

BẢN DỊCH

**VIETNAM BANK FOR AGRICULTURE
AND RURAL DEVELOPMENT**

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

No. 1200/DL-HDTV-PC

Hanoi, October 10, 2024

CHARTER
Organization and Operation of Vietnam Bank for Agriculture and Rural Development
(Agribank)

Pursuant to the Law on Credit Institutions dated January 18, 2024;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Law on Management and Use of State Capital Invested in Production and Business at Enterprises dated November 26, 2014;

Pursuant to Resolution No. 168/NQ-HDTV dated October 8, 2024, of the Board of Members of Agribank;

Based on the proposal of the Head of the Steering Committee for drafting the Charter on Organization and Operation of Agribank under Decision No. 209/QĐ-HĐTV-TCNS dated March 5, 2024;

The Board of Members promulgates the Charter on Organization and Operation of the Vietnam Bank for Agriculture and Rural Development.

Chapter I

GENERAL PROVISIONS

Article 1. Interpretation of terms

In this Charter, the following terms are understood as follows:

1. *Agribank* is the Vietnam Bank for Agriculture and Rural Development.
2. *Branch* is a unit under Agribank, subject to accounting supervision, having its own seal, responsible for performing one or multiple functions of Agribank according to the authorization from Agribank and in compliance with the law.
3. *Owner* is the owner of Agribank in accordance with the provisions of the law.
4. *Subsidiary of Agribank* is a company falling into one of the following cases:
 - a) Agribank or Agribank and related parties of Agribank hold more than 50% of the charter capital or more than 50% of the voting shares of that company.

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b) Agribank has the right to appoint the majority or all members of the Board of Directors, members of the Board of Members, and the General Director (Director) of the company.

c) Agribank has the right to amend or supplement the charter of that subsidiary.

d) Agribank or Agribank and related parties of Agribank directly or indirectly supervise the approval of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, and the Board of Members of that company.

5. *An affiliated company of Agribank* is a company in which Agribank or Agribank and related parties of Agribank hold over 11% of the charter capital or over 11% of the voting shares but is not a subsidiary of Agribank.

6. *Public service unit* is a unit affiliated with Agribank, having its own seal, and carrying out one or several activities to support Agribank's business operations.

7. *Units at the Head office* include: Office, Committees, Centers, and public service units at regulated by the Board of Members.

8. *The Law on Credit Institutions* refers to the Law on Credit Institutions 2024 and its amended and supplemented documents.

9. *The Law on Enterprises* refers to the Law on Enterprises 2020 and its amended and supplemented documents.

10. *State Bank* means the State Bank of Vietnam.

11. *Related person* means a related person as defined in paragraphs a, b, c, d, dd, e, g, Clause 24, Article 4 of the Law on Credit Institutions.

12. *Executive officers* include the General Director, Deputy General Directors, Chief Accountant, and Branch Directors.

13. *Managers* include the Chairperson and other members of the Board of Members, the General Director, Deputy General Directors, and the Chief Accountant.

14. *Transaction office* means a type of branch managed by a domestic branch of Agribank, having its own seal and operating at a location within the same province or centrally run city as its managing branch, performing one or several functions of Agribank as prescribed by law.

15. *Internal regulations* mean the rules, regulations, procedures, resolutions, guidelines, and other governing documents issued by the Board of Members or the General Director, or jointly issued with the Board of Supervisors and socio-political organizations within Agribank, in accordance with their authority.

16. *Reorganization of Agribank* means the division, separation, consolidation, merger, or conversion of Agribank's legal form.

17. *Head Office* means the Head Office of Agribank.

18. *Representative office* means a dependent unit of Agribank, having its own seal, performing representative functions under Agribank's authorization, and not engaging in business activities.

19. Other terms in this Charter shall be construed in accordance with the Law on Credit Institutions, the Law on Enterprises, and relevant legal document.

Article 2. Name and location of Head Office

1. Vietnamese name: **Ngân hàng Nông nghiệp và Phát triển Nông thôn Việt Nam**
2. English name: **Vietnam Bank for Agriculture and Rural Development**
3. Abbreviation: **Agribank**
4. Head Office address: No. 02 Lang Hạ Street, Thanh Cong Ward, Ba Dinh District, Hanoi, Vietnam.
5. Telephone, Fax, Website, SWIFT code:
 - a) Telephone: (+84-24) 3772 4621
 - b) Fax: (+84-24) 3831 3717 / (+84-24) 3831 3719
 - c) Website: www.agribank.com.vn
 - d) SWIFT code: VBAAVNVX
6. The name and logo of Agribank are registered and protected in accordance with the law.

Article 3. Duration of operation

1. Agribank shall operate for a term of **99 years**, commencing from October 15, 1996.
2. Any extension or termination of Agribank's operations upon the expiry of its term shall be carried out in accordance with the provisions of law.

Article 4. Legal form and legal status

1. Agribank is established and organized in the form of a single-member limited liability company, in which the State holds 100% of the charter capital.
2. Agribank has legal person status under Vietnamese law; it has its own seal and bank accounts; and it is organized and operates in accordance with the Law on Credit Institutions and other relevant legal provisions as well as this Charter.

Article 5. Objectives of operation

1. Agribank operates for profit purposes; ensures safety and development of capital; effectively fulfills the tasks assigned by the Owner.
2. To develop Agribank into a modern bank, maintaining its key role in the financial and credit market, particularly in the fields of agriculture and rural areas; to affirm its brand, prestige, and reputation both domestically and internationally.

Article 6. Scope of business activities

1. Agribank is permitted to carry out banking activities and other business activities as prescribed in Chapter II of this Charter after obtaining a license for establishment and operation granted by the State Bank of Vietnam in accordance with the law.

2. The scope of Agribank's business activities within and outside Vietnam shall comply with the regulations of the State Bank of Vietnam, the laws of Vietnam, and the laws of the countries where Agribank operates.

Article 7. Autonomy in business activities

1. Agribank has autonomy in its business operations and bears responsibility for the commitments made in its business activities.

2. Agribank has the right to refuse credit requests or the provision of other services if it deems the conditions are not met, the request is not effective, or it is not in compliance with legal regulations.

3. Agribank is entitled to cooperate and compete in banking activities and other business operations in accordance with the Law on Credit Institutions and other relevant provisions of the law.

Article 8. Charter capital

1. The charter capital of Agribank at the time of approving this Charter is VND 51,638,603,001,584 (In words: Fifty-one trillion, six hundred thirty-eight billion, six hundred and three million, one thousand, five hundred eighty-four dong).

2. The charter capital of Agribank is allocated and supplemented by the State budget or from other sources in accordance with the provisions of law.

3. Any change in Agribank's charter capital shall be decided by the Owner, publicly announced, and updated on Agribank's website in accordance with the provisions of law.

Article 9. Legal representative of Agribank

1. The legal representative of Agribank is the General Director. In the event that Agribank does not have a General Director, the Chairperson of the Board of Members shall serve as the legal representative of Agribank during the absence of the General Director.

2. The legal representative of Agribank exercises rights and obligations in accordance with the provisions of law, this Charter, and Agribank's internal regulations.

3. The legal representative of Agribank must reside in Vietnam; if absent from Vietnam, he/she must authorize in writing another manager or operator of Agribank residing in Vietnam to perform the rights and obligations of the legal representative of Agribank.

Article 10. Responsibilities for protecting Customers' interests

1. Participate in deposit insurance according to the provisions of law and publicly announce participation in deposit insurance at the Head Office and branches.

2. Facilitate customers to deposit and withdraw money, ensure full and timely payment of principal and interest of deposits as agreed in accordance with the provisions of law.

3. Refuse to investigate, freeze, detain, or transfer customer deposits, except in cases where there is a request from a competent state agency as prescribed by law or with the customer's consent.

4. Publicly announce deposit interest rates, service fees, rights and obligations of customers for each type of product and service being provided.

5. Publicly announce official trading hours. In case of suspension of trading at one or several locations during official trading hours or suspension of trading by electronic means, no later than 24 hours before the transaction suspension, Agribank must post information about the transaction suspension at the transaction location or on Agribank's website.

In case of transaction suspension due to force majeure, no later than 24 hours after the transaction suspension, Agribank must post information about the transaction suspension at the transaction location or on Agribank's website.

Article 11. Responsibility for preventing and combating money laundering, terrorist financing, corruption, negativity, and crime

Agribank is responsible for preventing and combating money laundering, terrorist financing, corruption, negativity, and crime in accordance with relevant laws.

Article 12. Information provision

1. Agribank provides account holders with information on transactions and account balances as agreed with the account holders.

2. Agribank is responsible for reporting to the State Bank of Vietnam information related to business activities and is provided by the State Bank of Vietnam with information of customers having credit relationships with credit institutions and foreign bank branches according to regulations of the Governor of the State Bank of Vietnam.

3. Agribank and other credit institutions and foreign bank branches are allowed to exchange information on their operations with each other.

4. Agribank is allowed to provide information to competent state agencies, other organizations and individuals in accordance with the provisions of law and Agribank.

Article 13. Confidentiality

1. Managers, executives, members of the Board of Supervisors, and employees of Agribank are not allowed to disclose customer information or business secrets of Agribank.

2. Agribank must ensure the confidentiality of Agribank's customer information according to the provisions of law.

3. Agribank is not allowed to provide Agribank customer information to other organizations or individuals, except in cases where there is a request from a competent state agency as prescribed by law or with the customer's consent.

Article 14. Safety of data security and continuous operation assurance

Agribank must ensure information system security, data security and operate continuously according to the regulations of the Governor of the State Bank and other relevant legal regulations.

Article 15. Application of commercial practices

Agribank has the right to agree to apply the following commercial practices.

1. International trade practices issued by the International Chamber of Commerce.

2. Other commercial practices not contrary to the fundamental principles of Vietnamese law.

Article 16. Risk provisions and limits to ensure safe operation

1. Agribank must make provisions for risks in its operations. This risk provision is accounted for in operating expenses. The use of risk provisions does not change the customer's debt repayment obligation for the debt used for risk provisions and the responsibility of organizations and individuals related to the debt.

2. During its operations, Agribank complies with restrictions to ensure operational safety as prescribed by law and the State Bank.

Article 17. Organization of the Communist Party of Vietnam and socio-political organizations operating at Agribank

1. The organization of the Communist Party of Vietnam at Agribank operates in accordance with the Constitution, laws, Charter and regulations of the Communist Party of Vietnam.

2. Socio-political organizations at Agribank operate according to their charters in accordance with the provisions of law.

3. Agribank creates conditions and supports for organization of the Communist Party of Vietnam and socio-political organizations at Agribank to operate in accordance with the provisions of law and the charter of that organization.

Chapter II

AGRIBANK'S ACTIVITIES

Article 18. Banking activities

1. Accept demand deposits, term deposits, savings deposits and other types of deposits.

2. Issue deposit certificates.

3. Grant credit in the following forms:

a) Loan.

b) Discount, rediscount.

c) Bank guarantee.

d) Issuance of credit cards.

d) Domestic factoring; international factoring.

e) Letter of credit.

g) Other forms of credit granting as prescribed by the Governor of the State Bank of Vietnam.

4. Open payment accounts for customers.

5. Provide means of payment.

6. Provide the following payment services via accounts:

a) Provide domestic payment services including checks, payment orders, payment authorizations, collections, collection authorizations, money transfers, bank cards, collection and payment services.

b) Provide international payment services after receiving written approval from the State Bank of Vietnam and other payment services as prescribed by the Governor of the State Bank of Vietnam.

7. Other activities as prescribed by law.

Article 19. Borrowing, depositing money, buying and selling valuable papers

1. Agribank is allowed to borrow from the State Bank of Vietnam in the form of recapitalization according to the provisions of the Law on the State Bank of Vietnam.

2. Agribank is allowed to buy and sell valuable papers with the State Bank of Vietnam in accordance with the provisions of the Law on the State Bank of Vietnam.

3. Agribank is allowed to lend, borrow, deposit, receive deposits, buy and sell term valuable papers with credit institutions and foreign bank branches according to regulations of the Governor of the State Bank of Vietnam.

4. Agribank is allowed to borrow foreign loans in accordance with the law.

Article 20. Opening an account

1. Agribank opens a payment account at the State Bank and maintains a required reserve amount on this account.

2. Agribank is allowed to open a payment account at a credit institution that provides payment services through accounts.

3. Agribank is allowed to open payment accounts abroad in accordance with the provisions of law on foreign exchange.

Article 21. Organization and participation in payment systems

1. Agribank is organized for internal payment and participates in the national interbank payment system.

2. Agribank is allowed to participate in the international payment system when it meets the conditions prescribed by law and is approved in writing by the State Bank of Vietnam.

Article 22. Capital contribution and share purchase

1. Agribank may only use charter capital and reserve funds to contribute capital and purchase shares as prescribed in Clauses 2, 3, 4 and 8 of this Article.

2. Agribank must establish or acquire subsidiaries and affiliates when conducting the following business activities:

a) Securities underwriting, securities brokerage; management and distribution of securities investment fund certificates; management of securities investment portfolios and buying and selling of stocks.

b) Financial leasing.

c) Insurance.

3. Agribank is allowed to establish and acquire subsidiaries and affiliated companies operating in the fields of debt management and asset exploitation, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information.

4. Agribank is allowed to contribute capital and purchase shares of enterprises operating in the following fields:

a) Insurance, securities, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, credit information.

b) Other fields not specified in Paragraph a of this Clause after receiving written approval from the State Bank of Vietnam.

5. Agribank shall establish or acquire subsidiaries and affiliated companies as prescribed in Clauses 2 and 3 of this Article after receiving written approval from the State Bank of Vietnam.

6. Conditions, documents, and procedures for approving the establishment and acquisition of subsidiaries and affiliated companies, and capital contributions and share purchases of Agribank; conditions for increasing capital at subsidiaries and affiliated companies of Agribank; and operations of subsidiaries

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and affiliated companies of Agribank in the field of debt management and asset exploitation shall comply with the regulations of the Governor of the State Bank of Vietnam.

7. Agribank establishes subsidiaries and affiliated companies in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions.

8. Agribank and its subsidiaries are allowed to purchase and hold shares of other credit institutions under the conditions and within the limits prescribed by the Governor of the State Bank of Vietnam.

Article 23. Foreign exchange trading, provision of foreign exchange services and derivative products

1. Agribank is allowed to conduct business and provide the following services and products to domestic and foreign customers after receiving written approval from the State Bank of Vietnam:

- a) Foreign exchange.
- b) Derivatives on interest rates, foreign exchange, currencies and other financial assets.

2. Scope of foreign exchange trading, foreign exchange service provision, derivative product trading and supply; conditions, documents and procedures for approval of foreign exchange trading, foreign exchange service provision, derivative product trading and supply of Agribank shall comply with regulations of the Governor of the State Bank.

3. Agribank's foreign exchange business and provision of foreign exchange services to customers are carried out in accordance with the provisions of law on foreign exchange.

Article 24. Entrustment and agency operations, agency assignment

1. Agribank is entitled to entrust, accept entrustment, act as an agent in banking activities, and assign payment agents according to regulations of the Governor of the State Bank of Vietnam.

2. Agribank is allowed to conduct insurance agency activities according to the provisions of Law on insurance business, in accordance with the scope of insurance agency activities as prescribed by the Governor of the State Bank of Vietnam.

Article 25. Real estate business

Agribank is not allowed to do real estate business, except in the following cases:

1. Purchase, invest in, and own real estate to use as business head office, workplaces, or warehouses directly serving Agribank's business operations.

2. Lease part of the unused business head office owned by Agribank.

3. Hold real estate due to debt settlement. Within 05 years from the date of the decision to settle the secured property being real estate, Agribank must sell, transfer or repurchase this real estate. In case of repurchasing real estate, it must ensure the purpose of use as prescribed in Clause 1 of this Article and the investment ratio in fixed assets as prescribed in Clause 3, Article 144 of the Law on Credit Institutions.

Article 26. Other business activities of Agribank

1. Agribank is allowed to carry out the following other business activities as prescribed by the Governor of the State Bank of Vietnam:

a) Cash management services; treasury services for credit institutions, foreign bank branches; asset preservation services, safe deposit box and safe deposit box rental.

b) Providing money transfer, collection, payment and other payment services without an account.

c) Buying and selling State Bank bills, corporate bonds; buying and selling other valuable papers, except buying and selling valuable papers as prescribed in Paragraph a, Clause 2 of this Article.

- d) Currency brokerage services.
- dd) Gold trading.
- e) Other services related to factoring and letters of credit.
- g) Consulting on banking activities and other business activities specified in the License.

2. Agribank is allowed to carry out the following other business activities in accordance with relevant laws:

- a) Buying and selling government debt instruments, government-guaranteed bonds, and local government bonds.
- b) Bond issuance.
- c) Securities depository.
- d) Banking supervision services.
- dd) Asset management agent for lenders being international financial institutions, foreign credit institutions, credit institutions, and foreign bank branches.

3. Agribank is allowed to carry out other business activities related to banking activities in addition to the activities specified in Clause 1 and Clause 2 of this Article according to the regulations of the Governor of the State Bank of Vietnam and relevant legal regulations.

Article 27. Credit issuance

1. Agribank shall grant credit and manage credit grants in accordance with the provisions of law and Agribank.

2. Termination of credit granting, debt settlement, interest exemption and reduction

a) Agribank has the right to terminate credit granting and collect debt before maturity when discovering that the customer has provided false information or violated the terms of the contract, credit granting agreement, or guarantee contract.

b) In case the parties do not have other agreements, Agribank has the right to handle debts and secured assets according to the contract, credit agreement, guarantee contract, according to the provisions of the Law on Credit Institutions and other relevant legal provisions. The restructuring of debt repayment terms, purchase and sale of debt by Agribank shall be carried out according to the regulations of the Governor of the State Bank of Vietnam.

c) In case the customer or guarantor cannot repay the debt due to bankruptcy, Agribank's debt collection shall be carried out in accordance with the provisions of the law on bankruptcy.

d) Agribank has the right to decide to exempt or reduce interest and fees for customers according to Agribank's internal regulations. The Board of Members issues internal regulations stipulating the authority, conditions, inspection, supervision and decentralization of interest and fee exemption and reduction levels for customers in accordance with the provisions of law and Agribank's business conditions in each period.

3. The storage of credit records is carried out in accordance with the provisions of the Law on Credit Institutions, other provisions of law and Agribank.

Article 28. Electronic transactions in Agribank's operations

Agribank's operations are carried out electronically in accordance with the regulations of the Governor of the State Bank of Vietnam and the provisions of law on electronic transactions.

Article 29. Controlled testing mechanism in the banking sector

Agribank participates in the controlled testing mechanism in the banking sector as prescribed by law.

Chapter III

DUTIES AND RIGHTS OF THE OWNER

Article 30. Owner

The owner of Agribank is the State. The State Bank of Vietnam exercises the rights and responsibilities of the State ownership representative agency towards Agribank in accordance with the provisions of law.

Article 31. Rights of the Owner

1. Decide on the number of members of the Board of Members but not less than 05 members and not more than 09 members.

2. Appoint an authorized representative for a term of 05 years to exercise the rights and obligations of the Owner in accordance with the provisions of the Law on Credit Institutions. The authorized representative must meet all the standards and conditions specified in Clause 1, Article 48 of this Charter.

3. Appoint for a term of 05 years, dismiss, remove and decide on remuneration, salary, bonus, and other benefits for managers; Head of Board, other members of the Board of Supervisors in accordance with the provisions of law.

4. Decide to change the charter capital of Agribank; transfer part or all of Agribank's charter capital and convert the legal form of Agribank.

5. Decide on the policy of establishment, acquisition, capital contribution, increase, decrease of capital contribution, transfer of investment capital at subsidiaries and associated companies.

6. Approve annual financial statements; decide on the use of profits after completing tax obligations and other financial obligations of Agribank.

7. Decide to reorganize, dissolve, request the Court to open bankruptcy proceedings for Agribank.

8. Exercise other rights as prescribed by law.

Article 32. Obligations of the Owner

1. Comply with Agribank Charter.

2. Identify and separate the Owner's assets from Agribank's assets.

3. Comply with the law in buying, selling, borrowing, lending, renting, leasing and other contracts and transactions between Agribank and the Owner.

4. Other obligations as prescribed by law.

Chapter IV

ORGANIZATION, ADMINISTRATION, CONTROL AND MANAGEMENT OF AGRIBANK

Section 1

ORGANIZATION OF AGRIBANK

Article 33. Organizational structure

1. The organizational structure of Agribank includes: Head office, representative office, public service units, branches, transaction offices, and other forms of commercial presence as prescribed by law and the State Bank of Vietnam.

2. The organization and operation of units at the Head Office, representative offices, public service units, branches, transaction offices and other forms of commercial presence are decided by the Board of Members in accordance with the provisions of law.

3. The list of names and addresses of branches, transaction offices, representative offices and public service units of Agribank is published and updated on Agribank's electronic information page.

Article 34. Management structure

Agribank's management structure includes:

1. Board of Members.
2. Board of Supervisors.
3. General Director.

Section 2

BOARD OF MEMBERS

Article 35. Board of Members and its structure

1. The Board of Members includes all authorized representatives of the Owner, on behalf of the Owner, to organize the exercise of the Owner's rights and obligations; is the administrative body with full authority on behalf of Agribank to decide and exercise the rights and obligations of Agribank; is responsible to the Owner in performing its duties and powers in accordance with the provisions of law and this Charter.

2. The structure of the Board of Members includes: Chairman of the Board of Members and other members of the Board of Members.

The Board of Members has no less than 05 members and no more than 09 members. The specific number of members is decided by the Owner based on the proposal of the Board of Members.

3. The Chairman of the Board of Members and other members of the Board of Members are appointed for a term of 05 years, the number of terms of re-appointment is according to the provisions of law and the decision of the Owner.

4. In case the Board of Members has fewer members than the minimum number of members as prescribed in Clause 2 of this Article, within 90 days from the date of insufficient minimum number of members, Agribank shall request the Owner to supplement the number of members of the Board of Members, ensuring the minimum number of members, unless otherwise provided by law.

5. The Board of Members uses the Agribank seal to perform its duties.

6. The Board of Members has a support unit. The functions and tasks of the support unit are determined by the Board of Members.

7. The Board of Members establishes a number of Committees to assist the Board of Members in performing its duties and powers, including:

- a) Risk Management Committee.
- b) Personnel Committee.
- c) Policy Committee.
- d) Investment Committee.
- d) Other Committees (if necessary).

The organizational structure, working regulations, functions and tasks of the Committees are decided by the Board of Members in accordance with the provisions of law, the Governor of the State Bank of Vietnam and this Charter.

Article 36. Duties and powers of the Board of Members

1. Promulgate, amend and supplement the Charter of Agribank.
2. Issue Agribank's development strategy and annual business plan.
3. Submit to the Owner for approval and decision on contents within the Owner's authority to approve and decide as prescribed in Clauses 3, 4, 5, 6 and 7, Article 31 of this Charter.
4. Review and approve Agribank's annual report.
5. Decide on the selection of an independent auditing organization according to the provisions of law.
6. Inspect, supervise and direct the General Director in performing assigned tasks; annually evaluate the General Director's work performance.
7. Decide on handling losses arising during business operations.
8. Decide on credit facilities in accordance with the provisions of law and the Board of Members.
9. Decide on capital mobilization plans according to the provisions of law and the Board of Members.
10. Approve plans for capital contribution, purchase and sale of shares and capital contributions of Agribank in other enterprises and credit institutions, except for cases under the authority of the Owner, other competent authorities as prescribed by law and the Owner.
11. Approve decisions on investment, purchase and sale of fixed assets of Agribank where the investment level, expected purchase price or original price in case of sale of fixed assets is worth from VND 100 billion or more to below the value under the authority of the Owner according to the provisions of law and the Owner.
12. Approve contracts and other transactions of Agribank with subsidiaries and affiliated companies of Agribank; contracts and other transactions of Agribank with the Chairman, other members of the Board of Members, Head of the Board, other members of the Board of Supervisors, General Director, and their related persons. In this case, the related member does not have voting rights, except for contracts and other transactions with the Owner.
13. Decide on brand building and usage, market development solutions, marketing and technology transfer.
14. Regulations on authority to handle property losses.
15. Issue internal regulations of Agribank related to organization, network, administration, operations, including decentralization of decision-making authority in all areas of operation and personnel work, in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions, except for matters under the authority of the Owner and the Board of Supervisors.
16. Organize monitoring and evaluation of Agribank's business activities.
17. Approve the plan as prescribed in Article 143 of the Law on Credit Institutions.
18. Organize the supervision and evaluation of business activities and decide on matters under the authority of the Owner, shareholders and members regarding Agribank's investment capital in subsidiaries and associated companies in accordance with the provisions of law and the Board of Members.
19. Coordinate with the Board of Supervisors and the internal audit department when conducting internal audits on senior management supervision of the Board of Members; implement the Board of Supervisors' recommendations to the Board of Members in the internal audit results report (if any) and notify the Board of Supervisors of the results of implementing the recommendations.
20. Other duties and powers as prescribed by law, the Owner and the Board of Members.

Article 37. Duties and powers of the Chairman of the Board of Members

1. Develop programs and plans of activities of the Board of Members; be responsible for the implementation of its rights and obligations.
2. Direct the preparation of agenda, content, meeting documents, convene and chair meetings of the Board of Members, organize to collect opinions of Board of Members.
3. Decide on the agenda, content, composition, meeting location, chair and conclude the interim and final meetings, joint meetings to evaluate the performance of Agribank and meetings of the entire Agribank system.
4. Supervise and organize the supervision of the implementation of resolutions and decisions of the Board of Members.
5. On behalf of the Board of Members, sign resolutions and decisions of the Board of Members.
6. Ensure that members of the Board of Members receive complete, objective, accurate information and have enough time to discuss the content that the Board of Members must consider.
7. Assign specific tasks to each member of the Board of Members in writing; supervise members of the Board of Members in performing assigned rights, obligations and tasks.
8. Annually evaluate the performance of each member of the Board of Members and report to the Owner on the results of such evaluation.
9. Only one other member of the Board of Members may be authorized to exercise the rights and obligations of the Chairman of the Board of Members during his/her absence or inability to perform his/her duties.
10. Decide on personnel matters, salaries and other employee benefits according to the delegation and authorization of the Board of Members.
11. Exercise the rights and obligations of the Legal Representative of Agribank during the period of vacancy of the General Director as prescribed in Clause 1, Article 9 of this Charter.
12. Other rights and obligations as prescribed by law.

Article 38. Duties and powers of members of the Board of Members

1. Members of the Board of Members administer Agribank in accordance with the provisions of law and this Charter.
2. Exercise the rights and obligations of a member of the Board of Members in accordance with the internal regulations of the Board of Members and the assignment of the Chairman of the Board of Members honestly and carefully, for the benefit of Agribank and the Owner; be responsible for the exercise of his/her rights and obligations.
3. Review the financial statement audit report by an independent auditor, prepare, comment or request the operator, independent auditor and internal auditor to explain and clarify issues related to such report.



4. Request the Chairman of the Board of Members to convene an extraordinary meeting of the Board of Members in accordance with the provisions of law and the operating regulations of the Board of Members.

5. Attend meetings of the Board of Members, discuss and vote on matters within the duties and powers of the Board of Members as prescribed by law, and be responsible to the Owner and the Board of Members for their decisions.

In case the voting content has a conflict of interest with any member, that member is not allowed to participate in the voting.

6. Implement the decisions of the Owner and the resolutions and decisions of the Board of Members.

7. Explain to the Owner and Board of Members on the performance of assigned tasks when requested.

8. Other rights and obligations as prescribed by law.

Article 39. Working regime, conditions and procedures for conducting meetings of the Board of Members

1. The Board of Members shall operate collectively; it shall meet at least once a quarter to consider and decide on matters within its rights and obligations. For matters that do not require discussion, the Board of Members may seek written opinions from members in accordance with the Board of Members' regulations.

2. The Board of Members may hold extraordinary meetings to resolve urgent issues in one of the following cases:

a) At the request of the State Bank.

b) At the request of the Chairman of the Board of Members.

c) At the request of the Board of Supervisors.

d) At the request of the General Director.

dd) At the request of more than 50% of the total number of members of the Board of Members.

e) Other cases as prescribed by law and operating regulations of the Board of Members.

The proposal must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Members.

The Chairman of the Board of Members or a member of the Board of Members authorized by the Chairman of the Board of Members must convene a meeting of the Board of Members within 15 days from the date of receipt of one of the requests as prescribed in this clause. In case the Chairman of the Board of Members or the authorized person fails to convene a meeting of the Board of Members as requested, he/she shall be responsible for any damage caused to Agribank, except in cases where the meeting cannot be convened due to force majeure.

3. Members of the Board of Members have the right to make written recommendations on the agenda of the Board of Members' meeting.

4. Except in the case of extraordinary meetings, the Chairman of the Board of Members or the person authorized by the Chairman of the Board of Members must send a meeting invitation at least 03 working days before the meeting date.

The notice of meeting of the Board of Members may be in the form of a written invitation, fax, electronic means or other means and shall be sent directly to each member of the Board of Members and the person invited to the meeting. The content of the notice of meeting must clearly specify the time, location and agenda of the meeting.

Meeting documents must be sent to members of the Board of Members and those invited to the meeting at least 03 working days before the meeting date. Documents used in the meeting related to decisions on amending and supplementing the Agribank Charter, approving the development direction of Agribank, approving the annual financial report, reorganizing or dissolving Agribank or other important documents that require prior research must be sent to members of the Board of Members at least 05 working days before the meeting date.

If necessary, meeting documents can be sent after the above time or sent immediately at the meeting, but must be reported and approved by the majority of members of the Board of Members attending the meeting to be included in the meeting agenda.

5. A meeting of the Board of Members is held when at least 2/3 (two-thirds) of the total number of members of the Board of Members attend the meeting. Each member of the Board of Members has one voting right of equal value. The Board of Members adopts resolutions and decisions by voting at the meeting or written opinion.

6. The resolution of the Board of Members is passed when more than half of the total number of members attending the meeting vote in favor. In case of equal votes, the content approved by the Chairman of the Board of Members or the person authorized by the Chairman of the Board of Members to chair the meeting shall be the content passed. Members of the Board of Members have the right to reserve their opinions and make recommendations and report to the representative body of Agribank's owners.

Amendments and supplements to the Agribank Charter, reorganization of Agribank and other cases as prescribed by law must be approved by at least 75% of the members attending the meeting.

The resolution of the Board of Members shall take effect from the date of its adoption or from the effective date stated in such resolution, except in cases where approval by the owner's representative body is required.

7. Meetings of the Board of Members must be recorded in minutes, which may be audio-recorded or recorded and stored in other electronic forms. The minutes must include the following main contents:

- a) Time and place of meeting; purpose and agenda of meeting.
- b) List of members attending the meeting, members not attending the meeting, and reasons for not attending the meeting.



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c) Issues discussed and voted on; summary of opinions expressed by members and representatives invited to the meeting on each issue discussed and reserved opinions (if any).

d) Number of votes for and against each voting issue.

d) Decisions adopted

e) Full name, position, signature of the Chairman, members of the Board of Members attending the meeting and the minutes maker.

8. Other forms and contents of meetings of the Board of Members, minutes of meetings of the Board of Members and collecting written opinions of the Board of Members are specifically regulated in Agribank's internal regulations, in accordance with the provisions of law.

Section 3

BOARD OF SUPERVISORS

Article 40. Board of Supervisors and its structure

1. The Board of Supervisors shall monitor and evaluate the compliance with legal provisions, internal regulations, the Charter and resolutions and decisions of the Owner and the Board of Members.

2. Agribank's Board of Supervisors has a minimum of 05 members and a maximum of 09 members.

3. The Board of Supervisors has an internal audit department and support department to perform its duties.

4. The term of office of the Head of the Board of Supervisors and other members of the Board of Supervisors is 05 years, the number of terms of reappointment is decided by the Owner.

5. In case the Board of Supervisors has fewer members than the minimum number of members prescribed in Clause 2 of this Article, within 90 days from the date of insufficient minimum number of members, the Board of Members and the Board of Supervisors must request the Owner and carry out the procedure to supplement to ensure the minimum number of members, unless otherwise provided by law.

6. The procedure for passing decisions of the Board of Supervisors shall comply with the regulations on organization and operation of the Board of Supervisors.

Article 41. Duties and powers of the Board of Supervisors

1. Supervise the management and operation of Agribank in compliance with the law, internal regulations, the Charter and resolutions and decisions of the Owner and the Board of Members; be responsible to the Owner in performing assigned tasks and powers according to the provisions of the Law on Credit Institutions and this Charter.

2. Issue internal regulations of the Board of Supervisors. Annually review the internal regulations of the Board of Supervisors and Agribank's internal regulations on accounting and reporting.

3. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the internal audit department. Other contents related to the internal audit department and the support department of the Board of Supervisors shall be implemented according to the regulations on organization and operation of the Board of Supervisors, regulations on coordination between the Board of Members and the Board of Supervisors.

4. Organize the implementation of internal audits; have access to, and be provided with complete, accurate, and timely information and documents related to the management and operation of Agribank; have the right to use Agribank's resources to perform assigned tasks and powers; hire experts, independent consultants, and outside organizations to perform tasks but still be responsible for the performance of the tasks of the Board of Supervisors.

5. Monitor the financial situation, appraise the first 6 months and annual financial statements of Agribank; report to the Owner on the results of the financial statement appraisal; assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and making financial statements. The Board of Supervisors may consult the Board of Members before submitting statements and recommendations to the Owner.

6. Inspect accounting books, other documents and management and operation of Agribank when deemed necessary or upon request of the Owner, the State Bank, or the Board of Members in accordance with the provisions of law. The inspection shall be carried out within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors shall report and explain the issues requested for inspection to the requester.

7. Promptly notify the Owner and the Board of Members when discovering that a manager or operator has committed a violation of the law, the Charter, internal regulations of Agribank, resolutions and decisions of the Owner and the Board of Members; request the violator to immediately stop the violation and have a solution to remedy the consequences (if any).

8. Establish, maintain and update the list of related persons of members of the Board of Members, members of the Board of Supervisors, and the General Director.

9. Propose that the Board of Members hold extraordinary meetings in accordance with the provisions of law and Clause 2, Article 39 of this Charter.

10. The Board of Supervisors is allowed to use the Agribank seal to perform its functions and duties.

11. Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of Agribank under the decision-making authority of the Board of Directors Board of Members. Annually, prepare and send monitoring results reports to the Owner and Board of Members.



12. Monitor compliance with the provisions in Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in Agribank's operations.

13. Promptly report to the State Bank on violations of the provisions in Clauses 7 and 12 of this Article and violations of related persons as prescribed by law.

14. Other duties and powers as prescribed by law, regulations on organization and operation of the Board of Supervisors, regulations on coordination between the Board of Members, General Director and the Board of Supervisors.

Article 42. Duties and powers of the Head of the Board of Supervisors

1. Organize the implementation of the duties and powers of the Board of Supervisors as prescribed in Article 41 of this Charter and be responsible for the implementation of its rights and obligations.

2. Convene and chair meetings of the Board of Supervisors.

3. On behalf of the Board of Supervisors, sign documents under the authority of the Board of Supervisors.

4. On behalf of the Board of Supervisors, propose that the Board of Members hold an extraordinary meeting as prescribed.

5. Attend the meeting of the Board of Members, have the right to speak but not to vote.

6. Request to record one's opinion in the minutes of the Board of Members' meeting if such opinion is different from the resolution or decision of the Board of Members and report to the Owner.

7. Prepare the Board of Supervisors' work plan and assign specific tasks to each member of the Board of Supervisors.

8. Ensure that members of the Board of Supervisors receive complete, objective and accurate information and have sufficient time to discuss issues that the Board of Supervisors must consider.

9. Supervise and direct the implementation of assigned tasks and the rights and obligations of members of the Board of Supervisors.

10. Only one other member of the Board of Supervisors may be authorized to exercise the rights and obligations of the Head of the Board of Supervisors during his/her absence or inability to perform his/her duties.

11. Other rights and obligations as prescribed by law, regulations on organization and operation of the Board of Supervisors, regulations on coordination between the Board of Members, General Director and the Board of Supervisors.

Article 43. Duties and powers of members of the Board of Supervisors

1. Comply with the law, Agribank Charter, internal regulations of the Board of Supervisors and perform tasks assigned by the Head of the Board of Supervisors to implement the duties and powers of the Board of Supervisors honestly and carefully, for the benefit of Agribank and the Owner; be responsible for the performance of one's rights and obligations.

2. Request the Head of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors.
3. Control business operations, control accounting books, assets, financial statements and recommend remedial measures.
4. Require Agribank managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management and operation of Agribank.
5. Require Agribank managers, operators and employees to provide data and explain business activities to perform assigned tasks.
6. Report to the Head of the Board of Supervisors on unusual financial activities of Agribank and be responsible for his/her assessment and conclusion.
7. Attend meetings of the Board of Supervisors, discuss and vote on issues within the duties and powers of the Board of Supervisors, except for issues that conflict with the member's interests.
8. Other rights and obligations as prescribed by law, regulations on organization and operation of the Board of Supervisors, regulations on coordination between the Board of Members, General Director and the Board of Supervisors.

Section 4 GENERAL DIRECTOR

Article 44. General Director

1. The General Director is the highest executive of Agribank, responsible to the Board of Members and Owners for the implementation of his rights and obligations.
2. Deputy General Directors and Chief Accountant assist the General Director in managing Agribank. The number of Deputy General Directors is decided by the Owner upon the proposal of the Board of Members but not exceeding 10 people.

Article 45. Duties and powers of the General Director

1. Comply with the provisions of law, this Charter and resolutions and decisions of the Board of Members.
2. Organize the implementation of resolutions and decisions of the Board of Members.
3. Decide on matters within its authority related to Agribank's daily business operations.
4. Establish and maintain an effective internal control system.
5. Prepare and submit to the Board of Members for approval or report to competent authorities for approval of financial statements; be responsible for the accuracy and honesty of financial statements, statistical reports, settlement data and other financial information.

6. Issue internal regulations and rules; operational processes and procedures to operate the business management system and management information system under authority.

7. Report to the Board of Members, Board of Supervisors and competent state agencies on Agribank's operations and business results.

8. Decide to apply measures beyond one's authority in case of natural disasters, enemy attacks, fires, and incidents and be responsible for such decisions, promptly report to the Board of Members.

9. Propose and recommend the organizational structure and management network of Agribank, the functions and tasks of units under Agribank to the Board of Members for decision according to their authority. If necessary, propose and recommend personnel work for positions under the Board of Members.

10. Propose that the Board of Members hold extraordinary meetings in accordance with the provisions of law and Clause 2, Article 39 of this Charter.

11. Assign tasks to Deputy General Directors to perform the rights and obligations of the General Director.

12. Sign contracts and other transactions on behalf of Agribank in accordance with the provisions of this Charter and Agribank's internal regulations.

13. Propose plans for using profits and handling business losses of Agribank.

14. Decide on personnel matters, salaries and other employee benefits according to the delegation and authorization of the Board of Members.

15. Direct the implementation of business plans of Agribank, branches, subsidiaries and units under Agribank according to Agribank's internal regulations and relevant legal regulations.

16. Approve the agenda, content, documents, and decide to convene meetings within the Agribank system, except for meetings under the authority of the Board of Members, Chairman of the Board of Members, and Board of Supervisors.

17. Exercise the rights and obligations of the Legal Representative of Agribank.

18. Other rights and obligations as prescribed by law and Agribank.

Section 5

APPOINTMENT, DISMISSAL, SUSPENSION, AND DISCIPLINE OF MANAGERS, MEMBERS OF THE BOARD OF SUPERVISORS AND EXECUTIVES

Article 46. Cases of ineligibility for appointment

1. The following persons may not be members of the Board of Members, the Board of Supervisors, General Director, or Deputy General Director of Agribank:

- a) Persons subject to the provisions of Clause 2 of this Article.
- b) Persons who are not allowed to participate in the management and operation of enterprises according to the provisions of the law on cadres, civil servants, public employees and the law on anti-corruption.

c) Persons who were private enterprise owners, partners of a general partnership, General Directors (Directors), members of the Board of Directors, members of the Board of Members, controllers, members

of the Board of Supervisors, members of the Board of Directors and General Directors (Directors) of a cooperative at the time the enterprise or cooperative was declared bankrupt, except in cases where he/she was assigned, designated or appointed to participate in the management, operation and control of an enterprise or cooperative that is a credit institution declared bankrupt according to work requirements.

d) A person who has been suspended from the position of Chairman or other member of the Board of Directors; Chairman or other member of the Board of Members; Head or other member of the Board of Supervisors; General Director (Director) of a credit institution as prescribed in Article 51 of this Charter or has been determined by a competent authority to have committed a violation leading to the revocation of the credit institution's License.

dd) Related persons of members of the Board of Members, General Director of Agribank, except for the case specified in Clause 2, Article 31 of this Charter.

e) Persons responsible according to the inspection conclusion leading to Agribank being sanctioned for administrative violations in the monetary and banking sector at the highest fine level as prescribed in paragraph g, Clause 1, Article 42 of the Law on Credit Institutions related to Agribank's operations.

2. The following persons may not be Chief Accountant or Branch Director of Agribank:

a) Minors; persons with difficulty in cognition and behavior control; persons with limited or lost civil capacity.

b) Persons who are being prosecuted for criminal liability, serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility or compulsory education facility; or who are being banned by the Court from holding a position, practicing a profession or doing certain work.

c) Persons who have been convicted of serious crimes or more.

d) Persons who have been convicted of a crime of property infringement and whose criminal record has not been cleared.

dd) Cadres, civil servants, public employees, and managers from department level or higher in enterprises in which the State holds 50% or more of the charter capital, except for those assigned to represent the management of the State's capital contribution at Agribank or assigned, designated, or appointed to participate in the management, operation, and control of Agribank as required.

e) Officers, non-commissioned officers, professional soldiers, workers and defense officials in agencies and units of the Vietnam People's Army; officers, professional non-commissioned officers and police workers in agencies and units of the Vietnam People's Public Security, except for those appointed as representatives to manage the State's capital contribution at Agribank.

3. The spouse, father, mother, children, brothers and sisters of members of the Board of Members, General Director of Agribank and the spouses of these people cannot be Chief Accountant or financial manager of Agribank.

Article 47. Cases of ineligibility to concurrently hold multiple positions

1. The Chairman of the Board of Members shall not concurrently be an executive, a member of the Board of Supervisors of Agribank and other credit institutions, or a manager of another enterprise.

2. A member of the Board of Members may not concurrently hold one of the following positions:

a) Agribank's operator, except in the case of being the General Director of Agribank.

b) Managers, operators of other credit institutions, managers of other enterprises, except in the case of managers, operators of Agribank's subsidiaries or in the case of implementing an approved compulsory transfer plan.

c) Controller, member of the Board of Supervisors of other credit institutions and other enterprises.

3. A member of the Board of Supervisors of Agribank shall not concurrently hold one of the following positions, except in the case of being a manager, operator, or employee of a credit institution receiving a compulsory transfer according to an approved compulsory transfer plan:

a) Managers, operators of Agribank, other credit institutions, other enterprises; employees of Agribank or Agribank's subsidiaries.

b) Employees of an enterprise whose Board of Members is a member of the Board of Directors, an executive or a major shareholder of that enterprise.

4. The General Director, Deputy General Director and Chief Accountant of Agribank must not concurrently be a manager, operator, controller or member of the Board of Supervisors of other credit institutions or other enterprises, except in cases where the Deputy General Director is the manager or operator of a subsidiary of Agribank.

Article 48. Standards and conditions for managers, executives and some other positions of Agribank

1. Members of the Board of Members must meet the following standards and conditions

a) Not in a case of not being allowed to hold the position specified in Clause 1, Article 46 of this Charter.

b) Have professional ethics according to regulations of the Governor of the State Bank of Vietnam.

c) Hold bachelor's degree or higher.

d) Meet one of the following conditions: having at least 03 years as a manager or operator of a credit institution; having at least 05 years as a manager of an enterprise operating in the financial, accounting, auditing sector or of another enterprise with minimum equity capital equal to the legal capital for the corresponding type of credit institution; having at least 05 years working directly in the professional department of a credit institution or foreign bank branch; having at least 05 years working directly in the professional department of finance, banking, accounting, auditing.

dd) Other standards and conditions as prescribed by law.

2. Members of the Board of Supervisors must meet the following standards and conditions:

- a) Standards and conditions specified in Paragraphs a and b, Clause 1 of this Article.
- b) Have a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing.
- c) Have at least 03 years of direct working experience in the fields of finance, banking, accounting and auditing.
- d) Not a related person of the Agribank manager.
- dd) The Head of the Board of Supervisors must reside in Vietnam during his term of office.
- e) Other standards and conditions as prescribed by law

3. The General Director must meet the following standards and conditions:

- a) Standards and conditions specified in paragraphs a and b, Clause 1 of this Article.
- b) Hold a bachelor's degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing.
- c) Meet one of the following conditions: having at least 05 years as an executive of a credit institution; having at least 05 years as General Director (Director), Deputy General Director (Deputy Director) of an enterprise with minimum equity equal to the legal capital for the corresponding type of credit institution and having at least 05 years working directly in the fields of finance, banking, accounting, auditing; having at least 10 years working directly in the fields of finance, banking, accounting, auditing.
- d) Reside in Vietnam during the term of office.
- dd) Other standards and conditions as prescribed by law.

4. Deputy General Director, Chief Accountant, Director of public service unit, Branch Director must meet the following standards and conditions:

a) Not fall into the category of not being allowed to hold the position specified in Clause 2, Article 46 of this Charter; for Deputy General Directors, must not fall into the category of not being allowed to hold the position specified in Clause 1, Article 46 of this Charter.

b) Meet one of the following conditions: holding a bachelor's degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing or other fields in the professional field that he/she will be in charge of; holding a bachelor's degree or higher in another field and having at least 03 years of direct work experience in finance, banking or the professional field that he/she will be in charge of.

- c) Reside in Vietnam during the term of office.
- d) The chief accountant must also meet the standards and conditions prescribed by the law on accounting.
- dd) Other standards and conditions as prescribed by law.

Article 49. Cases of automatic dismissal

1. The following cases shall result in the automatic loss of status as a member of the Board of Members, a member of the Board of Supervisors, or the General Director of Agribank.

a) Falling to one of the cases where one is not allowed to hold the position specified in Article 46 of this Charter.

b) When Agribank's License is revoked.

c) Death.

d) Other cases as prescribed by law.

2. The Board of Members must have a written report with supporting documents on the natural loss of qualifications of the personnel as prescribed in paragraphs a, b, d, Clause 1 of this Article sent to the State Bank of Vietnam within 05 working days from the date the personnel naturally loses their qualifications and be responsible for the accuracy and honesty of this report; carry out the procedures for electing and appointing vacant positions as prescribed by law.

3. After automatically losing their qualifications, members of the Board of Members, members of the Board of Supervisors, and General Director of Agribank must still be responsible for their decisions during their term of office.

Article 50. Dismissal and removal from office

1. Except for the case of automatic loss of status as prescribed in Article 49 of this Charter, the Chairman, other members of the Board of Members; Head, other members of the Board of Supervisors; General Director of Agribank shall be dismissed or removed from office when falling into one of the following cases:

a) Dismissal upon receipt of a resignation letter to the Board of Members and Board of Supervisors of Agribank.

b) Dismissal when not participating in the activities of the Board of Members or the Board of Supervisors for 06 consecutive months, except in cases of force majeure.

c) Dismissal when failing to meet the standards and conditions specified in Article 48 of this Charter.

d) Dismissal and removal according to regulations of the Party, State Bank of Vietnam and Agribank.

2. After being dismissed or removed from office, the Chairman, other members of the Board of Members; Head, other members of the Board of Supervisors; General Director of Agribank must still be responsible for their decisions during their term of office.

Article 51. Suspension and temporary suspension of duties, rights and obligations of members of the Board of Members, the Board of Supervisors and executives of Agribank.

1. The State Bank of Vietnam has the right to suspend or temporarily suspend the implementation of Rights and obligations of the Chairman, other members of the Board of Members; Head, other members of the Board of Supervisors; Agribank executives who violate the provisions of Article 47, Clause 11, Article 54 of this Charter or other relevant provisions of law in the process of performing assigned rights and

obligations or do not ensure the standards and conditions prescribed in Article 48 of this Charter; request competent authorities to dismiss, remove, elect, appoint a replacement or designate a replacement if deemed necessary.

2. A person whose rights and obligations are suspended or temporarily suspended from exercising their rights and obligations as prescribed in Clause 1 of this Article must participate in handling problems and violations related to personal responsibility when requested by the State Bank of Vietnam, the Board of Members, the Board of Supervisors of Agribank or the Special Board of Supervisors established by the State Bank of Vietnam.

Article 52. Appointment, dismissal, removal, suspension, and discipline

The procedures, order and procedures for appointment, dismissal, removal, suspension and temporary suspension of managers, members of the Board of Supervisors and executives shall comply with the regulations of the State Bank of Vietnam and Agribank.

Section 6

PROFESSIONAL RESPONSIBILITY

Article 53. Rights, obligations and responsibilities of Agribank employees

1. Perform assigned rights, obligations and responsibilities in accordance with the provisions of law and Agribank.

2. Perform assigned rights, obligations and responsibilities honestly, carefully and in the best interests of Agribank.

3. Be loyal to the interests of Agribank; do not use information, disclose Agribank's business secrets, abuse Agribank's position, and assets for personal gain or to serve the interests of other organizations or individuals, causing harm to Agribank's interests.

4. Do not create conditions for oneself or related persons to borrow capital or use other banking services of Agribank with more preferential and favorable conditions than the general regulations of Agribank.

5. Promptly report to the Board of Members, General Director, Head of direct management unit and other competent authorities when detecting units or individuals in the Agribank system and other related units and individuals who have violated the provisions of law and Agribank.

6. Other rights, obligations and responsibilities as prescribed by law.

Article 54. Rights and obligations of Agribank executives

1. Comply with the law, Agribank Charter, resolutions and decisions of the Board of Members and Owner.

2. Exercise assigned rights and obligations honestly and carefully for the benefit of Agribank and the Owner.

3. Do not use Agribank's information, secrets, business opportunities, or abuse Agribank's position or assets for personal gain or to serve the interests of other organizations or individuals, harming the interests of Agribank and the Owner.

4. Be responsible for complying with restrictive regulations to ensure safety in Agribank's banking operations as prescribed by the Law on Credit Institutions.

5. Ensure the storage of Agribank's records to provide data for the management, operation, and control of all Agribank activities, and the inspection, supervision, and examination activities of the State Bank of Vietnam.

6. Understand the types of risks in Agribank's operations.

7. Timely, fully and accurately notify the Board of Members and the Board of Supervisors of their interests in other organizations and transactions with other organizations and individuals that may conflict with the interests of Agribank and may only participate in such transactions when approved by the Board of Members.

8. Do not create conditions for oneself or related persons to borrow capital or use other banking services of Agribank with more preferential and favorable conditions than the general regulations of Agribank.

9. Remuneration, salary and bonus for Agribank managers and executives shall comply with the provisions of law, the State Bank and the Board of Members.

10. Do not increase remuneration, salary or request bonuses for Agribank managers and operators when Agribank is in loss.

11. Within the scope of assigned rights and obligations, responsible for implementing written requests of the State Bank of Vietnam for matters under the authority of the State Bank of Vietnam. Implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of the law on currency and banking; conclusions, recommendations, and decisions on handling of inspections.

12. Other rights and obligations as prescribed by law.

Article 55. Provision and public disclosure of information

1. Members of the Board of Members, members of the Board of Supervisors, General Director, Deputy General Director and Chief Accountant of Agribank must provide Agribank with the following information:

a) Name, enterprise code, and head office address of the enterprise or other economic organization in which the individual, or the individual together with related persons, hold ownership of contributed capital or shares representing 5% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals to hold in their name.

b) Name, enterprise code, and head office address of the enterprise or other economic organization in which the individual and related persons serve as members of the Board of Directors, members of

the Board of Members, controllers, members of the Board of Supervisors, or General Director (Director).

c) Information on the relevant individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider.

d) Information on the related person being an organization, including: name, business registration number, head office address of the enterprise, business registration certificate number or equivalent legal documents; legal representative, relationship with the information provider.

2. The subjects specified in Clause 1 of this Article must send Agribank written information for the first time and when there is a change in this information within 07 working days from the date of occurrence or change of information.

3. Agribank must post and keep the information specified in Clause 1 of this Article at Agribank's Head Office and send a written report to the State Bank of Vietnam within 07 working days from the date of receipt of the information provided. Annually, Agribank shall disclose the information specified in paragraphs a, b, d, Clause 1 of this Article to the Board of Members.

4. Members of the Board of Members and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of Agribank's business operations must explain the nature and content of that work to the Board of Members and the Board of Supervisors and may only do so with the approval of the majority of the remaining members of the Board of Members; if they do so without declaration or approval from the Board of Members, all income from that activity belongs to Agribank.

5. The entity providing and publicly disclosing information must ensure that the information provided and publicly disclosed is honest, accurate, complete, and timely, and must be responsible for providing and publicly disclosing such information.

Section 7

INTERNAL RELATIONS

Article 56. Relations between the Board of Members and the General Director

1. When organizing the implementation of the resolutions and decisions of the Board of Members, if it is found that they cannot be implemented or that implementation will negatively affect the interests of Agribank, the General Director shall request the Board of Members to amend, supplement or replace such resolutions and decisions. The Board of Members shall be responsible for considering the General Director's proposal. In case the Board of Members does not amend, supplement or replace according to

the General Director's proposal, the General Director shall still have to implement the resolutions and decisions of the Board of Members but shall have the right to make recommendations to the Owner.

2. The Chairman of the Board of Members has the right to attend or send a representative of the Board of Members to attend briefing meetings and meetings to prepare proposals for submission to the Board of Members chaired by the General Director. The Chairman of the Board of Members or the representative of the Board of Members has the right to speak but does not have the right to conclude the meeting.

3. In case the General Director is not a member of the Board of Members, he/she shall be invited to attend the meeting of the Board of Members and shall have the right to speak but shall not have the right to vote.

4. Other regulations on this matter shall comply with the provisions of law and Agribank.

Article 57. Relations between the Board of Members, General Director and the Board of Supervisors

The relationship between the Board of Members, the General Director and the Board of Supervisors is implemented according to the principle of compliance with the functions, tasks, powers and responsibilities of the parties as prescribed by law, this Charter and the coordination regulations between the Board of Members, the General Director and the Board of Supervisors.

Article 58. Other internal relations

Other internal relationships are carried out in accordance with the provisions of law and Agribank.

Article 59. Dispute resolution mechanism

Internal dispute resolution at Agribank is carried out in accordance with the provisions of law and Agribank.

Chapter V

PRINCIPLES OF FINANCE, ACCOUNTING, INTERNAL CONTROL SYSTEMS AND AUDIT

Section 1

FINANCIAL AND ACCOUNTING PRINCIPLES

Article 60. Capital and use of capital

1. Agribank's capital includes equity, mobilized capital, and other capital as prescribed by law.
2. Agribank is allowed to use capital for business purposes in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions.
3. Agribank is allowed to purchase and invest in fixed assets that directly serve its operations, ensuring that the remaining value of fixed assets does not exceed 50% of the charter capital and the reserve fund for supplementing charter capital recorded in the accounting books.
4. The transfer of capital and assets between Agribank's affiliated units is carried out in accordance with the provisions of law and Agribank.

Article 61. Fiscal year

Agribank's fiscal year begins on January 1 and ends on December 31 of the same calendar year.

Article 62. Accounting and bookkeeping

Agribank performs accounting and bookkeeping in accordance with the provisions of the law on accounting; is responsible before the law for the accuracy and honesty of revenues and expenditures and implements regulations on the invoice and accounting voucher regime.

Article 63. Financial regime

1. Agribank is financially autonomous.
2. Agribank implements the financial regime in accordance with the provisions of the Law on Credit Institutions, other relevant legal provisions and instructions of the Ministry of Finance. Agribank's financial regime, revenue, expenses and profit distribution are specified in detail in Agribank's Financial Regulations.

Article 64. Reporting

1. Agribank must implement the reporting regime, provide information in accordance with the provisions of law on accounting, statistics, statistical investigation and periodic reporting of business activities in accordance with the provisions of the Governor of the State Bank of Vietnam.

2. In addition to the reports prescribed in Clause 1 of this Article, Agribank is responsible for promptly reporting to the State Bank of Vietnam in the following cases:

- a) Unusual developments in business operations may seriously affect Agribank's business situation.
- b) Changes in organization, administration, management and other changes that seriously affect Agribank's business operations.

c) Change the name of Agribank branch; suspend transactions for less than 05 working days.

3. Within 90 days from the end of the fiscal year, Agribank must submit an annual report to the State Bank of Vietnam in accordance with the provisions of law.

4. Within 120 days from the end of the fiscal year, in addition to reports and documents as prescribed by law, Agribank must prepare and submit to the State Bank of Vietnam an audited consolidated financial report in accordance with the provisions of law on accounting.

5. Within 90 days from the end of the fiscal year, Agribank must prepare and submit to the State Bank of Vietnam a summary report on purchases, sales, and other transactions between Agribank and its subsidiaries and affiliates.

Article 65. Disclosure of financial statements

Within 120 days from the end of the fiscal year, Agribank must publicly disclose financial statements as prescribed by law and the State Bank of Vietnam, except in other cases as prescribed by law.

Section 2

INTERNAL CONTROL AND AUDIT SYSTEM

Article 66. Internal control system

1. The internal control system is a set of mechanisms, policies, procedures, internal regulations, and organizational structure of Agribank and is organized and implemented to ensure timely prevention, detection, and handling of risks.

2. Agribank builds an internal control system to ensure the following requirements:

a) Efficiency and safety in operations; protection, management, safe and effective use of assets and resources.

b) The financial information system and management information are honest, reasonable, complete and timely.

c) Comply with laws and internal mechanisms, policies, procedures and regulations.

3. Agribank hires an independent auditing organization to assess part or all of the internal control system at the request of the State Bank of Vietnam. The assessment of the internal control system is carried out in accordance with the provisions of law and the State Bank of Vietnam.

4. Agribank builds an internal control system and deploys technology applications in internal control activities according to regulations of the Governor of the State Bank of Vietnam.

Article 67. Internal audit

1. The Board of Members established an internal audit department under the Board of Supervisors to conduct internal audits of Agribank.

2. Internal audit conducts independent and objective reviews and assessments of the suitability and compliance with Agribank's internal mechanisms, policies, procedures and regulations; makes recommendations to improve the effectiveness of systems, procedures and regulations, contributing to ensuring Agribank operates safely, effectively and in accordance with the law.

3. The results of the internal audit must be reported to the Board of Supervisors and sent to the Board of Members and General Director of Agribank.

Article 68. Independent audit

1. Before the end of the fiscal year, Agribank must select an independent auditing organization that meets the requirements prescribed by the Governor of the State Bank of Vietnam to audit the financial statements and provide assurance services for the operation of the internal control system in the preparation and presentation of financial statements in the following fiscal year.

2. Within 30 days from the date of deciding to select an independent auditing organization, Agribank must notify the State Bank of Vietnam of the selected independent auditing organization.

Chapter VI

REORGANIZATION, DISSOLUTION, TERMINATION OF OPERATION

Article 69. Reorganization of Agribank

Agribank is reorganized in the form of division, separation, consolidation, merger, or conversion of legal form after receiving written approval from the State Bank of Vietnam.

Article 70. Cases of dissolution and termination of Agribank's operation

1. Agribank does not request an extension or requests an extension but is not approved in writing by the State Bank of Vietnam when the term of operation expires.

2. Agribank's License was revoked.
3. Agribank voluntarily dissolves if it is able to pay off all debts and is approved in writing by the State Bank.
4. Agribank is intervened early or placed under special control with a credit institution taking over all debt obligations.

Article 71. Procedures for dissolution and termination of Agribank's operation

Procedures for dissolution and termination of Agribank's operations are carried out in accordance with the provisions of law.

Chapter VII

AGRIBANK'S RECORDS AND DOCUMENTS

Article 72. Right to access records and documents

1. Agribank is responsible for sending and providing the State Bank and competent state agencies with reports, information and documents as prescribed by law.

2. In addition to requesting the provision of records and documents in preparation for regular and extraordinary meetings of the Board of Members, the Chairman and other members of the Board of Members have the right to request the General Director, Deputy General Directors, Chief Accountant or other management positions of Agribank to provide records and documents related to the organization of the implementation of the functions and tasks of the Board of Members.

3. The General Director is responsible for organizing:

a) Prepare report content for approval by the Board of Members or submit to the State Bank of Vietnam or the Government.

b) Store and secure Agribank's records and documents according to the provisions of law and Agribank.

4. Employees in Agribank have the right to learn information on Agribank through periodically held employee conferences and Agribank's official media.

Article 73. Information disclosure

1. Agribank shall periodically and irregularly disclose information in accordance with the provisions of law and Agribank.

2. The legal representative or the person authorized to disclose information shall disclose and publicize Agribank's information in accordance with the provisions of law and Agribank. The legal representative shall be responsible for the completeness, timeliness, truthfulness and accuracy of the information disclosed and made public.

3. Forms, contents, methods of announcement, information disclosure and places to send information shall comply with the provisions of law and the State Bank of Vietnam.

Chapter VIII

IMPLEMENTATION PROVISIONS

Article 74. Amendment, supplementation and replacement of the Charter

1. The amendment, supplement and replacement of this Charter shall be considered and decided by the Board of Members.

2. In case of any change in the law that causes the contents of this Charter to be contrary to the provisions of the law, the Board of Members shall amend, supplement or replace the Charter in accordance with the provisions of the law and the Board of Members. During the period when this Charter has not been amended, supplemented or replaced, Agribank shall comply with the provisions of the law

3. The order and procedures for amending, supplementing or replacing this Charter shall comply with the provisions of law and the Board of Members.

Article 75. Effectiveness

1. This Charter takes effect from November 1, 2024, except for the case specified in Clause 2 of this Article. The Charter on Organization and Operation of Vietnam Bank for Agriculture and Rural Development issued together with Decision No. 600/QĐ-HĐTV dated April 23, 2012 of the Board of Members, amended and supplemented by Decision No. 864/QĐ-HĐTV-TCTL dated November 7, 2014, Decision No. 367/QĐ-HĐTV-TCTL dated April 19, 2017, Decision No. 1058/QĐ-HĐTV-TCTL dated December 18, 2019 and other relevant regulations of Agribank issued previously contrary to this Charter cease to be effective.

2. The provisions of this Charter are subject to transitional provisions in Article 210 of the Law on Credit Institutions and shall be implemented in accordance with the provisions of Article 210 of the Law on Credit Institutions.

3. Relevant units and individuals of Agribank are responsible for implementing and complying with this Charter./.

Recipients:

- As in Clause 3, Article 75;
- Governor of the State Bank of Vietnam (for report);
- Banking Inspection and Supervision Agency (for report);
- Agribank Party Committee;
- Board of Members;
- General Director and Deputy General Directors
- Board of Supervisors;
- Agribank Trade Union, Youth Union;
- Saved at: Office, Secretariat. (450)

ON BEHALF OF BOARD OF MEMBERS

CHAIRMAN

(Signed and sealed)

Pham Duc An

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