

Table 3 – Review, recommend the revision and supplementation of Regulation on Internal Governance

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

No.	Article	VCB current regulations	Recommendation for revision, supplementation	Reason/ Basis
1.	Article 7	<p>Article 7. Convening the General Meeting of Shareholders and preparing the list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>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. <u>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.</u> 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.</p> <p>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 <u>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.</u> The Annual General Meeting of Shareholders must not be convened by</p>	<p>Revise Article 7 of the Regulation as follows:</p> <p>Convening the General Meeting of Shareholders and preparing the list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>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 <u>10 (ten) days prior to the date on which the Bank sends the Invitation Notice of the General Meeting of Shareholders</u> and must complete <u>at least 31 (thirty one) days</u> 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.</p> <p>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 <u>upon the decision of the</u></p>	<p>In accordance with item 1 Article 141, item 1 Article 143 of Law on Enterprises 2020.</p>

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		the method of collecting shareholders' written opinions.	<u>Board of Directors</u> . The Annual General Meeting of Shareholders must not be convened by the method of collecting shareholders' written opinions.	
2.	Article 8	<p>Article 8. Notice of invitation to the General Meeting of Shareholders</p> <p>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 <u>at least 10 (ten) days before the opening date of the General Meeting of Shareholders</u> (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...</p>	<p>Revise, supplement Article 8 of the Regulation as follows:</p> <p>Article 8. Notice of invitation to the General Meeting of Shareholders</p> <p>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 <u>at least 21 (twenty one) days before the opening date of the General Meeting of Shareholders</u> (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...</p>	In accordance with item 1 Article 143 of Law on Enterprises 2020.
3.	Article 22	<p>Article 22. Dimissal, removal of members of the Board of Directors</p> <p>1. A member of the Board of Directors shall be removed or dismissed in the following cases:</p> <p>a) He/she has a restricted civil capacity.</p> <p>b) He/she fails to participate in the activities of</p>	<p>Revise, supplement Article 22 of the Regulation as follows:</p> <p>Article 22. Dimissal, removal of members of the Board of Directors</p> <p>1. A member of the Board of Directors shall be removed or dismissed in the following</p>	In accordance with Article 160 of Law on Enterprises 2020.

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		<p>the Board of Directors for 06 (six) consecutive months, except in case of force majeure;</p> <p>c) He/she tenders his/her resignation (with reasons of resignation in details) to the Board of Directors of the Bank;</p> <p>d) He/she fails to satisfy the requirements on independence in respect of an independent member of the Board of Directors.</p> <p>e) In accordance with the decision of the General Meeting of Shareholders.</p> <p>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;</p> <p>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;</p> <p>h) He/she provides wrong personal information to the Bank as a candidate for the Board of Directors;</p> <p>i) Other cases as provided for by the Bank's Charter and provisions of applicable laws.</p> <p>2. Members of the Board of Directors may be dismissed in accordance with resolutions of the General Meeting of Shareholders.</p>	<p>cases:</p> <p>a) He/she has a restricted civil capacity; fails to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in case of force majeure;</p> <p>b) He/she tenders his/her resignation (with reasons of resignation in details) to the Board of Directors of the Bank <u>and such resignation is approved;</u></p> <p>c) He/she fails to satisfy the requirements on independence in respect of an independent member of the Board of Directors;</p> <p>d) In accordance with the decision of the General Meeting of Shareholders;</p> <p>e) 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;</p> <p>f) 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;</p> <p>g) He/she provides wrong personal information to the Bank as a candidate for the Board of Directors;</p> <p>h) Other cases as provided for by the Bank's</p>	

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			<p>Charter and provisions of applicable laws.</p> <p>2. Members of the Board of Directors may be dismissed under the following cases:</p> <p>a) <i>He/she fails to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in case of force majeure;</i></p> <p>b) In accordance with resolutions of the General Meeting of Shareholders.</p>	
4.	Article 28	<p>Điều 28. Automatically losing status, dismissal, removal of members of the Supervisory Board</p> <p>2. A member of the Supervisory Board shall be removed in one of the following cases:</p> <p>a) He/she has a restricted civil capacity.</p> <p>b) He/she fails to exercise his/her rights and responsibilities for 06 (six) consecutive months, except in case of force majeure;</p> <p>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;</p> <p>d) In accordance with the decision of the General Meeting of Shareholders;</p> <p>e) Other cases as provided for in the Bank's Charter and the provisions of law.</p> <p>3. A member of the Supervisory Board shall be dismissed in one of the following cases:</p>	<p>Revise, supplement Item 2 and Item 3 Article 28 of the Regulation as follows:</p> <p>Điều 28. Automatically losing status, dismissal, removal of members of the Supervisory Board</p> <p>2. A member of the Supervisory Board shall be removed in one of the following cases:</p> <p>a) He/she has a restricted civil capacity;</p> <p>He/she fails to exercise his/her rights and responsibilities for 06 (six) consecutive months, except in case of force majeure;</p> <p>b) He/she tenders his/her resignation (with reasons of resignation in details) to the Board of Directors and the Supervisory Board of the Bank <u>and such resignation is approved.</u></p> <p>c) In accordance with the decision of the General Meeting of Shareholders;</p> <p>d) Other cases as provided for in the Bank's Charter and the provisions of law.</p>	<p>In accordance with Article 174 of Law on Enterprises 2020</p>

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		<p>a) He/she fails to fulfill the assigned tasks, jobs;</p> <p>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;</p> <p>c) In accordance with the decision of the General Meeting of Shareholders...</p>	<p>3. A member of the Supervisory Board shall be dismissed in one of the following cases:</p> <p>a) He/she fails to fulfill the assigned tasks, jobs;</p> <p>b) <u>He/she fails to exercise his/her rights and responsibilities for 06 (six) consecutive months, except in case of force majeure</u></p> <p>c) 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;</p> <p>d) In accordance with the decision of the General Meeting of Shareholders.</p> <p>...</p>	
