



Số/No: 1140/2026/EIB-TGD

TP. HCM, ngày 25 tháng 02 năm 2026  
Ho Chi Minh City, 25 February, 2026

## CÔNG BỐ THÔNG TIN BẤT THƯỜNG UNUSUAL INFORMATION DISCLOSURE

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/*State Securities Commission*  
- Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh/*Ho Chi Minh City Stock Exchange*

1. Tên tổ chức/*Bank's name*: Ngân hàng TMCP Xuất Nhập khẩu Việt Nam/*Vietnam Export Import Commercial Joint Stock Bank* (“Eximbank”)

- Mã chứng khoán/*Stock code*: EIB

- Địa chỉ/*Address*: Số 27 - 29 Lý Thái Tổ, phường Hoàn Kiếm, thành phố Hà Nội, Việt Nam/*No. 27 - 29 Ly Thai To Street, Hoan Kiem Ward, Hanoi City, Vietnam.*

- Điện thoại liên hệ/*Phone*: (028) 38227878

- E-mail: [vphdqt@eximbank.com.vn](mailto:vphdqt@eximbank.com.vn)

- Website: <https://www.eximbank.com.vn>

2. Nội dung thông tin công bố/*Information disclosure content*: Điều lệ Eximbank/*The Eximbank Charter*

 Căn cứ Nghị quyết Đại hội đồng cổ đông thường niên của Eximbank ngày 29/4/2025, Đại hội đồng cổ đông đã thông qua các nội dung sau/*Pursuant to the Resolution of the Annual General Meeting of Shareholders of Eximbank dated April 29, 2025, the Meeting of Shareholders approved the following contents:*

Thông qua Tờ trình của HĐQT về việc sửa đổi, bổ sung Điều lệ phù hợp với nội dung thay đổi địa điểm đặt Trụ sở chính của Eximbank/*Approval of the BOD's Proposal on the amendment and supplementation of the Charter to reflect the change of the Eximbank's Head Office location.*

Giao HĐQT triển khai thực hiện các nội dung sau/*The BOD is authorised to:*

(i) Thực hiện cập nhật nội dung sửa đổi và ban hành mới Điều lệ liên quan đến việc thay đổi địa điểm đặt trụ sở chính sau khi được Ngân hàng Nhà nước Việt Nam chấp thuận/*Update and reissue the Charter to reflect the new Head Office location after receiving approval from the State Bank of Vietnam.*



(ii) Quyết định các vấn đề phát sinh khác có liên quan đến việc sửa đổi, bổ sung Điều lệ phù hợp với nội dung thay đổi địa điểm đặt Trụ sở chính của Eximbank/ *Decide on other arising matters relating to the amendment and supplementation of the Charter in accordance with the new Head Office location.*

 Căn cứ Quyết định số 247/QĐ-NHNN ngày 13/02/2026 của Thống đốc Ngân hàng Nhà nước về việc sửa đổi nội dung về địa chỉ đặt trụ sở chính tại Giấy phép hoạt động của Ngân hàng Thương mại cổ phần Xuất Nhập khẩu Việt Nam, ngày 25/02/2026, HĐQT Eximbank ban hành Nghị quyết số 52/2026/EIB/NQ-HĐQT thông qua các nội dung như sau/ *Pursuant to the Decision No. 247/QĐ-NHNN dated February 13, 2026, of the Governor of the State Bank of Vietnam on amending the address of the head office in the operating license of Vietnam Export Import Commercial Bank, on February 25, 2026, the BOD of Eximbank issued Resolution No. 52/2026/EIB/NQ-HĐQT approving the following contents:*

1. Thông qua nội dung sửa đổi của Điều lệ Eximbank, cụ thể như sau/ *Approve the amendments to the Eximbank Charter, specifically as follows:*

(i) Nội dung sửa đổi về “Địa chỉ trụ sở chính” tại khoản 2 Điều 2 Điều lệ Eximbank như sau/ *Amendments to the “Head Office Address” in Clause 2, Article 2 of the Eximbank Charter as follows:*

- Nội dung trước sửa đổi: “Địa chỉ trụ sở chính: Tầng 8, Văn phòng số L8-01-11+16 Tòa nhà Vincom Center, số 72 Lê Thánh Tôn, Phường Bến Nghé, Quận 1, Thành phố Hồ Chí Minh, Việt Nam”.

*The content before the amendments: “Head Office Address: 8th Floor, Office No. L8-01-11+16, Vincom Center Building, 72 Le Thanh Ton Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam”.*

- Nội dung sau sửa đổi: “Địa chỉ trụ sở chính: số 27-29 Lý Thái Tổ, phường Hoàn Kiếm, Thành phố Hà Nội, Việt Nam”.

*The content after the amendments: “Head Office Address: 27-29 Ly Thai To Street, Hoan Kiem Ward, Hanoi City, Vietnam”.*

(ii) Nội dung sửa đổi về “Thông tin liên hệ khác” tại khoản 3 Điều 2 Điều lệ Eximbank như sau/ *The amended content regarding “Other contact information” in Clause 3, Article 2 of the Eximbank Charter is as follows:*

- Nội dung trước sửa đổi/ *The content before the amendments:*

*Thông tin liên hệ khác/ Other contact details:*

- *Điện thoại/ Telephone:* (028) 38210056
- *Fax:* (028) 38216913
- *Website:* [www.eximbank.com.vn](http://www.eximbank.com.vn)



- Nội dung sau sửa đổi/ *The content after the amendments:*

*Thông tin liên hệ khác/ Other contact details:*

- *Điện thoại/ Telephone:* (024) 73036868
- *Website:* [www.eximbank.com.vn](http://www.eximbank.com.vn)

2. Giao Chủ tịch HĐQT - Người đại diện theo pháp luật Eximbank ký ban hành mới Điều lệ đã cập nhật các nội dung sửa đổi nêu tại khoản 1 Điều này/ *The Chairman of the BOD, being the legal representative of Eximbank, is authorized to sign and promulgate the revised Charter incorporating the amendments approved in Clause 1 of this Article.*

📌 Ngày 25/02/2026, Chủ tịch HĐQT - Người đại diện theo pháp luật ký ban hành Điều lệ Eximbank/ *On February 25, 2026, the Chairman of the BOD, being the legal representative, signed and issued the Eximbank Charter.*

(Nội dung chi tiết vui lòng xem tại file đính kèm/ *Details are provided in the file attached*).

3. Thông tin này đã được công bố trên trang thông tin điện tử của Ngân hàng vào ngày 25/02/2026 tại đường dẫn <https://eximbank.com.vn/nha-dau-tu> (*Mục Điều lệ*)/ *This information was published on the Bank's website on 25/02/2026 at the link https://eximbank.com.vn/en/investors (Regulations section).*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby commit that the information published above is true and take full legal responsibility for the content of the published information.*

**Nơi nhận/Recipients:**

- *Như trên/ As above;*
- *TGD, Người phụ trách QTCT (để b/c)/ CEO, Corporate Governance Officer (to report);*
- *Lưu: VT, Vp. HĐQT/ Archive: Administration Office, BOD Office, the BOD Office.*

**Tài liệu đính kèm/ Attached documents:**

- *Nghị quyết HĐQT Eximbank số 52/2026/EIB/NQ-HĐQT ngày 25/02/2026/ Resolution No. 52/2026/EIB/NQ-HĐQT dated 25/02/2026 of the BOD;*
- *Điều lệ Eximbank/The Charter of Eximbank.*

**NGƯỜI ĐƯỢC ỦY QUYỀN CBTT  
PHÓ TỔNG GIÁM ĐỐC  
AUTHORIZED PERSON FOR  
INFORMATION DISCLOSURE  
DEPUTY CHIEF EXECUTIVE OFFICER**

  
Nguyễn Hồ Hoàng Vũ



Số/No: 52/2026/EIB/NQ-HĐQT

Tp. HCM, ngày 25 tháng 02 năm 2026

Ho Chi Minh City, 25 February 2026

**NGHỊ QUYẾT CỦA HỘI ĐỒNG QUẢN TRỊ  
NGÂN HÀNG TMCP XUẤT NHẬP KHẨU VIỆT NAM  
RESOLUTION OF THE BOARD OF DIRECTORS  
VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK**

**HỘI ĐỒNG QUẢN TRỊ  
THE BOARD OF DIRECTORS**

Căn cứ Luật Các tổ chức tín dụng năm 2024, đã được sửa đổi bổ sung/*Pursuant to the Law on Credit Institutions 2024, as amended and supplemented;*

Căn cứ Luật Doanh nghiệp năm 2020, đã được sửa đổi bổ sung/*Pursuant to the Law on Enterprises 2020, as amended and supplemented;*

Căn cứ Điều lệ Ngân hàng TMCP Xuất Nhập khẩu Việt Nam (“Eximbank”)/*Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”);*

Căn cứ Quy chế tổ chức và hoạt động của Hội đồng quản trị (“HĐQT”) Eximbank/*Pursuant to the Regulation on Organization and Operation of the Board of Directors (“BOD”) of Eximbank;*

Căn cứ Nghị quyết Đại hội đồng cổ đông thường niên của Eximbank ngày 29/4/2025/*Pursuant to the Resolution of Eximbank’s Annual General Meeting of Shareholders dated 29 April 2025;*

Căn cứ Tờ trình của Chủ tịch HĐQT ngày 23/02/2026 về việc cập nhật nội dung sửa đổi và ban hành mới Điều lệ liên quan đến việc thay địa điểm đặt trụ sở chính sau khi được Ngân hàng Nhà nước Việt Nam chấp thuận (“Tờ trình ngày 23/02/2026”)/*Pursuant to the Proposal of the Chairman of the BOD dated February 23, 2026, regarding the amendments to the Eximbank Charter related to the change of the head office address after being approved by the State Bank of Vietnam (“The Proposal dated February 23, 2026”);*

Căn cứ Biên bản kiểm phiếu lấy ý kiến Thành viên HĐQT bằng văn bản số 35/2026/EIB/BBKP-VP.HĐQT ngày 25/02/2026/*Pursuant to the Minutes of vote counting for written opinions of the Board of Directors’ Members No. 35/2026/EIB/BBKP-VP.HĐQT dated 25 February 2026,*

**QUYẾT NGHỊ/ RESOLVES**

**Điều 1/Article 1.** Chấp thuận đề xuất của Chủ tịch HĐQT tại Tờ trình ngày 23/02/2026 với nội dung như sau/*Approve the proposal of the Chairman of the BOD in the Proposal dated February 23, 2026, with the following content:*



1. Thông qua nội dung sửa đổi của Điều lệ Eximbank, cụ thể như sau/*Approve the amendments to the Eximbank Charter, specifically as follows:*

(i) Nội dung sửa đổi về “Địa chỉ trụ sở chính” tại khoản 2 Điều 2 Điều lệ Eximbank như sau/*Amendments to the “Head Office Address” in Clause 2, Article 2 of the Eximbank Charter as follows:*

✚ Nội dung trước sửa đổi: “Địa chỉ trụ sở chính: Tầng 8, Văn phòng số L8-01-11+16 Tòa nhà Vincom Center, số 72 Lê Thánh Tôn, Phường Bến Nghé, Quận 1, Thành phố Hồ Chí Minh, Việt Nam”.

*The content before the amendments: “Head Office Address: 8th Floor, Office No. L8-01-11+16, Vincom Center Building, 72 Le Thanh Ton Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam”.*

✚ Nội dung sau sửa đổi: “Địa chỉ trụ sở chính: số 27-29 Lý Thái Tổ, phường Hoàn Kiếm, Thành phố Hà Nội, Việt Nam”.

*The content after the amendments: “Head Office Address: 27-29 Ly Thai To Street, Hoan Kiem Ward, Hanoi City, Vietnam”.*

(ii) Nội dung sửa đổi về “Thông tin liên hệ khác” tại khoản 3 Điều 2 Điều lệ Eximbank như sau/*The amended content regarding “Other contact information” in Clause 3, Article 2 of the Eximbank Charter is as follows:*

✚ Nội dung trước sửa đổi/*The content before the amendments:*

*Thông tin liên hệ khác/Other contact details:*

- *Điện thoại/Telephone:* (028) 38210056
- *Fax:* (028) 38216913
- *Website:* [www.eximbank.com.vn](http://www.eximbank.com.vn)

✚ Nội dung sau sửa đổi/*The content after amendments:*

*Thông tin liên hệ khác/Other contact details:*

- *Điện thoại/Telephone:* (024) 73036868
- *Website:* [www.eximbank.com.vn](http://www.eximbank.com.vn)

2. Giao Chủ tịch HĐQT - Người đại diện theo pháp luật Eximbank ký ban hành mới Điều lệ đã cập nhật các nội dung sửa đổi nêu tại Khoản 1 Điều này/*The Chairman of the BOD, being the legal representative of Eximbank, is authorized to sign and promulgate the revised Charter incorporating the amendments approved in Clause 1 of this Article.*

**Điều 2/Article 2.** Nghị quyết này có hiệu lực kể từ ngày ký/*This Resolution shall take effect from the date of signing.*

**Điều 3/Article 3.** Giao Chủ tịch HĐQT, Tổng giám đốc/Quyền Tổng giám đốc Eximbank tổ chức triển khai thực hiện Nghị quyết này theo đúng quy định hiện hành/*The Chairman of the BOD and the Chief Executive Officer/Acting Chief Executive*



*Officer of Eximbank shall be responsible for organizing and implementing this Resolution in accordance with applicable regulations.* 

***Nơi nhận/ Recipients:***

- Như Điều 3/ *As stated in Article 3;*
- HĐQT, BKS (để báo cáo)/ *BOD, BOS (for reporting);*
- Lưu VT, VP HĐQT/ *Archive: Administration Office, BOD Office.*

**TM. HỘI ĐỒNG QUẢN TRỊ**  
**CHỦ TỊCH**  
**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN** 



**Phạm Thị Huyền Trang**

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**CHARTER**  
**VIETNAM EXPORT IMPORT COMMERCIAL JOINT-STOCK BANK**

**Chapter I**  
**GENERAL PROVISIONS**

**SECTION 1**  
**INTERPRETATIONS**

**Article 1. Definitions**

1. In this Charter, unless otherwise provided in specific context or by law, the following terms shall be interpreted as follows:
  - a) “**Eximbank**” means Vietnam Export Import Commercial Joint-Stock Bank;
  - b) “**Charter**” means the Charter of Eximbank;
  - c) “**Law**” means all codes, laws, resolutions, ordinances, decrees, regulations, circulars, decisions and other legal normative documents issued by Vietnam’s state agencies from time to time related to Eximbank’s activities, including documents amending, supplementing or replacing them;
  - d) “**Law on Credit Institutions**” means the Law on Credit Institutions No. 32/2024/QH15 and laws amending, supplementing or replacing it;
  - e) “**Law on Enterprises**” means the Law on Enterprises No. 59/2020/QH14 and laws amending, supplementing or replacing it;
  - f) “**Law on the State Bank of Vietnam**” means the Law on the State Bank of Vietnam No. 46/2010/QH12 and laws amending, supplementing or replacing it;
  - g) “**State Bank of Vietnam**” or “**SBV**” means the State Bank of Vietnam;
  - h) “**Charter capital**” means total face value of the shares sold by Eximbank to shareholders;
  - i) “**Legal capital**” means the minimum capital required by law for bank establishment;
  - j) “**Share**” means the charter capital which is divided into equal parts;
  - k) “**Share certificate**” means a certificate issued by Eximbank, a book entry or electronic data certifying the ownership of one or some of its shares as stipulated by law;
  - l) “**Dividend**” means a net profit paid to each share in cash or other assets;
  - m) “**Founding shareholder**” means any shareholder that lawfully owns at least one or some ordinary share and whose signature is on the list of founding shareholders of Eximbank;
  - n) “**Shareholder**” means an organization or individual lawfully owning one or several shares of Eximbank and registered in its shareholder register/securities owner register in accordance with law;

- o) “**Major shareholder**” means any of Eximbank’s shareholder owning 5% (five per cent) or more of shares with voting rights of Eximbank, including those indirectly owned by such shareholder;
- p) “**Indirect ownership**” means the ownership of Eximbank’s charter capital by an organization or individual via investment trust or through an enterprise in which such organization or individual holds more than 50% stake;
- q) “**Shareholder register**” means a document whether in form of paper and/or electronic file recognizing information of share ownership by shareholders of Eximbank;
- r) “**VSDC**” means Vietnam Securities Depository and Clearing Corporation (or other names as it may be referred to from time to time);
- s) “**Legal documents of individuals**” refers to one among the following documentations: identification card, citizen identity card, passport, and other legitimate personal identification papers;
- t) “**Legal documents of organizations**” refers to one among the following documentations: establishment decision, business registration certificate or other documents equivalent;
- u) “**Contact address**” means the registered address of the organization’s headquarter or address of the individual’s permanent residence, workplace, or another location that is registered by such person with Eximbank as contact address;
- v) “**License**” includes the license for establishment and operation of Eximbank as issued by the State Bank of Vietnam and its document/decision on amendment or supplementation thereto;
- w) “**Executives of Eximbank**” comprises the General Manager (or equivalent title), Deputy General Managers, Chief Accountant, Division Heads, Area Directors and Branch Directors;
- x) “**Managers of Eximbank**” consists of the Chairman and other members of the Board of Directors, and the General Manager (or equivalent title);
- y) “**Related person**” is subject to the definition in clause 24 Article 4 of the Law on Credit Institutions<sup>1</sup> with regard to the organization and operations of Eximbank which are

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<sup>1</sup> 24. *Related person* means an organization or individual that has a direct or indirect relation with another organization or individual in any of the following cases:

- a) Parent company with subsidiary and vice versa; parent company with sub-subsubsidiary and vice versa; credit institution with its subsidiary and vice versa; credit institution with its sub-subsubsidiary and vice versa; among subsidiaries of a parent company or credit institution; among sub-subsubsidiaries of a subsidiary of a parent company or credit institution; managers, controllers or members of the Board of Controllers of a parent company or credit institution, and individual or organization competent to appoint these persons with a subsidiary and vice versa;
- b) Company or credit institution with its managers, controllers or members of the Board of Controllers, or with company or organization competent to appoint these persons and vice versa;
- c) Company or credit institution with organization or individual that owns 5% or more of the charter capital or voting share capital of that company or credit institution and vice versa;
- d) Individual with his/her spouse; natural father/mother, foster father/mother, stepfather, stepmother, father-in-law, mother-in-law; natural/foster child, stepchild, daughter-in-law, son-in-law; sibling; half-sibling; spouse of natural sibling or half sibling (hereinafter

stipulated therein. As for information disclosure and other matters which are not defined in the law on credit institutions, related person is determined in correspondence with the Law on Enterprises and Law on Securities;

- z) **“Relatives”** is subject to the definition in clause 22 Article 4 of the Law on Enterprises<sup>2</sup>;
- aa) **“Business day”** means any calendar days except weekends (Saturday and Sunday), national holidays and Tet holidays in accordance with law and Eximbank regulations from time to time. Where Saturday or Sunday is a working day (swap) as prescribed by law, such day shall be identified a business day;
- bb) **“Spouse, father, mother, child or sibling”** means spouse, natural father/mother, foster father/mother, stepfather, stepmother, father-in-law, mother-in-law; natural/foster child, stepchild, daughter-in-law, son-in-law; sibling, half-sibling; spouse of natural sibling or half sibling of an individual;
- cc) **“Subsidiary of Eximbank”** means a company falling under one of the following cases:
- (i) Eximbank or Eximbank and its related persons owns more than 50% of the charter capital or more than 50% of the voting capital of such company;
  - (ii) Eximbank has the right to appoint a majority of or all members of the Board of Directors, Board of Members, or General Manager (Manager) of such company;
  - (iii) Eximbank has the right to amend or supplement the charter of such company;
  - (iv) Eximbank or Eximbank and its related persons directly or indirectly control the ratification of resolutions and decisions of the General Meeting of Shareholders, Board of Directors, and Board of Members of that company.
- dd) **“Associate company of Eximbank”** means a company in which Eximbank or Eximbank and its related persons owns more than 11% of the charter capital or more than 11% of the voting capital, but which is not a subsidiary of Eximbank;

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referred to as “spouse, father, mother, child or sibling”); maternal grandfather/grandmother, paternal grandfather/grandmother; maternal/paternal grandchild; and maternal/paternal aunt, uncle and nibbling;

dd) Company or credit institution with individual defined at Point d of this Clause, with manager, controller, member of the Board of Controllers, capital contributor or shareholder owning 5% or more of the charter capital or voting share capital of that company or credit institution and vice versa;

e) Individual authorized to act as a representative of an organization or individual's stake specified at Points a, b, c, d and dd of this Clause with authorizing organization or individual; individuals authorized to act as representatives of stakes of an institution;

g) Other juridical persons and individuals that pose risks to the operation of the credit institution or foreign bank's branch, defined according to the rules and regulations of the credit institution or foreign bank's branch or specified in writing by the State Bank of Vietnam through inspection or supervision;

h) Regarding a people's credit fund, a person related to a client of the fund falls within one of the cases specified in points b, c, dd and g of this Clause; client with his/her spouse, father, mother, child or sibling.

<sup>2</sup> *Relatives of a person* include: the spouse, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of the spouse.

- ee) “**Controlling company**” means a company that directly or indirectly owns more than 20% of the charter capital of Eximbank, or a company takes control over Eximbank, or Eximbank has subsidiaries or associate companies;
- ff) “**Banking operations**” mean the trade in and regular provision of one or some of the following services:
- (i) Deposit receipt
  - (ii) Credit extension;
  - (iii) Provision of account-to-account payment services.
2. In this Charter, any references to any regulations or legal normative documents shall include those regulations or documents which amend, supplement or replace them.
3. The headings (chapters, sections, and articles) used in the Charter are for convenience of understanding only and shall not affect the content of the Charter.
4. Words, expressions or terms which are yet defined herein shall be construed in correspondence with relevant laws.

## **SECTION 2**

### **NAME, HEAD OFFICE, OBJECTIVES AND SCOPE OF OPERATION**

#### **Article 2. Name, form, head office, operation network and duration of operation**

1. Name of the Bank
- Full name in Vietnamese: Ngân hàng Thương mại Cổ phần Xuất Nhập khẩu Việt Nam
  - Abbreviated name in Vietnamese: Ngân hàng Xuất Nhập khẩu Việt Nam
  - Full name in English: Vietnam Export Import Commercial Joint Stock Bank
  - Abbreviated name: Eximbank or EIB
2. Head Office address
- 27 - 29 Ly Thai To Street, Hoan Kiem Ward, Ha Noi City, Vietnam.
3. Other contact details
- Telephone : (024) 73036868
  - Website : [www.eximbank.com.vn](http://www.eximbank.com.vn)
- (Such information is subject to change or update from time to time and published on Eximbank website)*
4. Form: Eximbank is a joint-stock company which has its own legal status in accordance with Vietnamese law.
5. Eximbank may establish branches, transaction offices, representative offices, non-productive units, subsidiaries, and associate companies as well as other forms of commercial presence both

domestically and/or overseas to carry out its business objectives in conformity with law and this Charter.

6. The duration of operation of Eximbank is ninety nine (99) years starting from April 6, 1992 which may be extended based upon the decision of the General Meeting of Shareholders and approval of the State Bank according to law.
7. The license for establishment and operation of Eximbank is also its Business registration certificate.

### **Article 3. Legal representative**

1. Eximbank has one (1) legal representative, which shall be either:
  - General Manager; or
  - Board Chairman in case the position of General Manager is left vacant (the appointment of the person to be General Manager is yet to complete).
2. The legal representative of Eximbank shall act on its behalf to establish and execute rights and obligations arising out of the Bank's transactions, or act on Eximbank's behalf as the person demanding for settlement of civil issues, plaintiff, defendant, or person with relevant rights and obligations in court or arbitration trials, and other rights and obligations in accordance with law.
3. The legal representative of Eximbank must reside in Viet Nam. Where he/she is absent from Viet Nam, he/she shall authorize in writing another person who is a manager or an executive of Eximbank currently residing in Viet Nam to perform his/her rights and obligations. The legal representative of Eximbank is allowed to authorize another person to carry out his/her tasks corresponding to law and Eximbank regulations (as applicable).

### **Article 4. Objectives of Eximbank**

The objectives of operation and development of Eximbank are:

1. To become a strongly growing bank which offers diversified services of high quality and efficiency, and satisfies customer needs to the maximum;
2. To maximize profit, accumulate investment for development, and contribute to the achievement of the country's socio-economic growth targets.

### **Article 5. Scope of operation**

1. Eximbank is permitted to carry out all business activities stated in this Charter in conformity with the License and/or law regulations, and employ appropriate measures to achieve its objectives.
2. Eximbank has a scope of business and operation in the country and overseas.

## **SECTION 3 MAIN BUSINESSES**

### **Article 6. Deposit receipt**

1. Receiving demand or time deposits, savings deposits and deposits of other types;

2. Issuing certificates of deposit.

### **Article 7. Credit extension**

Eximbank extends credits in way of:

1. Lending;
2. Discounting or re-discounting;
3. Bank guarantee;
4. Issuance credit cards;
5. Domestic or international factoring;
6. Letters of credit;
7. Other forms as specified by the State Bank.

### **Article 8. Account opening, provision of payment instruments or services**

1. Opening current accounts for customers;
2. Offering payment instruments;
3. Providing account-to-account payment services as follows:
  - a) Domestic payment services comprising check, payment order, collection order, money transfer, bank card, and collection and payment services;
  - b) International payment services after obtainment of the State Bank's approval and other payment services according to regulations of the State Bank.

### **Article 9. Borrowing, depositing money, purchasing and selling valuable papers**

1. Eximbank may borrow loans from the State Bank in form of re-financing under the Law on State Bank of Vietnam.
2. Eximbank may purchase or sell valuable papers from/to the State Bank under the Law on State Bank of Vietnam.
3. Eximbank may grant and borrow loans, make and receive deposits, purchase and sell valuable papers on a definite term from/to credit institutions and foreign bank branches in accordance with regulations of the State Bank.
4. Eximbank may borrow off-shore loans in accordance with law.

### **Article 10. Account opening by Eximbank**

1. Eximbank shall open a payment account at the State Bank and maintain a compulsory reserve amount thereon.
2. Eximbank may open a payment account at a credit institution that may provide via-account payment services.

3. Eximbank may open an offshore payment account in accordance with the law on foreign exchange.

#### **Article 11. Organization of and participation in payment systems**

1. Eximbank may organize its internal payment system and participate in the national inter-bank payment system.
2. Eximbank may participate in international payment systems if it meets the conditions set out by the Government and obtains written approval from the State Bank.

#### **Article 12. Capital contribution and share purchase**

1. Eximbank may only use its charter capital and reserves for capital contribution and share purchase as regulated in this Charter and law.
2. Eximbank must establish or acquire subsidiaries or associate companies to conduct the following businesses:
  - a) Securities underwriting and securities brokerage; management and distribution of securities investment fund certificates; and securities investment portfolio management and stock trade;
  - b) Financial leasing;
  - c) Insurance.
3. Eximbank may establish or acquire a subsidiary or associate company operating in the sectors of debt management and asset utilization, remittance, gold trade, factoring, issuance of credit cards, consumer credit, intermediary payment services and credit information.
4. Eximbank may contribute capital to, or purchase shares from, enterprises operating in the following sectors:
  - a) Insurance, securities, remittance, gold trade, factoring, issuance of credit cards, consumer credit, intermediary payment services and credit information;
  - b) Others not prescribed in point (a) of this clause upon written consent of the State Bank.
5. Eximbank shall establish or acquire the subsidiary or associate company as stated in clauses 2 and 3 of this Article after obtainment of the State Bank's approval in writing.
6. Eximbank and its subsidiary may buy or hold shares of other credit institutions on the conditions and within the limits prescribed by the State Bank.
7. Other cases of capital contribution or share purchase (if any) shall follow law regulations.

#### **Article 13. Foreign exchange trade, and provision of foreign exchange services and derivative products**

1. After obtaining written approval from the State Bank, Eximbank may trade and provide domestic and foreign clients with the following products and services:
  - a) Foreign exchange;
  - b) Derivatives regarding interest rates, foreign exchange, currency and other financial products.

2. The foreign exchange trade and provision of foreign exchange services by Eximbank to clients shall be conducted in accordance with the law on foreign exchange.

**Article 14. Entrustment and agents, assignment of agents**

1. Eximbank is entitled to entrust, undertake entrustment or act as agents in banking operations, or assign agents to make payment in accordance with regulations of the State Bank.
2. Eximbank may carry out insurance agency activities in accordance with the law on insurance business within the scope of insurance agency activities as specified by the State Bank.

**Article 15. Other business activities**

1. Eximbank may carry out other business activities in accordance with regulations of the State Bank, specifically:
  - a) Cash management, treasury services provided to credit institutions and foreign bank branches; asset preservation and leasing of security cabinets and safes;
  - b) Money transfer, collection, payment and other payment services without accounts;
  - c) Purchase and sale of the State Bank's bills and corporate bonds; purchase and sale of other valuable papers, except for the valuable papers specified in point a clause 2 of this Article;
  - d) Monetary brokerage services;
  - e) Gold trade;
  - f) Other services related to factoring and letters of credit;
  - g) Consultancy on banking operations and other business activities specified in the License.
2. Eximbank may further carry out other business activities provided by law as follows:
  - a) Purchasing and selling debt instruments of the Government, government-backed bonds, and local government bonds;
  - b) Issuing bonds;
  - c) Conducting securities depository activities;
  - d) Carrying out supervisory bank activities;
  - e) Acting as agents that manage collateral of lenders being international financial institutions, foreign credit institutions, credit institutions, and foreign bank branches.
3. Eximbank is entitled to carry out other business activities related to banking operations other than those specified in clauses 1 and 2 of this Article according to regulations of the State Bank and other relevant laws.
4. Eximbank is refrained from trading in real estate, except in the following cases:
  - a) Buying, investing in or owning properties to be used as its business building, office or warehouse in direct service of its professional operations;
  - b) Leasing out part of the business building in its own ownership which has been fully used;

- c) Holding properties as a result of debt settlement. Within five (5) years from the date of the decision on disposing of collateral being real estate, Eximbank shall sell, transfer or repurchase the same. In In case of property repurchase, the use purposes specified in point a of this clause and the ratio of fixed asset investment stated in point a clause 3 Article 144 of the Law on Credit Institutions<sup>3</sup> shall be maintained.

## **Chapter II CHARTER CAPITAL, SHARES, SHARE CERTIFICATES**

### **SECTION 1 CHARTER CAPITAL**

#### **Article 16. Charter capital**

1. The charter capital of Eximbank is **VND18,688,106,070,000** (*Eighteen thousand six hundred eighty eight billion, one hundred and six million, and seventy thousand dong*).
2. Charter capital shall be adjusted and recognized in the License from time to time.
3. Charter capital is denominated in Vietnamese dong (VND).

#### **Article 17. Change of charter capital**

1. Eximbank may increase or decrease its charter capital upon decision of competent authorities in line with provisions of this Charter and relevant laws. Forms of charter capital increase of Eximbank:  
Eximbank's charter capital may be increased out of the following sources:
  - a) Reserve fund for charter capital supplementation; fund for investment and development, share premium; undistributed accumulative profit and other funds according to law;
  - b) Public offering or private placement of shares;
  - c) Conversion of issued convertible bonds into ordinary shares;
  - d) Others as decided by the General Meeting of Shareholders in conformity with law.
2. Forms of decreasing Eximbank's charter capital: subject to cases and law stipulations from time to time. Such decrease must ensure that the decreased charter capital shall not be lower than the legal capital of the credit institution corresponding to law.
3. Sequence, procedures, and application for approval of charter capital amendment shall follow regulations of the State Bank and law.

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<sup>3</sup> 3. The credit institution or foreign bank's branch may purchase and invest in fixed assets in direct service of its operations, making sure that the remaining value of fixed assets:

a) Does not exceed 50% of its charter capital and additional reserve fund of charter capital as recorded in the accounting book with respect to a commercial bank, cooperative bank, non-bank credit institution and microfinance institution;

## **SECTION 2 SHARES, SHARE CERTIFICATES**

### **Article 18. Shares**

1. Each of Eximbank shares has the par value of VND10,000 (*Ten thousand dong*). The number of shares of Eximbank is made up by dividing the charter capital by par value per share.
2. At the time this Charter is ratified, all shares of Eximbank are ordinary shares, and all of its shareholders are ordinary shareholders.
3. Eximbank may issue preferred shares upon approval of the General Meeting of Shareholders in conformity with law. Ordinary shares shall not be converted to preferred ones.
4. Each share of the same type shall constitute the same rights, duties and interests for its owner.

### **Article 19. Share certificates**

1. Shareholders may be provided with share certificates respective to the number and type of shares owned. Eximbank share certificate shall contain such contents as required by law.
2. Where share certificate is lost, destroyed or otherwise damaged, Eximbank shall re-issue the same at shareholder's request. Such request shall at least include the followings:
  - a) Information of the share certificate which is lost, destroyed or otherwise damaged;
  - b) Commitment by the shareholder to assume responsibility in any dispute arising out of the re-issuance of share certificate.
3. Eximbank share certificates cannot be used as collateral at Eximbank.

### **Article 20. Holdings**

Unless otherwise provided by law, holdings at Eximbank are defined as follows:

1. A shareholder being an individual must not own shares exceeding five percent (5%) of the charter capital of Eximbank.
2. A shareholder being an institution must not own shares exceeding ten percent (10%) of the charter capital of Eximbank.
3. A shareholder and its related persons must not own shares exceeding fifteen percent (15%) of the charter capital of Eximbank. A major shareholder of Eximbank and its related persons must not own shares valuing five percent (5%) or more of the charter capital of another credit institution.
4. Provisions in clauses 2 and 3 of this Article shall not apply to the following cases:
  - a) Owning shares of a subsidiary or associate company that is the credit institution specified in clauses 2 and 3 Article 111 of the Law on Credit Institutions<sup>4</sup>;

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<sup>4</sup> 2. Commercial banks shall establish or acquire subsidiaries or associate companies to conduct the following business activities:

a) Securities underwriting and securities brokerage; management and distribution of securities investment fund certificates; and securities investment portfolio management and stock trade;

- b) Owning shares of foreign investors under clause 6 of this Article.
- 5. Holdings of shares prescribed in clauses 1 and 2 of this Article shall include shares indirectly owned. Holdings prescribed in clause 3 of this Article shall include shares purchased by other organizations and individuals under the shareholder's entrustment and exclude shares of related persons being subsidiaries of the shareholder according to point a clause 9 Article 4 of the Law on Credit Institutions<sup>5</sup>.
- 6. Total holdings of foreign investors at Eximbank shall not be larger than 6% (*six percent*) of its charter capital from time to time.

#### **Article 21. Offering and transfer of shares**

- 1. Eximbank may increase the number of shares or type of authorized shares for charter capital increase in forms as follows:
  - a) Public offering of shares;
  - b) Private placement of shares;
  - c) Other forms of share offering or issuance and to other objects in accordance with law.
- 2. The forms of offering and issuance stated in clause 1 of this Article are carried out by Eximbank in correspondence with relevant laws.
- 3. The purchase, sale or transfer of shares by shareholders is performed in accordance with relevant laws on securities.
- 4. The purchase or receipt of shares making the buyer or receiver become a major shareholder must be approved in writing by the State Bank prior to such execution. Shareholder, buyer or receiver of shares shall coordinate with Eximbank to apply for respective approval.
- 5. Individual shareholders or institutional shareholders having representatives of their investments in Eximbank that are members of its Board of Directors or Board of Supervisors or General Manager, shall not transfer shares during their term of office. Those representatives mentioned in this clause do not include representatives of state investments in Eximbank.
- 6. A member of the Board of Directors or Board of Supervisors or General Manager who is going through disciplinary process under a resolution or decision of the General Meeting of Shareholders or a decision of the State Bank must not transfer shares, except for one of the following cases:
  - a) Such person acts as an authorized representative of an institutional shareholder which is merged, amalgamated, divided, dissolved or goes bankrupt according to law;

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- b) Financial leasing;
  - c) Insurance.

<sup>5</sup> 9. Subsidiary of a credit institution is a company that falls within any of the following cases:

- a) The credit institution or the credit institution and its related persons owns/own over 50% of the charter capital or voting shares of that company;

- b) Such person is forced to transfer his/her shares under a court's decision or judgment which has come into force;
- c) Such person transfers shares to another investor in order to implement the restructuring plan, plan to transfer the whole stake or the mandatory transfer plan that has been approved.

**Article 22. Repurchase of shares or share certificates**

- 1. Cases where Eximbank buys back shares and share certificates:
  - a) At Eximbank's request under cases specified by law;
  - b) At shareholders' request under cases specified by law;
  - c) Repurchase of share certificates from workers in line with the regulations on issuance of share certificates to workers of Eximbank conforming to relevant laws;
  - d) Others as per law regulations from time to time.
- 2. Eximbank may only repurchase shares from shareholders if it ensures that, after full payment of respective amount for the repurchased shares, the prudent ratios in banking operations are still complied with and actual value of the charter capital is not lower than the legal capital.
- 3. Conditions, sequence and procedures of share repurchase follow the guidelines of the State Bank, and provisions of the law on securities and relevant laws.

**Chapter III  
STRUCTURES OF ORGANIZATION AND MANAGEMENT OF EXIMBANK**

**SECTION 1  
MANAGEMENT AND ORGANIZATION STRUCTURE**

**Article 23. Management and organization structure**

- 1. Management organization of Eximbank:
  - a) General Meeting of Shareholders
  - b) Board of Directors
  - c) Board of Supervisors
  - d) General Manager
- 2. Operation organization of Eximbank:
  - a) Headquarter (Head Office)
  - b) Branches and transaction offices
  - c) Representative office
  - d) Non-productive units (subject to practical situation from time to time)
  - e) Subsidiary

3. Organization structure of Headquarter:
  - a) Board of Directors
  - b) Board of Supervisors
  - c) General Manager
  - d) Divisions, boards and centers under Headquarter
  - e) Internal Audit

**SECTION 2**  
**CRITERIA AND REQUIREMENTS APPLICABLE TO MANAGERS, EXECUTIVES AND**  
**HOLDERS OF SOME OTHER POSITIONS OF EXIMBANK**

**Article 24. Criteria and requirements applicable to members of the Board of Directors**

1. Not prohibited from holding a certain position as stated in clause 1 Article 28 hereof;
2. Possess professional ethics according to regulations of the State Bank;
3. Have at least a bachelor's degree;
4. Meet one of the following requirements: having at least three (3) years' experience of working as a manager or executive of a credit institution; at least five (5) years' experience of working as a manager of a finance, banking, accounting or audit enterprise or an enterprise whose equity is not smaller than the legal capital of a credit institution; at least five (5) years' experience of working in a professional department of a credit institution or foreign bank branch; or at least five (5) years' experience of working in a finance, banking, accounting or audit department;
5. Others in accordance with relevant laws (if any).
6. An independent member of the Board of Directors shall fully meet the criteria and requirements specified in clauses 1, 2, 3, 4, and 5 above and the followings:
  - a) Neither currently working for Eximbank or its subsidiary nor having worked for Eximbank or its subsidiary for 3 preceding years;
  - b) Neither receiving salary nor remuneration regularly of Eximbank other than the remunerations for members of the Board of Directors;
  - c) Having no spouse, father/mother, child, sibling or spouse of one of these persons who is a major shareholder of Eximbank, a manager or supervisor or member of the Board of Supervisors of Eximbank or its subsidiary;
  - d) Not acting as the representative of holding in Eximbank; neither directly nor indirectly owning one percent (1%) or more of the charter capital or voting share capital of Eximbank together with his/her related person(s);
  - e) Not acting as a manager or member of the Board of Supervisors of Eximbank at any time in five (5) preceding years.

7. Independent member shall promptly inform the Board of Directors of his/her un-qualification for the requirements.

**Article 25. Criteria and requirements applicable to members of the Board of Supervisors**

1. Not prohibited from holding a certain position as stated in clause 1 Article 28 hereof;
2. Possess professional ethics according to regulations of the State Bank;
3. Have a bachelor's degree in one of such majors as banking, finance, economics, business administration, law, accounting or audit;
4. Have at least three (3) years' experience of working directly in banking, finance, accounting or audit field;
5. Not a related person or relative of a manager of Eximbank;
6. The Chief of the Board of Supervisors shall reside in Viet Nam during his/her term of office;
7. Not a member or employee of the audit company approved to audit the financial statements of Eximbank in 3 preceding years;
8. Not the representative of state's investment or enterprise's investment in Eximbank;
9. Others according to relevant laws (if any).

**Article 26. Criteria and requirements applicable to the General Manager**

The General Manager shall fully meet the following criteria and requirements:

1. Not prohibited from holding a certain position as stated in clause 1 Article 28 hereof;
2. Possess professional ethics according to regulations of the State Bank;
3. Have at least a bachelor's degree in one of such majors as finance, banking, economics, business administration, law, accounting, or audit;
4. Meet one of the following requirements:
  - a) Having at least five (5) years' experience of working as the executive of a credit institution;
  - b) Having at least five (5) years' experience of holding the position of General Manager (Manager) or Deputy General Manager (Deputy Manager) of an enterprise whose equity is not smaller than the legal capital of the credit institution and at least 05 years' experience of working in the finance, banking, accounting or audit field;
  - c) Having at least ten (10) years' experience of working in the finance, banking, accounting or audit field;
5. Reside in Viet Nam during his/her term of Office;
6. Not the relative of a manager or member of the Board of Supervisors of Eximbank;
7. Not the representative of state's investment or enterprise's investment in Eximbank;
8. Others according to relevant laws (if any).

**Article 27. Criteria and requirements applicable to Deputy General Managers, Chief Accountant, Branch Directors, and General Manager (Manager) of subsidiary**

Deputy General Managers, Chief Accountant, Branch Directors, and General Manager (Manager) of subsidiary shall fully meet the following criteria and requirements:

1. Not prohibited from holding a certain position as stated in clause 2 Article 28 hereof; and Deputy General Manager shall not be among cases prohibited from holding a certain position as per clause 1 Article 28 of the Charter;
2. Meet one of the following requirements: having at least a bachelor's degree in one of such majors as finance, banking, economics, business administration, law, accounting, audit or other majors within the professional area to be undertaken; having at least a bachelor's degree in other majors and at least three (3) years' experience of working in the finance or banking field or the professional area to be undertaken;
3. Reside in Viet Nam during their term of office;
4. The Chief Accountant shall also meet the criteria and requirements set out in the law on accounting.

**SECTION 3**

**CASES OF BEING PROHIBITED FROM HOLDING CERTAIN POSITIONS –  
CONCURRENTLY HOLDING DIFFERENT POSITIONS – TERMINATION OR  
SUSPENSION**

**Article 28. Cases of being prohibited from holding certain positions**

1. Any of the below persons must not be a member of the Board of Directors or Board of Supervisors, General Manager, or Deputy General Manager:
  - a) One of the persons specified in clause 2 of this Article;
  - b) A person prohibited from participating in the management and administration of an enterprise or cooperative in correspondence with the law on officials and public employees and the law on anti-corruption;
  - c) A person who used to be the owner of a private enterprise or partner of a partnership, Director General (Director), member of the Board of Directors, Board of Members or a supervisor or member of the Board of Supervisors of an enterprise, member of the Board of Directors and Director General (Director) of a cooperative at the time when the enterprise or cooperative is declared bankrupt, except for case where he/she is assigned or appointed to participate in the management, administration or control of the enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;
  - d) A person who had their title of Chairperson or member of the Board of Directors, Chairperson or member of the Board of Members, Chief or member of the Board of

Supervisors, Director General (Director) of a credit institution terminated under Article 47 of the Law on Credit Institutions<sup>6</sup> or has committed violations, causing the revocation of the credit institution's license as determined by a competent agency;

- e) A related person of a member of the Board of Directors or General Manager of Eximbank, except for cases specified in clause 3 Article 69 of the Law on Credit Institutions<sup>7</sup>;
  - f) A person responsible for any violation against regulations on licensing, administration, shares, capital contribution, share purchase, credit extension, purchase of corporate bonds, safety ratios that results a fine in the maximum bracket imposed on the credit institution or foreign bank branch according to the law on penalties for administrative violations in monetary and banking sector under inspection conclusion;
  - g) Other cases according to law (if any).
2. Any of the following persons must not act as Chief Accountant, Branch Director or General Manager (Manager) of subsidiary of Eximbank:
- a) Minor or a person who is legally incapacitated, a person with limited cognition and behavior control, and a person with limited or lost legal capacity;
  - b) A person who is facing criminal prosecution or serving imprisonment sentence; serving an administrative penalty in a correctional institution or rehabilitation center, or is prohibited by the court from holding certain positions or doing certain works;
  - c) A person who has been sentenced for any serious crime or worse;
  - d) A person who has been sentenced for possession charge without having their criminal record expunged;
  - e) An official, public employee or manager of division or higher level of an enterprise in which the State holds 50% or more of the charter capital, except for any person appointed to act as the representative of the State's stakes or stakes of the enterprise in which the State holds

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<sup>6</sup> Article 47. Termination and suspension of execution of rights and obligations of members of the Board of Directors, the Board of Members, the Board of Controllers and executives of credit institution

1. The State Bank has the right to terminate or suspend the execution of the rights and obligations of the Chairperson and members of the Board of Directors or the Board of Members, the Head and members of the Board of Controllers, and executives of a credit institution who violate Article 43, Clause 10 Article 48 of this Law and other relevant laws when they execute their rights and obligations or fail to meet criteria and requirements specified in Article 41 of this Law; and request the competent agency to dismiss them from their positions, elect and appoint or designate replacements if necessary.

2. The Special Control Board has the right to terminate or suspend the execution of the rights and obligations of the chairperson and members of the Board of Directors and the Board of Members, the head and members of the Board of Controllers, and executives of a credit institution placed under special control, when necessary.

3. Persons whose rights and obligations are terminated or suspended under Clauses 1 and 2 of this Article shall participate in remedying problems and handling violations related to their personal responsibilities if requested by the State Bank, the Board of Directors, the Board of Members, the Board of Controllers of the credit institution or the Special Control Board.

<sup>7</sup> 3. An individual and his/her related persons or representatives of stakes of an institutional shareholder and their related persons may be elected to hold the position of no more than 02 members of the Board of Directors of a credit institution that is a joint-stock company, except for representatives of the State's stakes and mandatory transferees.

50% or more of the charter capital in Eximbank or appointed or assigned to participate in management, administration or control of Eximbank according to task requirements;

- e) An officer, non-commissioned officer, professional army man or defense worker/public employee of an agency or unit under the Vietnam People's Army; officer, professional non-commissioned officer, worker/police officer of an agency and unit under the Vietnam People's Police, except for any person appointed to act as the representative of the State's stakes or stakes of the enterprise in which the State holds 50% or more of the charter capital in Eximbank;
- g) Father/mother, spouse, child or sibling of each member of the Board of Directors, General Manager and his/her spouse must not act as the Chief Accountant or person in charge of finance of Eximbank.

### **Article 29. Cases of being prohibited from concurrently holding different positions**

1. The Chairman of the Board of Directors must not concurrently be an executive or member of the Board of Supervisors of Eximbank and another credit institution, or a manager of an enterprise.
2. The member of the Board of Directors who is not an independent member must not concurrently hold either of the following positions:
  - a) Executive of Eximbank, except for acting as its General Manager;
  - b) Manager or executive of another credit institution, manager of an enterprise, except for acting as a manager or executive of Eximbank's subsidiary or parent company, or implementing the mandatory transfer plan as approved;
  - c) Supervisor or member of the Board of Supervisors of another credit institution or enterprise.
3. An independent member of the Board of Directors of must not concurrently hold either of the following positions:
  - a) Executive of Eximbank;
  - b) Manager or executive of another credit institution; or manager of two (2) enterprises or more;
  - c) Supervisor or member of the Board of Supervisors of another credit institution or enterprise.
4. A member of the Board of Supervisors of Eximbank must not concurrently hold either of the following positions, except for acting as a manager or executive or employee of a credit institution that receives mandatory transfer according to an approved mandatory transfer plan;
  - a) Manager or executive of Eximbank, another credit institution or enterprise; or employee of Eximbank or its subsidiary;
  - b) Employee of an enterprise whose member of the Board of Directors, executive or major shareholder is a member of the Board of Directors of Eximbank;
5. The General Manager and Deputy General Manager must not concurrently hold the position of manager, executive, supervisor or member of the Board of Supervisors of another credit

institution or enterprise, except for the case where the Deputy General Manger is the manager or executive of Eximbank's subsidiary or parent company.

**Article 30. Natural loss of capacity of members of the Board of Directors and Board of Supervisors, and General Manager**

1. Cases of natural loss of capacity:
  - a) He/She is prohibited from holding certain positions as stated in Article 28 hereof;
  - b) He/She acts as the representative of the stakes of an organization which is a shareholder of Eximbank when such organization has its legal status terminated;
  - c) He/She is no longer the representative of stakes as authorized by an institutional shareholder of Eximbank;
  - d) He/She is expelled from the territory of the Socialist Republic of Vietnam;
  - e) Eximbank has its License revoked;
  - f) The contract employing the General Manager expires;
  - g) He/She is dead;
  - h) Others as specified in law regulations and this Charter.
2. Within a period of five (5) business days from the date when the person naturally loses his/her capacity in accordance with points a, b, c, d, f, g and h clause 1 of this Article, the Board of Directors of Eximbank shall send a written report and supporting documents with respect to such natural loss of capacity to the State Bank and be responsible for the accuracy and truthfulness thereof; and, carry out procedures to elect and appoint the vacant title in accordance with law.
3. Members of the Board of Directors and Board of Supervisors, and General Manager of Eximbank shall, after having naturally lost their capacity, still be held personally responsible for the decisions made during their term of office.

**Article 31. Dismissal and discharge of members of the Board of Directors and Board of Supervisors, and General Manager**

1. Except for cases of natural loss of capacity specified in Article 30 hereof, the Chairman and a member of the Board of Directors; Chief and a member of the Board of Supervisors, and General Manager of Eximbank shall be dismissed from his/her position or discharged from duty in one of the following cases:
  - a) Discharge from duty if he/she hands in a resignation letter to the Board of Directors and Board of Supervisors;
  - b) Dismissal if he/she fails to join activities of the Board of Directors or Board of Supervisors for six (6) consecutive months, except for force majeure events;
  - c) Dismissal if he/she fails to meet the criteria and requirements set out in the Charter and relevant laws;

- d) Dismissal if the independent member of the Board of Directors fails to meet the criteria and requirements applicable to independent Board members and/or is prohibited from concurrently holding different positions as per provisions of the Charter and relevant laws;
  - e) Dismissal if he/she commits serious violation of law regulations or the Charter during the performance of his/her powers or duties as assigned;
  - f) At full discretion of the General Meeting of Shareholders other than the cases specified in points (a) to (e) of this clause (applicable to members of the Board of Directors and Board of Supervisors);
  - g) At the decision of the Board of Supervisors other than the cases specified in points (a), (b), (c) and (e) of this clause (applicable to the Chief Supervisor);
  - h) At the decision of the Board of Directors other than the cases specified in points (a), (b), (c) and (e) of this clause (applicable to the Board Chairman and General Manager);
  - i) Other cases in compliance with the Securities Law, Enterprise Law, other laws and the Charter.
2. After dismissal or discharge from duty, the Chairman and other members of the Board of Directors; Chief and other members of the Board of Supervisors, and General Manager of Eximbank shall still be liable for the decisions made during their term of office.
  3. Within ten (10) days from the approval of the decision on dismissal or discharge from duty of any holder specified in clause 1 of this Article, the Board of Directors of Eximbank shall send a report enclosed with supporting documents to the State Bank.

**Article 32. Termination and suspension of execution of rights and obligations of members of the Board of Directors, Board of Supervisors and executives of Eximbank**

1. The State Bank has the right to terminate or suspend the execution of the rights and obligations of the Chairman and members of the Board of Directors; Chief and members of the Board of Supervisors, and executives of Eximbank who violate the provisions on cases of being prohibited from concurrently holding different positions, clause 10 Article 48 of the Law on Credit Institutions<sup>8</sup> or other relevant laws when they execute their rights and obligations or fail to meet criteria and requirements specified in the Charter and law; and request competent agencies to dismiss them from positions, discharge them from duty, elect and appoint or designate replacements if necessary.
2. The Special Control Board has the right to terminate or suspend the execution of the rights and obligations the Chairman and members of the Board of Directors; Chief and members of the Board of Supervisors, and executives of Eximbank if it is placed under special control, as deemed necessary.
3. Persons whose rights and obligations are terminated or suspended as aforementioned shall engage in remedying problems and handling violations related to their personal responsibilities

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<sup>8</sup> 10. Within the scope of their rights and obligations, respond to written requests from the State Bank for contents under the jurisdiction of the State Bank. Follow recommendations and warnings about risk and operational safety, and risk of violations against regulations on monetary and banking; implement conclusions, recommendations and decisions related to inspection.

if so requested by the State Bank, Board of Directors, and Board of Controllers of Eximbank or the Special Control Board.

## **SECTION 4**

### **PREVENTION OF CONFLICTS OVER INTERESTS AND DISCLOSURE OF RELATED INTERESTS**

#### **Article 33. Regulations on prevention of conflicts over interests and disclosure of related interests**

1. Members of the Board of Directors and Board of Supervisors, General Manager and Deputy General Managers shall provide Eximbank with the followings:
  - a) Name, enterprise ID number, headquarter address of the enterprise or another economic entity in which they, individually or together with their related persons, hold shares or stakes worth 5% or more of its charter capital, including shares or stakes held by other organizations or individuals under their authorization or entrustment;
  - b) Name, enterprise ID number, headquarter address of the enterprise or another economic entity in which they and their related persons are members of the Board of Directors, Board of Members, supervisors, members of the Board of Supervisors, or Director General (Director);
  - c) Information about each related person that is an individual, including full name; personal identification number; nationality, passport number, issue date and place in case of a foreigner; and relationship with the information provider;
  - d) Information about each related person that is an organization, including name, enterprise ID number, headquarter address, number of the business registration certificate or a document of equivalent legitimacy; legal representative, and relationship with the information provider.
2. Shareholders holding one percent (1%) or more of Eximbank's charter capital shall provide it with the followings:
  - a) Full name; personal identification number; nationality, passport number, issue date and place in case of foreign shareholders; number of the business registration certificate or a document of equivalent legitimacy of institutional shareholders, and its issue date and place;
  - b) Information about each related person as provided in points c and d clause 1 of this Article;
  - c) Number and ratio of their holdings in Eximbank;
  - d) Number and ratio of their related persons' holdings in Eximbank.
3. Persons specified in clauses 1 and 2 of this Article shall notify Eximbank in writing of initial provision of information and any change thereto within seven (7) business days from the date on which the information is disclosed or changed, unless the law provides for a shorter time.

Shareholders are only required to provide the information specified in points c and d clause 2 of this Article to Eximbank when their own holdings or related person's holdings is changed by one percent (1%) or more of Eximbank's charter capital in comparison with that of the preceding provision.

4. Eximbank shall post and store information specified in clauses 1 and 2 of this Article at its headquarter and send a written report to the State Bank within seven (7) business days from the date on which Eximbank receives the provided information. On annual basis, Eximbank shall disclose information as required in points a, b, and d clause 1 and points a, c, and d clause 2 of this Article to its General Meeting of Shareholders.
5. Eximbank shall disclose information about full name of individuals or name of organizations that are shareholders owning one percent (1%) or more of its charter capital and information mentioned in points c and d clause 2 of this Article on its website within seven (7) business days from the date on which it receives the provided information.
6. Members of the Board of Directors and Board of Supervisors, General Manager and other executives shall report to the Board of Directors and Board of Supervisors in the following cases:
  - a) Transactions between Eximbank and the company in which the abovementioned persons are its founding members or managers in the latest three (3) years prior to the time of transaction.
  - b) Transactions between Eximbank and the company in which the related persons of the abovementioned persons are members of the Board of Directors, Director (Director General) or major shareholders.
7. Members of the Board of Directors and Board of Supervisors, General Manager and other executives shall report in writing to the Board of Directors and Board of Supervisors on transactions between Eximbank, its subsidiary or company in which Eximbank controls more than fifty percent (50%) of the charter capital and such persons or their related persons in accordance with law.
8. Members of the Board of Directors and Board of Supervisors, General Manager and other managers shall, if it comes to their knowledge of any interests directly or indirectly related to one (1) contract or transaction intended to execute with Eximbank, declare the nature of such interests in a meeting of the Board of Directors. Accordingly, the Board of Directors shall determine whether to enter into such contract or transaction. If the existence of such interests is only aware of thereafter or in any circumstances, involved persons must announce the related interests in the nearest meeting of the Board of Directors after they become aware of the same.
9. Persons that provide and disclose information shall ensure that the information is provided and disclosed in an honest, accurate, full and prompt manner, and assume their responsibilities for such provision and disclosure.
10. Eximbank shall apply necessary measures to prevent members of the Board of Directors and Board of Supervisors, General Manager, other managers of Eximbank, shareholders and related persons from interfering with Eximbank's operations and causing harms to its interests; and comply with

regulations on transactions with shareholders, managers of Eximbank and their related persons; ensuring legitimate rights and interests of those having related rights with Eximbank.

11. It is Eximbank's obligations to make full, correct and timely report and disclosure of regular and irregular information about conditions of manufacturing, business, finance and corporate governance to shareholders and the public and otherwise if such information is likely to affect securities price and decision of shareholders and investors.

#### **Article 34. General obligations and remunerations, salaries and bonuses of executives and managers**

##### 1. General obligations of executives and managers

Other than the powers and responsibilities provided by law and the Charter, executives and managers of Eximbank have additional obligations and responsibilities as follows:

- a) Comply with law, the Charter, resolutions and decisions of the General Meeting of Shareholders of Eximbank;
- b) Exercise their rights and obligations in an honest and prudent manner, for the benefits of Eximbank and its shareholders;
- c) Use information, secrets, or business opportunities, or take advantage of the position, title and assets of Eximbank not for self-seeking purposes or interests of other organizations and individuals, thereby harming the interests of Eximbank and its shareholders;
- d) Obey with regulations on restrictions in order to maintain safety in banking activities of Eximbank in correspondence with the Law on Credit Institutions;
- e) Keep dossiers and records of Eximbank in order to provide statistics for purposes of management, administration and control of its activities, and for the State Bank's inspection, supervision and examination;
- f) Be knowledgeable about risks arising out of Eximbank's operations;
- g) Promptly, fully and accurately notify Eximbank of their interests at other organizations, or transactions with other organizations and individuals which may result in conflict of interests with Eximbank, and conduct such transactions only upon consent of the Board of Directors;
- h) Be prohibited from enabling themselves or their related persons to take loans or use other banking services of Eximbank with conditions that are better and more favorable than those under the Bank's general regulations;
- i) Neither have their salaries and remunerations increased nor request bonuses when Eximbank suffers losses;
- j) Secure the information supplied by Eximbank according to law, the Charter and Eximbank regulations. Unauthorized information disclosure (including any speech /message/ communication in the press without the approval of the Board of Directors or General

Manager), and acts of intentional spreading or illicitly spreading information of Eximbank's operations are strictly prohibited;

- k) Within their rights and obligations, respond to written requests from the State Bank with respect to issues under its authority. Follow recommendations and warnings about risk and operational safety, and risk of violations against law regulations on monetary and banking; and implement conclusions, recommendations and decisions related to inspection;
- l) Others as defined by law and the Charter.

2. Remunerations, salaries and bonuses of executives and managers

- a) Remunerations, salaries and bonuses of managers of Eximbank are specified in this Charter, internal regulations and relevant laws;
- b) Remunerations, salaries and bonuses of executives are subject to agreement or labor contract between Eximbank and the executives, internal regulations of Eximbank and relevant laws.

## **SECTION 5 SHAREHOLDERS**

### **Article 35. Shareholders**

- 1. Eximbank shareholders have rights and obligations corresponding to the number and type of shares they own.
- 2. Shareholders shall be officially recognized only when their information is recorded in the Shareholder register of Eximbank or in line with the law on securities with respect to the shares centrally deposited at VSDC.
- 3. Eximbank is required to have at least one hundred (100) shareholders without limitation on the maximum number, unless otherwise regulated by law.

### **Article 36. Rights of shareholders**

- 1. An ordinary shareholder shall have the following rights:
  - a) Be fairly treated. Each share of the same type enables its holder to possess equal rights, obligations and interests. In case Eximbank has preferential shares, the rights and obligations associated therewith must be ratified by the General Meeting of Shareholders and sufficiently disclosed to shareholders;
  - b) Attend and express opinion at general meetings of shareholders and exercise the right to vote in one of the following methods in the principle that each ordinary share has one vote:
    - (i) Attend and vote directly at the meetings;
    - (ii) Authorize another person to attend and vote at the meetings;
    - (iii) Attend and vote via teleconferences, e-vote or other electronic forms;

- (iv) Send votes to the meetings by postal mail or email;
  - c) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - d) Have pre-emptive right to purchase new offered shares in proportion to the number of ordinary shares held at Eximbank;
  - e) Transfer its shares or options to other shareholders of Eximbank or other organizations or individuals or in accordance with law and the Charter;
  - f) View, look up and make an extract of the name and contact address in the list of shareholders having voting rights; and request for adjustment of inaccurate information of its own. Sequence and procedures of requesting for information provision or update is subject to regulations of law, the Charter and the Board of Directors;
  - g) View, look up and make an extract or copy of the Charter, minutes of general meetings of shareholders, resolutions and decisions thereat;
  - h) Be distributed with the remainder of the value of asset in proportion to its holdings in Eximbank upon dissolution or bankruptcy of the Bank;
  - i) Give written authorization to another person to exercise its rights and obligations; and the authorized person shall not stand for election in his or her own capacity;
  - j) Nominate or introduce persons to the Board of Directors and Board of Supervisors according to law and the Charter. The Board of Directors sets out procedures of nomination and candidacy, time of receiving applications for nomination and candidacy and other related matters;
  - k) Have full access to regular and irregular information published by the Bank in correspondence with law;
  - l) Others as per regulations of law and the Charter.
2. A major shareholder or group of shareholders owning five percent (5%) or more of total ordinary shares shall have the following rights:
- a) Nominate or introduce persons to the Board of Directors and Board of Supervisors;
  - b) Request for convocation of general meetings of shareholders in accordance with clause 3 of this Article;
  - c) Request the Board of Supervisors to check each and every issue connecting to the management and administration of the Bank's operations as deemed necessary. Such request shall be made in writing and include full name, contact address, nationality, and legal paper number in case of individual shareholders; name, enterprise ID number or legal paper number, and headquarter address in case of institutional shareholders; number of shares and time of their subscription of each shareholder, total number of shares of the group of shareholders and holdings in Eximbank; and the issue and purpose of inspection;

- d) View, look up, and make an extract of the minutes, resolutions, and decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transaction to be ratified by the Board of Directors and otherwise in compliance with law, except for those relating to Eximbank's trade or business secrets;
  - e) Others as per regulations of law and this Charter.
3. The shareholder or group of shareholders mentioned in clause 2 of this Article is entitled to convene general meetings of shareholders in case:
- a) The Board of Directors commits serious violations against the rights of shareholders, obligations of managers, or makes decisions beyond its competence;
  - b) The term of office of the Board of Directors has exceeded 6 months but a new Board of Directors is yet to be elected;

The request for convocation of general meetings of shareholders shall be made in writing and contain full name, contact address, nationality, and legal paper number in case of individual shareholders; name, enterprise ID number or legal paper number, and headquarter address in case of institutional shareholders; number of shares and time of their subscription of each shareholder, total number of shares of the group of shareholders and holdings in Eximbank, grounds and reasons for such request. Documents and evidences on the violations of the Board of Directors, seriousness of such violations or the decision made ultra vires shall be enclosed thereto.

4. A shareholder or group of shareholders owning ten percent (10%) or more of total ordinary shares shall have the right to convene extraordinary general meetings of shareholders.

The request for convocation of general meetings of shareholders shall be made in writing and contain full name, contact address, nationality, and legal paper number in case of individual shareholders; name, enterprise ID number or legal paper number, and headquarter address in case of institutional shareholders; number of shares and time of their subscription of each shareholder, total number of shares of the group of shareholders and holdings in Eximbank, grounds and reasons for such request. The request should contain full signature and stamp (if any) of the concerned shareholders.

5. Shareholders as organizations may assign one or several authorized representatives to exercise their rights in accordance with law; where more than one authorized representatives are assigned, the number of shares and votes/voting slips of each representative should be specifically defined. The assignment, termination or change of authorized representatives must be made in form of a written notice sent to Eximbank headquarter in the soonest time. Such notice shall include the details provided in the Law on Enterprises.
6. The organization for executing shareholders' rights and requests shall follow the provisions in this Charter, Regulations on internal management, and guidelines and regulations issued by Eximbank's Board of Directors and law from time to time.

### **Article 37. Obligations of shareholders**

1. Shareholders of Eximbank shall have the following obligations:

- a) To make full payment for the shares committed to buy within the time limit set out by Eximbank; and take responsibility for the debts and other asset liabilities of the Bank to the extent of the capital amount contributed thereto;
  - b) Not to withdraw the paid-up share capital from Eximbank in any forms, which leads to the decrease in its charter capital; except for the case mentioned in clause 2 Article 22 hereof;
  - c) To be responsible to law for the legitimacy of the capital source used for capital contribution, share purchase and receipt at Eximbank; not to use the money lent by credit institutions or foreign bank branches, or proceeds from issuance of corporate bonds to buy or receive shares of Eximbank in name of another natural or legal person in any forms, except for entrustment in accordance with law;
  - d) To comply with the Charter and internal regulations of Eximbank;
  - e) To observe resolutions and decisions of the General Meeting of Shareholders and Board of Directors;
  - f) To take personal responsibility for, when acting on behalf of Eximbank in whatsoever forms, any law-breaching acts or business activities and other transactions they have conducted for self-seeking purposes or for interest of other organizations or individuals;
  - g) To keep confidential the information provided by Eximbank according to law, the Charter and internal regulations of Eximbank; to use the provided information only for the performance and protection of their own lawful rights and interests; and to be strictly prohibited from disseminating, copying and sending the information furnished by Eximbank to any other organizations or individuals;
  - h) Major shareholders shall not take advantage of their influence to cause effect on the rights and interests of Eximbank and other shareholders in accordance with law and the Charter; and make information disclosure as required by law;
  - i) Others as stipulated in this Charter and relevant laws.
2. Shareholders that make investment using funds entrusted by other organizations or individuals shall provide Eximbank with information about the actual owner of shares which they are holding under such trusteeship. Eximbank has the right to terminate shareholder rights of such shareholders when detecting that they fail to provide information or provide sufficient and accurate information of the actual owner of shares.

**Article 38. Shareholder register, securities holder register and establishment of shareholder list**

1. Eximbank shall make and retain the Shareholder register until share certificates are centrally registered with VSDC. Shareholder register can be physical or electronic documents containing information about the shareholders' ownership of shares, and include the contents specified by law.
2. Shareholder register shall be kept at Eximbank's headquarter or another organization that is licensed to retain shareholder registers. Shareholders are entitled to inspect, look up, extract or

copy names and contact addresses of Eximbank's shareholders from Shareholder register during business hours of the organization retaining the same.

3. Share certificates centrally registered with VSDC: VSDC shall make and retain the Securities holder register with respect to the share certificates of Eximbank, prepare the list, calculate and allocate rights to each shareholder at the ratio advised by Eximbank. Only those named in Securities holder register as at the record date as per Eximbank's notice shall be entitled to rights arising out of the share certificates.
4. Any change in shareholders' contact address should be promptly informed to Eximbank for its update to Shareholder register or notification to VSDC for update to Securities holder register. Eximbank bears no responsibility if a shareholder can't be reached due to failure to notify the change of his/her contact address.
5. Establishment of shareholder list:
  - a) The Board of Directors shall define the time for establishing the list of shareholders entitled to shareholder rights, and publicly announce the same in correspondence with law;
  - b) Transactions of share transfer made on ex-dividend date(s) and during the time from the date of finalizing the shareholder list (record date) to the date that respective shareholder rights may be exercised, transferors (as per the information in the shareholder list as at the record date) shall be the beneficiaries of shareholder rights.

## **SECTION 6**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Article 39. General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of Eximbank.
2. The General Meeting of Shareholders shall annually meet once a year, which should be within four (4) months from the end of the fiscal year. The Board of Directors shall decide deferral of annual general meetings of shareholders in necessary cases by up to six (6) months from the end of the fiscal year. In addition, the General Meeting of Shareholders may convene irregular meetings.
3. The General Meeting of Shareholders ratify decisions under their competence by:
  - a) Voting at meetings; or
  - b) Collecting written opinions.

## **Article 40. Rights and duties of General Meeting of Shareholders**

1. Approve development orientations and yearly business plans of Eximbank;
2. Approve, amend and supplement the Charter;
3. Approve the Regulations on internal management and Regulations on the organization and operations of the Board of Directors and Board of Supervisors;
4. Decide on the number of members of the Board of Directors and Board of Supervisors in each term of office; elect, dismiss, discharge, add or replace members of the Board of Directors and Board of Supervisors against the criteria and requirements defined in the Charter and law;
5. Decide on the remunerations, bonuses and other benefits for members of the Board of Directors and Board of Supervisors as well as their operating budgets;
6. Consider and handle violations committed by the Board of Directors and Board of Supervisors that cause damages to Eximbank and its shareholders;
7. Decide on the management and organization structure of Eximbank;
8. Ratify plan for change in the charter capital; and approve share offering plans, including the type and quantity of new shares to be offered;
9. Approve the plan for buying back shares sold;
10. Ratify the plan for issuance of convertible bonds or warrant-linked bonds;
11. Approve the remedial plan expected in case of early intervention as stated in Article 143 of the Law on Credit Institutions<sup>9</sup>;
12. Approve annual financial statements; and plan for distribution of profits after the tax and other financial liabilities of Eximbank have been fulfilled;
13. Ratify reports of the Board of Directors and Board of Supervisors on performance of their assigned tasks and powers;
14. Decide on the establishment or change in legal forms of commercial presence in foreign countries, and subsidiaries of Eximbank;
15. Approve Eximbank's plan for contributing capital to, buying or selling shares or stakes of, enterprises or other credit institutions in which the capital amount to be contributed, estimated buying price or book value in case of sale of shares/stakes is 20% or more of its charter capital as recorded in the latest financial statements which have been audited;
16. Approve Eximbank's decisions to invest in, buy or sell fixed assets in which the investment, estimated buying price or historical cost in case of asset sale is 20% or more of its charter capital as recorded in the latest financial statements which have been audited;

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<sup>9</sup> Article 143. Formulation of remedial plans expected in case of early intervention

1. A commercial bank or foreign bank's branch shall formulate an expected remedial plan in case of early intervention.

17. Ratify other contracts or transactions whose value is 20% or more of Eximbank's charter capital as recorded in the latest financial statements which have been audited, between Eximbank and: (i) members of the Board of Directors and Board of Supervisors, General Manager, and major shareholders of Eximbank; (ii) related persons of managers, members of the Board of Supervisors, and major shareholders of Eximbank; and (iii) subsidiary and associate companies of Eximbank, unless it is undergoing the mandatory transfer plan. In such case, shareholders having interests related to the parties in such contracts or transactions shall have no right to vote;
18. Decide on the division, separation, amalgamation, merger, conversion of legal forms, dissolution of, or request to the court for establishing bankruptcy procedures against Eximbank;
19. Decide on the selection of independent audit companies to conduct audits according to Article 80 hereof;
20. Decide on solutions to major financial changes of Eximbank;
21. Approve the change of name, location of the headquarter, and extension of the duration of operation of Eximbank;
22. Others as specified in this Charter and relevant laws.

**Article 41. Conditions on and methods for ratifying resolutions and decisions of the General Meeting of Shareholders**

1. Except for cases specified in clauses 2, 3 and 4 below, resolutions and decisions of the General Meeting of Shareholders shall be passed if approved by shareholders representing more than 50% of total votes of all attending shareholders, or by shareholders representing 50% of total votes of all shareholders in case of collecting written opinions.
2. Resolutions and decisions regarding issues stated in clauses 8 and 16 Article 40 hereof shall be approved by shareholders representing more than 65% of total votes of all attending shareholders, or by shareholders representing 65% of total votes of all shareholders in case of collecting written opinions.
23. Resolutions and decisions regarding issues stated in clause 18 Article 40 hereof shall be approved by shareholders representing more than 65% of total votes of all attending shareholders.
3. The election of members of the Board of Directors and Board of Supervisors shall be conducted in accumulative voting method upon general principles as follows:
  - a) Each shareholder shall have the total votes which are his/her total owned shares multiplied (x) by the number of members of the Board of Directors or Board of Supervisors to be elected and shareholders have the right to cast all their votes to one or several candidates;
  - b) Winners as members of the Board of Directors or Board of Supervisors shall be determined based on the number of votes from high to low, starting from the candidates having the highest number of votes until the necessary number of members is reached. In case there are two (2) or more candidates having the same number of votes for the last member of the

Board of Directors or the Board of Supervisors, a further election shall be proceeded among those having equal number of votes or based on the criteria specified in the voting procedures of the respective General Meeting of Shareholders.

5. Decisions on issues stated in clauses 1, 4, 6, and 18 Article 40 hereof shall be ratified by way of voting at general meetings of shareholders.

**Article 42. Competence to convene general meetings of shareholders**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders.
2. The General Meeting of Shareholders meet annually to discuss and ratify the followings:
  - a) Yearly business plans of Eximbank;
  - b) Annual financial statements that have been audited;
  - c) Reports of the Board of Directors on its management and performance in the year of the Board of Directors as a whole and each of its members;
  - d) Reports of the Board of Supervisors on business results of Eximbank, and performance in the year of the Board of Directors and General Manager;
  - e) Self-assessment reports on performance in the year of the Board of Supervisors as a whole and each of its members;
  - f) Dividends paid to each type of shares (if any);
  - g) Other issues within their authority.
3. The Board of Directors shall convene extraordinary general meetings of shareholders in the following cases:
  - a) The Board of Directors considers it necessary for Eximbank's interests;
  - b) The number of remaining members of the Board of Directors or Board of Supervisors is smaller than the minimum number of members defined by law;
  - c) Upon a written request of a shareholder or group of shareholders holding more than ten percent (10%) of total ordinary shares of Eximbank according to clause 4 Article 36 hereof; or at a written request of a shareholder or group of shareholders holding five percent (5%) or more of total ordinary shares of Eximbank with respect to cases specified in clause 3 Article 36 of this Charter;
  - d) As required by the Board of Supervisors;
  - e) At the order of the State Bank when there are events affecting the operational safety of Eximbank;
  - f) Others as regulated in the Charter and law.
4. The Board of Directors shall convene general meetings of shareholders within ninety (90) days from the occurrence of the event mentioned in point b clause 3 of this Article or from the receipt of the requests stated in points c and d clause 3 of this Article.

5. In the event the Board of Directors does not convene the General Meeting of Shareholders as stipulated in clause 4 of this Article, the Board of Supervisors shall, within the next thirty (30) days, take its place to convene the same.
6. If the Board of Supervisors does not convene the General Meeting of Shareholders as provided in clause 4 of this Article, the shareholder or group of shareholders as defined in point c clause 3 of this Article shall have the right to convene the same in observance with law.
7. The convening person shall prepare a list of shareholders entitled to attend the General Meeting of Shareholders, provide information and settle complaints related thereto, meeting agenda and contents, draft resolution of the General Meeting of Shareholders against the meeting's tentative agenda; list and details of candidates in case of electing members to the Board of Directors and Board of Supervisors; compile materials, determine the meeting time and venue, send invitations to each entitled shareholder, and carry out other tasks for the meeting in correspondence with this Charter, Regulations on internal management and relevant laws.
8. All reasonable and legitimate costs to convene and carry out general meetings of shareholders as stipulated in clauses 4, 5 and 6 of this Article shall be reimbursed by Eximbank. Such costs shall not include out-of-pocket expenses of shareholders when attending general meetings of shareholders, including meals, accommodation and travel.
9. Failing to convene general meetings of shareholders as stipulated in clauses 4 and 5 of this Article, the Board of Directors and Board of Supervisors shall make compensation for damages incurred by Eximbank.
10. The venue of general meetings of shareholders shall be the place where the Chairman attends and within the territory of Viet Nam.
11. Members of the Board of Directors and Board of Supervisors are required to attend annual general meetings of shareholders to respond to shareholders' inquiries thereat (if any). If unable to attend for force majeure reasons, such members shall report in writing to the Board of Directors and Board of Supervisors.
12. If the year's audited financial statements of Eximbank include a qualified opinion, adverse opinion or disclaimer of opinion, Eximbank shall invite the audit company approved to audit its financial statements to the annual General Meeting of Shareholders and the company is obliged to send a representative to attend the General Meeting of Shareholders of Eximbank.

**Article 43. List of shareholders entitled to attend, agenda, contents and invitation of general meetings of shareholders**

1. List of shareholders entitled to attend meetings:
  - a) The list of shareholders entitled to attend general meetings of shareholders shall be prepared no longer than ten (10) days prior to the date of sending invitations thereto. Eximbank shall announce the preparation of the same at least twenty (20) days before the record date;

- b) The list of shareholders entitled to attend general meetings of shareholders must contain full name, contact address, nationality, and legal paper number in case of individual shareholders; name, enterprise ID number or legal paper number, and headquarter address in case of institutional shareholders; number of shares of each type, number and date of shareholder registration of each shareholder;
- c) Shareholders have to right to examine, look up, extract and copy name and contact address of shareholders in the list of shareholders entitled to attend general meetings of shareholders; and request for correcting mistakes or adding their necessary information therein.

2. Agenda and contents of General Meeting of Shareholders:

- a) The convener of general meetings of shareholders shall prepare a list of shareholders entitled to attend the same, meeting agenda, contents and materials as well as draft resolution for each issue in the agenda; determine the meeting time and venue, and send invitations to each entitled shareholder;
- b) A shareholder or group of shareholders holding five percent (5%) or more of total ordinary shares of Eximbank has the right to recommend issues to be included in the agenda of general meetings of shareholders. Such recommendations should be made in writing and sent to Eximbank no later than three (3) business days prior to the opening date, and specify name of shareholders, number of each type of shares, and issues to be included in the agenda;
- c) In case the convener refuses the recommendations stated in point b clause 2 of this Article, he/she shall respond in writing with specific reasons. Such refusal shall only be accepted if falling under one of the following cases:
  - (i) The recommendations are sent not in correspondence with point b clause 2 of this Article;
  - (ii) At the time of raising the recommendations, the shareholder or group of shareholders does not sufficiently hold five percent (5%) or more of total ordinary shares;
  - (iii) The recommended matters are not within the decision-making authority of the General Meeting of Shareholders;
- d) The convener of general meetings of shareholders shall accept and put the recommendations mentioned in point b clause 2 of this Article in the proposed meeting agenda and contents, except for cases defined in point c clause 2 of this Article. The recommendations shall be officially added to the meeting agenda and contents only upon approval of the General Meeting of Shareholders.

3. Invitation to general meetings of shareholders:

The convener of general meetings of shareholders shall send invitations to all shareholders in the list of those eligible for meeting participation at least twenty one (21) days prior to the opening date thereof (i.e. from the date the invitations are duly sent or delivered). Specifically:

- (i) Meeting invitations shall contain full name, head office address, and company number of Eximbank; name and contact address of shareholders; time and venue of the meeting; and other requirements (if any) to the attendees;
- (ii) Meeting invitations shall be sent by registered service to the contact address of shareholders, posted on Eximbank website, and publicly disclosed according to law.

Where the materials are not enclosed, the invitation to the General Meeting of Shareholders shall clearly indicate the link to the entire meeting materials and how to download them on Eximbank website for shareholders' access.

(iii) Meeting materials include:

- Agenda and materials used in general meetings;
- List and detailed information of the candidates approved by the State Bank in case of electing members to the Board of Directors and Board of Supervisors;
- Voting slips;
- Draft resolutions for each of the issues mentioned in the agenda;
- Other related documents (if any).

#### **Article 44. Right to attend general meetings of shareholders**

1. Shareholders or authorized representatives of institutional shareholders may attend or give written authorization to one (1) or some other individuals or organizations to attend general meetings of shareholders directly or through one of the methods stated in clause 3 of this Article.
2. The authorization to attend general meetings of shareholders shall be carried out in accordance with the Regulations on internal management of Eximbank.
3. Shareholders shall be deemed as having attended and voted at general meetings of shareholders in the following cases:
  - a) Attend and vote directly at the meetings;
  - b) Authorize other individuals or organizations to attend and vote at the meetings;
  - c) Attend and vote via teleconferences/hybrid meetings (online and offline), electronic voting or other electronic means according to Eximbank regulations;
  - d) Send votes to the meetings by postal mail or email.

#### **Article 45. Conditions for conducting general meetings of shareholders**

1. Forms of general meetings of shareholders: general meetings of shareholders may be conducted in form of in-person meetings or teleconferences or both (online and offline). The convener of general meetings of shareholders shall determine the meeting form in conformity with the situation and conditions of the technical system, and practical situation.

2. A General Meeting of Shareholders shall be conducted when it is attended by shareholders representing more than 50% of total votes. If the first convocation fails to satisfy the conditions for conducting as aforementioned, the invitation to the re-convened General Meeting of Shareholders shall be sent within thirty (30) days from the intended date of the first meeting. The re-convened General Meeting of Shareholders shall be conducted if it is attended by shareholders representing 33% or more of total votes and entitled to decide on all issues expected to be ratified or decided in the General Meeting of Shareholders first convened.

Where the re-convened general meeting fails to satisfy the conditions stated above, the invitation to the general meeting convened for the third time shall be sent within twenty (20) days from the intended date of the re-convened one. The General Meeting of Shareholders convened for the third time shall be conducted regardless of the total votes of the attending shareholders, and entitled to decide on all issues expected to be ratified or decided in the General Meeting of Shareholders convened for the first and second time.

3. Only the General Meeting of Shareholders shall be able to amend the meeting agenda that has been enclosed with the invitation as specified herein.
4. The Board Chairman shall act as the chairman or authorize another Board member to preside over general meetings of shareholders convened by the Board of Directors. In his/her absence, the member authorized by the Chairman of the Board of Directors shall chair the general meeting. In case the Board Chairman gives authorization to nobody or temporarily loses his/her working capability, the other members of the Board of Directors shall elect one of them to preside over the general meeting in majority votes. Failing which, the Chief Supervisor shall run the General Meeting of Shareholders to elect the chairman, and the person with the highest votes shall preside over the general meeting.
5. Unless otherwise defined in clause 4 of this Article, the signatory to call for the General Meeting of Shareholders shall run the General Meeting of Shareholders to elect the chairman, and the person with the highest votes shall preside over the general meeting.
6. The chairman may suggest/appoint a Presidium to co-preside over the general meeting.

The chairman shall appoint one (1) or some persons as secretary(-ies) to minute down general meetings.

The General Meeting of Shareholders shall elect one (1) or several persons to the vote-checking committee or vote-checking supervision as may be requested by the general meeting's chairman.

7. The General Meeting of Shareholders shall discuss and vote for each issue in the meeting agenda. The voting thereat shall be for giving such opinions as agreement, disagreement and no comment. The vote checking result shall be announced by the chairman or his/her assigned person before closing the meeting. Voting can also be proceeded by raising hands/voting slips upon consensus among the General Meeting of Shareholders.

Specific formalities of voting and vote checking shall be subject to regulations of law and Eximbank's Regulations on internal management, and voting procedures at general meetings of shareholders.

## **Article 46. Minutes of general meetings of shareholders**

1. Minutes of general meetings of shareholders shall be made in writing, and possibly recorded or kept in other electronic forms.
2. Meeting minutes and resolutions/decisions shall be prepared in Vietnamese, and probably in English which have equal legal effect. In case of difference between the two language versions, the Vietnamese shall prevail.
3. Minutes of general meetings of shareholders must have the main contents as below:
  - a) Name, head office address, and enterprise ID number of Eximbank;
  - b) Time and venue of the General Meeting of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Full name of the chairman and secretary;
  - e) Meeting summary and opinions given to each of the matters in the general meeting's agenda;
  - f) Number of shareholders and total voting slips of shareholders attending in person or by proxies with respective number of shares and votes, and appendix on the list of registered shareholders;
  - g) Total votes to each issue voted upon, specifying the method of voting, total valid and invalid votes, number of approval, disapproval and no comment votes and their respective proportion over the total votes by attending shareholders;
  - h) Issues ratified and their respective ratio of affirmative votes;
  - i) Full name and signature of the chairman and secretary.

In case they refuse to sign thereon, the meeting minutes shall be effective if signed by all other attending Board members and fully containing the details required in points a to h of this clause. The minutes of general meeting shall clearly state the refusal to sign by the chairman and secretary.

4. The meeting chairman and secretary or other signatories in the minutes shall be jointly responsible for the truthfulness and accuracy of the content thereof.
5. The Vietnamese version of minutes of general meetings of shareholders shall be finished and ratified before closing the meeting.
6. Meeting minutes and resolutions/decisions of the General Meeting of Shareholders shall be posted on Eximbank website within twenty four (24) hours from the closing of the meeting.

Resolutions/decisions of the General Meeting of Shareholders shall be reported to the State Bank within fifteen (15) days from the time the meeting closes or from the time the vote checking completes in case of collecting written opinions.

7. Minutes of general meetings of shareholders, appendix on the list of shareholders registered for attendance, resolutions and decisions as ratified and supporting materials enclosed with the general meeting invitation shall be kept at Eximbank's headquarter.

**Article 47. Authority and procedures for collecting written opinions of shareholders to pass decisions of the General Meeting of Shareholders**

1. The Board of Directors has the right to seek shareholders' written opinions to pass resolutions and decisions of the General Meeting of Shareholders as deemed necessary for the benefit of Eximbank, except for cases stated in clause 5 Article 41 hereof.
2. The Board of Directors shall prepare opinion sheets, draft resolutions of the General Meeting of Shareholders and explanatory documents therefor, and send to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the opinion sheets. Preparation of the list of shareholders for sending opinion sheets follows the provisions in clause 1 Article 43 hereof. Requirements and method of sending opinion sheets and supporting documents are set out in clause 3 Article 43 of this Charter.
3. Resolutions of the General Meeting of Shareholders approved by collecting written opinions shall have the same validity as those passed at general meetings of shareholders.
4. Minutes of vote counting and resolutions shall be posted on Eximbank website within twenty four (24) hours from the completion of vote counting.
5. Answered opinion sheets, minutes of vote counting, ratified resolutions and relevant documents enclosed with the opinion sheets shall be kept at Eximbank's headquarter.
6. Other issues relating to collection of written opinions shall be subject to the Regulations on internal management of Eximbank and law.

**Article 48. Validity of resolutions and decisions of the General Meeting of Shareholders**

1. Resolutions and decisions of the General Meeting of Shareholders shall become effective from the date they are ratified or from the effective date specified therein.
2. Resolutions and decisions of the General Meeting of Shareholders passed by 100% total voting shares shall be legitimate and take immediate effect even when the sequence and procedures of convening the meeting and ratifying the same violate provisions of law and the Charter.
3. In the event a shareholder or group of shareholder files a petition requesting a court or an arbitrator to cancel a resolution or decision of the General Meeting of Shareholders according to Article 49 hereof, such resolution or decision shall still be valid until a decision on its revocation by the court or arbitrator is in effect, except for cases of applying injunctive measures as decided by competent agencies in conformity with law.

**Article 49. Request for canceling resolutions of the General Meeting of Shareholders**

1. Within 90 (ninety) days from the date Eximbank publishes on its website the resolutions, decisions or meeting minutes of the General Meeting of Shareholders or minutes of counting votes for collecting opinions of the General Meeting of Shareholders, shareholders or

shareholder groups holding five percent (5%) or more of total ordinary shares shall be entitled to request courts or arbitrators to consider and cancel resolutions or decisions of the General Meeting of Shareholders, or any part thereof in the following cases:

- a) The sequence and procedures of convening, and passing resolutions or decisions of the General Meeting of Shareholders have been in material breach of law and the Charter, unless such resolutions/decisions have been ratified by 100% of total voting shares;
  - b) The content of a resolution violates law or the Charter.
2. The sequence and procedures for case handling at courts or arbitration agencies are subject to relevant laws.

## **SECTION 7 BOARD OF DIRECTORS**

### **Article 50. Candidacy and nomination of members to the Board of Directors**

1. Shareholders or groups of shareholders holding 5% or more of total ordinary shares are entitled to nominate persons to the Board of Directors as follows:

Shareholders or groups of shareholders holding from 5% to less than 10% of total ordinary shares shall nominate one (1) candidate; from 10% to less than 30% shall nominate up to two (2) candidates; from 30% to less than 40% shall nominate up to three (3) candidates; from 40% to less than 50% shall nominate up to four (4) candidates; from 50% to less than 60% shall nominate up to five (5) candidates; from 60% to less than 70% shall nominate up to six (6) candidates; from 70% to less than 80% shall nominate up to seven (7) candidates; and from 80% to less than 80% shall nominate up to eight (8) candidates. Ordinary shareholders gathering into groups to nominate persons to the Board of Directors shall inform attendees of such gathering before the opening of general meetings of shareholders.

2. In case the candidates standing for or nominated as members of the Board of Directors are not up to the required number (including the case where the candidates are considered not qualified for the criteria and requirements), the incumbent Board of Directors shall introduce/nominate additional candidates or organize the nomination in correspondence with the Charter, Regulations on internal management and Regulations on the organization and operations of the Board of Directors. Such introduction of additional candidates should be clearly announced before the General Meeting of Shareholders votes for electing members to the Board of Directors.
3. Once the candidates as members of the Board of Directors have been approved by the State Bank, Eximbank shall publish their information on its website before the opening of the general meeting of shareholders so that shareholders may learn about them before voting as per law regulations. Candidates as Board members shall execute a written commitment stating that the personal information being published is true and correct and they shall perform duties in an

honest and cautious manner for the highest benefit of Eximbank if elected. Publication of candidate information shall be subject to the Regulations on internal management of Eximbank.

#### **Article 51. Board of Directors, its structure, composition and tenure**

1. The Board of Directors is the management body of Eximbank, having the full right to represent the Bank to decide on and execute its rights and obligations, except for the matters within the authority of the General Meeting of Shareholders. Business activities and tasks of Eximbank are subject to the oversight and instruction of the Board of Directors in conformity with regulations of law and Eximbank. The Board of Directors takes responsibility to the General Meeting of Shareholders in the performance of its assigned powers and duties corresponding to the Law on Credit Institutions and Charter.

The Board of Directors shall ratify resolutions and decisions by voting at meetings, collecting written opinions or otherwise in line with the Regulations on the organization and operations of the Board of Directors. Each of its members shall have one vote.

2. The tenure of the Board of Directors is five (05) years to which the tenure of its members shall be subject accordingly; and Board members may be re-elected for unlimited terms. The tenure of the added or replaced Board members shall be the remaining term of that of the Board of Directors. The Board of Directors of the just ended tenure shall continue its operation until the Board of Directors of the new tenure takes over the jobs.

3. Composition of the Board of Directors shall be as follows:

- a) The Board of Directors of Eximbank shall consist of at least five (5) up to eleven (11) members. Specific number of Board members for each term of office shall be decided by the General Meeting of Shareholders. The Board of Directors must have at least two (2) independent members, and two-thirds (2/3) of total members must be independent members and not executives of Eximbank.
- b) The Board of Directors comprises the Chairman, Vice Chairman(-men) (unless the Board of Directors decides not to elect/appoint the same), independent members and other members.

The Board Chairman shall be elected, discharged or dismissed by the Board of Directors among those members elected by the General Meeting of Shareholders. All members have the right to engage in the election, discharge or dismissal of the Chairman of the Board of Directors without having their votes removed. The Board Chairman shall permanently reside in Viet Nam during his/her term of office.

- c) An individual and his/her related persons or representatives of stakes of an institutional shareholder and their related persons may be elected to hold the position of no more than 02 members of the Board of Directors, except for representatives of State's stakes or mandatory transferees.
4. The list of expected persons to be elected as members of the Board of Directors shall be approved in writing by the State Bank before such election. Those elected as members of the Board of Directors must be in the list approved by the State Bank.

5. Where the Board of Directors has less members than the minimum number of members required by law and the Charter, Eximbank shall, within ninety (90) days from the date on which the minimum number of members fails to be reached, elect and add members up to such minimum number, except for cases specified in clause 5 Article 166 of the Law on Credit Institutions<sup>10</sup>.
6. The Board of Directors shall use Eximbank's seal to perform its tasks and powers.
7. The Board of Directors shall establish committees to assist it in performing its tasks and powers as provided in this Charter and law. The powers and duties of such committees shall be defined by the Board of Directors in correspondence with regulations of the State Bank.
8. The Board of Directors shall have an assistance unit whose functions and duties shall be regulated by the Board of Directors.

#### **Article 52. Tasks and powers of the Board of Directors**

1. Request the General Meeting of Shareholders to decide and approve matters within its authority as per regulations (except for those recommended/proposed by the Board of Supervisors);
2. Decide on the establishment of branches, representative offices and non-productive units of Eximbank;
3. Elect, dismiss and discharge the Chairman and Vice Chairman(-men) of the Board of Directors; and appoint, dismiss, discharge, discipline, suspend and decide salaries, bonuses and other benefits of General Manager, Deputy General Managers, Chief Accountant, Division Heads, Person in charge of management of the bank, secretary to the Board of Directors, Area Directors, Branch Directors; Chairman, supervisors and (General) Manager of subsidiary; and other positions according to law and regulations of the Board of Directors;
4. Appoint representatives of Eximbank's stakes in enterprises and other credit institutions; send authorized representatives to the Board of Members or General Meeting of Shareholders of other companies; and decide on their remunerations and other benefits;
5. Approve Eximbank's plans to contribute capital to, buy, sell or transfer shares or stakes of enterprises or other credit institutions in which the capital amount to be contributed, estimated buying price or book value, in case of sale of shares or stakes, is lower than 20% of its charter capital as recorded in the latest financial statements which have been duly audited;
6. Approve Eximbank's decisions to invest in, purchase or sell fixed assets in which the investment, estimated buying price or historical cost, in case of sale of fixed assets, is 10% or more of its charter capital as recorded in the latest financial statements which have been duly audited, except for investment, purchase or sale of fixed assets decided by the General Meeting of Shareholders;

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<sup>10</sup> 5. The quantity of members, structure, tenure of the Board of Directors, the Board of Members, the Board of Controllers of each credit institution placed under special control shall be decided by the State Bank according to its performance.

In case where a new Board of Directors, Board of Members or Board of Controllers is not elected at the end of the tenure, the current one shall keep carrying out administration and control of the credit institution as prescribed by law until the new Board of Directors, Board of Members or Board of Controllers elected takes over its works.

7. Decide on credit extensions according to clause 3 Article 135 and clause 7 Article 136 of the Law on Credit Institutions, except for other contracts and transactions decided by the General Meeting of Shareholders;
8. Ratify other contracts or transactions whose value is less than 20% of Eximbank's charter capital as recorded in the latest financial statements which have been duly audited between Eximbank and: (i) members of the Board of Directors and Board of Supervisors, General Manager, and major shareholders of Eximbank; (ii) related persons of managers, members of the Board of Supervisors, and major shareholders of Eximbank; and (iii) subsidiaries and associate companies of Eximbank;
9. Ratify other contracts or transactions whose value is 10% or more of Eximbank's charter capital as recorded in the latest financial statements which have been duly audited;
10. Examine, supervise and direct the General Manager in his/her execution of assigned tasks; and make annual assessment of the performance thereof;
11. Issue internal regulations on the organization, governance and operation of Eximbank in accordance with the Law on Credit Institutions and other relevant laws, except for matters within the authority of the General Meeting of Shareholders and Board of Supervisors;
12. Decide on risk management policies of and supervise the implementation of risk prevention measures by Eximbank;
13. Consider and approve annual reports of Eximbank;
14. Decide to offer new shares within the limit of authorized shares;
15. Decide on the offering prices of shares, convertible bonds, and warrant-linked bonds of Eximbank;
16. Decide on the repurchase of shares of Eximbank against an approved plan;
17. Propose a plan for distribution of profits and dividends to be paid; and decide on the time and procedures for paying dividends or settling business losses;
18. Prepare relevant contents and documents to lay down to the General Meeting of Shareholders for decision and approval of matters within its authority, except for those within the tasks and powers of the Board of Supervisors;
19. Approve the working programs and plans of the Board of Directors; programs, contents and documents that serve general meetings of shareholders; convene the General Meeting of Shareholders or collect written opinions of shareholders in order to ratify resolutions or decisions of the General Meeting of Shareholders;
20. Organize, examine and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and Board of Directors;
21. Promptly notify the State Bank of information adversely affecting the membership status of members of the Board of Directors or Board of Supervisors or General Manager;

22. Decide on the organization structure and operational regulations of divisions and equivalent units at the headquarter, branches, and representative office; decide on and carry out issues under the rights, obligations and responsibilities of the owner or capital contributing members at the subsidiary (including its charter and organization structure) and associate companies of Eximbank;
23. Decide on plans for private placement of bonds, except plans for issuing convertible bonds and warrant-linked bonds which are within the authority of the General Meeting of Shareholders;
24. Decide on Eximbank's mid-term growth strategies and plans;
25. Ratify the plan for restructuring in association with bad debt settlement of Eximbank as required by the State Bank;
26. Decide on the registration for protection of Eximbank's trademark(s);
27. Others in accordance with law, the Charter and other regulations of Eximbank.

### **Article 53. Tasks and powers of the Chairman of the Board of Directors (Board Chairman)**

1. Formulate working programs and plans of the Board of Directors;
2. Direct the preparation of agenda, contents and materials for meetings of the Board of Directors; and decide on the collection of written opinions to ratify resolutions and decisions of the Board of Directors;
3. Convene, preside over and chair meetings of the General Meeting of Shareholders and Board of Directors;
4. Sign on behalf of the Board of Directors documents within the authority of the Board of Directors;
5. Organize the ratification of resolutions and decisions of the Board of Directors;
6. Supervise and organize the supervision of the implementation of resolutions and decisions of the Board of Directors;
7. Ensure that all members of the Board of Directors receive adequate, objective and accurate information and have sufficient time to discuss matters to be considered by the Board of Directors;
8. Assign specific tasks to each member of the Board of Directors;
9. Supervise members of the Board of Directors in execution of their assigned tasks, rights and obligations;
10. Only be allowed to authorize another member of the Board of Directors to execute his/her rights and obligations during his/her absence or inability to perform duties. In lack of an authorized person or if the Board Chairman is dead, missing, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, making getaway, has limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors, is banned by the court from holding certain positions or doing certain works, the other members shall elect one among them to act as the Board Chairman based on the absolute majority principle until a new decision of the Board of Directors is in place;

11. On an annual basis, assess the work performance of each member and committees of the Board of Directors, and report the assessment results to the General Meeting of Shareholders;
12. Request the General Manager and employees of Eximbank to report information and documents relating to it, ensuring the Bank's safe and effective business operations;
13. Others in accordance with law, the Charter and Eximbank regulations;
14. Bear responsibility in the performance of rights and obligations of the Board Chairman according to law, the Charter and Eximbank regulations.

**Article 54. Tasks and powers of members of the Board of Directors (Board members)**

1. Honestly and carefully exercise the rights and obligations of Board members in strict obedience with the Charter, Regulations on the organization and operations of the Board of Directors and Eximbank regulations, and as assigned by the Chairman of the Board of Directors for the interests of Eximbank and its shareholders; promote the independence of independent members of the Board of Directors in performance of rights and obligations; and be responsible for the performance of their rights and obligations according to law, the Charter and Eximbank regulations;
2. Examine reports on auditing financial statements prepared by independent auditors, give opinions on or request Eximbank's executives, independent auditors and internal auditors to explain and justify matters related thereto;
3. Request the Board Chairman to convene extraordinary meetings of the Board of Directors conforming hereto;
4. Attend meetings of the Board of Directors, discuss and vote on matters therein, vote by polls in case of collecting written opinions of members of the Board of Directors with respect to issues within the tasks and powers of the Board of Directors, and assume responsibilities to the General Meeting of Shareholders and Board of Directors for their decisions.

If the matters conflict with their benefits, they are not allowed to cast votes.

5. Be prohibited from authorizing other persons to attend meetings of the Board of Directors in order to decide on issues specified in clauses 1, 3, 5, 6, 7, 8, 9, 11, 12, 13 and 17 Article 52 hereof;
6. Observe resolutions and decisions of the General Meeting of Shareholders and Board of Directors;
7. Explain the performance of their assigned tasks to the General Meeting of Shareholders and Board of Directors upon request;
8. Timely and sufficiently report to the Board of Directors remunerations received from subsidiaries, associate companies and other organizations;
9. Report and disclose information upon performance of Eximbank's stock transactions in accordance with law;
10. Request the General Manager, other executives and units of Eximbank to provide information and documents about the financial conditions and business activities of Eximbank and its units.

Sequence and procedures for information request and supply shall be specified by competent authorities of Eximbank from time to time;

11. Disclose and report related interests and list of related persons to Eximbank right after being elected as members of the Board of Directors and upon any changes thereto during their incumbency;
12. Report transactions with related interests as provided in clause 7 Article 33 hereof;
13. Independent members of the Board of Directors of Eximbank shall make report on assessment of the Board of Directors' performance;
14. Others in accordance with law, the Charter and Eximbank regulations.

#### **Article 55. Meetings of the Board of Directors**

1. Regulation on and forms of meeting:
  - a) The Board of Directors may meet on regular or ad-hoc basis. Meetings of the Board of Directors shall be convened by the Chairman or another member authorized by him/her;
  - b) Regular meetings: the Board of Directors meets at least every quarter;
  - c) Meeting venue: the Board of Directors may meet at the headquarter or other locations;
  - d) Board meetings may be held in form of discussions among all or several members of the Board of Directors who are in different locations. The execution follows Eximbank's Regulations on the organization and operations of the Board of Directors.
2. Members of the Board of Directors shall be deemed as having attended and voted in meetings in the following cases:
  - a) Attend and vote directly at the meetings;
  - b) Authorize other persons to attend and vote according to clause 4 Article 56 hereof;
  - c) Attend and vote via teleconferences, e-voting or other electronic forms;
  - d) Send votes to the meetings by post/express mail service providers or email. If sent by post, the votes shall be put in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (1) hour before the opening. Votes shall only be opened in the witness of all meeting attendees.
3. Regulation on the first meeting of the Board of Directors:

The Board Chairman shall be elected in the first meeting of the Board of Directors within seven (7) business days since the election of that Board of Directors ends. This meeting is convened and chaired by the member with the highest number or ratio of votes. If there is more than one member having equal and highest number or ratio of votes, they shall elect one (1) of them based on the majority principle to convene the meeting of the Board of Directors.
4. Regulation on irregular meetings of the Board of Directors:

The Chairman of the Board of Directors shall convene a meeting of the Board of Directors as may be deemed necessary or upon one of the following cases:

- a) There is a request from the Board of Supervisors or independent Board members;
- b) There is a request from the General Manager or at least five (5) other managers;
- c) There is a request from at least two (02) members of the Board of Directors;

Such request shall be made in writing, clearly stating the purpose, issue(s) to be discussed and decision within the competence of the Board of Directors.

- 5. The Board Chairman or the member authorized by him/her shall convene a meeting of the Board of Directors within seven (7) business days from receipt of the request. In case the Board Chairman fails to make such convocation as requested, he/she shall be liable for the damages incurred by Eximbank; and in this case, the person making request is entitled to take place of the Board Chairman to convene the meeting of the Board of Directors and all attending Board members shall vote to elect the meeting chairman.
- 6. The Board of Directors shall specifically provide for emergency cases of meeting, deadline for announcement and form of invitation thereto accordingly.
- 7. The Chairman of the Board of Directors shall decide and invite other non-members to attend meetings of the Board of Directors. These persons may speak at the meetings if so invited by the chairman and shall strictly obey with the regulations on meetings of the Board of Directors.

#### **Article 56. Conditions for conducting meetings of the Board of Directors**

- 1. A meeting of the Board of Directors shall be conducted when it is attended by three-fourths (3/4) or more of total members. In case a meeting convened for the first time does not meet the required quorum, it shall be re-convened within seven (7) days from the intended date of the first one. Such re-convened meeting shall be conducted if attended by more than half (1/2) of the Board members.
- 2. Being unable to attend a meeting in person, members of the Board of Directors may authorize another member to vote, or send their own votes in writing.
- 3. The Chairman of the Board of Directors shall act as the meeting chairman and preside over the collection of written opinions of its members, or authorize another Board member to chair meetings of the Board of Directors and preside over the collection of written opinions in case of his/her absence.
- 4. Authorization for attending meetings of the Board of Directors:
  - a) Members of the Board of Directors may authorize other members to attend meetings and vote. Such members shall be deemed as having attended the meetings on the voted issues in person so as to reach the required quorum for their organization and with respect to the ratification of respective resolutions and decisions;
  - b) The authorization shall comply with clause 5 Article 54 hereof.

**Article 57. Notices, preparation of meeting contents, and forms of organizing meetings of the Board of Directors**

1. The Board Chairman or the person convening the meeting shall send invitation at least three (3) business days prior to the meeting date or another shorter time in case of urgency. The meeting invitation shall specify the time and venue of the meeting, agenda, and matters to be discussed and decided. Relevant materials to be used thereat shall be enclosed with meeting invitations.
2. Invitation to meetings of the Board of Directors shall be sent in letter, electronic means or otherwise to the address of each Board member as registered with Eximbank.
3. The Board Chairman or the person convening the meeting shall send invitations and supporting materials to members of the Board of Supervisors and General Manager in the same manner as to members of the Board of Directors.
4. Members of the Board of Supervisors, General Manager and managing officers (as may be requested) are entitled to participate in all meetings of the Board of Directors, join discussions but do not have the right to vote, and shall abide by the administration of the meeting chairman.

**Article 58. Minutes of meetings of the Board of Directors**

1. Meetings of the Board of Directors shall be minuted down, recorded or kept in other electronic forms. Meeting minutes shall have the main contents as follows:
  - a) Name, head office address, and enterprise ID number of Eximbank;
  - b) Purpose, agenda and content of the meeting;
  - c) Time and venue of the meeting;
  - d) Name of each attendee or person authorized to attend the meeting and method of attendance; and name of absentees and reasons thereof;
  - e) Matters discussed and voted at the meeting;
  - f) Summary of opinions given by each attendee in chronological progress;
  - g) Voting results and the members that cast affirmative votes, negative votes and abstentions;
  - g) Matters ratified and their respective ratio of affirmative votes;
  - h) Name and signature of the meeting chairman and secretary, except for the case specified in clause 3 of this Article.
2. Minutes of meetings of the Board of Directors must be made in Vietnamese and possibly in English, which shall have equal legal value. In case of any discrepancies between the two language versions, the Vietnamese shall prevail.
3. In the event the chairman or secretary refuses to sign the meeting minutes, the meeting minutes shall take effect if signed by all other attending Board members who agree to ratify the same and fully containing the details required in points a to h clause 1 of this Article. The meeting minutes shall clearly state the refusal to sign by the chairman and secretary.

4. The chairman, secretary or any other persons (as applicable) signing the meeting minutes shall be jointly responsible for the accuracy and honesty thereof.
5. Minutes of meetings of the Board of directors and materials used therein shall be kept at Eximbank's headquarter.

#### **Article 59. Decisions ratified at meetings of the Board of Directors**

1. Decisions of the Board of Directors shall be passed if approved by majority votes. In case of equality of votes, the option that is voted by the meeting chairman shall prevail.
2. Those Board members having related interests in any issues laid down to the Board of Directors for decision shall not be allowed to cast votes on such issues nor be counted to the required quorum of the meeting and shall not authorize/receive authorization from other Board members to cast votes thereon. If there is any doubt about interests or voting rights of any members of the Board of Directors but such members do not voluntarily agree to waive such right, the doubt shall be then reported to the meeting chairman whose decision shall be final and binding unless the nature or level of interests of the concerned Board members is yet to be known.

#### **Article 60. Collection of written opinions of members of the Board of Directors**

1. The Chairman of the Board of Directors shall decide on the collection of members' opinions in writing.
2. Secretary to the Board of Directors (or another person designated by the Board Chairman) shall prepare opinion sheets and other necessary documents relating to the issues to be voted. Such opinion sheets and documents shall be sent to each Board members in the same method as sending meeting invitations stated in Article 57 hereof.
3. The Chairman, Office Chief of the Board of Directors (or another person designated by the Board Chairman) shall check the votes and execute the minutes of vote counting.
4. The Board Chairman, and persons engaging in collecting opinions/counting votes of members of the Board of Directors shall be jointly responsible for the honesty and accuracy of vote counting minutes as well as damages arisen out of decisions ratified by untruthful or incorrect counting of votes.
5. Answered opinion sheets, vote counting minutes, ratified resolutions and relevant documents enclosed with opinion sheets shall be kept at Eximbank's headquarter.
6. Resolutions and decisions of the Board of Directors in form of collection of written opinions shall be passed if approved by a majority of Board members having the right to vote. In case of equality of votes, the option voted by the person chairing the collection of written opinions shall prevail. Resolutions and decisions so ratified shall have similar effect as those ratified in meetings of the Board of Directors.

#### **Article 61. Remuneration and other benefits of members of Board of Directors**

1. Total remunerations, bonuses and other benefits of the Board of Directors shall be decided by the General Meeting of Shareholders at annual meetings. The Board of Directors shall estimate the remuneration, bonus and other benefits for each of its members based on common consent.

In case of equality of votes, the option voted by the meeting chairman/person chairing the collection of written opinions shall prevail.

2. Board members shall be paid for such expenses of travel, meals, accommodation, and other reasonable costs when performing their duties, including those spent for attending meetings of the General Meeting of Shareholders, Board of Directors or its committees/councils.
3. Board members shall be entitled to DO insurance purchased by Eximbank, which shall not cover their responsibilities in violations of law and the Charter.
4. Remunerations of Board members shall be presented as a separate part of the yearly financial statements of Eximbank, and reported to the General Meeting of Shareholders in its annual meetings.

#### **Article 62. Person in charge of company's management**

1. The Board of Directors shall appoint at least 01 (one) person to be the Person in charge of company's management so that the management at Eximbank can be conducted effectively in compliance with law. The tenure of the Person in charge of company's management shall be decided by the Board of Directors, which shall be up to five (5) years.
2. The Person in charge of company's management shall have the following rights and obligations:
  - a) Advise the Board of Directors on the organization of general meetings of shareholders according to regulations, and related tasks between Eximbank and shareholders;
  - b) Prepare for meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;
  - c) Advise on procedures of meetings;
  - d) Attend meetings;
  - e) Advise on procedures for preparing resolutions of the Board of Directors in correspondence with law;
  - e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Board of Supervisors;
  - g) Supervise and report to the Board of Directors on information disclosure activities of Eximbank;
  - h) Act as the contact point with parties having related interests;
  - i) Secure information in accordance with law and Eximbank Charter;
  - k) Others as per regulations.
3. Functions, duties and criteria of Person in charge of company's management are specified in the Regulations on internal management of Eximbank.

### **SECTION 8 BOARD OF SUPERVISORS**

### **Article 63. Candidacy and nomination of members to the Board of Supervisors**

1. The nomination or candidacy of members to the Board of Supervisors follows the provisions in clauses 1 and 3 Article 50 hereof.
2. In case the candidates standing for or nominated as members of the Board of Supervisors are not up to the required number (including the case where the candidates are considered not qualified for the criteria and requirements), the incumbent Board of Supervisors shall introduce/nominate additional candidates or organize the nomination in correspondence with the Charter, Regulations on internal management and Regulations on the organization and operations of the Board of Supervisors. Such introduction of additional candidates should be clearly announced before the General Meeting of Shareholders votes for electing members to the Board of Supervisors.

### **Article 64. Board of Supervisors and its structure**

1. Board of Supervisors functions to supervise and evaluate the observance with law, internal regulations, the Charter, resolutions and decisions of the General Meeting of Shareholders and Board of Directors.
2. The composition and structure of the Board of Supervisors shall be as follows:
  - a) The Board of Supervisors of Eximbank shall have at least five (5) members. Specific number of members for each term of office shall be decided by the General Meeting of Shareholders;
  - b) The Board of Supervisors consists of the Chief Supervisor and members.
3. The list of expected persons to be elected as members of the Board of Supervisors shall be approved in writing by the State Bank before such election. Those elected as members of the Board of Supervisors must be in the list approved by the State Bank.
4. The tenure of the Board of Supervisors is five (5) years to which the tenure of its members shall be subject accordingly. The tenure of the added or replaced members of the Board of Supervisors shall be the remaining term of that of the Board of Supervisors. The Board of Supervisors of the just ended tenure shall continue its operation until the Board of Supervisors of the new tenure takes over the jobs
5. Where the Board of Supervisors has less members than the minimum number of members required in clause 2 of this Article, Eximbank shall, within ninety (90) days from the date on which the minimum number of members fails to be reached, elect and add members up to such minimum number, except for cases specified in clause 5 Article 166 of the Law on Credit Institutions<sup>11</sup>.

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<sup>11</sup> 5. The quantity of members, structure, tenure of the Board of Directors, the Board of Members, the Board of Controllers of each credit institution placed under special control shall be decided by the State Bank according to its performance.

In case where a new Board of Directors, Board of Members or Board of Controllers is not elected at the end of the tenure, the current one shall keep carrying out administration and control of the credit institution as prescribed by law until the new Board of Directors, Board of Members or Board of Controllers elected takes over its works.

6. The Board of Supervisors has the Internal Audit and a consulting, advising and assisting unit directly under it.
7. In case the term of office of all members of the Board of Supervisors ends at the same time, they shall remain members of the Board of Supervisors until new members are elected and take over their jobs.

#### **Article 65. Tasks and powers of the Board of Supervisors**

The Board of Supervisors has the following tasks and powers:

1. Supervise the compliance with provisions of law, internal regulations, the Charter, resolutions and decisions of the General Meeting of Shareholders and Board of Directors in the administration and management of Eximbank; and be responsible to law and the General Meeting of Shareholders for the performance of their assigned tasks and powers according to the Law on Credit Institutions and Charter;
  2. Issue internal regulations of the Board of Supervisors. Review internal regulations of the Board of Supervisors and regulations of Eximbank on accounting and reporting on annual basis;
  3. Perform the internal audit function, have access to and be sufficiently, accurately and timely provided with information and documents relating to the management and administration of Eximbank, and use its resources to carry out its assigned tasks and powers; and hire specialists, independent consultants and external organizations to perform its duties while staying responsible for the performance of tasks of the Board of Supervisors;
  4. Supervise the financial conditions, and examine the interim (half-year) and annual financial statements of Eximbank. Make report to the General Meeting of Shareholders on the appraisal result thereof, assess the reasonableness, legitimacy, honesty and prudence of the accounting, statistics and preparation of the financial statements. The Board of Supervisors may consult with the Board of Directors before submitting their reports and recommendations to the General Meeting of Shareholders;
  5. Supervise the approval and execution of investment projects, purchase and sale of fixed assets, and other contracts or transactions of Eximbank within the decision-making authority of the General Meeting of Shareholders and Board of Directors. Make and send reports on the supervisory results to the General Meeting of Shareholders and Board of Directors;
  6. Oversee the obedience with provisions in Chapter VII of the Law on Credit Institutions with regard to restrictions on safe operations of Eximbank;
  7. Examine accounting records and other documents, and Eximbank's management and administration activities as deemed necessary or in the following cases:
    - a) At the resolution or decision of the General Meeting of Shareholders;
    - b) At the request of the State Bank or of major shareholders or groups of shareholders in accordance with law. The examination shall be carried out within seven (7) business days
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upon receipt of such request. Within 15 (fifteen) days from the completion of the examination, the Board of Supervisors shall be required to make report and explanation on the requested issues to the organizations or individuals so requesting;

8. Timely notify the General Meeting of Shareholders and Board of Directors upon detecting any acts of breaching law, the Charter, internal regulations of Eximbank, resolutions and decisions of the General Meeting of Shareholders and Board of Directors committed by executives and managers of Eximbank; and require the violator to immediately stop such acts and take remedies to mitigate the consequence (if any);
9. Prepare the list of shareholders with one percent (1%) stake or more of the charter capital and related persons of members of the Board of Directors, Board of Supervisors, and General Manager of Eximbank, and shareholders with one percent (1%) stake or more of the charter capital; retain and update changes thereto;
10. Propose the Board of Directors to hold irregular meetings or to convene extraordinary general meetings of shareholders in accordance with law and the Charter;
11. Convene extraordinary general meetings of shareholders in case the Board of Directors makes a decision which seriously violates the Law on Credit Institutions, or is beyond their assigned authorities and in other cases as stipulated herein;
12. Appoint, dismiss, discipline, suspend the work of, and decide salaries and other benefits of positions under the internal audit section;
13. Promptly report to the State Bank the acts of breaching regulations as specified in clauses 6, 8, and 11 of this Article and acts of violating the provisions of holdings, stakes and related persons set out in the Law on Credit Institutions;
14. Propose the General Meeting of Shareholders for decision on the independent auditor according to Article 80 hereof;
15. Others in correspondence with law, the Charter and other regulations of Eximbank.

#### **Article 66. Tasks and powers of the Chief Supervisor**

1. Organize the implementation of tasks and powers of the Board of Supervisors and be held liable for the performance of the rights and obligations of the Chief Supervisor as provided by law, the Charter and internal regulations of Eximbank;
2. Prepare agenda, contents and documents for meetings of the Board of Supervisors, consult written opinions to carry out tasks and decisions of the Board of Supervisors; convene, preside over and chair meetings of the Board of Supervisors or collection of written opinions so as to proceed with the tasks and decisions of the Board of Supervisors;
3. Organize the meeting and collection of opinions of members of the Board of Supervisors. Supervise and organize the supervision of the execution of decisions of the Board of Supervisors;
3. Execute on behalf of the Board of Supervisors documents within competence of the Board of Supervisors;

4. Convene on behalf of the Board of Supervisors extraordinary general meetings of shareholders according to this Charter, or request the Board of Directors to hold irregular meetings;
5. Attend meetings of the Board of Directors, and express his/her opinions but not be permitted to vote;
6. Request his/her opinions be recorded in the minutes of meeting of the Board of Directors if such opinions differ from the resolution or decision of the Board of Directors, and report the same to the General Meeting of Shareholders;
7. Prepare the working plan of the Board of Supervisors and assign specific tasks to its members;
8. Make sure that members of the Board of Supervisors are provided with full, objective and accurate information, and have enough time to discuss the problems which need consideration by the Board of Supervisors;
9. Supervise and guide the implementation of the assigned tasks, rights and obligations of members of the Board of Supervisors;
10. Authorize another member of the Board of Supervisors to undertake the rights and obligations of the Chief Supervisor during his/her absence or inability to perform duties;
11. Others in accordance with law, the Charter and other regulations of Eximbank.

#### **Article 67. Tasks and powers of members of the Board of Supervisors**

1. Comply with law, the Charter, internal regulations of the Board of Supervisors, and professional ethics, and perform duties assigned by the Chief Supervisor to honestly and cautiously carry out the tasks and powers of the Board of Supervisors for benefits of Eximbank and shareholders; and perform their rights and obligations in the best, diligent and honest fashion for the upmost legitimate interests of Eximbank;
2. Elect one (1) member of the Board of Supervisors as Chief Supervisor. All members of the Board of Supervisors are entitled to elect and vote to dismiss or discharge the Chief Supervisor without having their votes removed;
3. Request the Chief Supervisor to convene irregular meetings of the Board of Supervisors;
4. Control business activities, examine accounting books, properties, and financial statements, and recommend remedies of breaches;
5. Require managers to report and explain the financial conditions and business results of Eximbank's subsidiaries, plans, projects, and programs of investment and development, and other decisions in the administration and management of Eximbank;
6. Demand Eximbank's managers, executives and employees to provide figures and make explanation on business activities in order to carry out their assigned duties;
7. Report to the Chief Supervisor on unusual financial activities of Eximbank and take personal responsibilities for their own assessment and conclusions;
8. Attend meetings of the Board of Supervisors, discuss and cast votes on issues within the rights and

duties of the Board of Supervisors, except for issues of interest conflict with concerned members;

9. Be loyal to interests of Eximbank and shareholders. Not abuse the position or title and use information, know-hows, business opportunities and other assets of Eximbank for their self-seeking purposes or for interests of other organizations or individuals;
10. Report in writing to the Board of Supervisors if finding out that any member of the Board of Supervisors commits violation of the assigned rights and obligations, and request him/her to terminate the violation and adopt remedial measures;
11. Disclose and report related interests and list of related persons to Eximbank right after being elected as members of the Board of Supervisors and upon changes during their term of office;
12. Members of the Board of Supervisors and their related persons shall not use nor disclose insider information to any other persons to effect related transactions;
13. Secure the information supplied by Eximbank according to law, the Charter and internal regulations of Eximbank. Unauthorized information disclosure (including any speech/message/communication in the press without the approval of the Board of Directors or General Manager), and acts of intentional spreading or illicitly spreading information of Eximbank's operations are strictly prohibited;
14. Others in correspondence with law, the Charter and other regulations of Eximbank.

#### **Article 68. Meetings and collection of written opinions of members of the Board of Supervisors**

1. The Board of Supervisors shall meet at least every quarter and may convene irregular meetings to timely handle ad-hoc matters.
2. Irregular meetings of the Board of Supervisors shall be conducted upon request of:
  - a) Chairman of the Board of Directors;
  - b) At least two-thirds (2/3) members of the Board of Directors;
  - c) Chief Supervisor;
  - d) At least two-thirds (2/3) members of the Board of Supervisors;
  - e) General Manager;
  - f) Others according to law.
3. The Board of Supervisors shall issue internal regulations providing for details of meetings of the Board of Supervisors (mode of notice, convocation, mode of meeting, voting, meeting minutes, and collection of members' opinions in writing) in conformity with law, this Charter, and Regulations on the organization and operations of the Board of Supervisors.
4. The Board of Supervisors shall discuss and vote to decide on tasks and issues within the rights and duties of the Board of Supervisors by way of meeting, collection of written opinions or otherwise in correspondence with the Regulations on the organization and operations of the Board of Supervisors. Each member of the Board of Supervisors has one (1) vote.

5. Those members of the Board of Supervisors having related interests in any issues laid down to the Board of Supervisors for decision shall not be allowed to cast votes on such issues nor be counted to the required quorum of the meeting, and shall not authorize/receive authorization from other members of the Board of Supervisors to cast votes thereon.
6. Members of the Board of Supervisors shall, if it comes to their knowledge of any interests directly or indirectly related to a contract, agreement or transaction intended to or an arrangement expected to execute with Eximbank, disclose the nature of such interests to the Board of Directors and Board of Supervisors for their consideration whether to enter into such contract or agreement. If the existence of such interests is only aware of after the contract or transaction has been executed or in any other circumstances, involved members must announce the same in the nearest meetings of the Board of Directors and Board of Supervisors upon their knowledge thereof.

#### **Article 69. Remuneration and other benefits of members of Board of Supervisors**

1. Total operating budget, remunerations, bonuses and other benefits of the Board of Supervisors for the year shall be decided by the General Meeting of Shareholders at annual meetings. The Board of Supervisors shall estimate the remuneration, bonus and other benefits for each of its members.
2. Members of the Board of Supervisors shall be paid for such expenses of travel, meals, accommodation, employment of independent consultation service, and other reasonable costs, which shall, as aggregate, not exceed the total operating budget in the year of the Board of Supervisors as approved, unless otherwise decided by the General Meeting of Shareholders.
3. Members of the Board of Supervisors shall be entitled to DO insurance purchased by Eximbank, which shall not cover their responsibilities in violations of law and the Charter.
4. Amounts paid to members of the Board of Supervisors shall be presented as a separate part of the yearly financial statements of Eximbank.

### **SECTION 9 GENERAL MANAGER**

#### **Article 70. General Manager**

1. General Manager is the highest executive of the Bank who is subject to the oversight of the Board of Directors and responsible to law and the Board of Directors for the performance of his/her rights and obligations.
2. The General Manager is appointed by the Board of Directors. The tenure of the General Manager is no more than five (5) and he/she may be re-appointed for unlimited terms of office.
3. The list of expected persons to be appointed as General Manager should be approved in writing by the State Bank before appointment. The person appointed as General Manager shall be among the list already approved by the State Bank.

4. Assisting the General Manager are Deputy General Managers, Chief Accountant, heads of divisions/units at Head Office, Branch Directors and other titles according to Eximbank's regulations.
5. The appointment, dismissal, discharge and resignation from the position of General Manager shall follow provisions of law, the Charter, Regulations on internal management and other regulations of Eximbank.
6. The Board of Directors shall decide on the compensation and other benefits of the General Manager. His/her compensation shall be presented as a separate part of the yearly financial statements of Eximbank, and reported in general meetings of shareholders every year.
7. In the vacancy of General Manager, the Board of Directors shall appoint a person as General Manager from the date such position is left vacant.

#### **Article 71. Tasks and powers of the General Manager**

1. Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and Board of Directors;
2. Make decisions on all matters within his/her authority related to daily operations of Eximbank; business activities and otherwise which are not within the authority of the General Meeting of Shareholders, Board of Directors and Board of Supervisors in conformity with Eximbank regulations;
3. Establish and maintain effective operation of the internal control system;
4. Prepare and submit to the Board of Directors or report to the General Meeting of Shareholders for approval of financial statements; and be responsible for the accuracy and truthfulness of the financial statements, statistical reports, final settlement figures and other financial information;
5. Issue, within his/her authority, internal regulations and rules; and operational processes and procedures to run the systems of business administration and management information;
6. Report to the Board of Directors, Board of Supervisors, General Meeting of Shareholders, and competent state authorities about the business operations and performance of Eximbank;
7. Decide on the adoption of measures beyond his/her competence in case of natural disasters, destruction, fire, or breakdown and assume liability for such decision, and promptly make report to the Board of Directors;
8. Recommend and propose the organization structure of Eximbank to the Board of Directors or General Meeting of Shareholders for approval within their authority;
9. Request the Board of Directors for irregular meeting;
10. Appoint, dismiss, or discharge such positions of executives and managers of Eximbank, except for those within the decision-making authority of the General Meeting of Shareholders and Board of Directors;
11. Execute contracts and other transactions on Eximbank's behalf in correspondence with the Charter and internal regulations of Eximbank;

12. Recommend plans for using profit or handling business loss of Eximbank;
13. Recruit workers; and decide on their salaries, bonuses and other benefits under his/her competence;
14. Establish councils/committees assisting the General Manager in line with law regulations and Eximbank's operations;
15. Make recommendations and suggestions on the organization, management and operation of the Bank in order to improve its operating quality and performance to the Board of Directors or General Meeting of Shareholders for decision within their authority;
16. Others according to law, the Charter, internal regulations of Eximbank, resolutions and decisions of the General Meeting of Shareholders and Board of Directors, as well as agreements and labor contracts signed with Eximbank.

**Chapter IV**  
**RELATIONSHIP BETWEEN EXIMBANK AND ITS SUBSIDIARY, ASSOCIATE**  
**COMPANIES, TRADE UNION AND EMPLOYEES**

**Article 72. Relationship between Eximbank and subsidiaries and associate companies**

1. The General Meeting of Shareholders shall decide the establishment or transformation of subsidiaries domestically, and legal forms of commercial presence in foreign countries to assist Eximbank's operations in accordance with law.
2. The Board of Directors of Eximbank shall determine and exercise the rights and obligations of shareholders/owners/capital contributing members at subsidiaries and associate companies corresponding to this Charter, charter of the subsidiaries or associate companies, and other relevant laws.

**Article 73. Employees and Trade Union**

1. The establishment and trade union activities of employees at Eximbank is subject to law regulations.
2. The General Manager shall submit a plan to the Board of Directors for approval of issues related to the relationship between Eximbank and trade union organizations as per the best standards, practices and management policies, practices and policies provided herein, internal regulations of Eximbank and prevailing law.

**Chapter V**  
**FINANCIAL – ACCOUNTING, CONTROL – AUDIT AND INFORMATION –**  
**REPORTING REGIMES**

**SECTION 1**  
**FINANCE, ACCOUNTING AND REPORT**

#### **Article 74. Capital and capital use**

1. Capital of Eximbank includes the owner's capital, raised capital and other capital as specified by law.
2. Eximbank may use capital for business in accordance with the Law on Credit Institutions and other relevant laws.
3. Eximbank may purchase and invest in fixed assets in direct service of its operations, making sure that the remaining value thereof does not exceed fifty percent (50%) of its charter capital and reserve fund of charter capital addition as recorded in the accounting book.

#### **Article 75. Fiscal year and financial regime**

1. A fiscal year of Eximbank starts on January 01 and ends on December 31 of the calendar year.
2. Eximbank has its own financial autonomy, and is financially responsible for its business activities and performance of its obligations and commitments according to law.
3. The financial regime of Eximbank follows provisions of the Law on Credit Institutions and other relevant laws. Based upon law stipulations as related, the Board of Directors develops and approves for issuance of the Financial regulations of Eximbank to serve as the basis for execution.
4. The Board of Directors, Board of Supervisors and General Manager of Eximbank are responsible to law and state regulatory agencies for the observance with the financial, auditing and accounting regime of Eximbank.

#### **Article 76. Recognition and accounting**

Eximbank shall perform accounting and recognition under the law on accounting; take responsibility to the law for the accuracy and truthfulness of revenues and expenditures, and follow the regulations on accounting invoices and receipts.

#### **Article 77. Financial statements**

1. Eximbank shall prepare financial statements in correspondence with the law on accounting.
2. Financial statements must be made publicly available, disclosed and reported to competent state agencies according to law.
3. In case Eximbank is the controlling company:
  - a) Within one hundred and twenty (120) days after the end of the fiscal year, in addition to reports and documents prescribed by law, Eximbank shall make and send a consolidated financial statement which has been audited to the State Bank under the law on accounting;
  - b) Within ninety (90) days after the end of the fiscal year, Eximbank shall make and send a general report on trade transactions and other transactions with its subsidiaries and associate companies to the State Bank.

## **SECTION 2 CONTROL AND AUDIT**

#### **Article 78. Internal control system**

1. Internal control system means a combination of mechanisms, policies, processes, internal regulations and organization structure of Eximbank with a view to promptly controlling, preventing, detecting and handling risks.
2. The internal control system is established to meet the following requirements:
  - a) Operation, protection, management and use of assets and resources are safe and effective;
  - b) Financial and management information system is truthful, appropriate, full and prompt;
  - c) The system shall follow and comply with law as well as internal mechanisms, policies, regulations and procedures.
3. The development of the internal control system and application of technologies to internal control is implemented and complies with regulations of the State Bank.

#### **Article 79. Internal audit**

1. Eximbank shall set up an internal audit unit under the Board of Supervisors to conduct internal audit.
2. The internal audit unit shall objectively and independently review and assess the appropriateness and observance with mechanisms, policies, internal regulations and procedures of Eximbank; and give recommendations to strengthen the effectiveness of systems, procedures and regulations, thereby contributing to ensure safe, effective and law-compliant operations of Eximbank.
3. Internal audit results shall be reported to the Board of Supervisors and sent to the Board of Directors and General Manager of Eximbank.

#### **Article 80. Independent audit**

1. Before the end of a fiscal year, Eximbank shall select an independent audit institution which is eligible under the regulations of the State Bank's Governor to audit its financial statements and carry out internal control assurance upon preparation and presentation of financial statements in the following fiscal year.
2. Within thirty (30) days after selecting the independent audit institution, Eximbank shall notify the State Bank of the institution selected.

### **SECTION 3**

#### **DEDUCTION FOR FUNDS AND DISTRIBUTION OF PROFITS**

#### **Article 81. Financial regulations**

1. Profits of Eximbank that remain after deducting losses in previous year as required by the Law on Corporate Income and paying taxes according to law shall be distributed as per regulations of the Government and Eximbank.

2. Every year, Eximbank shall deduct its after-tax profits to establish and maintain the following funds:
  - a) Reserve fund for charter capital addition which shall not exceed its charter capital;
  - b) Financial reserve;
  - c) Other reserves as required by law.
3. Eximbank shall manage and use the funds in accordance with law and its internal regulations.

#### **Article 82. Dividend payment**

1. As decided by the General Meeting of Shareholders and as per law regulations, dividend shall be announced and paid once Eximbank has fully satisfied the conditions on dividend payment set out in relevant laws.
2. The Board of Directors shall prepare a list of shareholders or decide on a specific date to finalize the list of shareholders entitled to receive dividend according to law, and determine the amount of dividend per share, the time and form of payment.
3. Notice of dividend payment shall be sent in an appropriate method to the address of shareholders as registered in the Shareholder register/Securities holder register of Eximbank no later than fifteen (15) days prior to the date of such payment. Such notice shall include the contents required by law.
4. Dividend can be paid in cash, shares of Eximbank or other assets as determined by the General Meeting of Shareholders in conformity with law. If dividend is paid in cash, such payment shall be made in Vietnamese Dong and in such payment methods as regulated by law.
5. Other matters concerning dividend payment shall be subject to regulations of law and Eximbank.

### **SECTION 4 INFORMATION AND REPORTING REGIME**

#### **Article 83. Reporting and information disclosure**

1. Eximbank shall adopt the regime of reporting, supply and disclosure of information in correspondence with the law on accounting, statistics, statistical investigations and securities.
2. Eximbank shall make periodical reports on professional operations as per regulations of the State Bank.
3. In addition to the reports specified in clauses 1 and 2 of this Article, Eximbank shall promptly send a written report to the State Bank in the following cases:
  - a) Occurrence of abnormal developments in professional operations which may seriously affect its business activities;
  - b) Changes in organizational or executive structure or financial status of major shareholders or other changes which may seriously affect its business activities; purchase, sale and transfer of stakes and shares of major shareholders. Major shareholders are obligated to

timely provide information and coordinate with Eximbank to make report to the State Bank as specified in this point;

- c) Renaming of a branch of Eximbank;
  - d) Suspension of business for less than five (5) business days;
  - e) Listing of stocks on the domestic securities market.
4. Subsidiaries and associate companies of Eximbank shall send their financial statements and operation reports to the State Bank if so requested.
  5. Eximbank shall prepare and publish its financial statements, and report on company's management corresponding to law.
  6. Within ninety (90) days from the end of the fiscal year, Eximbank shall send its annual reports to the State Bank as specified by law.
  7. Eximbank shall post on its website and/or other means of information publication in accordance with regulations of law and Eximbank.

#### **Article 84. Records keeping regime**

1. Eximbank shall keep the following documents and records at its headquarter and/or another suitable location specified by the General Manager:
  - a) Charter, including its amendments and supplements;
  - b) Regulations on internal management of Eximbank;
  - c) License; Business registration certificate; permits and other certificates (if any);
  - d) Documents and papers acknowledging asset ownership rights of Eximbank;
  - e) Voting slips, vote counting minutes, minutes of meetings of the General Meeting of Shareholders and Board of Directors, and decisions of Eximbank;
  - f) Prospectus for securities offering or listing (if any);
  - g) Reports of the Board of Supervisors, and conclusions of inspection agencies and independent audit institutions;
  - h) Accounting books and documents; annual financial statements;
  - i) Others as required by law.
2. Duration and method of keeping the said documentations is subject to law and internal regulations of Eximbank from time to time.
3. The General Manager is responsible for organizing the retention and management of records and documents at Eximbank in line with this Charter and relevant laws.

### **Chapter VI DISPUTE SETTLEMENT, RE-ORGANIZATION, DISSOLUTION, AND BANKRUPTCY**

## **Article 85. Settlement of internal disputes**

1. Internal disputes are disputes or complaints with regard to the organization and operations of Eximbank, rights and obligations of shareholders according to law, the Charter and/or other relevant legitimate documents between: (i) shareholders and Eximbank; and (ii) shareholders and the Board of Directors, Board of Supervisors, General Manager or other executives of Eximbank.
2. In case internal disputes arise, involved parties shall together resolve by negotiation and mediation upon respect of mutual benefits and compliance with law. Except for disputes related to the Board of Directors or its Chairman, the Board Chairman shall preside over the settlement of the same and request each party to present information relating thereto within twenty one (21) business days from the date of such occurrence. If the disputes relate to the Board of Directors or its Chairman, either party may request for appointment of an independent expert to act as the mediator or refer to competent agencies for dispute settlement.
3. If no agreement can be reached within six (6) weeks from the start of the dispute settlement process, or if the decision of the mediator is not accepted by the parties, either party may refer the disputes to an arbitration center or competent court for resolution in accordance with law.
4. Each party shall bear their own expenses related to the procedures of negotiation and mediation. The payment for costs of arbitration center or court shall be subject to their final decision.

## **Article 86. Re-organization, dissolution, special control and bankruptcy**

1. Eximbank may be re-organized in forms of division, separation, amalgamation, merger, change of legal form, or conversion into non-bank credit institutions upon written consent of the State Bank.
2. Eximbank shall be dissolved in the following cases:
  - a) Eximbank does not apply for extension upon expiry of its duration of operation, or applies for an extension but such application is not approved by the State Bank;
  - b) The License of Eximbank is revoked;
  - c) Eximbank voluntarily dissolves itself if it is capable of paying all debts, and the State Bank provides written approval;
  - d) Eximbank is subject to early intervention or placed under special control, and there is a credit institution that assumes all debt obligations.
3. Eximbank may be placed under special control as per a decision of the State Bank in cases specified in clause 1 Article 162 of the Law on Credit Institutions<sup>12</sup>.

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<sup>12</sup> 1. The State Bank shall consider deciding to place a credit institution under special control when the credit institution falls into one of the following cases:

- a) The credit institution subject to early intervention fails to make and send a remedial plan to the State Bank or adjust the remedial plan at the State Bank's written request;
- b) During the implementation of the remedial plan, the credit institution subject to early intervention is not capable of implementing the remedial plan;

4. Other issues concerning the procedures for re-organization, dissolution, special control or bankruptcy follow provisions of the Law on Credit Institutions and relevant laws.

## **Chapter VII IMPLEMENTATION PROVISIONS**

### **Article 87. Amendment and supplementation to the Charter**

1. The supplementation and amendment to this Charter must be considered and decided by the General Meeting of Shareholders, except for: (i) corrections of spelling or technical mistakes shall be updated and announced by the Chairman of the Board of Directors; and (ii) amendments to the Charter to be in line/updated with the License for incorporation and operation of Eximbank, approvals/permits issued by the State Bank or competent agencies to Eximbank shall be updated and announced by the Board of Directors.
2. Matters not mentioned in this Charter shall be subject to relevant laws. In case the provisions hereof oppose to/conflict with law regulations, such regulations of law shall automatically prevail and govern Eximbank's business.

### **Article 88. Validity**

1. This Charter was approved by the General Meeting of Shareholders on February 26, 2025, duly promulgated, and became effective as of March 3, 2025.
2. The Charter previously issued pursuant to the Resolution of the General Meeting of Shareholders of Eximbank dated February 15, 2022, together with all amendments and supplements thereto, shall cease to be effective as of March 3, 2025.
3. This Charter has been amended and supplemented, and such amendments and supplements shall take effect in accordance with the Resolution of the Annual General Meeting of Shareholders dated April 29, 2025.
4. If any provisions of the Regulations on internal management of Eximbank, Regulations on the organization and operations of the Board of Directors of Eximbank, or Regulations on the organization and operations of the Board of Supervisors of Eximbank are opposite to/different from those of this Charter, the provisions hereof shall prevail.
5. Any copies or extracts hereof shall be valid if containing signature of the Legal representative or authorized person.

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c) The time limit for implementation of the remedial plan expires, but the credit institution has not yet recovered from the situation that leads to early intervention;

d) The bank run occurs and there are potential risks that may threaten safety in the credit institution system;

dd) The capital adequacy ratio is lower than 04 % for 06 consecutive months;

e) The dissolved credit institution is found insolvent during the liquidation of assets.

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD OF DIRECTORS**

**(Signed)**

**Pham Thi Huyen Trang**