

**APPENDIX 2. THE AMENDMENTS OF THE REGULATIONS ON THE ORGANIZATION AND OPERATION
OF THE BOARD OF DIRECTORS**

(Attached to BOD's Proposal to AGM on amendment, supplementation on VCB's Charter and Management Regulation)

No	Article	CURRENT REGULATION	PROPOSED AMENDMENT	BASIS/REASON
1.	Article 2 Clause 2	Head of Division, Chief Accountant, Directors of Centers/Units, Directors of Departments of the Head office, Directors of branches, Chief Representatives of Representative offices and Chairman of the Members' Councils, Directors of Subsidiaries having 100% contributed capital of the JSC Bank for Foreign Trade of Vietnam.	Head of Division, Chief Accountant, Directors of Centers/Units, Directors of Departments of the Head office, Directors of branches, Chief Representatives of Representative offices, Director of non-business units and Chairman of the Members' Councils, Directors of Subsidiaries having 100% contributed capital of the JSC Bank for Foreign Trade of Vietnam.	To add the object "Director of non-business units" in accordance with the Charter of the Bank.
2.	Article 5	Article 5. The Board of Directors The BOD is the <u>governing</u> body of the Bank, which has the full power on behalf of the Bank to decide, executes the rights and obligations of the Bank, except for the issues under the authority of the General Meeting of Shareholders.	Article 5. The Board of Directors The BOD is the <u>managing</u> body of the Bank, which has the full power on behalf of the Bank to decide, executes the rights and obligations of the Bank, except for the issues under the authority of the General Meeting of Shareholders.	Amend in accordance with Clause 1 Article 43 Charter of VCB and Clause 1 Article 153 of the 2020 Law on Enterprises.
3.	Article 6 Clause 1	The BOD shall have at least 05 (five) members and at most 11 (eleven) members and among them must be at least 01 (one) independent member. The specific number of members of the BOD for each term of	The BOD shall have at least 05 (five) members and at most 11 (eleven) members and among them must be at least 01 (one) independent member. The specific number of members of the BOD for each term of office shall be	Amend in accordance with the change in legal representative of VCB from Chairman of BOD to General Director at Charter of VCB.

No	Article	CURRENT REGULATION	PROPOSED AMENDMENT	BASIS/REASON
		<p>office shall be decided by the General Meeting of Shareholders. The BOD must have at least 1/2 (half) of its members who are independent, and are non-executive officers.</p> <p>The Chairman of the BOD is elected from the members of the BOD on the majority vote principle. The Chairman of the BOD is the legal representative of the Bank.</p>	<p>decided by the General Meeting of Shareholders. The BOD must have at least 1/2 (half) of its members who are independent, and are non-executive officers.</p> <p>The Chairman of the BOD is elected from the members of the BOD on the majority vote principle. In case the title of the Chairman is vacated, the General Director if the Bank's legal representative during that period.</p>	
4.	Article 7	<p>Article 7. Term of the Board of Directors</p> <p>The term of the BOD <u>shall not exceed</u> 05 (five) years. The term of office of a member of the BOD shall follow the term of the BOD. BOD members shall be elected or <u>re-elected</u> without restriction on the number of term of office. The term of office of such new members shall be the remaining period of the term of office of the BOD. The BOD of the recently ended term shall continue to operate until the BOD of the new term to take office.</p>	<p>Article 7. Term of the Board of Directors</p> <p>The term of the BOD <u>is</u> 05 (five) years. The term of office of a member of the BOD shall follow the term of the BOD. BOD members shall be elected <u>or—re-elected</u> without restriction on the number of term of office. The term of office of such new members shall be the remaining period of the term of office of the BOD. The BOD of the recently ended term shall continue to operate until the BOD of the new term to take office.</p>	Amend in accordance with Clause 4 Article 154 of the 2020 Law on Enterprises with Clause 4 Article 43 Charter of VCB.
5.	Article 8 Clause 1 Point b.viii	(viii) Reorganization, dissolution or request for bankruptcy of the Bank;	(viii) Reorganization, dissolution or request for the court to proceed the bankruptcy of the Bank;	Amend in accordance with regulation in point r clause 2 Article 59 Law on Credit

No	Article	CURRENT REGULATION	PROPOSED AMENDMENT	BASIS/REASON
				Institutions and point o Article 32 Charter of VCB (amended).
6.	Article 8 Clause 1 Point f	f) To make decision on loans, guarantees, except for transactions falling within the decision-making authority of the General Meeting of Shareholders, in accordance with the Law;	f) To make decision on loans, guarantees, except for transactions falling within the decision-making authority of the General Meeting of Shareholders, in accordance with the Law and the regulation of VCB;	To amend, supplement Article 8.1.f in order to have a basis for performing the tasks of deciding credit amounts under the authority of the Board of Directors in accordance with internal regulations of VCB.
7.	Article 8 Clause 1 Point k	k) To make decision on the opening of branches, representative offices, business units at the proposal of the General Director or when the BOD finds it needed.	k) To make decision on the opening of branches, representative offices, business units at the proposal of the General Director or when the BOD finds it needed.	Amend in accordance with the amendment in point k clause 1 Article 44 Charter of VCB.
8.	Article 8 Clause 1 Point n	n) Appointment, dismissal, entry into contract, termination of contract, rewards, discipline, suspension and determination of salary and other benefits of the General Director and the Deputy General Director of the Bank.	n) Appointment, dismissal, entry into contract, termination of contract, rewards, discipline, suspension and determination of salary and other benefits of the General Director, the Deputy General Director and the Group Heads of the Bank.	<ul style="list-style-type: none"> - Amend in accordance with Clause 8.1.(n) in obedience to Article 44.1.n amended Charter of VCB. - In accordance with point i clause 2 Article 153 Law on Enterprises regulated BOD sign contracts, terminate contracts with the Director or General Director and other important managers as provided for in the company's

No	Article	CURRENT REGULATION	PROPOSED AMENDMENT	BASIS/REASON
				charter
9.	Article 8 Clause 1 Point o	o) Appointment, dismissal, rewards, discipline, suspension and determination of salary and other benefits of the Head of Division, Deputy Head of Division, Chief Accountant, Secretaries of the Bank, Directors of Branches, Directors of Subsidiaries , Chief Representatives of the Representative offices, Directors of business units, Directors of Centers at the Head Office of the Bank and other management officers under the jurisdiction of the Board of Directors as per internal regulations issued by the Board of Directors.	o) Appointment, dismissal, rewards, discipline, suspension and determination of salary and other benefits of the Group Heads , Deputy Head of Division, Chief Accountant, Secretaries of the Bank, Directors of Branches, Directors of Subsidiaries , Chief Representatives of the Representative offices, Directors of business units, Directors of Centers at the Head Office of the Bank and other management officers under the jurisdiction of the Board of Directors as per internal regulations issued by the Board of Directors except the position under authorization of General Meeting of Shareholders.	Amend in accordance with Article 8.1.(o) in obedience to amendment in Article 44.1.(o) amended Charter of VCB.
10.	Article 8 Clause 1 Point s	s. To supervise and direct the General Director and other Executive officers in managing following business activities: (i) Managing daily business activities of the Bank and implementing the decisions of the General Meeting of Shareholders and the BOD; (ii) Internal control, risk management,	s. To inspect , supervise and direct the General Director and other Executive officers Managers in managing following business activities: (i) Managing daily business activities of the Bank and implementing the decisions of the General Meeting of Shareholders and the BOD; (ii) Internal control, risk management, internal	- Amend in accordance with the amendment in Article 44.1.(s) amended Charter of VCB. - Amend in accordance with Article 63.11 Law on Credit Institutions and Article 153.2.k Law on Enterprises. - Article 280.8 Decree No

No	Article	CURRENT REGULATION	PROPOSED AMENDMENT	BASIS/REASON
		internal assessment of capital adequacy in accordance with relevant laws and internal regulations of the Bank.	assessment of capital adequacy in accordance with relevant laws and internal regulations of the Bank. Managing daily business activities, internal control, risk management, internal assessment of capital adequacy in accordance with relevant laws and internal regulations of the Bank. Implement annual assessment on General Director performance	155/2020/NĐ-CP, Article 27.2.k Appendix 1 – Model charter applicable to public companies attached to Circular No 116/2020/TT-BTC.
11.	Article 8 Clause 1 Point t	t. To report to the General Meeting of Shareholders on the supervision of the General Director and other Executive officers during the fiscal year.	t. To report to the General Meeting of Shareholders on the supervision of the General Director and other Executive officers Managers during the fiscal year.	Amend in accordance with Article 8.1.s above.
12.	Article 8 Clause 1	Not regulated	v) To decide on asset liquidation and compensation levels in accordance with the law, the Bank's Charter and the Bank's regulations from time to time;	Amend in accordance with Clause 1 Article 44 The Charter stipulates the duties and powers of the Board of Directors
13.	Article 8 Clause 1	Not regulated	x) To decide on the transfer of capital and assets between branches or between subsidiaries in which the Bank owns 100% of the charter capital;	Supplement to be consistent with Clause 1, Article 44 of the Charter providing for the duties and powers of the Board of Directors.
14.	Article 8 Clause 1	v. To issue documents in an appropriate form to assign the General Director to exercise the rights and duties of the BOD	v. To issue documents in an appropriate form to assign the General Director to exercise the rights and duties of the BOD in accordance	Remove for the consistent with the amendments to Clause 1, Article 44 of the Charter providing for the

No	Article	CURRENT REGULATION	PROPOSED AMENDMENT	BASIS/REASON
	Point v	in accordance with the provisions of the Charter of the Bank, when necessary.	with the provisions of the Charter of the Bank, when necessary.	duties and powers of the Board of Directors.
15.	Article 33 Clause 2	Article 33. Relations with the Board of Management 2. The BOD decides on the structure of the Board of Management, approves the General Director proposal on the assignment of duties to the Deputy General Director so that the General Director shall sign the assignment on the basis of conformity with the provisions of Law, the Charter and internal regulations of the Bank.	Article 33. Relations with the Board of Management 2. The BOD decides on the structure of the Board of Management, approves the General Director proposal on the assignment of duties to the Deputy General Director so that the General Director shall sign the assignment on the basis of conformity with the provisions of Law, the Charter and internal regulations of the Bank.	Amendment in accordance with Article 57 of the amended VCB Charter