

APPENDIX 3: REVIEW, PROPOSE TO AMEND, SUPPLEMENT THE REGULATION OF INTERNAL GOVERNANCE

No.	Article	CURRENT REGULATION	PROPOSAL FOR ADMENEMENTS, SUPPLEMETNS	BASIS/REASON
1.	Article 7 clause 2	<p>Article 7. Convening the General Meeting of Shareholders and preparing the list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, permanent address, nationality, citizenship card number, identity card, passport or other valid personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization; number of shares of each class, number and date of shareholder registration of each shareholder.</p>	<p>Article 7. Convening the General Meeting of Shareholders and preparing the list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, citizenship card number, identity card, passport or other valid personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization; number of shares of each class, number and date of shareholder registration of each shareholder.</p>	In accordance with Clause 2 Article 141 of Enterprise Law 2020 and Clause 2 Article 34 of VCB's Charter.
2.	Article 7 clause 3	3. Shareholders have the right to inspect, look up, extract and copy the list of shareholders entitled to attend the General Meeting of	3. Shareholders have the right to inspect, look up, extract and copy name and contact address of a shareholder who is on the list	In accordance with Clause 3 Article 141 of Enterprise Law 2020.

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		Shareholders; request to amend false information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders.	of shareholders entitled to attend the General Meeting of Shareholders; request to amend false information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders.	
3.	Article 14 clause 1	1. The meeting of the General Meeting of Shareholders shall be recorded by the meeting secretary and the minutes shall be recorded. The minutes of the meeting shall be made in <u>Vietnamese</u> and contain the main contents specified in Article 41 of the Bank's Charter.	1. The meeting of the General Meeting of Shareholders shall be recorded by the meeting secretary and the minutes shall be recorded. The minutes of the meeting shall be made in <u>Vietnamese and possibly in a foreign language</u> , and contain the main contents specified in Article 41 of the Bank's Charter.	In accordance with Clause 1 Article 41 of VCB's amended and Clause 1 Article 23 of Charter form applying for public companies (Appendix 1) promulgated together with Circular No. 116 dated 31 December 2020 of the Ministry of Finance.
4.	Article 25	The member of the Supervisory Board must satisfy the following standards and requirements: 1. Being 21 (twenty one) years old or older with full civil capacity, and not being prohibited from establishing and managing enterprises as stipulated in the Enterprise Law.	The member of the Supervisory Board must satisfy the following standards and requirements: 1. Being 21 (twenty one) years old or older with full civil capacity, and not being prohibited from establishing and managing enterprises as stipulated in the Enterprise Law.	In accordance with Clause 1 Article 67 of VCB's Charter, Point đ Clause 1 Article 169 of Enterprise Law 2020.

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		<p>2. Not belong to the list of persons prohibited from being members of the Supervisory Board as provided by the Law on Credit Institutions and other related provisions of law.</p> <p>3. Having a university or higher degree in one of the faculties of economics, business administration, law, accounting or auditing; and having at least 03 (three) years working directly in banking, finance, accounting or auditing fields.</p> <p>4. Not being a related person of any Bank Management officers;</p> <p>5. Members of the Supervisory Board must reside in Vietnam during their term of office;</p> <p>6. Have good health, professional ethics and honest.</p>	<p>2. Not belong to the list of persons prohibited from being members of the Supervisory Board as provided by the Law on Credit Institutions and other related provisions of law.</p> <p>3. Having a university or higher degree in one of the faculties of economics, business administration, law, accounting or auditing; and having at least 03 (three) years working directly in banking, finance, accounting or auditing fields.</p> <p>4. Not being a related person of any Bank Management officers;</p> <p>5. Members of the Supervisory Board must reside in Vietnam during their term of office;</p> <p>6. Have good health, professional ethics and honest.</p> <p><u>7. Have qualifications in accordance with requirements of related law.</u></p>	
5.	Article 30	1. The roles and duties of the Risk Management Committee shall be implemented in accordance with the current regulations in the Regulations on	1. The roles and duties of the Risk Management Committee shall be implemented in accordance with the current regulations in the Regulations on	Typo because Article 30 only has 1 article.

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		Organization and Operation of the Board of Directors approved by the General Meeting of Shareholders, the regulation of operation and functions and duties of the Risk Management Committee shall be promulgated by the Board of Directors.	Organization and Operation of the Board of Directors approved by the General Meeting of Shareholders, the regulation of operation and functions and duties of the Risk Management Committee shall be promulgated by the Board of Directors.	
6.	Điều 31	1. The roles and duties of the Human Resource Committee shall be implemented in accordance with the current regulations in the Organization and Operation Regulations of the Board of Directors approved by the General Meeting of Shareholders, the regulation of operation, functions and duties of the Human Resource Committee is issued by the Board of Directors.	1. The roles and duties of the Human Resource Committee shall be implemented in accordance with the current regulations in the Organization and Operation Regulations of the Board of Directors approved by the General Meeting of Shareholders, the regulation of operation, functions and duties of the Human Resource Committee is issued by the Board of Directors.	Typo because Article 31 only has 1 article.
7.	Article 37 Clause 2 Point d	d) The CEO shall report in writing to the Chairman of the Board of Directors and the General Meeting of Shareholders on the performance of assigned tasks and powers periodically (<u>quarterly</u> , semi-annually, annually) and upon request.	d) The CEO shall report in writing to the Chairman of the Board of Directors and the General Meeting of Shareholders on the performance of assigned tasks and powers periodically (<u>quarterly</u> , semi-annually, annually) and upon request.	Typo
8.	Article 46	The Board of Directors shall appoint at least one (1) person to perform the duties of the	The Board of Directors shall appoint at least one (1) person to perform the duties of the	Typo

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		Person in charge of Corporate Governance of the Bank. This person may concurrently act as the Bank's secretary as stipulated in Clause 5, Article 152 of the Law on Enterprises	Person in charge of Corporate Governance of the Bank. This person may concurrently act as the Bank's secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises	