

**DỰ THẢO**

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

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*(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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**REGULATION ON INTERNAL GOVERNANCE  
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*(Promulgated together with the Decision No. .../QĐ-HĐQT-VCB dated.....2019  
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. Not being a related person of any Bank Management officers;

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

6. 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. Risk Management Committee & Human Resource Committee must ensure half of voting members are non executive member. 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 according to the Law and the bank internal regulation.

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 the Law and the bank internal regulation. 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.

4. The Board of Directors co-ordinates with the Supervisory Board and the internal audit department when internal audit is conducted on the supervision of senior managers to the Board of Directors; implementing the recommendations of the Supervisory Board in reporting internal audit results (if any) to the Board of Directors and notifying the Supervisory Board on the results of implementing the recommendations.

### **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 according to the Law and the bank internal regulation.

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 General Director coordinates with Supervisory Board, the internal audit department when internal audit is conducted on the supervision of senior managers to the General Director; receive internal reports on internal audit, organize the implementation of recommendations of the Supervisory Board to the General Director in the report of internal audit results (if any) and report to the Board of Supervisory results of recommendation implementation.

7. 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 reqards, 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 conducted 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**

