

REGULATION ON INTERNAL GOVERNANCE JSC BANK FOR FOREIGN TRADE OF VIETNAM

*(Promulgated together with the Decision No. .../QĐ-HĐQT-VCB dated... of
the Board of Directors of JSC Bank for Foreign Trade of Vietnam)*

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No.:/QĐ-HĐQT-PC

Hanoi, daymonth year 2018

DECISION

On the issuance of the Regulation on Internal Governance of JSC Bank for Foreign Trade of Vietnam

THE BOARD OF DIRECTORS JSC BANK FOR FOREIGN TRADE OF VIETNAM

Pursuant to the Law on Enterprises dated November 26, 2014;

Pursuant to the Law on Credit Institutions dated June 16, 2010; Law on the amendment and supplement to a number of articles of the Law on Credit Institutions dated November 20, 2017;

Pursuant to the Law on Securities dated June 26, 2006; Law on amendment and supplement to a number of articles of the Law on Securities dated November 24, 2010;

Pursuant to the Decree No. 71/2017/ND-CP dated June 6, 2017 of the Government guiding corporate governance for public companies;

Pursuant to Circular No. 95/2017/TT-BTC dated September 22, 2017 of the Ministry of Finance, guiding a number of articles of Decree No. 71/2017/ND - CP of June 6, 2017 of the Government on guiding corporate governance applicable to public companies;

Pursuant to the Charter on Organization and Operation of JSC Bank for Foreign Trade of Vietnam approved by the General Meeting of Shareholders of JSC Bank for Foreign Trade of Vietnam under Resolution No. ... /TN2018/NQ-ĐHĐCĐ dated 2018;

Pursuant to Resolution No. ... /TN2018/NQ-ĐHĐCĐ dated ... / ... / 2018 of the General Meeting of Shareholders on the adoption of the Regulation on internal governance of JSC Bank for Foreign Trade of Vietnam,

DECIDE:

Article 1. To issue together with this Decision the "Regulation on Internal Governance of JSC Bank for Foreign Trade of Vietnam."

Article 2. This Decision takes effect from / ... /2018 and replaces Decision No. 620/QĐ-NHNT.HĐQT dated October 31, 2012 of the Board of Directors of JSC Bank for Foreign Trade Vietnam on the Regulations on Internal Management of the JSC Bank for Foreign Trade of Vietnam.

Article 3. Members of the Board of Directors, members of the Executive Board, members of the Supervisory Board, Group Heads, Chief Accountant, Directors of Centers/Divisions, Directors of Departments/Divisions, Directors of Branches, Chief Representatives of Representative Offices, Chairman of the Members' Council and Directors of 100% owned subsidiaries of JSC Bank for Foreign Trade of Vietnam shall be responsible for the implementation of this Decision./.

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

Copies to:

- Governor of SBV (to report);
- As stated in Article 3;
- Archive: Doc. Dept. and Legal Dept.

Nghiêm Xuân Thành

**REGULATION ON INTERNAL GOVERNANCE
JSC BANK FOR FOREIGN TRADE OF VIETNAM**

*(Promulgated together with the Decision No. .../QĐ-HĐQT-VCB dated... of the
Board of Directors of JSC Bank for Foreign Trade of Vietnam)*

**Chapter I
GENERAL PROVISIONS**

Article 1. Scope of governance

This Regulation stipulates issues related to corporate governance to the Joint Stock Commercial Bank for Foreign Trade of Vietnam ("the Bank"), including:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The Executive Officers;
5. The Person in charge of Corporate Governance of the Bank;
6. Preventing conflict of interest;
7. Reporting and disclosure

Article 2. Applicable subjects

This Regulation shall apply to the following subjects:

1. Shareholders and organizations and individuals being related persons of the shareholders.
2. Members of the Board of Directors, members of the Supervisory Board, members of the Executive Board, other Executive officers and related organizations and individuals of these subjects.
3. Organizations and individuals with interests related to the Bank.

Article 3. Definition of terms

In this Regulation, the following terms shall be construed as follows:

1. **Bank Governance:** means a system of principles:

- a) To ensure an effective managerial structure
- b) To ensure the efficiency of operation of the Board of Directors, the Supervisory Board and the Executive Board;
- c) To ensure the rights of shareholders and related persons of shareholders;
- d) To ensure the equal treatment of shareholders;
- e) To ensure the transparency of all activities of the Bank

2. **Major shareholder of the Bank:** means a shareholder directly or indirectly holding 5% or more of the voting share of the Bank

3. **Non-executive member of the Board of Directors (hereinafter referred to as “Non-executive members”):** a member of the Board of Directors who is not the CEO, Deputy CEO, Chief Accountant and other Executive Officers in accordance with the provisions of the Charter of the Bank

4. **The Person in charge of Corporate Governance of the Bank:** means the person appointed by the Board of Directors to exercise the responsibilities and powers prescribed in Article 46 of this Regulation

Other phrases and terms are not defined in this Regulation shall be construed in accordance with the provisions of the Bank's Charter.

Article 4. Principles of the application of documents

1. Where this Regulation does not stipulate, the provisions of the Bank's Charter and relevant provisions of law shall apply.

2. Where there is a change in the Bank's Charter and/or the provisions of the law, resulting in the provisions of this Regulation being different from those of the Bank Charter and/or such law, the new regulations in the Bank's Charter and/or new regulations of the law shall apply.

Article 5. Fundamental principles of governance

1. Complying with the relevant provisions of law and the Bank's Charter.
2. Ensuring the effective governance and management mechanism of the Bank in accordance with international standards and practices.

3. Respecting and ensuring the legitimate interests of shareholders, treating shareholders equally.
4. Preventing conflicts of interest.
5. Ensuring the roles of persons having interests related to the Bank.
6. Transparency in the operation of the Bank.

Chapter II

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 6. Rights and obligations of shareholders

1. In addition to the rights and obligations of shareholders stipulated in the Charter of the Bank and relevant provisions of law, shareholders also have the following rights:

a) The right to be treated equally. Each share of the same class shall give shareholders equivalent rights, obligations and interests. If the Bank has preference shares of various classes, then the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully announced to the shareholders;

b) The right to be fully notified of both periodical information and extraordinary information announced by the Bank in accordance with provisions of law.

2. Shareholders have the right to protect their legitimate interests. If a decision of the General Meeting of Shareholders or the Board of Directors breaches the law or the Charter of the Bank, causes damage to the Bank, shareholders have the right to request the cancellation or suspension of such decision in accordance with the provisions of law.

Article 7. Convening the General Meeting of Shareholders and preparing the list of shareholders entitled to attend the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders must send to the Stock Exchange and other relevant agencies the Notice on registration of shareholders entitled to attend the General Meeting of Shareholders and prepare the list of shareholders who have the right to attend the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of

Shareholders shall be made not earlier than 20 (twenty) days prior to the date on which the Bank sends the Invitation Notice of the General Meeting of Shareholders and must complete at least 30 (thirty) days prior to the opening date of the General Meeting of Shareholders. The bank must disclose information on registration of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.

1.1. The Annual General Meeting of Shareholders, convened by the Board of Directors, is held once a year within 4 (four) months from the ending date of the fiscal year or no later than 6 (six) months from the ending date of the fiscal year upon the approval of the business registration authority at the proposal of the Board of Directors. The Annual General Meeting of Shareholders must not be convened by the method of collecting shareholders' written opinions.

1.2. The extraordinary General Meeting of Shareholders shall be convened in certain cases as stipulated in Clause 2, Article 33 of the Charter of the Bank.

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.

3. Shareholders have the right to inspect, look up, extract and copy the list 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.

Article 8. Notice of invitation to the General Meeting of Shareholders

1. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders entitled to attend the meeting by registered courier and at the same time with publishing on the website of the Bank and the State Securities Commission, 01 (one) central newspaper or 01 (one) local newspaper where the Bank's Head Office located.

2. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders in the list of shareholders entitled to attend the meeting at least 10 (ten) days before the opening date of the General Meeting of Shareholders (from the date the notice is validly sent or dispatched, the date the fee for sending or dispatching of the notice are paid or the date the notice is put in a post-box). The meeting agenda, documents related to issues to be voted at the

General Meeting of Shareholders must be sent to the shareholders entitled to attend the meeting and posted on the website of the Bank. In case the documents are not enclosed with the notice of invitation of the General Meeting of Shareholders, the notice of invitation must clearly indicate the link to all the meeting documents for the shareholders to access, including:

- a) The agenda and documents to be used in the meeting;
- b) List and details of candidates in case of electing members of the Board of Directors or members of the Supervisory Board;
- c) Voting slips;
- d) A power of attorney form in case the shareholder authorizes another organization or individual to attend the meeting;
- e) Draft resolution for each issue in the meeting agenda.

3. The notice of invitation to attend the General Meeting of Shareholders shall provide guidance on how to register for the General Meeting of Shareholders.

Article 9. Registration and authorization to attend the General Meeting of Shareholders

1. Shareholders register to attend the General Meeting of Shareholders in accordance with the guidance stated in the notice of invitation stipulated in Article 8 of this Regulation.

2. Where a shareholder has the right to attend a meeting of the General Meeting of Shareholders in accordance with the provisions of the law but fails to attend the General Meeting of Shareholders, the shareholder may authorize the other persons or legal entity to attend the meeting. Where more than one proxy is appointed, the authorization must specify the number of shares and the number of votes authorized for each proxy.

3. The authorization for a proxy to attend the General Meeting of Shareholders must be made in writing in the form stipulated by the Bank and must have signatures in accordance with the following provisions:

a) Where an individual shareholder is the authorizing person, the authorization letter must have the signatures of the shareholder and the individual or the legal representative of the organization who is authorized to attend the meeting;

b) If the authorised representative of a corporate shareholder is the authorizing person, the authorisation letter must have the signatures of that

authorized representative, the legal representative of the corporate shareholder and of the proxy who is authorized to attend the meeting;

c) In other cases, the authorization letter must have signatures of the legal representative of the shareholder and of the proxy who is authorized to attend the meeting.

The proxy who is authorized to attend the General Meeting of Shareholders must submit the authorization letter prior to attending the meeting.

Article 10. Report on activities of the Board of Directors at the Annual General Meeting of Shareholders

In addition to carrying out the report in accordance with the Bank's Charter and relevant provisions of law, the report on the activities of the Board of Directors to submit to the Annual General Meeting of Shareholders must ensure the following contents:

1. Remuneration, operating expenses and other interests of the Board of Directors and members of the Board of Directors in accordance with the provisions of law and the Charter of the Bank;
2. Summary of the meetings of the Board of Directors and the resolutions and decisions of the Board of Directors;
3. Results of evaluation of independent members of the Board of Directors on the activities of the Board of Directors (if any);
4. Activities of Committees under the Board of Directors;
5. Results of supervision of the CEO and other Executive Officers;
6. Future plans.

Article 11. Report on the activities of the Board of Directors at the Annual General Meeting of Shareholders

At least 20 (twenty) days before the date of the Annual General Meeting of shareholders, the CEO is responsible for directing and completing the overall assessment report on the Bank's activities, which is inclusive of the following contents at least:

1. Evaluating the achieved results against the plan and development directions which have been approved by the General Meeting of Shareholders and the Board of Directors in the period;
2. Directions and measures to be implemented in the next period to improve the efficiency of the Bank's operations.

Article 12. Reports on the activities of the Supervisory Board at the Annual General Meeting of Shareholders

In addition to carrying out the report in accordance with the Bank's Charter and relevant provisions of law, the Report on the activities of the Supervisory Board to submit to the Annual General Meeting of Shareholders must ensure the following contents:

1. Remuneration, operating expenses and other interests of the Supervisory Board and members of the Supervisory Board as prescribed by law and the Bank's Charter;
2. Summary of the meetings of the Supervisory Board and the conclusions and recommendations of the Supervisory Board;
3. Results of monitoring the operation and financial position of the Bank;
4. Results of supervision of the Board of Directors, the CEO and other executives;
5. Results of assessment of the coordination between the Supervisory Board and the Board of Directors, the CEO and shareholders;
6. Future plans.

Article 13. Voting procedures at the General Meeting of Shareholders

1. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda content under the chairmanship of the Chairman.
2. When attending the General Meeting of Shareholders, the shareholder or authorized representative of the shareholder shall register for the attendance of the General Meeting of Shareholders and be granted a "Voting slip" issued by the Bank, on which the registration number, the full name of the shareholder, the full name of the authorized representative, the number of votes of the shareholder.
3. The number of votes of each shareholder is equal to the number of shares held by the shareholder or the representative of the ownership.
4. When voting at the General Meeting of Shareholders, the number of voting slips shall be collected in the following order: positive votes, negative votes, blank votes, then the number of each type of vote is accounted for decision. The total number of each type of vote shall be announced immediately before the closing of the meeting by the Chairman of the meeting.
5. At the proposal of the Chairman of the meeting, the General Meeting of Shareholders shall elect the Vote counting Committee including no more than 03 (three) persons. The Vote counting Committee works under the direction of the

Chairman. For the vote counting on sensitive issues and if requested by shareholders at certain times, the General Meeting of Shareholders unanimously appoints a neutral organization to collect and count votes. The neutral organization will be proposed by the Board of Directors.

6. Shareholders or authorized representatives of shareholders who come after the meeting of the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote at the General Meeting of Shareholders right after registration. The Chairperson is not obliged to stop the meeting of the General Meeting of Shareholders to allow the late shareholders to register and the effect of the previously voted contents remained unchanged.

Article 14. Making minutes of the General Meeting of Shareholders

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 Vietnamese and contain the main contents specified in Article 41 of the Bank's Charter.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.

3. The Chairman and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

4. Minutes of the General Meeting of Shareholders must be sent to the members of the Board of Directors, the Supervisory Board, the Executive Board and all shareholders of the Bank within 15 (fifteen) days from the closing of the meeting or must be published on the Bank's website within 24 (twenty four) hours from the closing time of the meeting. The minutes of the meeting can be sent directly and/or via the Bank's website.

5. Minutes of the General Meeting of Shareholders are considered as evidence of the work carried out at the meeting of the General Meeting of Shareholders unless there are objections to the contents of the minutes given following the procedures, which must be raised within 10 (ten) days from the date of submitting the minutes.

6. The Minutes of the General Meeting of Shareholders, the resolutions adopted, the appendix of the list of shareholders registered to attend the meeting, the power of attorney over attending the meeting and related documents must be kept at the head office of the bank.

Article 15. Announcement of resolutions of the General Meeting of Shareholders

1. A valid resolution of the General Meeting of Shareholders takes effect for all shareholders who are absent or dissatisfied and to be disclosed the information together with the minutes of the meeting or the vote counting minutes (for the purpose of obtaining a written opinion in writing) within 24 (twenty four) hours from the time the resolution is passed. The sending of resolutions of the General Meeting of Shareholders to shareholders may be replaced by posting on the website of the Bank.

2. Resolutions of the General Meeting of Shareholders shall be adopted in accordance with the provisions of Articles 38 and 39 of the Bank's Charter and shall be of the highest validity in the Bank. All sections and individuals (including members of the Board of Directors, members of the Supervisory Board and members of the Executive Board), shareholders (organizations and individuals) are obliged to execute the resolutions.

Article 16. Adoption of resolutions of the General Meeting of Shareholders in the form of collecting shareholders' written opinions

1. 1. The Board of Directors shall decide to collect shareholders' written opinions in order to pass a resolution of the General Meeting of Shareholders at any time if it deems necessary for the interests of the Bank.

2. The Chairman of the Board of Directors is responsible for coordinating the preparation of written opinions form, draft resolutions of the General Meeting of Shareholders and documents explaining the draft resolutions and send to all shareholders who have the voting right at least 10 (ten) days before the deadline for receipt of written opinion form.

3. The written opinion form must contain the main contents specified in Clause 3, Article 39 of the Bank's Charter and be sent to shareholders according to the order and procedures prescribed in the Bank's Charter.

4. The Chairman of the Board of Directors shall assume the prime responsibility for counting votes and making vote counting minutes in the presence of the Supervisory Board or non-executive shareholders.

5. The minutes of the vote counting result must be sent to members of the Board of Directors, members of the Supervisory Board, members of the Board of Directors and shareholders within 15 (fifteen) days from the completion date of the vote counting vote counting. The method of sending the minutes of vote counting results can be sent directly and/or via the Bank's website. The sending

of vote counts to shareholders may be replaced by posting on the Bank's website within 24 (twenty four) hours from the ending time of the counting.

6. Resolutions adopted in the form of collecting written opinions of shareholders is as valid as the resolution passed at the General Meeting of Shareholders.

Article 17. Expenses related to meetings of the General Meeting of Shareholders

All expenses necessary to convene and conduct the General Meeting of Shareholders will be paid by the Bank. When attending the General Meeting of Shareholders, shareholders must bear all expenses incurred, including expenses for accommodation and travel.

Chapter III

MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS

Article 18. Standards and conditions for being members of the Board of Directors

1. Members of the Board of Directors must satisfy all the following standards and conditions:

a) Having full civil capacity and not being prohibited from managing a bank according to the provisions of the Law on Enterprises;

b) Not being prohibited from being members of the Board of Directors according to the provisions of the Law on Credit Institutions and other relevant legal provisions;

c) Having university degrees or higher;

d) Having at least 03 years' experience as an Executive Officer or management officer of a credit institution or having at least 05 years' experience as as an Executive Officer or management officer of an enterprise in finance, banking, accounting, auditing sectors or of other enterprise owning the capital at least equal to the legal capital of the corresponding type of credit institutions or to have at least 05 years of working directly in professional sections in finance, banking, accounting and auditing;

e) Having good health, professional ethics, honesty and a good knowledge of law;

f) Not concurrently being a member of the Board of Directors at more than 05 (five) other companies.

2. Independent members the Board of Directors must fully the standards and conditions prescribed in Clause 1 of this Article and the following standards and conditions:

a) Not being a person who is working for the Bank or its subsidiaries or has worked for the Bank or its subsidiaries for the last 03 (three) previous years;

b) Not being a person who receives regular salary or remuneration from the Bank other than allowances to which the members of the Board of Directors are entitled as stipulated;

c) Not being a person whose spouse, parent, children or siblings and their spouses are major shareholders of the Bank, management officers or members of the Supervisory Board of the Bank or subsidiaries of the Bank;

d) Not directly or indirectly owning or is authorised to represent 1% or more of the charter capital or voting shares of the Bank; not owning together with related persons 5% or more of the charter capital or voting shares of the Bank;

e) Not being a management officer or member of the Supervisory Board of the Bank at any time in the last 05 (five) previous years.

3. Independent members of the Board of Directors must report to the Board of Directors in case they no longer satisfy the standards stipulated in clause 2 of this Article and automatically lose the status of independent members of the Board of Directors from the date of failure to meet the standards. The Board of Directors must announce that the independent member of the Board no longer satisfies the conditions at the most recent General Meeting of Shareholders or convenes the General Meeting of Shareholders to elect additional members or replace the independent member of the Board of Directors within 06 (six) months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

Article 19. Nominating members of the Board of Directors

1. A shareholder or a group of shareholders which holds from more than 10% to less than 20% of the total shares with voting rights for a consecutive period of at least six months shall be entitled to nominate maximum 01 (one) candidate; which holds from 20% to less than 30% shall be entitled to nominate maximum 02 (two) candidates; which holds from 30% to less than 40% shall be entitled to nominate maximum 03 (three) candidates; which holds from 40% to

less than 50% shall be entitled to nominate maximum 04 (four) candidates, which holds from 50% to less than 60% shall be entitled to nominate maximum 05 (five) candidates, which holds from 60% to less than 70% shall be entitled to nominate maximum 06 (six) candidates, which holds from 70% to less than 80% shall be entitled to nominate maximum 07 (seven) candidates, and which holds from 80% to less than 90% shall be entitled to nominate maximum 08 (eight) candidates.

2. Where the number of candidates nominated by a shareholder or a group of shareholders is less than the number of candidates that they are entitled to nominate; or the total number of candidates nominated by a shareholder or a group of shareholders is less than the total tentative number of candidates to be elected; or the candidates are not qualified with the criteria and conditions as required, remaining number of candidates shall be nominated by the Board of Directors.

3. Where the candidates have been identified, information related to the candidates of the Board of Directors shall be announced at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the website of the Bank's so that the shareholders can find out about these candidates before voting.

4. Candidates of the Board of Directors must make a written commitment on the truthfulness, accuracy and rationality of the publicized personal information and commit to perform the duties honestly, loyally and carefully for the highest benefits of the Bank if being elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors shall include at least:

- a) Full name, date of birth;
- b) Education;
- c) Professional qualifications;
- d) Employment history;
- e) Names of the companies in which the candidate holds the position of member of the Board of Directors and other managerial positions (if any);
- f) Interests related to the Bank (if any);
- g) Full name of the shareholder or group of shareholders nominating the candidate (if any);
- h) Other information (if any).

Article 20. Method of election of members of the Board of Directors

1. Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting, whereby each shareholder shall have total number of votes equivalent to the total number of shares he owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder shall have the right to allocate all or a part of his votes for one or more candidates..

2. The elected members of Board of Directors or Supervisory Board are determined according to the number of votes in descending order, starting from the candidate with the highest number of votes until reaching the number of members prescribed in the Bank's Charter. In case there are 02 (two) or more candidates receiving the same number of votes for the last member of the Board of Directors, the meeting shall re-elect the last member from those who receive the same number of votes or select in accordance with the criterias of the election regulation or the Bank's Charter.

Article 21. Automatically losing member status of the Board of Directors members

1. Members of the Board of Directors shall automatically lose his or her status as members of the Board of Directors in the following cases:

- a) He/she dies, or loses civil capability;
- b) He/she does not meet the criteria and conditions as set out in Article 48 of the Bank's Charter;
- c) The legal entity of the organizational shareholder of which he/she is an authorized representative is terminated.
- d) He/she is no longer the authorized representative of the capital shares of the organizational shareholders.
- e) He/she is deported from the territory of the Socialist Republic of Vietnam.
- f) The establishment and operation license of the Bank is withdrawn;
- g) Other cases as stipulated by law.

2. Within 05 (five) working days from the date of determining the member automatically losing the status as members of the Board of Directors in accordance with provisions of clause 1 of this Article, the Board of Directors must make a written report and submit, together with the supporting documents, to the State Bank of Vietnam and to be liable for the accuracy, truthfulness of the

report; at the same time, to carry out the procedures for election and appointment of the missing member of the Board of Directors in accordance with provisions of the law.

3. After automatically losing the status, the former member of the Board of Directors shall still be liable for his/her decisions made during his/her incumbent period.

Article 22. Dimissal, removal of members of the Board of Directors

1. A member of the Board of Directors shall be removed or dismissed in the following cases:

a) He/she has a restricted civil capacity.

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;

c) He/she tenders his/her resignation (with reasons of resignation in details) to the Board of Directors of the Bank;

d) He/she fails to satisfy the requirements on independence in respect of an independent member of the Board of Directors.

e) In accordance with the decision of the General Meeting of Shareholders.

f) He/she is determined by the State Authorities to seriously violate the provisions of disclosing the related benefits and obligations of the members of the Board of Directors;

g) He/she has mental disorders and other members of the Board of Directors have professional evidences that such person has no capacity for civil acts;

h) He/she provides wrong personal information to the Bank as a candidate for the Board of Directors;

i) Other cases as provided for by the Bank's Charter and provisions of applicable laws.

2. Members of the Board of Directors may be dismissed in accordance with resolutions of the General Meeting of Shareholders.

3. Within the 10 (ten) working days from the date of approving the decision on dismissal or removal of the member of the Board of Directors stipulated in clause 1 of this Article, the Board of Directors must make a report and submit, together with the supporting documents, to the State Bank of Vietnam and is liable of the accuracy and truthfulness of such report; at the same

time, to carry out the procedures for election and appointment of the missing member of the Board of Directors in accordance with provisions of the law.

4. After being dismissed or removed, the former member of the Board of Directors shall still be liable of his/her decisions made during his/her incumbent period.

Chapter IV

CONDUCTING MEETINGS OF THE BOARD OF DIRECTORS

Article 23. Order and procedures for conducting meetings of the Board of Directors

The order and procedures for conducting a meeting of the Board of Directors, adopting resolutions and decisions of the Board of Directors, and making minutes of meetings of the Board of Directors shall be implemented in accordance with the Regulation on Organization and Operation of the Board of Directors adopted by the General Meeting of Shareholders.

Article 24. Notice of resolutions and decisions of the Board of Directors

One copy of the Resolutions and decisions of the Board of Directors must be sent to the Head of the Supervisory Board for supervision and 01 (one) copy to the CEO for acknowledgement and implementation after the issuance.

Chapter V

MEMBERS OF THE SUPERVISORY BOARD

AND THE SUPERVISORY BOARD

Article 25. Standards and conditions for a member of the Supervisory Board

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.

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.

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.

4. Must be an auditor or accountant;

5. Not being a related person of any Bank Management officers;

6. Members of the Supervisory Board must reside in Vietnam during their term of office;

7. Have good health, professional ethics and a good knowledge of law.

Article 26. Nomination of members of the Supervisory Board

1. Unless otherwise stipulated in the Charter of the Bank, nomination of members of the Supervisory Board shall be carried out in the same manner as stipulated in Article 19 of this Regulation.

2. Where the number of nominated candidates for the Supervisory Board is not sufficient, the Supervisory Board may nominate more candidates or nominate candidates according to the mechanism stipulated in the Charter of the Bank and this Regulation.

Article 27. Method of electing members of the Supervisory Board

The method of electing members of the Supervisory Board shall be the same as the manner of electing members of the Board of Directors as stipulated in Article 20 of this Regulation.

Article 28. Automatically losing status, dismissal, removal of members of the Supervisory Board

1. Members of the Supervisory Board shall automatically lose his or her status as members of the Supervisory Board in the following cases:

a) He/she dies, or loses civil capability;

b) He/she does not meet the criteria and conditions as set out in Article 67 of the Bank's Charter;

c) The legal entity of the organizational shareholder of which he/she is an authorized representative is terminated.

d) He/she is no longer the authorized representative of the capital shares of the organizational shareholder.

- e) He/she is deported from the territory of the Socialist Republic of Vietnam.
- f) The establishment and operation license of the Bank is withdrawn;
- g) Other cases as stipulated by law.

2. A member of the Supervisory Board shall be removed in one of the following cases:

- a) He/she has a restricted civil capacity.
- b) He/she fails to exercise his/her rights and responsibilities for 06 (six) consecutive months, except in case of force majeure;
- c) He/she tenders his/her resignation (with reasons of resignation in details) to the Board of Directors and the Supervisory Board of the Bank;
- d) In accordance with the decision of the General Meeting of Shareholders;
- e) Other cases as provided for in the Bank's Charter and the provisions of law.

3. A member of the Supervisory Board shall be dismissed in one of the following cases:

- a) He/she fails to fulfill the assigned tasks, jobs;
- b) He/she seriously breaches or repeatedly breaches the obligations of members of the Supervisory Board according to the provisions of law and the Bank's Charter;
- c) In accordance with the decision of the General Meeting of Shareholders.

4. In case of insufficiency of members of the Supervisory Board and the remaining members of the Supervisory Board do not have expertise in finance and accounting, the Head of the Supervisory Board shall request the Board of Directors to convene the extraordinary General Meeting of Shareholders for additional election.

5. Within 15 (fifteen) days after the Head of the Supervisory Board loses the status as the Head of the Supervisory Board, members of the Supervisory Board shall have to organize a meeting of the Supervisory Board to elect a members of the Supervisory Board (qualified and conditioned according to the provisions of law and the Bank's Charter) to be the Head of the Supervisory Board.

6. As wishing to resign from the position as the Head of the Supervisory Board, the Head of the Supervisory Board must send an application to the Board of Directors and the Supervisory Board. Within 15 (fifteen) days from the date of receipt of the application, the Supervisory Board must hold a meeting to consider the decision and carry out procedures for removal or dismissal and election of the Head of the Supervisory Board according to current regulations.

7. A member of the Supervisory Board who wants to resign must submit an application to the Board of Directors and the Supervisory Board for submission to the General Meeting of Shareholders at the nearest meeting for decision.

8. Where the number of members of the Supervisory Board reduces by more than 1/3 (one third) compared to the required number or the Supervisory Board does not have the minimum number of members stipulated in the Charter, the Supervisory Board shall, within a period of 15 (fifteen) days from the date on which the number of members is insufficient, request the Board of Directors to convene the General Meeting of Shareholders to elect additional member(s).

9. In other cases, the meeting of the General Meeting of Shareholders shall elect new member(s) of the Supervisory Board for replacement of the member(s) who automatically losing status, being removed or dismissed, or add additional member(s) to ensure a sufficient number of members of the Supervisory Board.

Chapter VI

ESTABLISHMENT AND OPERATION

OF THE COMMITTEE OF THE BOARD OF DIRECTORS

Article 29. Assistance committees of the Board of Directors

1. The Board of Directors set up the following Committees:

- a) Risk Management Committee;
- b) Human Resource Committee;
- c) Other Committees, when deemed necessary.

The establishment of committees must be approved by the General Meeting of Shareholders.

2. The Board of Directors shall stipulate in detail the establishment of the Committees, the responsibilities of each Committee' members, the

responsibilities of independent members of the Board of Directors assigned to participate in the Committee.

3. The Head of committees must be members of the Board of Directors and be appointed or dismissed by the Board of Directors. The Board appoints 01 (one) independent member of the Board of Directors to be a member of the Risk Management Committee. The Committees have the duty to support the activities of the Board of Directors, advise and prepare relevant issues to be presented at the meeting of the Board of Directors and to present their opinions and recommendations to the Board of Directors.

4. The establishment and operation of the committees shall be conducted as follows:

a) The Board of Directors shall issue decisions on setting up committees. Where it is deemed necessary and on sufficient basis, the Board of Directors may select and decide the members of the Committees.

b) A Committee must have at least 03 (three) members, including the Head of the Committee being member of the Board of Directors and other members shall be appointed or dismissed by the Board of Directors according to the provisions of the Bank's Charter. A member of the Board of Directors can only be the head of one committee. The Risk Management Committee must have at least one member being an independent member of the Board of Directors.

c) The Board of Directors, when establishing committees, shall promulgate the working regulations and the functions and tasks of the committees. Immediately after the issuance, the Bank shall forward these internal regulations to the State Bank of Vietnam (through the Banking Inspection and Supervision Agency) for reporting.

d) After being established, the Head of the committees shall convene a meeting, assign tasks to the members to perform the functions and tasks of the Committee in accordance with the working regulations of the Committee issued by the Board of Directors.

Article 30. Roles and duties of the Risk Management Committee

The roles and duties of the Risk Management Committee shall be implemented in accordance with the current regulations in the Regulations on 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.

Article 31. Roles and duties of the Human Resource Committee

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.

Chapter VII

EXECUTIVE OFFICERS

Article 32. Standards and conditions for acting as an Executive Officer

1. The Executive Officer must fully satisfy the following standards and conditions:

a) Being 25 (twenty five) years or older and having full capacity for civil acts;

b) Having the professional competence and executive capability;

c) To be trusted in the position of work, included in the management personnel planning of the Bank's human resource;

d) Not belong to the list or persons not allowed to work as management officer in the fields he/she will undertake under the provisions of law;

e) Having a university degree or higher in one of the fields such as economics, business administration, law or professional field which he/she will undertake and have appropriate foreign language skills;

f) Residing in Vietnam during the term of office;

g) Having good health, moral qualities, honesty and a good knowledge of law.

h) Other standards and conditions stipulated by the Bank's internal regulations, which are issued by the Board of Directors and are effective in certain time.

2. The CEO must meet the following criteria and conditions:

a) Having full civil act capacity and not being prohibited from managing enterprises according to the provisions of the Law on Enterprises;

b) Not belong to the list of persons not allowed to work as the CEO according to the provisions of the Law on Credit Institutions and other relevant legal provisions;

c) Having university degree or higher in such fields as economics, business administration or law; having at least 05 (five) years experience as the Executive Officer of a credit institution or having at least 05 (five) years experience as the General Director (director), Deputy General Director (Deputy Director) of an enterprise other enterprise owning the capital at least equal to the legal capital of the corresponding type of credit institutions and have at least 05 (five) years of direct working experience in finance, banking, accounting or auditing fields or at least 10 (ten) years working directly in finance, banking, accounting or auditing fields;

d) Having good health, professional ethics and a good knowledge of law;

e) Residing in Vietnam during his / her term of office.

3. The Deputy CEO must satisfy all the following standards and conditions:

a) Satisfying the criteria and conditions specified at Subclaus a, d and e, Clause 1 of this Article;

b) Not belong to the list of persons not allowed to work as Deputy General Director according to the provisions of the Law on Credit Institutions and other relevant legal provisions;

c) Having university degree or higher in one of the the fields as economics, business administration, law or professional fields which he/she will undertake or have university or higher degree in addition to the above-mentioned majors and fields but having at least 03 (three) years of direct working experience in banking, finance or professional fields which he/she will undertake.

4. The CEO shall not concurrently hold one of the following positions:

a) The Chairman of the Board of Directors, member of the Board of Directors, Chairman of the Members' Council, member of the Members' Council, President of the company, General Director (Director), Deputy General Director (Deputy Director) or equivalent positions of other enterprises;

b) Members of the Board of Directors, members of the Members' Council and members of the Supervisory Board of other credit institutions, except for cases where such organizations are subsidiaries of the Bank.

5. The Deputy CEO shall not concurrently hold one of the following positions:

a) Members of the Board of Directors, members of the Members' Council and members of the Supervisory Board of other credit institutions, except for cases where such organizations are subsidiaries of the Bank;

b) The General Director (Director), the Deputy General Director (Deputy Director) or the equivalent titles of other enterprises.

Article 33. The appointment of the Executive Officer

1. The Board of Directors shall decide on the appointment of the Executive Officer in accordance with the provisions of law, the Charter and internal regulations of the Bank issued by the Board of Directors in effect at certain time.

2. The order and procedures for appointment of the Executive Officer shall comply with internal regulations of the Bank, which are promulgated by the Board of Directors, which takes effect in each period.

Article 34. Signing labor contracts with the Executive Officer

1. The Chairman of the Board of Directors, acting on behalf of the Board of Directors and the Bank, shall sign labor contracts with the CEO, the Deputy CEO, the Chief Accountant and the Head of Group.

2. The Chairman of the Board of Directors or the person authorized by the Chairman of the Board of Directors shall on behalf of the Bank enter into a labor contract with other Executive Officers in accordance with internal regulations of the Bank which takes effect in each period.

Article 35. Automatically losing status; removal or dismissal of the CEO

1. The CEO automatically loses the status of CEO in one of the following cases:

a) Failing to meet the standards and conditions prescribed in Article 59 of the Bank's Charter.

b) Having lost civil act capacity or dying.

c) Being deported from the territory of the Socialist Republic of Vietnam.

d) The Bank's Establishment and Operation License is withdrawn.

e) When the contract of hiring the CEO expires.

f) Other cases as prescribed by law.

2. The CEO shall be dismissed in one of the following cases:

a) The capacity for civil acts is restricted.

b) Submitting an application for resignation (clearly stating the reason for his/her resignation), to the Board of Directors and the Supervisory Board.

c) According to the decision of the Board of Directors.

d) Other cases as provided for by the Bank's Charter and law.

3. The Board of Directors dismisses the CEO in accordance with Subclause c, Clause 2 of this Article when at least 2/3 (two thirds) of the members of the Board of Directors, excluding the CEO in case where the CEO is concurrently a member of the Board of Directors vote for approval. The dismissed CEO has the right to protest against the dismissal at the nearest meeting of the General Meeting of Shareholders.

4. In cases where the CEO automatically loses his/her status as CEO, or is dismissed or removed, the Board of Directors shall send a written notice to the State Bank and other competent State agencies and appoint a temporary substitute. Within 30 (thirty) days as from the date of notification, the Board of Directors shall carry out procedures for the appointment or hiring a new CEO.

Article 36. Dismissal of other Executive Officers

The dismissal of other Executive Officers shall comply with internal regulations of the Bank issued by the Board of Directors, which takes effect in each period.

Chapter VIII

WORKING RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND EXECUTIVE OFFICERS

Article 37. Working relationship between the Board of Directors and Executive Officers

1. Working relationships and relationship development with the State Bank of Vietnam, the related State agencies, large customer partners, the press and other related contents are implemented as follows:

a) The Chairman of the Board of Directors is the representative on behalf of the Bank in meetings or events with the leaders of the State Bank of Vietnam, related State agencies, business partners or major customers, with the press (except disclosure of information in accordance with the information disclosure regulations of the Bank). In case of not attending the meeting, the Chairman of the Board of Directors shall authorize another member of the Board of Director

or a member of the Executive Board to represent. Once authorized by the Chairman of the Board of Directors, the authorized person must report back to the Chairman so that the Chairman can fully grasp the contents.

b) At the important meetings or guest reception, the chairperson decides other participants, including members of the Board of Directors, members of the Executive Board or members of the Supervisory Board assigned to follow up the related jobs.

c) The relevant departments/divisions/centers at the Head Office are responsible for preparing the content and logistics for the meeting or guest reception at the direction of the chairperson.

2. The working relationships in the performance of the assigned duties shall be as follows:

a) At the meeting session of the Board of Directors, the Chairman of the Board of Directors/the chairperson presiding over the meeting shall base on the contents of the meeting to decide on the invitation of additional Deputy CEO or other Executive Officers in charge of related matters to attend the meetings and give opinions (if any).

b) At the regular or extraordinary meetings of the Executive Board or the meetings related to the important contents managed by the members of the Executive Board, the chairperson base on the contents of the meeting shall decide to invite the Chairman of the Board of Directors or related members of the Board of Directors to attend the meeting and give their opinions (if any). The contents of the meeting must be recorded in minutes and sent to the Chairman of the Board for reporting.

c) The members of the Executive Board and other Executive Officers shall make periodical report on the jobs specified in Appendix 1.

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 (quarterly, semi-annually, annually) and upon request.

e) In addition to the periodical information, at the request of members of the Board of Directors, the Executive Board and other Executive Officers make direct reports or provide information and reports related to the business fields that the member of the Board of Directors is assigned to perform.

f) The Executive Board and other Executive Officers are responsible for creating favorable conditions for the Chairman and members of the Board of Directors to have access to information and be reported in the fastest time.

g) In case of detecting a risk that may affect the Bank's reputation or business operations or other issues, if deeming necessary, the CEO, Deputy CEO and other Executive Officers must report immediately to the Chairman of the Board of Directors and the members of the Board of Directors who directly monitor that business fields.

3. The CEO shall direct the reports to the Board of Directors according to Appendix No. 1 attached. All decisions and directives of the CEO, Deputy CEOs related to the large business or changing business processes or related to new banking products and services must be sent, 01 (one) copy, to the Chairman of the Board of Directors for reporting. The Deputy CEOs shall have to promptly report to the CEO on their major decisions and directives within the scope of assigned duties.

Article 38. Working relationship between the Board of Directors and the Supervisory Board

1. The Chairman of the Board of Directors shall ensure that members of the Supervisory Board are invited to attend the regular or extraordinary meetings of the Board of Directors.

2. Apart from the periodical information, members of the Supervisory Board may request the Board of Directors to provide information and documents on the management and administration of business operations of the Bank.

3. The Board of Directors shall ensure that all copies of financial information and other information are provided to the members of the Board of Directors as well as the resolutions, decisions and minutes of meetings of the Board of Directors are provided to members of the Supervisory Board together with the provision of members of the Board of Directors.

Article 39. Coordination of activities between the Supervisory Board and the Executive Officers

1. Where it is deemed necessary, members of the Executive Board and other Executive Officers may invite the Head of the Supervisory Board or members of the Supervisory Board to attend meetings of the Executive Board or other meetings. When attending the meeting, the Head of the Supervisory Board or members of the Supervisory Board may make comments (if any). Other members of the Executive Board and other Executive Officers shall send to the Supervisory Board 01 (one) minutes of this meeting.

2. Members of the Executive Board and other Executive Officers shall make periodical reports on the jobs specified in Appendix 1.

3. In addition to the periodical information, at the request of the Head of the Supervisory Board, other members of the Executive Board and other Executive Officers shall make direct reports or provide information and reports related to the assigned tasks of the members of the Executive Board and the Executive Officers.

4. In case of detecting risks which may affect the reputation or business operation of the Bank, members of the Executive Board or other Executive Officers should immediately report to the head of the Supervisory Board and members of the Supervisory Board who directly follow up such business fields.

5. Members of the Executive Board and other Executive Officers shall be responsible for creating favorable conditions for the Head of the Supervisory Board and members of the Supervisory Board to access information and be reported in the shortest time.

6. The reports of the CEO to the Board of Directors must be sent to the Head of the Supervisory Board at the same time and in the same way as sent to the members of the Board of Directors.

Chapter IX

EVALUATION OF ACTIVITIES, REWARDS, DISCIPLINE OF MEMBERS OF BOARD OF DIRECTORS, SUPERVISORY BOARD AND EXECUTIVE OFFICERS

Article 40. Evaluating the activities of members of the Board of Directors, members of the Supervisory Board and executives

1. Depending on the decision of the Board of Directors, the evaluation of the activities of the members of the Board of Directors, the Supervisory Board, members of the Executive Board and other Executive Officers shall be made in one or several following method:

- a) Self-evaluation;
- b) Periodical evaluation of every 06 (six) months;
- c) Annual performance evaluation to be conducted at the end of the year;
- d) Conducting unscheduled collection of trustworthy polls;
- e) Other ways chosen by the Board of Directors at certain time.

2. The Board of Directors will conduct the assessment of activities of members of the Board of Directors and other titles appointed by the Board of Directors.

3. The Supervisory Board shall conduct the evaluation of the members of the Supervisory Board and other titles appointed by the Supervisory Board.

4. The CEO shall carry out evaluation of the performance of the titles appointed by the CEO.

Article 41 Criteria for performance evaluation

Criteria for evaluating the performance of members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and other executive officers include:

1. The performance results of the assigned tasks shall include the level of completion, volume, quality and efficiency of the work of the individual and the development and operation results of the unit;

2. The ethical qualities, lifestyle, perception, thought, compliance with the Bank's Charter, guidelines and policies of the Bank and the provisions of law;

3. The studiousness to improve qualification, honesty, sense of organization, discipline and sense of responsibility in assigned jobs and positions taken;

4. Management ability, style, attitudes in management of work, the fight against bureaucracy, corruption and waste;

5. Solidarity, co-ordination inside the units and with units and level of trustworthiness with employees.

Article 42. Officer ranking

1. Based on the results of the assessment, the ranking of members of the Board of Directors, members of the Supervisory Board, members of the Executives Board and other Executive Officers shall comply with internal regulations of the Bank issued by the Board of Directors, which take effects in each period.

2. Documents evaluating the activities of members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and other Executive Officers must be kept in the personal file at the Bank.

Article 43. Rewards

1. Members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and other Executive Officers who record

achievements in the management and administration of the Bank and other assigned tasks shall be considered and rewarded in accordance with provisions of the law and the Bank.

2. The forms of rewards and specific criteria on the form of rewards, order and procedures for rewards shall be implemented in accordance with the Regulation on Reward and Discipline of the Bank in each period.

Article 44. Discipline

1. Members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and other Executive Officers, in the course of performing their duties, violate other relevant provisions of law, the Charter of the Bank and other relevant regulations of the Bank shall, depending on the nature, seriousness and consequences of the breach, be disciplined in accordance with provisions of the laws and/or the Bank.

2. The Board of Directors has the power to decide on the discipline on titles appointed by the Board of Directors. The CEO shall have the the power to decide discipline on the titles appointed by the Director General. The Supervisory Board shall have the power to decide on the discipline on titles appointed by the Supervisory Board.

3. Principles for dealing with breaches, forms of dealing with breaches, order and procedures for dealing with breaches shall be implemented in accordance with internal regulations of the Bank, which take effects in certain period.

Chapter X

THE PERSON IN CHARGE OF CORPORATE GOVERNANCE OF THE BANK

Article 45. Standards for the Person in charge of Corporate Governance of the Bank

The Person in charge of Corporate Governance of the Bank must be a person who is knowledgeable about the law and may not concurrently work for an independent auditing company that is auditing the Bank's financial statements.

Article 46. Rights and obligations of the Person in charge of Corporate Governance of the Bank

1. The Board of Directors shall appoint at least one (1) person to perform the duties of **the 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.

2. The Person in charge of Corporate Governance of the Bank shall have the following rights and obligations:

a) Advising the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the Bank and shareholders;

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

c) Advising on the procedures of the meetings;

d) Attending meetings;

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

f) Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;

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

h) Keeping information confidential according to the provisions of law and the Bank's Charter;

i) Other rights and obligations as prescribed by law and the Bank's Charter.

Article 47. Cases of dismissal the Person in charge of Corporate Governance of the Bank

The dismissal of the the Person in charge of Corporate Governance of the Bank shall be conduced in accordance with internal regulations of the Bank issued by the Board of Directors, which take effects in each period.

Chapter XI

PREVENTION OF CONFLICTS OF INTERESTS

Article 48. Responsibility to be honest and avoid conflicts of interests of the Bank's management officers

1. Members of the Board of Directors, members of the Supervisory Board, the CEO and other Bank management officers must publicize related interests in

accordance with the provisions of the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the CEO, other Bank management officers and related persons of these members are not permitted to use the information obtained through their positions for personal interests or for the interests of other organizations or individuals.

3. Members of the Board of Directors, members of the Supervisory Board, the CEO and other Bank management officers are obliged to notify the Board of Directors and the Supervisory Board of transactions between the Bank, its subsidiaries, companies which the Bank own from 50% of the control over its charer capital with such members or with such members' related persons in accordance with the law. For the transaction contracts of the above-mentioned subjects approved by the General Meeting of Shareholders or the Board of Directors, the Bank must disclose information on these resolutions in accordance with the law on securities about the information publicity.

4. Members of the Board of Directors are not allowed to vote on contracts or transactions that bring interests to such members or their related persons in accordance with provisions of the Law on Enterprises and the Bank's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the CEO, other Bank management officers and related persons of such members are not permitted to use the information not yet published by the Bank or to disclose to others to carry out related transactions.

Article 49. Transactions with related persons

1. When conducting transactions with related persons, the Bank must sign written contracts on the principle of equality and voluntariness.

2. The Bank shall apply the necessary measures to prevent related persons from interfering in the Bank's activities and harming the interests of the Bank through the control of contracts and transactions and sales, purchase and prices of goods and services of the Bank.

3. The Bank shall apply the necessary measures to prevent shareholders and related persons from conducting transactions that result in loss of capital, assets or other resources of the Bank.

Article 50. To ensure the legal rights of the persons with interests related to banks

1. The Bank shall have to perform its responsibilities to the community and persons with interests related to the Bank in accordance with current provisions of law and the Bank's Charter.

2. The Bank must comply with the legal provisions on labor, environment and society.

Chapter XII

ORGANIZATION OF IMPLEMENTATION

Article 51. Modification, supplementation or replacement

Any amendment, supplement or replacement of this Regulation shall be proposed by the Board of Directors to the General Meeting of Shareholders for consideration and decision.

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

Nghiem Xuan Thanh

APPENDIX 1: LIST OF REPORTS

(Attached to Regulations of Internal Governance of JSC Bank for Foreign Trade of Vietnam)

NO.	CONTENTS	PERIOD	PERSON IN CHARGE OF DIRECTING THE REPORT	DEPT. IN CHARGE	DEADLINE FOR REPORT SUBMISSION	COPIES TO
1	Credit Report	Weekly/Quarterly/ Annually	Head of Wholesale Group	Credit risk Management Dept.	5 (five) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
2	Report on evaluation of Retail business operation	Weekly/Quarterly/ Annually	Head of Retail Banking Group	Retail banking product & policy Dept.	7 (seven) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
3	Report on evaluation of fund mobilization and utilization (domestic and overseas)	Weekly/Quarterly/ Annually	Deputy CEO of Market Group	ALM Dept.	5 (five) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.

NO.	CONTENTS	PERIOD	PERSON IN CHARGE OF DIRECTING THE REPORT	DEPT. IN CHARGE	DEADLINE FOR REPORT SUBMISSION	COPIES TO
						Secretariat Dept.
4	Report on evaluation of financial position	Monthly/Quarterly/ Annually	Deputy CEO of Financial Group	Accounting Policy Dept.	7 (seven) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
5	Report on evaluation of investment of self- funded capital	Semi- annual/Annually	Deputy CEO of Investment Group	Investment Dept.	30 (thirty) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
6	Report on evaluation of construction in the system	Semi- annually/Annually	Deputy CEO of Construction	Construction Management Dept.	30 (thirty) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
7	Report on safe operation	Monthly	Head of ALCO	Market risk Management	7 (seven) working days after ending the deadline	Members of the Board of Directors

NO.	CONTENTS	PERIOD	PERSON IN CHARGE OF DIRECTING THE REPORT	DEPT. IN CHARGE	DEADLINE FOR REPORT SUBMISSION	COPIES TO
				Dept.	for making report	Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
8	Credit risk report	Monthly/Quarterly/ Annually	Deputy CEO of Risk Management Group	Credit Appraisal Dept.	7 (seven) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
9	Report on market risk	Monthly/Quarterly/ Annual	Deputy CEO of Risk Management Group	Market risk Management Dept.	7 (seven) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
10	Report on operational risk	Monthly/Quarterly/ Annually	Deputy CEO of Risk Management Group	Operational Risk Management Dept.	7 (seven) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board;

NO.	CONTENTS	PERIOD	PERSON IN CHARGE OF DIRECTING THE REPORT	DEPT. IN CHARGE	DEADLINE FOR REPORT SUBMISSION	COPIES TO
						Strategic Planning and BOD Secretariat Dept.
11	Report on operation of Risk Management Committee	Quarterly/Annually	Head of Risk Management Committee	Secretary of Risk Management Committee	10 (ten) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.
12	Report on evaluation of periodical IT operation	Semi-annually/Annually	Deputy General Director of IT	10 (ten) working days after ending the deadline for making report	10 (ten) working days after ending the deadline for making report	Members of the Board of Directors Members of the Executive Board Head of Supervisory Board; Strategic Planning and BOD Secretariat Dept.

APPENDIX 3

SUMMARY OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATION OF INTERNAL GOVERNANCE OF JSC BANK FOR FOREIGN TRADE OF VIENAM

NO.	INTERNAM GOVERNANCE REGULATION 620/2012	PROPOSAL FOR ADMENEMENTS, SUPPLEMETNS	BASIS/REASON
1.	<p>Article 1. Purpose of issuance and scope of governance 1.2. These regulations shall be applied to the departments in the organizational structure of the Bank in accordance with the provisions of the Charter of the Bank, including: General Meeting of Shareholders, Board of Directors, Supervisory Board, Executive Board and other relevant departments of the Bank.</p>	<p>Article 1. Scope of governance This Regulation stipulates issues related to corporate governance to the Joint Stock Commercial Bank for Foreign Trade of Vietnam ("the Bank"), including:</p> <ol style="list-style-type: none"> 1. The General Meeting of Shareholders; 2. The Board of Directors; 3. The Supervisory Board; 4. The operator; 5. The manager in charge of the bank; 6. Prevent conflict of interest; 7. Reporting and disclosure 	<p>In accordance with Clause 1, Article 1, Decree No 71/2017/NĐ-CP</p>
2.	<p>Article 2. Purpose of issuance and scope 1.2. These regulations shall be applied to the departments of the organizational structure of the Bank in accordance with the provisions of the Charter of the Bank, including: General Meeting of Shareholders, Board of Directors, Supervisory Board, Executive Board and other relevant departments of the Bank.</p>	<p>Article 2. Applicability This Regulation shall apply to the following subjects:</p> <ol style="list-style-type: none"> 1. <u>Shareholders and organizations and individuals being related persons of the shareholders.</u> 2. <u>Members</u> of the Board of Directors, <u>members</u> of the Supervisory Board, members of the Executive Board, <u>other Executives and related organizations and individuals of these subjects.</u> 3. <u>Organizations and individuals with interests related to the Bank.</u> 	<p>To separate the Applicability into 1 individual Article, to amend the terms in accordance with the document content and the provisions of clause 2, Article 1 of Decree 71/2017/NĐ-CP and Article 2 of the Circular No. 95/2017/TT-BTC.</p>
3.	<p>Article 4. Interpretation of terms The terms interpreted in the Charter of the Bank shall have the same meaning as those in these Regulations, except for the term “Bank Executive Boardd” to have the meaning stipulated in Article</p>	<p>Article 3. Interpretation of terms <i>In these Regulations, the following terms are interpreted as follows:</i></p> <ol style="list-style-type: none"> 1. Bank governance: the set of principles, including: <ol style="list-style-type: none"> a) To ensure the rational management structure; 	<p>To clearly define some terms that are used frequently or have unclear meanings in the Regulations with reference to the Provisions of the Charter</p>

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	29 of these Regulations.	<p><i>b) To ensure the efficiency of the operation of the Board of Directors, Supervisory Board and the <u>Executive Board</u>;</i></p> <p><i>c) To ensure the benefits of shareholders and related persons of shareholders;</i></p> <p><i>d) To ensure the fair treatment among shareholders;</i></p> <p><i>e) Publicity and transparency of all activities of the Bank.</i></p> <p>2. Major Shareholders of the Bank: <i>is shareholder directly or indirectly holding 5% or more of the voting share capital of the Bank.</i></p> <p>3. Non-executive members of the Board of Directors (hereinafter referred to as “Non-executive members”): <i>is the member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other Executives in accordance with the provisions of the Charter of the Bank.</i></p> <p>4. Administrator of the Bank: <i>is the person appointed by the Board of Directors to take the responsibilities and rights specified at Article 46 of these Regulations.</i></p> <p>Other phrases and terminologies not determined in these Regulations shall be interpreted as in the Charter of the Bank.</p>	of the Bank.
4.	45.2. In case there are conflicts between provisions of these Regulation the corresponding provisions of the Charter of the Bank, the provisions of the Charter of the Bank shall be preferred to apply.	<p>Article 4. Principle of the application of documents</p> <p><i>1. Where these Regulations do not stipulate, the provisions of the Charter of the Bank and the relevant provisions of law shall be applied.</i></p> <p><i>2. Where there is a change in the Bank's Charter and/or the provisions of the law, resulting in the provisions of this Regulation being different from those of the Bank Charter and/or such law, the new regulations in the Bank's Charter and/or new regulations of the law shall apply.</i></p>	To amend the Article to be appropriate with the provisions of clause 1, Article 7 of the Decree No. 71/2017/NĐ-CP and Article 4 of the Circular No. 95/2017/TT-BTC.

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5.	<p>Article 2. The fundamental management principles This Regulation is set up basing on the following fundamental governance principles:</p> <ul style="list-style-type: none"> - To ensure the effective governance and administration of the Bank and to <u>head for</u> the international standards; - To respect and ensure the legal rights of shareholders, - To treat shareholders equally. 	<p>Article 5. Fundamental principles of governance</p> <p>2. To ensure the the effective management and administration mechanism of the Bank <u>in accordance with</u> international standards and <u>practices</u>.</p> <p>3. To respect and ensure the legitimate interests of shareholders, treat shareholders equally.</p>	<p>The content basically remains unchanged with just some additional words to clarify the terms. (<i>words in italics</i>)</p>
6.	<p>Article 3. Management structure of the bank The Management structure of the Bank includes:</p> <ul style="list-style-type: none"> –General Meeting of Shareholders; –Board of Directors; –Supervisory Board; –Executive Board; –Bank’s Manager. 	<p>To revoke this article</p>	<p>The management structure of the Bank is stipulated in the Charter of the Bank and in each Chapter, Section, Article of the model Chater in the Appendix 02 of the Circular No. 95/2017/TT-BTC.</p>
7.	<p>CHAPTER II SHAREHOLDERS — AND GENERAL MEETING OF SHAREHOLDERS</p>	<p>Chapter II SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</p>	<p>This Chapter shall be amended in accordance with Section 1 of the model Charter in the Appendix 02 of the Circular No. 95/2017/TT-BTC.</p>
8.	<p>Article 5. Rights of shareholders 5.1 Right of the fair treatment among shareholders Each share of the same type shall give its</p>	<p>Article 6. Rights and obligations of shareholders</p> <p>1. In addition to the rights and obligations of shareholders stipulated in the Charter of the Bank and relevant provisions of law, shareholders also have the</p>	<p>This Article shall be amended in accordance with the provisions of Article 4 of the Decree 71/2017/ND-CP.</p>

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	<p>owning shareholders the same rights, obligations and interests. In case the Bank has preference shares, the rights and obligations associated with the preference shares <i>must be fully published to the shareholders and approved by the General Meeting of Shareholders.</i></p> <p>5.2 Other basic rights of shareholders:</p> <p>Shareholders of the Bank shall have the following basic rights:</p> <ul style="list-style-type: none"> —To be free to transfer the shares that are fully paid and recorded into the Register of Shareholders of the Bank, except for some cases which are restricted the right to transfer in accordance with the provisions of Law and the Charter of the Bank; —To be fully informed of the periodical information and extraordinary information about the operation of the Bank in accordance with the provisions on publishing information; —To attend or authorize representatives to attend the General Meeting of Shareholders of the Bank; —To request the cancellation of the decisions, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors in case such decisions and resolutions violate the Law or violate the basic rights of shareholders in accordance with the provisions 	<p>following rights:</p> <p>a) Right to fair treatment. Each share of the same type gives shareholders equal ownership rights, obligations and interests. In cases where the Bank has preference shares, the rights and obligations associated with the preference shares must be approved and fully publicized to the shareholders by the General Meeting of Shareholders;</p> <p>b) The right to have full access to periodical information and extraordinary information announced by the Bank in accordance with law.</p> <p>2. Shareholders have the right to protect their legal rights. Where the decision of the General Meeting of Shareholders violates the law or the Charter of the Bank, the decision of the Board of Directors contrary to the provisions of law or the Charter of the Bank causing damage to the Bank, shareholders They have the right to request the cancellation or suspension of such decisions in accordance with the provisions of law.</p>	

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	<p>of Law and to request the Bank to compensate for the above cases following the order, procedures stipulated by law. In case the above decisions and resolutions violating the law cause damage to the Bank, the Board of Directors, Supervisory Board or Executive Board must compensate the Bank in accordance with their responsibilities;</p> <p>–To refuse the priority to purchase the shares newly offered for sale;</p> <p>–Other rights in accordance with the provisions of the Charter of the Bank and relevant provisions of Law.</p>		
9.	<p>Article 7. Convening the General Meeting of Shareholders</p> <p>7.1 Annual General Meeting of Shareholders The annual General Meeting of Shareholders are convened by the Board of Directors within 04 (four) months after the ending of the fiscal year or within 06 (six) months after the ending of the fiscal year with the approval of the registration office as proposed by the Board of Directors. The annual General Meeting of Shareholders shall not be convened in the form of written opinion polls.</p> <p>7.2 Ad hoc General Meeting of Shareholders The ad hoc General Meeting of Shareholders is</p>	<p><i>Article 7. Convening the General Meeting of Shareholders and drawing up the list of shareholders entitled to attend the General Meeting of Shareholders</i></p> <p><i>1. The person who convenes the General Meeting of Shareholders must send to the Stock Exchange and other relevant agencies the final list of shareholders entitled to attend the General Meeting of Shareholders and prepare the list of shareholders who have the right to attend the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made not earlier than 20 (twenty) days prior to the date on which the Bank sends the invitation letter to the General Meeting of Shareholders and must complete it 30 (thirty) days at the latest prior to the tentative opening date of the <u>General Meeting of Shareholders</u>. The bank must disclose information on making a list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the</i></p>	<p>Supplement the contents in italics:</p> <ul style="list-style-type: none"> - The amended shall be in accordance with clauses a and b of section 1 of the model Charter of the Appendix 02 of the Circular No. 95/2017/TT-BTC. - The amended shall be in accordance with the provisions of Article 137 of the 2014 Law on Enterprises, clause 2, Article 34 of the Charter of the Bank.

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	<p>convened in certain cases stipulated in clause 2, Article 33 of the Charter of the Bank.</p>	<p><i>final registration date.</i></p> <p>1.1 The annual General Meeting of Shareholders are convened by the Board of Directors within 04 (four) months after the ending of the fiscal year or within 06 (six) months after the ending of the fiscal year with the approval of the registration office as proposed by the Board of Directors. The annual General Meeting of Shareholders shall not be convened in the form of written opinion polls</p> <p>1.2. The ad hoc General Meeting of Shareholders is convened in certain cases as stipulated in Clause 2, Article 33 of the Charter of the Bank.</p> <p>2. <i>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 personal identification number of shareholders 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 type, number and date of shareholder registration of each shareholder.</i></p> <p>3. <i>Shareholders have the right to inspect, look up, extract and copy the list 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.</i></p>	
10.	<p>Article 6. General Meeting of Shareholders and the role in the management of the Bank</p> <p>6.1 The General Meeting of Shareholders shall include all the shareholders entitled to vote, operate through the Annual General Meeting of</p>	<p>To revoke these regulations</p>	<p>To revoke such regulations since they are already stipulated in the Charter of the Bank. The model Charter in the Appendix 02 of the</p>

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	<p>Shareholders, ad hoc General Meeting of Shareholders and through the written comments.</p> <p>6.2 The General Meeting of Shareholders is the highest decision-making body of the Bank and shall be entitled to decide the most important issues of the Bank in accordance with the provisions of the Law and the Charter of the Bank.</p> <p>6.3 The decisions of the General Meeting of Shareholders shall be apporved in accordance with the provisions of the Article 38 of the Charter of the Bank.</p>		Circular No. 95/2017/TT-BTC also does not stipulate such regulations.
11.	<p>Article 8. Procedures and agenda of the annual General Meeting of Shareholders</p> <p>8.1 Chairman of the Board of Directors are liable to eordinate all issues related to the organization of the General Meeting of Shareholders in accordance with the Bank's Charter, including the proposed agenda and content before submitting to the General Meeting of Shareholders to approved in accordance with the provisions of the Charter of the Bank and these Regulations.</p> <p>8.6. Chairman of the Board of Directors are entitled to reject the proposals to add content to the agenda of the General Meeting of Shareholders of the shareholders or groups of shareholders ownig more than 10% of the total number of ordinary shares of the Bank within the consecutive 06 (six) months in accordance with the provisions of clause 6, Article</p>	To revoke these regulations	<p>To revoke the clause 8.1 since this has been provided for in the Charter of the Bank.</p> <p>To revoke the clause 8.6 and clause 8.7 as they have been stipulated in the provisions of clauses 5, 6, and 7, Article 34 of the Charter of the Bank.</p>

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	<p>34 of the Charter of the Bank. In cases included into the agenda of the General Meeting of Shareholders, such proposals are officially included to the agenda and contents after being approved by the General Meeting of Shareholders.</p> <p>8.7. The convenor of the General Meeting of Shareholders are entitled to reject the relevant proposals of clause 8.6 of this Article in the following cases:</p> <p>a. The proposals are not sent on time or includes insufficient or inaccurate contents.</p> <p>b. At the time of proposing, shareholders or group of shareholders have 10% or less of the ordinary shares within the duration of at least 06 (six) consecutive months.</p> <p>c. The proposed issues exceeds the authority of the General Meeting of Shareholders to discuss and approve.</p>		
12.	<p>Article 8. Procedures and agenda of the annual General Meeting of Shareholders</p> <p>At least 07 (seven) working days before the opening date of the annual General Meeting of Shareholders, the Chairman of the Board of Directors is responsible for directing and ensuring that the relevant departments have completed the sending of meeting invitation documents to shareholders entitled to attend the General Meeting of Shareholders as stipulated in the Charter of the Bank.</p>	<p>Article 8. Notice of invitation to the General Meeting of Shareholders</p> <p><i>1. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders entitled to attend the meeting by means of a security and at the same time with publishing on the website of the Bank and the State Securities Commission, 01 (one) central newspaper or 01 (one) newspaper of the locality where the bank is headquartered.</i></p> <p><i>2. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders in the list of shareholders entitled to attend the meeting at least 10</i></p>	<p>The amended contents shall be in accordance with the provisions of subclause b, clause 1 of the model Charter in the Appendix 02 of the Circular No. 95/2017/TT-BTC.</p> <p>The provisions of Article 8 shall be constructed in accordance with the provisions of Article 139 of the 2014 Law on Enterprises; Clause 3 and clause 4,</p>

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		<p><i>(ten) days before the opening date of the General Meeting of Shareholders (from the date the notice is sent or duly transferred, paid or mailed). The meeting agenda, documents related to issues to be voted at the General Meeting of Shareholders are sent to the shareholders entitled to attend the meeting and posted on the website of the Bank. row. In case the documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice of invitation to the meeting must clearly indicate the link to all the meeting documents for the shareholders to access, including:</i></p> <ul style="list-style-type: none"> <i>a) The agenda and documents to be used in the meeting;</i> <i>b) List and details of candidates in case of electing members of the Board of Directors or members of the Supervisory Board;</i> <i>c) Voting slips;</i> <i>d) A form power of attorney in case the shareholder authorizes another organization or individual to attend the meeting;</i> <i>e) Draft resolutions for each issue in the agenda.</i> <p><i>3. The Notice of invitation to attend the General Meeting of Shareholders provides guidance on how to register for the General Meeting of Shareholders.</i></p>	Article 34 of the Charter.
13.	Not yet stipulated.	<p>Article 9. Registration and authorization to attend the General Meeting of Shareholders</p> <p><i>1. Shareholders register to attend the General Meeting of Shareholders as guided in the notice of</i></p>	The amended contents shall be in accordance with the provisions of subclause c, clause 1 of the model Charter

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		<p><i>invitation to the meeting stipulated in Article 8 of this Regulation.</i></p> <p><i>2. Where a shareholder has the right to attend a meeting of the General Meeting of Shareholders in accordance with the provisions of the law but fails to attend the General Meeting of Shareholders, the shareholder may authorize the other persons or legal entity to attend the meeting. Where there are more than one authorized representative, the authorization must specify the number of shares and the number of votes authorized for each representative.</i></p> <p><i>3. Authorization of the representative to attend the General Meeting of Shareholders must be made in writing in the form of the Bank and must be signed in accordance with the following provisions:</i></p> <p><i>a) Where an individual shareholder is the authorizing person, the authorization letter must bear the signatures of the shareholder and the individual or legal representative of the organization authorized to attend the meeting;</i></p> <p><i>b) Where the organizational shareholder is authorized, the authorization letter must bear the signature of the authorized representative, the legal representative of the orgniizational and individual shareholder, the legal representative of the organization authorized to attend the meeting;</i></p> <p><i>c) In other cases, the authorization letter must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.</i></p>	<p>in the Appendix 02 of the Circular No. 95/2017/TT-BTC.</p> <p>The provisions of Article 9 shall be constructed in accordance with the provisions of Article 140 of the 2014 Law on Enterprises; Article 35 of the Charter of the Bank.</p>

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		<i>Persons authorized to attend meetings of the General Meeting of Shareholders must submit the authorization documents prior to attending the meeting.</i>	
14.	<p>Article 8. Procedures and order of conducting the annual General Meeting of Shareholders <u>8.4 At least 15 (fifteen) days prior to the date of the Annual General Meeting of Shareholders, the Chairman of the Board of Directors is liable for directing and completing the report on operations of the Board of Directors at the General Meeting of Shareholders, including at least the following contents:</u></p> <ul style="list-style-type: none"> - Assessment of the operation of the Bank during the fiscal year; - <u>Operation, remuneration and operation expenses</u> of the General Meeting of Shareholders and members of the General Meeting of Shareholders; - Summary of the meetings of the Board of Directors and <u>resolutions/decisions</u> of the Board of Directors; - Results of the supervision of the General Director and <u>Deputy General Directors</u>; - Results of the supervision of the <u>Executive Board of the Bank</u>; - Estimated plans for the next fiscal year or for the future. 	<p>Article 10. Report on activities of the Board of Directors at the Annual General Meeting of Shareholders <u>In addition to carrying out the report in accordance with the Bank's Charter and relevant provisions of law, the report on the activities of the Board of Directors to submit to the Annual General Meeting of Shareholders must ensure the following contents:</u></p> <ol style="list-style-type: none"> 1. <u>Remuneration, operating expenses and other interests</u> of the Board of Directors and members of the Board of Directors <u>in accordance with the provisions of law and the Charter of the Bank</u>; 2. To summarize the meetings of the Board of Directors and the resolutions and <u>decisions</u> of the Board of Directors; 3. <u>Results of evaluation of independent members of the Board of Directors on the activities of the Board of Directors (if any)</u>; 4. <u>Activities of Committees under the Board of Directors</u>; 5. Results of supervision of the General Director and <u>other executives</u>; 6. Future plans. 	The amended contents shall be in accordance with the provisions of Article 9 of the Decree No. 71/2017/NĐ-CP.
15.	Article 8. Procedures and order of conducting the annual General Meeting of Shareholders	Article 11. Report on activities of the Board of Directors at the Annual General Meeting of Shareholders	The content shall be amended to be appropriate

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	<p><u>8.2 At least 20</u> (twenty) days prior to the date of the annual General Meeting of Shareholders, the General Director must be liable for directing and completing the comprehensive report on operations of the Bank, including at least the following contents:</p>	<p><u>At least 20</u> (twenty) days before the date of the annual general meeting of shareholders, the General Director is responsible for directing and completing the Comprehensive Assessment Report on the Bank's activities, which is inclusive of the following contents at least</p>	<p>with the reality and in accordance with the provisions of Law.</p>
16.	<p>Article 8. Procedures and order of conducting the annual General Meeting of Shareholders <u>8.3. At least 20 (twenty) days prior to the date of the annual General Meeting of Shareholders, the Chairman of the Supervisory Board must be liable for directing and completing</u> the report on operations of the Supervisory Board <u>at</u> the General Meeting of Shareholders, <u>including at least</u> the following contents:</p> <ul style="list-style-type: none"> - <u>Operation, remuneration and operation expenses of</u> the Supervisory Board and <u>each member of the Supervisory Board</u>; - Summary of the meetings of the Supervisory Board and <u>decisions</u> of the Supervisory Board; - Results of the supervision of the operation and financial status of the Bank; - Results of the supervision of the <u>members</u> of the Board of Directors, <u>members</u> of the Supervisory Board and <u>the Bank's Managers</u>; - <u>Report</u> on the assessment of the co-operation between the Supervisory Board and the Board of Directors, <u>Executive Board</u> and shareholders. 	<p>Article 12. Reports on the activities of the Supervisory Board at the Annual General Meeting of Shareholders <u>In addition to carrying out the report in accordance with the Bank's Charter and relevant provisions of law,</u> the Report on the activities of the Supervisory Board to submit to the <u>Annual</u> General Meeting of Shareholders must <u>ensure</u> the following contents:</p> <ol style="list-style-type: none"> 1. <u>Remuneration, operating expenses and other interests</u> of the Supervisory Board and members of the <u>Supervisory Board as prescribed by law and the Bank's Charter</u>; 2. To summarize the meetings of the Supervisory Board and the <u>conclusions</u> and <u>recommendations</u> of the Supervisory Board; 3. Results of monitoring the operation and financial position of the Bank; 4. Results of supervision of the Board of Directors, the General Director and <u>other Executives</u>; 5. <u>Results</u> of assessment of the coordination between the Supervisory Board and the Board of Directors, the <u>General Director</u> and shareholders; 6. Future plans. 	<p>The amended contents shall be in accordance with the provisions of Article 10 of the Decree No. 71/2017/NĐ-CP.</p>

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17.	<p>Article 9. Voting procedures at the General Meeting of Shareholders</p> <p>9.2. When attending the General Meeting of Shareholders, <i>each</i> shareholder shall receive one "Voting slip" issued by the Bank with special symbols, including the <i>code of the shareholder, full name of shareholder</i>, number of votes of the shareholder, etc.</p>	<p>Article 13. Voting procedures at the General Meeting of Shareholders</p> <p>2. When attending the General Meeting of Shareholders, the shareholder <u>or authorized representative of the shareholder shall register for the attendance of the General Meeting of Shareholders and be granted a</u> "Voting slip" issued by the Bank, on which the registration number, the full name of the shareholder, the full name of the authorized representative, the number of votes of the shareholder.</p> <p>6. <i>Shareholders or authorized representatives of shareholders who come after the meeting of the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote at the General Meeting of Shareholders right after registration. The Chairperson is not obliged to stop the meeting of the General Meeting of Shareholders to allow the late shareholders to register and the effect of the previously voted contents remained unchanged.</i></p>	<p>- To add the term <i>authorized representatives of the shareholder in accordance with the provisions of the Charter of the Bank and the reality.</i></p> <p>- To add clause 6, Article 13 in accordance with clause 6, Article 36 of the Charter of the Bank.</p>
18.	<p>Article 10. Minutes of the General Meeting of Shareholders</p> <p>10.1. The General Meeting of Shareholders shall be recorded in the minutes by the <u>Secretary Office</u>. Such minutes must be made in Vietnamese including the major contents in accordance with the provisions of Article 41 of the Charter of the Bank.</p>	<p>Article 14. Making the minutes of the General Meeting of Shareholders</p> <p>1. The meeting of the General Meeting of Shareholders shall be recorded by the meeting <u>secretary</u> and the minutes shall be recorded. The minutes of the meeting shall be made in Vietnamese and contain the main contents specified in Article 41 of the Bank's Charter.</p> <p>4. <i>Minutes of the General Meeting of Shareholders must be sent to the members of the Board of Directors, the Supervisory Board, the Executive Board and all shareholders of the Bank within 15 (fifteen) days from the closing of the meeting or must be published on the Bank's website within 24 (twenty four) hours from the closing time of the meeting. The</i></p>	<p>- To add the new clause 4 in accordance with the provisions of clause 3, Article 23, appendix 01 attached with the Circular No. 95/2017/TT-BTC and subclause h of the model Charter o the Appendix 02 of the Circular No. 95/2017/TT-BTC.</p> <p>- To add the clauses 5 and 6, Article 14 in accordance with the provisions of clause 3,</p>

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		<p><i>minutes of the meeting can be sent directly and/or via the Bank's website.</i></p> <p><i>5. Minutes of the General Meeting of Shareholders are considered as evidence of the work carried out at the meeting of the General Meeting of Shareholders unless there are objections to the contents of the minutes given following the procedures, which must be raised within 10 (ten) days from the date of submitting the minutes.</i></p> <p><i>6. The Minutes of the General Meeting of Shareholders, the resolutions adopted, the appendix of the list of shareholders registered to attend the meeting, the power of attorney over attending the meeting and related documents must be kept at the head office of the bank.</i></p>	<p>Article 146 of the 2014 Law on Enterprises and clause 3, Article 41 of the Charter of the Bank.</p>
19.	<p>Article 12. Decisions of the General Meeting of Shareholders</p> <p><u>12.1. Decisions of the General Meeting of Shareholders must be published in accordance with the provisions of law in each term.</u></p> <p>...</p> <p>12.3. In case it is not possible, due to actual reasons, to execute the decisions of the General Meeting of Shareholders, the Board of Directors shall directly or as requested by the concerned persons, submit to the General Meeting of Shareholders to assess and amend or cancel the issued decisions at the annual or ad hoc meeting or collect the written opinion polls.</p>	<p>Article 15. Announcement of the resolutions of the General Meeting of Shareholders</p> <p><u>1. A valid resolution of the General Meeting of Shareholders takes effect for all shareholders who are absent or dissatisfied and to be disclosed the information together with the minutes of the meeting or the vote counting minutes (for the purpose of obtaining a written opinion in writing) within 24 (twenty four) hours from the time the resolution is passed. The sending of resolutions of the General Meeting of Shareholders to shareholders may be replaced by posting on the website of the Bank.</u></p>	<p>The provisions of Article 14 shall be in accordance with the provisions of clause 5, Article 144 of the 2014 Law on Enterprises.</p>
20.	<p>Article 11. Procedures of collecting written opinions from shareholders</p>	<p>Article 16. Adoption of decisions of the General Meeting of Shareholders in the form of collecting shareholders' opinions in writing</p>	<p>To amend the duration of collecting written opinions, the draft resolutions and</p>

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	<p>11.2. Chairman of the Board of Directors shall be liable for directing the preparation for the form of collecting opinions on the draft <i>decision</i> of the General Meeting of Shareholders and all explanatory documents of the draft <i>decision</i>.</p> <p>11.4. Chairman of the Board of Directors shall chair the votes counting and make the minutes of votes counting under the witness of the Supervisory Board or the shareholders <i>not entitled to manage the Bank</i>.</p> <p>11.5. The minutes of votes counting shall be delivered to the members of Board of Directors, Supervisory Board, Executive Board and shareholders within 15 (fifteen) days from the date of finishing the votes counting. The minutes of the votes counting shall be directly delivered and/or posted on the website of the Bank.</p> <p><i>11.6. Decisions</i> approved through collecting written opinions shall have the same value as <i>decisions</i> approved at the General Meeting of Shareholders.</p>	<p>2. The Chairman of the Board of Directors is responsible for coordinating the preparation of questionnaires, draft <i>resolutions</i> of the General Meeting of Shareholders and documents explaining the <i>draft resolutions and send to all shareholders who have the voting right at least 10 (ten) days before the deadline for receipt of questionnaires</i>.</p> <p>4. The Chairman of the Board of Directors shall assume the prime responsibility for counting votes and making counting minutes in the presence of the Supervisory Board or <i>non-executive</i> shareholders.</p> <p>5. The minutes of the vote counting result must be sent to members of the Board of Directors, <i>members</i> of the Supervisory Board, <i>members</i> of the Board of Directors and shareholders within 15 (fifteen) days from the completion date of the vote counting vote counting. The method of sending the minutes of vote counting results can be sent directly and/or via the Bank's website. <i>The sending of vote counts to shareholders may be replaced by posting on the Bank's website within 24 (twenty four) hours from the ending time of the counting</i>.</p> <p>6. <i>Resolutions</i> adopted in the form of collecting written opinions of shareholders is as valid as the <i>resolution</i> passed at the General Meeting of Shareholders.</p>	<p>other relevant documents to shareholders in accordance with the provisions of clause 2, Article 145 of the 2014 Law on Enterprises.</p>
21.	<p>Article 13. Relevant expenses of the General Meeting of Shareholders</p> <p>All the necessary expenses to convene and operate the General Meeting of Shareholders shall be paid by the Bank. Shareholders, when attending the General Meeting of Shareholders must bear all expenses including accommodation and transportation.</p>	<p>Article 17. Expenses related to the General Meeting of Shareholders</p> <p>All expenses necessary to convene and conduct the General Meeting of Shareholders will be paid by the Bank. <i>When attending the General Meeting of Shareholders</i>, shareholders must bear all expenses incurred, including expenses for accommodation and travel.</p>	<p>To rephrase the terms in accordance with the provisions of clause 7, Article 33 of the Charter of the Bank.</p>

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22.	CHAPTER III BOARD OF DIRECTORS	<i>Chapter III</i> MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS	The amended provisions shall be in accordance with the provisions of subclause b, clause 3, Article 4 of Decree No. 71/2017/ND-CP and the model Charter in Appendix 02 of Circular No. 95/2017/TT-BTC.
23.	Article 14. Organizational structure and roles of the Board of Directors in management of the Bank 14.1. Board of Directors shall include the members satisfying all standards, conditions in accordance with the provisions of Article 15 of these Regulations and be elected by the General Meeting of Shareholders to manage the Bank. 14.2. The number of members of the Board of Directors shall be decided by the General Meeting of Shareholders but is neither fewer than 5 members nor more than 11 members, the specific number of members of the Board of Directors for each term of office shall be decided by the General Meeting of Shareholder. The Board of Directors must have at least 1/2 (half) of its members who are independent, and non executive officers, and among them there must be at least 01 (one) independent member in accordance with the Law on Credit Institutions. 14.3. The term of office of the Board of Directors shall be 05 (five) years. The term of office of a member of the Board of Directors shall not exceed	To revoke these regulations	To revoke these regulations as they coincide with the relevant provisions of the Charter of the Bank and are not stipulated in the model Charter in Appendix 02 of the Circular No. 95/2017/TT-BTC.

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	<p>05 (five) years and members of the Board of Directors may be re-elected without restriction on the number of re-election. The General Meeting of Shareholder may dismiss or remove members of the Board of Directors or appoint additional members or replace members who was removed or dismissed during a term of office, then the term of office of such new members shall be the remaining period of the term of office of the Board of Directors.</p> <p>14.4. The Board of Directors shall be the management body of the Bank, totally entitled to, on behalf of the Bank, decide, execute the rights and obligations of the Bank beyond the authority of the General Meeting of Shareholders.</p> <p>14.5. The Board shall elaborate, promulgate and implement its Regulation of organization and operation on the basis of relevant provisions of law and the Bank's Charter; responsible for setting the direction and business development strategy of the whole bank in the year and in the long rung to submit to the General Meeting of Shareholders for approval; to manage the operations of the Executive Board in accordance with the provisions of the Bank's Charter and this Regulation.</p>		
24.	<p>Article 15. Standards and conditions for being members of the Board of Directors</p> <p>15.1. Members of the Board of Directors must fully meet the standards and conditions <i>prescribed in Article 48 of the Bank's Charter.</i></p>	<p>Article 18. Standards and conditions for being members of the Board of Directors</p> <p>1. Members of the Board of Directors must meet all the following standards and conditions:</p> <p><i>a) Having full civil act capacity and not being subjects banned from managing banks according to the provisions of the Law on Enterprises;</i></p>	<p>Article 17 was made based on the regulations at article 151 of Law on Entreprises 2014, clause 3 article 12 Decree No.71/2017/NĐ-CP, article 48 of VCB Charter. Subclause c, clause 1, Article</p>

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	<p>15.2. Members of <u>Independent Board of Directors</u> must fully meet independent conditions specified at <u>subclause i, Clause 1 of the Charter of the Bank</u> and the following conditions:</p> <p>—Not working for organizations providing legal consulting service, auditing service to the Bank within the previous two (2) years;</p> <p>—Not being the partners or related parties of the partners having transactions with the Bank accounting for thirty percent (30%) of the Bank’s annual revenue or annual purchasing and more during the previous two (2) years.</p>	<p><i>b) Not being ineligible to be members of the Board of <u>Directors according to the provisions of the Law on Credit Institutions and other relevant legal provisions;</u></i></p> <p><i>c) Having university degrees or higher;</i></p> <p><i>d) Having at least 03 years as a manager or an executive of a credit institution or having at least 5 years as a manager or a manager of an enterprise operating in the financial, banking, accounting or auditing sector, or other enterprises with share capital equal to the legal capital level for the corresponding credit institution or at least 5 years working directly in the finance, banking, accounting or auditing sections;</i></p> <p><i>e) Having good health, professional ethics, honesty and a good command of law;</i></p> <p><i>f) Not concurrently being a member of the Board of Directors at more than 05 (five) other companies.</i></p> <p>2. <u>Independent</u> members of the <u>Board of Directors</u> must fully meet the standards and conditions prescribed in <u>Clause 1 of this Article and the following standards</u> and conditions:</p> <p><i>a) Not being a person working for the Bank itself or a subsidiary of the Bank or having worked for the Bank or a subsidiary of the Bank for the previous three consecutive years;</i></p> <p><i>b) Not being the salary or regular remuneration earner of the Bank, apart from the allowances paid for members of the Board of Directors according to regulations;</i></p> <p><i>c) Not being the persons who have wife, husband, father, mother, children, siblings and their respective wife or husband to be the major shareholders of the Bank; to be the manager or the members of the Supervisory Board of the Bank or the subsidiaries of the Bank;</i></p>	<p>18 was restructured to subclause c and d and revised in order to suitable with the regulations at clause 10 article 1, Law amending and supplementing a number of article of Law on Credit Institutions 2017.</p>

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		<p>d) <i>Not directly or indirectly owning or represent the ownership of 1% or more of the charter capital or the share capital with voting rights of the Bank; not, together with the related persons, own 5% or more of the charter capital or the share capital with voting right of the Bank;</i></p> <p>e) <i>Not being the managers, members of the Supervisory Board of the Bank at any time within the previous 05 (five) consecutive years.</i></p> <p>3. <i>Independent members of the Board of Directors must report to the BOD in case they no longer satisfy the standards stipulated in clause 2 of this Article and automatically lose the status of independent members of the Board of Directors from the date of failure to meet the standards. The BOD must announce that the independent member of the Board no longer satisfies the conditions at the most recent General Meeting of Shareholders or convenes the General Meeting of Shareholders to elect additional members or replace the independent member of the Board of Directors within 06 (six) months from the date of receipt of the notice of the relevant independent member of the Board of Directors.</i></p>	
25.	<p>Article 16. Order and procedures of the nomination, election, dismissal and removal of the members of the Board of Directors</p> <p>16.2. <i>In case the number of candidates for <u>Board of Directors to approve is insufficient, the current Board of Directors shall nominate more candidates or organize a nomination in accordance with the provisions of the Bank. The procedures of the nomination or the method that the current Board of Directors use to nominate new candidates must be</u></i></p>	<p>Article 19. Nominating members of the Board of Directors</p> <p>2. <i>In case the number of candidates <u>nominated by the shareholders or group of sahareholders is fewer than the number of candidates they are entitled to nominate; or in case the total candidates nominated by the shareholders or group of sahareholders is fewer than the expected number; or the candidates do not fulfill the conditions and standrards by law, the remaining number of candidates are nominated by the Board of Directors.</u></i></p>	<p>Clause 3 and clause 4, Article 18 are amended in accordance with the provisions of clause 1, Article 11 of Decree No. 71/2017/NĐ-CP.</p>

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	<p><i>clearly published and approved by the General Meeting of Shareholders prior to the nomination.</i></p> <p>16.3. <u>Information related to the candidates for the Board of Directors (in case they are determined)</u> shall be published at least seven (07) days prior to the date of <u>convining</u> the General Meeting of Shareholders on the website of the Bank in order that the shareholders can find out about such candidates before voting.</p> <p>The information related to the candidates for the Board of Directors to be published shall include at least:</p> <ul style="list-style-type: none"> - Full name, date of birth; - Professional quolifications; - Employment history; - Names of companies where the candidates are holding the position as members of Board of Directors and other managerial positions; - Other interests related to the Bank (if any); - Other information (if any). <p>16.4. Candidates for the Board of Directors shall have written commitments on the honesty, accuracy and reasonableness of the published personal information and commit to execute all the rights as a member of Board of Directors in an honest and careful manner when being elected as members of Board of Directors.</p>	<p>3. <u>Where the candidates have been identified, information related to the candidates of the Board of Directors</u> shall be announced at least <u>10 (ten)</u> days before the <u>opening</u> date of the General Meeting of Shareholders on the website of the Bank's so that the shareholders can find out about these candidates before voting.</p> <p>4. Candidates of the Board of Directors must make a written commitment on the truthfulness, accuracy and rationality of the publicized personal information and commit to perform the duties honestly, loyally and carefully for the best interests of the Bank if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors shall include at least:</p> <ul style="list-style-type: none"> a) Full name, date of birth; <u>b) Education;</u> c) Professional qualifications; d) Employment history; e) Names of the companies in which the candidate holds the position of member of the Board of Directors and other managerial positions (if any); f) Interests related to the Bank (if any); <u>g) Full name of the shareholder or group of shareholders nominating the candidate (if any);</u> h) Other information (if any). 	
26.	<p>16.5. The voting to elect the members of Board of Directors shall be conducted by the method of cumulative voting, whereby each shareholder</p>	<p>Article 20. Method of election of members of the Board of Directors</p> <p>1. The vote on the election of the members of the Board of Directors shall be made by the method of cumulative voting;</p>	<p>In accordance with the provisions of clause 3, Article 144 of the 2014 Law on Enterprises, clause 4,</p>

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	<p>having the corresponding number of votes to the total number of shares multiplied by the number of elected members of the Board of Directors and shareholders are entitled to allot or <i>divide</i> the number of their <i>votes</i> for one candidate.</p>	<p>accordingly, each shareholder has the total number of votes corresponding to the total number of shares owned mupbplied by the number of the elected members of the Board of Directors and shareholders have the right to place all or <i>part of their votes</i> in one or more candidates.</p> <p><i>2. The winners of members of the Board of Directors shall be determined according to the number of votes cast from high to low, starting from the candidates having the highest number of votes until reaching the sufficient number of members as prescribed in the Bank's Charter. In cases where two (02) or more candidates reach the same number of votes for the last member of the Board of Directors, they shall re-elect candidates with equal number of votes or equal number of candidates or select the member according to the criteria of the election regulations or the Bank's Charter.</i></p>	<p>Article 38 of the Charter of the Bank.</p>
27.		<p>Article 21. Automatically losing member status of the Board of Directors members</p> <p><i>1. Members of the Board of Directors shall automatically lose his or her status as members of the Board of Directors in the following cases:</i></p> <p><i>a) Losing the capacity of civil acts, passing away;</i></p> <p><i>b) Failing to meet the criteria and conditions as set out in Article 48 of the Charter of the Bank;</i></p> <p><i>c) The legal entity as a shareholder of an entity where that member of the Board of Directors being the authorized representative is terminated.</i></p> <p><i>d) No longer being the authorized representative of the contributed capital of organizational shareholders.</i></p> <p><i>e) To be deported from the territory of the Socialist Republic of Vietnam.</i></p> <p><i>f) The certificate of establishment and operation of</i></p>	<p>In accordance with the provisions of Article 35 of the 2010 Law on Credit Institutions, Article 52 of the Charter of the Bank.</p>

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		<p><i>Vietcombank is withdrawn;</i></p> <p><i>g) Other cases as stipulated by law.</i></p> <p><i>2. Within 05 (five) working days from the date of determining the members automatically losing the status as members of the Board of Directors in accordance with provisions of clause 1 of this Article, the BOD must make a written report and submit, together with the supporting documents, to the State Bank of Vietnam and to be liable for the accuracy, truthfulness of the report; at the same time, to carry out the procedures for election and appoinment of the number of missing members of the Board of Directors in accordance with provisions of the law.</i></p> <p><i>3. After automatically losing the status, these former members of the Board of Directors are still liable for their decisions made during their incumbent period.</i></p>	
28.	<p>16.6. The dismissal and removal of the members of Board of Directors shall be executed in accordance with the provisions of <u>Article 52 of the Charter of the Bank</u></p>	<p>Article 22. Dimissal, removal of members of the Board of Directors</p> <p><i>1. A member of the Board of Directors shall be removed or dismissed in the following cases:</i></p> <p><i>a) Having a restricted capacity for civil acts.</i></p> <p><i>b) Failing to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in case of force majeure;</i></p> <p><i>c) Tendering his/her resingation (with reasons of resignation in details) to the BOD;</i></p> <p><i>d) Failing to satisfy the standards and conditions for independence in respect of an independent member of the Board of Directors.</i></p> <p><i>e) In accordance with the decision of the General Meeting of Shareholders.</i></p>	<p>- The contents of clause 1, Article 2 is separeated into two cases: “Dismissal” and “Removal” in accordance with clause 1, clause 2, Article 156 of the Law on Enterprisese and Article 36 of the Law on Credit Institutions</p> <p>- Clause 1 of Article 22 provides for cases of dismissal in accordance with Clause 1, Article 156 of the Law on Enterprises, Article</p>

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		<p><i>f) Determined by the State management agencies to seriously violate the provisions of disclosing the related benefits and obligations of the members of the Board of Directors;</i></p> <p><i>g) Having mental disorders and other members of the Board of Directors have professional evidences that such persons have no capacity for civil acts;</i></p> <p><i>h) Providing wrong personal information to the Bank as a candidate for the Board of Directors;</i></p> <p><i>i) Other cases as provided for by the Bank's Charter and provisions of applicable laws.</i></p> <p><i>2. Members of the Board of Directors may be dismissed in accordance with resolutions of the General Meeting of Shareholders.</i></p> <p><i>3. Within the 10 (ten) working days from the date of appoving the decision on dismissal or removal of the member of the Board of Directors stipulated in clause 1 of this Article, the BOD must make a report and submit, together with the supporting documents, to the State Bank of Vietnam and is liable of the the accuracy and truthfulness of such report; at the same time, to carry out the procedures for election and appoinment of the number of missing members of the Board of Directors in accordance with provisions of the law.</i></p> <p><i>4. After being dismissed or removed, these former members of the Board of Directors are still liable of their decisions made during their incumbent period.</i></p>	<p>36 of the Law on Credit Institutions and Article 52 of the VCB Charter.</p> <p>- Supplementing Clause 2 of Article 22 as stipulated in Clause 2, Article 156 of Law on Enterprises and Article 52 of VCB Charter.</p> <p>- This is the criterion specified at subclause d, e, Section 2 of the model Charter in Appendix No. 02 of Circular No. 95/2017 / TT-BTC.</p> <p>- The authority of the General Meeting of Shareholders stipulated in subclause c, Clause 2, Article 135 of the 2014 Enterprise Law.</p>
29.	<p>Article 18. Order, procedures for organizing the meeting of the Board of Directors</p> <p><i>The order and procedures</i> of the meeting of the Board of Directors <u>shall be executed in accordance</u></p>	<p>Chapter IV</p> <p>HOLDING MEETINGS OF THE BOARD OF DIRECTORS</p> <p>Article 23. Order and procedures for organizing meetings</p>	<p>Basically, the contents of this article remain unchanged, only some words are supplemented to clarify the</p>

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	<u>with the provisions of the Charter of the Bank and the Regulations on organization and operation of the Board of Directors of the Bank.</u>	of the Board of Directors <u>The order and procedures for organizing a meeting of the Board of Directors, adopting resolutions and decisions of the Board of Directors, and making minutes of meetings of the Board of Directors shall be implemented in accordance with the Regulation on Organization and Operation of the Board of Directors adopted by the General Meeing of Shareholders.</u>	meaning.
30.	<p>Article 19. Resolutions and decisions of the Board of Directors</p> <p>19.1. Resolutions and decisions of the Board of Directors shall be approved <u>in accordance with the provisions of Article 50 of the Charter of the Bank.</u></p> <p>19.3. Resolutions and decisions of the Board of Directors shall have the highest effectiveness between two General Meetings of Shareholders and shall only lapse as vetoed by the General Meeting of Shareholders. All deparments, individuals of the Bank, including the members of the Board of Directors shall be liable of executing the resolutions and decisions of the Board of Directors.</p> <p>19.4. The General Director is liable to the Board of Directors for directing the strict execution of the provisions of the resolutions and decisions of the Board of Directors. The General Director must quickly report to the Chairman of the Board of Directors, if deeming that the actual execution of the resolutions and decisions of the Board of Directors at the time or in the future may harmfully affect the business operations of the Bank, so that the Board of Directors can assess. In case the Board of Directors does not issue alternative resolutions or</p>	<p>Article 24. Notice of resolutions and decisions of the Board of Directors</p> <p>One copy of the Resolutions and decisions of the Board of Directors must be sent to the Chief of the Supervisory Board for supervision and 01 (one) copy to the General Director for acknowledgement nand implementation after the issuance.</p>	<ul style="list-style-type: none"> - To remove the content of Article 19 of the current Regulation since the content is provided for in Decree No. 71/2017/ND-CP serving as the basis for elaboration of this Regulation. - To be replaced with Article 24 in accordance with the Model Charter issued under Circular 97/2017 / TT-BTC

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	<p>decisions, the General Director is liable for continuing the execution of the the issued resolutions or decisions of Board of Directors.</p>		
31.	<p><u>CHAPTER IV</u> <u>SUPERVISORY BOARD</u></p>	<p>Chapter V MEMBERS OF THE SUBERVISORY BOARD AND THE SUPERVISORY BOARD</p>	<p>This is the criterion specified in Section 4 of the model Chater in Appendix No. 02 to Circular No. 95/2017/TT-BTC.</p>
32.	<p>Article 20. Organizational structure and role of the Supervisory Board in the management of the bank</p> <p>20.1. The Supervisory Board has at least 03 (three) members and the number of members of the Supervisory Board in each term as decided by the General Meeting of Shareholders, of which at least 1/2 (one) members are full time and do not concurrently hold other positions or jobs at other credit institutions or enterprises. The Supervisory Board must have at least 01 (one) member specialized in finance and accounting. The Chief of the Supervisory Board is a person with accounting expertise.</p> <p>20.2. The term of office of the Supervisory Board shall not exceed 05 (five) years; The term of office of members of the Supervisory Board shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. The head of the Supervisory Board shall assign tasks to members of the Supervisory Board and take responsibility for all operations of the Supervisory Board.</p> <p>20.3. The Supervisory Board is the body acting on</p>	<p>To revoke this article</p>	<p>This is because Decree No. 71/2017/ND-CP and the regulation form in Appendix 02 of Circular 95/2017 / TT-BTC do not stipulate.</p> <p>This content is also stipulated in the Bank's Charter (Article 61, 62 of the Charter of the Bank): it is not necessary to repeat the regulations.</p>

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	<p>behalf of the shareholders to supervise the operation and compliance with the provisions of law and the Bank's Charter of the Board of Directors, the Executive Board and the Managers of the Bank in management and administration of the Bank; take responsibility to the law, the General Meeting of Shareholders excising the rights and duties assigned. In the course of performing their duties, the Supervisory Board shall be entitled to use the rights provided for by law and the Bank's Charter.</p> <p>20.4. The Supervisory Board shall formulate, promulgate and implement its Regulation on Organization and Operation on the basis of relevant provisions of law and the Bank's Charter.</p>		
33.	<p>Article 21. Standards and conditions for a member of the Supervisory Board</p> <p>21.1. Members of the Supervisory Board must fully meet the standards and conditions stipulated <i>in Article 67 of the Bank's Charter.</i></p> <p>21.2. A member of the Supervisory Board must not concurrently hold one of the following positions:</p> <p>(a) Members of the Board of Directors, members of the Members' Council, executives, employees of the Bank or its subsidiaries or employees of an enterprise that the member of the Board of Directors or the General Director of The bank is a member of the Board of Directors, the Executive or a major shareholder of that enterprise;</p> <p>(b) A member of the Board of Directors, member of the Members' Council, Executive of an enterprise of</p>	<p>Article 25. Standarsd and conditions for a member of the Supervisory Board</p> <p>The member of the Supervisory Board must satisfy the following standards and requirements:</p> <p><i>1. From 21 years old, having full civil capabilities and not the object to prohibition of establishing and managing corporations according to Enterprise Law.</i></p> <p><i>2. Not being the object to prohibition of being the member of the Supervisory Board according to Law on Credit Institutions and other relevant legal provisions.</i></p> <p><i>3. Having a university or higher degree in one of the following fields: economics, business administration, law, accounting and auditing; have at least 03 (three) years of direct working experience in banking, finance, accounting or auditing sectors.</i></p> <p><i>4. Must be an auditor or accountant;</i></p> <p><i>5. Not being a related Person of the Bank Managers;</i></p>	<p>- Revoking Clause 21.2 since Decree No. 71/2017 / ND-CP and Regulation No. 02 / Circular No. 95/2017 / ND-CP do not stipulate.</p> <p>- The remaining contents are based on the provisions in clause 2, Article 34 of the Law on Credit Institutions in 2010; Article 164 of the Law on Enterprises in 2014; Article 20 of Decree No. 71/2017/ND-CP.</p>

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	<p>which the member of the Supervisory Board of that enterprise is a member of the Board of Directors or an Executive at the Bank.</p> <p>e) Members or employees of an independent auditor that is auditing the Bank's financial statements.</p>	<p><u>6. Members of the Supervisory Board must reside in Vietnam during their term of office;</u></p> <p><u>7. Have good health, professional ethics and a good command of law.</u></p>	
34.	<p><u>Article 22. Order and procedures for nomination, election, dismissal and removal of members of the Supervisory Board</u></p> <p><u>22.1. A shareholder or a group of shareholders owning more than 10% to less than 20% of the total number of voting shares for at least six consecutive months shall be entitled to nominate no more than 01 (one) candidate; Between 20% and under 30% shall be entitled to nominate 2 (two) candidates; Between 30% and under 40% may nominate up to three (03) candidates; Between 40% and less than 50% shall be entitled to nominate up to four (4) candidates; Between 50% and less than 60% shall be entitled to nominate up to 5 (five) candidates; Between 60% and less than 70% shall be entitled to nominate 6 (six) candidates; Between 70% and under 80% shall be entitled to nominate up to 7 (seven) candidates; Between 80% and less than 90% are nominated up to 08 (eight) candidates. In cases where the number of candidates nominated by the above shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining number of candidates shall be nominated by the incumbent Supervisory Board.</u></p> <p>22.2. In cases where the number of candidates for</p>	<p><u>Article 26. Nomination of members of the Supervisory Board</u></p> <p>1. Unless otherwise stipulated in the Charter of the Bank, nomination of members of the Supervisory Board shall be carried out in the <u>same manner as stipulated in Article 19 of this Regulation.</u></p> <p>2. Where the number of <u>nominated</u> candidates for the Supervisory Board is not enough, the Supervisory Board may nominate more candidates or nominate candidates according to the <u>mechanism stipulated in the Charter of the Bank and this Regulation.</u></p>	<p>- The amendment is based on Article 19 of Decree No. 71/2017 / ND-CP.</p>

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	<p>the Supervisory Board is not enough as nominated by <u>the shareholder or group of shareholders</u>, the incumbent Supervisory Board may nominate more candidates or organize the nomination according to a mechanism specified by the Bank. The nomination <u>mechanism or the way in which the incumbent Supervisory Board nominates candidates for the Supervisory Board must be clearly announced and approved by the General Meeting of Shareholders prior to nomination.</u></p> <p>22.3. Information relating to the candidates of the Supervisory Board (in case the candidates are predetermined) shall be announced at least seven (07) days prior to the date of convening the General Meeting of Shareholders on the website of the Bank so that shareholders can find out about these candidates before voting.</p> <p>Information relating to the minimum number of candidates for the Supervisory Board includes at least the following:</p> <ul style="list-style-type: none"> —Full name, date of birth; —Professional qualification; —Employment history; —The names of the companies in which the candidate is holding the position of member of the Board of Directors and other managerial positions; —Interests related to the Bank (if any); —Other information (if any). 		
35.	<p><u>22.4. Candidates of the Supervisory Board have written commitments on the truthfulness, accuracy and rationality of the published personal</u></p>	<p>Article 27. Method of electing members of the Supervisory Board</p> <p><i>The method of electing members of the Supervisory Board</i></p>	<p>Regulation according to referenced guidelines to ensure conformity and logic</p>

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	<p><i>information and commit to perform duties of members of the Supervisory Board in an honest way if elected as a member of the Supervisory Board.</i></p> <p><i>22.5. Voting of members of the Supervisory Board is carried out by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Supervisory Board and shareholders have the right to place all or divide their votes for one candidate.</i></p>	<p><i>shall be the same as the manner of electing members of the Board of Directors as stipulated in Article 20 of this Regulation.</i></p>	<p>(no repeats).</p>
36.	<p>22.6. The dismissal and removal of members of the Supervisory Board shall comply with the provisions of <u>Article 68 of the Bank's Charter.</u></p>	<p><u>Article 28. Automatically losing status, dismissal, removal of members of the Supervisory Board</u></p> <p><u>1. Members of the Supervisory Board shall automatically lose his or her status as members of the Supervisory Board in the following cases:</u></p> <p><u>a) Failing to meet standards and conditions as stipulated in Article 67 of the Bank's Charter;</u></p> <p><u>b) Losing the capacity of civil acts, passing away;</u></p> <p><u>c) The legal entity as a shareholder of an organization where that member of the Supervisory Board being the authorized representative is terminated.</u></p> <p><u>d) The legal representative status is terminated.</u></p> <p><u>e) Being deported from the territory of the Socialist Republic of Vietnam.</u></p> <p><u>f) The certificate of establishment and operation of Vietcombank is withdrawn;</u></p> <p><u>g) Other cases as stipulated by law.</u></p> <p><u>2. A member of the Supervisory Board shall be removed in one of the following cases:</u></p> <p><u>a) The capacity for civil acts is restricted;</u></p>	<p>- The regulations are based on the provisions of Article 68 of the Bank's Charter.</p> <p>- The contents of the guarantee in accordance with Articles 35 and 36 of the Law on Credit Institutions in 2010.</p>

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		<p><i><u>b) Failing to exercise their rights and obligations for six (6) consecutive months, except for force majeure events;</u></i></p> <p><i><u>c) Submitting an application for resignation (clearly stating the reason for his/her resignation), to the Board of Directors and the Supervisory Board;</u></i></p> <p><i><u>d) According to the decision of the General Meeting of Shareholders;</u></i></p> <p><i><u>e) Other cases as provided for in the Bank's Charter and the provisions of law.</u></i></p> <p><i><u>3. A member of the Supervisory Board shall be dismissed in one of the following cases:</u></i></p> <p><i><u>a) Failing to fulfill the assigned tasks, jobs;</u></i></p> <p><i><u>b) Serious or repeated violations of obligations of members of the Supervisory Board according to the provisions of law and the Bank's Charter;</u></i></p> <p><i><u>c) According to the decision of the General Meeting of Shareholders.</u></i></p> <p><i><u>4. In case of absence of members of the Supervisory Board but the remaining members of the Supervisory Board do not have expertise in finance and accounting, the Chief of the Supervisory Board requests the Board of Directors to convene the ac hoc General Meeting of Shareholders for additional election.</u></i></p> <p><i><u>5. Within 15 (fifteen) days after the Chief of the Supervisory Board loses the status as the Chief of the Supervisory Board, members of the Supervisory Board shall have to organize a meeting of the Supervisory Board to elect a members of the Supervisory Board (qualified and conditioned according to the provisions of law and the Bank's Charter) to be the Chief of the Supervisory Board.</u></i></p> <p><i><u>6. As wishing to resign from the position as the Chief of the</u></i></p>	

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		<p><u>Supervisory Board, the Chief of the Supervisory Board must send an application to the Board of Directors and the Supervisory Board. Within 15 (fifteen) days from the date of receipt of the application, the Supervisory Board must hold a meeting to consider the decision and carry out procedures for removal or dismissal from office and election of the Supervisory Board Chief according to current regulations.</u></p> <p><u>7. A member of the Supervisory Board who wants to resign must submit an application to the Board of Directors and the Supervisory Board for submission to the General Meeting of Shareholders at the latest meeting for decision.</u></p> <p><u>8. In cases where the nubmer of members of the Supervisory Board reduce by 1/3 (one third) or the minimum number of members of the Supervisory Board is not enough as prescribed by the Bank's Charter, within 15 (fifteen) days from the date of number of members of the Supervisory Board goes insufficient as prescribed, the Supervisory Board shall request the Board of Directors to convene a meeting of the General Meeting of Shareholders to elect additional members of the Supervisory Board.</u></p> <p><u>9. In other cases, the General Meeting of Shareholders will elect a new members of the Supervisory Board to replace the members of the Supervisory Board who are automatically disqualified, removed from office, dismissed or added to the members who are missing.</u></p>	
37.	<p>Article 23. Order and procedures for organizing meetings of the Supervisory Board</p> <p>23.1. Supervisory Board carrys out regular and ad hoc meetings. Regular meetings of the Supervisory Board shall be organized at least once a quarter by the Chief of the Supervisory Board or the</p>	To remoke these regulations	<ul style="list-style-type: none"> - The model Charter in Appendix 02 of Circular No. 95/2017/TT-BTC does not stipulate. - The order and organization of the meetings of the

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	<p>temporary Chief of the Supervisory Board.</p> <p>23.2. Ad hoc meetings of the Supervisory Board shall be conducted in accordance with the order and procedures stipulated in the Charter of the Bank.</p> <p>23.3. Meetings of the Supervisory Board will be conducted at the registered office address of the Bank.</p> <p>23.4. The notice of invitation to the meeting of the Supervisory Board must be sent to members of the Supervisory Board at least 5 (five) days prior to the meeting date. The notice of the meeting of the Supervisory Board shall be written in Vietnamese, clearly stating the agenda, time and venue, and shall be accompanied by necessary documents on issues to be discussed and voted for at the meeting of the Supervisory Board and voting slips for members of the Supervisory Board. The members of the Supervisory Board who can not attend the meeting will send the ballots to the Supervisory Board before the meeting.</p> <p>23.5. In case of necessity, the Supervisory Board head may invite members of the Board of Directors, members of the Executive Board, internal auditors and independent auditors to attend the meetings of the Supervisory Board and answer issues that the members of the Supervisory Board concerned.</p>		<p>Supervisory Board are stipulated in Article 69 of the Bank's Charter.</p>
38.	<p>Article 24. Decisions of the Supervisory Board</p> <p>24.1. The decisions of the Supervisory Board shall be approved in accordance with the provisions of Article 70 of the Charter of the Bank.</p> <p>24.2. One copy of the decision of the Supervisory</p>	To revoke these regulations	<p>- Model Charter in Appendix 02 of Circular No. 95/2017/TT-BTC does not stipulate.</p> <p>- The decision of the</p>

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	Board must be sent to the Chairman of the Board of Directors and one to the General Director for implementation immediately after the issuance.		Supervisory Board has been stipulated in Article 70 of the Bank's Charter.
39.	<p><u>14.6. Assistance to the Board of Directors are committees, including but not limited to the Strategic Committee, the Human Resource Committee, and the Risk Management Committee. The establishment and operation of committees are as follows:</u></p> <p>a / The Board of Directors shall issue decisions on setting up committees <u>at the proposal of the General Director and/or the Human Resource Committee of the Boar of Directors.</u> In case of necessity and sufficient grounds, the Board of Directors may select and decide the members of the committees.</p>	<p style="text-align: center;">Chapter VI ESTABLISHMENT AND OPERATION OF THE COMMITTEE OF THE BOARD OF DIRECTORS</p> <p><u>Article 29. Assisting committees of the Board of Directors</u></p> <p><u>1. The Board of Directors set up the following Committees:</u></p> <p><u>a) Risk Management Committee;</u> <u>b) Human Resource Committee;</u> <u>c) Other Committees, when deemed necessary.</u></p> <p><u>The establishment of committees must be approved by the General Meeting of Shareholders.</u></p> <p><u>2. The Board of Directors shall stipulate in detail the establishment of the Committees, the responsibilities of each Committees' members, the responsibilities of independent members of the Board of Directors assigned to partitipate in the Committee.</u></p> <p><u>3. The Chief of committees must be members of the Board of Directors and be appointed or dismissed by the Board of Directors. The Board appoints 01 (one) independent member of the Board of Directors to be a member of the Risk Management Committee. The Committees have the duty to support the activities of the Board of Directors, advise and prepare relevant issues to be presented at the meeting of the Board of Directors and to present their opinions and recommendations to the BOD.</u></p> <p><u>4. The establishment and operation of the committees shall be conducted as follows:</u></p> <p><u>a) The Board of Directors shall issue decisions on setting up</u></p>	<p>- This is the criterion specified in Section 5 of the Model Regulation in Appendix 02 of Circular No. 95/2017/TT-BTC.</p> <p>- Amended contents are in accordance with Clause 5, Article 152, of the Law on Enterprise in 2014 and Article 54 of the Bank's Charter.</p> <p>- The amended contents is in accordance with Clause 6, Article 43 of the Law on Credit Institutions.</p> <p>- Amended contents are in accordance with Article 25, Article 26 of Circular No. 40/2011/TT-NHNN (amended and supplemented by Circular No. 08/2015/TT-NHNN).</p>

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		<i>committees.</i> Where it is deemed necessary and on sufficient basis, the Board of Directors may select and decide the members of the Committees.	
40.		<u>Article 30. Roles and duties of the Risk Management Committee</u> <i>The roles and duties of the Risk Management Committee shall be implemented in accordance with the current regulations in the Regulations on Organization and Operation of the Board of Directors approved by the General Meeting of Shareholders,</i> the regulation of operation and functions and duties of the Risk Management Committee shall be promulgated by the Board of Directors.	- Supplementing according to the Model Regulation in Appendix 02 of Circular No. 95/2017/TT-BTC. - Supplementing the regulations to suit the actual operation of the Risk Management Committee.
41.		<u>Article 31. Roles and duties of the human resource committee</u> <i>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,</i> the regulation of operation, functions and duties of the Human Resource Committee is issued by the Board of Directors.	- Supplementing according to the Model Regulation in Appendix 02 of Circular No. 95/2017/TT-BTC. - Supplementing the regulations to suit the actual operation of the Human Resource Committee.
42.	<u>CHAPTER V</u> <u>EXECUTIVE BOARD</u>	Chapter VII EXECUTIVES	- This is the criterion specified in Section 7 of the model Charter in Appendix 02 of Circular No. 95/2017/TT-BTC.
43.	Article 25. Organizational structure and role of the Executive Board in the management of the Bank 25.1. The Board of Directors is composed of the General Director and the Deputy General Directors	To revoke this Article	Decree No. 71/2017 / ND-CP and the model Charter in Appendix 02 of Circular 95/2017/TT-BTC do not stipulate.

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	<p>appointed by the Board of Directors.</p> <p>25.2. The term of office of the General Director, Deputy General Director shall not exceed five years and may be reappointed with unlimited number of terms.</p> <p>25.3. The Board of Directors is responsible for managing and directing business operations of the Bank in accordance with policies and orientations proposed by the General Meeting of Shareholders and the Board of Directors in each period. To be responsible to the General Meeting of Shareholders and the Board for the performance of assigned tasks.</p> <p>25.4. The Deputy General Director is the helper of the General Director in the management and administration of one or more areas of operation of the Bank as assigned by the Director General, and shall be responsible to the General Director and the law on duties assigned by the General Director.</p> <p>25.5. The General Director develops, promulgates and implements the Working Regulations of the Executive Board/Executive Regulation of the General Director in accordance with relevant provisions of law, the Bank's Charter, resolutions and decisions. The General Meeting of Shareholders, the Board of Directors and the provisions of this Regulation.</p>		<p>- This content has been stipulated in the Charter of the Bank.</p>
44.	<p>Article 30. Criteria and conditions for being <i>managers of banks</i></p> <p><i>30.1. Bank managers</i> must fully meet the following general standards and conditions:</p>	<p>Article 32. Standards and conditions for an <i>Executive</i></p> <p><i>1. The executive</i> must fully satisfy the following standards and conditions:</p> <p>e) Having a university degree or higher in one of the fields</p>	<p>The amended contents is in accordance with Article 60 of the Bank's Charter.</p> <p>Subclause c, Clause 2 is</p>

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	<p>e. Having a university degree or higher in one of the <i>fields</i> economics, business administration, law or professional field which he/she will undertakes and have appropriate foreign language skills; 30.2. In special cases, the Board of Directors shall base on the above criteria to recruit qualified persons as the Executives.</p> <p><u>Article 26. Criteria and conditions for being members of the Executive Board</u></p> <p>26.1. The General Director and Deputy General Directors fully must meet the standards and conditions stipulated in <u>Article 59 of the Bank's Charter.</u></p>	<p>such as economics, business administration, law or professional field which he/she will undertake and have appropriate foreign language skills; <u>h) Other standards and conditions stipulated by the Bank's internal regulations, which are issued by the Board of Directors and are effective in certain time.</u></p> <p><u>2. The General Director must meet the following criteria and conditions:</u></p> <p><u>a) Having full civil act capacity and not being prohibited from managing enterprises according to the provisions of the Law on Enterprises;</u></p> <p><u>b) Not being subjects not allowed to work as the General Director according to the provisions of the Law on Credit Institutions and other relevant legal provisions;</u></p> <p><u>c) Having university degree or higher in such fields as economics, business administration or law; Having at least 05 (five) years as the manager of a credit institution or having at least 05 (five) years as the general director (director), deputy general director (deputy director) of an enterprise with the share capital at least equal to the legal capital for each type of credit institution and have at least 05 (five) years of direct working experience in finance, banking, accounting or auditing fields or at least 10 (ten) years working directly in finance, banking, accounting or auditing fiends;</u></p> <p><u>d) Having good health, professional ethics and a good command of law;</u></p> <p><u>e) Residing in Vietnam during his / her term of office.</u></p> <p><u>3. The Deputy General Director must meet all the following standards and conditions:</u></p> <p><u>a) Satisfying the criteria and conditions specified at Subclaus</u></p>	<p>amended to comply with the provisions in Clause 11, Article 1 of the Law Amending and Supplementing a number of Articles of the Law on Credit Institutions in 2017.</p> <p>Clause 4 shall be separated into Clauses 4 and 5, adjusted in accordance with the provisions of Clause 7, Article 1 of the Law amending and supplementing a number of articles of the Law on Credit Institutions in 2017.</p>

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		<p><i>a, d and e, Clause 1 of this Article;</i></p> <p><i>b) <u>Not being ineligible to be the Deputy General Directors according to the provisions of the Law on Credit Institutions and other relevant legal provisions;</u></i></p> <p><i>c) <u>Having university degree or higher in one of the the fields as economics, business administration, law or professional fields which he/she will undertake or have university or higher degree in addition to the above-mentioned majors and fields but having at least 03 (three) years of direct working experience in banking, finance or professional fields which he/she will undertake.</u></i></p> <p>4. The General Director shall not concurrently hold one of the following positions:</p> <p><i>a) The Chairman of the Board of Directors, member of the Board of Directors, chairman of the Members' Council, member of the Members' Council, President of the company, General Director (Director), Deputy General Director Director) or equivalent positions of other enterprises;</i></p> <p><i>b) Members of the Board of Directors, members of the Members' Council and members of the Supervisory Board of other credit institutions, except for those which are subsidiaries of the Bank.</i></p> <p>5. The Deputy General Director shall not concurrently hold one of the following positions:</p> <p><i>a) Members of the Board of Directors, members of the Members' Council and members of the Supervisory Board of other credit institutions, except for cases where such organizations are subsidiaries of the banks;</i></p> <p><i>b) The General Director (Director), the Deputy General Director (Deputy Director) or the equivalent titles of other</i></p>	

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		<i>enterprises.</i>	
45.	<p>Article 27. Order and procedures for selecting, dismissing and dismissing members of the Executive Board</p> <p>27.1. The Board of Directors <u>selects and</u> issues the decision on the appointment of <u>the General Director based on the proposal of the Board of Directors.</u></p> <p>27.2. The Board of Directors selects and issues decisions on the appointment of Deputy General Directors on the basis of the recommendation of the General Director and the evaluation of the Board of Directors.</p> <p>Article 31. The order and procedures for selection, appointment and dismissal of managers of banks</p> <p>31.1. The Board of Directors shall decide on the appointment, dismissal or removal of managerial positions of the Bank at the proposal of the General Director and/or the Board of Directors.</p> <p>31.2. In cases where the General Director does or does not propose, but considers necessary for the common interests of the Bank, the Board of Directors is entitled to consider and issue decisions on appointment, removal from dismissal of the Bank's managers.</p> <p>31.3. The Regulation on the appointment, removal and dismissal of the Managers of the Bank shall be promulgated by the Board of Directors.</p>	<p>Article 33. The appointment of the Executive</p> <p>1. The Board of Directors shall decide on the <i>appointment of the Executives in accordance with the provisions of law, the Charter and internal regulations of the Bank issued by the Board of Directors in effect at certain time.</i></p> <p>2. <i>The order and procedures for appointment of the Executives shall comply with internal regulations of the Bank, which are promulgated by the Board of Directors, which takes effect at certain time.</i></p>	Basically, the regulations remain unchanged; just add a reference to the implementation mechanism.
46.		<p>Article 34. Signing labor contracts with Executives</p> <p>1. <i>The Chairman of the Board of Directors, acting on behalf of the Board of Directors and the Bank, shall sign labor</i></p>	- The amended contents are compatible with Subclause 7.c of the model Charter in

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		<p><i>contracts with the General Director, the Deputy General Director, the Chief Accountant and the Director of Divisions.</i></p> <p><i>2. The Chairman of the Board of Directors or the person authorized by the Chairman of the Board of Representatives of the Bank enter into a labor contract with other Executives in accordance with internal regulations of the Bank at certain time.</i></p>	<p>Appendix 02 of Circular No. 95/2017/TT-BTC.</p> <p>- The amended contents are in accordance with Subclause i, Clause 2, Article 149 of the 2014 Law on Enterprises and the Bank's Charter.</p>
47.	<p><u>27.3. In case of necessity and sufficient basis, the Board of Directors has the power to issue decisions on removal and removal of members of the Executive Board.</u></p>	<p>Article 35. Automatically losing status; removal or dismissal of the General Director</p> <p><u>1. The General Director automatically loses the status of General Director in one of the following cases:</u></p> <p><u>a) Failing to meet the standards and conditions prescribed in Article 59 of the Bank's Charter.</u></p> <p><u>b) Having lost civil act capacity or dying.</u></p> <p><u>c) Being deported from the territory of the Socialist Republic of Vietnam.</u></p> <p><u>d) The Bank's Establishment and Operation License is withdrawn.</u></p> <p><u>e) When the contract of hiring the General Director expires.</u></p> <p><u>f) Other cases as prescribed by law.</u></p> <p><u>2. The General Director shall be dismissed in one of the following cases:</u></p> <p><u>a) The capacity for civil acts is restricted.</u></p> <p><u>b) Submitting an application for resignation (clearly stating the reason for his/her resignation), to the Board of Directors and the Supervisory Board.</u></p> <p><u>c) According to the decision of the Board of Directors.</u></p> <p><u>d) Other cases as provided for by the Bank's Charter and law.</u></p> <p><u>3. The Board of Directors dismisses the General Director in accordance with Subclause c, Clause 2 of this Article when at</u></p>	<p>The amended contents are in line with Article 35 of the Law on Credit Institutions and Article 60 of the Bank's Charter.</p>

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		<p><i>least 2/3 (two thirds) of the members of the Board of Directors, excluding the General Director in case where the General Director is concurrently a member of the Board of Directors vote for approval. The dismissed General Director has the right to protest against the dismissal at the nearest meeting of the General Meeting of Shareholders.</i></p> <p><i>4. In cases where the General Director automatically loses his/her status as General Director, or is dismissed or dismissed, the Board of Directors shall send a written notice to the State Bank and other competent State agencies and appoint a substitute tithin 30 (thirty) days as from the date of notification, the Board of Directors shall carry out procedures for the appointment or hiring a new General Director.</i></p> <p><u>Article 36. Dismissal of other Executives</u> <i>The dismissal of other executives shall comply with internal regulations of the Bank issued by the Board of Directors, in effect in each period.</i></p>	
48.	<p>Article 28. Decision, executive directive of the General Director, Deputy General Director</p> <p>28.1 Decision and directive of the General Director</p> <p>—Based on the actual situation and within the scope of powers delegated by the Managing Board, the General Director shall have the full powers to issue decisions or direct the management to ensure that the Bank's operations are constantly developing, and in the right directive, the strategy adopted by the General Meeting of Shareholders and the Board of Directors in each period.</p> <p>—Decision of the General Director is the most</p>	To revoke this regulation	To remove this regulation because it is not necessary according to the model Charter provided in Appendix 02 to Circular No. 95/2017/TT-BTC.

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	<p>effective for all staff in the Bank, except members of the Board and members of the Supervisory Board.</p> <p>—The Deputy General Directors and the Managers of the relevant banks shall be responsible for organizing the implementation of the decisions, executive directive of the General Director.</p> <p>28.2 Decision, executive directive of the Deputy General Director</p> <p>—Based on the actual situation and within the scope of powers delegated by the General Director, the Deputy General Director is authorized to make decisions on the behalf of the General Director in order to ensure that tasks assigned by the General Director to be efficient and suitable with the general orientations and objectives of the Bank in each period.</p> <p>—The decision, executive directive of the Deputy General Director is valid for the Managers of the Bank and other relevant individuals in the Bank, similar to the decision and executive directive of the General Director.</p> <p>—Where it is deemed necessary, the General Director shall be entitled to issue a decision on the executive directive to negate the contents of the decision and executive directive issued by the Deputy General Directors.</p> <p>28.3 Report</p> <p>—The General Director shall direct the report to the Board of Directors according to the attached Appendix 1.</p>		

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	<p>—One copy of all decisions and directives of the General Director, the Deputy General Directors related to the major areas or the nature of changes in professional operations or related to products and services, all new products must be sent to the Chairman of the Board of Directors for reporting.</p> <p>—The Deputy General Directors shall have to promptly report to the General Director on their major decisions and opinions within the scope of their assigned tasks.</p>		
49.	<p>Article 29. Managers of the Bank and its role in the management of the Bank.</p> <p>29.1. The Managers of the Bank is the head of one section/unit in the organizational structure of the Bank, including: Chief Accountant, Director of Division, Deputy Director of Division, Manager of Transaction Center, Director of the subsidiaries, branches, Direcotr of representative offices, director of business units and equivalent positions (excluding the Chairman, members of the Board of Directors and the General Director and Deputy General Director).</p> <p>29.2. The Managers of the Bank shall be appointed, dismissed, removed with the salary and other benefits decided by the Board of Directors at the proposal of the General Director and/or the Board of Directors.</p> <p>29.3. The Managers of the Bank is responsible for managing and administering the activities of his/her section/unit as assigned and authorized by the General Director and is responsible for</p>	To revoke this regulation	To remove this regulation because it is not necessary according to the model Charter in Appendix 02 of Circular No. 95/2017/TT-BTC.

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	implementing resolutions and decisions of the Board of Directors and the decisions and directives of the General Director.		
50.	CHAPTER VII CO-ORDINATION AMONG THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE EXECUTIVE BOARD	Chapter VIII WORKING RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS, BOARD OF DIRECTORS AND EXECUTIVES	
51.	Article 32. Principles for coordination The Board of Directors, the Supervisory Board and the Executive Board shall coordinate with one another in accordance with the following principles: —Always for the benefit of the Bank. —Strictly comply with the relevant provisions of law and the Bank. —Work with the highest sense of responsibility, honesty, cooperation and regular exchange to solve together difficulties, difficulties (if any).	To revoke this regulations	This regulation is excluded from the model Charter in Appendix 02 of Circular 95/2017 / TT-BTC.
52.	Article 33. Coordination of activities between the Board of Directors and the Executive Board and the <u>Managers of the Bank</u> 33.1 Co-ordinate in the work and develop relationships with superior agencies, related departments, major customer partners, the media, etc. 33.2 Coordinate in the implementation of assigned tasks - At the meetings of the Board of Directors, the Chairman of the Board of Directors/person	Article 37. Working relationship between the Board of Directors and <u>the Executives</u> 1. Working relationships and relationship development with superiour agencies, related departments and branches, large customer partners, the press and <u>other related contents are implemented as follows:</u> 2. The working relationships in the performance of the assigned duties <i>shall be as follows:</i> a) At the meeting session of the Board of Directors, the chairman of the Board of Directors/the person presiding over the meeting shall base on the contents of the meeting to decide on the invitation of additional Deputy General Directors or <u>other Executives</u> in charge of related matters to	Basically, the content is not changed, only the term "Managers of the Bank" is changed to "Executives" in accordance with clauses 5 and 6 of Article 2 of Decree No. 71/2017/NC-CP

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	<p>presiding over the meeting shall, based on the contents of the meeting, decide to invite the Deputy General Directors or <u>Managers of the Bank</u> in charge of related areas of work to attend the meetings and give opinions (if any).</p> <p>- The Board of Directors and the <u>Managers of the Bank</u>, Head of the departments/units of the Bank shall periodically report on the works mentioned in Appendix 1.</p> <p>- In addition to the periodical information, at the request of members of the Board of Directors, the Executive Board and the <u>Managers of the Bank</u> make direct reports or provide relevant information and reports to the area of work that the member of the Board is assigned to perform.</p> <p>- The Board of Directors and the <u>Managers of the Bank</u> are responsible for creating favorable conditions for the Chairman and members of the Board of Directors to access information and report in the fastest time.</p> <p>- In case of detecting a risk that may affect the Bank's goodwill or business operations or other necessity issues, the General Director, Deputy General Directors and other <u>Managers of the Bank</u> should report immediately to the Chairman of the Board of Directors and members of the Board of</p>	<p>attend the meetings and give opinions (if any).</p> <p>b) At the regular or ad hoc meetings of the Executive Board or the meetings related to the important contents managed by the members of the Executive Board, the person assuming the prime responsibility for the contents of the meeting shall decide to invite the related Chairman of the Board of Directors or related members of the Board of Directors to attend the meeting and give their opinions (if any). The contents of the meeting must be recorded in minutes and sent to the chairman of the board for reporting.</p> <p>c) The members of the Executive Board and other Executives shall make periodical report on the jobs specified in Appendix 1.</p> <p>d) The General Director 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 (quarterly, semi-annually, annually) and upon request.</p> <p>e) In addition to the periodical information, at the request of members of the Board of Directors, the Executive Board and other Executives make direct reports or provide information and reports related to the number of duties that the member of the Board of Directors is assigned to perform.</p> <p>f) The Board of Directors and other Executives are responsible for creating favorable conditions for the Chairman and members of the Board of Directors to have access to information and report in the fastest time.</p> <p>g) In case of detecting a risk that may affect the Bank's goodwill or business operations or other issues, if deeming necessary, the General Director, Deputy General Director and other Executives must report immediately to the Chairman of</p>	

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	<p>Directors.</p> <p>33.3 Other Coordination The Chairman of the Board of Directors and the General Director shall create conditions for the members of the Board of Directors, the Deputy General Director, the Managers of the Bank to attend professional training courses, survey activities and seminars to improve the knowledge of management and administration of the Bank. The participation in professional courses of members of the Board of Directors, the Deputy General Directors and the Managers of the Bank must not affect the general work of the Bank.</p>	<p>the Board of Directors and the members of the Board of Directors who directly monitor that scope of work.</p> <p>3. <i>The General Director shall direct the report to the Board of Directors according to Appendix No. 1 attached. All decisions and directives of the General Director, Deputy General Directors related to the large or changing business processes or related to banking products and services must be sent, 01 (one) copy, to the Chairman of the Board of Directors for reporting. The Deputy General Directors shall have to promptly report to the General Director on their major decisions and directives within the scope of assigned duties.</i></p>	
53.	<p>Article 35. Coordination of activities between the Supervisory Board and the Executive Board and the Managers of the Bank</p> <p>35.1 Coordination in carrying out assigned work</p> <p>- Where it is deemed necessary, the Executive Board and the <i>Managers of the Bank</i> may invite the Chief of the Supervisory Board or members of the Supervisory Board to attend meetings of the Executive Board or other meetings. When attending the meeting, the Chief of the Supervisory Board or members of the Supervisory Board may make comments (if any). The Executive Board and the <i>Managers of the Bank</i> send to the Supervisory Board one minutes of this meeting.</p> <p>- The Board of Directors and the <i>Managers of the Bank</i>, Chief of the department/units of the Bank shall periodically report on the works mentioned in</p>	<p>Article 39. Coordination of activities between the Supervisory Board and the Executives</p> <p>1. Where it is deemed necessary, members of the Executive Board and <i>other Executives</i> may invite the Chief of the Supervisory Board or members of the Supervisory Board to attend meetings of the Executive Board or other meetings. When attending the meeting, the Chief of the Supervisory Board or members of the Supervisory Board may make comments (if any). Other members of the Executive Board and <i>other Executives</i> shall send to the Supervisory Board 01 (one) minutes of this meeting.</p> <p>2. Members of the Executive Board and <i>other Executives</i> shall make periodical reports on the jobs specified in Appendix 1.</p> <p>3. In addition to the periodical information, at the request of the Chief of the Supervisory Board, other members of the Executive Board and <i>other Executives</i> make direct reports or</p>	<p>Basically, the content is not changed, only the term "Managers of the Bank" is changed to "Executives" in accordance with clauses 5 and 6 of Article 2 of Decree No. 71/2017/ND-CP</p>

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	<p>Appendix 1.</p> <p>- In addition to the periodical information, at the request of the Head of the Supervisory Board, the Executive Board and the <u>Managers of the Bank</u> make direct reports or provide information and reports related to the work that the member of the Supervisory Board is assigned to perform.</p> <p>- In case of detecting risks which may affect the goodwill or business operation of the Bank, the <u>Executive Board and the Managers of the Bank</u> should immediately report to the Chief of the Supervisory Board and the members of the Supervisory Board directly to keep track of that.</p> <p>- The Board of Directors and the <u>Managers of the Bank</u> are responsible for creating favorable conditions for the Chief of Supervisory Board and members of Supervisory Board to access information and report in the shortest time.</p> <p><i>35.2 Other Coordination</i> The General Director creates conditions for members of the Supervisory Board to attend professional training courses, fact finding activities, domestic and overseas professional seminars to improve their knowledge and experience in management and administration of the Bank. The participation in professional training courses of</p>	<p>provide information and reports related to the assigned tasks of the members of the Executive Board and the Executives.</p> <p>4. In case of detecting risks which may affect the goodwill or business operation of the Bank, members of the <u>Executive Board</u> or other Executives should immediately report to the Chief of the Supervisory Board and members of the Supervisory Board who directly follow up such scope of work.</p> <p>5. Members of the Board of Directors and <u>other executives</u> shall be responsible for creating favorable conditions for the head of the Supervisory Board and members of the Supervisory Board to access information and report in the shortest time.</p> <p>6. The reports of the General Director to the Board of Directors must be sent to the Chief of the Supervisory Board at the same time and in the same way as sent to the members of the Board of Directors.</p>	

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	members of the Supervisory Board must not affect the general work of the Bank		
54.	CHAPTER IX EVALUATION OF OPERATION OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, MEMBERS OF THE <u>EXECUTIVE BOARD AND MANAGERS OF THE BANK</u>	Chapter IX EVALUATION OF ACTIVITIES, REWARDS, DISCIPLINE OF MEMBERS OF BOARD OF DIRECTORS, SUPERVISORY BOARD AND <u>EXECUTIVES</u>	
55.	Article 39. Methods of evaluation of activities of members of the Board of Directors, members of the Supervisory Board, <u>members of the Executive Board and Managers of the Bank</u> 39.1. Depending on the decision of the Board of Directors, the evaluation of the activities of members of the Board of Directors, the Supervisory Board, members of the <u>Executive Board and the Managers of the Bank</u> may be conducted in one or several ways as follows: 39.3. The Supervisory Board will conduct the evaluation of the members of the Supervisory Board	Article 40. Evaluating the activities of members of the Board of Directors, members of the Supervisory Board and <u>Executives</u> 1. Depending on the decision of the Board of Directors, the evaluation of the activities of the members of the Board of Directors, the Supervisory Board, members of the Executive Board and <u>other Executives</u> may be made in one or several following method: 3. The Supervisory Board shall conduct the evaluation of the members of the Supervisory Board and <u>other titles appointed by the Supervisory Board.</u>	Basically, the content is not changed, only the term "Managers of the Bank" is changed to "Executive" in accordance with clauses 5 and 6 of Article 2 of Decree No. 71/2017/NC-CP
56.	Article 40. Criteria for performance evaluation Criteria for evaluating the performance of members of the Board of Directors, the Supervisory Board, the <u>Executive Board and the Bank's manager</u> include:	Article 41 Criteria for performance evaluation Criteria for evaluating the performance of members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and <u>other executives</u> include:	Basically, the content is not changed, only the term "Managers of the Bank" is changed to "Executive" in accordance with clauses 5 and 6 of Article 2 of Decree No. 71/2017/NC-CP

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57.	<p>Article 41. Officer ranking</p> <p>41.1. Based on the results of the assessment, the ranking of members of the Board of Directors, the Supervisory Board and the members of the Executive Board and the Managers of the Bank shall be classified into three categories as follows:</p> <p>a. Complete dthe assigned tasks excellently;</p> <p>b. Completed the assigned tasks;</p> <p>c. Not yet completed the assigned tasks.</p> <p>41.2. The written evaluation of the activities of members of the Board of Directors, members of the Supervisory Board, <u>members of the Executive Board and the Managers of the Bank must</u> be kept in the personal file at the Bank.</p>	<p>Article 42. Officer ranking</p> <p>1. Based on the results of the assessment, the ranking of members of the Board of Directors, members of the Supervisory Board, members of the Executives Board and <u>other Executives</u> shall comply with internal regulations of the Bank issued by the Board of Directors, which take effects in each period.</p> <p>2. Documents evaluating the activities of members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and <u>other Executives</u> must be kept in the personal file at the Bank.</p>	<p>Basically, the content is not changed, only the term "Managers of the Bank" is changed to "Executive" in accordance with clauses 5 and 6 of Article 2 of Decree No. 71/2017/NC-CP</p>
58.	<p>Article 42. Rewards</p> <p>42.1. Members of the Board of Directors, the Supervisory Board, the <u>Executive Board and the Managers of the Bank</u> with achievements ...</p> <p>42.2. The forms of rewards and specific standards for the form of rewards,</p>	<p><u>Article 43. Rewards</u></p> <p>1. Members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and other Executives who record achievements in the management and administration of the Bank and other assigned tasks shall be considered and rewarded in accordance with provisions of the law and the Bank.</p> <p>2. The forms of rewards and specific criteria on the form of reqards, <u>order and procedures for rewards shall be implemented in accordance with the Regulation on Reward and Discipline of the Bank in each period.</u></p>	<p>Basically, the content is not changed, only the term "Managers of the Bank" is changed to "Executive" in accordance with clauses 5 and 6 of Article 2 of Decree No. 71/2017/NC-CP</p>
59.	<p>Article 43. Discipline</p> <p>43.1. Members of the Board of Directors, the Supervisory Board, the <u>Executive Board and the Managers of the Bank</u>, in the course of performing their duties, violating other relevant provisions of law, the Bank's Charter and regulations, basing on</p>	<p>Article 44. Discipline</p> <p>1. Members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and <u>other Executives</u>, in the course of performing their duties, violate other relevant provisions of law, the Charter of the Bank and other relevant regulations of the Bank shall,</p>	<p>Basically, the content is not changed, only the term "Managers of the Bank" is changed to "Executive" in accordance with clauses 5 and 6 of Article 2 of Decree</p>

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	<p>the extent of and consequences of the breach, shall be subject to disciplinary action in accordance with the provisions of the law and/or the Bank.</p> <p>43.2. The Board of Directors has the power to decide on discipline for titles appointed by the Board. The Director General shall have the disciplinary authority over the titles appointed by the Director General.</p> <p>43.3. Principles for handling violations, the forms of handling breaches, the order and procedures for dealing with breaches shall be implemented <u>in accordance with the Regulation on Reward and Discipline of the Bank at certain time.</u></p>	<p>depending on the nature, seriousness and consequences of the breach, be disciplined in accordance with provisions of the laws and/or the Bank.</p> <p>2. The Board of Directors has the power to decide on the discipline on titles appointed by the Board of Directors. The Director General shall have the the power to decide discipline on the titles appointed by the Director General. <u>The Supervisory Board shall have the power to decide on the discipline on titles appointed by the Supervisory Board.</u></p> <p>3. Principles for dealing with breaches, forms of dealing with breaches, order and procedures for dealing with breaches shall be implemented in accordance with <u>internal regulations of the Bank, which take effects in certain period.</u></p>	No. 71/2017/NC-CP
60.	Not yet stipulated	Chapter X ADMINISTRATOR OF THE BANK	
61.	Not yet stipulated.	<p>Article 45. Standards for an administrator of the bank <i>The administrator of the bank must be a person who is knowledgeable about the law and may not concurrently work for an independent auditing company that is auditing the Bank's financial statements.</i></p>	This content is based on Clause 2, Article 18 of Decree No. 71/2017 / ND-CP and the model Charter of Circular No. 95 guiding Decree No. 71/2017 / ND-CP.
62.	Not yet stipulated	<p>Article 46. Powers and responsibilities of the administrator of the bank 1. <i>The Board of Directors shall appoint at least one (1) person to perform the duties of the administrator 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.</i> 2. <i>The administrator of the Bank shall have the following rights and obligations:</i></p>	This content is based on Article 18 of Decree No. 71/2017 / ND-CP and the model Charter of Circular No. 95 guiding Decree No. 71/2017 / ND-CP.

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		<p><i>a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the Bank and shareholders;</i></p> <p><i>b) To prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;</i></p> <p><i>c) Advising on the procedures of the meetings;</i></p> <p><i>d) Attending meetings;</i></p> <p><i>e) Advising on the procedures for making resolutions of the Board of Directors in accordance with the law;</i></p> <p><i>f) Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;</i></p> <p><i>g) Supervising and reporting to the Board of Directors on information disclosure activities of the Bank;</i></p> <p><i>h) Keeping information confidential according to the provisions of law and the Bank's Charter;</i></p> <p><i>i) Other rights and obligations as prescribed by law and the Bank's Charter.</i></p>	
63.	Not yet stipulated	<p>Article 47. Cases of dismissal the administrator of the Bank <i>The dismissal of the administrator of the bank shall be conduted in accordance with internal regulations of the Bank issued by the Board of Directors, which take effects in each period.</i></p>	This content is based on Article 18 of Decree No. 71/2017 / ND-CP and the model Charter of Circular No. 95 guiding Decree No. 71/2017 / ND-CP, and Article 44 of the Bank's Charter.
64.	<p>CHAPTER VIII PREVENTION OF INTEREST CONFLICTS AND TRANSACTION WITH</p>	<p>Chapter XI PREVENTION OF CONFLICTS OF INTERESTS</p>	In accordance with the name of Chapter V, amended to comply with Decree No.

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	STAKEHOLDERS		71/2017/ND-CP.
65.	<p>Article 36. Responsibility to be honest and avoid conflicts of interests <u>of members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and managers of the Bank</u></p> <p>36.1. Members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and Managers of the Bank and related persons are not allowed to use business opportunities that may benefit the Bank for the personal purpose; may not use the information obtained by virtue of his or her position for personal interests or for the benefit of another organization or individual.</p> <p><u>36.2. Members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and the Managers of the Bank are obliged to inform the Board of Directors of the contracts between the Bank, its subsidiaries/companies under the control of the Bank with themselves or with their related persons in accordance with the law.</u></p> <p><u>36.3. The Board of Directors and the Executive Board must ensure that the Bank does not provide loans or guarantees to members of the Board of Directors, members of the Supervisory Board, members of the Executive Board and the Mangers of the Bank, the relevant person or any legal entity that has financial interests, unless otherwise decided by the General Meeting of Shareholders.</u></p> <p>36.4. A member of the Board of Directors is not</p>	<p>Article 48. Responsibility to be honest and avoid conflicts of interests of <u>the Managers of the Bank</u></p> <p>1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers of the Bank must publicize related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.</p> <p><u>2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other bank managers and related persons of these members are not permitted to use the information obtained through their positions for personal interests or for the interests of other organizations or individuals.</u></p> <p><u>3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers of the Bank are obliged to notify the Board of Directors and the Supervisory Board of transactions between the Bank, its subsidiaries, companies which the Bank own from 50% of the control over its charer capital with such members or with such members' related persons in accordance with the law. For the transaction contracts of the above-mentioned subjects approved by the General Meeting of Shareholders or the Board of Directors, the Bank must disclose information on these resolutions in accordance with the law on securities about the information publicity.</u></p> <p>4. Members of the Board of Directors are not allowed to vote on contracts or transactions that bring interests to such members <u>or their related persons in accordance with provisions of the Law on Enterprises and the Bank's Charter.</u></p> <p>5. Members of the Board of Directors, members of the</p>	<p>This content is based on the provisions of Article 24 of Decree No. 71/2017/ND-CP.</p>

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	<p>allowed to vote for any transactions which such member or his/her related person <i>involve in, even if the interests of members of the Board of Directors in this transaction is not determined and whether it is material or immaterial interests. The above transactions must be disclosed in the notes to the financial statements of the same period and disclosed in the annual report.</i></p> <p>36.5. Members of the Board of Directors, members of the Supervisory Board, <i>members of the Executive Board and Managers of the Bank</i> and related persons must not use the information not yet announced by the Bank to disclose to other persons or to carry out related transactions on their own.</p>	<p><i>Supervisory Board, the General Director, other bank managers</i> and related persons <i>of such members</i> are not permitted to not use the information not yet published by the Bank or to disclose to others to carry out related transactions.</p>	
66.	<p>Article 37. Transactions with related persons</p> <p>37.1. When the Bank conducts transactions with related persons, the Board of Directors must ensure that the contract is signed in writing on the principle of equality and voluntariness. The content of the contract must be clear, specific and in accordance with the provisions of law. The Executive Board shall disclose the contents of the contract in accordance with the provisions of law and the Bank (if any).</p> <p>37.2. The Supervisory Board shall have the right to request persons to disclose relevant interests according to the provisions of the Bank's Charter and shareholders owning at least 5% of the voting shares provided by the Bank to provide and update information about their related persons.</p>	<p>Article 49. Transactions with related persons</p> <p>1. When conducting transactions with related persons, <i>the Bank must</i> sign written contracts on the principle of equality and voluntariness.</p> <p><i>2. The Bank shall apply the necessary measures to prevent related persons from interfering in the Bank's activities and harming the interests of the Bank through the control of contracts and transactions and sales, purchase and prices of goods and services of the Bank.</i></p> <p><i>3. The Bank shall apply the necessary measures to prevent shareholders and related persons from conducting transactions that result in loss of capital, assets or other resources of the Bank.</i></p>	This content is based on Article 25 of Decree No. 71/2017/ND-CP.
67.	Article 38. To ensure the legitimate interests of	Article 50. To ensure the legal rights of the persons with	This content is based on the

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	<p>persons with interests related to banks <u>38.1. The Bank must respect the legitimate interests of the Bank's stakeholders, including creditors, employees, service users, suppliers, the community and others with interests related to the Bank.</u> <u>38.2. The Bank take initiative in cooperating with those with interests related to the Bank through:</u> - <u>Providing sufficient information to creditors to help them assess the Bank's business and financial performance and make decisions;</u> - <u>Encouraging the Bank's stakeholders to express their views on business performance, financial position, and important decisions regarding their interests through direct contact with the Board of Directors, the Executive Board and the Supervisory Board.</u></p>	<p>interests related to banks <u>1. The Bank shall have to perform its responsibilities to the community and persons with interests related to the Bank in accordance with current provisions of law and the Bank's Charter.</u> <u>2. The Bank must comply with the legal provisions on labor, environment and society.</u></p>	<p>provisions of Article 27 of Decree No. 71/2017/ND-CP.</p>
68.	<p>CHAPTER X HANDLING VIOLATIONS AND EFFECTIVENSS</p>	<p>Chapter XII ORGANIZATION OF IMPLEMENTATION</p>	<p>The name of Chapter XII is changed to match the contents.</p>
69.	<p>Article 44. Handling violations 44.1. Upon seeing any officers and employees of the Bank (including members of the Board of Directors, the Supervisory Board, the Executive Board) commit acts of violating this Regulation, the detectors must immediately notify The chairman of the Board of Directors and the head of the Supervisory Board. In cases where the Supervisory Board detects law violations or breaches of the bank's Charter, members of the Board of Directors, the Executdive Board and the Managers of the Bank, the</p>	<p>To revoke these regulations</p>	<p>This regulation is excluded from the model Charter in Appendix 02 of Circular 95/2017/TT-BTC.</p>

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	<p>Supervisory Board shall notify in writing the board of directors shall, within forty eight (48) hours, request the person committing the breach to stop the breach and take remedial action. Past the time limit of seven (7) days from the date of issuance of the above mentioned notice, if the violator fails to terminate the violation and take remedial measures, the Supervisory Board shall have to report directly to the State Securities Commission on this issue.</p> <p>44.2. All violations of this Regulation shall be considered and disciplined by the Board of Directors in accordance with the laws and/or the Bank. In cases where the infringing acts of such persons cause damage to the bank, the violator shall also have to compensate for the damage to the bank as prescribed.</p>		
70.	<p>Article 45. Effectiveness and amendment and supplement</p> <p>45.1. This Regulation takes effects 15 days after its signing and replaces the Regulation of Internal governance of the Joint Stock Commercial Bank for Foreign Trade of Vietnam issued together with Decision No. 676/QĐ NHNT.HDQT dated December 28, 2011 of the Board of Directors of Joint Stock Commercial Bank for Foreign Trade of Vietnam.</p>	To revoke these regulations	Revoking Article 45.1 since it has been provided for in the Decision on issuance.
71.	45.3. The amendments and supplements to this Regulation shall be <u>considered and decided by the Board of Directors.</u>	<p>Article 51. Modification, supplementation or replacement</p> <p>Any amendment, supplement or replacement of this Regulation shall be proposed by the <u>Board of Directors to the General Meeting of Shareholders for consideration and decision.</u></p>	The amendment and supplement to the content to comply with the competent authority to adopt/approve the document (the General

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			Meeting of Shareholders).
72.	45.4. The members of the Board of Directors, the Supervisory Board, the Management Board, the Managers of the Bank and the Bank's officers and employees shall have to implement this Regulation.	To revoke this regulation	Revoking this content since it has been provided for in the Decision on issuance.
73.	No. 12, Annex 1 as attached: not specified	Adding "Report on evalucation of periodical IT operation"	It comes from the real requirements of business management of the Bank.