

**JSC BANK FOR FOREIGN
TRADE OF VIETNAM**

Address: 198 Tran Quang Khai St., Hanoi
Business Registration No. : 0100112437
13th revision dated January 16th 2019

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Hanoi, June 26th, 2020

DRAFT

REGULATION
**ON ELECTION OF MEMBERS OF THE SUPERVISORY BOARD OF JOINT STOCK
COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM**

Pursuant to:

The Law on Credit Institutions dated 16/06/2010 and the amended and supplemented Law on Credit Institutions dated 20/11/2017.

The Law on Enterprise dated 26/11/2014;

Decree No.71/2017/ND-CP dated 06/06/2017 by the Government about guidelines on corporate governance of public companies;

Circular No.22/2018/TT-NHNN dated 05/09/2018 by the State Bank of Vietnam on procedures, documents to approve tentative personnel of commercial banks, non-bank credit institutions and branches of foreign banks;

Charter on organization and operation of the JSC Bank for Foreign Trade of Vietnam which has been approved by 2019 Annual General Shareholders Meeting by Resolution No.12/TN2019/NQ-ĐHĐCĐ dated 26/04/2019;

Regulation on Internal Corporate Governance of the JSC Bank for Foreign Trade of Vietnam which has been issued in attachment with Decision No. 656/QĐ-VCB-HĐQT dated 26/04/2019 by the Board of Directors;

VCB AGM 2020 implement the additional election of Supervisory Board as follow:

I. Elect additional member of the Supervisory Board members for term 2018 - 2023
1. Number of members of the Supervisory Board to be additionally elected:

The number of Vietcombank's Supervisory Board members to be additionally elected for the term of 2018-2023: **01 (one) member.**

2. The office term of member of the Supervisory Board to be additionally elected:

The office term of member of the Supervisory Board shall be the remaining of the term 2018-2023.

3. Criteria and conditions to become a member of the Supervisory Board:

3.1 The following persons shall not be the Supervisory Board members¹:

- a) Minors and those whose capacity for civil acts is restricted or lost;
- b) Those who are currently examined for penal liability or serving criminal sentences or decisions of the court;
- c) Those who were convicted of serious or more serious crimes;
- d) Those who were convicted of crimes of infringement upon ownership whose criminal records have not been written off;
- e) Cadres, civil servants, managers of division or higher level of enterprises in which the State holds 50% or more of the charter capital, except those appointed to represent the State's capital share in Vietcombank;
- f) Officers, non-commissioned officers, professional servicemen and defense workers of agencies and units under the Vietnam People's Army; officers, professional noncommissioned officers of agencies and units under the Vietnam People's Police, except those appointed to represent the State's capital share in Vietcombank;
- g) Those who are banned from acting as managers and executives under the laws on cadres and civil servants and on Corruption Prevention;
- h) Those who used to be owners of private enterprises, partners of partnerships, General Directors (Directors), members of Board of Directors, Members' Councils and Supervisory Board of enterprises, chairmen and members of cooperative management board at the time enterprises or cooperatives are declared bankrupt, except cases of bankruptcy in force majeure circumstances;
- i) Those who used to be representatives-at-law of enterprises at the time these enterprises are suspended from operation or compelled to dissolve due to their serious violations of law, except cases in which the representatives-at-law are recommended by competent state agencies to reorganize and consolidate those enterprises;
- j) Those who were once suspended from holding the title of chairman of the Board of Directors, member of the Board of Directors, Head of the Supervisory Board, member of the Supervisory Board, General Director of Vietcombank under Article 37 of the Law on Credit Institutions 2010 or being determined by competent authority that such person has committed the offense, resulting in to the credit institution's license being revoked.
- k) Affiliated persons of members of the Board of Directors or General Director of Vietcombank shall not be members of the Supervisory Board;

¹ Article 33 of the Law on Credit Institutions 2010 (Law on amendments of Law on Credit Institutions 2017)

l) Those who are liable under the Inspection's conclusion that lead to sanctionary administrative fine of credit institutions and foreign bank's branch in the monetary market and banking sector with the highest fine for action of violating the regulations on certificate, governance, management, share, stock, capital contribution, share purchase, credit granting, corporate bond purchase, safety ratio as prescribed by legal regulations on penalty for administrative violation in the monetary market and banking sector.

m) Other cases defined under the laws and in the Vietcombank's Charter.

3.2 Cases banned from concurrently being as members of the Supervisory Board²:

A member of the Supervisory Board may not concurrently be:

- a) Member of the Board of Directors or of Members' Council, executive or employee of Vietcombank or its subsidiary, or employee of an enterprise whose member of the Board of Directors, executive or major shareholder is a member of the Board of Directors or the General Director of Vietcombank;
- b) Member of the Board of Directors or of Members' Council or executive of an enterprise whose Supervisory Board's member is currently a member of the Board of Directors or executive of Vietcombank.
- c) Head of the Supervisory Board may not concurrently be member of the Supervisory Board or executive of other credit institution.

3.3 Criteria and conditions for members of the Supervisory Board³:

The Supervisory Board member shall have to satisfy all the following criteria and conditions:

- a) Being 21 years of age or more, having full capacity for civil acts and not belonging to the category of persons stated at section 3.1, 3.2 above;
- b) Being healthy, possessing professional code of ethics;
- c) Having a university degree or higher specialized in economics, law or domains that he/she is responsible for; having at least three (3) years working in the field of banking, finance, accounting or auditing;
- d) Not being a related person of a executive of Vietcombank;
- e) The full-time member of the Supervisory Board must reside in Vietnam during his or her term of office;
- f) Other cases defined under the laws.

² Article 34 of the Law on Credit Institution 2010 as amended & supplemented in 2017 and Article 67 of VCB Charter.

³ Article 50 of the Law on Credit Institution, as amended in 2017 and Article 67 of Vietcombank's Charter

3.4 A person nominated to serve as member of Vietcombank's Supervisory Board: must receive with written approval from the State Bank of Vietnam and fully meet the criteria and conditions under the provision of law and the charter on organization and operation of Vietcombank during his/her office term.

II. Dossiers of nomination of candidate for the Supervisory Board:

1. Shareholder or group of shareholders that are qualified for nominating and have desires to nominate a member of the Supervisory Board must submit dossiers to Vietcombank, including the following documents:
 - a) Notice on nomination of candidate must be sent to Vietcombank's Board of Directors (03 copies);
 - b) Curriculum vitae of the candidate (03 copies);
 - c) Judicial record card of the candidate (03 copies);
 - d) For candidates whose nationality is not Vietnamese, the judicial record card (or equivalent document) must be issued by a competent agency of the country where the foreigner resides before coming to Vietnam. For a foreigner who has resided in Vietnam for at least full 6 months, his/her judicial record card issued by Vietnam Justice Department of the locality where he/she resides is required;
 - e) Certified copies of degrees and documents showing qualifications of the candidate in accordance with the provisions (03 copies per document);
 - f) Report on the candidate's related interests under the provisions of Article 39 of the Law on Credit institutions 2010 and Article and Article 159 of the Law on Enterprise 2014 (03 copies);
 - g) Statement of related person of candidates under the provisions of Item 28, Article 4 of the the Law on Credit institutions 2010 (03 copies).

Note: Forms are provided at Vietcombank webpage:

<http://www.vietcombank.com.vn/Investors/Information.aspx>

2. Every document is to be written in Vietnamese. Documents created in foreign countries are to be consularly legalized and translated into Vietnamese. Copies in Vietnamese and Vietnamese translated versions of foreign documents are to be certified by relevant authority in accordance with the Law.

III. Location and time for submission of dossiers nominating candidate for the Supervisory Board:

1. Location and time for submission of dossiers nominating candidate for the Supervisory Board under the provisions of Clause II of this regulation must be sent directly or by post (with guarantee) to the following address:

Joint Stock Commercial Bank for Foreign Trade of Vietnam (Vietcombank)
Strategic Planning and Board of Directors Secretariat
18th floor, Vietcombank Tower, 198 Tran Quang Khai Street, Hoan Kiem District, Hanoi;
Tel: 024 39343137 (ext: 1822, 1507, 1509, 1530)

2. Deadline for submission: No later than 17h00, Tuesday 23/06/2020. Submissions received after such time will be considered inappropriate.

IV. Principles of the voting in election of the Supervisory Board:

1. The election voting shall be implemented according to the method of cumulative voting. Accordingly, each shareholder has total number of votes corresponding to the total owned shares multiplied by the number of elected members of Board of Directors. Shareholders has the right to cumulate all votes for one candidate or divide his/her votes for one or more candidates;
2. The candidates are elected according to the number of votes, ranking from high to low until enough members are chosen for the Supervisory Board and has to accumulate more than 51% of all voting shares out of all attending shareholders. In case where two or more candidates reach the same number of votes for the last member of Supervisory Board , they shall be re-elected;
3. Shareholders write the number of votes they give to a candidate on the “Number of votes’ column;
4. If shareholders do not vote for one or more candidates, leave the “Number of votes” column blank or cross it.
5. The total number of votes given by one shareholder must not exceed the total number of votes he/she is allowed to give (number of shares x number of electees);
6. Names of candidates are already printed on the voting slip.

V. Announcement of election result:

1. Based on the vote counting record, the Counting committee will announce the result of election of the members of the Supervisory Board at the Meeting;
2. The outcome of the election will be recorded in the Meeting’s Resolution.

VI. Effectiveness:

This regulation will be immediately effective after it is ratified and approved 2020 AGM. It is only applicable for the election of members of the Supervisory Board in the term of 2018-2023./.

**ON BEHALF OF THE GENERAL
SHAREHOLDERS MEETING
CHAIRPERSON**