APPENDIX 4: SUMMARY OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATION OF THE ORGANIZATION AND OPERATION OF THE BOARD OF SUPERVISORS OF THE JSC BANK FOR FOREIGN TRADE OF VIETNAM

| NO | CURRENT REGULATIONS (QĐ 776/QĐ-VCB-BKS) DECISION ON ISSUANCE OF REGULATION | PROPOSED AMENDMENTS (Draft Regulations of the Supervisory Board) | BASIS/REASON |
|----|---|--|--|
| 1 | Pursuant to | Pursuant to | |
| | Pursuant to Decree No. 71/2017/ND-CP dated June 06, 2017 of the Government on corporate governance for public companies; Pursuant to the Charter on the 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 in accordance with the Resolution No.11/TN2018/NQ-DHDCD dated 27/4/2018; Pursuant to Resolution No.11/NQ-NHNT.DHDCD dated 27/04/2018 of the General Meeting of Shareholders of JSC Bank for Foreign Trade of Vietnam on the approval of the Regulation on organization and operation of the Supervisory Board of JSC Bank for Foreign Trade of Vietnam | Amend and supplement the basis of issuance as follows Pursuant to Decree No. 71/2017/ND-CP dated June 06, 2017 of the Government on corporate governance applicable to public companies; Pursuant to Circular No. 13/2018/TT-NHNN dated May 18, 2018 and Circular No. 40/2018/TT-NHNN dated December 28, 2018 amended and supplemented Circular No. 13/2018/TT-NHNN of the State bank regulations of the internal control system of commercial banks and foreign bank branches; Pursuant to the Charter on the 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 in accordance with the Resolution No. /TN2018/NQ-DHDCD dated / /2019 and registered at the State Bank of Vietnam by the registration confirmation No. dated / /; Pursuant to Resolution No. /NQ- | - Correct of name of Decree (Decree71/2017/NĐ-CP) Supplement new basis of issuance: Circular 13/2018/TT-NHNN (Circular 13) and Circular 40/2018/TT-NHNN (Circular 40) which have been released To update document no., date and name of Resolution upon approval of AGM. |

| NO | CURRENT REGULATIONS (QĐ 776/QĐ-VCB-BKS) | PROPOSED AMENDMENTS (Draft Regulations of the Supervisory Board) | BASIS/REASON |
|----|--|--|--|
| 2 | Article 3 | NHNT.DHDCD dated / / of the General Meeting of Shareholders of JSC Bank for Foreign Trade of Vietnam on the approval of the Regulation on organization and operation of the Supervisory Board of JSC Bank for Foreign Trade of Vietnam, Article 3 | 1 |
| | Members of the Board of Directors, members of the Executive Board, members of the Supervisory Board, Heads of Groups, Chief Accountant, Directors of Centers/Departments, Directors of branches, Directors of Representative office and Directors of wholly- owned subsidiaries of the JSC Bank for Foreign Trade of Vietnam are liable for the execution of this Decision | Add the italic phrase as follows: Members of the Board of Directors, members of the Executive Board, members of the Supervisory Board Heads of Groups, Chief Accountant, Directors of Centers/Departments, Directors of branches Directors of Representative office and General Directors/Directors of wholly-owned subsidiaries of the JSC Bank for Foreign Trade of Vietnam are liable for the execution of this Decision | Currently VCB wholly owned bank in Lao has appointed a General Director which was regulated under VCB |
| II | REGULATION CONTENT | | |
| 1 | Article 2. Applicability | Article 2. Applicability | |
| | Members of the Board of Directors, members of the Executive Board and members of the Supervisory Board. Heads of Group, Chief Accountant, Directors of Center/Department, at the Head Office, Directors of Branch, Directors of Representative office and Directors of wholly- | Add the italic phrase as follows: 1. Members of the Board of Directors, members of the Executive Board and members of the Supervisory Board. 2. Heads of Group, Chief Accountant, Directors of Center/Department, at the Head Office, Directors of Branch, Directors of Representative | To be consistent to the current of the Bank: VCB Laos (VCB owns 100% capital) has the title of General Director and is regulated in the Charter of VCB Laos. |

| NO | CURRENT REGULATIONS | PROPOSED AMENDMENTS | BASIS/REASON |
|----|---|--|--|
| | (QÐ 776/QÐ-VCB-BKS) | (Draft Regulations of the Supervisory Board) | |
| | owned subsidiary of the Bank. 3. Individuals, supporting units related to the | office and <i>General Directors</i> /Directors of whollyowned subsidiary of the Bank. | |
| | operation of the Supervisory Board. | 3. Individuals, supporting units related to the operation of the Supervisory Board. | |
| 2 | Article 6. Duties and powers of the Supervisory Board | Article 6. Duties and powers of the Supervisory Board | |
| | To supervise the compliance with law and the Charter in terms of management and administration; to be liable to the General Meeting of Shareholders in the execution of the assigned duties and powers. To issue the internal regulations of the Supervisory Board; to review internal regulations of Board of Supervisors, important policies on accounting and report on an annual basis. To appoint, dismiss, discipline, suspend and make decision on the salary and other benefits for the positions of the internal auditing department. To execute the function of internal audit for the execution of the assigned duties and powers. To appraise the financial statements of | To amendment and supplement the clause 1, 2,3, 8 Article 6; To add 02 new clauses and renew the order number of the clauses accordingly: 1. To supervise the compliance with law and the Charter of the Board of Directors, General Director and other management people in terms of management and administration; to be liable to the General Meeting of Shareholders in the execution of the assigned duties and powers 2. To issue the internal regulations of the Supervisory Board, internal audit plan, ethics standard of work for members of the Supervisory Board, internal auditors; to review internal regulations of Board of Supervisors, important policies on accounting and report on an annual basis. 3. To decide on the organizational structure, duties and rights of the internal audit department. To regulate the standards of internal auditors. To appoint, dismiss, discipline, suspend and make | - To amendment and supplement the clause 1 Article 6 in accordance with the provisions of Clause 1, Article 62 of VCB Charter - To amendment and supplement the clause 2 Article 6 as in accordance with the provisions of Clause 2, Article 68 of the Circular No. 13 |

| NO | CURRENT REGULATIONS | PROPOSED AMENDMENTS | BASIS/REASON |
|----|---|---|--|
| | (QĐ 776/QĐ-VCB-BKS) | (Draft Regulations of the Supervisory Board) | |
| | the Bank for the first six months and annual reports before submitting the report and proposing to the General Meeting of Shareholders. 6. To review, inspect and evaluate the performance and effectiveness of the Bank's internal control, internal audit, risk management | decision on the salary and other benefits for the positions of the internal auditing department <i>in accordance with relevant provisions of the laws, the regulations of the Supervisory Board and the other internal regulations of The bank.</i> 4. To execute the function of internal audit of the assigned duties and powers. | Article 6 as in accordance with the provisions of Clause 1, Article 68 and Clause 1, Article 69 of the Circular No. 13 |
| | and early warning. 7. To check the accounting book, other documents and the Bank's management and governance when it deems necessary of the | 5. To review, inspect and evaluate the performance and effectiveness of the Bank's internal control, internal audit, risk management and early warning. | |
| | Bank. 8. To propose and recommend the General Meeting of Shareholders to approve the independent auditing organization to audit the financial statements of the Bank | 6. To supervise members of the Supervisory Board, internal auditors in accordance with law and the Bank's internal policies in term of the followings: a) To supervise, evaluate the implementation of the ethics standards of members of the Supervisory Board, internal auditors. | - To amendment and supplement the clause 6 Article 6, 7 as in accordance with the provisions of Article 13 of the Circular No. 13 and to align with supplement |
| | 16. Other duties and powers in accordance with the provisions of the Charter of the Bank. | b) To supervise the internal audit department in: (i) The implementation of internal audit; (ii) Reviewing and evaluating the effectiveness of internal audit and the results of the performance of the Chief Auditor; (iii) Handling, overcoming shortcomings and deficiency on internal audit according to the | under Point b, Clause 1, Article 62 of the draft amended Charter of VCB - To supplement Clause 8 of current Regulation of SB (corresponding to Clause 9 of draft amended Regulation) regarding the |

| NO | CURRENT REGULATIONS | PROPOSED AMENDMENTS | BASIS/REASON |
|----|--|--|--|
| | (QĐ 776/QĐ-VCB-BKS) | (Draft Regulations of the Supervisory Board) | |
| | | requirements and recommendations of the State Bank, independent auditing organizations and other functional agencies; 7. To appraise the financial statements of the Bank for the first six months and annual reports before submitting the report and proposing to the General Meeting of Shareholders. | audit of "internal control activities" of the independent auditor in accordance with Clause 1 Article 4 and Clause 2 Article 7 of Circular 39/2011/TT-NHNN dated 15/12/2011 |
| | | 8. To check the accounting book, other documents and the Bank's management and governance when it deems necessary of the Bank. | |
| | | 9. To propose and recommend the General Meeting of Shareholders to approve the independent auditing organization to audit the financial statements and internal control activities of the Bank 18. Other duties and powers in accordance with the provisions of the Charter and the other internal regulations of The Bank. | To amendment and supplement the clause 16 (it is clause 18 now) about duties and power of SB according to bank internal regulation to the fullest. Edit the order of the clauses in Article 6 accordingly |
| 3 | Article 8. Rights, obligations and duties of the members of the Supervisory Board | Article 8. Rights, obligations and duties of the members of the Supervisory Board | |

| NO | CURRENT REGULATIONS | PROPOSED AMENDMENTS | BASIS/REASON |
|----|---|--|---|
| | (QĐ 776/QĐ-VCB-BKS) | (Draft Regulations of the Supervisory Board) | |
| | c) Members of the Supervisory Board shall be liable for noticing the Board of Directors and Supervisory Board about the transactions between the company, subsidiaries, companies which the Bank own more than 50% of the charter capital and such members or the related persons of such members in accordance with the provisions of law. | c) Members of the Supervisory Board shall be liable for noticing the Board of Directors and Supervisory Board about the transactions between the company, subsidiaries, companies which the Bank own more than 50% of the charter capital and such members or the related persons of such members in accordance with the provisions of law. These transactions must be disclosed in accordance with the laws and internal regulations of the Bank. | As in accordance with the provisions of the Clause 3, Article 24 of the Decree 71/2017/NĐ-CP (For transactions of the above objects approved by the General Meeting of Shareholders or the Board of Directors, the public companies must publish information about these resolutions in accordance with the law on securities regarding information disclosure) |
| 4 | Article 9. Standards and conditions of the members of the Supervisory Board and Chief of the Supervisory Board | Article 9. Standards and conditions of the members of the Supervisory Board and Chief of the Supervisory Board | |
| | 1. To be aged 21 or over, | To amendment and supplement the clause 3 Article 9 as follows: | Change from "good health" into "health that |
| | 2. Not to belong to the list of persons prohibited from being members of the BOD | 1. To be aged 21 or over, | meet" to be in accordance with the |
| | 3. To have good health and professional ethics and have a good command of Law. | 2. Not to belong to the list of persons prohibited from being members of the BOD | provisions of the Article 5.4 of the Decision 1569/QĐ-VCB-TCCB |
| | 4. To have a university degree or above | 3. To have <i>health that meets the work</i> requirements of the Bank and professional ethics and have a good command of Law. | dated 18 December 2015 regulating that standards, criteria for appointment is "to have health that met |

| NO | CURRENT REGULATIONS (QĐ 776/QĐ-VCB-BKS) | PROPOSED AMENDMENTS (Draft Regulations of the Supervisory Board) | BASIS/REASON |
|----|--|---|--|
| | | 4. To have a university degree or above | work requirements". |
| 5 | (Not yet stipulated.) | Article 10. Standards of professional ethics of members of the Supervisory Board, Chief of the Supervisory Board | |
| | | Integrity: To perform assigned tasks in a straightforward and honest manner; Objective: To perform tasks assigned objectively; fair assessment is not for personal gain or the benefit of others; Security: To comply with regulations on information security in accordance with the laws and the internal regulations of the Bank; Responsibility: To perform assigned work to ensure progress and quality; Careful: carry out the assigned work carefully on the basis of evaluating the following factors: The complexity and importance of work content The possibility of serious errors in the process of doing the job. | - As in accordance with the provisions of Article 67 of the Circular No. 13. Wording is amended to reflect the fact that there might be member of SB which is not specialized in internal audit and might take in duties other than internal audit according to SB mandate Edit the order of the article accordingly |
| 6 | Article 21. Relationships of the Supervisory | Article 22. Relationships of the Supervisory | |

| NO | CURRENT REGULATIONS | PROPOSED AMENDMENTS | BASIS/REASON |
|----|---|---|---|
| | (QĐ 776/QĐ-VCB-BKS) | (Draft Regulations of the Supervisory Board) | |
| | Board | Board | |
| | 1. Relationship with the State management agencies and shareholders 2. Relationship with the Board of Directors: a) The Board of Directors shall ensure the information providing system for the Board of Directors in accordance with the provisions of this Regulation, the Charter of the Bank, resolutions on internal management of the Bank and other relevant provisions. b) The Board of Directors shall ensure that the Chief of the Supervisory Board is entitled to attend the regular or ad hoc meetings of the Board of Directors. c) The Supervisory Board shall supervise, internally audit and submit the results of the supervision and internal auditing in accordance with the provisions. When receiving the results of the supervisory Board, the Board of Directors shall consider them to come to conclusions. The Supervisory Board shall monitor the procedures | To amendment and supplement the clause 1.c, 1.d, 3.a, 3.e, 4.c; To add 01 new subclause of clause 3 Article 21 and renew the order number of the clauses accordingly 1. Relationship with the State management agencies and shareholders: 2. Relationship with the Board of Directors: a) The Board of Directors shall ensure the information providing system for the Board of Directors in accordance with the provisions of this Regulation, the Charter of the Bank, regulation on internal management of the Bank and other relevant provisions. b) The Board of Directors shall ensure that the Chief of the Supervisory Board is entitled to attend the regular or ad hoc meetings of the Board of Directors. c) The Board of Directors coordinates with the Supervisory Board, Internal audit department while performing internal audit on supervision of senior managers to the Board of Directors. d) The Supervisory Board shall supervise, | - As in accordance with the provisions of subclause a clause 2 and subclause a clause 3 Article 65 of the Circular No. 13 which request the coordination of Board of Directors/Executive Board and Internal Audit Team when condcut internal audit on supervision of senior managers with Board of Directors/General Director. As this is Supervisory Board Regulation and accordingly to Article 44.1, 45.3 of Law on Credit Institutions, SB conduct the Internal Audit and Internal Audit should be a part of SB to in charge of credit institution internal audit. Accordingly, the |

| NIO | CURRENT DECLIL APPONG | DDODOGED AMENDMENTEG | DACIC/DEACON |
|-----|---|--|---|
| NO | CURRENT REGULATIONS | PROPOSED AMENDMENTS | BASIS/REASON |
| | (QĐ 776/QĐ-VCB-BKS) | (Draft Regulations of the Supervisory Board) | |
| | of making decisions of the Board of Directors. d) The Supervisory Board shall appraise the reports that the Board of Directors submit to the General Meeting of Shareholders at the regular meeting in accordance with the provisions of the Charter of the Bank. The Board of Directors shall ensure the Supervisory Board has sufficient information and time to appraise such reports. e) The Supervisory Board shall consult with the Board of Directors on the issues stated in the report of the Board of Directors before sending them to the General Meeting of Shareholders. 3. Relationship with the Executive Board and the Managers: a) Executive Board shall ensure the information providing system for the Supervisory Board in accordance with the provisions of this Regulation, Charter of the Bank, regulations on internal management of the bank and other relevant provisions. b) Where deeming necessary, the Executive Board and Managers of the Bank shall invite the Chief of the Supervisory Board or members | internally audit and submit the results of the supervision and internal auditing in accordance with the provisions. When receiving the results of the supervisions, auditing and recommendations and proposals of the Supervisory Board to the Board of Directors (if any), the Board of Directors shall consider them to come to conclusions, organizes the implementation of recommendations of the Supervisory Board and notify the Supervisory Board of the results of implementing the recommendations e) The Board of Directors shall appraise the reports that the Board of Directors submit to the General Meeting of Shareholders at the regular meeting in accordance with the provisions of the Charter of the Bank. The Board of Directors shall ensure the Supervisory Board has sufficient information and time to appraise such reports. f) The Supervisory Board shall consult with the Board of Directors on the issues stated in the report of the Supervisory Board before sending them to the General Meeting of Shareholders. 3. Relationship with the Executive Board and the Managers: a) The General Director coordinates with the | supplementation of Clause 2.c and 3.c of Arter 21, current SB Regulation (which is now Article 22) so that BOD/General Director coordinate with SB/Internal Audit and at the same time still in line with Article 65.2.a and 65.3.a (i) cuar Circular 13. To amendment and supplement subclause c clause 2 Article 21 of current SB Regulation (which is now Article 22.2.d) to be in accordance with the provisions of subclause b clause 2 Article 65 of the Circular No. 13 To add subclause b clause 3 Article 21 (which is now Article 22) as in accordance with the provisions of subclause a (ii) clause 3 Article 65 of the Circular No. 13 |

| NO | CURRENT REGULATIONS | PROPOSED AMENDMENTS | BASIS/REASON |
|----|--|--|---|
| | (QĐ 776/QĐ-VCB-BKS) | (Draft Regulations of the Supervisory Board) | |
| | of the Supervisory Board to attend the meeting of the Executive Board or other meetings. c) The Executive Board and Executives of the Bank shall conduct periodical reports in accordance with the provisions of the Charter of the Bank, this Regulation, regulations on internal management of the Bank and other relevant provisions. In addition to the information of the periodical reports, the Executive Board and Managers of the Bank | Supervisory Board, Internal audit department while performing internal audit on supervision of senior managers to the General Director. b) The General Director commands the risk management department and related departments to provide full information on risks to the Supervisory Board/Internal Audit to serve the internal audit planning. c) Executive Board shall ensure the information | - Edit the order of the article accordingly - To amend Article 21.3.e of current SB Regulation (which is now Article 22.3.g) to be in accordance with Article 65.3.a (iii) of Circular 13 To amend and supplement subclause a |
| | shall conduct the direct report or provide information and documents related to the operation of the Bank at the request of the Chief of the Supervisory Board. | providing system for the Supervisory Board in accordance with the provisions of this Regulation, Charter of the Bank, regulations on internal management of the bank and other relevant provisions. | supplement subclause c clause 4 Article 21 of current SB Regulation (which is now Article 22) as to unify the use of |
| | d) In case of detecting risks which may seriously affect the goodwill or business operation of the Bank, the Executive Board and Managers of the Bank should immediately report to the Chief of the Supervisory Board. | d) Where deeming necessary, the Executive Board and Managers of the Bank shall invite the Chief of the Supervisory Board or members of the Supervisory Board to attend the meeting of the Executive Board or other meetings. | words with internal documents of VCB. |
| | e) Supervisory Board shall conduct the inspection, supervision and internal audit and report on the results of the inspection, supervision and internal audit in accordance with the provisions. The Executive Board shall notify the Supervisory Board of their directives and opinions on the issues which the | e) The Executive Board and Managers of the Bank shall conduct periodical reports in accordance with the provisions of the Charter of the Bank, this Regulation, regulations on internal management of the Bank and other relevant provisions. In addition to the information of the | |

| NO | CURRENT REGULATIONS (QĐ 776/QĐ-VCB-BKS) | PROPOSED AMENDMENTS (Draft Regulations of the Supervisory Board) | BASIS/REASON |
|----|---|---|--------------|
| | Supervisory Board has the report and proposal to the Supervisory Board to monitor. f) The Executive Board shall facilitate the members of the Supervisory Board to attend the professional training courses and domestic and overseas practical surveys in order to gain experiences and improve the knowledge of management of the Bank. 4. Relationship with the units in the Bank system: c) The units (offices and departments of the Head Office of the Bank, member units of the Bank) shall conduct the coordinatoin mechanism with the Supervisory Board in accordance with the internal regulations of the Bank. | periodical reports, the Executive Board and Managers of the Bank shall conduct the direct report or provide information and documents related to the operation of the Bank at the request of the Chief of the Supervisory Board. f) In case of detecting risks which may seriously affect the goodwill or business operation of the Bank, the Executive Board and Managers of the Bank should immediately report to the Chief of the Supervisory Board. g) Supervisory Board shall conduct the inspection, supervision and internal audit and report on the results of the inspection, supervision and internal audit in accordance with the provisions. The General Director receives internal reports on internal audit, organizes the implementation of recommendations of the Supervisory Board to the General Director in the report of internal audit results (if any) and notify the Supervisory Board of the results of implementing the recommendations h) The Executive Board shall faciliate the members of the Supervisory Board to attend the professional training courses and domestic and overseas practical surveys in order to gain experiences and improve the knowledge of | |

| NO | CURRENT REGULATIONS | PROPOSED AMENDMENTS | BASIS/REASON |
|----|--|---|--|
| | (QĐ 776/QĐ-VCB-BKS) | (Draft Regulations of the Supervisory Board) | |
| | | management of the Bank. 4. Relationship with the units in the Bank system: c) The units (offices, departments, centers of the Head Office of the Bank, member units of the Bank) shall conduct the coordination mechanism with the Supervisory Board in accordance with the internal regulations of the Bank | |
| 7 | Article 23. Rewards and discipline | Article 24. Rewards and discipline | |
| | Members of the Supervisory Board shall be rewarded or disciplined in accordance with the Regulations on the reward and discipline of the Bank. Annually, the Chief of the Supervisory Board shall conduct the inspection on the performance of the members of the Supervisory Board and propose the form of reward and discipline so that the Board of Directors can summarize and submit to the General Meeting of Shareholders for consideration and decision. The Chief of the Supervisory Board shall evaluate the performace of the officers of the Supervisory Board in accordance with the provisions of the Bank and propose the form of | To amendment and supplement clause 3 Article 23 as follows: 1. Members of the Supervisory Board shall be rewarded or disciplined in accordance with the Regulations on the reward and discipline of the Bank. 2. Annually, the Chief of the Supervisory Board shall conduct the inspection on the performance of the members of the Supervisory Board and propose the form of reward and discipline so that the Board of Directors can summarize and submit to the General Meeting of Shareholders for consideration and decision. 3. The Supervisory Board shall evaluate the performace of the officers of the Supervisory Board | - As in accordance with the provisions of clause 9 Article 1 of the Law no. 17/2017/QH14 amendments and supplements the Law on Credit Institutions and clause 14 Article 62 of the Charter of VCB (SB appoint, dimiss, discipline, suspend, decide on salary level & other benefit for different titles in Internal Audit unit). |

| NO | CURRENT REGULATIONS (QĐ 776/QĐ-VCB-BKS) | PROPOSED AMENDMENTS (Draft Regulations of the Supervisory Board) | BASIS/REASON |
|----|---|---|--|
| | reward and discipline and submit to the Board of Directors for consideration and decision. | to serve as a basis for reward and discipline in accordance with the provisions of the Bank. | |
| 8 | Article 24. Amendments and supplements to the Regulation | Article 25. Amendments and supplements to the Regulation | |
| | All amendments and supplements to this Regulation shall be proposed and submitted by the Supervisory Board to the General Meeting of Shareholders of for adoption. | Amend Article 24 as follows: Amendments, supplements or replacements to this Regulation shall be proposed and submitted by the Supervisory Board to the General Meeting of Shareholders of for adoption. | To be consistent, completed. |
| 9 | Article 25. Organization of implementation | Article 26. Organization of implementation | |
| | Members of the Board of Directors, members of Executive Board, members of the Supervisory Board, Group Directors, Chief Accountant, Directors of Center/Departments at Head Office, Directors of Branches, Directors of Representative office and Directors of whollyowned subsidiaries JSC Bank For Foreign Trade of Vietnam shall be liable for executing this Resolution | Add the italic phrase as follows: Members of the Board of Directors, members of Executive Board, members of the Supervisory Board, Group Directors, Chief Accountant, Directors of Center/Departments at Head Office, Directors of Branches, Directors of Representative office and <i>General Directors</i> /Directors of whollyowned subsidiaries JSC Bank For Foreign Trade of Vietnam shall be liable for executing this Resolution. | To reflect full subjects for implementation. |