials for adoption of resolutions, and draft resolution for each issue in the meeting agenda and form of authorization for attending the meeting.</p>	<p>invitations to all shareholders entitled to attend the General Meeting of Shareholders <u>at least 21 (twenty one) business days prior to the opening date</u> thereof (such period to be calculated from the date the notice is validly sent or dispatched, the date the fees for sending or dispatching of the notice are paid, or the date the notice is put in a post-box). The meeting invitation shall include the name and address of the head office, business registration number, date of issuance of Business Registration Certificate, place of business registration of the Bank; name and permanent residence address of the shareholders or its authorized representative; and time and venue of the meeting. Such invitations must be accompanied by the meeting agenda, discussion materials for adoption of resolutions, and draft resolution for each issue in the meeting agenda and form of authorization for attending the meeting.</p>	
16.	<b>Article 34</b>	<p><b>Article 34. Meeting invitation, agenda and contents of the General Meeting of Shareholders</b></p> <p>5. <u>A shareholder or group of shareholders who owns more than 10% of the total ordinary share of the Bank for a consecutive period of at least 06 (six) months shall have the right to propose issues to be included in the agenda of a meeting of the General</u></p>	<p><b>Amendment and supplement to to Clause 5, Article 34 as follows:</b></p> <p>5. A shareholder or group of shareholders who owns <del>more than 10%</del> <u>equal to or more than 5%</u> of the total ordinary share of the Bank <del>for a consecutive period of at least 06 (six) months</del> shall have the right to propose issues to be included in the agenda of a meeting of the General Meeting of</p>	In accordance with Article 142 of Law on Enterprises 2020.

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		<p><u>Meeting of Shareholders.</u> The proposal must be made in writing and must be sent to the Bank at least three (3) business days before the date of opening of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, the number and class of shares held by them, and the items proposed to be included on the agenda.</p>	<p>Shareholders. The proposal must be made in writing and must be sent to the Bank at least <del>three (3)</del> <u>six (6) business days</u> before the date of opening of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, the number and class of shares held by them, and the items proposed to be included on the agenda.</p>	
17.	<b>Article 34</b>	<p><b>Clause 6 Article 34. Meeting invitation, agenda and contents of the General Meeting of Shareholders</b></p> <p>6. The convener of the General Meeting of Shareholders shall be entitled to reject the proposals described in clause 5 of this Article under either of the following circumstances:</p> <p>a. The shareholder or group of shareholders fails to submit the proposal within applicable time limit or the proposal does not contain full and correct information as required.</p> <p>b. At the time of making the proposal, that shareholder or group of that shareholders fails to hold more than 10% of ordinary shares of the Bank for at least 06 (six) consecutive months.</p> <p>c. The proposed matters do not fall within the authority of the General</p>	<p><b>Amendment, supplement to Clause 6 Article 34 as follows:</b></p> <p><b>Article 34. Meeting invitation, agenda and contents of the General Meeting of Shareholders</b></p> <p>6. In case the convener of the General Meeting of Shareholders rejecting the proposals described in clause 5 of this Article, he/she must reply in writing <u>at least 2 business days before the date of opening of the General Meeting of Shareholders</u> stating the reasons of rejecting. The rejections must fall under either of the following circumstances</p> <p>a. The shareholder or group of shareholders fails to submit the proposal within applicable time limit or the proposal does not contain full and correct information as required.</p> <p>b. At the time of making the proposal, that shareholder or group of that shareholders fails</p>	<p>In accordance with Clause 3 Article 142 of Law on Enterprises 2020.</p>

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		Meeting of Shareholders for discussion and approval.	to hold <i>equal to or more than 5% of ordinary shares of the Bank.</i>  c. The proposed matters do not fall within the authority of the General Meeting of Shareholders for discussion and approval.	
18.	<b>Article 35</b>	<b>Clause 3 Article 35. Right to attend the General Meeting of Shareholders</b>  3. The authorization shall be made in writing in the form stipulated by the Bank as approved by the Board of Directors. The proxy must submit his/her written authorization prior to entering into the meeting room. Written authorization of shareholder must have signatures in accordance with the following provisions:  a. Authorization to represent a shareholder being an individual must have the signatures of both that shareholder and the proxy who is authorized to attend the meeting.	<b>Amendment Clause 3 Article 35: Right to attend the General Meeting of Shareholders</b>  The authorization shall be made in writing in the form stipulated by the Bank as approved by the Board of Directors. <i>The form must state name of the proxy who is authorized and the number of shares authorized.</i> The proxy must submit his/her written authorization prior to entering into the meeting room. Written authorization of shareholder must have signatures in accordance with the following provisions:...	In accordance with Clause 2 Article 144 of Law on Enterprises 2020.
19.	Article 36	<b>Clause 8 Article 36. Procedures for conducting and voting at the General Meeting of Shareholders</b>  ...  8. The Chairman of the General Meeting of Shareholders may adjourn the General Meeting of Shareholders	Amendment, supplement to Clause 8 Article 36 as follows:  <b>Article 36. Procedures for conducting and voting at the General Meeting of Shareholders</b>  ...  8. The Chairman of the General Meeting of	In accordance with Clause 8 Article 146 of Law on Enterprises 2020.

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		<p>which has got sufficient attendees registered to another time or change the location of the meeting in the following cases:</p> <p>a. The venue of the meeting fails to provide suitable seating for all attendees; or</p> <p>b. The means of information at the venue of the meeting does not fulfill the requirements of the shareholders to attend, discuss and vote; or</p> <p>c. Some attendees obstruct, disturb the order, potentially prevent the meeting from being conducted in a fair and legal manner.</p> <p>The maximum time for any adjournment of a meeting <u>shall not exceed 03 (three) days</u> as from the proposed date of opening of the meeting.</p>	<p>Shareholders may adjourn the General Meeting of Shareholders which has got sufficient attendees registered to another time or change the location of the meeting in the following cases:</p> <p>a. The venue of the meeting fails to provide suitable seating for all attendees; or</p> <p>b. The means of information at the venue of the meeting does not fulfill the requirements of the shareholders to attend, discuss and vote; or</p> <p>c. Some attendees obstruct, disturb the order, potentially prevent the meeting from being conducted in a fair and legal manner.</p> <p>The maximum time for any adjournment of a meeting <u>shall not exceed 03 (three) business days</u> as from the proposed date of opening of the meeting.</p>	
20.	Article 41	<p><b>Clause 1 Article 41. Minutes of General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders shall be recorded in the minutes book of the Bank. Minutes must be prepared in Vietnamese and contain the following main particulars:</p> <p>...</p>	<p>Amendment, supplement to Clause 1 Article 41 as follows:</p> <p><b>Article 41. Minutes of General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders <i>shall be recorded in the minute book of the Bank. Minutes must be prepared in Vietnamese and could be prepared in foreign languages. In the event that there are differences in the content</i></p>	<p>In accordance with Clause 1 Article 150 of Law on Enterprises 2020 and Article 23 Circular No. 116/2020/TT-BTC.</p>



No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		<p>i. Full name of the Chairman and secretary.</p> <p>2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.</p> <p>3. The Chairman and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes. ....</p>	<p><i>of the minute in Vietnamese and the one in a foreign language, the former is applicable. The minute must contain the following main particulars:</i></p> <p>...</p> <p>i. Full name of the Chairman and secretary. <u><i>In case the Chairman, Secretary refuse to sign on the minute, the minute is still valid if signed by all other Members of the Board of Directors participating in the General meeting of Shareholders and consisting of all contents as stipulated under this clause. The minute must state clearly that the Chairman, Secretary refuse to sign on the minute.</i></u></p>	
21.	<b>Article 42</b>	<p><b>Clause 1 Article 42. Request for cancellation of resolutions of the General Meeting of Shareholders</b></p> <p>Within ninety (90) days from the date of receipt of minutes of the General Meeting of Shareholders or minutes of the results of counting of votes casted by way of sending written opinions from the General Meeting of Shareholders, shareholders, group of shareholders owning more than 10% of the total ordinary shares within the duration of at least 06 (six) consecutive months shall have the right to require a Court or an Arbitrator to consider and cancel the Resolution or part of the Resolution of the General Meeting of</p>	<p>Amendment Article 42 as follows:</p> <p><b>Article 42. Request for cancellation of resolutions of the General Meeting of Shareholders</b></p> <p>Within ninety (90) days from the date of receipt of minutes of the General Meeting of Shareholders or minutes of the results of counting of votes casted by way of sending written opinions from the General Meeting of Shareholders, shareholders, group of shareholders owning <del>more than 10% of the total ordinary shares within the duration of at least 06 (six) consecutive months</del> <u>equal to or more than 5% of the total ordinary shares</u> shall have the right to require a Court or an Arbitrator to consider and cancel the</p>	<p>In accordance with Article 151 of Law on Enterprises 2020 and Article 24 Circular No. 116/2020/TT-BTC.</p>

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		<p>Shareholders in the following cases:</p> <ol style="list-style-type: none"> <li>1. The order and procedures for convening the General Meeting of Shareholders <u>did not comply</u> with the Law and this Charter;</li> <li>2. The order and procedures for issuing a resolution and the content of the resolution breach the Law or this Charter.</li> </ol>	<p>Resolution or part of the Resolution of the General Meeting of Shareholders in the following cases:</p> <ol style="list-style-type: none"> <li>1. The order and procedures for convening the General Meeting of Shareholders <u>violated seriously</u> the Law and this Charter</li> <li>2. The order and procedures for issuing a resolution and the content of the resolution breach the Law or this Charter.</li> </ol>	
22.	<b>Article 52</b>	<p><b>Article 52. Automatic loss of status, removal or dismissal of members of the Board of Directors</b></p> <p>2. A member of the Board of Directors shall be removed in the following cases:</p> <ol style="list-style-type: none"> <li>a. He/she has a restricted civil capacity.</li> <li>b. He/she fails to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in case of force majeure.</li> <li>c. He/she tenders his/her resignation (with reasons of resignation in details) to the Board of Directors of the Bank.</li> <li>d. He/she fails to satisfy the requirements on independence in respect of an independent member of the Board of Directors.</li> <li>e. In accordance with the decisions of the General Meeting of</li> </ol>	<p>Amendment, supplement to Clause 2 and Clause 3 Article 52 as follows:</p> <p><b>Article 52. Automatic loss of status, removal or dismissal of members of the Board of Directors</b></p> <p>2. A member of the Board of Directors shall be removed in the following cases:</p> <ol style="list-style-type: none"> <li>a. He/she has a restricted civil capacity.</li> <li>b. <del>He/she fails to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in case of force majeure.</del></li> <li>b. He/she tenders his/her resignation (with reasons of resignation in details) to the Board of Directors of the Bank and <i>was approved</i>.</li> <li>c. He/she fails to satisfy the requirements on independence in respect of an independent member of the Board of Directors.</li> <li>b. In accordance with the decisions of the General Meeting of Shareholders.</li> </ol>	In accordance with Article 160 of Law on Enterprises 2020.

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		<p>Shareholders.</p> <p>f. Other circumstances as provided in this Charter and by the Laws.</p> <p>3. Member of the Board of Directors shall be dismissed upon Resolution of the Annual Shareholders' Meeting.</p>	<p>c.He/ She retires following the decision of competent authority</p> <p>d.Other circumstances as provided in this Charter and by the Laws.</p> <p>3. Member of the Board of Directors shall be dismissed upon Resolution of the Annual Shareholders' Meeting:</p> <p><i>a) Did not participate in activities of the Board of Directors within six (6) consecutive months, except in case of force majeure.</i></p> <p>b) In accordance with the decisions of the General Meeting of Shareholders.</p>	
23.	<b>Article 61</b>	<p><b>Clause 1 and Clause 4 Article 61. Supervisory Board</b></p> <p>1. The Supervisory Board shall comprise at least 03 (three) members, at most 05 (five) members and the specific number for each term of office shall be determined by the General Meeting of Shareholders, but at least ½ (half) of the total members shall be reside in Vietnam; at least ½ (half) of the total members shall be fulltime members who are not concurrently holding another position nor performing other work in another credit institution or enterprise. The Head of the Supervisory Board must work fulltime in the Bank and concurrently be a professional accountant or auditor.</p>	<p><b>Amendment Clause 1, Clause 4 and Clause 5 Article 61:</b></p> <p><b>Article 61. Supervisory Board</b></p> <p>1. The Supervisory Board shall comprise at least 03 (three) members, at most 05 (five) members and the specific number for each term of office shall be determined by the General Meeting of Shareholders, but at least ½ (half) of the total members shall be reside in Vietnam; at least ½ (half) of the total members shall be fulltime members who are not concurrently holding another position nor performing other work in another credit institution or enterprise. <del>The Head of the Supervisory Board must work fulltime in the Bank and concurrently be a professional accountant or auditor.</del></p>	In accordance with Clause 2 Article 168 of Law on Enterprises 2020.

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
24.	<b>Article 62</b>	<p><b>Article 62. Rights and duties of the Supervisory Board</b></p> <p>1. The Supervisory Board performs the following supervision:</p> <p>Supervise the operation and compliance with provisions of Laws and the Charter in respect of the Board of Directors, General Director, and other management officer during the management and <u>administration</u> of the Bank; to be liable before the General Meeting of Shareholders for performance of the assigned rights and duties.</p> <p>...</p> <p>14. To propose to the General Meeting of Shareholders for approval of the independent auditing organizations performing the auditing on the financial statements of the Bank</p>	<p>Amendment Article 62 as follows:</p> <p><b>Article 62. Rights and duties of the Supervisory Board</b></p> <p>1. The Supervisory Board performs the following supervision:</p> <p>Supervise the operation and compliance with provisions of Laws and the Charter in respect of the Board of Directors, General Director, and other management officer during the management and <u>governance</u> of the Bank; to be liable before the General Meeting of Shareholders for performance of the assigned rights and duties.</p> <p><b>Supplement to Clause 02 Article 62:</b></p> <p>3. <u>Elect, dismissal and removal of Head of Supervisory Board as regulated.</u></p> <p>...</p> <p><u>Review the contract, transaction with related people under approval authority of the Board of Directors or General meeting of Shareholders and give recommendations on the contract, transaction that need approval from the Board of Directors or General meeting of Shareholders.</u></p>	<p>In accordance with regulations of Clause 1 Article 45 of Law on Credit Institutions 2010; Clause 2 Article 168, Clause 3 Article 170 of Law on Enterprises 2020; Article 288 Decree 155/2019/NDD-CP</p>
25.	<b>Article 62</b>	<b>Article 62. Rights and duties of the</b>	<b>Amendment Article 62 as follows:</b>	Clause 26 Article 3 of Law on Credit Institutions 2010.

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		<p><b>Supervisory Board</b></p> <p>6. To inspect books of account, other documents and the management and administration of the Bank when considering necessary, or pursuant to a resolution or decision of General Meeting of Shareholders, or upon request of <u>a shareholder of a group of shareholders holding equal to or more than 5% of the total shares of the Bank with voting rights for a consecutive period of at least 06 (six) months</u> in accordance with current regulations.</p> <p>7. Upon request of a shareholder of a group of shareholders holding <u>equal to or more than 5% of the total shares of the Bank with voting rights for a consecutive period of at least 06 (six) months</u>, the Supervisory Board shall inspect within 07 (seven) business days of the receipt of the request. The Supervisory Board shall, within 15 (fifteen) days as from the ending date of the inspection, submit an explanatory report on the issues required inspection to the Board of Directors and the shareholder or the group of shareholders making the request. The inspection of the Supervisory Board must be carried out in a manner that shall not hinder normal operation of the Board of Directors, nor interrupt the business</p>	<p><b>Article 62. Rights and duties of the Supervisory Board</b></p> <p>6. To inspect books of account, other documents and the management and administration of the Bank when considering necessary, or pursuant to a resolution or decision of General Meeting of Shareholders, or upon request of <u>major shareholder a shareholder of a group of shareholders holding equal to or more than 5% of the total shares of the Bank with voting rights for a consecutive period of at least 06 (six) months</u> in accordance with current regulations.</p> <p>7. Upon request of <u>a major shareholder</u> <del>of a group of shareholders holding equal to or more than 5% of the total shares of the Bank with voting rights for a consecutive period of at least 06 (six) months</del>, the Supervisory Board shall inspect within 07 (seven) business days of the receipt of the request. The Supervisory Board shall, within 15 (fifteen) days as from the ending date of the inspection, submit an explanatory report on the issues required inspection to the Board of Directors and the shareholder or the group of shareholders making the request. The inspection of the Supervisory Board must be carried out in a manner that shall not hinder normal operation of the Board of Directors, nor interrupt the business operation of the Bank</p>	

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		operation of the Bank		
26.	<b>Article 65</b>	<p><b>Article 65. Right of the Supervisory Board in relation to provision of information</b></p> <ol style="list-style-type: none"> <li>1. Meeting invitations, written opinion forms for the Board of Directors and other enclosed documents shall be delivered to members of the Supervisory Board at the same time and in the same manner as applied to Board members.</li> <li>2. Reports of the CEO submitted to the Board of Directors or other documents issued by the Bank shall be delivered to members of the Supervisory Board at the same time and in the same manner as applied to Board members.</li> <li>3. Members of the Supervisory Board are entitled to access to all files, documents of the Bank, which are kept at the head office, branches or other locations of the Bank; to enter any working places of the management officers and employees of the Bank.</li> <li>4. The Board of Directors, Board members, CEO, and other management officers must promptly provide full and accurate information and documents in relation to the management,</li> </ol>	<p>Amendment, supplement to Article 65 as follows:</p> <p><b>Article 65. Right of the Supervisory Board in relation to provision of information</b></p> <ol style="list-style-type: none"> <li>1. Meeting invitations, written opinion forms for the Board of Directors and other enclosed documents, <i>resolutions, decisions and minutes of the General meeting of Shareholders and Board of Directors</i> shall be delivered to members of the Supervisory Board at the same time and in the same manner as applied to Board members</li> <li>2. Reports of the CEO submitted to the Board of Directors or other documents issued by the Bank shall be delivered to members of the Supervisory Board at the same time and in the same manner as applied to Board members.</li> <li>3. Members of the Supervisory Board are entitled to access to all files, documents of the Bank, which are kept at the head office, branches or other locations of the Bank; to enter any working places of the management officers and employees of the Bank.</li> <li>4. The Board of Directors, Board members, CEO, and other management officers must promptly provide full and accurate information and documents in relation to</li> </ol>	<p>In accordance with Clause 1 Article 171 of Law on Enterprises 2020.</p>

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		operation and business activities of the Bank upon request by the Supervisory Board, and ensure that all the copies of financial information and other information provided to the Board members and the minutes of meetings of the Board of Directors shall be delivered to members of the Supervisory Board at the same time as such are delivered to Board members.	the management, operation and business activities of the Bank upon request by the Supervisory Board, and ensure that all the copies of financial information and other information provided to the Board members and the minutes of meetings of the Board of Directors shall be delivered to members of the Supervisory Board at the same time as such are delivered to Board members.	
27.	<b>Article 68</b>	<p><b>Article 68. Automatic loss of status, removal or dismissal of member of the Supervisory Board</b></p> <p>2. A member of the Supervisory Board shall be <u>dismissed</u> in the following cases:</p> <p>a. He/she has a restricted civil capacity;</p> <p>b. <u>He/she fails to exercise his/her rights and duties for 06 (six) consecutive months, except in case of force majeure;</u></p> <p>c. He/she tenders his resignation (with reasons in details) to the Board of Directors and the Supervisory Board of the Bank;</p> <p>d. In accordance with the decisions of the General Meeting of Shareholders;</p>	<p>Amendment, supplement to Article 68 as follows:</p> <p><b>Article 68. Automatic loss of status, removal or dismissal of member of the Supervisory Board</b></p> <p>2. <i>The General meeting of Shareholder dismisses</i> a member of the Supervisory Board <del>shall be dismissed</del> in the following cases:</p> <p>a. His/her civil capacity is restricted;</p> <p>b. <del>He/she fails to exercise his/her rights and duties for 06 (six) consecutive months, except in case of force majeure;</del></p> <p>b. He/she tenders his resignation (with reasons in details) to the Board of Directors and the Supervisory Board of the Bank;</p> <p>c. In accordance with the decisions of the General Meeting of Shareholders;</p>	In accordance with Clause 1 Article 36 of Law on Financial Institutions and Clause 1, 2 Article 174 of Law on Enterprises 2020.

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		<p>e. Other circumstances as provided in this Charter and by the Law.</p> <p>3 Member of the Supervisory Board shall be <u>removed</u> in one of the following cases:</p> <p>a. Can not complete the assigned task and job;</p> <p>b. Seriously violate or violate many time the duty of the members of the Supervisory Board as prescribed by Law and VCB's Charter;</p> <p>c. As decided by the Shareholders' Meeting .</p>	<p>d. Other circumstances as provided in this Charter and by the Law.</p> <p>3. <i>The General meeting of Shareholder removes a Member of the Supervisory Board</i> <del>shall be removed</del> in one of the following cases:</p> <p>a. Can not complete the assigned task and job;</p> <p><i>b. <u>He/she fails to exercise his/her rights and duties for 06 (six) consecutive months, except in case of force majeure;</u></i></p> <p>c. Seriously violate or violate many time the <u>tasks</u> of the members of the Supervisory Board as prescribed by Law and VCB's Charter;</p> <p>d. As decided by the Shareholders' Meeting.</p>	
28.	Article 70	<p><b>Article 70. Passing of resolutions of the Supervisory Board</b></p> <p>Any member of the Supervisory Board who is related to any contract set out in Clause 1, Article 75 of this Charter shall be considered to have material interests in such contract.</p>	<p>Amendment, supplement to Article 70 as follows:</p> <p><b>Article 70. Passing of resolutions of the Supervisory Board</b></p> <p>4. Any member of the Supervisory Board who is related to any contract or transaction set out in Clause 1, Article 75 of this Charter shall be considered to have material interests in such contract or <u>transaction</u>.</p>	In accordance with Article 167 of Law on Enterprises 2020.
29.	Article 88	<p><b>Article 88. Seal</b></p> <p>1. The seal of the Bank shall be</p>	<p>Amendment, supplement to Article 88 as follows:</p>	In accordance with Clause 4 Article 43 of Law on Enterprises



No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		<p>engraved in accordance with the Law.</p> <p>2. The General Meeting of Shareholders, the Board of Directors, the CEO and the Supervisory Board shall use the seal of the Bank in accordance with the Law.</p>	<p><b>Article 88. Seal</b></p> <p><i>The Board of Directors promulgates the internal regulations on the seal of banks, branches, transaction offices, representative offices, and non-business units in the country; branches, representative offices, banks with 100% foreign capital, specifying the type of seal, quantity, form and content of the seal, the management, retention and use of the seal of banks, branches, transaction offices, representative offices, non-business units in the country; branches, representative offices, banks with 100% foreign capital in accordance with the provisions of law</i></p>	2020.
30.	<b>Article 94</b>	<p><b>Article 94. Filing system of the Bank</b></p> <p>1. The Bank shall keep at its head office the following documents:</p> <p>....</p> <p>b. The Establishment and Operation License; Business Registration Certificate; certificate of industrial right protection; certificate of product quality registration; other licenses and certificates</p> <p>d. Minutes of meetings of the General Meeting of Shareholders, the Board of Directors, the Supervisory Board; decisions of the Bank</p>	<p>Amendment, supplement to Article 94 as follows:</p> <p><b>Article 94. Filing system of the Bank</b></p> <p>1. The Bank shall keep at its head office the following documents:</p> <p>b. The Establishment and Operation License; Business Registration Certificate; certificate of industrial right protection; certificate of product quality registration; other licenses and certificates</p> <p>d. <i>Voting tickets, Minute on voting results</i>, Minutes of meetings of the General Meeting of Shareholders, the Board of Directors, the Supervisory Board; decisions of the Bank p</p>	In accordance with Article 11 of Law on Enterprises 2020.

No	Article	CURRENT CHARTER OF VCB	PROPOSED AMENDMENT, SUPPLEMENT	BASIS / REASON
		e. Prospectus for the issuance of securities (if any).	e. Prospectus for securities <i>offering</i> or listing.	
31.	<b>Article 95</b>	<p><b>Article 95. Disclosure of information and public announcement</b></p> <p>The Bank must disclose to the public the annual financial statements and other supporting documents in accordance with regulations of the state authorities and submit the same to the relevant tax authority and the business registration body in accordance with the Law.</p>	<p>Amendment, supplement to Article 95 as follows:</p> <p><b>Article 95. Disclosure of information and public announcement</b></p> <p><i>The Bank must disclose to the public and submit the same to competent state authorities the annual financial statements and other supporting documents in accordance with regulations.</i></p>	In accordance with Article 109, 110, 176 of Law on Enterprises 2020.
32.	<b>Appendix 01</b>		Update information about the list of affiliated units, subsidiaries, affiliated companies in the appendix to the date of the General Meeting of Shareholders	