

VIETNAM JOINT STOCK COMMERCIAL
BANK FOR INDUSTRY AND TRADE

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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0100111948 granted for the 13th time on 8/1/2024
Website: <https://investor.vietinbank.vn>

Hanoi, 18th April, 2025

No.: 29/NQ-ĐHĐCĐ

DRAFT RESOLUTION
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

Pursuant to the Law on Credit Institutions No.32/2024/QH15 dated 18/01/2024;

Pursuant to the Law on Enterprises No.59/2020/QH14 dated 17/6/2020 and amendments and supplements;

Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and guiding documents for the implementation of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank);

Pursuant to the Minutes of 2025 Annual General Meeting of Shareholders (AGM) of VietinBank dated 18th April, 2025.

DECIDED:

Article 1. To approve the Report of the BoD on task performance in 2024 and development orientation in 2025; Report of the Board of Management on business performance in 2024, orientation and plan for 2025; Report of the SB on 2024 activities and orientation in 2025 with several basic contents and criteria as follows:

1. Business performance in 2024:

- Total assets: VND 2,385,388 billion;
- Credit exposure: VND 1,725,877 billion;
- Funds mobilized: VND 1,757,995 billion;
- NPL/Credit exposure ratio as per Circular 31: 1.1%;
- Separated profit before tax: VND 30,361 billion;
- Consolidated profit before tax: VND 31,764 billion,

2. Expected key financial targets in 2025:

- Total assets: Growth rate of 8% – 10%;
- Credit exposure: Follow the credit growth limit approved by the State Bank of Vietnam (SBV) and in line with the credit management policy of the SBV from time to time;
- Funds mobilized: Growth rate to be in relevance with credit growth rate, consistent with the SBV's prudent ratios;
- NPL/Credit exposure ratio: < 1.8%;

- Separated profit before tax: As approved by the State competent Agency (*VietinBank continues to drastically improve the business performance, serving as the key bank, pillar and driving force of the economy*);
- Dividend: Dividend payout ratio and structure (*cash, stock dividend*) are in line with the approval of the State competent agency and applicable laws;
- Prudential ratios: in compliance with SBV's regulations.

The AGM authorized and assigned VietinBank's BoD to decide official business targets of VietinBank based on direction and approval from the competent State Agency, market development and actual business situation of VietinBank and public the information in accordance with the regulations.

Article 2. To approve 2024 audited Financial statements (FS) of VietinBank prepared in accordance with Vietnamese accounting standards and Vietnamese accounting system for credit institutions as at 31/12/2024 and for the period ranging from 01/01/2024 to 31/12/2024 with the following key financial figures:

- Total assets: VND 2,385,388 billion;
- Credit exposure: VND 1,725,877 billion;
- Funds mobilized: VND 1,757,995 billion;
- NPL/Credit exposure ratio as per Circular 31: 1.1%;
- Separated profit before tax: VND 30,361 billion;
- Consolidated profit before tax: VND 31,764 billion,

The AGM authorized VietinBank's BoD to adjust the figures of the 2024 audited FS according to the requirements of the State competent authorities (*if any*).

Article 3: To approve the authorization for VietinBank's BoD to decide on the selection of an independent audit organization which meets the conditions specified in Circular 51/2024/TT-NHNN and is on the list of auditing organizations approved by the State Securities Commission to conduct audits for public interest entities in the securities sector in 2025 (*according to the list attached to the Proposal to the AGM on "the selection of an independent auditing company to audit the FS and provide assurance services for the operation of the internal control system in the preparation and presentation of the FS of VietinBank in 2026"*) and updated at the time of making the decision to select an independent audit organization to review the semi-annual FS, audit the FS and provide assurance services for the operation of the internal control system in the preparation and presentation of the FS of VietinBank in 2026

Article 4. To approve the profit distribution plan for 2024 which VietinBank is submitting to competent State Authority for approval with the following:

- Separate profit after tax in 2024: VND 24,259,028 million;
- Adjustments by changing in previous year's profit : VND 258,190 million;
- Distributed profit: VND 24,000,838 million;
- Appropriation to Chartered Capital Supplementary Reserve (10%): VND 2,400,084 million;
- Appropriation to Financial Reserve (10%): VND 2,400,084 million;
- Appropriation to Investment and Development Reserve (2%): VND 480,017 million;
- Appropriation to Bonus and Welfare Fund: VND 3,123,867 million;
- Remaining profit after compulsory funds appropriations and Bonus and Welfare Fund: VND 15,596,786 million;
- Stock dividend: according to the approval of the competent State Authority: VND 15,596,786 million,

The AGM authorizes VietinBank's BoD to: **(i)** Decide and implement the official 2024 profit distribution plan according to the approval of the competent State Agency; **(ii)** Decide the amounts of appropriations of funds in 2025 from the separate profit after tax of 2024 that does not exceed the

maximum amount according to applicable laws; *(iii)* Decide on the use of the annual Managers' bonus fund for the purposes permitted by law.

Article 5. To approve the remuneration amount for the BoD and the SB in 2024 up to 0.25% of 2024 profit after tax of VietinBank. In case additional members of the BoD and the SB are elected, the AGM authorized VietinBank's BoD to decide the additional amount of remuneration arising based on the actual number of the member of the BoD and the SB and in accordance with the regulation on payroll payment of VietinBank.

Article 6: To approve the listing of VietinBank's public offering bonds issued in 2025 on Hanoi Stock Exchange (HNX) after the completion of bond offerings, details are as follows:

- To approve the listing of VietinBank's public offering bonds issued in 2025 on HNX after the end of the offerings, ensuring compliance and in accordance with the provisions of the Law on Securities, guiding documents of the Law on Securities and other relevant regulations.
- To authorize and assign VietinBank's BoD to decide and direct the implementation of procedures related to the listing of VietinBank's public offering bonds issued in 2025 on HNX in accordance with the provisions of Law.

Article 7: To approve the plan to increase charter capital through issuing shares to pay dividends from remaining profits in 2021, 2022 and the period 2009-2016 which was submitted and pending approval of the competent State agencies as below:

a) Plan to increase charter capital through issuing shares to pay dividends from remaining profits in 2021, 2022 and the period 2009-2016 of VietinBank:

- **Amount of incremental charter capital**
 - + Current charter capital: VND 53,699,917,480,000;
 - + Expected charter capital increase through issue of stock dividend: VND 23,971,052,460,000;
 - + Expected charter capital after successful issue of full amount of shares for dividend payout: VND 77,670,969,940,000 (*up 44.64% compared to pre-issuance*).
- **Details plan on issue of stock dividend:**
 - + Type of shares: Common shares.
 - + Par value: VND 10,000/share (Ten thousand dong per share).
 - + Current number of shares in circulation: 5.369.991.748 shares.
 - + Number of treasury shares: 0 shares.
 - + Volume, total value, ratio of issue:
 - Maximum number of shares to be issued: 2.397.105.246 shares.
 - Total value of issued shares at par value: VND 23.971.052.460.000.
 - Expected issue ratio: 44.64% of expected outstanding shares.

(The issue volume, total value of issued shares at par value, and specific issue ratio follow the approval of the competent State agency).

- + **Issued to:** The existing shareholders in VietinBank's list of shareholders as at the time of closing the list of shareholders having right to stock dividends under the capital increase plan approved by the AGM and in compliance with current legal provisions.
- + **Sources of fund:** from the remaining profits in 2021, 2022 and the period 2009-2016.
- + **Issue date:** The AGM authorizes the BoD to make decision on the issue date after obtaining the approval by competent authorities of the issue plan.
- + **Completion date:** The time to complete the charter capital increase is in accordance with the permit/approval by the competent authorities.

- + **Solution for dealing with fractional shares:** The number of shares issued to pay dividend to shareholders will be rounded down to whole-number part, any decimal part will be removed. For example, a shareholder who holds 100 shares at the time of closing the list of existing shareholders will receive a stock dividend of 44 shares.
 - **Registration of additional securities, listing additional securities and making securities available for trading:** Additional shares will be registered on Vietnam Securities Depository and Clearing Corporation's system; made additional listing at Ho Chi Minh City Stock Exchange in compliance with current provisions of laws.
 - **Other contents:** as mentioned in the Plan on charter capital increase through the issue of stock dividend from the remaining profits in 2021, 2022 and the period 2009-2016 of VietinBank.
- b) The AGM:**
- Approved *"the plan to increase charter capital through issuing shares to pay dividends from remaining profits in 2021, 2022 and the period 2009-2016 of VietinBank"* which was submitted and pending approval of the competent State agencies.
 - Approved the amendment of the Charter on Organization and Operation of VietinBank in accordance with the increased charter capital and increased number of shares.
 - Approved the registration of stocks depository, additional listing of stocks and making additional stocks available for trading.
 - Authorized and assigned the BoD to:
 - + Decide, revise *"the plan to increase charter capital through issuing shares to pay dividends from remaining profits in 2021, 2022 and the period 2009-2016 of VietinBank"* based on the approval of the competent State agencies.
 - + Approve the amendment and promulgation of the Charter on organization and operation of VietinBank in accordance with the incremental charter capital and additional shares.
 - + Decide and approve the necessary contents to implement the procedures for: charter capital increase, issue of stock dividend, amendment to the License for establishment and operation and related contents, depository registration, registration of additional shares for trading, listing of additional shares, and other procedures as provided for by Laws.
 - + Decide other issues related to the charter capital increase of VietinBank.

Article 8. To approve the content of proposed remedial measures in case of early intervention:

- To approve the content of proposed remedial plan in case of early intervention (*attached to the Proposal for approval of the proposed remedial plan in case of early intervention*).
- The AGM authorizes VietinBank BoD to:
 - + Make decisions on any updates or revisions the proposed remedial plan in case of early intervention (at the request of the competent State agency and the actual business operations of VietinBank (*if any*) or every two years according to Clause 5, Article 143 of 2024 Law on Credit Institutions) and to disclose information in due course.

Make decisions on the implementation of remedial actions in case of an early intervention in accordance with applicable laws and VietinBank's internal rules.

Article 9: To approve the proposal for the dismissal and additional election of VietinBank's BoD members for the term 2024 – 2029.

Article 10. To approve the proposal for the additional election of VietinBank's SB members for the term 2024 – 2029.

Article 11. To approve the dismissal of Mr. Nguyen Duc Thanh from the position of member of VietinBank BoD for term 2024 – 2029 to hold the position as VietinBank Deputy General Director.

Article 12. To approve the additional election of Mr. Nguyen Van Anh to the BoD of VietinBank for term 2024 – 2029.

Article 13: To approve the list of additional elected members to the Supervisory Board of VietinBank for term 2024 – 2029 as follows:

- Mr. Nguyen Hai Dang
- Mr. Dao Xuan Tuyen
- Ms. Mai Huong Thao
- Ms. Pham Thi Thu Huyen

In which:

- Mr. Dao Xuan Tuyen exercises the rights and obligations of a member of the Supervisory Board of VietinBank for term 2024-2029 after receiving a policy approval document from the Government Party Committee and a Decision from the Standing Committee of VietinBank Party Committee to cease the assignment of Standing Deputy Head of the Inspection Committee of the Party Committee of VietinBank.
- Ms. Mai Huong Thao is member of the Supervisory Board of VietinBank for term 2024-2029 since 01/07/2025.

Article 14. Execution clause

1. This resolution was approved in full by 2025 AGM and takes effect from 18th April, 2025.
2. The Members of the BoD, Supervisory Board and the BoM are responsible for the implementation of this resolution and arranging for the implementation in consistence with their functions, in compliance with the provision of Laws and the Charter on Organization and Operation of VietinBank.

Recipients:

- As per Article 13;
- The SBV (for reporting purpose);
- The SSC, VNX, HOSE, HNX;
- VietinBank's website;
- Archived at: VP, NS2, VPHDQT1.

**ON BEHALF OF THE AGM
CHAIRMAN**

Tran Minh Binh

