

**THE JOINT STOCK COMMERCIAL BANK
FOR FOREIGN TRADE OF VIETNAM**

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Head Office: 198 Tran Quang Khai, Hanoi

Hanoi, April 23, 2021

Tax ID: 0100112437
(13th revised as of 16/01/2019)

**PROPOSAL
ON AMENDMENT, SUPPLEMENTATION TO THE CHARTER AND
SOME MANAGEMENT REGULATIONS OF JSC BANK FOR FOREIGN
TRADE OF VIETNAM**

Pursuant to:

The Law on Credit Institutions No. 47/2010/QH12 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 16th, 2010; Amended and supplemented Law on Credit Institutions No. 17/2017/QH14 dated 30/11/2017 and some instruction documents;

The Law on Enterprise No. 59/2014/QH13 promulgated by the National Assembly of the Socialist Republic of Vietnam June 17th, 2020;

Law on Securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam November 26th, 2019 and instruction documents;

Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government on detailing and guiding the implementation of a number of articles of the Law on Securities

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

Document No. 2712/NHNN-TTGSNH dated 22/04/2021 of the State Bank of Vietnam about VCB 2021 AGM content,

The Board of Directors of the Joint Stock Commercial Bank for Foreign Trade of Vietnam respectfully submits to the AGM for consideration and approval on the Amendment of Charter on Organization and Operation of the JSC Bank for Foreign Trade Vietnam (Charter), Regulation on Organization

and Operation of the Board of Directors, Regulation on Internal Governance as follows:

1. The necessity for amendment of the Charter, Regulation on Organization and Operation of the Board of Directors (BOD), Regulation on Internal Governance

2020 Law on Enterprise being in effect since 01/01/2021 has created material impacts on corporate administration and management at enterprises including: increasing the scope of shareholder right so that shareholder can protect their legal rights, supplement clauses on enterprise governance towards the best global practices, improve business management capability and performance of State enterprises, make State owned enterprises information available in public.

Therefore, to keep VCB Charter, Regulation on Organization and Operation of the Board of Directors, Regulation on Internal Governance to be up to date with new 2020 Law on Enterprise and related legal documents, such review, amendment and supplementation to Charter, Regulation on Organization and Operation of the Board of Directors, Regulation on Internal Governance are necessary.

2. Amendment and supplementation proposal:

Based on new regulations of Law on Enterprises 2020 and related legal documents, the Board of Directors have reviewed and proposed to amend, supplement the Charter, Regulation on organization and operation of BOD, Regulation on internal governance.

Detailed amendment and supplementation to the Charter, Regulation on organization and operation of BOD, Regulation on internal governance and the draft of the whole amended and supplemented documents are as attached.

The Board of Directors would like to propose to the AGM to consider approval of the following:

i. Approve the amendment, supplementation to the Charter, Regulation on organization and operation of the Board of Directors, Regulation on internal governance as stated in the attachments and whole drafts of the Charter,

Regulation on organization and operation of the Board of Directors, Regulation on internal governance:

ii. Assign the Board of Directors to carry out necessary procedures; issue the Charter, Regulation on organization and operation of the Board of Directors, Regulation on internal governance which are amended and supplemented as approved.

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nghiem Xuan Thanh