

CHARTER

VIETNAM INTERNATIONAL COMMERCIAL JOINT STOCK BANK

Charter No. 1001.GC.2022(2) stipulates the incorporation and operation of Vietnam International Commercial Joint Stock Bank (VIB) was approved by VIB General Meeting of Shareholders on 22.12.2022 and valid since being approved by the General Meeting of Shareholders.

CHAPTER 1 – GENERAL PROVISIONS

Article 1. Definitions and terms in the charter

1. The following terms in this Charter shall have the meanings set out below:
 - a) “Charter” means the Charter of VIB
 - b) “State Bank” means the State Bank of Viet Nam
 - c) “General Meeting of Shareholders” means the General Meeting of Shareholders of VIB
 - d) “The Supervisory Board” mean the Supervisory board of VIB
 - e) “Board of Director” means the Board of Director of VIB
 - f) “The legal representative” means the legal representative of VIB
 - g) “General Director” means the General Director of VIB.
 - h) “Bank Management Officers” means Director of the Board of Director, member of the Board, General Director, Deputy General Directors, Directors of Department and equal positions appointed by the Board of Director.
 - i) “Executive Officers” means General Director, Deputy General Directors, Directors of Department and equal positions appointed by the Board of Director, Chief Accounts, and Director of VIB branches.
 - j) “Shareholder register” means the Shareholder Register prepared and archived by VIB or Vietnam Securities Depository the Vietnam Securities Depository and Clearing Corporation (VSDCC) in accordance with the law.
 - k) “Charter capital” means the total par value of Shares sold of all types
 - l) “Share” means the Charter Capital of VIB as divided into equal portions
 - m) “Share Certificate” means the certificate or book entry issued by VIB certifying the ownership over one or more shares of the Bank. Current shares are registered stocks. During the operation when there is a need and according to the law, VIB will issue unnamed shares. The shares must have all the contents as prescribed by law.
 - n) “Shareholders” mean an organization or individual who owns one or some shares and registered in the Shareholder Register as a holder of share(s).
 - o) “Major shareholder” means a shareholder directly or indirectly owning 5% or more of the share capital with voting rights
 - p) “Related person” mean an organization, individual who has direct or indirect relationship with VIB in accordance with provisions of law.
 - q) “Insiders” are people who hold important positions in VIB's management and administration, including: Chairman of the Board of Directors, members of the Board of Directors, Representative, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and equivalent managerial positions appointed by the Board of Directors; Head of the Supervisory Board and members of the Supervisory Board; company secretary of VIB, person in charge of corporate governance of VIB, person authorized to disclose information of VIB.

r) "Contact address" means the registered address of the head office with the organization; permanent address or place of work or other address of an individual and that person is registered with VIB as a contact address.

s)"Stock Exchange" means the Stock Exchange of Vietnam and its subsidiaries.

2. Words, terms and concepts not defined in the Charter shall be construed in accordance with relevant legal provisions.

Article 2. Name, Form, Head-office, Branches, representative office and term of operation of the Bank

1. Name of the Bank

a) Full name in Vietnamese: Ngân hàng thương mại cổ phần Quốc tế Việt Nam.

b) Full name in English: Viet Nam International Commercial Joint Stock Bank.

c) Abbreviated name in Vietnamese: Ngân hàng Quốc tế.

d) Abbreviated name in English: Vietnam International Bank (VIB)

2. The Bank is organized in the form of a joint stock commercial bank which conducts its business in accordance with this Charter and the Law.

3. Head-office of the Bank:

a) Address: 1st floor and 2nd floor, Sailing Tower Building, No 11A Pasteur, Ben Nghe Ward, District 1, Hoc Chi Minh City, Vietnam.

b) Telephone: 028 6299 9039

c) Fax: 028 6299 9040

d) Telex: 411389 VIB HNVT

e) Swift code: VNIBVNVX

f) Email: vib@vib.com.vn

g) Website: www.vib.com.vn

4. VIB may establish its Branches, representative offices, business support units and other forms of commercial presence inside and outside the country to perform VIB's operation objectives in accordance with the Law. List of branches of VIB is attached as Annex 1.

5. Except for cases of early termination under provisions of this Charter, the term of operation of the VIB shall be 99 years from 25 Jan 1996, the date when the State Bank issued Establishment and Operation Certificate for VIB. Term of operation of the VIB can be extended in accordance with law.

Article 3. Operational objectives

1. VIB was built to become one of the most innovative and customer-oriented banks in Vietnam.

2. The general objective is to build VIB into a multi-functional, strong, reputable joint stock commercial bank with modern technology, safe risk management, stable and sustainable development.

3. VIB's mission includes:

a) For customers: to excel in providing innovative solutions to maximum satisfaction of customers' needs

b) For employees: Building an effective culture, entrepreneurial spirit and an effective working environment

c) To shareholders: bring attractive and sustainable values to Shareholders

d) For the community: make a positive contribution to the development of the community

Article 4. Organizational structure for management, administration, control and administration

1. Organizational structure for management
 - a) General Meeting of Shareholders
 - b) Board of Director
 - c) The Supervisory Board
 - d) General Director
2. Organizational structure for operation of VIB include:
 - a) Head office (Headquarter)
 - b) Branches
 - c) subsidiaries
3. Organizational structure of Head office
 - a) Board of Director
 - b) The Supervisory Board
 - c) General Director
 - d) The sectors, departments, centers under head office
 - e) Internal audit

Article 5. Account of VIB

1. VIB must open a deposit account at the State Bank and maintain on this account an average balance not lower than the required reserve.
2. VIB is allowed to open payment accounts at other credit institutions and foreign bank branches.
3. VIB is allowed to open deposit and payment accounts overseas in accordance with the law on foreign exchange

Article 6. Seal

1. VIB's seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the seal, the management and preservation of VIB 's seal.
3. The General Director decides on a seal in the form of a digital signature, including quantity, form and content of the seal, the management and preservation of VIB 's seal.
4. The General Director decides on the type, quantity, form and content of the seal, the management and preservation of the seal of the branch, transaction office or representative office.

Article 7. The legal representative

1. General Director is the legal representative of VIB
2. The legal representative for VIB to perform rights and obligations arising from VIB's transactions, represent VIB as plaintiff, defendant, person with related interests and obligations before arbitration, court judgment and other rights and obligations as provided for by law.
3. The legal representative must reside in Vietnam, in case of his absence in Vietnam, he must authorize in writing another person who is the manager or operator who is residing in Vietnam to exercise his / her rights and obligations. In this case, the legal representative is still responsible for the performance of the authorized rights and obligations. In case the time limit of authorization as prescribed in this Clause expires and the Legal Representative has not returned to Vietnam and has no other authorization, the Authorized Person will continue exercising the rights and obligations of the Representative according to the law in the scope of authorization,

until the Legal Representative returns to work at VIB or until the Board of Directors decides to appoint another person to be the Legal Representative.

4. In case the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the legal representative or is dead, missing, being in criminal prosecution, are serving prison sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education institutions, have limited or lost civil act capacity, have cognitive difficulties, controlling the behavior, being banned by the Court from holding certain posts, practicing certain professions or doing certain jobs, the Board of Directors shall appoint another person to be the legal representative.

5. Responsibilities of the legal representative:

a) Performing rights and obligations in an honest, careful and best manner to ensure the legitimate interests of VIB.

b) Be loyal to VIB's interests: do not use information, know-how, and business opportunities of enterprises, do not abuse VIB's position, position and use VIB's assets for self-interest or for the benefit of other organizations and individuals.

c) The legal representative is personally responsible for damages to VIB due to breach of obligations specified in this Article.

d) Other responsibilities as regulated by VIB and law.

Article 8. Scope of business

VIB, with the approval of the General Meeting of Shareholders, can conduct all business activities of commercial banks as specified in the License for establishment and operation of VIB issued by the State Bank and in accordance with the law as well.

Article 9. Capital mobilization

VIB mobilizes capital in accordance with the law and the State Bank of Vietnam in the following forms:

1. Receiving demand deposits, time deposits, savings deposits and other types of deposits.
2. Issuing deposit certificates, promissory notes, treasury bills, bonds and other securities certificates to raise capital.
3. Borrowing, receiving deposits from credit institutions, foreign bank branches, domestic and foreign financial institutions.
4. Borrowing capital from the State Bank in the form of refinancing.
5. Other forms of capital mobilization.

Article 10. Credit operations

VIB may provide credit facilities with or without secured assets to organizations and individuals in accordance with law and regulations of state bank in the following forms:

1. Loan
2. Discount and rediscount of negotiable instruments and other short-term valuable papers.
3. Bank guarantees
4. Issue a credit card.
5. Local factoring and international factoring.
6. Buying and selling corporate bonds in the form of credit.
7. Letter of Credit (L/C)
8. Other forms of credit.

Article 11. Providing payment facilities, services and organizing and participating in payment systems

1. Open payment accounts for customers.
2. Providing payment facilities and services.
3. Providing domestic payment services
 - (a) Providing payment means.
 - (b) Providing check, payment order, payment order, collection order, collection authorization, letter of credit, bank card, cash collection and payment services.
4. Organizing and participating in the payment systems
 - a) VIB is allowed to organize internal payment, participate in the national inter-bank payment system.
 - b) VIB is allowed to participate in the international payment system after being approved by the State Bank.

Article 12. Participating in the money market and trading, providing foreign exchange services and derivative products

1. VIB may participate in bidding, buying and selling treasury bills, negotiable instruments, government bonds, SBV treasury bills, other valuable papers and participating in other activities on the money market.
2. To trade and supply foreign exchange services in the domestic market and on the international market according to the provisions of law and the State Bank of Vietnam.
3. Trade and supply derivative products on exchange rates, interest rates, foreign exchange, currency and other financial assets in accordance with the law and the guidance of the State Bank of Vietnam.

Article 13. Capital contribution and share purchase

1. VIB contributes capital and purchases shares according to the provisions of law and the guidance of the State Bank.
2. When it is necessary to carry out the following business activities, VIB must establish or acquire subsidiaries and associates:
 - a) Securities underwriting, securities brokerage, management and distribution of securities investment fund certificates, managing securities portfolios and buying and selling stocks.
 - b) Financial leasing.
 - c) Insurance
3. VIB was established, acquired subsidiaries and associates operating in the fields of debt management and asset exploitation, remittances, foreign exchange, gold, factoring, credit card and issuance, consumer credit, payment intermediary services, credit information.
4. VIB is entitled to contribute capital and purchase shares of enterprises operating in the following fields:
 - a) Insurance, securities, remittances, foreign exchange, gold, factoring, credit card and issuance, consumer credit, payment intermediary services, credit information.
 - b) Other fields not specified in point (a) of this clause.
5. The establishment and acquisition of subsidiaries and affiliates under the provisions of Clauses 2 and 3 of this Article and the capital contribution and share purchase as prescribed in Clause 4 of this Article must be approved in advance in writing of the State Bank.
6. VIB, a subsidiary of VIB is allowed to buy and hold shares of other credit institutions with the conditions and within the limits prescribed by law and the Charter.

Article 14. Electronic banking operations

1. VIB is allowed to conduct business activities using electronic means, electronic transaction methods in accordance with the law on electronic transactions and the guidance of the State Bank of Vietnam.
2. VIB must ensure safety and confidentiality in electronic banking operations under the guidance of the State Bank of Vietnam

Article 15. Providing banking products, services and other business activities

VIB provides banking products and services to customers and other business activities in accordance with the law and the State Bank, including:

1. Entrusting, receiving trust, agent in the fields related to banking activities, insurance business, and asset management.
2. Cash management services, banking consulting, finance; management services, property preservation, rental cabinets and safes.
3. Consulting business finance, consulting on buying, selling, consolidating, merging businesses and investment consulting.
4. Debt purchase and sale
5. Buying and selling government bonds, corporate bonds.
6. Money brokerage service.
7. Securities depository, gold trading and other business related to banking activities.
8. Supplying commodity price derivative products
9. Investing in government bond futures
10. Electronic wallet
11. Lending and depositing capital with credit institutions, foreign bank branches, domestic and foreign financial institutions.
12. Real estate business

VIB is not allowed to trade in real estate, except the following cases:

- a) Buying, investing in and owning real estate to use as headquarters, working place or warehouse directly serving VIB's professional activities.
 - b) Leasing a part of the business office that has not been used up, owned by VIB
 - c) Holding between real estate due to debt settlement. Within 03 years from the date of the decision to dispose of real estate security property. VIB must sell, transfer or buy back this real estate to ensure the proportion of its investment in fixed assets and the purpose of using the fixed assets.
13. Provide clearing and settlement services for securities transactions as prescribed at Point a, Clause 4, Article 56 of the Law on Securities
 14. The bank supervises securities in aspect of legislation and law.
 15. Other products, services and business activities.

Article 16. Charter Capital, Shares, Founding Shareholders

1. VIB's charter capital is 21,076,729,450,000 (Twenty-one thousand zero hundred seventy-six billion seven hundred twenty-nine million four hundred and fifty thousand dong).

Total Charter Capital of VIB is divided into 2,107,672,945 common shares with par value of VND 10,000/share.

Charter capital is recorded in VND

2. VIB must ensure that the actual charter capital is not lower than the legal capital required for the bank in accordance with the law.
3. VIB is only allowed to use its Charter Capital and reserve fund to supplement its Charter Capital to contribute capital, purchase shares of enterprises and other credit institutions in

- accordance with the law and must not contribute capital or buy shares of enterprises, other credit institutions are shareholders.
4. The charter capital is used for the following purposes in accordance with the laws and regulations of the State Bank of Vietnam.
 5. Change of charter capital:
 - a) The change of the charter capital (increase or decrease) must be approved by the General Meeting of Shareholders and subsequently approved in writing by the State Bank before complying with the provisions of law.
 - b) The order, procedures of the change of charter capital shall comply with the provisions of law.
 - c) After changing the charter capital as approved by the State Bank of Vietnam, VIB must amend the Charter according to the new Charter Capital and send the revised Charter to the SBV, register with the competent state agency about the new charter capital, VND information disclosure time according to law provisions.
 6. VIB may increase the number of shares authorized to offer and sell those shares during its operation to increase its Charter Capital in one of the following forms:
 - a) Offering to existing shareholders
 - b) Notarized offering
 - c) Private offering of Shares
 - d) Other forms of offering and issuing Shares to existing Shareholders and other subjects in accordance with law.
 7. VIB's shares on the date of approval of this Charter include ordinary Shares. VIB can issue different types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law. Rights and obligations of common shareholders and shareholders owning preferred shares in accordance with the law and the Charter.
 8. List of Founding Shareholders according to Appendix 2.
 9. Ordinary shares must be offered priority to the existing Shareholders in proportion to their proportion of common shares in VIB, unless otherwise decided by the General Meeting of Shareholders. In the case that the number of shares expected to be offered for sale is not registered to buy by shareholders or the transferee of priority right, the Board of Directors has the right to decide to sell the remaining shares to shareholders and other persons with unfavorable conditions more favorable than those offered to shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the law on securities.
 10. A shareholder or a group of related shareholders or a foreign investor is entitled to own no more than a percentage of the charter capital allowed by law.
 11. The maximum share ownership ratio of foreign investors is less than or equal to 30% of Charter Capital and this ratio can be adjusted down/ increased according to the decision of the Board of Directors on the basis of authorization of the General Meeting of Shareholders but not exceed the maximum rate permitted by law.

Article 17. Shares

1. Shareholders are granted shares corresponding to the number of shares and types of shares owned.
2. In case shares are issued in the form of certificates and / or when shareholders have not made depository at the VSD or VSDCC, VIB must issue shares to Shareholders within 30 days

from the date of Shareholders have fully paid for shares committed to buy. Shareholders do not have to pay VIB printing costs.

3. VIB can act on behalf of the Shareholder to manage stocks at the request of the Shareholder, unless the shareholders have deposited their shares at the VSD or VSDCC in accordance with the law.

4. In case of errors in the content and form of a stock due to VIB's fault, the rights and interests of its shareholders will not be affected. The legal representative is responsible for damages caused by such errors.

5. In case the Proof of Shares is lost, damaged or otherwise damaged, the shareholder shall be reissued by VIB at the request and must pay all related expenses to VIB as decided by the legal Representative. A shareholder request must contain the following details:

a) Shares have been lost, damaged or otherwise damaged.

b) Take responsibility for any disputes arising from the re-issuance of new shares.

6. VIB's shares are not used as collateral at VIB

7. The order and procedures for applying for splitting or merging shares, correcting information on shares are stipulated by the Board of Directors in accordance with the provisions of law, except for the cases where stocks have been stored at the VSD or VSDCC.

Article 18. Transfer of shares

1. All shares are freely transferable unless otherwise provided by the Charter and law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the law on securities and securities market. The share transfer is conducted in accordance with the provisions of law.

2. Shares which have not been paid for in full are not transferable and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity sources, the right to buy newly offered shares and other benefits in accordance with the law.

3. The following cases of share transfer must be approved in writing by the State Bank before transferring:

a) Purchase, sale and transfer of shares of Major Shareholders.

b) Buying, selling, transferring shares leads to the major shareholders becoming common shareholders and vice versa.

4. During the time of handling the consequences under the resolution of the General Meeting of Shareholders or under a decision of the State Bank of Vietnam, the members of the Board of Directors, members of the Supervisory Board, and CEO are not allowed to transfer shares, except for one of the following cases:

a) To be the authorized representative of the shareholder being an organization that is merged, consolidated, divided, separated, dissolved or bankrupt in accordance with the provisions of law.

b) Forcible transfer of shares under a decision of a court or a competent state agency in accordance with law.

c) Transfer shares to other investors in order to implement restructuring plan approved by competent authorities.

5. Shareholder being an individual or an organization shareholder whose representative is a member of the Board of Directors, members of the Supervisory Board, or the General Director is not allowed to transfer his / her shares during the period of holding the position.

6. Shareholders have the right to donate part or all of their shares to others or use their shares to pay debts. In this case, the person who is gifted or accepted to pay debt by shares will be VIB's shareholder.

7. In case an individual shareholder dies, his / her heir by will or by law is a shareholder of VIB. In case shares of an individual shareholder die without an heir, the heir refuses to inherit or is deprived of the right to inherit, such shares shall be settled according to the provisions of civil law.

8. Individuals and organizations receiving shares in the cases specified in this article only become shareholders from the time their information is fully recorded in the register of Shareholders or other time as prescribed by law on shareholders.

9. Share inheritors of members of the Board of Directors or the Supervisory Board and other managers may own shares but cannot automatically inherit rights and obligations to be members of the Board of Directors or the Supervisory Board and equivalent management positions.

10. VIB must comply with the regulations on stock issuance, registration, depository and listing according to the provisions of law and the competent authority.

Article 19. Repurchase of shareholders' shares

1. VIB is only allowed to repurchase shares of shareholders if, after paying all the repurchased shares, the prudential ratios in banking operations are still ensured, the real value of the charter capital is not lower than the legal capital level; In case of redemption of shares leading to a decrease in charter capital, the prior written approval of the State Bank is required.

2. VIB can repurchase shares issued in the ways specified in the Charter and in accordance with the law.

3. Shareholders have the right to request VIB to repurchase Shares in accordance with the cases prescribed by law and VIB must repurchase shares at the request of shareholders to ensure compliance with the provisions of law and the Charter.

Article 20. Standards and conditions of members of the Supervisory Board, Managers and Executives

1. Standards and conditions for members of the Supervisory Board, Managers and Executives in accordance with laws and VIB's regulations

2. Persons who are not allowed to hold a position or hold the same position as prescribed by law and VIB.

3. The cases are automatically disqualified, dismissed, dismissed according to the provisions of law and VIB.

4. Suspension, temporary suspension of the titles of the Board of Directors, Supervisory Board, and CEO in accordance with the law and VIB's regulations.

Article 21. General rights and obligations of members of the Supervisory Board, Managers and Executives.

1. Implement rights and obligations in accordance with the law, Charter and resolutions of the General Meeting of Shareholders

2. Ensure to keep VIB's records to provide data for the management, administration and control of all VIB activities, inspection, and supervision and inspection activities of the State Bank.

3. Must be knowledgeable about risks in VIB's operations

4. Members of the Supervisory Board, Managers and Executives are not allowed to increase salaries, remuneration or require compensation when VIB suffers a loss.

5. Members of the Board of Directors, members of the Supervisory Board, and CEO are responsible for reporting to the BOD and the Supervisory Board in the following cases:

a) Transactions between VIB and companies in which the aforementioned member is a founding member or a member of the Board of Directors, Director (General Director) during the last 3 years prior to the transaction time.

b) Transactions between VIB and the company in which the related persons of the above members are members of the Board of Directors, Director (General Director) or major shareholders.

6. Other rights and obligations in accordance with law and VIB.

Article 22. General responsibilities of members of the Supervisory Board, Managers and Executives

1. Responsibility to be careful

Exercise their rights and obligations carefully, for the benefit of VIB, Shareholders.

2. Responsibility to be honest and avoid conflicts of interest

a) Members of the Board of Directors, members of the Supervisory Board, CEO, Deputy General, to the best of their knowledge, must disclose the following information to VIB:

i. Name, address of head office, industry, line of business, number and date of issuance of the enterprise registration certificate, place of business registration of the enterprise or economic organization in which one and his affiliated persons are named owning contributed capital, shares or authorizing, entrusting to other individuals or organizations whose name is 5% or more of charter capital.

ii. Name, address of head office, line of business, number and date of issuance of the enterprise registration certificate, place of business registration of the enterprise in which we and our related persons are members of the Board of Directors Board member, member of Supervisory Board or General Director (Director).

The disclosure of information specified at this Point and the change of relevant information must be made in writing within 03 working days from the date of arising or changing information.

Information as stipulated hereof must be publicized by VIB on annual basis for the General Meeting of Shareholders and shall be listed and kept at VIB's Head Office.

VIB is required to notify information as stipulated hereof in writing for the State Bank of Vietnam within 07 working days since VIB receives such aforementioned publicized information.

b) Loyal to VIB; do not use information, know-how or business opportunities that could bring benefits of VIB, abuse VIB's position, position and assets for personal purposes or for the benefit of the organization, other individuals.

c) Promptly, fully and accurately notify VIB of its interests at other organizations, transactions with other organizations or individuals that may conflict with VIB's interests and only participate in such transactions when approved by the Board of Directors (applicable for Managers or Executives) or approved by the Board of Supervisors (for members of the Board of Supervisors).

d) Not to create conditions for themselves or their related persons to borrow capital or use other VIB banking services with more favorable and favorable conditions than VIB's general regulations.

e) Members of the Supervisory Board, General Director, Head of Division / Board other managers, and related persons of these subjects are not allowed to use or disclose to others inside information to perform related transactions.

3. Responsibility for damages and compensation

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must be responsible in accordance with the law for the damage caused, be personally and/or jointly responsible for compensation for lost benefits and return. benefits received and compensated for all damages to VIB and the third party if it violates its obligations.

4. Other responsibilities as prescribed by the Law and the Charter.

Article 23. Right to investigate books and records

1. Shareholders have the right (in person, through an attorney or an authorized person, by a written request) to copy an extract of their information in the list of shareholders and the minutes and resolutions of the General Meeting of Shareholders during working hours. at VIB headquarters. The request of the authorized person must be accompanied by the original power of attorney of the shareholder that he represents or a notarized copy of this authorization.

2. A shareholder or a group of shareholders as stipulated in Article 27.13 will have additional rights to review and extract the minutes and decisions of the Board of Directors, mid-year and annual financial statements and reports of the Supervisory Board, contracts, transactions must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of VIB.

3. Members of the Board of Directors, members of the Supervisory Board, and managers have the right to check the Register of Shareholders, the list of shareholders, and other books and records of VIB for purposes related to their positions, provided that the This information must be kept confidential.

4. VIB will have to save documents arising during operation at the head office or other location as stipulated by VIB.

5. The Charter, minutes and resolutions of the General Meeting of Shareholders must be signed, promulgated, and published on VIB's website, disclosed in accordance with the law and VIB.

Article 24. Establishing and maintaining the operation of the Internal Control System

VIB must develop an internal control system to meet the following requirements:

1. Efficiency and safety in operation; protect, manage and use assets and resources safely and effectively

2. Honest, reasonable, complete and prompt financial and management information systems.

3. Compliance with laws and internal rules, regulations

CHAPTER 2. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 25. Shareholders

1. Shareholders are the owners of VIB and will have rights and obligations corresponding to the number of Shares they own.

2. VIB must have at least 100 shareholders. Foreign organizations and individuals are allowed to buy and own shares in accordance with the law.

3. Authorized representative of shareholders:

a) The authorized representative of a shareholder being an organization or individual must be authorized in writing on behalf of such Shareholder to exercise rights and perform obligations in accordance with the law and the Charter.

b) Shareholders who are organizations that own at least 10% of the total number of common shares can authorize up to 03 representatives.

(c) If the shareholder is an organization that appoints many authorized Representatives, the Shareholder must specify the number of shares for each Representative. If he does not do it, the shares shall be equally divided by the number of the authorized Representatives of the shareholder.

(d) The appointment of the authorized representatives shall be in writing and notice to the VIB. The authorization letter shall be contained the following details:

- i. Name, Business code and address of Head quarter of the Shareholder
- ii. The number of the authorized Representatives and the corresponding percentage of the shares of each Representative.
- iii. Full name, permanent address, nationality, the Citizenship Identification card Number/ Identification card Number or the Passport Number or other any legal identification documents of each authorized Representative.
- iv. The validity of authorization of each Representative, clearly mentioning the starting date of the authorization.
- v. Full name and the signature of the authorized Representative and the legal Representative of the Shareholder.

(e) The appointment or termination of the authorized Representatives shall be in valid as the date when the Shareholder sends the notice to VIB, except for the termination of authorization for participating in the General Shareholder Meeting as VIB's regulations.

(f) The authorized Representative must satisfy the following standards and conditions:

- i. having full civil act capacity
- ii. Be not prohibited to establish and manage the enterprise.
- iii. If the shareholder is a state-owned enterprise managed by an organization in the form of a limited liability company or a joint-stock company (an enterprise in which the state holds more than 50% of the charter capital or the total number of voting shares except enterprises with more than 100% charter capital held by the State) are not allowed to appoint a person related to the family relationship of the company's manager and the person competent to appoint the company manager as a representative at VIB.

(g) The responsibilities of the authorized Representative of the Shareholder that is an organization

- i. The authorized Representative shall be on behalf of the Shareholder take the rights and obligations of the Shareholder at the General Shareholder Meetings as the laws and the Charter. Any limitations of Shareholder with his authorized Representative in taking full the rights and obligations of the corresponding authorized Representative at the General Shareholder Meetings shall be effective with the third party.
- ii. The authorized Representative is responsible for participating all the General Shareholder Meetings, taking the authorized rights and obligations honestly and carefully, protecting the legal benefits of the Shareholder.
- iii. The authorized Representative shall take all responsibilities before his authorized Shareholder in case of violating the obligation specified in this Article. The authorized Shareholder takes the responsibility before the third party for the incurring responsibilities relating to the rights and obligations taken by his authorized Representative.

4. All notices, documents, information and exchanges sent to Shareholders (including the notice of invitation to the General Meeting of Shareholders, collecting opinions of Shareholders in writing) can be sent through some of the following methods: letter, email, voice message, electronic means and other contact methods/forms in accordance with the provisions of law and decisions of VIB

Article 26. The Shareholder Registration Book

1. The Shareholder Registration Book can be paper document or electronic database which records information on share ownership of shareholders.
2. In case the Shareholder changes the registered address, the Shareholder must promptly notify VIB and/or the Securities Depository Center to update it in his/her Shareholder Registration Book. VIB is not responsible for the failure to contact with Shareholders due to not being informed of the address change of Shareholder.
3. Shareholder Registration Book must contain the main contents in accordance with the laws.

Article 27. Rights of the Common Shareholders

1. The right to be treated equally and fairly. Each stock of the same type gives the Shareholders the same rights, obligations and interests. In case VIB has the types of preferred Stocks, the rights and obligations associated with those types of preference Stocks must be approved by the General Meeting of Shareholders and fully disclosed to Shareholders.
2. Attend and express opinions in the General Meeting of Shareholders and have the right to vote directly at the General Meeting of Shareholders or through an authorized representative or in other forms as prescribed by laws or Charter. One share of common stock has one vote.
3. Receive the dividends and annual shares as decided and declared by the General Meeting of Shareholders
4. Transfer the Shares in accordance with the Charter and the provisions of Laws
5. To be given priority to purchase the Shares offered for sale with the proportion of common Stock of each Shareholder when VIB increases its Charter Capital, unless there is a decision of the General Meeting of Shareholders approving the sale of a part or all of the new Shares for an individual investor or a group of investors.
6. Check, look up, extract, copy information about themselves in the Shareholder Registration Book, the list of Shareholders having voting rights and request the correction of wrong information or addition of necessary information about themselves. The legal Representative must promptly provide information, amend, and supplement the wrong information at the request of shareholders; to be responsible to compensate for damages arising due to failure to provide or timely provision or inaccurate information. The procedures for request of providing the information in the Shareholder Registration Book are implemented in accordance with law and Board of Directors/ General Director.
7. Have full access to periodic and extraordinary information published by VIB in accordance with the law.
8. Review, look up, extract or copy the Charter, Minutes of the meeting of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.
9. When VIB is dissolved or goes bankrupt, the Shareholder will get a part of the remaining assets corresponding to the number of Shares contributed to VIB in accordance with the law on dissolution and bankruptcy.
10. Request VIB to buy back their Shares in the cases specified by law.
11. Shareholders owning Stock continuously for at least 01 year have the right to: request the Board of Directors to suspend the implementation of resolutions passed by the Board of Directors in contravention of law or the Charter, causing any damages to VIB; directly or together with lawyers or accountants and certified auditors review the reports (including business performance report of VIB, financial statements, evaluation reports of management and administration of VIB within a reasonable time.

12. Authorize in writing to others to exercise their rights and perform their obligations; Authorized person is not allowed to run in his own capacity.

13. A shareholder or a group of Shareholders owning 05% or more of the total number of Common Stocks for a consecutive period of at least 06 consecutive months has additional rights as follows:

(a) Request to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of law and the Charter.

(b) Request the Supervisory Board to check each specific issue related to the management and operation of VIB when deeming it necessary. The request must be in writing with full information as prescribed by law.

(c) Other rights in accordance with the law and the Charter

14. A Shareholder or group of Shareholders owning as specified in the the provisions in Clause 13 of this Article has the right to request convening of the General Meeting of Shareholders in the following cases:

(a) The Board of Directors seriously violates the rights of Shareholders, obligations of the Manager or makes a decision beyond the assigned authority.

(b) The term of the Board of Directors has exceeded 6 months but a new Board of Directors has not been elected to replace.

The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include full name, permanent address, Citizenship Identification card number, ID card number, passport number or other legal personal identification for the individual Shareholders; name, business registration number or number of establishment decision, address of head office for the Shareholders in the organization; number of Shares and time of registration of Shares of each Shareholder, the total number of Shares of the group of Shareholders and the percentage of ownership in the total number of Shares, the basis and reason for requesting the convening of the General Meeting of Shareholders. The written request need to bear the sufficient signatures of the related Shareholders or the request is made into several tables and gathered all the signatures of the related Shareholders together.

15. Shareholders or group of shareholders owning more than 10% of the total number of ordinary shares for a consecutive period of at least 06 months have the right to request the convening of the General Meeting of Shareholders in accordance with the law and VIB.

Requirements for convening the General Meeting of Shareholders are applied similarly to Article 27.14.

16. Other rights as prescribed by law and the Charter.

Article 28. Obligations of the Common Shareholders

1. Comply with VIB's Charter and internal management regulations; abide by the resolutions and decisions of the General Meeting of Shareholders, the Board of Directors.

2. Shareholders have obligations corresponding to the number of Shares and type of Stocks they own. Shareholders are responsible for VIB's debts and other property obligations to the extent of the share capital contributed to VIB.

3. Pay in full for the Shares purchase registered within the prescribed time limit of VIB. Take responsibility before the law for the legality of the capital contributed, purchased and transferred the Shares at VIB; not to use capital sources granted by credit institutions or foreign bank branches to purchase or transfer Shares, not to contribute capital or purchase Shares under the names of other individuals or legal entities in any forms, except for trust cases as provided for by law.

4. Not withdrawing the capital contributed by Shares from VIB in any forms, except the Shares are repurchased by VIB or another person in accordance with the laws. In case a Shareholder withdraws part or all of the contributed Share capital contrary to the provisions of this Clause, such Shareholder and members of the Board of Directors, the Legal Representative and the person with related interests in VIB must be jointly shall be liable for VIB's debts and other property liabilities up to the value of the Shares that were withdrawn and any damage occurred.
5. Provide the accurate address when registering to buy Shares and when there is any change in contact information.
6. Major Shareholders are not allowed to affect the rights and interests of VIB and other Shareholders by their provided advantages in accordance with the law and the Charter.
7. Major Shareholders are obliged to disclose information in accordance with the law.
8. Take personal responsibility when performing one of the following acts in any forms in the name of VIB:
 - (a) Law violations
 - (b) Conducting business and other transactions for the benefit of or for the benefit of other organizations or individuals.
9. Shareholders receiving investment trust from other organizations or individuals to own Shares provide VIB with information about the true owner of the Shares they are entrusted with. VIB has the right to suspend the Shareholders' rights of these Shareholders in case they do not provide accurate information about the true owner of such Shares.
10. Confidentiality of information provided by VIB in accordance with the Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; It is strictly forbidden to distribute, copy or send information provided by VIB to other organizations and individuals.
11. Other obligations as provided for by law and the Charter.

Article 29. General Meeting of Shareholders

1. The General Meeting of Shareholders is the Company's highest decision-making body where shareholders exercise their voting rights. Ordinary meetings are convened once a year and within six months from the close of the previous fiscal year or can be extended in accordance with the law. A general meeting can be ordinary or extraordinary. The Meetings must be held in Vietnam territory. If a meeting of the General Meeting of Shareholders is held concurrently at many different places, the venue of the meeting of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting. The General Meeting of Shareholders is held directly or indirectly according to the internal regulations and governance of VIB.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects the appropriate venue. The Annual General Meeting of Shareholders decides the issues in accordance with law and the Charter, especially through the annual financial statements. In case VIB's annual financial audit report contains important exceptions, VIB must invite representatives of the independent auditing company to attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); In case of force majeure, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and Supervisory Board.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - (a) The Board of Directors deems it necessary for the interests of VIB.

- (b) Financial Statements: The 6-month or annual audited financial statements reflect the equity that has lost half of the beginning of the period.
- (c) The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law and the Charter .
- (d) Select an independent auditing company, remove the independent auditor when deemed necessary.
- (e) At the request of the Supervisory Board.
- (f) At the request of the State Bank
- (g) Other cases as prescribed by law and the Charter.

4. *Convening the Extraordinary General Meeting of Shareholders:*

- (a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date of the remaining number of members of the Board of Directors or the number of members of the Supervisory Board as stipulated in Clause 3 (c) of this Article (This period may be extended depending on the State Bank approve the proposed list of members of the Board of Directors, members of the Supervisory Board) or within 30 days from the date of receipt of the request specified in Clause 3 of this Article.
- (b) In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders according to the provisions of point (a) of this Clause, within 30 days, the Supervisory Board must convene the General Meeting of Shareholders.
- (c) If the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as stipulated in point (b) of this Clause, within the next 30 days, a Shareholder or a group of Shareholders who request as provided in point (a) of this Clause shall have the right to represent VIB to convene the General Meeting of Shareholders in accordance with the law and the Charter. In this case, the Shareholder or group of Shareholders convening a meeting of the General Meeting of Shareholders may request the State Bank to supervise the convening, conduct of the meeting and make a decision of the General Meeting of Shareholders if deeming it necessary.

5. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by VIB. These expenses do not include expenses spent by Shareholders when attending the General Meeting of Shareholders, including expenses for accommodation and travel.

Article 30. Obligations and Rights of General Meeting of Shareholders.

1. The Annual General Meeting of Shareholders shall discuss and ratify the following issues:
 - (a) Audited annual financial statements; Dividend rate after completing tax obligations and other financial obligations of VIB.
 - (b) Report of the Board of Directors.
 - (c) Report of the Supervisory Board.
 - (d) Annual business plan of VIB.
 - (e) Other issues within the competence of the law.
2. The Annual and Extraordinary General Meeting of Shareholders shall ratify to make the decision on the following issues:
 - (a) Adopt VIB's development orientation.
 - (b) Number of members of the Board of Directors and the Supervisory Board for each term, electing, dismissing, or replacing members of the Board of Directors and the Supervisory Board.
 - (c) Remuneration, bonuses and other benefits for members of the Board of Directors, the Supervisory Board and operating budgets of the Board of Directors and the Supervisory Board.

- (d) Approve the selection of the independent auditor.
 - (e) Amendment or supplement to the Charter, Internal Rules on Corporate Governance, Financial Regulations; approval of Regulations on organization and operation of the Board of Directors, and Regulations on organization and operation of the Board of Supervisors.
 - (f) VIB's organizational structure, management and operation apparatus
 - (g) Establishment of Subsidiary
 - (h) Plan to change the charter capital level; plan to offer Shares, division of Ordinary Shares, including type of Shares and number of new Shares to be offered.
 - (i) Plan to issue convertible bonds
 - (j) Division, separation, amalgamation, merger, conversion, dissolution or bankruptcy petition VIB.
 - (k) Inspect, review and handle according to its authority violations of the Board of Directors, the Supervisory Board causing any damages to VIB and Shareholders.
 - (l) The plan for capital contribution and share purchase of enterprises or other credit institutions and the plan for transfer of internally-invested capital with the value of 20% or more of the Charter Capital recorded in the latest audited financial statements.
 - (m) Investing, buying, selling, pledging or mortgaging VIB's assets with a value of 20% or more of the charter capital recorded in the latest audited financial statements, except for the case of business activities. The ordinary joint venture is approved by the authorized state agency of VIB by the Board of Directors or the General Director.
 - (n) Repurchase over 10% of the total number of Shares sold of each class.
 - (o) Contracts and transactions with the value of 20% or more of the Charter Capital recorded in the latest audited financial statements include:
 - i. Contracts between VIB and its subsidiaries and affiliates
 - ii. Contracts between VIB and Managers, members of the Board of Supervisors, major shareholders or others who are related to such persons.
 - iii. Transactions between subsidiaries or companies controlled by VIB with 50% or more of the Charter Capital with the Managers, members of the Board of Supervisors or others who are related to such persons.
- Managers and members of the Board of Supervisors are required to make written reports and submit to the Board of Directors and Board of Supervisors regarding contents which they and their related persons are concerned to such contracts and/or transactions as stipulated hereof.
- VIB's Legal Representative who enters into aforementioned contracts and/or transactions is required to make report on subject(s) who is (are) related to such contracts and/or transactions and enclosed with the contract drafts or notify the main contents of the transactions. The Board of Director shall submit the drafts, transactions or explain the main contents of the contracts and/or transactions at the General Meeting of Shareholders or take ideas from the shareholders in writing. In this case, shareholders who have related interest with parties of such contracts and/or transactions shall have no voting rights; the contracts and/or transactions shall be approved as prescribed in Article 35.3 and 36.6.
- (p) Decide solutions to overcome major financial fluctuations of VIB.
 - (q) Establish a bank with 100% foreign capital.
 - (r) Add and change business lines.
 - (s) Name change VIB

- (t) Change of Head office address
- (u) Extend the term of operation.
- (v) List/delist of domestic shares, convertible bonds, bonds with warrants and foreign securities.
- (w) strategic investor
- (x) profit distribution plan after fully fulfilling tax and other financial obligations of VIB.
- (y) Risk-settled rejected expenditure of debt has been removed from the off-balance sheet if, after at least 05 years since using provision to deal with risks and after taking all measures to recover the debt but it was unrecoverable.
- (z) Other rights and duties in accordance with the provisions of the law and the Charter.

3. Shareholders have rights to vote in the following cases:

- (a) Approve contracts specified in point 2 (p) this Article when such Shareholder or a related person of such Shareholder is a party to the contract.
- (b) The redemption of Shares of such Shareholder or a related person of such Shareholder, unless the share repurchase performs in proportion to the ownership ratio of all Shareholders or redemption is done through matching orders on the Stock Exchange or a tender offer in accordance with the law.
- (c) Other cases are applied as prescribed by the law.

4. The General Meeting of Shareholders must discuss and ratify through decisions on issues included in the agenda.

5. The General Meeting of Shareholders allows the Board of Directors to decide a number of matters falling under its competence, except for the following types:

- (a) Ratify VIB's development orientation.
- (b) Number of members of the Board of Directors and the Supervisory Board in each term; election, dismissal, removal, additional election and replacement of members of the Board of Directors, members of the Supervisory Board.
- (c) Amendment and supplement of the Charter
- (d) Plan for change of charter capital level; The plan to offer Shares and divide the Common Stocks including the type of Shares and the number of new Shares to be offered.
- (e) Annual audited financial statements.
- (f) Divide, separate, consolidate, merge, and transform, dissolution or petition for bankruptcy of VIB.
- (g) Inspect, review and handle according to its authority violations of the Board of Directors and the Supervisory Board causing damage to VIB and Shareholders.

Article 31. Exercise of the right to attend the General Meeting of Shareholders

Shareholders can directly attend the meeting, authorize in writing another person to attend the meeting. The authorization to attend the meeting must comply with the internal regulations on corporate governance of VIB or the Shareholder is verified to attend and vote at the General Meeting of Shareholders in the following cases:

1. Attend and vote directly at the meeting.
2. Authorize another person to attend and vote at the meeting
3. Attend and vote via online conferences, electronic voting or other electronic forms according to VIB's regulations.
4. Send the votes to the meeting via mail, fax, or email.
5. Send the votes by other means in accordance with regulations of convenor of the General Meeting of Shareholders.

Article 32. Convene the meeting, agenda and notice of the meeting of the General Meeting of Shareholders

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders or the meeting of the General Meeting of Shareholders is convened in accordance with the law and the Charter.

2. The convener of a meeting of the General Meeting of Shareholders must perform the following tasks:

(a) Make a list of Shareholders with rights to attend the meeting. List of Shareholders entitled to attend the General Meeting of Shareholders shall be made no earlier than 10 days before the date of sending the notice of invitation to the meeting of the General Meeting of Shareholders. Provide information and resolve complaints related to the list of Shareholders. VIB's internal corporate governance regulations specifically provide for the listing of Shareholders.

(b) Prepare the agenda and content of the meeting.

(c) Prepare documents for the meeting.

(d) Draft resolution according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, members of the Supervisory Board.

(e) Determine the time and place of the meeting.

(f) Send an invitation to the General Meeting of Shareholders to all Shareholders entitled to attend the meeting.

(g) Other works for the meeting.

3. Person who convenes the General Meeting of Shareholders must notify and send the invitation and meeting documents to all shareholders in the list of Shareholders who are entitled to attend the meeting at least 21 days before the opening date. Sending such documents enclosed with invitation notice may be replaced by posting on VIB website.

4. A shareholder or group of Shareholders as stipulated in Article 27.13 has the right to recommend the issue to the agenda of the General Meeting of Shareholders. Recommendations must be in writing and must be sent to VIB at least 3 working days before the opening of the meeting. The petition must be in writing, including the full name of the Shareholder, the quantity and type of Stocks owned by such Shareholder and the petitions to the Meeting agenda.

5. In the case that the convener of the meeting of the General Meeting of Shareholders rejects the petition specified in Clause 4 of this Article, at least 02 working days before the opening date of the General Meeting of Shareholders, a written reply must be given clearly stating the reason. The convener of the meeting of the General Meeting of Shareholders has the right to reject the petition if it falls into one of the following cases:

(a) The petition is sent is not in accordance with regulation in Clause 4 of this Article.

(b) At the time of the petition, a Shareholder or a group of Shareholders fails to hold 05% or more of the Common Stocks as prescribed in Article 27.13.

(c) The proposed issue is not within the authority of the General Meeting of Shareholders or is not consistent with the interests of VIB.

(d) The matters are inconsistent with the provisions of the Charter and inconsistent with the provisions of the law.

(e) Other cases as prescribed by law and the Charter.

6. The convener of the General Meeting of Shareholders must accept and include the recommendations in Clause 4 of this Article into the agenda and agenda of the meeting, except

for the case specified in Clause 5 of this Article. The petition is amended and supplemented to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

7. The General Meeting of Shareholders convenes the General Meeting of Shareholders at least 7 months prior to the end of the operation period so that Shareholders can vote on the extension of VIB's operation at the request of the Board of Directors.

Article 33. Conditions for conducting a meeting of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders is conducted when a book of Shareholders attending the meeting represents at least 51% of the total number of voting shares.

2. In case the first meeting is not eligible to conduct as prescribed in Clause 1 of this Article within 90 minutes from the time of determining the opening of the meeting, the convener shall cancel the meeting. The meeting of the General Meeting of Shareholders must be re-convened within 30 days from the intended date of the first meeting of the General Meeting of Shareholders, unless otherwise decided by the Board of Directors. The meeting of the General Meeting of Shareholders convened for the second time can only be conducted when the number of Shareholders attending the meeting represents at least 33% of the total number of Shares with voting rights and the right to decide all the proposed issues at the first General Meeting of Shareholders.

3. In case the second meeting of the General Meeting of Shareholders is not held due to ineligibility to proceed as prescribed in Clause 2 of this Article within 90 minutes from the time of fixed opening of the meeting, the third meeting of the General Meeting of Shareholders has may be convened within 20 days from the intended date of the second General Meeting of Shareholders, unless otherwise decided by the Board of Directors. In this case, the General Meeting of Shareholders conducts the meeting irrespective of the number of Voting Shares of the attending Shareholders, considered valid and has the right to decide all the issues expected to be ratified and approved at the first and the second General Meeting of Shareholders.

Article 34. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, VIB must conduct procedures to register Shareholders to attend the General Meeting of Shareholders.

2. The election of the chairperson, secretary and the vote-counting committee is stipulated as follows:

(a) The Chairman of the BOD presides over the meetings convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated to work, the Vice Chairman or another member of the Board of Directors authorized by the Chairman of the Board of Directors shall preside over the meeting of the General Meeting of Shareholders; In case the Vice Chairman does not attend the meeting and the Chairman does not authorize any member of the Board of Directors, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority rule. In case a person cannot be elected as the chairperson, the Head of the Supervisory Board shall Supervisory for the General Meeting of Shareholders to elect the chairperson of the meeting among the attendees and the person with the highest votes shall chair the meeting.

(b) In other cases, the person who signs to convene the General Meeting of Shareholders to Supervisory the meeting of the General Meeting of Shareholders elects the meeting chairperson and the person with the highest number of votes shall be appointed to chair the meeting.

(c) The chairperson may request the General Meeting of Shareholders to elect the Presidium to jointly Supervisory the meeting.

(d) The chairperson appoints one or more persons as secretary or secretariat of the meeting.

(e) The General Meeting of Shareholders shall elect persons responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must define clearly and in detail the timing of each issue in the agenda.

4. The Chairman has the right to take the necessary and reasonable measures to Supervisory the General Meeting of Shareholders in a valid, orderly, proper manner according to the approved agenda and reflecting the wishes of the majority of people attending the meeting.

5. The chairperson may postpone the meeting of the General Meeting of Shareholders upon the consent or request of the General Meeting of Shareholders with sufficient number of people registered to attend the meeting as prescribed until another time or change the meeting venue in the following cases. :

(a) The meeting venue does not have enough seats for all attending the meeting.

(b) The media at the meeting place does not guarantee for Shareholders attending the meeting to participate, discuss and vote.

(c) A meeting attendee obstructs, disrupts the order, threatens the meeting not proceeds fairly and lawfully.

In case the chairman postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of the law and the Charter, the General Meeting of Shareholders shall elect one of the attendees to replace the chairman to run the meeting until the end of the meeting; All resolutions passed at that meeting are effective for implementation.

6. The convener of the General Meeting of Shareholders has the following rights:

(a) Require all meeting attendees to be subject to inspection or other reasonable, reasonable security measures.

(b) Request the competent authority to maintain the order of the meeting; expel those who do not comply with the chair's executive authority, intentionally disrupt order, prevent the normal progress of the meeting or fail to comply with security screening requirements from the meeting or do not comply with requirements for security checks out of the General Meeting of Shareholders.

7. The General Meeting of Shareholders discusses and votes according to each issue in the program content. Voting is conducted by votes for, against, and abstain. Specifically, on the voting procedure and the voting method to implement the regulations of the law and the internal regulations on corporate governance of VIB, the voting rules at the General Meeting of Shareholders.

8. The meeting of the General Meeting of Shareholders shall be implemented online or offline in combination with online in accordance with VIB's regulations.

Article 35. Approval of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall approve resolutions falling under the authority of the General Meeting of Shareholders by voting at the meeting or collecting opinions in writing. The Annual General Meeting of Shareholders is not organized by collecting written opinions.

2. Decisions of the General Meeting of Shareholders must be passed by voting at the General Meeting of Shareholders on the following issues:

(a) VIB's development orientation.

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(b) Number of members of the Board of Directors and the Supervisory Board in each term; election, dismissal, removal, additional election and replacement of members of the Board of Directors, members of the Supervisory Board.

(c) Review and handle according to its authority violations of the Board of Directors and the Supervisory Board causing damage to VIB and Shareholders.

(d) Divide, separate, consolidate, merge, and transform, dissolution or petition for bankruptcy of VIB.

(e) Annual audited financial statements.

3. Except for the case specified in Clause 4 of this Article, the decision of the General Meeting of Shareholders is approved when it is represented by more than 51% of the total votes of all expected shareholders if the meeting is held or the total number of authorized shares is voting right to collect shareholders' opinions in writing.

4. The decision of the General Meeting of Shareholders is approved when being represented by more than 65% of the total votes of all Shareholders attending the meeting if the meeting is held or the total number of shares with voting rights if the shareholders' opinions are collected in writing to accept the following issues:

(a) Plan for change of charter capital level; approving the Share offering plan, and dividing Bonus Shares including the type of shares and the number of new shares to be offered/ issued.

(b) Invest, buy, sell, pledging or mortgaging VIB's assets with a value of 20% or more of the Charter Capital recorded in the most recent audited financial statements.

(c) Amend and supplement of the Charter

(d) Change the business sector.

(e) Change of the organizational and management structure of VIB

(f) Extension of VIB's term of operation

(g) Divide, separate, consolidate, merge, transform and dissolution or petition for bankruptcy or request a Court to initiate bankruptcy proceedings VIB.

Article 36. Authority and procedures for collecting shareholders' written opinions to pass resolutions of the General Meeting of Shareholders

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when it deems it necessary for the benefit of VIB. The preparation of the list of Shareholders sending opinion ballots shall comply with the provisions of Article 32.2 (a).

2. The Board of Directors must prepare and send opinion cards, draft resolutions of the General Meeting of Shareholders and documents explaining the draft resolutions to Shareholders with voting rights at least 10 days before the deadline to return opinion forms. The request and method of sending the opinion form and accompanying documents shall comply with the provisions of Article 32.

3. The Board of Directors shall organize the counting of votes and make minutes of counting votes under the supervision of the Supervisory Board's representatives or Shareholders who are not the executives, holding the managerial positions of VIB. Minutes and resolutions made in Vietnamese and English with the same legal effect. In case of any discrepancy between the Vietnamese version and the English version, the Vietnamese version shall prevail.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; To be jointly liable for losses arising from decisions passed due to untruthful or inaccurate vote counting.

4. Minutes of counting of votes and resolutions of the General Meeting of Shareholders in Vietnamese must be sent to Shareholders within 15 days from the end of the vote counting. The submission of minutes of vote counting and resolutions of the General Meeting of Shareholders may be replaced by posting on VIB's website within 24 hours from the end of vote counting.

5. The answered opinion forms, vote counting minutes, adopted resolutions and relevant documents attached to the opinion form must all be kept at VIB's head office.

6. Resolutions passed by way of collecting written opinions of shareholders and have the same validity as the resolution passed at the General Meeting of Shareholders.

Article 37. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. Minutes of the meeting and resolutions of the General Meeting of Shareholders must be made in Vietnamese and may be added in English. Minutes and resolutions of the General Meeting of Shareholders must be made in both Vietnamese and English with the same legal effect. In case of any discrepancy between the Vietnamese version and the English version, the Vietnamese version shall prevail.

2. Minutes of the meeting of the General Meeting of Shareholders in Vietnamese must be completed and approved before the end of the meeting, signed by the Chairman and secretary of the meeting of the General Meeting of Shareholders. In case the chairman and secretary refuse to sign the meeting minutes, this minute will take effect if it is signed by all members of the Board of Directors attending the meeting and contains all the contents as prescribed. The minutes of the meeting clearly state that the Chairman and the secretary refuse to sign the minutes of the meeting. The chairman and secretary of the meeting or another person who signs the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes. These minutes are the conclusive evidence of the work conducted at that meeting.

3. Minutes of the meeting and resolutions of the General Meeting of Shareholders in Vietnamese must be sent to all Shareholders by the means of receiving documents registered by the Shareholder with VIB within 15 days from the closing date of the meeting; The submission of the Minutes of the Meeting and the Resolution of the General Meeting of Shareholders may be replaced by posting it on VIB's website within 24 hours.

4. Minutes of the meeting of the General Meeting of Shareholders are the evidence of the work was carried out at the meeting of the General Meeting of Shareholders.

5. Minutes of the meeting of the General Meeting of Shareholders, the appendix of the list of Shareholders registering to attend the meeting with the signature of the Shareholder, authorization documents to attend the meeting and related documents must be kept at VIB's head office.

Article 38. The effect of Resolution

1. Resolutions of the General Meeting of Shareholders take effect from the date of adoption or from the effective time stated in such resolutions.

2. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of Shares with voting rights are legal and effective even when the order and procedures for passing such resolutions violated regulations of law and the Charter.

3. In case a Shareholder or a group of Shareholders request a Court or an Arbitrator to cancel the resolution of the General Meeting of Shareholders in accordance with Article 39, those resolutions will still be effective until the Court or Arbitrator has another decision, except for the case of the application of provisional emergency measures as decision of the competent authority.

11/10/2018

Article 39. Request to cancel decisions of the General Meeting of Shareholders

Within 90 days from the date VIB publishes on VIB's website or the date of receipt of the minutes of the General Meeting, Shareholders or the group of Shareholders have the right to request the Court or Arbitration to consider and cancel a resolution or a part of resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting written opinions of Shareholders and making decisions of the General Meeting of Shareholders do not comply with the provisions of law and the Charter, unless resolutions of the General Meeting of Shareholders are passed equals to 100% of the shares with voting rights.
2. The content of the resolution violates the law or the Charter.

CHAPTER 3. BOARD OF EXECUTIVE

Article 40. Standing for election, nominating members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the information related to the candidates shall be announced by VIB at least 21 days before the opening of the General Meeting of Shareholders on the website of VIB so that shareholders can research on these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly, faithfully, prudently and for the best interests of VIB if elected as a member of the Board of Directors.

VIB is responsible for disclosing information about the companies in which the candidate is holding the position of a member of the Board of Directors, other management positions and interests related to the company of the candidate of the BOD (if any).).

2. A Shareholder or a group of Shareholders holding from 10% of the total number of common Shares is entitled to nominate candidates to Board of Director as follow: A Shareholder or a group of Shareholders holding from 10% to less than 20% of the total number of Shares with voting right is entitled to nominate up to 01 candidates; from 20% to less than 30% to nominate maximum 02 candidates; from 30% to less than 40% to nominate maximum 03 candidates; from 40% to less than 50% to nominate maximum 04 candidates; from 50% to less than 60% to nominate maximum 05 candidates; from 60% to less than 70% to nominate maximum 06 candidates; from 70% to less than 80% to nominate maximum 07 candidates; and from 80% to less than 90% to nominate maximum 08 candidates.

3. In case the number of candidates nominated by the Shareholder or group of Shareholders above is lower than the number of candidates they have the right to nominate, the remaining candidates shall be nominated in the following order of priority: (i) Board of Directors, (ii) Supervisory Board, (iii).

4. Other Shareholders. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient in Article 40.2 and Article 40.3, the Board of Directors may introduce additional candidates and this recommendation must be clearly announced and approved by the General Meeting of Shareholders before conducting the vote to elect members of the Board of Directors in accordance with the law.

Article 41. Board of Directors and BOD structure

1. The Board of Directors is a governing body having full powers on behalf of VIB to decide and perform the rights and obligations of VIB except for matters falling under the authority of the General Meeting of Shareholders. The Board of Directors approves resolutions, decides by voting at the meeting, collects opinions in writing or in other forms as prescribed by VIB's

internal regulations on corporate governance, regulations on organization and operation of the Board of Directors. . Each member of the Board of Directors has one vote.

2. The Board of Directors must have at least 05 members and not more than 11 members. The specific number of each term is decided by the General Meeting of Shareholders.

3. The term of the Board of Directors is 04 years. The term of office of members of the Board of Directors follows that of the Board of Directors; the term of the member supplemented or replaced is the remaining term of the Board of Directors. The Board of Directors of the term has just been added or replaced the remaining term of the Board of Directors. The Board of Directors of the term just ended continues to operate until the Board of Directors of the new term takes over. A member of the Board of Directors may be re-elected for an unlimited number of terms, unless an independent member of the Board of Directors is not re-elected as an independent member of the Board of Directors within the next 5 years from the date of resignation as an independent member of the Board of Directors.

4. The structure of members of the Board of Directors is as follows:

(a) The Board of Directors is composed of the Chairman, Vice Chairman, members and independent members.

(b) At least half of the total number of the members is independent members and non-Moderators, of which at least one-third of the total number of the members are independent members. Individuals and their related persons may participate in the Board of Directors, but cannot exceed one third of the total number of members of the Board of Directors, except for the case of representatives of the State's contributed capital.

5. The tentative list of people elected to be the State Bank before the election of these positions must approve members of the Board of Directors in writing. Persons elected as members of the Board of Directors must be on the list approved by the State Bank of Vietnam.

6. Voting to elect members of the Board of Directors must be done by the method of cumulative voting, whereby each Shareholder has the total number of votes corresponding to the total number of Shares owned multiplied by the number of members elected by the Board of Directors and each Shareholder. Each Shareholder has the right to put all of his votes on one or one candidate.

The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Charter is met. In case there are 02 or more candidates achieving the same number of votes for the last member of the Board of Directors, they will re-elect among the candidates with the same number of votes or selected according to the criteria specified in election rules of the General Meeting of Shareholders.

7. The Board of Directors must select the number of members of the Board of Directors to elect the Chairman of the Board of Directors and Deputy Chairman of the Board of Directors. The Board of Directors shall elect, remove or dismiss the Chairman of the Board of Directors or Deputy Chairman of the Board of Directors in the principle of majority.

8. The Chairman of the Board of Directors, Deputy The Chairman of the Board of Directors will be elected in the first meeting of the Board of Directors term within 07 working days from the end of the Board election for that term. In this meeting, where more than one member has the highest and equal number of votes or the members elect according to the majority rule to choose one of them to convene a meeting of the Board of Directors.

9. The election, dismissal, removal and resignation of the Chairman, Vice Chairman and other members of the Board of Directors must comply with the provisions of the law and the Charter,

Internal regulations on corporate governance. The order, procedures and documents to request the approval of the list of candidates expected to elect members of the Board of Directors and report on the dismissal and removal of the Chairman and other members of the Board of Directors comply with the regulations of the State Bank of Vietnam.

10. The results of the election of the Chairman, Vice Chairman and members of the Board of Directors must be notified to the State Bank within 10 working days from the date of the election, and must be disclosed in accordance with the law.

11. Replace the members of the Board of Directors.

(a) Within no more than 15 working days from the date the Chairman loses his status as a member of the Board of Directors, the members of the Board of Directors are responsible for holding a meeting of the Board of Directors to elect a member (who is eligible under the regulations of law and VIB) as the Chairman.

(b) The Chairman of the Board of Directors who wants to resign as Chairman must submit an application to the Board of Directors. Within 60 days from the date of receipt of the application, the Board of Directors must hold a meeting to consider, decide and carry out the procedures for removal, dismissal, and election of the Chairman of the Board of Directors. The resignation will not be effective until the Board approves.

(c) In case a member of the Board of Directors wants to resign, an application or document must be sent to the Board of Directors to submit to the General Meeting of Shareholders for decision. Resignation will not be effective until the General Meeting of Shareholders approves. The Board of Directors has the right to decide to stop participating in the meeting of the Board of Directors and perform other duties and powers of the members of the Board of Directors who have resigned applications until the resignation is approved by the General Meeting of Shareholders.

(d) In case the number of members of the Board of Directors does not reach 2/3 of the total number of members of the term or does not meet the minimum number of members as stipulated in the Charter, within 60 days from the date of the insufficient number of members. Members (this time may be extended depending on the State Bank's approval of the proposed list of members of the Board of Directors), VIB must add a sufficient number of members to the Board of Directors.

(e) In other cases, the latest meeting of the General Meeting of Shareholders will elect a new member of the Board of Directors to replace the dismissed, dismissed, or additional members of the Board of Directors.

12. Those who are elected to hold the Chairmanship position and other members of the Board of Directors are responsible for receiving and immediately undertaking the work of the elected position. The Chairman, Vice Chairmen and other members of the Board who are finished their term, removed or dismissed, or in office but unqualified shall be responsible for handing over the works to the Chairman and other newly elected members of the Board of Directors; at the same time, taking personal responsibility for decisions during their term of office.

13. The Chairman and other members of the Board of Directors are not allowed to authorize the people who are not members of the Board of Directors to perform their duties and powers, except for the case of authorization to attend the meeting of the Board of Directors, executing in accordance with procedures as prescribed in the Regulations of organization and operations of the Board of Directors.

Article 42. Duties and powers of the Board of Directors

1. Business activities and affairs of VIB are subject to the supervision and direction of the Board of Directors in accordance with the provisions of law and VIB. The Board of Directors is

responsible before Shareholders on operation of VIB, ensure that operation of VIB in compliance with regulations of law, the Charter and internal regulation of VIB.

2. The duties and powers of the Board of Directors are stipulated by law, the Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following duties and powers:

(a) Be responsible before the law and the General Meeting of Shareholders for the performance of assigned duties and powers.

(b) Submit to the General Meeting of Shareholders for decision and approval of matters falling within the authority of the General Meeting of Shareholders.

(c) Decide on establishment of branches, representative offices and non-business units of VIB.

(d) Decide the strategy, mid-term development plan and annual business plan of VIB and submit to the General Meeting of Shareholders for approval.

(e) Make an appointment, dismissal, removal of Chairman of the Board of Directors, Deputy Chairman of the Board of Directors; make an appointment, dismissal, removal, discipline, suspension of positions and decision on salary and other benefits for the positions of General Director, Deputy General Director; Chief Financial Officer, Head of Division/Board, Chief Accountant, persons who are in charge of corporate governance Board Secretary / Assistant; Company Secretary (if any) of VIB; President, Supervisor and Directors of subsidiaries. Other titles as prescribed by the law or by regulations of the Board of Directors

(f) Approve plans for capital contribution and share purchase of enterprises, other credit institutions and other plans for transfer of internally-invested capital with the value of 20% or more of the Charter Capital recorded in the latest audited financial statements.

(g) Appoint a representative for capital contribution of VIB in enterprises, other credit institutions; determine the person's remuneration and other benefits.

(h) Decide the credits (including the purchase and sale of corporate bonds) with the value of more than 10% of the equity capital of VIB or another percentage decided by the Board of Directors;

(i) Decide on investment, transaction, purchase, sale, mortgage or pledge of assets of VIB from 10% or more to less than 20% of the Charter Capital recorded in the most recent audited financial statements, except the transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Article 30.2(o) and the purchase and sale of Government bonds and other valuable papers, mortgage transactions of VIB's assets to borrow capital on the interbank market specified at Point (j) of this Clause.

(j) Decide, with the value of 20% or more of VIB's own fund, purchases and sales of government bonds, other valuable papers that are not corporate bonds (exclude repurchase transactions with term of Government bonds, corporate bonds and other valuable papers), mortgage transactions of VIB's assets to borrow capital on the interbank market, except the transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Article 30.2(o).

(k) To consider and approve credit granting in special cases to perform socio-economic tasks under the Prime Minister's decision, except for transactions under the authority of the General Meeting of Shareholders.

(l) Trading agreements with a value equal to or less than 20% of the Charter Capital recorded in the latest audited financial statement include:

i. Contracts between VIB and its subsidiaries and affiliates

- ii. Contracts between VIB and Managers, members of the Board of Supervisors, major shareholders or others who are related to such persons.
- iii. Transactions between subsidiaries or companies controlled by VIB with 50% or more of the Charter Capital with the Managers, members of the Board of Supervisors or others who are related to such persons.

Managers and members of the Board of Supervisors are required to make written reports and submit to the Board of Directors and Board of Supervisors regarding contents which they and their related persons are concerned to such contracts and/or transactions as stipulated hereof.

VIB's Legal Representative who enters into aforementioned contracts and/or transactions is required to notify members of the Boards of Directors, members of the Board of Supervisors on subject(s) who is (are) related to such contracts and/or transactions and enclosed with the contract drafts or notify the main contents of the transactions.

The Board of Directors decides on the approval of contracts and transactions within 15 days from the date of receiving notice. In this case, the relevant members of the Board of Directors shall not have voting rights.

(m) inspect, supervise and direct the General Director, Deputy General Director, CFO, Heads of Blocks / Divisions to perform assigned tasks, make annual evaluation of the performance of these people.

(n) promulgate internal regulations related to the organization, administration and operation of VIB in accordance with the provisions of law and the Charter, except for matters under the authority of the Board of Supervisors or the General Meeting of Shareholders. Promulgating professional ethics standards (except for professional ethics standards for members of the Board of Supervisors, internal auditors), specifying the authority to decide the level of compensation for losses due to subjective caused by individuals or groups; regulations on the authority to liquidate VIB's fixed assets. Building up regulations on organization and operation of the Board of Directors, internal regulations on corporate governance of VIB and submit them to the General Meeting of Shareholders for adoption / approval; decide to issue regulations / provisions on information disclosure.

(o) Decide risk management policy and monitor the implementation of VIB's risk prevention measures.

(p) Review and approve annual reports.

(q) Select a professional valuation organization to value assets contributed as capital other than Vietnamese currency, freely convertible foreign currencies, and gold according to the provisions of law.

(r) Request the Governor of the State Bank to approve matters in accordance with the law.

(s) Resolve complaints of VIB against Managers, Executives, deciding to choose representatives of VIB to resolve issues related to legal procedures for Legal Representatives.

(t) Prepare relevant contents and documents to submit to the General Meeting of Shareholders to decide on matters under the authority of the General Meeting of Shareholders, including corporate governance report, abstraction of contents within the functions and duties of the Supervisory Board.

(u) Approve the agenda and operation plans of the Board of Directors; agenda, contents and documents for the General Meeting of Shareholders; convene a meeting of the General Meeting of Shareholders or obtain a written opinion of the Shareholders to approve resolutions or decisions of the General Meeting of Shareholders.

- (v) Decision on offering to offer shares and convertible bonds of VIB; decide to sell new Shares within the number of Shares authorized to be offered.
- (w) Decide to repurchase no more than 10% of the total number of Shares of each class offered for 12 months, except for transactions falling under the authority of the General Meeting of Shareholders.
- (x) Proposal on the plan of profit distribution, immediate level for approval by the General Meeting of Shareholders. Decide the deadline and procedures for paying dividends or dealing with losses incurred in the business process.
- (y) Implement, inspect, and supervise the implementation of decisions and decisions of the General Meeting of Shareholders or the Board of Directors.
- (z) Timely notify the SBV of information that negatively affects the membership of the Board of Directors, the Supervisory Board, and CEO.
 - (aa) Decide the organizational structure of blocks and equivalent units at the head office, the management structure and the operating regulations of the branch, representative office; decide and carry out tasks and duties under the rights and obligations of the owners, contributors in subsidiaries (including decisions on Charter, organizational structure), affiliates of VIB.
 - (bb) Approve the business plan proposed by the General Director.
 - (cc) Proposal of types of Shares to be issued and the total number of Shares issued by each class.
 - (dd) Decision on plan to issue separate bonds, bonds to the public, except for the issuance of convertible bonds and warrant-linked bonds under the authority of the General Meeting of Shareholders; medium and long-term foreign loans.
 - (ee) Decide on market development, marketing and technology solutions.
 - (ff) Approve or authorize the Chairman of the Board to approve the policy of providing new products, operating in new markets based on the recommendation of the CEO.
 - (gg) The Board of Directors oversees the CEO for internal Supervisory activities, in:
 - i. Implement the Supervisory, operation and maintenance of the management information system and information exchange mechanism.
 - ii. Maintain a Supervisory culture and professional ethical standards in accordance with the law.
 - iii. Handle and overcome the shortcomings and limitations of internal Supervisory at the request and recommendations of the State Bank, the independent auditing organization and other functional agencies.
 - iv. Handle the violations of the law, violations of internal regulations and professional ethics standards.
 - v. Other contents as stipulated by the Board of Directors.
- (hh) Board of Directors supervises the CEO for an internal assessment of sufficient capital, in:
 - i. Conduct an internal assessment of sufficient capital.
 - ii. Handle and overcome shortcomings and limitations of the internal assessment on the level of capital adequacy at the request of the State Bank, independent audit organization and other functional agencies.
 - iii. Other contents as stipulated by the Board of Directors.
- (ii) The Board of Directors supervises the CEO for risk management on the basis of recommendations and advice of the Risk Management Committee, in:
 - i. Develop and implement risk management policies.

ii. Handle and overcome shortcomings and limitations in risk management according to the requirements and recommendations of the State Bank, independent auditing organizations and other authorities.

iii. Other contents prescribed by the Board of Directors.

(jj) Propose to the General Meeting of Shareholders to decide on the reorganization, dissolution or bankruptcy of VIB.

(kk) Treat all Shareholders equally and respect the interests of those with interests related to VIB

(ll) Monitor and prevent conflicts of interest of members of the Board of Directors, members of the Supervisory Board, the General Director, and other Managers, including misuse of VIB assets and abuse of transactions with related parties.

(mm) On the basis of unanimous opinion of the Supervisory Board, submit to the General Meeting of Shareholders for approval the independent audit organization, dismiss the independent auditor when deemed necessary or decide to select an independent audit organization when deemed necessary according to the authorization from the General Meeting of Shareholders.

(nn) Other duties and powers in accordance with the law, the Charter and other regulations of VIB.

Article 43. Remuneration and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives of Legal Shareholders) are entitled to remuneration for their work as members of the Board of Directors and annual or regular bonuses according to terms of office. Total remuneration and other benefits of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting. The Board of Directors decides the remuneration for each member. The independent members of the Board of Directors do not receive salary and regular remuneration of VIB except for allowances decided by the Board of Directors and annual or term-based bonuses.

2. Members of the Board of Directors holding executive positions or members of the Board of Directors who work at the Committees/Board of Directors or perform other tasks which, according to the Board of Directors, are not the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum remuneration, salary, commission, profit percentage or otherwise as decided by the Board of Directors.

3. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have to pay when performing their membership responsibilities, including expenses incurred to attend meetings of the General Meeting of Shareholders, the Board of Directors or the Committees / Boards of the Board of Directors.

4. Expenses for members of the Board of Directors are included in business expenses of VIB in accordance with the law on corporate income and must be shown as a separate item in VIB's annual financial statements, to be reported to the General Meeting of Shareholders at annual meeting.

5. The remuneration of each member of the Board of Directors is included in VIB's business expenses in accordance with the law on corporate income tax and must be shown in a separate section in VIB's annual financial statements. General Meeting of Shareholders at the annual meeting.

Article 44. Rights and obligations of the Chairman of the Board of Directors

In addition to exercising the rights and obligations of members of the Board of Directors, the Chairman of the Board of Directors also has the following rights and obligations:

1. The Chairman of the Board of Directors is obliged to prepare the agenda, content, documents, convene and chair the meeting of the Board of Directors or collect written opinions of the Board of Directors; chair the meeting of the General Meeting of Shareholders.
2. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors sends annual financial statements, performance reports of VIB, audit reports and inspection reports of the Board to Shareholders at the General Meeting of Shareholders.
3. Work out programs and plans of the Board of Directors' activities.
4. Organize the approval of the decisions of the Board of Directors and sign the resolutions and other documents of the Board of Directors.
5. Supervise the implementation of the decisions of the Board of Directors.
6. To ensure that all members of the Board of Directors receive complete, objective, accurate information and time to discuss issues to be considered by the Board of Directors.
7. Assigning duties to the Vice Chairman of the Board of Directors, members of the Board of Directors and supervising these people in performing their assigned tasks and performing common rights and obligations.
8. At least once a year, evaluate the performance of each member of the Board of Directors, each Committee of the Board of Directors and report to the General Meeting of Shareholders on this evaluation result.
9. Request the Supervisory Board, Internal Audit to check and monitor cases with abnormal signs in VIB system and receive notification of results from them.
10. Request the CEO and staff of VIB to report information and documents related to VIB in order to ensure that VIB operates efficiently and safely.
11. Authorize the Deputy Chairman or other members of the Board of Directors to undertake their work during their absence; in the event that the Chairman of the Board of Directors is unable to undertake his tasks and duties, Regulations of organization and operation of the Board of Directors shall be applied.
12. Other rights and obligations as authorized by the Board of Directors
13. Other rights and obligations in accordance with the provisions of the law and the Charter.

Article 45. Rights and obligations of members of the Board of Directors

1. Exercise the rights and obligations of the members of the Board of Directors in accordance with the law, the Charter, the internal regulations of the Board of Directors and the assignment of the Chairman of the Board of Directors honestly for the benefit of VIB and Shareholders.
2. Attend all the meetings of the Board of Directors, discuss and vote on issues within the duties and powers of the Board of Directors, except not voting because of a conflict of interest with that member. Take personal responsibility to the General Meeting of Shareholders and the Board of Directors for their decisions.
3. Implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
4. Two-thirds of the members of the Board of Directors or more have the right to convene an extraordinary General Meeting of Shareholders.
5. Present to the General Meeting of Shareholders and the Board of Directors for the performance of assigned tasks when requested.
6. Suggest the Chairman of the Board to convene an extraordinary meeting of the General Meeting of Shareholders.

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7. Review the financial statements prepared by independent auditors, giving opinions or requesting the Operator, independent auditor and internal auditor to explain issues related to the report.
8. Members of the Board of Directors have the responsibility to promptly and fully report to the Board of Directors the remuneration they receive from subsidiaries, associates and other organizations that they are the capital contribution representatives of VIB. .
9. Report to the State Securities Commission, the Stock Exchange, VIB and disclose information when a member of the Board of Directors or a related person performs stock transactions of VIB in accordance with the law.
10. Requesting the General Director, other Managers and other units in VIB to provide information and documents on VIB's financial status, business operations and the cases in VIB. The order and procedures for request and information are regulated by a competent authority of VIB from time to time.
11. Publicize the list of related persons immediately upon being appointed as a member of the Board of Directors and upon any change in their related persons during the incumbent period.
12. Independent members of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.
13. Report to the Board of Directors at the latest meeting on transactions between VIB, subsidiaries, companies in which VIB holds control over 50% or more of charter capital, members of the Board of Directors and related persons of such members; Transactions between VIB and the company in which a member of the Board of Directors is a founding member or a manager of the business during the last 3 years before the transaction.
14. Other rights and obligations in accordance with the provisions of the law and the Charter.

Article 46. Meeting of the Board of Directors

The detailed regulations on the meeting of the Board of Directors are specified in the internal corporate governance regulations of VIB, regulations on organization and operation of Board of Directors.

Article 47. Committees/Boards under the Board of Directors

The Board of Directors must set up Committees/Committees to assist the Board in performing its duties and powers, including the Risk Management Committee and Personnel Committee. The Board of Directors stipulates the organization, operation, duties and powers of these Committees according to the guidance of the State Bank of Vietnam and the provisions of law.

Article 48. Secretary/Assistant to the Board of Directors and the person in charge of corporate governance.

1. Secretary/Assistant to the Board of Directors

When deeming it necessary, the Board of Directors recruits the Secretary/Assistant to the Board of Directors. Functions and obligations of the Secretary/Assistant to the Board of Directors are specified by the Board of Directors.

2. The person in charge of corporate governance.

The Board of Directors appoints at least 01 person to be in charge of corporate governance to support VIB's governance activities conducted effectively. The person in charge of corporate governance can concurrently act as Secretary / Assistant to the Board of Directors stipulated in Article 1. Functions and duties of the person in charge of corporate governance are specified in the internal corporate governance regulations.

CHAPTER 4. SUPERVISORY BOARD

Article 49. Standing for election and nominating members of the Supervisory Board

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1. The candidacy and nomination of members of the Supervisory Board shall be carried out similarly to the provisions in Article 40 and Article 40.2.
2. In case the number of candidates nominated by a Shareholder or group of Shareholders is lower than the number of candidates they are entitled to nominate, the remaining number of candidates shall be nominated by the subjects according to the following priority order: (i) Supervisory Board, (ii) BOD, (iii) other Shareholders.
3. In case the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient in Article 49.1 and Article 49.2, the Supervisory Board may introduce additional candidates and this introduction must be clearly announced and approved by the General Meeting of Shareholders before the decide to be a member of the Supervisory Board according to the law and VIB.

Article 50. Supervisory Board and Supervisory Board structure

1. The Board of Supervisors performs internal audits, controls and evaluates the compliance with regulations of the laws, regulations, the Charter and resolutions and resolutions of the General Meeting of Shareholders and the Board of Directors.
2. The Supervisory Board has a membership of 03 to 05 people. The specific number of members of the Supervisory Board for each term is decided by the General Meeting of Shareholders.
3. The term of the Supervisory Board is 04 years. The term of office of members of the Supervisory Board follows that of the Supervisory Board and may be re-elected for an unlimited number of terms. The term of a member to be supplemented or replaced is the remainder of the term. The Supervisory Board of the term just ended continues to operate until the Supervisory Board of the new term takes over.
4. The Supervisory Board has at least half of the total number of full-time members, not concurrently holding other positions or jobs at VIB or other enterprises. A full-time member of the Supervisory Board must reside in Vietnam during his / her term of office.
5. The tentative list of those elected to be the State Bank before the election of these positions must approve members of the Supervisory Board in writing. Persons elected to be members of the Supervisory Board must be on the list approved by the State Bank of Vietnam.
6. Voting of members of the Supervisory Board must be done by cumulative voting, whereby each Shareholder has the total number of votes corresponding to the total number of Shares owned multiplied by the number of members elected by the Supervisory Board and Shareholders have the right to put all of his votes for one or several candidates.
7. Full-time members of the Supervisory Board must be elected separately from the election of members.
8. The elected members of the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient as specified in the Charter. In case there are 02 or more candidates achieving the same number of votes for the last member of the Supervisory Board, they will be re-elected among the candidates with the same number of votes or selected according to the criteria specified in the election rules passed by the General Meeting of Shareholders.
9. Results of the election and appointment of the Head of the Supervisory Board and members of the Supervisory Board must be reported to the State Bank within 10 working days from the date of election and appointment.
10. The Board of Supervisors includes: Head of Board of Supervisors and members. Members of the Board of Supervisors shall elect 01 of them to be the Head of the Board. The Board of

Supervisors shall appoint, dismiss and remove the Head of the Board in the principle of majority. The Head of the Board shall be nominated in the first meeting of the Board term within 7 working day, since closing the election of the Board of such term. This meeting shall be convened and presided by member who has the highest votes or rate of voting. In case of having more than one member who has the highest votes or rate of voting and equality, other members shall elect according to majority principle to select one of them to convene the meeting of the Board of Supervisors.

11. Replacing members of the Supervisory Board

(a) A member of the Supervisory Board disqualifies and will be dismissed from title in accordance with the law and VIB. The order, procedures and documents to request the State Bank of Vietnam to approve the proposed list of personnel to elect members of the Supervisory Board, report the immunity and removal of members of the Supervisory Board comply with the State Bank's regulations.

(b) Within 15 working days from the date that the Head of the Supervisory Board loses his status as a member of the Supervisory Board, all members of the Supervisory Board are responsible for holding a meeting of the Supervisory Board to elect a new member to be the Head of the Supervisory Board.

(c) Head of the Supervisory Board wants to resign from the position of Head of the Board; an application must be submitted to the Board of Directors and the Supervisory Board. Within 60 days from the date of receipt of the application, the Supervisory Board must hold a meeting consider, decide and carry out the procedures for dismissing and removing the current Head of the Supervisory Board and electing a new Head of the Supervisory Board in accordance with the law.

(d) A member of the Supervisory Board who wants to resign must submit an application to the Board of Directors and the Supervisory Board to present at the nearest General Meeting of Shareholders for decision.

(e) If the number of members of the Supervisory Board does not reach 2/3 of the total number of members of the term or does not meet the minimum number of members as prescribed in the Charter, within 60 days (this period may be extended depending on the State Bank's approval of the proposed list to elect members of the Supervisory Board), VIB must add enough members to the Supervisory Board from the date of insufficient number of members,

(f) In other cases, the latest meeting of the General Meeting of Shareholders will elect new members of the Supervisory Board to replace the dismissed, dismissed or missing members of the Supervisory Board.

12. Person who is appointed to hold the position of the Head of the Board of Supervisors and other members of the Board are responsible for receiving and immediately undertaking the tasks and duties of the appointed position. The Head of the Board of Supervisors and other members of the Board who are finished their term, removed or dismissed, or in office but unqualified shall be responsible for handing over the works to the Head of the Board and other newly-elected members of the Board; at the same time, taking personal responsibility for own decisions during their term of office.

Article 51. Duties and powers of the Supervisory Board

1. Supervise the compliance with the provisions of law and the Charter in the treatment and administration of VIB; take responsibility before the law, the General Meeting of Shareholders for the performance of assigned duties and powers.

2. Issue internal regulations of the Board of Supervisors, professional ethical standards of members of the Board of Supervisors, internal auditor; annually, review the internal regulations of the Board of Supervisors, important policies on accounting and reporting. Building up Regulations of organization and operation of the Board of Supervisors and submit to the General Meeting of Shareholders for approval.

3. Appoint, dismiss, discipline, suspend and decide of salary, other benefits for the positions of the internal audit division.

4. Perform the internal audit function; build up and issue regulations, procedures and other methods to carry out internal audit, plan of annual internal audit in accordance with legal regulations and in compliance with requirements of internal audit to assure of business operations safety for VIB.

5. Appraise the financial statements for the first 6 months and annually of VIB, including financial statements audited by an independent auditing organization. Report to the General Meeting of Shareholders on the results of evaluation of financial statements; evaluate the reasonableness, legality, honesty and prudence in accounting, statistics and financial reporting. The Supervisory Board is consulted with the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders; Appraise the completeness, legality and truthfulness of the business performance report, the report on assessment of the management of the Board of Directors and submit the appraisal report at the Annual General Meeting of Shareholders.

6. Check the accounting books, other documents and the management and operation of VIB when deeming it necessary or according to resolutions and decisions of the General Meeting of Shareholders or at the request of major Shareholders or groups of major Shareholders in accordance with the law.

The Supervisory Board performs the inspection within 07 working days from the date of receiving the request. Within 15 days from the end of the inspection, the Supervisory Board must report and explain the issues required to be inspected to the organization or individual requested by the Board of Directors.

The inspection of the Supervisory Board as stipulated in this Clause must not obstruct the normal operation of the Board of Directors, not disrupt VIB's business operations.

7. In case of detecting a violation of law or a violation of the bylaws of the Manager and the Operator, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to stop the violation and find the solutions to overcome the consequences.

8. Make a list of Founding Shareholders, Major Shareholders and related persons of the Board members, members of the Supervisory Board, General Director; keep and update this list.

9. Propose the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the provisions of law and the Charter.

10. Convene an extraordinary meeting of the General Meeting of Shareholders in the case of a decision of a serious violation of the Board of Directors according to the provisions of law or a decision beyond the assigned authority and other cases as provided in the Charter.

11. Check the reasonableness, legality, honesty and prudence of business management and administration, the systematic, consistency and suitability of accounting, make the statistics and prepare the financial statements.

12. Review, inspect and evaluate the effectiveness and efficiency of the internal Supervisory system, internal audit, risk management and early warning of VIB.

13. Propose to the Board of Directors or the General Meeting of Shareholders measures to change, supplement and improve the organizational structure, management, supervision and operation of VIB's business activities.

14. Have the right, through the Head of the Supervisory Board, to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of VIB.

15. Having the right to access, completely, accurately and timely provide information and documents related to VIB's management and administration activities in order to perform assigned tasks and powers.

16. Have an assisting unit, internal audit, using VIB's resources, and hiring outside experts and organizations to perform their duties.

17. Agree with the Board of Directors to propose the General Meeting of Shareholders to select an audit organization, dismiss the approved auditor when deeming it necessary.

18. Report on activities of the Board of Supervisors and other contents at the General Meeting of Shareholders in accordance with provisions of the law, the Charter and other regulations of VIB. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

19. Supervise the approval for credit extension (except for the cases in which credit is not granted under the current law) for subsidiaries, affiliates, Founding Shareholders, Major Shareholders, members of the Board of Directors, members of the Supervisory Board, Executives, other managerial positions and their related persons.

20. The Board of Supervisors supervises the internal audit, including:

(a) Supervise and evaluate the implementation of professional ethical standards by members of the Board of Supervisors, internal auditors

(b) Supervise the internal audit department in: perform the internal audit; review and evaluate the effectiveness of the internal audit and results of the performance of duties by the Head of the internal audit; handle and overcome the shortcomings and limitations of internal audit at the request and recommendation of the State Bank, independent auditing organizations and other functional agencies.

(c) Other contents as prescribed by the Board of Supervisors

21. Other duties and powers as prescribed by law, the Charter and other regulations of VIB.

Article 52. The Supervisory Board's right to be provided with information

1. Documents and information must be sent to the members of the Supervisory Board at the same time and in the same manner as to Shareholders and members of the Board of Directors, including:

a) Notice of meeting invitation, opinion form of members of the Board of Directors and attached documents.

b) Resolutions, decisions and meeting minutes of the General Meeting of Shareholders, the Board of Directors.

c) Report of the CEO to the Board of Directors or other documents issued by VIB.

2. Members of the Supervisory Board have the right to access VIB's files and documents kept at the head office, branches and other locations; have the right to visit the work sites of the Manager and employees of VIB during business hours.

3. Managers and Executives must provide information and documents on the management, administration and business activities of VIB fully, accurately and promptly at the request of members of the Supervisory Board or the Supervisory Board.

4. Other contents shall comply with the provisions of law and provisions in the internal corporate governance regulations of VIB.

Article 53. Remuneration and other benefits of members of the Supervisory Board

1. The total annual operating budget, total remuneration and other benefits of the Supervisory Board are decided by the General Meeting of Shareholders at the annual meeting. The Supervisory Board decides the remuneration for each member.

2. Members of the Supervisory Board are entitled to reasonable payments for accommodation, travel, independent consulting services and other expenses incurred. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Expenses for members of the Supervisory Board are included in business expenses of VIB in accordance with the law on corporate income tax and relevant laws and must be made into a separate section in the annual financial statements of VIB.

Article 54. Rights and obligations of the Head of the Supervisory Board

In addition to exercising the rights and obligations of members of the Supervisory Board, the Head of the Supervisory Board has the following rights and obligations:

1. Organize the implementation of duties and powers of the Supervisory Board.

2. To prepare the agenda of the Supervisory Board meeting based on the members of the Supervisory Board's recommendations related to the Supervisory Board's duties and powers; convene and chair the SB meeting.

3. To request the Board of Directors, CEO and other Executives to provide relevant information to report to the Supervisory Board.

4. On behalf of the Supervisory Board to sign documents under the authority of the Supervisory Board.

5. Prepare and sign the report of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

6. On behalf of the Supervisory Board to convene an extraordinary General Meeting of Shareholders in accordance with the Charter, law or request of the Board of Directors to convene an extraordinary meeting.

7. Attend the meeting of the Board of Directors, give opinions but not vote.

8. To request to record their opinions in the minutes of the meeting of the Board of Directors if their opinions are different from the resolutions and decisions of the Board of Directors and report to the General Meeting of Shareholders.

9. Prepare work plans and assign tasks to members of the Supervisory Board.

10. To ensure that all members of the Supervisory Board receive complete, objective and accurate information and have enough time to discuss issues that must be considered by the Supervisory Board.

11. Supervising and directing the implementation of assigned tasks and rights and obligations of members of the Supervisory Board.

12. Supervising the obligation to report and disclose information of members of the Supervisory Board when it occurs or changes.

13. Authorize another member of the Supervisory Board to carry out his duties during his absence.

14. Other rights and obligations as provided for in the Charter and law.

Article 55. Rights and obligations of members of the Supervisory Board

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1. Comply with the provisions of law, the Charter, the internal regulations of the Supervisory Board, resolutions of the General Meeting of Shareholders and professional ethics in an honest and careful manner for the benefit of VIB and Shareholders.
2. Elect a member of the Supervisory Board to be the Head of the Supervisory Board.
3. To request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board.
4. Control business activities, control VIB's accounting books, assets, and financial statements and recommend corrective measures.
5. Have the right to request VIB's staff to provide data and explain business activities to perform assigned tasks.
6. Report to the Head of the Supervisory Board on unusual financial activities and take responsibility for his or her assessment and conclusions.
7. Attend meetings of the Supervisory Board, discuss and communicate about issues within the duties and powers of the Supervisory Board, except for issues that have conflicts of interest with that member.
8. To be responsible before the law and to the Shareholders for the determination of the accuracy and truthfulness of the data and records related to VIB's operations. In case of concealing or not promptly proposing handling of wrongdoing, they will be jointly responsible when performing the task.
9. To perform duties and powers of members of the Supervisory Board, duties assigned by the Supervisory Board and assigned by the Head of the Supervisory Board.
10. 2/3 of the members of the Supervisory Board or more have the right to request the Board of Directors to hold an extraordinary meeting and convene an extraordinary meeting of the General Meeting of Shareholders in the event that the Board of Directors has made serious mistakes as prescribed in the Charter.
11. At least once a month, to report in writing to the Head of the Supervisory Board on the control situation and results in the assigned field for that member.
12. Immediately update information of the related persons of the Supervisory Board members and is obliged to report and disclose information in the entire VIB system in accordance with current law.
13. In case any member of the Supervisory Board is found to have committed violations in the exercise of their assigned rights and obligations, they must notify the Supervisory Board in writing; request the violator to stop the violation and remedy the consequences.
14. Other rights and obligations in accordance with the Charter and law.

Article 56. Meeting of the Supervisory Board

Detailed regulations on the Supervisory Board meeting are specified in VIB's internal corporate governance regulations, regulation on organization and operation of the Supervisory Board.

Article 57. Internal audit

1. VIB must establish a full-time internal auditor under the Supervisory Board to perform internal audit tasks VIB.
2. The internal audit conducted an independent and objective review and assessment of the internal control system; Independent assessment of suitability and compliance with regulations, internal policies, procedures, and procedures established in VIB; make recommendations to improve the efficiency of systems, regulations and procedures, contributing to ensuring VIB operates safely, effectively and in accordance with the law.

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3. The results of internal audit must be promptly reported to the Board of Directors, the Supervisory Board and sent to the General Director.

CHAPTER 5. GENERAL DIRECTOR

Article 58. General Director

1. The General Director is the highest executive of VIB, is under the supervision of the Board of Directors, and is responsible to the Board of Directors, the General Meeting of Shareholders and the law for the implementation of his rights and obligations.

2. The Board of Directors appoints 01 of the members of the mine to be the CEO or hire another person to be the CEO.

3. The Board of Directors decides the salary and other benefits of the CEO. General Director's salary is included in business expenses of VIB in accordance with the law and must be presented as a separate item in VIB's annual financial statements and reported at the Annual General Meeting of Shareholders.

4. Unless otherwise decided by the Board of Directors, the term of the CEO is 04 years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The appointment, dismissal, removal and resignation of the CEO are made in accordance with the law.

Article 59. Appointment, dismissal, removal of the General Director

1. The Board of Directors is only allowed to issue a decision to appoint a CEO after the State Bank has approved in writing the list of expected personnel appointed to be CEO. The order, procedures, and dossiers of application for the approval of the proposed list of personnel to appoint a General Director must comply with the State Bank's regulations.

2. The results of the appointment of CEO must be notified to the State Bank within 10 working days from the date of appointment and reported to the General Meeting of Shareholders in the latest meeting.

3. After the decision on appointment of the Board of Directors is issued, the General Director can immediately assume the work of the newly appointed position; The former CEO is responsible for handing over the work to the new CEO to handle and is personally responsible for his decisions during the time in that position.

4. In case the CEO is automatically disqualified from the CEO status, the Board of Directors must immediately appoint a Deputy General Director or another Division / Division Director to ensure the conditions as prescribed by law to undertake the work of the CEO and report by immediate documents to the SBV

5. Within a maximum of 60 days from the date the CEO is displaced from the CEO or the Board receives the request for resignation of the CEO, the Board of Directors must find a replacement and carry out the procedures to appoint a new CEO to submit to the State Bank for approval. Expected staff appointed to be General Director.

6. In case the CEO seriously violates the provisions of the law or the Charter, the Board of Directors has the right to suspend or dismiss the General Director, and at the same time must immediately appoint a Deputy General Director or another Head of Division / Board to ensure the conditions in accordance with the law to undertake the work of the CEO and immediately report and propose handling of the mistakes as well as the title of CEO, send to the State Bank for settlement in accordance with the law.

7. In the time when the State Bank of Vietnam has not approved the proposed list of personnel to be appointed as CEO, the chairperson of the Board of Directors and members of the Board of

Directors, Head of the Supervisory Board and members of the Supervisory Board are fully responsible before the law and shareholders about all VIB activities.

8. The Board of Directors can dismiss or dismiss the General Director when the majority of the members of the Board of Directors have the right to vote for the meeting.

Article 60. Rights and obligations of the General Director

1. Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors
2. Deciding on issues under its authority related to daily business operations of VIB; decide other activities not under the authority of the General Meeting of Shareholders, the Board of Directors, and the Board of Supervisors.
3. To propose and propose organizational structure and operation of VIB to the Board of Directors.
4. To propose to the Board of Directors measures to improve the operation and management of VIB under the authority of the Board of Directors or the General Meeting of Shareholders.
5. To appoint, dismiss, remove from management and executive positions of VIB, to the positions under the deciding competence of the General Meeting of Shareholders, the Board of Directors.
6. To recruit employees, decide on salaries, bonuses and other benefits of employees according to their competence.
7. Prepare and submit to the Board of Directors for approval VIB's business plans.
8. Establishing and maintaining an effective internal control system
9. To prepare and submit to the Board for approval or to report to the General Meeting of Shareholders for approval the financial statements. Take responsibility for the accuracy and truthfulness of financial statements, statistical reports, settlement data and other financial information.
10. Promulgate according to its competence, internal regulations, operational processes and procedures to operate the business administration system, the reporting information system.
11. To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders and competent state agencies on VIB's operations and business results.
12. Decide to apply measures beyond their authority in case of natural disaster, enemy sabotage, fire, and incident and take responsibility for such decision and promptly report to the Board of Directors.
13. Proposing the Board of Directors to hold an extraordinary meeting in accordance with the Charter and law.
14. Sign the contract on behalf of VIB in accordance with VIB's Charter and internal regulations
15. Propose VIB's plan to use profits and handle losses in business operations
16. Regulations on interest rates, commission rates, penalties, and money levels for customers according to the provisions of law.
17. Other rights and obligations in accordance with the law, the Charter and internal regulations of VIB, resolutions and decisions of the Board of Directors, the labor contract signed with VIB.
18. Other rights and obligations in accordance with the law, Charter, Internal Rules of VIB, resolutions and decisions of the Board of Directors, labor contracts signed with VIB.

CHAPTER 6. FINANCE

Article 61. Financial autonomy of VIB

VIB is financially autonomous, is responsible for its business operations, and fulfills its obligations and commitments in accordance with the law.

Article 62. Financial regime

1. VIB complies with the financial regulations of the law
2. The Board of Directors, the Supervisory Board, and CEO are responsible before the law and state management agencies for their financial compliance.

Article 63. Fiscal year

VIB's fiscal year starts on January 1 and ends on December 31 of the calendar year

Article 64. Accounting

VIB applies accounting, accounting and accounting regimes according to the provisions of law.

Article 65. Operational capital sources

1. Equity:
 - a) Charter capital
 - b) Differences due to revaluation of assets, exchange rate differences.
 - c) Share premium
 - d) Funds: Reserve fund to supplement charter capital, investment and development fund, financial reserve fund
 - e) Accumulated profits and undistributed profits, unresolved accumulated loss.
 - f) Other capital owned by VIB
2. Capital raised according to Article 9.
3. Other capital as prescribed by law

Article 66. Appropriated funds

1. Reserve fund to supplement charter capital
2. Financial reserve fund
3. Bonus fund
4. Welfare fund
5. Investment and development fund
6. Bonus fund for managers and members of the Supervisory Board
7. Other funds in accordance with the law

Article 67. Distribution of profits

1. According to the decision of the General Meeting of Shareholders and as decided by law, the dividend will be announced and paid from the remaining profit of VIB, but not exceeding the level proposed by the Board of Directors and approved by the General Meeting of Shareholders.
2. Dividends must be paid in full within 06 months from the end of the Annual General Meeting of Shareholders. The Board of Directors must prepare a list of shareholders to receive dividends, determine the amount of dividends to be paid for from shares, the term, and the method of payment no later than 30 days before each dividend payment. Notice of dividend payment is sent by a guaranteed method to shareholders at the address registered in the shareholder register 15 days behind schedule before paying dividends. The notice must contain the contents as prescribed by law.
3. VIB does not pay interest on the amount of dividend or payment related to a type of stock.
4. Dividends can be paid in cash, shares or other assets as decided by the General Meeting of Shareholders. If payment is made in cash, it must be made in Vietnam Dong and according to the payment methods prescribed by law.
5. Based on the provisions of law, the Board of Directors approved a resolution to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends, interest, distribute profits, receive stocks, and receive notices or other documents.

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6. Problems related to the distribution of profits are implemented in accordance with the law.

Article 68. Auditing.

1. Before the end of the fiscal year, VIB must choose one of the following independent auditing organizations: Deloitte Touche Tohmatsu, Ernst & Young, KPMG, Price water House Coopers KPMG (provided those companies are allowed to operating in Vietnam and eligible under the provisions of the law) to audit activities for the fiscal year under.
2. Within 30 days after deciding to select an independent auditing organization, VIB must notify the SBV of the selected independent auditing organization.
3. VIB must prepare and send annual financial statements to independent auditing company after the end of a fiscal year.
4. An independent auditor performing the audit VIB is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the meeting of the General Meeting of Shareholders that shareholders are entitled to receive and speak opinions at the meeting on issues related to the audit of VIB's financial statements.
5. The audit of VIB's activities in detail is conducted in accordance with the law and SBV's guidance.

Article 69. Annual, six-month and quarterly financial statements.

1. VIB must prepare annual, six-month and quarterly financial statements and the reports must be audited and reviewed according to the provisions of law and the Charter. Annual financial statements must include full contents as regulated and truthfully and objectively reflect VIB's the business situation of VIB.
2. Audited annual financial statements, reviewed six-month financial statements and quarterly financial statements must be publicized and submitted to competent state agencies as stated in the regulations.

Article 70. Reporting and information disclosure

1. VIB performs the obligation to report to the State Bank, the Tax Administration, the State Securities Commission and other competent agencies in accordance with the law and the State Bank.
2. In addition to the periodic reports, VIB promptly reports in writing to the State Bank in the following cases:
 - a) Unusual developments in operations that could seriously affect VIB's business situation
 - b) There are changes in organization, governance, management, financial status of major shareholders and other changes that seriously affect VIB's business operations.
 - c) Change of VIB's branch name, suspend business operations for less than 5 working days.
 - d) Listing of shares on domestic stock exchanges.
3. VIB must prepare and publish the Annual Report according to the provisions of law.
4. VIB must disclose information on the website (website) of VIB and on the information disclosure system of the State Securities Commission and other means in accordance with the provisions of law and direction of the competent authority.

CHAPTER 7. OTHER TERMS.

Article 71. Staff and Trade Union

1. The contents related to employees and trade unions comply with VIB's regulations
2. The CEO must prepare a plan for the Board of Directors to approve issues related to VIB's relationship with trade unions in accordance with best management standards, practices and policies, and regulatory practices and policies in VIB's charter, internal regulations and current legal regulations.

Article 72. Special reporting and control

1. In case VIB is in danger of insolvency to its customers, VIB must immediately report to the State Bank of its financial status, causes and measures taken, expected to be applied to overcome.
2. VIB may be put under special control by the State Bank in the cases specified in the Law on Credit Institutions.
3. In urgent cases, in order to ensure the solvency of deposits or interests to customers, VIB may receive special loans from other credit institutions or the State Bank. This special loan will have priority to repay all other VIB liabilities.

Article 73. Reorganization of VIB

1. VIB is reorganized in the form of division, separation, consolidation, merger, or transformation of its legal form after obtaining a written approval from the State Bank.
2. Conditions, dossiers, order and procedures for approving the reorganization of VIB in accordance with the State Bank's regulations.

Article 74. Dissolution of VIB

1. VIB dissolves in the following cases:
 - a) Voluntarily apply for dissolution if capable of paying off all debts and approved in writing by the State Bank.
 - b) Failure to apply for an extension or to apply for an extension at the end of the term of operation without the written approval of the State Bank.
 - c) License for establishment and operation of VIB is revoked
2. Upon dissolution, VIB must liquidate assets under the supervision of the State Bank and according to the asset liquidation order and procedures prescribed by the State Bank.
3. All expenses related to the liquidation are borne by VIB

Article 75. Liquidation

At least 6 months before the end of VIB's operation term or after the decision to dissolve, the Board of Directors shall conduct liquidation procedures in accordance with the law.

Article 76. Bankruptcy VIB

VIB's bankruptcy is implemented in accordance with the law on bankruptcy

Article 77. Settlement of internal disputes

1. In case of disputes or complaints related to VIB's operations, the rights and obligations of shareholders in accordance with the law, the middle charter:
 - a) Shareholder with VIB
 - b) Shareholder with the Board of Directors, Supervisory Board, CEO or other executive person.

Related parties try to resolve such dispute through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board, the Chairman of the Board of Directors presides over the resolution of disputes and requests each party to present information related to the dispute within 21 working days from the date of dispute incurred. In case of disputes related to the Board of Directors or the Chairman of the Board, either party can request to appoint an independent expert to mediate in the dispute resolution process or request the competent authority to resolve the dispute.



2. In the event of failure to reach a mediation decision within 6 weeks of the commencement of the mediation process or if the mediator's decision is not accepted by the parties, either party may bring the dispute to arbitration. Competent financial or court to settle in accordance with the law.
3. The parties bear the costs related to the negotiation and mediation proceedings. The payment of the costs of the arbitrator, the court is done according to the judgment of the arbitrator, the court.

Article 78. Supply of information

1. VIB provides information to the account holder about the transaction and the balance on that account holder as agreed with the account holder.
2. VIB is responsible for providing the SBV with information related to business operations and personnel at the request of the State Bank of Vietnam and provided with information related to banking operations by the SBV of customers having credit relations with VIB according to the regulations of the State Bank.

Article 79. Information confidentiality

1. VIB's employees, managers and executives are not allowed to disclose VIB's business secrets according to the provisions of law and VIB.
2. VIB must ensure the confidentiality of information relating to customers' accounts, deposits, deposited assets and transactions at VIB in accordance with the law.
3. VIB is not allowed to provide information relating to customers' accounts, deposits, deposited assets and transactions at VIB to other organizations and individuals, unless requested by competent state agencies in accordance with the law or to obtain the consent of the customer.

Article 80. Terms of implementation.

1. This Charter shall replace the Charter No. 1001.GC.2021(1). In the case of existing legal regulations related to the incorporation and operation of the bank but unmentioned in this Charter or there are new provisions of law different from those in the Charter, the Laws that naturally apply and govern VIB's operations.
2. The amendment and supplement of the Charter shall be decided by the General Meeting of Shareholders
3. Copies or extracts of the charter are valid when signed by the Chairman of the Board of Directors / Legal representative or the person authorized by the Chairman of the Board of Directors or the Legal Representative or at least 1/2 of total members of the Board of Directors.

ON BEHALF OF VIB BOARD OF
SHAREHOLDERS
CHAIRMAN OF THE BOARD

(Signed and sealed)
DANG KHAC VY

FOR THE LEGAL REPRESENTATIVE

(Signed)

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Appendix 1. Branches of VIB

No.	Date of establishment	Name of branch	Province/ Ctiy
1	17 Dec 1999	Ho Chi Minh Branch	Ho Chi Minh City
2	7 Aug 2002	Cau Giay Branch	Hanoi
3	26 Nov 2002	Dong Da Branch	Hanoi
4	28 Oct 2003	Go Vap Branch	Ho Chi Minh City
5	21 Jan 2004	Hai Ba Trung Branch	Ha Noi
6	13 Apr 2004	Ba Dinh Branch	Ha Noi
7	23 Apr 2004	Ky Hoa Branch	Ho Chi Minh City
8	18 Jun 2004	Hai Phong Branch	Hai Phong
9	01 Jul 2004	Trung Hoa Branch	Ha Noi
10	12 Sept 2004	Binh Thanh Branch	Ho Chi Minh City
11	29 Sept 2004	District 2 Branch	Ho Chi Minh City
12	30 Nov 2004	Tan Binh Branch	Ho Chi Minh City
13	07 Dec 2004	Da Nang Branch	Da Nang
14	27 Dec 2004	Transaction Office Branch	Ha Noi
15	5 Apr 2005	Ha Noi Branch	Ha Noi
16	8 Apr 2005	District 10 Branch	Ho Chi Minh City
17	9 May 2005	Nha Trang Branch	Khanh Hoa
18	11 May 2005	Quang Ninh Branch	Quang Ninh
19	27 May 2005	District 1 Branch	Ho Chi Minh City
20	11 Jul 2005	Thanh Khe branch	Da Nang
21	21 Jul 2005	Long Bien Branch	Ha noi
22	26 Jul 2005	Can Tho Branch	Can Tho
23	16 Aug 2005	Hong Bang Branch	Hai Phong
24	18 Oct 2005	Dong Nai Branch	Dong Nai
25	10 Nov 2005	Binh Duong Branch	Binh Duong
26	11 Nov 2005	District 11 Branch	Ho Chi Minh City
27	4 Dec 2005	Thanh Do Branch	Ho Chi Minh City
28	2 Aug 2006	Hai Duong Branch	Hai Duong
29	2 Aug 2006	Vinh Phuc Branch	Vinh Phuc
30	10 Oct 2006	An Giang Branch	An Giang
31	12 Oct 2006	Vung Tau Branch	Ba Rịa – Vung Tau
32	27 Oct 2006	Vinh Branch	Nghe An
33	30 Jan 2007	Quang Ngai Branch	Quang Ngai
34	07 Feb 2007	Ha Dong Branch	Ha Noi
35	09 Feb 2007	Sai Gon Branch	Ho Chi Minh City
36	18 Jun 2007	Thanh Hoa Branch	Thanh Hoa
37	11 Jul 2007	Binh Dinh Branch	Binh Dinh
38	8 Aug 2007	Hue Branch	Thua Thien Hue
39	28 Aug 2007	Dak Lak Branch	Dak Lak
40	20 Sept 2007	Kien Giang Branch	Kien Giang
41	16 Oct 2007	Thai Nguyen Branch	Thai Nguyen

42	16 Oct 2007	Viet Tri Branch	Phu Tho
43	26 Mar 2008	Cam Pha Branch	Quang Ninh
44	21 Jul 2008	Ca Mau Branch	Ca Mau
45	23 Jul 2008	Dong Thap Branch	Dong Thap
46	30 Jul 2008	Lam Dong Branch	Lam Dong
47	7 Aug 2008	Tay Ninh Branch	Tay Ninh
48	18 Aug 2008	Ly Thuong Kiet Branch	Ha noi
49	6 Nov 2008	Thai Binh Branch	Thai Binh
50	18 Sept 2017	Nguyen Van Troi Branch	Ho Chi Minh City
51	28 Jul 2020	Bien Hoa Branch	Dong Nai
52	10 Dec 2020	Song Be Branch	Binh Duong
53	19 Apr 2022	Hung Phu Branch	Can Tho
54	05 May 2022	Binh Chanh Branch	Ho Chi Minh
55	04 Jul 2022	Tien Giang Branch	Tien Giang
56	06 Jul 2022	Hoc Mon Branch	Ho Chi Minh
57	07 Jul 2022	Nha Be Branch	Ho Chi Minh

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Appendix 2. List of Founding Shareholders

1. Shareholder : DANG KHAC VY
Nationality : Vietnamese
Address : 53 Tieu Nam Street, Nam Do area, S7 Quarter 6, Tan Phu ward,
District 7, Ho Chi Minh City, Vietnam
Type of share owned : Common share
Number of shares owned at the date of Charter approval: 104,627,650

2. Shareholder : TRINH VAN TUAN
Nationality : Vietnamese
Address : 31A, Le Van Mien, Thao Dien ward, District 2, Ho Chi Minh
City, Vietnam
Type of share owned : Common share
Number of shares owned at the date of Charter approval: 5,170

3. Shareholder : NGO CHI DUNG
Nationality : Vietnamese
Address : 11 Road 1 A area, Nam Thanh Cong ward, Dong Da District,
Hanoi, Vietnam
Type of share owned : Common share
Number of shares owned at the date of Charter approval: 0

4. Shareholder : HA VAN HAI
Nationality : Vietnamese
Address : Room 305, C1 Lang Ha, Lang Ha ward, Dong Da District,
Hanoi, Vietnam
Type of share owned : Common share
Number of shares owned at the date of Charter approval: 0

5. Shareholder : Vietnam Foreign Trade Commercial Joint Stock Bank
Nationality : Vietnamese
Address : 198 Tran Quang Khai, Ly Thai To ward, Hoan Kiem District,
Hanoi, Vietnam
Type of share owned : Common share
Number of shares owned at the date of Charter approval: 0

6. Shareholder : Vietnam Agriculture and Rural Development Bank
Nationality : Vietnamese
Address : 18 Tran Huu Duc, My Dinh 1 ward, Nam Tu Liem District,
Hanoi, Vietnam
Type of share owned : Common share
Number of shares owned at the date of Charter approval: 0