

**JSC BANK FOR FOREIGN
TRADE OF VIETNAM**
**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

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

Hanoi, April 26th, 2019

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REGULATION

ON ADDITIONAL ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF JSC BANK FOR FOREIGN TRADE OF VIETNAM

Pursuant:

- *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 2018 Annual General Shareholders Meeting by Resolution No.11/TN2018/NQ-ĐHĐCĐ dated 27/04/2018 and by 2017 Annual General Shareholders Meeting by Resolution No.10/ TN2017/NQ-ĐHĐCĐ dated 28/04/2017.*
- *Regulation on Internal Corporate Governance of the JSC Bank for Foreign Trade of Vietnam which has been issued in attachment with Decision No. 744/QĐ-VCB-HĐQT dated 27/04/2018 by the Board of Directors;*
- *Document No.2902/NHNN-TCCB dated 22/04/2019 by the State Bank of Vietnam about personnel matters at the JSC Bank for Foreign Trade of Vietnam,*

I. Additional election of the Board of Directors' members for the office term 2018-2023:

1. Number of members of the Board of Directors to be elected:

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

2. The office term of additional member of the Board of Directors:

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The office term of additional member of the Board of Directors is the remaining time of term 2018-2023.

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

3.1 *The following persons shall not be members of the Board of Directors*¹:

- 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 the credit institution;
- 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, chairman of the Members' Council, member of the Members' Council, Chief of the Supervisory Board, member of the Supervisory Board or General Director (Director) of a

¹ Article 33 of the Law on Credit Institution 2010 (Law on amendments of the Law on Credit institution for the year 2017)

credit institution under Article 37 of the Law on Credit Institutions or determined by a competent agency as having committed violations leading to the revocation of the credit institution's license;

- k) 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 sectors.
- l) Other cases defined under the laws and in Vietcombank's Charter.

3.2 Cases banned from concurrently holding different posts ²:

- a) A member of the Board of Directors may not concurrently be:
 - A member of the Supervisory Board of Vietcombank;
 - A manager of another credit institution unless this institution is a subsidiary of Vietcombank;
 - Member of the BOD at more than 05 other companies.
- b) Chairman of the BOD may not concurrently be:
 - A manager of Vietcombank, member of the BOD, manager of other credit institution unless this institution is a subsidiary of Vietcombank;
 - Chairman of the Board of Directors, member of the Board of Directors, chairman of the Members' Council, member of the Members' Council, Chairman of the Company, General Director (Director), Deputy General Director (Deputy Director) or other correspondent titles in other company.

3.3 Criteria and conditions for members of the Board of Directors:³

- a) A member of the Board of Directors must satisfy all the following criteria and conditions:
 - Being healthy, possessing professional code of ethics;
 - Having a university degree or higher;
 - Having at least three (03) working years being as a manager of a credit institution, or having at least five (05) years working as a manager of the company operating in professional banking, finance, audit or accounting

² Article 34 of the Law on Credit Institutions 2010 (Law on amendments of the Law on Credit institution for the year 2017)

³ Article 50 of the Law on Credit Institutions 2010 and Article 48 of the Charter on organization and operation of Vietcombank

division or other firms having charter capital at least equal to the legal capital for the corresponding type of credit institution or having at least five (05) years working directly in professional banking, finance, audit or accounting division.

- b) An independent member of the Board of Directors should meet all conditions stated at point a and the following requirements⁴:
- Neither currently working for the bank or its subsidiaries nor working for Vietcombank or its subsidiaries for three (03) preceding and consecutive years;
 - Not being granted salaries or regular allowances by Vietcombank except remuneration for Board of Directors members under regulations;
 - Having no spouse, parents, children, siblings and their spouse as major shareholders of Vietcombank, managers or Supervisory Board's member of Vietcombank or its subsidiaries;
 - Neither directly nor indirectly owning or representing ownership of more than 1% of the charter capital or voting share capital of Vietcombank; not owning more than 5% of the charter capital or voting share capital of Vietcombank together with his/her related people;
 - Not being a manager or a member of Supervisory Board of Vietcombank at any time in the five (05) preceding and consecutive years;

3.4 A person nominated to serve as a member of Vietcombank's Board of Directors: 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 of organization and operation of Vietcombank during his/her office term.

II. Dossiers of nominees for the Board of Directors of Vietcombank

1. Shareholder or group of shareholders that are qualified for nominating and want to nominate a member of the Board of Directors must submit dossiers to Vietcombank, including the following documents:
 - a) A nomination notice 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 cards (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

⁴ Point 2, Article 50 of the Law on Credit Institutions 2010; Point 1(i) Article 1 of the Charter on organization and operation of Vietcombank;

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- resided in Vietnam for at least 6 months, his/her judicial record card must be issued by Vietnam Justice Department of the locality where he/she resides;
- e) Certified copies of degrees and qualification documents 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 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 Law on Credit institutions 2010 (03 copies).
2. Every document is to be written in Vietnamese. Documents created in foreign countries must be consularly legalized and translated into Vietnamese. Copies of Vietnamese documents and translated 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 Board of Directors:

1. Location: Candidates' dossiers for the Board of Directors 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
19th floor, Vietcombank Tower, 198 Tran Quang Khai Street, Hoan Kiem District, Hanoi;
Tel: 024 39343137 (ext: 1530,1822,1508, 1509)
2. Deadline for submission: No later than 17h00, April 15th 2019. Submissions received after such deadline will not be considered.

IV. Principles for voting in election of the member of the Board of Directors :

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 board. A member 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 Board of Directors, they shall be reelected.
3. Shareholders write the number of votes they give to a candidate on the "Number of votes" column.

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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 minutes, the Vote Counting committee will announce the result of election of the Board of Directors’ members 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 in the 2019 Annual General Shareholders Meeting. It is only applicable for the supplementary election of members of the Board of Directors for the office term 2018 – 2023 in this Meeting.

**ON BEHALF OF THE AGM
CHAIRPERSON**