EXIMBANK

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 70/2026/EIB/CBTT-NĐDPL
No: 70/2026/EIB/CBTT-NĐDPL

Hà Nội, ngày *24 tháng 7 năm 2026*
Hanoi, July 24, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

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

1. Tên tổ chức: **Ngân hàng TMCP Xuất Nhập khẩu Việt Nam ("Eximbank")**
   Bank's name: ***Vietnam Export Import Commercial Joint Stock Bank ("Eximbank")***
- Mã chứng khoán: **EIB**
  Stock code: ***EIB***
- Địa chỉ: Số 27 - 29 Lý Thái Tổ, phường Hoàn Kiếm, thành phố Hà Nội, Việt Nam
  Address: No. 27 - 29 Ly Thai To Street, Hoan Kiem Ward, Hanoi City, Vietnam
- Điện thoại liên hệ: (024) 73001155
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- E-mail: vphdqt@eximbank.com.vn
  E-mail: vphdqt@eximbank.com.vn
- Website: https://www.eximbank.com.vn
  Website: https://www.eximbank.com.vn

2. **Nội dung thông tin công bố/ *Content of disclosure***: Biên bản họp và Nghị quyết Đại hội đồng cổ đông bất thường ngày 24/7/2026 của Eximbank/ *Minutes of Meeting and Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated 24 July 2026.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 24/7/2026 tại đường dẫn https://eximbank.com.vn/dai-hoi-dong-co-dong.
   This information was published on the Bank's website on 24/7/2026 at the link https://eximbank.com.vn/en/shareholder-meeting.

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;*
- *TGĐ, Người phụ trách QTCT (để b/c)/ CEO, The Person in Charge of Corporate Governance (to report);*
- *Lưu: VT, Vp. HĐQT/ Archive: Office of Document Administration, the BOD Office.*

Tài liệu đính kèm/Attached documents:
- *Biên bản họp và Nghị quyết Đại hội đồng cổ đông bất thường ngày 24/7/2026 của Eximbank/ Minutes of Meeting and Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated 24 July 2026.*
- *Phụ lục tài liệu được thông qua tại Đại hội đồng cổ đông bất thường ngày 24/7/2026 của Eximbank/ Appendix to the Documents Approved at the Extraordinary General Meeting of Shareholders of Eximbank held on 24 July 2026*

NGƯỜI ĐƯỢC ỦY QUYỀN CBTT

AUTHORIZED PERSON FOR INFORMATION DISCLOSURE

M.S.D.N: 0301179079 - C.T.C.P
NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM
EXIMBANK

Nguyễn Văn Thủy

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi city, July 24, 2026

RESOLUTION OF EXIMBANK EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED JULY 24, 2026

Pursuant to:

- The Law on Credit Institutions 2024, as amended and supplemented;
- The Law on Enterprises 2020, as amended and supplemented;
- The Law on Securities 2019, as amended and supplemented;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of the Law on Securities, as amended and supplemented;
- The Charter of Vietnam Export Import Commercial Joint Stock Bank (the "Charter");
- The voting results of the contents submitted to the Extraordinary General Meeting of Shareholders ("EGM");
- The Minutes of the EGM dated July 24, 2026 of Eximbank,

RESOLVES:

Article 1. To approve the draft amended Charter and related amendments to corporate governance documents of Eximbank according to the BOD's Proposal on the approval of the draft amended Charter and related amendments to corporate governance documents of Eximbank.

(i) The EGM unanimously approves the Revised Charter of Eximbank as per the draft enclosed herewith.

(ii) The EGM unanimously approves the Amended Regulations on internal management of Eximbank as per the draft enclosed herewith.

(iii) The EGM unanimously approves the Amended Regulations on the organization and operations of the BOD of Eximbank as per the draft enclosed herewith.

(iv) The EGM assignes the Chairperson of the BOD, the Legal Representative of Eximbank, to check and make adjustments in technical and procedural terms to finalize the documents and carry out the formalities to promulgate the Charter and the above Regulations upon approval by the EGM.

Article 2. To approve the dismissal of the positions of Member of the BOD of Eximbank for the VIII term (2025 - 2030) due to the resignation letters, for the following personnel:

Full name	Position
Ms. Pham Thi Huyen Trang	Independent Member of the BOD

Full name	Position
Mr. Pham Tuan Anh	Member of the BOD
Mr. Nguyen Tri Trung	Member of the BOD
Mr. Nguyen Trong Hien	Independent Member of the BOD

Article 3. To approve the adjustment of the number of Members of the BOD of Eximbank for the VIII term (2025 - 2030) from five (05) to seven (07) members, including six (06) Independent Members of the BOD.

Article 4. To approve the list of elected Members of Eximbank's BOD for the VIII term (2025 - 2030) including:

Full Name	Title
Mr. QuocAnh NguyenLe	Independent Member of the BOD
Ms. Richa Goswami	Independent Member of the BOD
Ms. Ooi Huey Tyng	Independent Member of the BOD
Mr. Michael Richard Harte	Independent Member of the BOD
Mr. Chua Teck Huat Bill	Independent Member of the BOD

Article 5. To approve the list of elected Members of Eximbank's BOS for the VIII term (2025 - 2030) including:

Full Name	Title
Mr. Nguyen Quoc Hung	Member of the BOS

Article 6. Terms of Implementation.

This Resolution takes effect from July 24, 2026.

The Members of the Board of Directors, the Board of Supervisors, and the Board of Management are responsible for implementing this Resolution and organizing its implementation according to their functions and tasks in accordance with the provisions of law and the Eximbank Charter./.[1]

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM
M.S.D.N: 0301179079-C.T.C.P
EXIMBANK

Phạm Thị Huyền Trang

Recipient:
- As per Article 6;
- Shareholders;
- State Bank of Vietnam (for reporting);
- State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Archived: Admin Dept., BOD Office.

[1] The English version of the Resolution of the GMS is prepared based on the content of the Vietnamese version. In case of any discrepancy or difference in interpretation between the two versions, the Vietnamese version shall prevail.

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi city, July 24, 2026

MEETING MINUTES
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS - EXIMBANK
JULY 24, 2026

I. NAME OF THE ENTERPRISE, ADDRESS OF THE HEAD OFFICE, NUMBER OF THE ENTERPRISE REGISTRATION CERTIFICATE:

1. Enterprise name: Export-Import Joint Stock Commercial Bank of Vietnam ("Eximbank").
2. Head office: No. 27 - 29 Ly Thai To, Hoan Kiem Ward, Hanoi City, Vietnam.
3. Enterprise Registration Certificate No.: 0301179079.

II. TIME AND VENUE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGM"):

1. Time: Starting at 08:31 AM, July 24, 2026.
2. Venue: Fansipan Ballroom, JW Marriott Hanoi Hotel, No. 08 Do Duc Duc Street, Tu Liem Ward, Hanoi City.

III. ATTENDEES:

1. Shareholders, legally authorized representatives of shareholders (according to the registered list).
2. Representatives of government agencies and authorities including:
   - **Ms. Nguyen To Phuong Hang** - Deputy Head of Joint Stock Commercial Bank Supervision Division 2, Banking Supervision Agency;
   - **Mr. Nguyen Quoc Huy** - Deputy Director of the State Bank of Vietnam Region 1 Branch.
3. Delegates from Eximbank: Board of Directors ("BOD"), Board of Supervisors ("BOS") and Board of Management.

IV. AGENDA, CONTENT AND PROCEEDINGS OF THE MEETING:

1. Declaration of purposes and introduction of participants attending the 2026 Extraordinary General Meeting of Shareholders ("EGM" or "General Meeting")

2. Report on the results of verification of shareholders' eligibility and Announcement of the percentage of shareholders attending the General Meeting:

Ms. Tran Thi Minh Ly - Head of the Shareholders Eligibility Verification Committee ("SEVC") reported the results of the shareholder eligibility verification as follows:

- The total number of shareholders as of the record date for the General Meeting (June 24, 2026) were 43,705 shareholders, representing 1,862,720,607 shares with voting rights (excluding 6,090,000 treasury shares).

- As of 08:31 AM on July 24, 2026, the number of shareholders presenting at the General Meeting were 238 shareholders, representing 933,333,921 shares, accounting for 50.10% of the total number of shares with voting rights.

Thus, based on the legal regulations and Eximbank's Charter, Eximbank's 2026 Extraordinary General Meeting of Shareholders was legal, valid and eligible to be conducted.

3. Introducing the Presidium; the Secretariat and the Voting Supervision Committee:

Ms. Pham Thi Huyen Trang - Chairperson of the BOD of Eximbank chaired the General Meeting as prescribed in Clause 4, Article 45 of the Charter of Eximbank; The Chairperson of the General Meeting proposed the Presidium, nominated the Secretariat of the General Meeting as follows:

3.1. The Presidium:

- Ms. Pham Thi Huyen Trang, Chairperson of the BOD of Eximbank – Chairperson of the General Meeting
- Ms. Tran Thi Minh Ly, Head of the BOS
- Mr. Tran Tan Loc, Acting Chief Executive Officer ("ACEO")

3.2. The Secretariat:

- Mr. Nguyen Van Thuy, Chief of the BOD Office - Head of the Secretariat
- Mr. Nguyen Son Hai, Assistant to the Chairperson of the BOD
- Ms. Nguyen Thi Xuan An, Assistant to the CEO

3.3. Ms. Pham Thi Huyen Trang - Chairperson of the BOD - Chairperson of the General Meeting proposed that shareholders participate in the Voting Supervision Committee to ensure publicity and transparency in vote counting. However, no shareholders volunteered to participate.

4. Approval of the Regulations for conducting the 2026 EGM; the Proposal on the Election of Members of the Vote Counting Committee and the 2026 EGM Agenda:

4.1. Presenting at the General Meeting:

- Ms. Tran Thi Minh Ly - Head of the BOS, Head of the SEVC presented the Regulations for conducting the 2026 EGM.
- Ms. Pham Thi Hong Thu - Member of the BOS - Master of Ceremony of the General Meeting presented the Proposal on the Election of Members of the Vote Counting Committee.
- Ms. Pham Thi Hong Thu - Member of the BOS - Master of Ceremony of the General Meeting presented the 2026 EGM Agenda.

4.2. Voting to approve the Regulations for conducting the 2026 EGM; the Proposal on the Election of Members of the Vote Counting Committee and the 2026 EGM Agenda:

Ms. Pham Thi Huyen Trang - Chairperson instructed the shareholders attending the General Meeting to vote to approve the content in Section 4.1 by Voting Slip No. 01, Voting Slip No. 02 and Voting Slip No. 03.

From 08:55 AM to 09:00 AM, shareholders cast their votes on the contents in Section 4.1 by Voting Slips.

4.3. Announcement of Voting Results:

The SEVC conducted the vote counting and Ms. Tran Thi Minh Ly - Head of the BOS, Head of the SEVC announced the vote counting results as follows:

(i) Number of votes distributed and number of votes collected:

- **Voting Slip No. 01:**

- The total number of votes distributed was: 74 votes, representing 1,088,716,406 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 54 votes, representing 944,521,397 shares, accounting for 86.76% of the total number of voting shares of all shareholders attending the General Meeting.

- **Voting Slip No. 02:**

- The total number of votes distributed was: 76 votes, representing 1,133,778,959 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 51 votes, representing 943,869,305 shares, accounting for 83.25% of the total number of voting shares of all shareholders attending the General Meeting.

- **Voting Slip No. 03:**

- The total number of votes distributed was: 78 votes, representing 1,134,036,760 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 53 votes, representing 944,521,305 shares, accounting for 83.29% of the total number of voting shares of all shareholders attending the General Meeting.

(ii) The voting results were as follows:

No.	Voting content	Valid Votes			Invalid votes	Results
		Agree	Disagree	No Comments		
		Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	
Voting Slip No. 01						

No.	Voting content	Valid Votes			Invalid votes	Results
		Agree	Disagree	No Comments		
		Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	
1	Regulations for conducting the 2026 EGM	936,970,105 86.06%	0 0.00%	92 0.00%	7,551,200 0.69%	Approved
Voting Slip No. 02						
1	Proposal on the Election of Members of the Vote Counting Committee for the 2026 EGM	936,318,105 82.58%	0 0.00%	0 0.00%	7,551,200 0.66%	Approved
Voting Slip No. 03						
1	The 2026 EGM Agenda	936,970,605 82.62%	0 0.00%	0 0.00%	7,550,700 0.66%	Approved

4.4. Contents approved by the EGM:

(i) Approval of the Regulations for conducting the 2026 EGM. The approval rate of the General Meeting was 86.06%.

(ii) Approval of the Proposal on the Election of Members of the Vote Counting Committee for the 2026 EGM. The approval rate of the General Meeting was 82.58%.

Accordingly, the members of the Vote Counting Committee of the 2026 EGM were:

No.	Full name	Title	Position at the Vote Counting Committee
1	Mr. Pham Tuan Anh	Member of the BOD	Head of the Committee
2	Mr. Nguyen Tan Bao	IT Department	Deputy Head of the Committee
3	Ms. Le Ngoc Hai Van	Deputy Head in charge of the Internal Audit Department	Member
4	Ms. Nguyen Thi Tra Linh	Head of Strategic Management & IT Project Support Department - IT Department	Member

(iii) Approval of the 2026 EGM Agenda. The approval rate of the General Meeting was 82.62%.

5. **Ms. Pham Thi Huyen Trang - Chairperson of the BOD - Chairperson of the General Meeting declared the opening of the General Meeting.**

6. **Presentation of Reports, Proposals at the General Meeting:**

6.1. Mr. Nguyen Van Hoa – Deputy Chief Executive Officer presented the Proposal of the BOD on approval of the draft amended Charter and related amendments to corporate governance documents of Eximbank.

6.2. Mr. Nguyen Van Hoa – Deputy Chief Executive Officer presented the Proposal of the BOD on dismissal of Members of the BOD for the VIII term (2025 - 2030).

6.3. Mr. Nguyen Van Hoa – Deputy Chief Executive Officer presented the Proposal of the BOD on additional election and replacement of members of the BOD and the BOS of Eximbank for the VIII term (2025 - 2030).

7. Discussion of the Reports and Proposals Presented at the General Meeting:

At the General Meeting, several shareholders shared and contributed opinions on some matters related to the contents of the meeting agenda, through written feedback submitted to the Secretariat of the General Meeting.

The main groups of issues that shareholders are interested in were specifically answered by the Presidium as follows:

i) Regarding Eximbank's corporate governance framework:

- ***Why does Eximbank consider the development of a new corporate governance framework to be one of its strategic priorities, and how is this framework linked to the 2026 - 2030 Strategy?***

The Presidium answered the shareholder's question:

- As the Bank enters a period of substantial transformation, with increasingly demanding requirements in respect of governance and management capability, Eximbank has identified the completion of its corporate governance framework as one of its strategic priorities. This is both a requirement for meeting modern governance standards and a decisive factor enabling the Bank to enhance its adaptability and to build a long-term competitive advantage.
- Accordingly, in parallel with the development of the 2026 - 2030 Strategy, Eximbank has concurrently designed and implemented a new corporate governance framework that is modern, coherent and aligned with the Bank's overall development orientation.
- The corporate governance framework has been designed in close alignment with the 2026 - 2030 Strategy and serves as the foundation for the effective implementation of the Bank's three strategic orientations, namely:
  - Building a customer-centric business model;
  - Enhancing governance capability and the quality of the Bank's personnel;
  - Strengthening risk management in line with international practices.

Through this programme, Eximbank aims to establish a modern, coherent and transparent governance system, providing a foundation for the Bank to adapt more effectively to market changes, to improve operational efficiency and control capability, and thereby to deliver long-term value to shareholders, customers and other stakeholders.

- ***What distinguishes Eximbank's new corporate governance framework, and how will it change the way the Bank operates?***

  The Presidium answered the shareholder's question:

  - The distinguishing feature of this programme is that Eximbank does not seek merely to alter its organisational structure, nor to replicate the governance model of any other institution. The Bank fully complies with the laws of Vietnam and, at the same time, refers to the advanced governance principles of the OECD and Basel in order to build a corporate governance framework appropriate to the characteristics of Eximbank's operations and its development orientation.
  - The most significant change concerns the manner of operation. Eximbank is moving from a governance model that relies substantially on individual experience towards a system-based governance model, in which processes, the allocation of responsibilities and authority, and supervisory mechanisms are standardised, transparent and applied consistently across the Bank.
  - At the same time, the respective roles of the BOD and the Board of Management are more clearly delineated. The BOD focuses on strategic direction and oversight, while the Board of Management is afforded greater scope and authority to take decisions and to implement the strategy. This delineation enables Eximbank to shorten decision-making time and to enhance execution efficiency and accountability.
  - The Bank believes that where governance is fully integrated into its strategy, corporate culture and day-to-day operations, the change will extend beyond the organisational model and will become the foundation for operational efficiency, strengthened competitiveness and Eximbank's sustainable long-term development.

ii) Regarding the composition of the Board of Directors:

- ***According to the meeting documents, the BOD has determined an orientation to complete the composition of the BOD with seven (07) members. However, at this General Meeting, shareholders are asked to elect only five (05) out of six (06) members of the BOD. Would the Presidium please explain the reason for this change, and whether the fact that the composition of seven (07) members has not yet been completed will affect the governance activities or the development orientation of the Bank?***

  The Presidium answered the shareholder's question:

  - At the outset, the Presidium would like to thank the shareholder for this very pertinent question.
  - The BOD has agreed on the orientation to complete the composition of the BOD with seven (07) members in order to meet the development requirements of the new period, and at the same time to enhance governance capability in accordance with the 2026 - 2030 Strategy and the corporate governance framework that Eximbank is implementing.
  - However, as at the date of this General Meeting, the dossiers of five (05) out of six (06) candidates have been completed and satisfy all the conditions prescribed by the regulations for submission to the General Meeting for election. In respect of the

remaining one (01) position, the Bank will continue to complete the procedures and dossiers as required by the competent regulatory authority in the coming period and in accordance with the applicable regulations.

- The election of five (05) out of six (06) members at this General Meeting arises solely from the progress of the completion of the prescribed procedures and does not alter the Bank's determined orientation to establish a BOD comprising seven (07) members.
- Upon completion of the prescribed procedures, Eximbank will continue to complete the composition of the BOD in accordance with the determined structure, so as to further enhance the quality of governance and to meet the development requirements of the new period.

- ***Will the changes in senior personnel affect the operations and the strategic orientation of Eximbank?***

The Presidium answered the shareholder's question:

- The changes in the personnel of the BOD and the BOS take place in the context in which Eximbank is implementing its programme to upgrade the corporate governance framework and is preparing for a new phase of development under the 2026 - 2030 Strategy.
- This is a step to complete the governance structure, undertaken proactively, on the basis of consensus as to the development orientation and in accordance with the wishes of the members concerned, with a view to ensuring continuity, a stable transition and enhanced governance effectiveness. It is therefore not a situational change, but rather forms part of a development roadmap that has already been established.
- More importantly, Eximbank's strategy remains unchanged. The Bank's principal orientations concerning the upgrade of the corporate governance framework, the strengthening of management capability, the reinforcement of risk management, the acceleration of digital transformation and the improvement of operational efficiency continue to be implemented consistently and in accordance with the established roadmap.
- The Bank believes that a sustainably developing organisation must be led by a sound governance system rather than depend upon any individual. The completion of the personnel structure on this occasion will contribute to strengthening governance capability, ensuring continuity in management and establishing a firm foundation for Eximbank to successfully achieve its strategic objectives for the 2026 - 2030 period.

iii) Regarding the bank's business operations situation:

- ***The bank's business operations situation in the first six months of 2026?***

The Presidium answered the shareholder's question: During the first six months of 2026, Eximbank conducted its business activities in close alignment with the orientations and the planned targets approved by the General Meeting of Shareholders. The results as at June 30, 2026 were as follows:

- Total assets reached 266,500 billion VND.
- Capital mobilization from economic and residential organizations and valuable papers issuance reached 192,600 billion VND.
- Credit outstanding balance 200,000 billion VND.
- NPL ratio: 2.88%.
- Profit before tax: 730 billion VND, completing 48% of the 2026 plan.

The indicators relating to the scale of operations, namely total assets, mobilised funds and total credit outstanding, each reached more than 80% of the annual plan, providing a favourable basis for the achievement of the full-year targets for 2026. The NPL ratio was controlled below the 3% threshold.

In a market environment that remains subject to considerable volatility, Eximbank continues to adhere to an orientation of safe and prudent growth, coupled with risk control and the improvement of asset quality, with a view to sustainable development and the creation of increased value for shareholders, customers and other stakeholders.

- ***The bank's liquidity situation in the first six months of the year?***

The Presidium answered the shareholder's question: Over the recent period, the liquidity of the banking system has, at certain times and at certain credit institutions, been subject to a degree of difficulty. As regards Eximbank specifically, by reason of the Bank's sound management of its asset and liability portfolio, Eximbank has at all times remained proactive and has maintained a high level of liquidity safety.

- The prudential ratios as at June 30, 2026 were as follows:
  - Seperated capital adequacy ratio (CAR): 12.55% (SBV requirement ≥8%)
  - Liquidity coverage ratio for the next 30 days (VNĐ): 80.29% (SBV requirement ≥50%)
  - Ratio of short-term funds used for medium- and long-term lending: 27.44% (SBV requirement ≤30%)
  - Loan-to-deposit ratio (LDR): 82.45% (SBV requirement ≤85%)
- The figures set out above demonstrate that Eximbank's liquidity position has at all times been proactively and effectively managed by the Bank, at a level of safety that is high relative to the banking industry generally.
- Eximbank adheres to the principle of proactive, prudent and safe liquidity management, balancing the pace of credit growth against its capacity to mobilise funds and ensuring compliance with the prudential ratios prescribed by the State Bank of Vietnam as well as with the Bank's internal governance thresholds. The Bank regards liquidity as the foundation of sustainable business operations.

- ***In an economic environment that remains subject to considerable volatility, what does the Board of Management consider to be the most significant opportunities and challenges for Eximbank in the final six months of the year?***

The Presidium answered the shareholder's question: The Board of Management considers that the final six months of 2026 will continue to be a period in which opportunities and challenges are interwoven:

- As regards opportunities:
  - The Vietnamese economy is in a phase of growth, with numerous policies of the State and the Government supporting enterprises and the public. These are favourable conditions for Eximbank to expand credit on a selective basis and to provide banking products and services to enterprises and individual customers.
  - The banking industry is among the leading sectors in digital transformation, the application of big data and system connectivity. This enables Eximbank to deliver its products and services more effectively through digital applications, facilitating faster and more convenient payments and improved cost efficiency.
- As regards challenges:
  - The Vietnamese economy is deeply integrated with the global economy. Developments in the international economic environment, including the tariff policies of certain countries and geopolitical conditions in certain regions, may affect the operations of enterprises and give rise to disruptions in global supply chains.
  - Movements in energy prices, interest rates and exchange rates require the Bank to exercise close control over market risks.
  - Competition within the banking industry will remain intense, particularly in relation to fund mobilisation and customer development, which may affect the asset quality of the system.
- As regards the Bank's response:
  - Enhancing the quality of forecasting and developing proactive plans to control the situation.
  - Exercising close control over credit quality, strengthening the governance foundation, accelerating digital transformation, optimising costs and improving service quality.
  - Continuing to implement the transformation programme, in which the corporate governance framework constitutes an important component enabling the Bank to manage risks proactively in the face of economic challenges.

With a financial foundation that continues to be strengthened, a clear governance orientation and a proactive approach to management, the Board of Management is confident that Eximbank has the capability to achieve its business objectives for 2026 and to continue building a foundation for sustainable growth in the years ahead.

Regarding some other comments and suggestions from shareholders, as the time allotted for the discussion session according to the approved EGM agenda has concluded, the Presidium has noted these opinions and will provide written responses to shareholders at the earliest convenience after the General Meeting.

8. Voting on the Reports and Proposals mentioned in Section 6 and casting votes to elect members of the BOD and BOS for the VIII term (2025 - 2030):

Mr. Nguyen Tan Bao – on behalf of the Vote Counting Committee guided shareholders attending the General Meeting to vote through the Reports and Proposals presented in Section 6 using Voting Slip No. 04, Voting Slip No. 05 and guided shareholders on how to elect members of the BOD and BOS for the VIII term (2025 - 2030) by Election Ballot No. 06 and Election Ballot No. 07.

Ms. Tran Thi Minh Ly - Head of the SEVC announced the number of shareholders attending as of 10:08 AM on July 24, 2026 as follows: Total number of shareholders: 299 shareholders, representing 1,125,042,378 shares, accounting for 60.39% of the total number of shares with voting rights.

From 10:10 AM to 10:15 AM, shareholders cast their vote on the Reports and Proposals mentioned in Section 6 using voting slips and the Vote Counting Csommittee carried out the ballot counting process.

9. Announcement of voting results for Reports and Proposals specified in Section 6 of this Meeting Minutes:

The Vote Counting Committee proceeded with counting and announcing the voting results for the proposals listed in Section 6 of this Meeting Minutes as follows:

(i) Number of votes distributed and number of votes collected:

Voting Slip No. 04:

- The total number of votes distributed was: 84 votes, representing 1,134,090,401 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 67 votes, representing 1,134,004,174 shares, accounting for 99.99% of the total number of voting shares of all shareholders attending the General Meeting.

Voting Slip No. 05:

- The total number of votes distributed was: 84 votes, representing 1,134,090,401 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 67 votes, representing 1,134,004,174 shares, accounting for 99.99% of the total number of voting shares of all shareholders attending the General Meeting.

(ii) Voting Results:

No.	Voting content	Valid Votes			Invalid votes	Results
		Agree	Disagree	No Comments		
		Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	
Voting Slip No. 04						
1	Proposal of the BOD on the approval of the draft amended Charter and related amendments to corporate governance documents of Eximbank	1,133,964,274 99.98%	2,000 0.00%	37,900 0.00%	0 0.00%	Approved
2	Proposal of the BOD on dismissal of Members of the BOD for the VIII term (2025 - 2030)	1,133,928,203 99.98%	0 0.00%	37,900 0.00%	38,071 0.00%	Approved
Voting Slip No. 05						
1	Approval of the adjustment of the number of Members of the BOD of Eximbank for the VIII term (2025 - 2030) from five (05) to seven (07) members, including six (06) Independent Members of the BOD	1,133,966,274 99.98%	0 0.00%	37,900 0.00%	0 0.00%	Approved

10. Announcement of the Vote Counting Results for Election Ballot No. 06 - Election of Members of the BOD for the VIII term (2025 - 2030) and Election Ballot No. 07 - Election of Members of the BOS for the VIII term (2025 - 2030):

At 10:30 AM, Mr. Nguyen Tan Bao – on behalf of the Vote Counting Committee, representative of the Vote Counting Committee announced the vote counting results for Election Ballot No. 06 - Election of Members of the BOD for the VIII term (2025 - 2030) and Election Ballot No. 07 - Election of Members of the BOS for the VIII term (2025 - 2030).

(i) Election Ballot No. 06:

- The total number of votes distributed was: 84 votes, representing 1,134,090,401 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.

- The total number of votes collected was: 66 votes, representing 1,134,004,172 shares, accounting for 99.99% of the total number of voting shares of all shareholders attending the General Meeting.
    - The number of valid votes was: 54 votes, representing 1,133,426,428 shares, accounting for 99.94% of the total voting shares of all shareholders attending the General Meeting.
    - The number of invalid votes was: 12 votes, representing 577,744 shares, accounting for 0.05% of the total voting shares of all shareholders attending the General Meeting.

➢ **Results of the vote counting for Election Ballot No. 06 - Election of Members of the BOD for the VIII term (2025 - 2030):**

No.	Full name	Title	Number of votes	Approval rate
1	Mr. QuocAnh NguyenLe	Independent Member of the BOD	1,153,157,070	101.68%
2	Ms. Richa Goswami	Independent Member of the BOD	1,128,473,542	99.50%
3	Ms. Ooi Huey Tyng	Independent Member of the BOD	1,128,482,317	99.50%
4	Mr. Michael Richard Harte	Independent Member of the BOD	1,128,511,412	99.50%
5	Mr. Chua Teck Huat Bill	Independent Member of the BOD	1,128,494,345	99.50%

(ii) Election Ballot No. 07:

- The total number of votes distributed was: 84 votes, representing 1,134,090,401 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 66 votes, representing 1,134,004,172 shares, accounting for 99.99% of the total number of voting shares of all shareholders attending the General Meeting.
    - The number of valid votes was: 62 votes, representing 1,133,914,426 shares, accounting for 99.98% of the total voting shares of all shareholders attending the General Meeting.
    - The number of invalid votes was: 4 votes, representing 43,810 shares, accounting for 0.00% of the total voting shares of all shareholders attending the General Meeting.

➢ **Results of the vote counting for Election Ballot No. 07 - Election of Members of the BOS for the VIII term (2025 - 2030):**

No.	Full name	Title	Number of votes	Approval rate
1	Mr. Nguyen Quoc Hung	Member of the BOS	1,133,914,426	99.98%

V. CONTENTS APPROVED BY THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:

1. Approval of the Proposal of the BOD on the approval of the draft amended Charter and related amendments to corporate governance documents of Eximbank. The approval rate of the General Meeting was 99.98%.

(i) The EGM unanimously approved the Revised Charter of Eximbank as per the draft enclosed herewith.

(ii) The EGM unanimously approved the Amended Regulations on internal management of Eximbank as per the draft enclosed herewith.

(iii) The EGM unanimously approved the Amended Regulations on the organization and operations of the BOD of Eximbank as per the draft enclosed herewith.

(iv) The EGM assigned the Chairperson of the BOD, the Legal Representative of Eximbank, to check and make adjustments in technical and procedural terms to finalize the documents and carry out the formalities to promulgate the Charter and the above Regulations upon approval by the EGM.

2. Approval of the Proposal of the BOD on dismissal of Members of the BOD for the VIII term (2025 - 2030). The approval rate of the General Meeting was 99.98%.

The EGM approved the dismissal of the positions of Member of the BOD of Eximbank for the VIII term (2025 - 2030) due to the resignation letters, for the following personnel:

Full Name	Title
Ms. Pham Thi Huyen Trang	Independent Member of the BOD
Mr. Pham Tuan Anh	Member of the BOD
Mr. Nguyen Tri Trung	Member of the BOD
Mr. Nguyen Trong Hien	Independent Member of the BOD

3. Approval of the adjustment of the number of Members of the BOD of Eximbank for the VIII term (2025 - 2030) from five (05) to seven (07) members, including six (06) Independent Members of the BOD. The approval rate of the General Meeting was 99.98%.

4. Approval of the list of elected Members of Eximbank's BOD for the VIII term (2025 - 2030) including:

Full Name	Title
Mr. QuocAnh NguyenLe	Independent Member of the BOD
Ms. Richa Goswami	Independent Member of the BOD
Ms. Ooi Huey Tyng	Independent Member of the BOD
Mr. Michael Richard Harte	Independent Member of the BOD
Mr. Chua Teck Huat Bill	Independent Member of the BOD

5. Approval of the list of elected Members of Eximbank's BOS for the VIII term (2025 - 2030) including:

Full Name	Title
Mr. Nguyen Quoc Hung	Member of the BOS

VI. CLOSURE OF THE MEETING:

Ms. Pham Thi Huyen Trang - Chairperson of the BOD - Chairperson of the General Meeting expressed her sincere gratitude for the valuable contributions made by the shareholders and declared the closure of the General Meeting at 11:10 AM on July 24, 2026.

The Meeting Minutes were prepared immediately after the conclusion of Eximbank's General Meeting on July 24, 2026.

The Meeting Minutes were announced to all attendees and approved by 100% of the shareholders presenting at the meeting[1]./.

[1] *The English version of the Minutes of the EGM is prepared based on the content of the Vietnamese version. In case of any discrepancy or difference in interpretation between the two versions, the Vietnamese version shall prevail.*

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS THE PRESIDIUM		
No.	**Full name**	**Signature**
1	Ms. Pham Thi Huyen Trang – Chair	Phạm Thị Huyền Trang
2	Ms. Tran Thi Minh Ly	Trần Thị Minh Lý
3	Mr. Tran Tan Loc	Trần Tấn Lộc

THE SECRETARIAT		
No.	**Full name**	**Signature**
1	Mr. Nguyen Van Thuy - Head of the Secretariat	Nguyễn Văn Thủy
2	Mr. Nguyen Son Hai	Nguyễn Sơn Hải
3	Ms. Nguyen Thi Xuan An	Nguyễn Thị Xuân An

EXIMBANK

EXIMBANK'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

July 24, 2026

MINUTES OF VOTE COUNTING

VOTING SLIP NO. 4

Today, at 10h30 on July 24, 2026, at the Fansipan Ballroom, JW Marriott Hotel Hanoi, No. 08 Do Duc Duc Street, Tu Liem Ward, Hanoi City, Vietnam Export Import Commercial Joint Stock Bank (**"Eximbank"**) conducts its 2026 Extraordinary General Meeting of Shareholders ("EGM").

The EGM has elected the Vote Counting Committee, including the persons named as below:

1. Mr. Phạm Tuấn Anh - Board of Director Member as Head of the Committee.
2. Mr. Nguyễn Tấn Bảo - Technology Division as Deputy Head of the Committee.
3. Ms. Lê Ngọc Hải Vân - Deputy Head of the Internal Audit Unit as Member.
4. Ms. Nguyễn Thị Trà Linh - Head of Strategy Management and IT Project Support Department as Member.

and Supervisory team, including:

1. - - Citizen ID No. -

After listening to and discussing the reports and proposals with respect to matters in the agenda, the General meeting of shareholders has proceed with voting and the Vote Counting Committee has counted the votes in correspondence with regulations.

The Vote Counting Committee has prepared the Minutes of vote counting with results as below.

I. **ISSUES TO BE VOTED FOR APPROVAL:**

1 . Approval of the draft amended Charter and the amended documents relating corporate governance at Eximbank, in accordance with the Proposal of the Board of Directors on the approval of the draft amended Charter and the amended documents relating to corporate governance at Eximbank

2 . Approval of the dismissal from the positions of Members of the Board of Directors of Eximbank for term VIII (2025 - 2030), in accordance with the Proposal of the Board of Directors on the dismissal from the positions of Member of the Board of Directors for term VIII (2025 - 2030)

II. **TOTAL VOTES DELIVERED AND COLLECTED:**

- Total votes delivered: **84**, representing **1.134.090.401** shares and accounting for **100%** of total shares with voting rights.
- Total votes collected: **67**, representing **1.134.004.174** shares and accounting for **99,99%** of total shares with voting rights of attending shareholders.

III. VOTING RESULTS:

Voted issues	Agree	Disagree	No Opinion	Invalid	Result
1. Approval of the draft amended Charter and the amended documents relating corporate governance at Eximbank, in accordance with the Proposal of the Board of Directors on the approval of the draft amended Charter and the amended documents relating to corporate governance at Eximbank	**1.133.964.274** **99,98%**	**2.000** **0,00%**	**37.900** **0,00%**	**0** **0,00%**	**Passed**
2. Approval of the dismissal from the positions of Members of the Board of Directors of Eximbank for term VIII (2025 - 2030), in accordance with the Proposal of the Board of Directors on the dismissal from the positions of Member of the Board of Directors for term VIII (2025 - 2030)	**1.133.928.203** **99,98%**	**0** **0,00%**	**37.900** **0,00%**	**38.071** **0,00%**	**Passed**

IV. ISSUES PASSED AT THE EGM

Pursuant to:

- Regulations of existing law;
- Charter of Vietnam Export Import Commercial JS Bank (Eximbank);
- Regulations on conducting general meetings of shareholders ratified by the General Meeting of Shareholders;

The General Meeting of Shareholders of Eximbank has ratified:

1. Approval of the draft amended Charter and the amended documents relating corporate governance at Eximbank, in accordance with the Proposal of the Board of Directors on the approval of the draft amended Charter and the amended documents relating to corporate governance at Eximbank. Respective affirmative ratio: **99,98%** of total shares with voting rights of attending shareholders.
2. Approval of the dismissal from the positions of Members of the Board of Directors of Eximbank for term VIII (2025 - 2030), in accordance with the Proposal of the Board of Directors on the dismissal from the positions of Member of the Board of Directors for term VIII (2025 - 2030). Respective affirmative ratio: **99,98%** of total shares with voting rights of attending shareholders.

This Minutes is prepared into two (02) originals at 10h30 on the same date and were duly signed and certified by all members of the Vote Counting Committee and the Supervisory Team.

VOTE COUNTING COMMITTEE
(signed by all members)

(In case of any discrepancy between the Vietnamese and English versions hereof, the Vietnamese shall prevail)

Nguyễn Thị Trà Linh   Ngô Hải Vân   Nguyễn Tấn Bảo   Phạm Tuấn Anh

EXIMBANK'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

July 24, 2026

MINUTES OF VOTE COUNTING
VOTING SLIP NO. 5

Today, at 10h30 on July 24, 2026, at the Fansipan Ballroom, JW Marriott Hotel Hanoi, No. 08 Do Duc Duc Street, Tu Liem Ward, Hanoi City, Vietnam Export Import Commercial Joint Stock Bank (**"Eximbank"**) conducts its 2026 Extraordinary General Meeting of Shareholders ("EGM").

The EGM has elected the Vote Counting Committee, including the persons named as below:

1. Mr. Phạm Tuấn Anh - Board of Director Member as Head of the Committee.
2. Mr. Nguyễn Tấn Bảo - Technology Division as Deputy Head of the Committee.
3. Ms. Lê Ngọc Hải Vân - Deputy Head of the Internal Audit Unit as Member.
4. Ms. Nguyễn Thị Trà Linh - Head of Strategy Management and IT Project Support Department as Member.

and Supervisory team, including:

1. - - Citizen ID No. -

After listening to and discussing the reports and proposals with respect to matters in the agenda, the General meeting of shareholders has proceed with voting and the Vote Counting Committee has counted the votes in correspondence with regulations.

The Vote Counting Committee has prepared the Minutes of vote counting with results as below.

I. ISSUES TO BE VOTED FOR APPROVAL:

Approval of the adjustment of the number of Members of the Board of Directors of Eximbank for term VIII (2025 - 2030) from five (05) to seven (07) members, of which six (06) are Independent Members of the BOD

II. TOTAL VOTES DELIVERED AND COLLECTED:

- Total votes delivered: **84**, representing **1.134.090.401** shares and accounting for **100%** of total shares with voting rights.
- Total votes collected: **67**, representing **1.134.004.174** shares and accounting for **99,99%** of total shares with voting rights of attending shareholders.
- Eligible votes collected: **67**.
- Ineligible votes collected: **0**, representing **0** shares and accounting for **0,00%** of total shares with voting rights of attending shareholders.

III. VOTING RESULTS:

Voted issues	Agree	Disagree	No Opinion	Invalid	Result
Approval of the adjustment of the number of Members of the Board of Directors of Eximbank for term VIII (2025 - 2030) from five (05) to seven (07) members, of which six (06) are Independent Members of the BOD	**1.133.966.274** **99,98%**	**0** **0,00%**	**37.900** **0,00%**	**0** **0,00%**	**Passed**

IV. ISSUES PASSED AT THE EGM

Pursuant to:

- Regulations of existing law;
- Charter of Vietnam Export Import Commercial JS Bank (Eximbank);
- Regulations on conducting general meetings of shareholders ratified by the General Meeting of Shareholders;

The General Meeting of Shareholders of Eximbank has ratified:

Approval of the adjustment of the number of Members of the Board of Directors of Eximbank for term VIII (2025 - 2030) from five (05) to seven (07) members, of which six (06) are Independent Members of the BOD. Respective affirmative ratio: **99,98%** of total shares with voting rights of attending shareholders.

This Minutes is prepared into two (02) originals at 10h30 on the same date and were duly signed and certified by all members of the Vote Counting Committee and the Supervisory Team.

VOTE COUNTING COMMITTEE
(signed by all members)

(In case of any discrepancy between the Vietnamese and English versions hereof, the Vietnamese shall prevail)

Nguyễn Thị Trà Linh

Lê Ngọc Hải Vân

Nguyễn Tấn Bảo.

Phạm Tuấn Anh

EXIMBANK

EXIMBANK'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

July 24, 2026

MINUTES OF VOTE COUNTING

Today, at 10h30 on July 24, 2026, at the Fansipan Ballroom, JW Marriott Hotel Hanoi, No. 08 Do Duc Duc Street, Tu Liem Ward, Hanoi City, Vietnam Export Import Commercial Joint Stock Bank (**"Eximbank"**) conducts its 2026 Extraordinary General Meeting of Shareholders (“**EGM**”).

The EGM has elected the Vote Counting Committee, including the persons named as below:

1. Mr. Phạm Tuấn Anh - Board of Director Member as Head of the Committee.
2. Mr. Nguyễn Tấn Bảo - Technology Division as Deputy Head of the Committee.
3. Ms. Lê Ngọc Hải Vân - Deputy Head of the Internal Audit Unit as Member.
4. Ms. Nguyễn Thị Trà Linh - Head of Strategy Management and IT Project Support Department as Member.

and Supervisory team, including:

1. - - Citizen ID No. -

Based on the Regulations on conducting the 2026 Extraordinary General Meeting of Shareholders, proposal of the Board of Directors for the list of persons expected to be elected as members of the Board of Directors; approval of the State Bank of Vietnam (“SBV”) under Dispatch No. 6340/NHNN-QLGS dated 17/7/2026, the Vote Counting Committee has given guidance on procedures for electing members of the Board of Directors (“BoD”) including: method of voting, collecting and counting votes in the witness of Supervisory team, and announcement of the result.

These Minutes record details of the election as follows:

1. **List of persons expected for election at the EGM as approved by SBV:**
    - **Candidates as Board members:**
        - Mr. QuocAnh NguyenLe - standing for the Independent Board member of the VIII term (2025 - 2030).

- Ms. Richa Goswami - standing for the Independent Board member of the VIII term (2025 - 2030).
- Ms. Ooi Huey Tyng - standing for the Independent Board member of the VIII term (2025 - 2030).
- Mr. Michael Richard Harte - standing for the Independent Board member of the VIII term (2025 - 2030).
- Mr. Chua Teck Huat Bill - standing for the Independent Board member of the VIII term (2025 - 2030).

2. **Election votes:**
   - **Candidates as Board members:**
     - Mr. QuocAnh NguyenLe
     - Ms. Richa Goswami
     - Ms. Ooi Huey Tyng
     - Mr. Michael Richard Harte
     - Mr. Chua Teck Huat Bill

   Voting results:
     - Total of votes delivered: **84**, representing **1.134.090.401** shares and accounting for **100%** of total shares with voting rights.
     - Total of votes collected: **66**, representing **1.134.004.172** shares and accounting for **99,99%** of total shares with voting rights of attending shareholders.
       - Eligible votes collected: **54**, representing **1.133.426.428** shares and accounting for **99,94%** of total shares with voting rights of attending shareholders.
       - Ineligible votes collected **12**, representing **577.744** shares and accounting for **0,05%** of total shares with voting rights of attending shareholders.

3. **Detailed results of voting:**
   1. Mr. QuocAnh NguyenLe received**1.153.157.070** votes, equivalent to **101,68%** of total shares with voting rights of attending shareholders.
   2. Ms. Richa Goswami received**1.128.473.542** votes, equivalent to **99,50%** of total shares with voting rights of attending shareholders.
   3. Ms. Ooi Huey Tyng received**1.128.482.317** votes, equivalent to **99,50%** of total shares with voting rights of attending shareholders.
   4. Mr. Michael Richard Harte received**1.128.511.412** votes, equivalent to **99,50%** of total shares with voting rights of attending shareholders.
   5. Mr. Chua Teck Huat Bill received**1.128.494.345** votes, equivalent to **99,50%** of total shares with voting rights of attending shareholders.

4. **Election result:**
   According to regulations, candidates qualified to become members of the Board of Directors of the VIII term (2025 - 2030) are:
   - **Independent Board Members:**
     - Mr. QuocAnh NguyenLe, with respective affirmative ratio of **101,68%** .

- Mr. Michael Richard Harte, with respective affirmative ratio of **99,50%** .
- Mr. Chua Teck Huat Bill, with respective affirmative ratio of **99,50%** .
- Ms. Ooi Huey Tyng, with respective affirmative ratio of **99,50%** .
- Ms. Richa Goswami, with respective affirmative ratio of **99,50%** .

This Minutes is prepared into 2 (two) copies at 10h30 on the same date and signed for confirmation by all members of the Vote Counting Committee and Supervisory team./.

VOTE COUNTING COMMITTEE
(signed by all members)
(In case of any discrepancy between the Vietnamese and English versions hereof, the Vietnamese shall prevail)

Nguyễn Thị Trà Linh

Lê Ngọc Hải Vân

Nguyễn Tấn Bảo

Phạm Tuấn Anh

EXIMBANK

EXIMBANK'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

July 24, 2026

MINUTES OF VOTE COUNTING

Today, at 10h30 on July 24, 2026, at the Fansipan Ballroom, JW Marriott Hotel Hanoi, No. 08 Do Duc Duc Street, Tu Liem Ward, Hanoi City, Vietnam Export Import Commercial Joint Stock Bank (**"Eximbank"**) conducts its 2026 Extraordinary General Meeting of Shareholders (**"EGM"**).

The EGM has elected the Vote Counting Committee, including the persons named as below:

1. Mr. Phạm Tuấn Anh - Board of Director Member as Head of the Committee.
2. Mr. Nguyễn Tấn Bảo - Technology Division as Deputy Head of the Committee.
3. Ms. Lê Ngọc Hải Vân - Deputy Head of the Internal Audit Unit as Member.
4. Ms. Nguyễn Thị Trà Linh - Head of Strategy Management and IT Project Support Department as Member.

and Supervisory team, including:

1. - - Citizen ID No. -

Based on the Regulations on conducting the 2026 Extraordinary General Meeting of Shareholders, proposal of the Board of Directors for the list of persons expected to be elected as members of the Board of Supervisors; approval of the State Bank of Vietnam ("SBV") under Dispatch No. 6340/NHNN-QLGS dated 17/7/2026, the Vote Counting Committee has given guidance on procedures for electing members of the Board of Supervisors ("BoS") including: method of voting, collecting and counting votes in the witness of Supervisory team, and announcement of the result.

These Minutes record details of the election as follows:

1. **List of persons expected for election at the EGM as approved by SBV:**
   - **Candidates as Board of Supervisors members:**
     - Mr. Nguyễn Quốc Hùng - standing for member of the Board of Supervisors of the VIII term (2025 - 2030).

1/2

2. **Election votes:**
   - **Candidates as BoS members:**
     - Mr. Nguyễn Quốc Hùng

   Voting results:
     - Total of votes delivered: **84**, representing **1.134.090.401** shares and accounting for **100%** of total shares with voting rights.
     - Total of votes collected: **66**, representing **1.134.004.172** shares and accounting for **99,99%** of total shares with voting rights of attending shareholders.
       - Eligible votes collected: **62**, representing **1.133.914.426** shares and accounting for **99,98%** of total shares with voting rights of attending shareholders.
       - Ineligible votes collected **4**, representing **43.810** shares and accounting for **0,00%** of total shares with voting rights of attending shareholders.

3. **Detailed results of voting:**
   1. Mr. Nguyễn Quốc Hùng received **1.133.914.426** votes, equivalent to **99,98%** of total shares with voting rights of attending shareholders.

4. **Election result:**
   According to regulations, candidates qualified to become members of the Board of Supervisors of the VIII term (2025 - 2030) are:
   - **Board of Supervisors members:**
     - Mr. Nguyễn Quốc Hùng, with respective affirmative ratio of **99,98%** .

This Minutes is prepared into 2 (two) copies at 10h30 on the same date and signed for confirmation by all members of the Vote Counting Committee and Supervisory team./.

VOTE COUNTING COMMITTEE
(signed by all members)

(In case of any discrepancy between the Vietnamese and English versions hereof, the Vietnamese shall prevail)

Nguyễn Thị Trà Linh

Lê Ngọc Hải Vân

Nguyễn Tấn Bảo

Phạm Tuấn Anh

No.	Shareholder ID	Number of Shares Owned	Corresponding Number of Votes
1	00001	186,924,306	186,924,306
2	00002	90,000,000	90,000,000
3	00003	84,309,050	84,309,050
4	00005	54,000,000	54,000,000
5	00006	18,583,915	18,583,915
6	00007	18,553,127	18,553,127
7	00008	18,403,490	18,403,490
8	00010	18,000,000	18,000,000
9	00011	18,000,000	18,000,000
10	00012	17,573,500	17,573,500
11	00014	17,400,000	17,400,000
12	00015	17,019,783	17,019,783
13	00016	16,505,400	16,505,400
14	00017	16,500,000	16,500,000
15	00018	16,221,800	16,221,800
16	00019	15,831,000	15,831,000
17	00022	14,971,000	14,971,000
18	00027	13,028,500	13,028,500
19	00028	12,983,653	12,983,653
20	00029	12,800,000	12,800,000
21	00032	12,000,000	12,000,000
22	00033	11,955,000	11,955,000
23	00034	11,500,000	11,500,000
24	00036	11,063,564	11,063,564
25	00038	10,507,642	10,507,642
26	00039	10,172,474	10,172,474
27	00040	9,546,062	9,546,062
28	00042	9,443,732	9,443,732
29	00043	9,051,800	9,051,800
30	00045	9,000,000	9,000,000
31	00048	8,086,314	8,086,314
32	00049	8,000,000	8,000,000
33	00050	7,920,000	7,920,000
34	00051	7,875,600	7,875,600
35	00052	7,785,000	7,785,000
36	00053	7,368,500	7,368,500
37	00055	7,128,000	7,128,000
38	00056	7,090,000	7,090,000
39	00058	7,000,000	7,000,000
40	00059	6,620,000	6,620,000
41	00060	6,289,000	6,289,000
42	00061	6,284,000	6,284,000
43	00062	6,023,623	6,023,623

44	00067	5,820,300	5,820,300
45	00070	5,170,997	5,170,997
46	00071	5,084,312	5,084,312
47	00072	5,039,000	5,039,000
48	00073	5,000,000	5,000,000
49	00074	4,800,000	4,800,000
50	00075	4,764,000	4,764,000
51	00076	4,670,000	4,670,000
52	00077	4,621,850	4,621,850
53	00078	4,610,000	4,610,000
54	00079	4,470,000	4,470,000
55	00080	4,436,595	4,436,595
56	00081	4,420,000	4,420,000
57	00082	4,371,000	4,371,000
58	00086	4,264,900	4,264,900
59	00087	4,020,000	4,020,000
60	00088	3,965,000	3,965,000
61	00089	3,930,200	3,930,200
62	00090	3,850,000	3,850,000
63	00091	3,818,307	3,818,307
64	00092	3,794,615	3,794,615
65	00093	3,775,000	3,775,000
66	00095	3,687,260	3,687,260
67	00096	3,601,600	3,601,600
68	00097	3,506,520	3,506,520
69	00098	3,300,000	3,300,000
70	00099	3,300,000	3,300,000
71	00100	3,300,000	3,300,000
72	00101	3,237,969	3,237,969
73	00102	3,192,498	3,192,498
74	00103	3,126,000	3,126,000
75	00104	3,113,000	3,113,000
76	00106	3,000,000	3,000,000
77	00108	2,929,200	2,929,200
78	00109	2,890,221	2,890,221
79	00110	2,750,000	2,750,000
80	00111	2,734,000	2,734,000
81	00113	2,598,300	2,598,300
82	00114	2,502,000	2,502,000
83	00115	2,420,000	2,420,000
84	00116	2,340,000	2,340,000
85	00117	2,327,954	2,327,954
86	00120	2,210,000	2,210,000
87	00121	2,200,000	2,200,000
88	00123	2,165,000	2,165,000

89	00126	2,100,000	2,100,000
90	00127	2,070,800	2,070,800
91	00128	2,025,000	2,025,000
92	00131	2,000,000	2,000,000
93	00130	2,000,000	2,000,000
94	00133	1,999,100	1,999,100
95	00134	1,985,000	1,985,000
96	00138	1,883,280	1,883,280
97	00139	1,880,000	1,880,000
98	00140	1,857,315	1,857,315
99	00141	1,804,000	1,804,000
100	00142	1,800,011	1,800,011
101	00145	1,657,500	1,657,500
102	00149	1,508,300	1,508,300
103	00150	1,505,000	1,505,000
104	00151	1,505,000	1,505,000
105	00153	1,500,000	1,500,000
106	00155	1,500,000	1,500,000
107	00154	1,500,000	1,500,000
108	00156	1,495,000	1,495,000
109	00157	1,479,041	1,479,041
110	00159	1,450,000	1,450,000
111	00160	1,426,000	1,426,000
112	00163	1,408,000	1,408,000
113	00165	1,400,000	1,400,000
114	00168	1,353,000	1,353,000
115	00169	1,326,625	1,326,625
116	00170	1,323,865	1,323,865
117	00171	1,321,807	1,321,807
118	00172	1,316,236	1,316,236
119	00173	1,300,000	1,300,000
120	00176	1,244,700	1,244,700
121	00178	1,117,400	1,117,400
122	00182	1,025,000	1,025,000
123	00185	1,006,000	1,006,000
124	00188	1,000,000	1,000,000
125	00195	964,400	964,400
126	00196	951,400	951,400
127	00199	935,000	935,000
128	00204	902,600	902,600
129	00205	900,000	900,000
130	00206	875,000	875,000
131	00208	838,900	838,900
132	00215	800,000	800,000
133	00216	800,000	800,000

134	00229	736,740	736,740
135	00230	736,000	736,000
136	00231	725,000	725,000
137	00232	720,000	720,000
138	00233	720,000	720,000
139	00237	687,595	687,595
140	00241	658,900	658,900
141	00243	650,000	650,000
142	00252	600,000	600,000
143	00264	559,000	559,000
144	00266	549,200	549,200
145	00270	537,800	537,800
146	00271	531,010	531,010
147	00274	514,500	514,500
148	00275	510,010	510,010
149	00276	510,000	510,000
150	00277	510,000	510,000
151	00279	500,008	500,008
152	00289	500,000	500,000
153	00294	500,000	500,000
154	00288	500,000	500,000
155	00292	500,000	500,000
156	00298	480,000	480,000
157	00301	477,500	477,500
158	00304	457,500	457,500
159	00310	446,600	446,600
160	00318	403,734	403,734
161	00322	400,000	400,000
162	00323	400,000	400,000
163	00327	396,700	396,700
164	00328	391,084	391,084
165	00338	379,500	379,500
166	00340	374,000	374,000
167	00349	350,000	350,000
168	00359	331,000	331,000
169	00361	330,000	330,000
170	00371	314,400	314,400
171	00374	307,145	307,145
172	00383	300,000	300,000
173	00384	300,000	300,000
174	00388	297,000	297,000
175	00400	278,500	278,500
176	00409	260,000	260,000
177	00413	257,800	257,800
178	00417	252,900	252,900

179	00421	250,000	250,000
180	00420	250,000	250,000
181	00439	235,993	235,993
182	00442	233,000	233,000
183	00459	219,300	219,300
184	00474	210,000	210,000
185	00475	210,000	210,000
186	00479	208,000	208,000
187	00487	200,300	200,300
188	00509	200,000	200,000
189	00488	200,000	200,000
190	00505	200,000	200,000
191	00500	200,000	200,000
192	00501	200,000	200,000
193	00516	196,000	196,000
194	00517	195,600	195,600
195	00519	195,000	195,000
196	00543	180,000	180,000
197	00545	180,000	180,000
198	00548	179,000	179,000
199	00554	172,582	172,582
200	00611	150,000	150,000
201	00600	150,000	150,000
202	00615	145,000	145,000
203	00616	144,900	144,900
204	00624	140,011	140,011
205	00625	140,000	140,000
206	00626	140,000	140,000
207	00628	140,000	140,000
208	00650	130,000	130,000
209	00663	127,200	127,200
210	00673	122,983	122,983
211	00694	120,000	120,000
212	00701	116,600	116,600
213	00715	110,671	110,671
214	00730	110,000	110,000
215	00737	109,400	109,400
216	00740	108,600	108,600
217	00751	105,000	105,000
218	00764	103,200	103,200
219	00778	100,700	100,700
220	00781	100,057	100,057
221	00863	95,000	95,000
222	00874	93,229	93,229
223	00930	85,000	85,000

224	00965	80,000	80,000
225	01092	67,085	67,085
226	01177	60,000	60,000
227	01186	60,000	60,000
228	01222	58,000	58,000
229	01352	50,000	50,000
230	01389	50,000	50,000
231	01369	50,000	50,000
232	01451	50,000	50,000
233	01685	40,000	40,000
234	01741	39,500	39,500
235	01752	39,000	39,000
236	01784	37,800	37,800
237	01824	36,000	36,000
238	01871	35,000	35,000
239	01852	35,000	35,000
240	01878	35,000	35,000
241	01950	33,000	33,000
242	02161	30,000	30,000
243	02098	30,000	30,000
244	02356	26,100	26,100
245	02367	26,000	26,000
246	02777	21,000	21,000
247	02970	20,000	20,000
248	03045	20,000	20,000
249	02917	20,000	20,000
250	03272	18,200	18,200
251	03342	18,000	18,000
252	03447	17,000	17,000
253	03877	15,000	15,000
254	04026	14,000	14,000
255	04369	12,100	12,100
256	04644	11,000	11,000
257	05138	10,000	10,000
258	05262	10,000	10,000
259	05243	10,000	10,000
260	05603	9,900	9,900
261	05704	9,500	9,500
262	06577	7,400	7,400
263	06591	7,300	7,300
264	07897	5,500	5,500
265	09064	4,940	4,940
266	09203	4,700	4,700
267	09256	4,600	4,600
268	10247	4,000	4,000

269	12486	2,701	2,701
270	13896	2,069	2,069
271	15399	2,000	2,000
272	14936	2,000	2,000
273	14517	2,000	2,000
274	16223	1,641	1,641
275	17651	1,300	1,300
276	17892	1,285	1,285
277	19267	1,000	1,000
278	22360	800	800
279	25369	500	500
280	29640	200	200
281	33543	100	100
282	32632	100	100
283	33596	100	100
284	32564	100	100
285	33518	100	100
286	32577	100	100
287	31799	100	100
288	33796	92	92
289	34611	52	52
290	34843	49	49
291	35111	40	40
292	35049	40	40
293	35154	38	38
294	35507	29	29
295	35698	24	24
296	35681	24	24
297	37255	10	10
298	39514	5	5
299	41024	3	3
300	41703	2	2
301	41458	2	2
302	41691	2	2
303	43610	1	1
304	42826	1	1
305	42732	1	1

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 24, 2026

AGENDA OF
2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS JULY 24, 2026

CONTENT		TIME
Reception and delivery of materials, Voting Cards/Ballots to shareholders		**7:30 - 8:30**
A.	**OPENING PROCEDURES**	**8:30 - 09:15**
1.	Statement of reasons - Introduction of attendees and Shareholders' Eligibility Verification Committee	5'
2.	Report on the results of verification of shareholders' eligibility and announcement of the percentage of shareholders attending the 2026 Extraordinary General Meeting of Shareholders	5'
3.	Introducing the Presidium members	5'
4.	Introducing the Secretariat of General Meeting of Shareholders and the Supervisory Team	5'
5.	Presentation and voting to approve the following matters:	20'
	5.1. Approval of the Regulations on the conduct of the 2026 Extraordinary General Meeting of Shareholders	*10'*
	5.2. Approval of the Proposal on election of members of the Vote Counting Committee for the 2026 Extraordinary General Meeting of Shareholders	*5'*
	5.3. Approval of the 2026 Extraordinary General Meeting of Shareholders Agenda	*5'*
6.	Opening remarks of the Meeting	5'
B.	**CONTENT OF THE MEETING**	**09:15 - 10:20**
I.	**Presentation of the Proposals to the General Meeting of Shareholders**	**15'**
1.	Proposal of the Board of Directors on the approval of the draft amended Charter and the amended documents relating to corporate governance at Eximbank	5'
2.	Proposal of the Board of Directors on dismissal from position of members of the Board of Directors for Term VIII (2025 - 2030)	5'
3.	Proposal of the Board of Directors on election of additional and replacement of members of the Board of Directors and election of additional members of the Supervisory Board of Eximbank for Term VIII (2025 - 2030)	5'

CONTENT		TIME
II.	**Discussion and Voting**	**50’**
1.	The Meeting conducts discussion and voting to approve the Proposals; Election of members of the Board of Directors and the Supervisory Board of Eximbank for the VIII term (2025 - 2030).	20’
2.	The Meeting takes a break - The Vote Counting Committee compiles the voting results and the election results of members of the Board of Directors and the Supervisory Board of Eximbank for the VIII term (2025 - 2030).	20’
3.	The Vote Counting Committee announces the Meeting's voting results on the Reports and Proposals of the Meeting and the election results of Members of the Board of Directors and the Supervisory Board of Eximbank for term VIII (2025 - 2030)	10’
C.	**MEETING CONCLUSION**	**10:20 - 10:40**
1.	The Secretariat presents the draft Minutes of the General Meeting of Shareholders to the Meeting	5’
2.	Approval of the Minutes of the General Meeting of Shareholders	5’
3.	Statement of State Bank representative (if any)	5’
4.	Summary and Closing of the General Meeting of Shareholders	5’

Hanoi, July 24, 2026

REGULATIONS

ON THE CONDUCT OF THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF EXIMBANK

Chapter I
GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. These Regulations apply to the organization of the General Meeting of Shareholders extraordinary 2026 (hereinafter referred to as the "**Meeting**") of Vietnam Export Import Commercial Joint Stock Bank ("**Eximbank**") held on July 24, 2026.
2. These Regulations specifically provide for the rights and obligations of shareholders and persons attending the Meeting, and the conditions and procedures for conducting the Meeting.

Chapter II
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTICIPANTS OF THE MEETING

Article 2. Rights and obligations of shareholders

1. Conditions for attending the Meeting:

   Shareholders attending the Meeting are the shareholders, or the legally authorized representatives of shareholders, whose names appear on the list of shareholders entitled to attend as of the record date for shareholders entitled to attend the Meeting (hereinafter referred to as "**shareholders**").

2. Rights of shareholders attending the Meeting:

   a) To vote on all matters within the authority of the Meeting in accordance with the Charter of Eximbank and the provisions of law;

   b) To be publicly informed by the Organizing Committee of the Meeting of the contents of the Meeting agenda;

   c) At the Meeting, each shareholder shall receive one set of Voting Card and Voting Ballot and Election Ballot after registering to attend the Meeting with the Shareholders' Eligibility Verification Committee;

   d) The voting value of the Voting Card, Voting Ballot and Election Ballot corresponds to the percentage of voting shares that such person owns or represents, as registered for attending the Meeting, relative to the total number of voting shares of the shareholders present at the Meeting;

e) When attending the Meeting, shareholders may discuss and vote to approve the matters set out in the Meeting agenda;

f) To have the right to speak and contribute opinions on the matters put to a vote at the General Meeting of Shareholders in accordance with these Regulations and under the direction of the Presidium;

g) A shareholder or authorized representative who arrives after the Meeting has opened may still register and shall have the right to participate in voting immediately at the Meeting after completing the registration procedures. The Presidium is not obliged to suspend the Meeting to allow late shareholders to register, and the validity of the matters already voted on shall not be affected;

h) Other rights as provided for in the Charter of Eximbank and the provisions of law.

3. Obligations of shareholders when attending the Meeting:

a) Shareholders/authorized persons, when attending the Meeting, must bring all the dossiers and documents as required in the Announcement of Invitation to the Meeting in order to register to attend the Meeting;

b) Shareholders/legal representatives of shareholders: shall follow the instructions on the procedures for registering to attend the Meeting set out in the Announcement of Invitation and the relevant Resolution(s) of the Board of Directors ("**BOD**"); shall fully complete the information on the Attendance Confirmation Form in the Eximbank template, sign and clearly state their full name, and return it to the Organizing Committee of the Meeting;

c) To comply with the provisions of these Regulations, with the direction of the Presidium and the guidance of the Shareholders' Eligibility Verification Committee;

d) During the Meeting, shareholders should limit leaving the venue; in the event a shareholder needs to leave or to depart early and does not directly participate in the approval of the Minutes of the Meeting (which reflect the proceedings and the voting results carried out by the attending shareholders) the shareholder must notify the Organizing Committee of the Meeting in order to carry out authorization procedures or to record any other adjustments/changes (if any) relating to the attending shareholder's information. In the event the shareholder does not carry out authorization procedures or does not record changes/adjustments relating to attendance with the Shareholders' Eligibility Verification Committee, then the shareholder shall be deemed to have waived the right to approve the Minutes of the Meeting, and the shareholder may not file any complaint regarding this matter;

e) To strictly comply with the regulations of the Organizing Committee of the Meeting in accordance with the provisions of law and the Charter of Eximbank, and to respect the outcomes of the Meeting;

f) Other obligations as provided for in the Charter of Eximbank and the provisions of law.

Article 3. Rights and obligations of the Presidium and Meeting Secretariat

1. Presidium:

a) The Chairperson of the BOD shall act as chairperson of the Meeting, or may authorize another member of the BOD to act as chairperson of the General Meeting of Shareholders convened by the BOD. In case the Chairperson of the BOD is absent, the member of the BOD authorized by the Chairperson of the BOD shall act as chairperson of the General Meeting of Shareholders. If the Chairperson of the BOD does not authorize any member or is temporarily incapacitated, the remaining members of the BOD shall elect one among them to act as chairperson of the meeting on a majority basis; in case no chairperson can be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders elects the chairperson of the meeting, and the person with the highest number of votes shall act as chairperson of the meeting (hereinafter referred to as the "**Chairperson of the Meeting**").

b) The Chairperson of the Meeting may introduce / appoint a Presidium to jointly preside over and conduct the Meeting.

2. Rights and obligations of the Presidium:

a) To direct the Meeting in accordance with the agenda and Regulations approved by the Meeting;

b) To carry out activities that the Presidium considers necessary to conduct the Meeting in a valid and orderly manner, or for the Meeting to reflect the wishes of the majority of attending shareholders;

c) To guide or to designate personnel to guide the Meeting in discussing and voting on the matters in the Meeting's agenda and related matters during the Meeting;

d) To announce, or assign the Vote Counting Committee to announce, the voting results, including: the number of valid ballots; the number of invalid ballots; and the total number of "Agree", "Disagree" and "No opinion" votes immediately after voting on the relevant matter;

e) To coordinate the Meeting to work in an orderly and civilized manner, with speeches made in order and within the permitted time, consistent with the approved Meeting agenda;

f) To resolve matters arising throughout the Meeting;

g) To answer the matters relating to the issues put to a vote at the Meeting for shareholders who request answers to their questions directly at the Meeting, or in writing after the Meeting where the Chairperson deems it necessary to gather further information or where time does not permit;

h) To require all attendees to undergo inspection or other lawful and reasonable security measures; to request the competent authorities to maintain order at the meeting; and to expel from the Meeting those who do not comply with the chairperson's authority, cause disorder, obstruct the normal progress of the meeting, or fail to comply with the organizing committee's regulations or the security inspection requirements, in accordance with Clause 7, Article 146 of the Law on Enterprises 2020, as amended and supplemented.

3. Meeting Secretariat:

a) The Chairperson shall appoint the Secretariat and the Head of the Secretariat to prepare the minutes of the Meeting.

b) Rights and obligations of the Secretariat:

(i) To take the minutes of the Meeting and draft the minutes and resolutions for the Meeting to approve;

(ii) To receive shareholders' "Feedback Forms" for the Presidium to address;

(iii) To perform other tasks as assigned by the Presidium and as provided for in the Charter of Eximbank.

Article 4. Rights and obligations of the Vote Counting Committee

1. Vote Counting Committee:

The Meeting shall elect a minimum of 03 *(Three)* and a maximum of 05 *(Five)* persons to the Vote Counting Committee at the proposal of the Chairperson of the meeting.

Assisting the Vote Counting Committee are:

a) A technical team supporting vote counting and data entry, comprising Eximbank officers and employees arranged by the Organizing Committee, using a system of computers, printers and scanners; and

b) A supervisory team that supervises the vote counting and data entry, reports to the Head of the Vote Counting Committee and does not interfere with the vote counting and data entry process, comprising a maximum of 03 (three) persons who are self-nominated shareholders selected by the Presidium.

The technical team and the supervisory team must comply with the provisions of points (a), (c) and (f) of Clause 2 of this Article.

2. Rights and obligations of the Vote Counting Committee:

a) Members of the Vote Counting Committee and the supervisory team must present to the Meeting Secretariat their Citizen Identity Card, Identity Card, Passport or other valid personal identification document, and provide contact information for updating and storing information; must properly perform the functions and duties and comply with the operating principles of the Vote Counting Committee under these Regulations before carrying out the vote counting and supervision.

b) The vote counting must ensure accuracy, transparency, objectivity and timeliness and comply with the provisions of law and these Regulations, resolving shareholders' questions relating to the voting, and casting ballots within its authority;

c) Strictly not to propose or engage in any acts obstructing the vote counting, or any acts not in accordance with the provisions of law and these Regulations. Not to copy the documents of the Vote Counting Committee, shareholders' Voting Ballots and Election Ballots, preliminary vote counting results, or the records of the Vote Counting Committee, and not to provide the vote counting results to any person other than the Presidium until the record of the results of the counting of the Voting Ballots and Election Ballots has been announced at the Meeting and approved by the Meeting;

d) To prepare a record of the results of the counting of the Voting Ballots and Election Ballots, signed by all members of the Vote Counting Committee, except for the case provided for in point (b), Clause 4, Article 6 of these Regulations;

e) To announce the results of the counting of the Voting Ballots and Election Ballots before the Meeting and to hand over all documents to the representative of the Presidium. The results of the counting of the Voting Ballots and Election Ballots shall be recorded in a separate record;

f) To comply with these Regulations; if a member of the Vote Counting Committee or the supervisory team commits a violation, they shall be handled in accordance with point (b), Clause 4, Article 6 of these Regulations.

Chapter III
PROCEDURE FOR CONDUCTING THE MEETING

Article 5. Conditions for conducting the Meeting

Pursuant to Clause 2, Article 46 of the Charter of Eximbank, the Meeting shall be conducted when the attending shareholders represent more than 50% *(fifty percent)* of the total voting shares according to the list of shareholders entitled to attend the Meeting as of the record date for shareholders entitled to attend the Meeting.

Article 6. Manner of conducting the meeting and voting at the Meeting

1. Procedure and conduct of the Meeting:

a) Procedure of the Meeting:

The Meeting shall proceed in accordance with the Meeting agenda. The Meeting shall successively discuss and approve the matters set out in the Meeting agenda under the direction of the Presidium.

b) Conduct of the Meeting:

(i) Meeting attendees shall sit in appropriate seats as instructed by the Organizing Committee.

(ii) No smoking in the meeting room.

(iii) Telephones shall be set to silent mode.

(iv) No filming, photographing or audio recording without the consent of the Chairperson during the Meeting.

(v) No transmission of information to the outside in any form until the meeting has concluded.

2. Giving opinions at the Meeting:

Shareholders attending the Meeting have the right to give contributing opinions or to request answers to questions in an orderly and civilized manner consistent with the approved Meeting agenda, under the direction of the Presidium, by speaking directly for a maximum of 3 (three) minutes at the Meeting and without duplicating content, so as to ensure the right to speak of many shareholders, or by summarizing the content of their speech in *a "Feedback Form"* and returning it to the Secretariat for compilation and transfer to the Presidium. The giving of contributing opinions or requests for answers to questions must be done in order, from the attendee's seat, and within the time of the agenda approved by the Meeting.

The Presidium shall consider the appropriateness of the content of speeches before the Meeting and shall, at the same time, discuss and address shareholders' opinions.

3. Voting:

a) General principles:

(i) Every shareholder is guaranteed the right to vote;

(ii) Shareholders exercise their voting right directly or through an authorized representative attending the meeting;

(iii) Voting shall be carried out by Voting Cards, Voting Ballots and Election Ballots;

(iv) In case the set of ballots is lost, a wrong vote is cast, or the voting information is filled in incorrectly, the shareholder shall go to the counter to request the reprinting of the set of ballots:

The shareholder must go to the same ballot printing counter used for the first print to carry out the procedure for reprinting the set of ballots for subsequent rounds. In case the Vote Counting Committee is carrying out the vote counting, the shareholder must go to the printing counter outside the Vote Counting Room to reprint the ballots. At that time, only ballots with content on which the Meeting has not yet voted shall be reprinted.

The reprinting of Cards/Ballots must be recorded in a record with the shareholder's confirmation. The staff printing the Cards/Ballots must keep the record, recover the original set of ballots and stamp it as cancelled (in case the shareholder filled in incorrect information or cast a wrong vote and wishes to reprint another set of ballots).

For Cards/Ballots printed multiple times, only the most recently printed Cards/Ballots shall be valid (the software only allows updating the information of the latest Card/Ballot).

b) Method of voting:

(i) Shareholders shall vote on matters by Voting Ballot or Voting Card in the Eximbank template. The Voting Card shall be used for voting under the direction of the Presidium on matters within the authority of the General Meeting of Shareholders for which the pre-printed Voting Ballots do not contain voting content.

- Voting Card:

  Each shareholder receives a Voting Card, which contains the full serial number according to the meeting invitation, registration number, full name of the shareholder, full name of the authorized representative, legal document number of the individual/organization, address, number of shares, total number of voting shares of that shareholder. When voting, shareholders gather at the Technical Team's table to have their Voting Cards scanned in turn. For each voting issue, shareholders will give their "Agree" or "Disagree" opinions. When voting by Voting Card at the Meeting, the number of "Agree" cards is counted first, the number of "Disagree" cards is counted later, the remaining shareholders who do not participate in the vote are considered to have "No opinion" on the issue to be voted on, and finally, the decision is based on the total number of "Agree" or "Disagree" Voting Cards.

  Shareholders are only allowed to vote once for one of the items “Agree” or “Disagree” within the time the Chairperson requests the corresponding vote (after the shareholder has scanned the Card for an item, the software serving the Meeting will not count the subsequent card scans (if any)). The total number of “Agree” cards, “Disagree” cards and “No opinion” cards for each issue will be announced by the Chairperson immediately after voting on that issue.

- Voting Ballot:

  Each shareholder receives a Voting Ballot with the full serial number printed according to the meeting invitation, registration number, full name of the shareholder, full name of the authorized representative, legal document number of the individual/organization, address, number of shares, total number of voting shares of that shareholder, the content to be voted at the Meeting and the part for the shareholder to mark the opinion "Agree", "Disagree" or "No opinion". Including:

  - Voting Ballot with one issue: Voting shall be carried out by validly marking the Voting Ballot. The Organizing Committee shall collect the Voting Ballots once only, and then carry out the vote count right in the Meeting Hall, clearly stating the voting method, the total number of valid and invalid ballots, votes in favor (agree), votes against (disagree) and no opinion. The voting results shall be displayed on the screen in the Meeting Hall and shall be publicly announced before the Meeting by the Chairperson or a representative of the Vote Counting Committee.

- Voting Ballot with more than one issue: Voting shall be carried out by validly marking each voting matter on the Voting Ballot. The Vote Counting Committee shall collect the Voting Ballots once only, and then the Vote Counting Committee shall enter the Vote Counting Room to count the votes, clearly stating the voting method, the total number of valid and invalid ballots, votes in favor (agree), votes against (disagree) and no opinion. The voting results shall be publicly announced before the Meeting by the Chairperson or a representative of the Vote Counting Committee.

❖ *A valid Voting Ballot is:*

+ A ballot issued by the Organizing Committee in the correct prescribed template;

+ A Voting Ballot marked (with an X or V) in one of the boxes "agree", "disagree" or "no opinion" for the voting matters announced before the Meeting;

❖ *An invalid Voting Ballot is:*

+ A ballot not issued by the Organizing Committee in the correct prescribed template;

+ A ballot that is erased or torn;

+ A ballot not marked (with an X or V) in any box, or marked in more than 1 (one) box among "agree", "disagree" or "no opinion", or marked otherwise than prescribed for each voting matter;

+ A ballot that is crossed out or has other content added over any of the pre-printed content in the Voting Ballot.

+ A ballot that a shareholder used in the wrong voting order for a voting matter (this ballot shall not be counted in the voting results).

❖ *Partially valid and invalid ballots (applicable to Voting Ballots with more than one voting matter):*

For the voting on any matter, where there is no mark (X or V) in one of the boxes "agree", "disagree" or "no opinion" and/or a mark in more than one (01) box among the option boxes for that voting matter and/or a mark otherwise than prescribed, or it is crossed out and/or other content is added, then the vote on that matter shall be invalid. Other matters marked in accordance with the regulations shall be recognized as valid.

(ii) For the voting to elect additional and replacement members of the BOD and the Supervisory Board ("**SB**") of Eximbank for term VIII (2025-2030):

- **Content of the Election Ballot:**

  Each shareholder shall receive 02 (two) Election Ballots, on which the following content is pre-printed: the name of the ballot: Ballot for the election of members of the BOD for term VIII (2025 - 2030); and Ballot for the election of members of the SB for term VIII (2025 - 2030); the full name of the shareholder; the full name of the authorized representative; the legal document number of the individual/organization; the address; the number of shares owned; the total number of votes; the names of the candidates; and a box to fill in the voting percentage for each candidate.

- **Method of voting:**

  The election of members of the BOD and members of the SB of Eximbank for term VIII (2025 - 2030) shall be carried out by the cumulative voting method provided for in Clause 4, Article 42 of the Charter of Eximbank, point dd, Clause 4, Article 67 of the Law on Credit Institutions 2024, and Clause 3, Article 148 of the Law on Enterprises 2020.

  Each shareholder or authorized representative shall have a total number of votes equal to the total number of shares they own or represent multiplied (x) by the number of members to be elected to the BOD or the SB.

  A shareholder has the right to cumulate all or part of their total votes for one or several candidates.

  To provide convenience and reduce errors for shareholders in calculating and filling in the number of votes for candidates, the ballot is designed for filling in the percentage of votes for candidates. The total number of voting rights owned by the shareholder is converted to 100%. When the shareholder fills in the voting percentage on the ballot, the software shall calculate the corresponding number of votes for each candidate.

  The shareholder fills in the Election Ballot as follows: fill in the specific voting percentage for the candidates the shareholder votes for. The total percentage of votes for the candidates must not exceed 100%.

- **Method of calculating the voting percentage:**

The shareholder fills in the voting percentage for each candidate on the ballot, and the computer program shall calculate the corresponding number of votes for each candidate by multiplying this voting percentage by the total number of votes. The program shall discard the decimal part (fraction) in the result (if any). For example: if the calculated result is 2.789,1 votes, the program shall take 2.789 votes and discard 0,1. In case two candidates have an equal number of votes, the discarded decimal part (up to 9 decimal places) shall be used for comparison.

- **A valid Election Ballot:**

  A valid Election Ballot must satisfy the following conditions:

  - A ballot issued by the Organizing Committee in the prescribed printed template;
  - A ballot with no added names or crossed-out candidate names;
  - An Election Ballot whose total percentage of votes for the candidates does not exceed 100%.

- **Invalid Election Ballot:**

  An invalid Election Ballot is a ballot falling into one of the following cases:

  - A ballot not issued by the Organizing Committee in the correct prescribed template;
  - A ballot that is erased or torn;
  - A ballot on which pre-printed content has been crossed out;
  - An Election Ballot whose total percentage of votes for the candidates is greater than 100%;
  - An Election Ballot with names added beyond the pre-printed candidates, or that does not vote for any of the candidates pre-printed on the ballot;
  - An Election Ballot with unclear figures that cannot be determined and on which the Vote Counting Committee cannot reach agreement.

- **Principles for election of members of the BOD and members of the SB for term VIII (2025-2030):**

  Those elected as members of the BOD and members of the SB for term VIII (2025 - 2030) shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached, in accordance with the cumulative voting method provided for in the Law on Credit Institutions, the Law on Enterprises and the Charter of Eximbank. In case two (02) or more candidates obtain the same number of votes for the final positions of the BOD and/or the SB, a re-election shall be conducted among the candidates with equal votes in accordance with the cumulative voting principle.

- **Announcement of election results:**

Based on the vote counting record, the results of the election of members of the BOD and members of the SB for term VIII (2025 - 2030) shall be announced immediately at the Meeting. These results shall be recorded in the Resolution of the Meeting.

4. Principles for the operation of the Vote Counting Committee and principles for casting and counting the Voting Ballots and Election Ballots:

a) All unauthorized persons are strictly prohibited from entering the Vote Counting Room, except for members of the Vote Counting Committee, the technical team and the supervisory team of the Vote Counting Committee;

b) After the members of the Vote Counting Committee and the supervisory team are approved, within 5 *(Five)* minutes the members must be present in the Vote Counting Room to perform their duties. In case a member of the Vote Counting Committee and/or the supervisory team is late in entering the Vote Counting Room, displays an uncooperative attitude/obstructs the vote counting, or violates these Regulations, as determined by the Vote Counting Committee, the remaining members of the Vote Counting Committee shall still carry out the work of the Vote Counting Committee. Thereafter, the Head of the Vote Counting Committee shall prepare a record of the matter signed by the remaining members of the Vote Counting Committee and the supervisory team, and the vote counting shall continue to be carried out under the inspection and supervision of the remaining members of the Vote Counting Committee and the supervisory team. In this case, the vote counting record shall remain legally valid. A member of the Vote Counting Committee and/or the supervisory team who is absent or uncooperative/obstructs the vote counting shall have no right to complain about this matter for any reason whatsoever;

c) When entering the Vote Counting Room: in order to avoid noise and disorder and to ensure safety and confidentiality of information in the Vote Counting Room, all persons present in the Vote Counting Room are strictly prohibited from using any electronic device (mobile device, video camera, audio recorder, camera, smartphone). The Organizing Committee has the right to arrange video cameras, the footage of which shall be kept confidential to serve post-inspection upon request;

d) Before casting begins, the Vote Counting Committee shall inspect the ballot box to confirm that it is empty and contains no ballots, in the presence of the shareholders;

e) Casting begins when the Meeting elects the Vote Counting Committee and ends when the last shareholder casts a ballot into the ballot box within the time permitted by the Meeting, under the presidency of the Presidium;

f) The vote counting must be carried out immediately after casting ends;

g) Any casting after the ballot box has been brought into the Vote Counting Room shall be invalid;

h) When counting, classifying ballots and entering ballot information into the computer, all members of the Vote Counting Committee shall concentrate on fully utilizing the resources provided by the Organizing Committee of the Meeting, such as: support personnel, computer systems and scanners, on the principle of ensuring that the vote counting results are correct, accurate, transparent and compliant with the provisions of law;

i) After the vote counting is completed, the technical unit shall print the vote counting record for all members of the Vote Counting Committee to read, review and sign for confirmation, so that the Head of the Vote Counting Committee may announce it before the Meeting. At the same time, the remaining members of the Vote Counting Committee shall seal all Voting Ballots/Election Ballots and hand them over to the representative of the Presidium for safekeeping.

Article 7. Conditions for approving the Resolution of the Meeting

1. All matters on the agenda put forward for approval at the Meeting shall be approved at the Meeting when the following conditions are satisfied:

   Approved by shareholders representing more than 50% (fifty percent) of the total votes of all attending shareholders, except for the cases provided for in Clauses 2 and 3 of this Article.

2. The following matters must be approved by shareholders representing more than 65% (sixty-five percent) of the total votes of all attending shareholders:

   a) Approving the plan to change the charter capital; approving the plan to offer shares, including the type of shares and the total number of shares to be newly offered;

   b) Approving the decision to invest in, purchase or sell assets of Eximbank where the investment amount, expected purchase price, or original cost in the case of the sale of fixed assets has a value of 20% (twenty percent) or more of the charter capital of Eximbank as recorded in the most recent audited financial statements;

   c) Deciding on the division, separation, consolidation, merger, conversion of legal form, dissolution, or request to the Court to initiate bankruptcy proceedings of Eximbank;

3. Voting to elect members of the BOD and the SB shall be carried out in accordance with sub-point (ii), point b, Clause 3, Article 6 of these Regulations.

Article 8. Minutes of the Meeting

The proceedings of the Meeting shall be recorded in minutes. The minutes must be prepared in Vietnamese and may also be prepared in English, bearing the confirming signatures of the Chairperson of the Meeting and the Head of the Secretariat, and shall be prepared and approved in accordance with the Law on Enterprises and these Regulations.

In case the Chairperson of the Meeting and the Head of the Secretariat refuse to sign the Minutes of the Meeting, these Minutes shall be valid if signed by all other members of the BOD attending the Meeting and contain all the content required by law and the Charter of Eximbank. The Minutes shall clearly state that the Chairperson of the Meeting and the Head of the Secretariat refused to sign the Minutes.

The records, minutes, shareholders' attendance register and the authorization documents to attend must be kept at the head office of the Bank.

Chapter IV
OTHER PROVISIONS

Article 9. In case the Meeting fails to be held

Pursuant to Clause 2, Article 46 of the Charter of Eximbank, in case the Meeting does not meet the conditions to be conducted due to the lack of the required quorum as provided for in Article 5 of these Regulations, the Announcement of invitation for the second meeting must be sent within thirty (30) days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent 33% (thirty-three percent) or more of the total voting shares, and shall have the authority to decide on all matters intended to be approved and decided at the first Meeting.

Article 10. Retention of Meeting documents

After the Meeting concludes, Eximbank is responsible for retaining the Meeting documents in accordance with the Charter of Eximbank and the provisions of law.

Chapter V
ENFORCEMENT EFFECTIVENESS

Article 11. Enforcement effectiveness

1. These Regulations comprise 5 Chapters and 11 Articles and take effect immediately after being approved by a vote of the Meeting by shareholders representing more than 50% (fifty percent) of the total votes of the attending shareholders with voting rights present in person or through authorized representatives at the Meeting.
2. Shareholders attending the Meeting are responsible for implementing these Regulations./.

THE GENERAL MEETING OF SHAREHOLDERS

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 3 2026

PROPOSAL

Re: Election of members of the Vote Counting Committee for the 2026 Extraordinary General Meeting of Shareholders

TO: GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises 2020, as amended and supplemented ("**Law on Enterprises**") and related legal documents;
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank ("**Eximbank**");
- According to Point a, Clause 2, Article 146 of the Law on Enterprises 2020: *"The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the Chairperson of the meeting".*

The Chairperson of the 2026 Extraordinary General Meeting of Shareholders ("GMS") on July 24, 2026, respectfully submits to the GMS for approval the composition of the Vote Counting Committee of the GMS, consisting of the following members:

No.	Full name	Title	Positions at the Vote Counting Committee
1	Mr. Pham Tuan Anh	Board of Director Member	Head of the Committee
2	Mr. Nguyen Tan Bao	Technology Division	Deputy Head of the Committee
3	Ms. Le Ngoc Hai Van	Deputy Head of the Internal Audit Unit	Member
4	Ms. Nguyen Thi Tra Linh	Head of the Strategy Management and IT Project Support Department - Technology Division	Member

Respectfully submitted to the GMS for consideration and approval.

Best regards. /.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM

Phạm Thị Huyền Trang

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 3, 2026

PROPOSAL

Re: Approval of the draft amended Charter and the amended documents relating to corporate governance at Eximbank

To: THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Credit Institutions 2024, as amended and supplemented ("Law on Credit Institutions");
- Pursuant to the Law on Enterprises 2020, as amended and supplemented;
- Pursuant to the Law on Securities 2019, as amended and supplemented;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities, as amended and supplemented ("Decree No. 155/2020/NĐ-CP");
- Pursuant to the current Charter of Vietnam Export Import Commercial Joint Stock Bank ("Eximbank" and "the Bank");
- Pursuant to the actual needs serving the strategic operations of Eximbank,

The Board of Directors of Eximbank ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval of the draft amended Charter and the set of amended documents relating to corporate governance at Eximbank, specifically as follows:

1. The necessity of amending the Charter and the corporate governance documents at Eximbank:

The Charter and the corporate governance documents at Eximbank were approved by the GMS at the meeting held on April 28, 2026. This is an important milestone, reflecting a necessary step toward gradually approaching and selectively applying advanced international governance practices, consistent with the provisions of Vietnamese law and the actual operating conditions of the Bank.

However, during the implemention of the Charter and the corporate governance documents in the Bank's operations, the BOD has found it necessary to update and clarify certain provisions in order to ensure consistency, clarity and alignment with Eximbank's actual operations and the implemention roadmap of its governance framework.

2. List of documents to be amended:

2.1. Eximbank Charter:

Amendment and supplementation of the provisions on the standards and conditions for members of the Board of Directors; the cases in which positions may not be concurrently held; the structure, composition and term of the Board of Directors; the duties and powers of the Board of Directors; and the meetings of the Board of Directors.

2.2. **Internal Governance Regulations and Regulations on the Organization and Operation of the Board of Directors:**

Amendment and supplementation of the relevant provisions as a result of the amendment and supplementation of the Charter referred to in Section 2.1 above.

(Details of the amendments are set out in the Appendices comparing the material changes between the draft and the current regulations).

3. **Proposal of the Board Of Directors:**

Pursuant to the authority of the GMS to approve the Charter, the Internal Governance Regulations and the Regulations on the Organization and Operation of the BOD; the Law on Credit Institutions and Decree No. 155/2020/NĐ-CP, the BOD respectfully submits to the GMS for consideration and approval:

(i) To approve the draft amended Charter of Eximbank in accordance with the draft attached to this Proposal;

(ii) To approve the draft amended Internal Governance Regulations of Eximbank in accordance with the draft attached to this Proposal;

(iii) To approve the draft amended Regulations on the Organization and Operation of the BOD of Eximbank in accordance with the draft attached to this Proposal;

(iv) To assign the Chairperson of the BOD, the legal representative of Eximbank, to review and make technical and formal adjustments in order to finalize the documents and to carry out the procedures for issuing the Charter and the Regulations mentioned above after they have been approved by the GMS.

Respectfully submitted!

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON

M.S.D.N: 0301179079-C.T.C.P
NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM
EXIMBANK

Phạm Thị Huyền Trang

Attachments:

- *Appendix comparing the material changes between the draft and the current regulations;*
- *The draft amended Charter of Eximbank;*
- *The draft amended Internal Governance Regulations of Eximbank;*
- *The draft amended Terms of Reference of the BOD of Eximbank.*

APPENDIX

COMPARISON OF THE MATERIAL CHANGES BETWEEN THE DRAFT AND THE CURRENT REGULATIONS

I. THE 2026 CHARTER

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
1	**Article 24. Standards and conditions for Board Members**	**Article 24. Standards and conditions for Board Members**	- Proposed to remove the content at point 3.a, as this is an assessment of the Board as a collective body; for each individual member, these standards are already reflected throughout Article 24. - Amend points 3.b and 3.d to express more clearly the requirement of independence in thinking and action and the required skills and experience.
	3. Other conditions required by Eximbank: a) Board members, both individually and collectively, must possess integrity, prudence for the benefit of Eximbank, along with a track record of sound decision-making capacity and prestige in their professional fields; b) Be independent in thought and action; Each member must ensure to devote sufficient time and resources to perform their role effectively; Each member must have solid judgment and prestige in their respective field; d) Members responsible for specific areas of work must possess the competence and experiences that meet one of the conditions appropriate to Eximbank's objectives in each period, including but not limited to the following conditions: (i) Have expertise and experience in risk management and compliance in accordance with international standards (including but not limited to the standards of the Basel Committee on Banking Supervision (Basel), the European Central Bank (ECB), the	3. Other conditions required by Eximbank: ~~a) Board members, both individually and collectively, must possess integrity, prudence for the benefit of Eximbank, along with a track record of sound decision-making capacity and prestige in their professional fields;~~ ***b) Be independent in thought and action: capable of making objective assessments and decisions without being influenced by inappropriate interests, relationships or influences; each member must devote sufficient time and resources to fully perform their role; and must have solid judgment and prestige in their professional field*****;** d) Members responsible for specific areas of work must possess the competence and experiences that meet one of the conditions appropriate to Eximbank's objectives in each period, including but not limited to the following conditions: *(i) Have expertise and experience in risk management and compliance in accordance with international standards (including but not limited to the standards of the Basel Committee on Banking Supervision (Basel), the European Central Bank*	

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
	Board of Governors of the Federal Reserve System of the United States (FRB), and the Organization for Economic Co-operation and Development (OECD)); Have expertise and experience in areas such as strategic planning, investment banking, innovation culture; technology investment and large-scale IT transformation; mergers and acquisitions; (ii) Have expertise and experience in data and data management, information technology systems supporting banking operations and risk management; cybersecurity risks and operational resilience; (iii) Have expertise and experience in preparing and reviewing financial statements in accordance with international financial reporting standards, auditing banking operations, and compliance; (iv) Have expertise and experience in human resources (including talent acquisition and development, Board of Directors succession planning, performance evaluation, and compensation policies for all levels within the enterprise; and other human-resources-related matters, including but not limited to employee benefits and organizational culture) (v) Have expertise and experience in developing and overseeing the implementation of information technology strategies, digital transformation, enterprise-wide IT transformation, implementing	***(ECB), the Board of Governors of the Federal Reserve System of the United States (FRB), and the Organization for Economic Co-operation and Development (OECD));*** ***(ii) Have expertise and experience in areas such as strategic planning, investment banking, innovation culture; technology investment and large-scale IT transformation; mergers and acquisitions;*** ***(iii) Have expertise and experience in data and data management, cybersecurity, operational resilience or other areas related to risk management and the sustainable development of the bank;*** (iv) Have expertise and experience in preparing and reviewing financial statements in accordance with international financial reporting standards, auditing banking operations, and compliance; (v) Have expertise and experience in human resources (including talent acquisition and development, Board of Directors succession planning, performance evaluation, and compensation policies for all levels within the enterprise; and other human-resources-related matters, including but not limited to employee benefits and organizational culture); (vi) Have expertise and experience in developing and overseeing the implementation of information technology strategies, digital transformation, enterprise-wide IT transformation, implementing	

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
	cybersecurity-related initiatives, and investing in information technology systems.	cybersecurity-related initiatives, and investing in information technology systems.	
2	**Article 29. Cases of being prohibited from concurrently holding different positions**	**Article 29. Cases of being prohibited from concurrently holding different positions**	
	1. The Board Chair must not concurrently serve as an Executive Officer, a member of the Supervisory Board of Eximbank or another credit institution, or a Senior Manager of another enterprise. 2. A Board Member who is not an independent Board Member must not concurrently hold any of the following positions: a) An Executive Officer of Eximbank;	1. The Board Chair must not concurrently serve as an Executive Officer, a member of the Supervisory Board of Eximbank or another credit institution, or a Senior Manager of another enterprise. 2. A Board Member who is not an independent Board Member must not concurrently hold any of the following positions: a) An executive of Eximbank, ***except where serving as the Chief Executive Officer of Eximbank;***	- Add the wording "except where serving as the Chief Executive Officer of Eximbank" at point 2.a to align with the practical implementation of the governance framework roadmap. - Legal basis: Article 43.2 of the Law on Credit Institutions: 2. A member of the Board of Directors who is not an independent member; a member of the Members' Council of a credit institution may not concurrently hold one of the following positions: a) An executive of that credit institution**, except where serving as the Chief Executive Officer of that credit institution;**
3	**Article 52. Board of Directors, structure, composition and term of Board of Directors**	**Article 52. The Board of Directors; structure, composition and term of Board of Directors**	
	4. The structure of Board of Directors includes: a) Board of Directors of Eximbank must have at least five (05) and not more than eleven (11) members. Board of Directors of Eximbank shall include independent Board Members and non executive Board Members;	4. The structure of the Board of Directors includes: a) Board of Directors of Eximbank must have at least five (05) and not more than eleven (11) members. Board of Directors of Eximbank shall include independent Board Members and non executive Board Members ***and one***	- Amend the content at point 4.a to align with the practical implementation of the governance framework roadmap. - Legal basis: Article 43.2 of the Law on Credit Institutions:

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
	however, the Board of Directors must include at least two (02) independent Board Members. For the purposes of this Clause, non executive Board Members include only independent Board Members of the immediately preceding term who are reappointed to the Board for the next term and who continue to meet the qualifications and conditions of an independent Board Member set out in Clause 4, Article 24 (except for the condition in Point f, Clause 4, Article 24) of this Charter.	***Board member may concurrently hold the position of Chief Executive Officer.*** The Board of Directors must include at least two (02) independent Board Members. For the purposes of this Clause, non executive Board Members include only independent Board Members of the immediately preceding term who are reappointed to the Board for the next term and who continue to meet the qualifications and conditions of an independent Board Member set out in Clause 4, Article 24 (except for the condition in Point f, Clause 4, Article 24) of this Charter.	a) A member of the Board of Directors who is not an independent member; a member of the Members' Council of a credit institution may not concurrently hold one of the following positions: a) An executive of that credit institution**, except where serving as the Chief Executive Officer of that credit institution;**
4	**Article 53. Authorities and mandates of Board of Directors**	**Article 53. Authorities and mandates of Board of Directors**	
	4. Governance framework a) Board of Directors decides the organizational structure, functions, mandates, and authorities of committees/panels under Board of Directors, support units of Board of Directors (if any), the Chief Executive Officer, Deputy Chief Executive Officer, Corporate Governance Officer, the risk management function, the compliance function, and the segregation of functions of the three lines of defense in Eximbank's operations, in accordance with this Charter and Law. Board of Directors decides and exercises owners' rights and responsibilities at subsidiaries (including deciding charters and organizational structures) and associates of Eximbank. Board of Directors supervises Eximbank's organizational structure and conducts periodic reviews to ensure alignment with its scale, complexity, strategies and legal environment;	4. Governance framework a) Board of Directors decides the organizational structure, functions, mandates, and authorities of committees/panels under Board of Directors support units of Board of Directors (if any), the Chief Executive Officer, Deputy Chief Executive Officer, Corporate Governance Officer. ***The Board of Directors orients the organizational structure, functions, mendates and authorities of the*** risk management function, the compliance function, and the segregation of functions of the three lines of defense in Eximbank's operations, in accordance with this Charter and Law. Board of Directors decides and exercises owners' rights and responsibilities at subsidiaries (including deciding charters and organizational structures) and associates of Eximbank. Board of Directors supervises Eximbank's organizational structure and conducts periodic reviews to ensure	- Adjust the content at point 4.a from "the Board **decides** the organizational structure, functions, duties and powers of: (1) the risk management function; and (2) the compliance function" to "the Board of Directors **orients** the organizational structure, functions, duties and powers of the risk management function and the compliance function" - Legal basis: Article 6.4 of Circular 83/2025/TT-NHNN: d) The compliance function has functions and duties **decided by the Chief Executive Officer** depending on the scale, nature and complexity of the business operations, ensuring independence and the absence of

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
		alignment with its scale, complexity, strategies and legal environment;	conflicts of interest, and at a minimum including the duties prescribed in Clause 3, Article 14 of this Circular; đ) The risk management function has functions and duties **decided by the Chief Executive Officer,** and at a minimum including the duties and responsibilities prescribed in Clause 5, Article 25 of this Circular.
	4. Governance framework b) Board of Directors supervises disclosure of information regarding the duties and composition of Board of Directors and its committees/panels in the annual report to ensure transparency. Board of Directors also maintains effective relationships with regulatory authorities, promptly reporting and addressing inspection and supervision conclusions;	4. Governance framework b) Board of Directors supervises disclosure of information regarding the duties and composition ***and remuneration*** of Board of Directors and its committees/panels in the annual report to ensure transparency. Board of Directors also maintains effective relationships with regulatory authorities, promptly reporting and addressing inspection and supervision conclusions;	Add that the Board's oversight of information disclosure also includes "remuneration", as this is one of the matters the Board monitors and manages.
	5. Human resources b) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall select candidates, appoint, and when necessary dismiss, discipline, or suspend the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer in accordance with the law, this Charter, and Eximbank's internal regulations. Board of Directors shall conduct annual performance evaluations of these positions based on strategic objectives,	5. Human resources b) The Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall select candidates, appoint, and when necessary dismiss, discipline, or suspend the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer ***and other executive positions as decided by the Board of Directors in each period in accordance with*** ~~in accordance with~~ the law, this Charter and Eximbank's internal regulations. ~~Board of Directors shall conduct annual performance evaluations of these positions based~~	- Add content at point 5.b: the Board has authority to appoint, dismiss, discipline and suspend "other executive positions as decided by the Board of Directors from time to time, in accordance with the law, the Charter and internal regulations", to ensure that the Board decides on the nomination, selection, removal, succession planning, remuneration and performance evaluation of Board members and the Executive Board

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
	operational effectiveness, overall performance, and compliance with the Bank's risk appetite.	~~on strategic objectives, operational effectiveness, overall performance, and compliance with the Bank's risk appetite~~	under the governance framework and organizational structure going forward, in line with Eximbank's actual implementation situation. - Move the passage "The Board of Directors conducts an annual evaluation of the performance of the above positions, on the basis of strategic objectives, management effectiveness, overall operating results and the degree of compliance with the Bank's risk appetite." to point d.
	5. Human resources c) Board of Directors shall approve and maintain succession plans, nomination policies, and candidate selection procedures for positions on the Board of Directors, the Supervisory Board, committees and subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer in accordance with this Charter and Eximbank's internal regulations, ensuring business continuity.	5. Human resources c) Board of Directors shall approve and maintain succession plans, nomination policies, and candidate selection procedures for positions on the Board of Directors, the Supervisory Board, committees and subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer ~~in accordance with~~ ***and other executive positions as decided by the Board of Directors in each period, in accordance with*** this Charter and Eximbank's internal regulations, ensuring business continuity.	- Add content at point 5.c: the Board approves and maintains the succession plan, nomination policy and candidate selection process for "other executive positions as decided by the Board of Directors from time to time", to ensure that the Board decides on the nomination, selection, removal, succession planning, remuneration and performance evaluation of Board members and the Executive Board under the governance framework and organizational structure going forward, in line with Eximbank's actual implementation situation.

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
		5. Human resources ***d) Board of Directors, in consultation with the Personnel, Nomination and Remuneration Committee, issues the orientation framework for the bank-wide performance evaluation. At the same time, the Board of Directors oversees the performance evaluation of the Board of Directors, Board members, the Chief Executive Officer, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as decided by the Board of Directors in each period, on the basis of strategic objectives, management effectiveness, overall operating results and the degree of compliance with the Bank's risk appetite.***	- Add point 5.d: the Board has authority to orient the bank-wide performance evaluation and to evaluate the performance of certain positions, to ensure that the Board decides on the nomination, selection, removal, succession planning, remuneration and performance evaluation of Board members and the Executive Board under the governance framework and organizational structure going forward, in line with Eximbank's actual implementation situation.
	5. Human resources d) Board of Directors shall approve the appointment of, and supervise the performance of, leaders in control functions of the Bank, including the head of the compliance unit to ensure independence, objectivity, and adequate authority in accordance with the law and sound banking governance practices. In the event of dismissal of the Chief Risk Officer, Board of Directors must fully consider the reasons for dismissal and ensure timely disclosure in accordance with regulations.	5. Human resources *e) Board of Directors* shall approve the appointment of, and ~~supervise~~ *carries out the evaluation of* the performance of, leaders in control functions of the Bank, *including the Chief Risk Officer*~~, the head of the compliance~~ *in order to* ensure independence, objectivity, and adequate authority in accordance with the law and sound banking governance practices. In the event of dismissal of the Chief Risk Officer, Board of Directors must fully consider the reasons for dismissal and ensure timely disclosure in accordance with regulations.	Wording revised for consistency.
	6. Remuneration, compensation policy and corporate culture b) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration	6. Remuneration and compensation policy and corporate culture b) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration	- Add content at point 6.b: the Board decides the salary, bonus and other benefits for "other executive positions as decided by the Board of Directors

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
	Committee, shall determine salaries, bonuses, and other benefits for the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer; and shall review the remuneration regime for leaders and employees, ensuring consistency with Eximbank's values, risk culture, and applicable laws.	Committee, shall determine salaries, bonuses, and other benefits for the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer ***and other executive positions as decided by the Board of Directors in each period;*** and shall review the remuneration regime for leaders and employees, ensuring consistency with Eximbank's values, risk culture, and applicable laws	from time to time", to ensure that the Board decides on the nomination, selection, removal, succession planning, remuneration and performance evaluation of Board members and the Executive Board under the governance framework and organizational structure going forward, in line with Eximbank's actual implementation situation.
	6. Remuneration, compensation policy and corporate culture c) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall review and develop the remuneration and salary-bonus policy for positions under the Board of Directors, Supervisory Board, committees and subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer in accordance with applicable laws, aligned with international standards and industry best practices; ensuring fairness and market competitiveness, and alignment with Eximbank's long-term strategy, risk appetite, culture, and objectives of safe and sound banking operations. This includes ensuring that remuneration for leaders in control functions is independent of business performance. Performance indicators for these positions must be based on the achievement of their own objectives.	6. Remuneration and compensation policy and corporate culture c) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall review and develop the remuneration and salary-bonus policy for positions under the Board of Directors, Supervisory Board, committees and subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer ***and other executive positions as decided by the Board of Directors in each period***, in accordance with applicable laws, aligned with international standards and industry best practices; ensuring fairness and market competitiveness, and alignment with Eximbank's long-term strategy, risk appetite, culture, and objectives of safe and sound banking operations. This includes ensuring that remuneration for leaders in control functions is independent of business performance.	- Add content at point 6.c: the Board decides the remuneration and compensation policy for "other executive positions as decided by the Board of Directors from time to time", to ensure that the Board decides on the nomination, selection, removal, succession planning, remuneration and performance evaluation of Board members and the Executive Board under the governance framework and organizational structure going forward, in line with Eximbank's actual implementation situation.

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
5	**Article 56. Meetings of Board of Directors**	**Article 56. Meetings of Board of Directors**	
	1. Regulations on meetings and meeting formats: d) Meetings of the Board of Directors may be held in person, online, or by any other method that enables all or some Board Members to participate from different locations and hear one another. Such meeting formats shall be implemented in accordance with the Regulations on the Organization and Operation of the Board of Directors of Eximbank. The following matters must be discussed and approved at meetings of the Board of Directors:	1. Regulations on meetings and meeting formats: d) Meetings of the Board of Directors may be held in person, online, or by any other method that enables all or some Board Members to participate from different locations and hear one another. Such meeting formats shall be implemented in accordance with the Regulations on the Organization and Operation of the Board of Directors of Eximbank. The following matters must be discussed and approved at meetings of the Board of Directors:	
	(iv) Governance framework and information disclosure Organizational structure, functions, and authorities of committees/panels under Board of Directors, supporting bodies of Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, the risk management function, compliance function, and separation of duties among the three lines of defense at Eximbank;	(iv) Governance framework and information disclosure Organizational structure, functions, and authorities of committees/panels under Board of Directors, supporting bodies of Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, ***Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as decided by the Board of Directors in each period*****,** the risk management function, ~~compliance function~~, and separation of duties among the three lines of defense at Eximbank;	Add the executive positions to ensure that the Board decides on the nomination, selection, removal, succession planning, remuneration and performance evaluation of Board members and the Executive Board under the governance framework and organizational structure going forward, in line with Eximbank's actual implementation situation.
	(v) Human resources • Succession planning, nomination policies, and candidate selection procedures for the Board of Directors, the Supervisory Board, committees/subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief	(v) Human resources • Succession planning, nomination policies, and candidate selection procedures for the Board of Directors, the Supervisory Board, committees/subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, ***Chief Risk Officer, Chief***	- Add content at point 5.(v): the Board decides the succession plan and nomination policy for "other executive positions as decided by the Board of Directors from time to time", to ensure that the Board decides on the nomination, selection, removal,

No.	2026 CHARTER	PROPOSED AMENDMENT	REASON FOR AMENDMENT
	Executive Officers, and other Executive Officers of Eximbank; • Selection, appointment, and when necessary dismissal of the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, and head of the compliance unit in accordance with this Charter and Eximbank's internal regulations;	***Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as decided by the Board of Directors in each period.*** ~~and other Executive Officers of Eximbank~~ • Selection, appointment, and when necessary dismissal of the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, ***Chief Human Resources Officer, Chief Information Officer and other executive positions as decided by the Board of Directors in each period, in accordance with***, ~~and head of the compliance unit in accordance with~~ this Charter and Eximbank's internal regulations;	succession planning, remuneration and performance evaluation of Board members and the Executive Board under the governance framework and organizational structure going forward, in line with Eximbank's actual implementation situation.
	(vi) Remuneration, salary and bonus policies and corporate culture • Remuneration and salary-bonus policy for positions under the Board of Directors, the Supervisory Board, and committees/panels under the Board of Directors for submission to the General Meeting of Shareholders, and for the Chief Executive Officer, Deputy Chief Executive Officers, and other Executive Officers in accordance with applicable laws;	(vi) Remuneration, salary and bonus policies and corporate culture • Remuneration and salary-bonus policy for positions under the Board of Directors, the Supervisory Board, and committees/panels under the Board of Directors for submission to the General Meeting of Shareholders, and for the Chief Executive Officer, Deputy Chief Executive Officers, ~~and other Executive Officers in accordance with applicable laws;~~***Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as decided by the Board of Directors in each period, in accordance with this Charter and applicable law***;	Add the executive positions to ensure that the Board decides on the nomination, selection, removal, succession planning, remuneration and performance evaluation of Board members and the Executive Board under the governance framework and organizational structure going forward, in line with Eximbank's actual implementation situation.

II. INTERNAL GOVERNANCE REGULATIONS

No.	2026 INTERNAL GOVERNANCE REGULATIONS	PROPOSED AMENDMENT	REASON FOR AMENDMENT
1	**Article 16. Tenure, structure, standards and conditions for Board Members**	**Article 16. Tenure, structure, standards and conditions for Board Members**	
	2. The structure of the Board of Directors is as follows: a) Board of Directors of Eximbank must have at least five (05) and not more than eleven (11) members. Board of Directors of Eximbank shall include independent Board Members and non executive Board Members; however, the Board of Directors must include at least two (02) independent Board Members.	2. The structure of the Board of Directors is as follows: a) Board of Directors of Eximbank must have at least five (05) and not more than eleven (11) members. Board of Directors of Eximbank shall include independent Board Members, non executive Board Members, ***and a Board Member who may concurrently hold the position of Chief Executive Officer.*** ~~; however,~~ The Board of Directors must include at least two (02) independent Board Members.	Revised for consistency with Clause 4, Article 52 of the Charter.
2	**Article 36. Evaluation of the performance of Board Members, Committee Members, Chief Executive Officer, members of the Supervisory Board and other Executive Officers**	**Article 36. Evaluation of the performance of Board Members, Committee Members, Chief Executive Officer, members of the Supervisory Board and other Executive Officers**	
	1. The Board of Directors shall conduct performance evaluations of Board Members, committees and panels under the Board of Directors, and the Chief Executive Officer.	1. The Board of Directors shall conduct performance evaluations of Board Members, committees and panels under the Board of Directors, ~~and~~ the Chief Executive Officer***, and other members of the Board of Managment.***	Add the performance evaluation of the Board of Management members other than the Chief Executive Officer.

III. TERMS OF REFERENCE OF THE BOARD OF DIRECTORS

No.	TERMS OF REFERENCE OF THE BOARD OF DIRECTORS	PROPOSED AMENDMENT	REASON FOR AMENDMENT
1	**Article 11. Structure and supporting bodies of the Board of Directors**	**Article 11. Structure and supporting bodies of the Board of Directors**	
	1. Structure of the Board of Directors: The Board of Directors of Eximbank shall be organized according to the following structure: a) Board Chair; b) Independent Board Member; and c) Non executive Board Member.	1. Structure of the Board of Directors: The Board of Directors of Eximbank shall be organized according to the following structure: a) Board Chair; b) Independent Board Member; and c) Non executive Board Member***; and*** ***d) A Board Member who may concurrently hold the position of Chief Executive Officer***	Revised for consistency with Clause 4, Article 52 of the Charter.

EXIMBANK

CHARTER

VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK

2026

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CHARTER
VIETNAM EXPORT IMPORT COMMERCIAL JOINT-STOCK BANK

(Issued together with Decision No. ...)

CHAPTER I.
GENERAL PROVISIONS

SECTION I.
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**" or "**Bank**": means Vietnam Export Import Commercial Joint-Stock Bank.

   b) "**Charter**": means the Charter of Eximbank as issued, and as amended, supplemented, or replaced from time to time..

   c) "**Law**": means all codes, laws, resolutions, ordinances, decrees, regulations, circulars, decisions and other legal normative documents as provided in the Law on Promulgation of Legislative Documents No. 64/2025/QH15 dated 19 February 2025 (as amended, supplemented, or replaced from time to time) related to Eximbank's activities, including documents amending, supplementing or replacing such legal normative documents.

   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**": 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 the Law on the establishment of commercial banks.

   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 after-tax gross profit paid on each share in cash or other assets.

   m) "**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.

   n) "**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.

o) "**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.

p) "**Shareholder register**": means a document whether in form of paper and/or electronic file recognizing information of share ownership by shareholders of Eximbank.

q) "**VSDC**": means Vietnam Securities Depository and Clearing Corporation (or other names as it may be referred to from time to time).

r) "**Legal documents of individuals**": refers to one among the following documentations: identification card, citizen identity card, passport, and other legitimate personal identification papers.

s) "**Legal documents of organizations**": refers to one among the following documentations: establishment decision, business registration certificate or other documents equivalent.

t) "**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.

u) "**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.

v) **"Eximbank Senior Manager"**: includes the Chair of the Board of Directors, other members of the Board of Directors, and the Chief Executive Officer (CEO).

w) **"Eximbank Executive Officer" or "Executive Officer"**: includes the Chief Executive Officer, Deputy Chief Executive Officers, Chief Financial Officer, Chief Risk Officer, Chief Human Resources Officer, and Chief Information Technology Officer, Chief Accountant, Division Director, Regional Director, Branch Director..

x) **"Related Person"**: is defined in Clause 24, Article 4 of the Law on Credit Institutions, unless otherwise defined by applicable laws.

y) "**Relatives**": is subject to the definition in clause 22 Article 4 of the Law on Enterprises.

z) "**Spouse, father, mother, child or sibling**": of an (01) individual, 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 such individual.

aa) "**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 Board Members, Board of Members, or Chief Executive Officer (CEO) 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.

cc) "**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.

dd) "**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.

ee) "**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.

ff) **"Executive activities**": refer to tasks within the authority, functions and responsibilities of Executive Officer of Eximbank.

gg) "**Business day**": means any calendar days except weekends (Saturday and Sunday), national holidays and Tet holidays in accordance with the Law and Eximbank regulations from time to time. Where Saturday or Sunday is a working day (make-up working days) as prescribed by the Law, such day shall be identified a business day.

hh) **"Remuneration and Salary, Bonus Policy"**: has the meaning as provided in the Charter on the organization and operation of the Personnel, Nomination and Remuneration Committee of Eximbank as issued, and as amended, supplemented, or replaced from time to time.

2. In this Charter, any references to any regulations or documents shall include all amendments, supplements or replacements to such regulations or documents from time to time.

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. Terms, expressions, and concepts not defined in this Charter shall be interpreted, construed, and applied in accordance with the relevant laws in effect from time to time.

SECTION II.
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 hoặc EIB

2. Head Office address:

No. 27 - 29 Ly Thai To Street, Hoan Kiem Ward, Hanoi City, Vietnam

(or another address upon the State Bank's approval as required by law and specified in the License)

3. Other contact details:

- Telephone : (024) 73036868
- Website : www.eximbank.com.vn

(Such information is subject to change or update from time to time and published on Eximbank website)

4. Eximbank is organized in the form of 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 objectives in conformity with the 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 the Law.

7. The license for establishment and operation of Eximbank is also its Business registration certificate.

8. Eximbank has its own seal, which shall be kept, preserved, managed and used in accordance with the regulations of the Law and Eximbank's internal regulations.

Article 3. Legal representative

1. Eximbank has one (01) legal representative. The legal representative of Eximbank shall be the Chief Executive Officer, except as provided in clause 2 of this Article.

2. In the event that Eximbank lacks a Chief Executive Officer, the Board of Directors Chair shall act as Eximbank's legal representative and this provision shall take immediate effect without requiring any further designation, authorization, appointment, amendment to the charter or any similar procedure, until Eximbank completes the official appointment of a person to hold the position of Chief Executive Officer.

3. 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.

4. 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 Senior Manager or an Executive Officer of Eximbank currently residing in Viet Nam to perform his/her rights and obligations. The legal representative of Eximbank may, in writing, authorize another person to carry out his/her tasks corresponding to the Law and Eximbank regulations (as applicable).

Article 4. Objectives of Eximbank

The objectives of operation and development of Eximbank are:

1. To become a high performance bank built on mutual trust, full transparency, and distinctive capabilities.
2. To serve the financial needs of the Vietnamese and make meaningful contributions to the community.

Article 5. Scope of operation

1. Eximbank is permitted to carry out all banking activities and other business activities in accordance with the License, this Charter and/or the regulations of the Law.
2. Eximbank may conduct business activities in other sectors permitted by the Law and approved by the General Meeting of Shareholders or Board of Directors in accordance with this Charter.
3. Eximbank has a scope of business and operation in the country and overseas.

SECTION III.
MAIN BUSINESSES

Article 6. Deposit receipt

1. Receiving demand deposits, term deposit, savings deposits and other types of deposit.
2. Issuing certificates of deposit.

Article 7. Credit Grant Operations

Eximbank shall provide credit in the following forms:

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 facilities and services

1. Opening bank accounts for clients;
2. Providing payment facilities;
3. Providing the following via-account payment services:

a) Providing domestic payment services, including checks, payment orders, payment authorization, collection orders, collection authorization, money transfer, bank cards, collection and payment services;

b) Providing international payment services after being approved in writing by State Bank; 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 the 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 interbank 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 the 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 Governor of the State Bank.

7. Other cases of capital contribution or share purchase (if any) shall follow the regulations of the Law.

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 Governor 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 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 shall be maintained.

CHAPTER II.
CHARTER CAPITAL, SHARES, SHARE CERTIFICATES

SECTION I.
CHARTER CAPITAL

Article 16. Charter capital

1. The charter capital of Eximbank is VND**18,688,106,070,000** *(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 in accordance with the regulations of the Law.

3. Charter capital is denominated in Vietnamese dong (VND).

Article 17. Change of charter capital

Eximbank may increase or decrease its charter capital upon decision of competent authorities in line with provisions of this Charter and relevant regulations of the Law.

1. 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 accordance with regulations of the Law.

2. Forms of decreasing Eximbank's charter capital: shall be carried out in forms permitted under the regulations of the Law from time to time. The decrease of Eximbank's charter capital must ensure that the decreased charter capital shall not be lower than the legal capital.

3. Sequence, procedures and application for approval of charter capital amendment shall follow regulations of the Governor of the State Bank and the Law.

SECTION II.
SHARES, SHARE CERTIFICATES

Article 18. Types of 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; all of its shareholders are ordinary shareholders.

3. Eximbank may issue preferred shares upon approval of the General Meeting of Shareholders in accordance with the regulations of the 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 of Eximbank may be provided with share certificates respective to the number and type of shares owned. Eximbank share certificate shall contain contents as required by the 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. Share ownership ratio

Unless otherwise provided by law, share ownership ratio at Eximbank are defined as follows:

1. An individual Shareholder is not allowed to own shares exceeding five percent (5%) of Eximbank's Charter Capital.

2. An institutional Shareholder is not allowed to own shares exceeding ten percent (10%) of

Eximbank's Charter Capital.

3. Shareholder and its related persons are not allowed to own shares exceeding fifteen percent (15%) of Eximbank's Charter Capital. Major shareholder of Eximbank and its related persons are not allowed to own shares valuing five percent (5%) or more of another credit institution.

4. Provisions in clauses 2 and 3 of this Article shall not apply to the following cases:

   a) Share ownership in subsidiaries, affiliates that are credit institution specified in clauses 2 and 3 Article 111 of the Law on Credit Institutions;

   b) Owning shares of foreign investors under clause 6 of this Article.

5. The share ownership ratio specified in clauses 1 and 2 of this Article shall include shares indirectly owned. The share ownership ratio specified 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.

6. Total share ownership ratio of foreign investors at Eximbank shall not be more than six percent (06%) of Eximbank's Charter Capital from time to time.

Article 21. Share Offering and Transfer

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 the Law.

2. The forms of offering and issuance stated in clause 1 of this Article are carried out by Eximbank in accordance with relevant regulations of the Law.

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 and organizational shareholders whose representative of contributed capital at Eximbank serves as a Board Member, a member of the Supervisory Board, or the Chief Executive Officer of Eximbank shall not transfer their shares during their term of office. The representative of contributed capital referred to in this Clause does not include the representative of the State's capital contribution at Eximbank.

6. During the period in which personal liability is being handled pursuant to a resolution or decision of the General Meeting of Shareholders or a decision of the State Bank of Vietnam, Board Members, members of the Supervisory Board, and the Chief Executive Officer shall not transfer their shares, except in one of the following cases:

   a) The Board Member, member of the Supervisory Board, or Chief Executive Officer is the authorized representative of an institutional shareholder that is subject to merger, consolidation, division, separation, dissolution, or bankruptcy in accordance with the law.

b) The Board Member, member of the Supervisory Board, or Chief Executive Officer is compelled to transfer shares pursuant to a legally effective judgment or decision of a court.

c) The Board Member, member of the Supervisory Board, or Chief Executive Officer transfers shares to another investor in order to implement an approved recovery plan, full capital transfer plan, or mandatory transfer plan.

Article 22. Repurchase of shares or share certificates

1. Cases in which Eximbank repurchases shares and share certificates:

    a) Repurchase of shares and share certificates at the request of Eximbank in cases prescribed by law;

    b) Repurchase of shares and share certificates at the request of shareholders in cases prescribed by law;

    c) Repurchase of employees' share certificates in accordance with Eximbank's employee share certificates issuance regulations, in compliance with relevant legal provisions; and

    d) Others as per regulations of the Law 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, procedures for the repurchase of shares shall follow the guidelines of the State Bank, laws on securities and other relevant regulations of the Law.

CHAPTER III.
STRUCTURES OF ORGANIZATION AND MANAGEMENT OF EXIMBANK

SECTION I.
MANAGEMENT AND ORGANIZATION STRUCTURE

Article 23. Management and organization structure

Management organization of Eximbank:

1. General Meeting of Shareholders.
2. Board of Directors (including committees/panels reporting to Board of Directors).
3. Supervisory Board.
4. Chief Executive Officer.

Board of Directors specifies the structure, functions, and mandates of the committees/panels and the management and executive bodies in accordance with the provisions of law and the operational objectives of Eximbank.

SECTION II.
STANDARDS AND CONDITIONS FOR SENIOR MANAGERS, EXECUTIVE OFFICERS AND OTHER KEY POSITIONS OF EXIMBANK

Article 24. Standards and conditions for Board Members

1. Not fall under the cases prohibited from holding positions as prescribed in Clause 1, Article 28 of the Charter.
2. Satisfy the standards and conditions prescribed by Vietnamese law:
   a) Hold a university degree or higher (or equivalent degrees or qualifications under foreign education systems);
   b) Meet one of the following conditions: have at least 03 years of experience working as a manager or an executive of a credit institution; have at least 05 years of experience working as a manager of a finance, banking, accounting or audit enterprise or of another enterprise whose total shareholders' equity is at least equal to the legal capital required for a joint-stock commercial bank; have at least 05 years of direct working experience in operational departments of credit institutions or foreign bank branches; or have at least 05 years of direct working experience in operational departments related to finance, banking, accounting, or auditing;
   c) Possess professional ethics in accordance with the regulations of the Governor of the State Bank of Vietnam;
   d) Satisfy other standards and conditions as prescribed by Vietnamese Law.
3. Other conditions required by Eximbank:
   a) Be independent in thought and action: capable of making objective assessments and decisions without being influenced by inappropriate interests, relationships or influences; each member must devote sufficient time and resources to fully perform their role; and must have solid judgment and prestige in their professional field.
   b) Possess extensive knowledge of banking operations, corporate governance, governance frameworks according to best practices, financial reporting, risk management, information technology and digital transformation, and sustainable development. Concurrently, have a reasonable understanding of economic and market factors at domestic, regional, and global levels, as well as the legal and regulatory environment affecting banking operations – particularly vital in the Southeast Asian context.
   c) Members responsible for specific areas of work must possess the competence and experiences that meet one of the conditions appropriate to Eximbank's objectives in each period, including but not limited to the following conditions:
      (i) Have expertise and experience in risk management and compliance in accordance with international standards (including but not limited to the standards of the Basel Committee on Banking Supervision (Basel), the European Central Bank (ECB), the Board of Governors of the Federal Reserve System of the United States (FRB), and the Organization for Economic Co-operation and Development (OECD));
      (ii) Have expertise and experience in areas such as strategic planning, investment banking, innovation culture; technology investment and large-scale IT transformation; mergers and acquisitions;

(iii) Have expertise and experience in data and data management, cybersecurity, operational resilience or other areas related to risk management and the sustainable development of the bank;

(iv) Have expertise and experience in preparing and reviewing financial statements in accordance with international financial reporting standards, auditing banking operations, and compliance;

(v) Have expertise and experience in human resources (including talent acquisition and development, Board of Directors succession planning, performance evaluation, and compensation policies for all levels within the enterprise; and other human-resources-related matters, including but not limited to employee benefits and organizational culture);

(vi) Have expertise and experience in developing and overseeing the implementation of information technology strategies, digital transformation, enterprise-wide IT transformation, implementing cybersecurity-related initiatives, and investing in information technology systems

4. In addition to the qualifications and conditions specified in Clauses 1, 2 and 3 of this Article, an independent member of the Board of Directors must also ensure independence in thought and decision-making, must not directly or indirectly participate in executive activities, must not hold any executive title, authority, or responsibility at Eximbank, and must not be subject to any internal, external, political, or group-interest influence that could compromise objectivity. The qualifications for an independent member of the Board of Directors include, but are not limited to, the following:

a) Not be a person currently working for Eximbank or its subsidiaries, nor having worked for Eximbank or its subsidiaries during the preceding three (03) consecutive years;

b) Not receive regular income from Eximbank, except for remuneration and benefits applicable to Board Members; not participating in stock option plans, performance-based compensation schemes, or other financial benefits/support programs of Eximbank or its related persons;

c) Not have a spouse, father, mother, child, sibling, or the spouse of any such person who is a major shareholder of Eximbank, a manager, a controller or a member of Supervisory Board, of Eximbank or its subsidiaries;

d) Not represent the ownership of Eximbank’s shares; and not, together with related persons, directly or indirectly owning one percent (01%) or more of Eximbank’s charter capital or voting shares;

e) Not concurrently holding the position of a Board Member at any company or organization where an executive or manager of Eximbank is serving as a Board Member, or having material relationships with other members of Eximbank’s Board of Directors through participation in companies or organizations related to such Board members;

f) Not have been a manager, executive, members of Supervisory Board of Eximbank at any time during the preceding five (05) consecutive years;

g) Not be a partner, major shareholder, or manager of any entity that has significant business transactions (including major credit relationships or the provision of consulting or legal services) with Eximbank during the last three (03) years;

h) Not have been a member or employee of an audit firm approved to audit Eximbank's financial statements during the preceding three (03) years; and

i) Meet other standards and conditions as prescribed by relevant laws (if any) and by Eximbank from time to time.

An independent Board Member must promptly notify Board of Directors upon no longer satisfying the required conditions.

5. The General Meeting of Shareholders authorizes Board of Directors, based on the recommendations of the Personnel, Nomination and Remuneration Committee, to review and issue notifications and guidelines on the specific standards and conditions applicable to candidates for the position of Board Member, to be applied from time to time in accordance with legal regulations, the Charter, internal governance rules, and the Bank's operational objectives, development orientation and governance needs in each period, ensuring transparent disclosure to shareholders prior to the election of Board Members.

Article 25. Standards and conditions for members of the Supervisory Board

1. Not falling under the cases of ineligibility to hold office as stipulated in Clause 1 Article 28 of this Charter;
2. Have professional ethics as prescribed by the State Bank of Vietnam;
3. Hold a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, or auditing;
4. Have at least three (03) years of direct working experience in finance, banking, accounting, or auditing;
5. Not be a related person or a family member of Eximbank's Senior Managers;
6. The Head of the Supervisory Board must reside in Vietnam during the term of office;
7. Not work in Eximbank's accounting or finance department; not be a member or employee of an approved auditing organization that audited Eximbank's financial statements in the preceding three years; and
8. Meet other standards and conditions as prescribed by relevant laws (if any).

Article 26. Standards and conditions for the Chief Executive Officer

The Chief Executive Officer must satisfy all of the following standards and conditions:

1. Not fall under the cases ineligible to hold the position as prescribed in Clause 1 Article 28 of this Charter;
2. Have professional ethics in accordance with the standards of the State Bank of Vietnam, and Eximbank's Code of Conduct;
3. Hold a university degree or higher (or possess a diploma or degree equivalent under a foreign education system) in one of the following fields: finance, banking, economics, business

administration, law, accounting, auditing;

4. Have full understanding of banking operations, corporate governance, governance frameworks in accordance with leading practices, financial reporting, risk management, information technology and digital transformation, and sustainable development (particularly topics related to human resources and human capital development);

5. Meet one of the following conditions:

   a) Have at least five (05) years of experience as an Executive Officer of a financial institution in the positions of Chief Executive Officer, Deputy Chief Executive Officer, or equivalent titles; or

   b) Have at least five (05) years of experience as Chief Executive Officer, Deputy Chief Executive Officer, or equivalent titles of an enterprise with charter capital at least equal to Eximbank's legal capital, and at least five (05) years of direct experience in finance, banking, accounting, or auditing; or

   c) Have at least ten (10) years of direct experience in finance, banking, accounting, or auditing.

6. Reside in Vietnam during the term of office;

7. Not be a person who has family relationships with Senior Manager or Executive Officers of Eximbank;

8. Meet other standards and conditions in accordance with relevant Laws (if any) and internal regulations of Eximbank from time to time;

9. Eximbank prioritizes applying standards and conditions that are higher for the Chief Executive Officer, consistent with the management requirements and development strategy of the Bank in each period. The General Meeting of Shareholders authorizes Board of Directors, based on recommendations of the Personnel, Nomination and Remuneration Committee, to provide detailed regulations and/or introduce higher standards and conditions applicable from time to time, in compliance with Law, this Charter, and Eximbank's internal corporate governance regulations.

Article 27. Standards and conditions for Deputy Chief Executive Officers, Chief Accountant, Branch Directors and Chief Executive Officers (Directors) of Subsidiaries

Deputy Chief Executive Officers, the Chief Accountant, Branch Directors and Chief Executive Officers (Directors) of subsidiaries must satisfy all of the following standards and conditions:

1. Not fall under the cases ineligible to hold the position as prescribed in Clause 2 Article 28 of the Charter; for Deputy Chief Executive Officers, they must also not fall under the cases ineligible to hold the position as prescribed in Clause 1 Article 28 of the Charter;

2. Have professional ethics in accordance with the standards of the State Bank of Vietnam, and Eximbank's Code of Conduct;

3. Meet one of the following conditions:

   a) Hold a university degree or higher (or possess a diploma or degree equivalent under a foreign education system) in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing, or another specialty related to the position they will assume; or

b) Hold a university degree or higher (or possess a diploma or degree equivalent under a foreign education system) in another field and have at least three (03) years of direct working experience in the field of finance, banking, or the specialty they will assume;

4. Reside in Vietnam during the term of office;

5. Ensure compliance with other standards and conditions as prescribed by relevant Laws and by Eximbank from time to time (if any);

6. The Chief Accountant must additionally satisfy standards and conditions as prescribed by accounting laws.

SECTION III.
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. The following persons shall not serve as Board Members, member of the Supervisory Board, the Chief Executive Officer, Deputy Chief Executive Officers:

   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, Chief Executive Officer, Board Member, Board of Members or a supervisor or member of the Supervisory Board of an enterprise, Board Member and Chief Executive Officer 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 has previously been suspended from serving as Board Chair or other Board Members, Board Chair or other members of the Members' Council, Head or other members of the Supervisory Board, Chief Executive Officer (Director) of a credit institution under Article 47 of the Law on Credit Institutions, or persons determined by competent authorities to have committed violations leading to the revocation of the establishment and operation license of a credit institution;

   e) A related person of a Board Member or Chief Executive Officer of Eximbank, except for cases specified in clause 3 Article 69 of the Law on Credit Institutions;

   f) A person who is responsible according to inspection conclusions that lead to the credit institution or foreign bank branch being subject to administrative penalties in the monetary and banking sector at the highest fine level for violations related to licensing, governance, management, shares, share certificates, capital contribution, share purchase, credit extension, corporate bond purchase, compliance with safety ratios as prescribed by law on administrative violations in the monetary and banking sector.

g) Other cases according to Law (if any).

2. Any of the following persons must not act as Chief Accountant, Branch Director or Chief Executive Officer of subsidiary of Eximbank:

a) Minor; a person with limited cognition and behavior control; 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 compulsory rehabilitation center or compulsory education center; or is prohibited by a court from holding positions, practicing a profession or performing certain work;

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) Officials, public employees, and Senior Manager from department level or higher of enterprises in which the State holds 50% or more of charter capital, except for persons assigned, designated, or appointed to manage, operate, or supervise Eximbank as required by their duties;

f) Officers, non-commissioned officers, professional soldiers, defense workers, and defense officials in agencies or units under the Vietnam People’s Army; officers, non-commissioned officers, police professionals, and public security workers in agencies or units under the Vietnam People's Public Security.

3. Spouse, father/mother, child or sibling of each Board Member, Chief Executive Officer 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 Board Chair must not concurrently serve as an Executive Officer, a member of the Supervisory Board of Eximbank or another credit institution, or a Senior Manager of another enterprise.

2. A Board Member who is not an independent Board Member must not concurrently hold any of the following positions:

a) An Executive Officer of Eximbank, except where serving as the Chief Executive Officer of Eximbank;

b) A Senior Manager or an Executive Officer of another credit institution, or a Senior Manager of another enterprise, except in cases where the person is a Senior Manager or an Executive Officer of a subsidiary of Eximbank or of the parent company of Eximbank, or in cases of implementing an approved compulsory transfer plan;

c) A controller or a member of the Supervisory Board of another credit institution or enterprise.

3. An independent Board Member must not concurrently hold any of the following positions:

a) An Eximbank Executive Officer;

b) A Senior Manager or an Executive Officer of another credit institution; a Senior Manager of more than two (02) other enterprises;

c) A controller or a member of the Supervisory Board of another credit institution or enterprise.

4. A member of the Supervisory Board of Eximbank must not concurrently hold any of the following positions, except in cases where the person is a Senior Manager, an Executive Officer, or an employee of the credit institution receiving compulsory transfer under an approved compulsory transfer plan:

   a) A Senior Manager or an Executive Officer of Eximbank, another credit institution, or another enterprise; an employee of Eximbank or its subsidiaries;

   b) An employee of an enterprise in which a Board Member of Eximbank serves as a Board Member, an Executive Officer, or a major shareholder of that enterprise.

5. The Chief Executive Officer and Deputy Chief Executive Officers must not concurrently serve as Senior Managers, Executive Officers, controllers, or members of the Supervisory Board of another credit institution or enterprise, except where a Deputy Chief Executive Officer is a Senior Manager or an Executive Officer of a subsidiary of Eximbank or of the parent company of Eximbank.

Article 30. Automatic loss of capacity as Board Member, member of the Supervisory Board or Chief Executive Officer

1. Cases of automatic loss of capacity:

   a) Falls under one of the cases of ineligibility for holding positions as stipulated in Article 28 of this Charter;

   b) Acts as the representative of the capital contribution portion of an organizational shareholder of Eximbank when such organization ceases to exist;

   c) No longer acts as the authorized representative of the capital contribution portion of an organizational shareholder of Eximbank;

   d) Is expelled from the territory of the Socialist Republic of Vietnam;

   e) Eximbank has its License revoked;

   f) The employment contract of the Chief Executive Officer expires;

   g) Dies.

2. Board of Directors of Eximbank must prepare a written report, together with supporting documents evidencing the cases of automatic loss of capacity as stipulated at Points a, b, c, d, f, g of Clause 1 of this Article, and submit it to the State Bank of Vietnam within five (05) working days from the date the individual automatically loses capacity. Board of Directors is responsible for the accuracy and truthfulness of this report and carries out procedures for the election or appointment of replacement positions in accordance with the Law.

3. After automatically losing their position, a Board Member, a member of the Supervisory Board, or the Chief Executive Officer of Eximbank remains responsible for their decisions made during their term of office.

Article 31. Dismissal and removal of Board Members, member of the Supervisory Board and the Chief Executive Officer

1. Except for cases of automatic loss of position as prescribed in Article 30 of the Charter, the

Board Chair and other Board Members; the Head and other members of the Supervisory Board; and the Chief Executive Officer of Eximbank shall be dismissed or removed from office when falling under any of the following circumstances:

a) Dismissal upon submitting a resignation letter to the Board of Directors or the Supervisory Board;

b) Removal from office for failure to participate in the activities of the Board of Directors or the Supervisory Board for six (06) consecutive months, except in cases of force majeure;

c) Removal from office for failure to satisfy the standards or conditions prescribed in the Charter and relevant Laws;

d) Removal from office when an independent Board Member fails to meet the standards and conditions applicable to independent Board Members and/or fails to meet the requirements on incompatibility of positions for independent Board Members as prescribed in the Charter and relevant Laws;

e) Removal from office for serious violations of Laws or of the Charter during the exercise of their authority or assigned duties;

f) As decided at the sole discretion of the General Meeting of Shareholders if deemed necessary, in addition to the cases prescribed in points (a) through (e) of this Clause (applicable to Board Members and members of the Supervisory Board);

g) As decided by the Supervisory Board if deemed necessary, in addition to the cases prescribed in points (a), (b), (c), and (e) of this Clause (applicable to the Head of the Supervisory Board);

h) As decided by the Board of Directors if deemed necessary, in addition to the cases prescribed in points (a), (b), (c), and (e) of this Clause (applicable to the Board Chair and the Chief Executive Officer);

i) Other cases as prescribed by Laws (if any).

2. After being dismissed or removed from office, the Board Chair and other Board Members; the Head and other members of the Supervisory Board; and the Chief Executive Officer of Eximbank remain responsible for their decisions made during their term of office.

3. Within ten (10) days from the date of adopting a decision on dismissal or removal from office for individuals as prescribed in Clause 1 of this Article, the Board of Directors of Eximbank shall submit a written report together with supporting documents to the State Bank of Vietnam and shall be responsible for the accuracy and truthfulness of such report. Eximbank shall carry out the procedures for electing or appointing replacements for the vacated positions in accordance with its authority and the provisions of Laws.

Article 32. Termination and suspension of execution of rights and obligations of Board Members, Supervisory Board and Executive Officer of Eximbank

1. The State Bank of Vietnam has the authority to suspend or temporarily suspend the exercise of rights and obligations of the Board Chair and other Board Members; the Head and other members of the Supervisory Board; and the Executive Officers of Eximbank who violate the regulations on incompatible positions as prescribed in Article 29 of the Charter, Article 43 and

Clause 10 of Article 48 of the Law on Credit Institutions, or other relevant provisions of Laws during the performance of their assigned rights and obligations, or who fail to meet the standards and conditions prescribed in the Charter and in Laws; and to request the competent authority to dismiss, remove, elect, appoint, or designate a replacement if deemed necessary.

2. The Special Control Board has the authority to suspend or temporarily suspend the exercise of rights and obligations of the Board Chair and other Board Members; the Head and other members of the Supervisory Board; and the Executive Officers of Eximbank when Eximbank is placed under special control, if deemed necessary.

3. Individuals who are suspended or temporarily suspended from exercising their rights and obligations as prescribed above must participate in resolving outstanding issues and violations related to their personal responsibilities upon request of the State Bank of Vietnam, the Board of Directors, the Supervisory Board of Eximbank, or the Special Control Board.

SECTION IV.
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. Eximbank compiles and updates the list of Related Persons of Eximbank in accordance with Clause 23 Article 4 of the Law on Enterprises and their corresponding contracts and transactions with Eximbank.

2. Board Members, members of the Supervisory Board, the Chief Executive Officer, and Deputy Chief Executive Officers must provide Eximbank with the following information:

   a) The name, enterprise code, head office address, business lines of enterprises or other economic organizations in which they, or they and their related persons, are named as owners, or hold contributed capital or shares representing five percent (05%) or more of charter capital, including capital contributions or shares authorized or entrusted for other organizations or individuals to hold; the ownership ratio and the time of acquiring such capital contribution or shares;

   b) The name, enterprise code, head office address of enterprises or other economic organizations in which they and their related persons act as Board Members, members of the Members' Council, controllers, members of the Supervisory Board, Chief Executive Officers (Directors);

   c) Information on related persons who are individuals, including full name; personal identification number; nationality, passport number, issuance date, place of issuance for foreign individuals; relationship with the person providing the information;

   d) Information on related persons who are organizations, including: name, enterprise code, head office address, Enterprise registration certificate number or equivalent legal documents; legal representative and the relationship with the person providing the information.

3. Shareholders owning one percent (01%) or more of Eximbank's charter capital must provide Eximbank with the following information:

   a) Full name; personal identification number; nationality, passport number, issuance date, place of issuance for shareholders who are foreign individuals; Enterprise registration certificate number or equivalent legal documents for shareholders who are organizations, issuance date and place of issuance;

b) Information on related persons as prescribed in Points c and d Clause 1 of this Article;

c) The number and ownership ratio of shares they hold in Eximbank;

d) The number and ownership ratio of shares held by their Related Persons in Eximbank.

4. Entities specified in Clause 2 and Clause 3 of this Article must submit to Eximbank a written declaration of information for the first time and upon any change in such information within seven (07) working days from the date the information arises or changes, unless otherwise provided by law with a shorter deadline.

For information specified in Points c and d Clause 3 of this Article, shareholders must provide information to Eximbank only when there is a change in their shareholding ratio or the shareholding ratio of themselves and their Related Persons reaching one percent (01%) or more of Eximbank's charter capital compared to the previous submission.

5. Eximbank publicly posts and keeps the information specified in Clause 1, 2 and 3 of this Article at its head office and sends a written report for the information specified in Clause 2 and 3 of this Article to the State Bank of Vietnam within seven (07) working days from the date Eximbank receives the provided information. Annually, Eximbank discloses the information specified in Clause 1 and Points a, c, d Clause 2 of this Article to the General Meeting of Shareholders.

6. Eximbank publicly discloses on its website the information regarding the full name of individuals and names of organizations that are shareholders owning one percent (01%) or more of Eximbank's charter capital, and the information specified in Points c and d Clause 3 of this Article, within seven (07) working days from the date Eximbank receives such information.

7. Board Members, members of the Supervisory Board, the Chief Executive Officer, and other Executive Officers must report to the Board of Directors and the Supervisory Board on the following transactions:

a) Transactions between Eximbank and companies in which such persons were founding members or Senior Managers within the past three (03) years preceding the transaction;

b) Transactions between Eximbank and companies in which related persons of the above individuals are Board Members, Chief Executive Officers (Directors), or major shareholders.

8. Board Members, members of the Supervisory Board, the Chief Executive Officer, and other Executive Officers must provide written notice to the Board of Directors and the Supervisory Board regarding transactions between Eximbank, its subsidiaries, or companies controlled by Eximbank holding more than fifty percent (50%) of charter capital, and Board Members, the Chief Executive Officer, other Executive Officers, or their related persons in accordance with Laws.

9. Board of Directors must consolidate and report the transactions specified in Clause 7 and Clause 8 above related to Board Members, and the Supervisory Board must report its assessment on all such transactions at the annual General Meeting of Shareholders.

10. Board Members, members of the Supervisory Board, the Chief Executive Officer, and other

Senior Managers who, to the best of their knowledge, have a direct or indirect interest in a proposed contract or proposed transaction with Eximbank must declare the nature of such interest at the meeting of the Board of Directors. Board of Directors shall determine whether to enter into such contract or transaction. If the interest is discovered later or in any other circumstances, the member must disclose it at the nearest meeting of the Board of Directors after becoming aware of the interest.

11. A Board Member must not vote on any transaction that confers a benefit on that member or on a related person of that member, in accordance with Laws and the Charter of Eximbank.

12. Senior Managers, Executive Officers, members of the Supervisory Board, and their related persons must not use or disclose internal information to others for the purpose of conducting related transactions.

13. Individuals and organizations responsible for providing and publicly disclosing information must ensure that the information provided or disclosed is honest, accurate, complete, and timely, and they shall be liable for the information provided, disclosed, or made public.

14. Eximbank is responsible for applying necessary measures to prevent Board Members, members of the Supervisory Board, the Chief Executive Officer, other Senior Managers of Eximbank, shareholders, and their related persons from interfering in the operations of Eximbank or causing harm to the interests of Eximbank; complying with regulations on transactions with shareholders, Senior Managers of Eximbank, and their related persons; and ensuring the lawful rights and interests of persons whose interests are related to Eximbank.

15. Eximbank is responsible for reporting and disclosing fully, accurately, and promptly periodic information, extraordinary information on its business, financial, and corporate governance status to shareholders, the public, and other information if such information may affect the stock price, or the decisions of shareholders and investors.

Article 34. General obligations and remunerations, salaries and bonuses of Executive Officer and Senior Manager

1. In addition to responsibilities and authorities prescribed by Law and the Charter, Executive Officer and Senior Manager of Eximbank have the following duties and responsibilities:

    a) Comply with Law, the Charter, and resolutions and decisions of the General Meeting of Shareholders of Eximbank.

    b) Perform the assigned rights and obligations with integrity, honesty, prudence, and in the best interests of Eximbank and its shareholders.

    c) Not use information, know-how, or business opportunities of Eximbank; not abuse their position, title, or assets of Eximbank to obtain personal gain or serve the interests of other organizations or individuals that may damage the interests of Eximbank or its shareholders.

    d) Be responsible for complying with prudential limits and restrictions to ensure safety in Eximbank's banking operations in accordance with the Law on Credit Institutions.

    e) Ensure the storage and retention of Eximbank's records to provide data serving the management, administration, and control of all operations of Eximbank, as well as inspection, supervision, and examination by the State Bank of Vietnam.

f) Have knowledge and understanding of types of risks in the operations of Eximbank.

g) Promptly, fully, and accurately notify Eximbank of their interests in other organizations and of transactions with organizations or individuals that may cause conflicts of interest for Eximbank; and only participate in such transactions when approved by Board of Directors.

h) Not facilitate themselves or their Related Persons to borrow funds or use other banking services of Eximbank under preferential or more favorable conditions than Eximbank's common policies.

i) Not increase remuneration, salary, or request bonuses for Senior Manager or Executive Officer when Eximbank incurs losses.

j) Keep confidential all information provided by Eximbank in accordance with Law, the Charter and Eximbank's internal regulations. Strictly prohibit unauthorized disclosure of information (including making statements/providing/transmitting information to the press without approval from Board of Directors or the Chief Executive Officer), intentional dissemination, or any acts causing the unauthorized spread of information relating to Eximbank's operations.

k) Within the scope of their rights and obligations, be responsible for implementing written requests from the State Bank of Vietnam regarding matters within the authority of the State Bank; implement recommendations, risk warnings, operational safety warnings, warnings of potential violations of monetary and banking laws; and conclusions, recommendations and handling decisions related to inspections.

2. Remunerations, salaries and bonuses of Senior Manager and Executive Officer:

a) Remuneration, salary, and bonuses for Senior Manager of Eximbank are implemented in accordance with the provisions of this Charter, internal regulations and relevant Laws.

b) Salary and bonuses for Executive Officers are implemented in accordance with agreements and labor contracts between Eximbank and the Executive Officers, internal regulations of Eximbank and relevant Laws.

Article 35. Liability for damages and compensation

1. Board Members, members of the Supervisory Board, the Chief Executive Officer, and other Executive Officers who violate their duties of honesty and prudence, or who fail to fulfill their obligations, shall be liable for any damages caused by their violations.

2. Eximbank shall indemnify all reasonable expenses relating to complaints and legal proceedings for individuals who are, have been, or may become a party involved in complaints, lawsuits, or prosecutions (including civil and administrative cases and excluding cases initiated by the Company as the claimant) if such individuals are or were Board Members, members of the Supervisory Board, the Chief Executive Officer, other Executive Officers, employees, or authorized representatives of Eximbank, and have performed duties under authorization from Eximbank, acted honestly and prudently for the benefit of the Bank in compliance with Laws, and there is no evidence confirming that such individuals violated their responsibilities.

3. Eximbank may purchase insurance for the individuals specified in Clause 2 to cover the

compensation liabilities mentioned above.

SECTION V.
SHAREHOLDERS

Article 36. 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 37. 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 preference shares, the rights and obligations associated therewith must be ratified as prescribed in the Charter;
   b) Attend and express opinion at General Meeting 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 each shareholder's ownership of ordinary shares at Eximbank;
   e) Transfer its shares or rights to purchase shares to other shareholders of Eximbank or other organizations or individuals or in accordance with Law and the Charter;
   f) View, look up and extract information on the name and contact address in the list of shareholders having voting rights; and request for adjustment of inaccurate information of their own. Sequence and procedures of requesting for information provision or update is subject to regulations of Law, the Charter and Board of Directors;
   g) View, look up, extract information or copy of the Charter, minutes of the General Meeting of Shareholders, resolutions and decisions thereat;
   h) Be distributed with the remainder of the value of asset in proportion to their 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) Nominating and recommending candidates for the Board of Directors and the Supervisory Board in accordance with Laws and the Charter. Board of Directors shall provide regulations on nomination and candidacy procedures, the timeframe for receiving nomination and candidacy applications, and other related matters;

k) Have full access to regular and irregular information published by the Bank in correspondence with Law;

l) Other rights as prescribed by regulations of Law and this Charter.

2. A major shareholder or a group of shareholders owning five percent (05%) or more of the total number of ordinary shares shall have the following rights:

a) To nominate and recommend candidates for the Board of Directors and the Supervisory Board;

b) To request the convening of the General Meeting of Shareholders in the circumstances specified in Clause 3 of this Article;

c) To request the Supervisory Board to inspect specific matters related to the business operations of Eximbank when deemed necessary. The request must be made in writing and must include the following information: full name, contact address, nationality, and identification documents for shareholders who are individuals; name, enterprise code or legal document number, and head office address for shareholders that are organizations; the number of shares and the time of share registration for each shareholder; the total number of shares held by the group of shareholders and their percentage ownership of Eximbank's total shares; the matter to be inspected and the purpose of the inspection;

d) To review, examine, and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, and other documents in accordance with Laws, except for documents relating to trade secrets or business secrets of Eximbank;

e) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to Eximbank no later than three (03) working days prior to the opening date, unless otherwise provided in the Charter. The proposal must clearly state the shareholder's name, the number of each class of shares held, and the matter proposed for inclusion in the agenda;

f) Other rights as provided by Laws and this Charter.

3. The shareholder or group of shareholders mentioned in Clause 2 of this Article is entitled to convene General Neetings of Shareholders in the case of:

a) Board of Directors commits serious violations against the rights of shareholders, obligations of Senior Manager, or makes decisions beyond its competence;

b) The term of office of Board of Directors has exceeded six (6) months but a new Board of Directors is yet to be elected;

The request for convocation of General Meeting 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 evidence on the violations of Board of Directors, seriousness of such violations or the decision made ultra vires shall be enclosed thereto. The written request must bear the signatures and seals (if any) of the relevant shareholders. Shareholders or groups of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convening of a General Meeting of Shareholders.

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 Meeting of Shareholders. The request for convocation of General Meeting 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. The written request must bear the signatures and seals (if any) of the relevant shareholders.

5. Shareholders as organizations may assign one or several authorized representatives to exercise their rights in accordance with the regulations of 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, Terms of reference on internal management, and guidelines and regulations issued by Eximbank's Board of Directors and Law from time to time.

Article 38. 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 abide 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 and the Charter; 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 who receive entrusted investments from 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 suspend shareholder rights of such shareholders when detecting that they fail to provide information or provide insufficient and inaccurate information of the actual owner of shares.

Article 39. 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. The Shareholder register must include the principal contents as prescribed 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 retaining organization.

3. Share certificates centrally registered with VSDC: VSDC shall make and retain the Securities holder register with respect to the shares 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 shares.

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) 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 VI.
GENERAL MEETING OF SHAREHOLDERS

Article 40. 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 (04) months from the end of the fiscal year, unless otherwise provided by regulations. In addition, the General Meeting of Shareholders may convene irregular meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the Board Chair attends the meeting and must be located within the territory of Vietnam.

3. The General Meeting of Shareholders ratify decisions under their competence by:

   a) Voting at meetings; or

   b) Collecting written opinions.

Article 41. Rights and obligations of General Meeting of Shareholders

1. Approving the development orientation of Eximbank;

2. Approving the Charter; amending and supplementing the Charter;

3. Approving the Internal Governance Regulation; the Regulation on the organization and operation of the Board of Directors and the Supervisory Board;

4. Deciding the number of Board Members and members of the Supervisory Board for each term; electing, dismissing, removing from office, electing additional or replacement Board Members and members of the Supervisory Board in accordance with the conditions and standards prescribed in the Charter and Laws; deciding remuneration, bonuses, and other benefits for Board Members and members of the Supervisory Board, as well as the operating budget of the Board of Directors and the Supervisory Board;

5. Reviewing and handling, within its authority, violations by the Board of Directors and the Supervisory Board that cause damage to Eximbank and its shareholders;

6. Deciding the organizational management structure of Eximbank;

7. Approving plans for changes to charter capital; approving plans for offering shares, including share classes and the number of new shares to be offered;

8. Approving plans for repurchasing issued shares;

9. Approving plans for issuing convertible bonds and bonds with warrants;

10. Approving the proposed remediation plan in cases of early intervention in accordance with

Article 143 of the Law on Credit Institutions;

11. Approving annual financial statements; approving plans for the distribution of profits after fulfilling tax obligations and other financial obligations of Eximbank;
12. Approving reports of the Board of Directors and the Supervisory Board on the performance of their assigned duties and powers;
13. Deciding the establishment or conversion of legal forms of overseas commercial presence and subsidiaries of Eximbank;
14. Approving plans for capital contribution, purchase, sale of shares, or contributed capital of Eximbank in enterprises or other credit institutions where the planned capital contribution value, purchase price, or book value (in case of sale) is equal to or more than 20% of Eximbank's charter capital as recorded in the latest audited financial statements;
15. Approving decisions on investment in, purchase, or sale of Eximbank's fixed assets where the planned investment amount, purchase price, or original cost (in case of sale) is equal to or more than 20% of Eximbank's charter capital as recorded in the latest audited financial statements;
16. Approving contracts and other transactions valued at 20% or more of Eximbank's charter capital as recorded in the latest audited financial statements between Eximbank and: (i) Board Members, members of the Supervisory Board, the Chief Executive Officer, or major shareholders of Eximbank; (ii) related persons of Senior Managers, members of the Supervisory Board, or major shareholders of Eximbank; (iii) subsidiaries or affiliated companies of Eximbank, except in cases where Eximbank is implementing a compulsory transfer plan. In such cases, shareholders with related interests in parties to the contract or transaction shall not have voting rights;
17. Deciding the division, separation, consolidation, merger, conversion of legal form, dissolution, or requesting the Court to initiate bankruptcy procedures for Eximbank;
18. Deciding the selection of an independent auditing organization to conduct audits in accordance with Article 81 of the Charter;
19. Deciding solutions to address major financial fluctuations of Eximbank;
20. Approving changes to the name, location of the head office, or extension of the operational duration of Eximbank;
21. Other rights and duties prescribed in this Charter and relevant Laws.

Article 42. 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 7 and 15 Article 41 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.

3. Resolutions and decisions regarding issues stated in clause 17 Article 41 hereof shall be approved by shareholders representing more than 65% of total votes of all attending shareholders.

4. The election of Board Members and members of the Supervisory Board shall be conducted using the method of cumulative voting under the following general principles:

    a) Each shareholder shall have a total number of voting rights equal to the total number of shares owned multiplied by (x) the number of positions to be elected to the Board of Directors or the Supervisory Board, and each shareholder shall have the right to allocate all or part of his or her total votes to one or several candidates.

    b) The candidates elected as Board Members or members of the Supervisory Board shall be determined in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members has been elected. In the event that two (02) or more candidates receive the same number of votes for the final remaining position on the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with the tied votes, or selection shall be made based on criteria specified in the election rules of the General Meeting of Shareholders.

5. Decisions on issues stated in Clauses 1, 4, 5, and 17 Article 41 hereof shall be ratified by way of voting at the General Meeting of Shareholders.

Article 43. Competence to convene general meetings of shareholders

1. Board of Directors convenes annual and extraordinary General Meeting of Shareholders.

2. The annual General Meeting of Shareholders shall discuss and approve the following matters:

    a) The annual business plan of Eximbank;

    b) The audited annual financial statements;

    c) The report of the Board of Directors on governance and annual performance of the Board of Directors, each Board Member, committees and subcommittees under the Board of Directors, and the Chief Executive Officer;

    d) The report of the Supervisory Board on Eximbank's business results and the annual performance of the Board of Directors and the Chief Executive Officer;

    e) The self-assessment report on the annual performance of the Supervisory Board and its members;

    f) Dividends applicable to each class of shares (if any);

    g) Other matters within the authority of the General Meeting of Shareholders.

3. Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

    a) When the Board of Directors deems it necessary for the interest of Eximbank;

    b) When the number of Board Members or members of the Supervisory Board falls below the minimum required by law;

    c) Upon written request of the Supervisory Board, or of a shareholder or group of shareholders owning at least five percent (05%) of Eximbank's total ordinary shares as provided in Clause 3, Article 37 of this Charter; or upon written request of a shareholder or group of shareholders owning more than ten percent (10%) of ordinary shares as provided in Clause 4, Article 37 of this Charter;

d) To decide on matters requested by the State Bank of Vietnam when an event affecting the safety of Eximbank's operations occurs;

e) Other cases as prescribed in this Charter and by law.

4. Board of Directors must convene a General Meeting of Shareholders within ninety (90) days from the date the event specified in Point b, Clause 3 of this Article occurs, or from the date the requests specified in Points c and d, Clause 3 of this Article are received.

5. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 4 of this Article, the Supervisory Board shall convene the General Meeting of Shareholders within the next thirty (30) days.

6. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clause 5 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders in accordance with the law.

7. The person convening the meeting must prepare the list of shareholders entitled to attend the General Meeting of Shareholders, provide information and resolve complaints related to the list of shareholders, prepare the meeting agenda and contents, prepare draft resolutions according to the expected meeting contents; compile the list and detailed information on candidates in the case of election of Board Members, members of the Supervisory Board; prepare meeting materials, determine the time and venue of the meeting, send notices of invitation to each shareholder entitled to attend, and perform other tasks necessary for the meeting in accordance with this Charter, internal governance regulations, and relevant laws.

8. Reasonable and lawful expenses for convening and conducting the General Meeting of Shareholders under Clauses 4 and 5 of this Article shall be reimbursed by Eximbank. Such expenses do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including travel and accommodation costs.

9. If the Board of Directors and Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clauses 4, 5 and 6 of this Article, the Board of Directors and Supervisory Board must compensate Eximbank for any resulting damages.

10. Board Members and members of the Supervisory Board must attend the annual General Meeting of Shareholders to answer questions from shareholders (if any). If unable to attend due to force majeure, the Board Member or member of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board.

11. If Eximbank's audited annual financial statements contain material qualifications, adverse opinions, or a disclaimer of opinion, Eximbank must invite a representative of the approved auditing firm that audited Eximbank's financial statements to attend the annual General Meeting of Shareholders, and such representative is responsible for attending the meeting.

Article 44. List of shareholders entitled to attend, agenda, contents and invitation of General Meeting of Shareholders

1. List of shareholders entitled to attend meetings:

   a) The convener of the General Meeting of Shareholders must prepare the list of shareholders eligible to attend and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Register of Securities Holders issued by VSDC at the request of Eximbank. The list of shareholders entitled to attend General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending invitations thereto. Eximbank shall announce the preparation of such list at least twenty (20) days before the record date.

   b) The list of shareholders entitled to attend General Meeting 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 the right to inspect, look up, extract and copy name and contact address of shareholders in the list of shareholders entitled to attend General Meeting of Shareholders; and request request corrections of inaccurate information or additions of necessary information about themselves in such list.

2. Agenda and contents of General Meeting of Shareholders:

   a) The convener of General Meeting of Shareholders shall prepare meeting agenda, contents and materials as well as draft resolution of the General Meeting of Shareholders for each matter in the agenda; determine the meeting time and venue, and send the notice of invitations to each entitled shareholder.

   b) A shareholder or group of shareholders holding five percent (05%) or more of total ordinary shares of Eximbank shall have the right to propose matters to be included in the agenda of General Meeting of Shareholders. Such recommendations must be made in writing and sent to Eximbank no later than three (03) business days prior to the opening date of the meeting, and must specify name of shareholders, number of each type of shares, and matters to be included in the agenda.

   c) In case the convener of the General Meeting of Shareholders refuses the proposals stipulated in point b Clause 2 of this Article, he/she must provide a written response stating the specific reasons no later than two (02) business days before the opening date of the General Meeting of Shareholders. The convener may only refuse such proposals in the following cases:

      (i) The proposals are sent not in correspondence with point b clause 2 of this Article;

      (ii) At the time of sending the proposals, the shareholder or group of shareholders does not hold at least five percent (05%) of the total ordinary shares;

      (iii) The proposed matters do not fall within the decision-making authority of the General Meeting of Shareholders;

   d) The convener of General Meeting of Shareholders shall accept and put the proposals 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 proposals shall be officially added to the meeting agenda and contents only upon approval by the General Meeting of Shareholders.

3. Invitation to General Meeting of Shareholders:

The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (counting from the date on which the notice is validly sent or dispatched). Specifically:

a) The notice of invitation must include the name, head office address, and enterprise registration number of Eximbank; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements (if any) applicable to the attendee.

b) The notice of invitation must be sent by a method ensuring delivery to the shareholder's contact address, at the same time, it must be posted on Eximbank's website and disclosed in accordance with applicable Laws.

c) If the notice of invitation is sent to shareholders without enclosing the meeting materials, it must clearly indicate the link to all meeting materials and provide instructions on how to download such materials from Eximbank's website so that shareholders can access them.

d) Meeting materials include:

- The agenda and materials to be used at the meeting;
- The list and detailed information of the candidates approved by the State Bank of Vietnam in case of electing members to Board of Directors or members of the Supervisory Board;
- Voting slips;
- Draft resolutions for each matter on the agenda;
- Other related documents (if any).

Article 45. Right to attend General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend or give written authorization to one (01) or several other individuals or organizations to attend General Meeting of Shareholders on their behalf, either in person or through one of the methods stated in Clause 3 of this Article.

2. The authorization to attend General Meeting of Shareholders shall be carried out in accordance with the Terms of reference on internal management of Eximbank.

3. Shareholders shall be deemed to have attended and voted at General Meeting of Shareholders in the following cases:

a) Attend and vote in person at the meeting;

b) Authorize another individual or organization to attend and vote at the meeting on their behalf;

c) Attend and vote via teleconferences, hybrid meetings (online and offline), electronic voting, or other electronic methods in accordance with Eximbank's regulations;

d) Send votes to the meetings by postal mail or email.

Article 46. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders may be conducted in the form of an in-person meeting, a teleconferences, or a hybrid meeting (online and offline). The convener of the General Meeting of Shareholders shall have the right to determine the appropriate meeting form depending on the circumstances, the condition of the technical system, and practical conditions.

2. A General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares. If the first meeting fails to meet the above conditions, the notice of invitation for the second-convened General Meeting of Shareholders must be sent within thirty (30) days from the intended date of the first meeting. The second-convened General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent thirty-three percent (33%) or more of the total voting shares, and it shall be entitled to decide on all matters expected to be approved or decided at the first-convened meeting.

   If the second-convened meeting still fails to meet the above conditions, the notice of invitation for the third-convened General Meeting of Shareholders must be sent within twenty (20) days from the intended date of the second meeting. The third-convened General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by the attending shareholders and shall be entitled to decide on all matters expected to be approved or decided at the first- and second-convened meetings.

3. Only the General Meeting of Shareholders has the authority to amend the meeting agenda that has been enclosed with the notice of invitation in accordance with this Charter.

4. The Board Chair shall preside over the General Meeting of Shareholders convened by the Board of Directors, or may authorize another Board Member to preside over the meeting. In the event that the Board Chair is absent, the Board Member authorized by the Board Chair shall preside over the meeting. If the Board Chair is absent without authorizing any Board Member, or is temporarily unable to perform his or her duties, the remaining Board Members shall elect one among themselves to preside over the meeting by majority vote.

5. If no presiding person can be elected, the Head of the Supervisory Board shall facilitate the process for the General Meeting of Shareholders to elect the meeting chair, and the candidate receiving the highest number of votes shall preside over the meeting.

6. Unless otherwise provided in Clause 4 of this Article, the person signing the convocation of the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect the Board Chair of the General Meeting.

7. The Board Chair may propose/appoint a Presidium to co-chair the General Meeting.

   The Board Chair shall appoint one (01) or several persons as meeting secretaries to record the minutes of the General Meeting of Shareholders.

   The General Meeting of Shareholders shall elect one (01) or several persons to the vote-counting committee or to supervise the vote counting, as proposed by the Board Chair of the meeting.

8. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting at the General Meeting shall be conducted by expressing agreement, disagreement, or no opinion. The vote checking results shall be announced by the Board Chair or the person authorized by the Board Chair before closing the meeting. Voting may also be conducted by raising hands/voting slips upon consensus among the General Meeting of Shareholders.

   Specific procedures for voting and vote checking shall comply with legal regulations, Eximbank's Terms of reference on internal management, and the voting procedures at Eximbank General Meeting of Shareholders.

Article 47. Resolutions, meeting minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored 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, Business Registration License number of Eximbank;
   b) Time and venue of the General Meeting of Shareholders;
   c) Agenda and meeting content;
   d) Full names of the Board Chair 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 attending shareholders, representatives of shareholders with corresponding shares and votes and appendix with the list of registered shareholders;
   g) Total voting to each issue voted upon, specifying the voting method, number of valid and invalid votes, number of approval, disapproval and no comment votes, with corresponding ratios over total voting of attendees;
   h) Issues ratified and their respective ratio of affirmative votes;
   i) Full names and signatures of the Board Chair and secretary.

   In case the Board Chair or secretary refuses to sign, the minutes shall still be valid if signed by all other attending Board Members and contain all contents as prescribed from point a to point h in this Clause. The minutes must state the refusal to sign by the Board Chair or secretary.
4. The meeting Chair 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 the minutes must be completed and ratified before the end of the meeting.
6. The minutes and resolutions/decisions must be published on Eximbank's website within twenty-four (24) hours from the end of the meeting. Resolutions/decisions must be reported to the State Bank of Vietnam within fifteen (15) days from the date of the General Meeting

of Shareholders or from the date of vote counting in case of voting by written ballot.

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 48. Authority and procedures for collecting written opinions in order to pass resolutions of the General Meeting of Shareholders

1. Board of Directors has the right to collect shareholders' written opinions to pass a resolutions, decisions of the General Meeting of Shareholders when deemed necessary for the benefit of Eximbank, except as provided in Clause 5, Article 42 of this Charter.

2. Board of Directors must prepare the opinion sheets, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the opinion sheets. The preparation of the list of shareholders to whom opinion forms are sent shall comply with Clause 1, Article 44 of this Charter. The requirements and methods for sending opinion sheet and supporting documents shall comply with Clause 3, Article 44 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. The vote counting minutes and the resolutions/decisions of the General Meeting of Shareholders must be posted on Eximbank's website within twenty-four (24) hours from the time the vote counting is completed. The resolutions/decisions of the General Meeting of Shareholders must be reported to the State Bank of Vietnam within fifteen (15) days from the date the vote counting is completed.

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 internal governance on internal management of Eximbank and law.

Article 49. 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 50 of this Charter, 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 50. 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 the 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 VII.
BOARD OF DIRECTORS

Article 51. Candidacy and nomination of Board members

1. Nomination and candidacy by shareholders or groups of shareholders

a) Shareholders or groups of shareholders holding five percent (05%) or more of the total voting common shares shall have the right to nominate or stand for election to Board of Directors, with the maximum number of candidates corresponding to their shareholding ratio as prescribed by law and the Bank's Charter. Specifically:

(i) From 05% to under 10%: maximum 01 candidate;

(ii) From 10% to under 20%: maximum 02 candidates;

(iii) From 20% to under 30%: maximum 03 candidates; and

(iv) Above 30%: maximum 04 candidates.

b) Where common shareholders form a group to nominate candidates, the group must give written notice of the formation of the group together with the list of nominated candidates to other shareholders prior to the opening of the General Meeting of Shareholders.

c) Candidate dossiers submitted by a shareholder or group of shareholders must be complete, comply with the criteria and standards for Board members as stipulated in this Charter and Eximbank's internal regulations, and be submitted to Board of Directors within the timeframe and process prescribed by Board of Directors.

2. Succession planning by Board of Directors

Board of Directors, with the advisory support of the Personnel, Nomination and Remuneration Committee, shall:

a) Develop, review, and update the succession plan for Board members;

b) Determine the required structure, competence, experience, independence, and diversity of Board of Directors for each period, consistent with the Bank's strategy, development orientation and governance requirements;

c) Develop, review, and issue notifications on the standards and conditions applicable to

Board members and members of Committees under Board of Directors, in compliance with applicable laws and good governance practices; and

d) Prepare and submit to the General Meeting of Shareholders the proposed personnel plan for Board of Directors in accordance with applicable laws and the Charter.

3. Evaluation of candidates, preparation of the candidate list, and disclosure of information

a) The Personnel, Nomination and Remuneration Committee shall organize the review and evaluation of Board candidates nominated under Clauses 1 and 2 of this Article through a transparent, objective, and structured assessment process approved by Board of Directors, which shall include at least:

(i) Assessing compliance with legal standards, suitability, competence, experience, independence, professional ethics, and time commitment of the candidate;

(ii) Comparing the candidate's dossier, professional background, and related information against the criteria and standards for Board members and criteria for participation in Committees under Board of Directors;

(iii) Conducting interviews or in-depth discussions with candidates when necessary to evaluate governance capability, ability to contribute independently, strategic thinking, and alignment with the Bank's culture and development orientation;

(iv) Where necessary, the Personnel, Nomination and Remuneration Committee may engage or seek independent assessments from qualified third parties (including but not limited to senior executive search firms, governance consultants, or independent assessment organizations) to support the evaluation process, ensuring objectivity, fairness, and compliance with good governance practices.

b) Based on the evaluation results, the Personnel, Nomination and Remuneration Committee shall consolidate, prepare a report, and provide comments and recommendations on each candidate for submission to Board of Directors for review, finalization of the candidate list, completion of necessary procedures, and submission to the General Meeting of Shareholders for decision. The list of proposed candidates for election as Board Members must be approved in writing by the State Bank of Vietnam before the election. Individuals elected as Board Members must be included in the list approved by the State Bank of Vietnam.

c) After the list of Board candidates is approved by the State Bank of Vietnam as required by applicable laws, Eximbank shall disclose candidate information on its website prior to the opening of the General Meeting of Shareholders, allowing shareholders to review before exercising their voting rights. Disclosure of candidate information shall be conducted in accordance with applicable laws and Eximbank's internal regulations.

d) Board candidates must:

(i) Provide complete, truthful, and accurate personal information as required for disclosure;

(ii) Commit in writing to the truthfulness and accuracy of the disclosed information; and

(iii) Commit to performing their duties honestly, prudently, and in the best interests of Eximbank if elected as a Board member.

Article 52. Board of Directors, structure, composition and term of Board of Directors

1. Board of Directors is the governing body of Eximbank and has full authority, on behalf of Eximbank, to decide and exercise the rights and obligations of Eximbank, except for matters under the authority of the General Meeting of Shareholders. The business operations and affairs of Eximbank are subject to the supervision and direction of Board of Directors in accordance with Law and Eximbank. Board of Directors is responsible to the General Meeting of Shareholders for the performance of its assigned duties and authorities in accordance with Law, the Charter, and Eximbank's internal regulations.

2. Board of Directors adopts resolutions and decisions by voting at meetings, by written consultation, or other forms in accordance with the Terms of reference on the Organization and Operation of Board of Directors. Each Board Member has one vote.

3. The term of office of the Board of Directors shall be five (05) years. The term of each Board Member shall follow the term of the Board of Directors, and Board Members may be re-elected; however, an individual shall not be eligible to stand for election or be nominated as a Board Member if he or she has continuously served as a Board Member for eight (08) years or more, unless otherwise decided by the General Meeting of Shareholders. The term of a Board Member elected as a replacement or additional member shall be the remaining term of the Board of Directors. Board of Directors of the outgoing term shall continue to operate until the Board of Directors of the new term assumes office.

4. The structure of Board of Directors includes:

   a) Board of Directors of Eximbank must have at least five (05) and not more than eleven (11) members. Board of Directors of Eximbank shall include independent Board Members and non executive Board Members and one Board member may concurrently hold the position of Chief Executive Officer. The Board of Directors must include at least two (02) independent Board Members

      For the purposes of this Clause, non executive Board Members include only independent Board Members of the immediately preceding term who are reappointed to the Board for the next term and who continue to meet the qualifications and conditions of an independent Board Member set out in Clause 4, Article 24 (except for the condition in Point f, Clause 4, Article 24) of this Charter.

   b) Board of Directors consists of the Board Chairperson, independent Board Members, and other Board Members .

   c) The structure of the Board of Directors aims for diversity in knowledge, experience, gender, ethnicity, tenure, and professional skill structure (maintaining a balance of skills and experience in areas such as banking/financial services, risk management, accounting and finance, technology, and understanding of regional markets) to ensure alignment with the Bank's operational goals, development, and corporate governance needs in each period.

   d) The majority of Board members must have in-depth experience in banking or finance.

5. If the number of Board Members falls below the minimum required under Law and the Charter, Eximbank must elect additional members to ensure the minimum number within

ninety (90) days from the date the number of members becomes insufficient, except as provided in Clause 5 Article 166 of the Law on Credit Institutions.

6. Board of Directors uses Eximbank's seal to perform its duties and authorities.

7. Board of Directors must establish committees, panels to assist in performing its duties and authorities in accordance with this Charter and Law. Board of Directors must have sufficient members to form at least three (03) committees, each consisting of at least three (03) members, including:

   a) Audit and Risk Committee ("Risk Management Committee");

   b) Personnel, Nomination and Remuneration Committee ("Human Resources Committee");

   c) Strategy and Technology Committee

   The functions, mandates, and authorities of these committees are prescribed by Board of Directors in accordance with Law.

8. Board of Directors has supporting bodies. The functions and mandates of this supporting bodies are prescribed by Board of Directors.

Article 53. Authorities and mandates of Board of Directors

1. Strategic orientation and business planning

   a) Board of Directors decides the strategy, medium-term development plan, annual business plan, and annual financial plan (including operating budget) consistent with the business plan and investment projects. Board of Directors supervises the Chief Executive Officer in organizing the implementation and execution of the strategy, annual business plan, and investment projects in accordance with the scale, market conditions, and capacity of Eximbank; decides matters related to daily business operations of Eximbank and the implementation of strategic objectives.

   b) Board of Directors decides to adjust strategic objectives when necessary to ensure the long-term interests of depositers, employees, shareholders and other stakeholders.

2. Risk management

   a) Board of Directors approves Eximbank's risk appetite, ensuring alignment with the strategy, capital plan, financial plan and remuneration and salary, bonus policy;

   b) Board of Directors decides risk management policies based on the approved risk appetite to ensure Eximbank has a comprehensive risk management framework; and supervises the implementation of Eximbank's risk prevention measures, particularly maintaining continuous oversight of material risks.

3. Financial oversight and information disclosure

   a) Board of Directors organizes implementation, inspection, and supervision of the integrity of financial statements by: (i) approving quarterly financial statements and the reviewed semi-annual financial statements; (ii) approving the audited annual financial statements for submission to the General Meeting of Shareholders; and (iii) ensuring Eximbank maintains an effective control environment over financial reporting;

   b) Board of Directors may require periodic independent audits or reviews of matters other than financial statements when deemed necessary;

c) Board of Directors, upon recommendation of the Audit and Risk Committee, supervises the independent auditor and ensures the Chief Executive Officer promptly addresses audit findings;

d) Reviews and approves the annual report.

4. Governance framework

a) Board of Directors decides the organizational structure, functions, mandates, and authorities of committees/panels under Board of Directors support units of Board of Directors (if any), the Chief Executive Officer, Deputy Chief Executive Officer, Corporate Governance Officer. The Board of Directors orients the organizational structure, functions, mandates and authorities of the risk management function, the compliance function, and the segregation of functions of the three lines of defense in Eximbank's operations, in accordance with this Charter and Law. Board of Directors decides and exercises owners' rights and responsibilities at subsidiaries (including deciding charters and organizational structures) and associates of Eximbank. Board of Directors supervises Eximbank's organizational structure and conducts periodic reviews to ensure alignment with its scale, complexity, strategies and legal environment;

b) Board of Directors supervises disclosure of information regarding the duties and composition and remuneration of Board of Directors and its committees/panels in the annual report to ensure transparency. Board of Directors also maintains effective relationships with regulatory authorities, promptly reporting and addressing inspection and supervision conclusions;

c) Board of Directors issues internal regulations related to the organization, governance, and operations of Eximbank in accordance with relevant Laws, except matters under the authority of the General Meeting of Shareholders. These internal regulations include at least key governance policies such as the code of conduct, whistleblowing/anti-corruption policy and related-party transaction regulations.

5. Human resources

a) Board of Directors shall review and maintain the size, composition, and structure of the Board of Directors (as approved by the General Meeting of Shareholders), committees and subcommittees under the Board of Directors, and Executive Officer positions as prescribed in this Charter.

b) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall select candidates, appoint, and when necessary dismiss, discipline, or suspend the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer and other executive positions as determined by the Board of Directors from time to time in accordance with the law, this Charter and Eximbank's internal regulations.

c) Board of Directors shall approve and maintain succession plans, nomination policies, and candidate selection procedures for positions on the Board of Directors, the Supervisory Board, committees and subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer and other executive positions as determined by the Board of Directors from time to time, in accordance with this Charter and Eximbank's internal regulations, ensuring business continuity..

d) Board of Directors, with advisory support from the Nomination and Remuneration Committee, shall establish a Bank-wide performance evaluation framework. The Board of Directors shall oversee the performance evaluation of the Board of Directors, Board Members, the Chief Executive Officer, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Technology Officer and other executive positions as determined by the Board of Directors from time to time, based on strategic objectives, management effectiveness, overall performance results and compliance with Eximbank's risk appetite.

e) Board of Directors shall approve the appointment and conduct performance evaluation of the performance of leaders in control functions of the Bank, including the Chief Risk Officer in order to ensure independence, objectivity, and adequate authority in accordance with the law and sound banking governance practices. In the event of dismissal of the Chief Risk Officer, Board of Directors must fully consider the reasons for dismissal and ensure timely disclosure in accordance with regulations.

6. Remuneration, compensation policy and corporate culture

a) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall approve and supervise Eximbank's overall remuneration framework, ensuring alignment with prudent risk management principles and long-term objectives.

b) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall determine salaries, bonuses, and other benefits for the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer and other executive positions as determined by the Board of Directors from time to time; and shall review the remuneration regime for leaders and employees, ensuring consistency with Eximbank's values, risk culture, and applicable laws.

c) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall review and develop the remuneration and salary bonus policy for positions under the Board of Directors, Supervisory Board, committees and subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, and Chief Information Technology Officer and other executive positions as determined by the Board of Directors from time to time, in accordance with applicable laws, aligned with international standards and industry best practices; ensuring fairness and market competitiveness, and alignment with Eximbank's long term strategy, risk appetite, culture, and objectives of safe and sound banking operations. This includes ensuring that remuneration for leaders in control functions is independent of business performance.

d) Board of Directors is responsible for promoting a corporate culture based on ethics and prudent risk management through senior leadership example-setting and the establishment and enforcement of core values and codes of conduct.

e) Board of Directors shall supervise the Chief Executive Officer in fostering a culture of integrity, risk awareness, and compliance across all positions and levels within Eximbank.

f) Board of Directors shall ensure the existence of an effective mechanism for employees to raise concerns and shall require timely handling of ethical violations.

7. Other Authorities and mandates

a) Submit to the General Meeting of Shareholders for decision and approval matters within the authority of the General Meeting of Shareholders (except matters proposed or recommended by the Supervisory Board).

b) Decide on the establishment of branches, representative offices, and non-business units of Eximbank.

c) Appoint representatives of Eximbank's capital contributions at enterprises and other credit institutions; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; and determine remuneration and other benefits for such representatives.

d) Approve decisions on investment, purchase, or sale of Eximbank's fixed assets where the expected investment amount, purchase price, or original cost in the case of sale is equal to or greater than ten percent (10%) of Eximbank's charter capital as stated in the most recent audited financial statements, except for fixed-asset transactions within the authority of the General Meeting of Shareholders.

e) Decide on credit extensions as provided in Clause 3, Article 135, and Clause 7, Article 136 of the Law on Credit Institutions, except for contracts or transactions under the authority of the General Meeting of Shareholders.

f) Approve the plan for capital contribution, purchase, sale, or transfer of Eximbank's shares or contributed capital in enterprises or other credit institutions where the value is less than twenty percent (20%) of Eximbank's charter capital as stated in the most recent audited financial statements.

g) Approve contracts or other transactions valued at less than twenty percent (20%) of Eximbank's charter capital as stated in the most recent audited financial statements between Eximbank and (i) Board Members, members of the Supervisory Board, the Chief Executive Officer, or major shareholders of Eximbank; (ii) persons related to Senior Managers, members of the Supervisory Board, or major shareholders of Eximbank; (iii) Eximbank's subsidiaries or affiliates.

h) Approve contracts or other transactions valued at ten percent (10%) or more of Eximbank's charter capital as stated in the most recent audited financial statements.

i) Inspect, supervise, and direct the Chief Executive Officer in performing assigned duties; conduct annual evaluations of the Chief Executive Officer's performance.

j) Decide on the offering of new shares within the number of shares permitted for issuance.

k) Decide on the offering price of shares, convertible bonds, and bonds with warrants issued by Eximbank.

l) Decide on the repurchase of Eximbank's shares in accordance with an approved plan.

m) Recommend the profit distribution plan and dividend levels; determine the timing and procedures for dividend payments or the handling of accumulated losses during business operations.

n) Prepare materials and contents to be submitted to the General Meeting of Shareholders for decision and approval, except for matters within the duties and powers of the Supervisory Board.

o) Approve the program and operational plan of the Board of Directors; approve the agenda, contents, and materials for meetings of the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions of shareholders to approve resolutions or decisions of the General Meeting of Shareholders.

p) Organize, inspect, and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and of the Board of Directors.

q) Promptly notify the State Bank of Vietnam of information that negatively affects the eligibility of any Board Member, member of the Supervisory Board, or the Chief Executive Officer.

r) Decide on the private placement of bonds, except for convertible bonds or bonds with warrants which fall under the authority of the General Meeting of Shareholders.

s) Approve restructuring plans associated with non-performing loan resolution of Eximbank as required by the State Bank of Vietnam.

t) Decide on trademark registration for Eximbank.

u) Exercise other duties and powers in accordance with the law, this Charter, or resolutions and decisions of the General Meeting of Shareholders.

Article 54. Authorities and mandates of the Board Chair

1. The Board Chair is elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors who are elected by the General Meeting of Shareholders. The Board Chair must reside in Vietnam throughout the term of office.

2. Authorities and mandates of Board Chair include:

a) Direct the Board of Directors to fully perform its duties, including but not limited to matters relating to strategic orientation and business planning; risk management; financial oversight; the governance framework and disclosure; human resources; remuneration, salary, bonus policy and corporate culture; and other duties in accordance with the law, the Charter of Eximbank, or resolutions and decisions of the General Meeting of Shareholders;

b) Develop agendas and operational plans of the Board of Directors;

c) Direct the preparation of agenda, contents, and documents for meetings of the Board of Directors; convene, preside over, and chair meetings of the Board of Directors; decide on written consultation to adopt resolutions and decisions of the Board of Directors;

d) Preside over meetings of the General Meeting of Shareholders;

e) On behalf of the Board of Directors, sign documents within the authority of the Board of Directors;

f) Organize the adoption of resolutions and decisions of the Board of Directors;

g) Supervise and organize the supervision of the implementation of resolutions and decisions of the Board of Directors;

h) Ensure that members of the Board of Directors receive full, objective, accurate information and have sufficient time to discuss matters requiring the Board of Directors' consideration;

i) Assign specific duties related to the responsibilities and authorities of the Board of Directors to each member of the Board of Directors in accordance with their experience, ensuring independence and appropriateness in the allocation of duties;

j) Supervise the Board Members in performing their assigned rights, obligations, and duties;

k) Authorize one (01) other Board Members to perform the rights and obligations of the Board Chair during periods of absence or when unable to perform duties. If no authorization is made, or in case the Board Chair dies, goes missing, is temporarily detained, is serving a prison sentence, is undergoing compulsory treatment or compulsory education, absconds from residence, loses or has limited legal capacity, has difficulty in cognition or behavior control, or is prohibited by a court from holding positions or practicing certain professions, the remaining members shall elect one member as Board Chair by majority vote until a new decision of the Board of Directors is issued;

l) Annually evaluate the performance of each member of the Board of Directors and the Committees of the Board of Directors; aggregate results (if any) and report to the General Meeting of Shareholders based on independent third-party evaluation;

m) Provide explanations as requested by the General Meeting of Shareholders, supervisory authorities, and other authorities regarding matters related to the responsibilities of the Board Chair;

n) Coordinate the activities of the Board of Directors; facilitate and encourage open and constructive exchange and debate among members of the Board of Directors; ensure full participation and substantive contributions from all members.

o) Act as the focal point of communication between the Board of Directors and the Chief Executive Officer, support the orientation of discussions, and supervise the implementation of resolutions of the Board of Directors.

p) Be responsible for performing the rights and obligations of the Board Chair in accordance with Law, the Charter, and Eximbank's internal regulations;

q) Perform other rights and obligations in accordance with Law, the Charter, and Eximbank's internal regulations.

Article 55. Authorities and mandates of Board Members

1. Exercise the rights and obligations of members of the Board of Directors in accordance with the Charter, the Terms of reference of the Board of Directors, Eximbank's internal regulations, and assignment by the Board Chair with integrity, honesty, and prudence, in the best interests of Eximbank and its shareholders; ensure and enhance the independence of Independent Members of the Board of Directors in performing their duties; and be responsible for exercising their rights and obligations in accordance with Law, the Charter, and Eximbank's internal regulations;

2. Review audited financial statements prepared by independent auditors, provide opinions or request the Executive Officers of Eximbank, independent auditors, and internal auditors to clarify matters related thereto;

3. Request the Board Chair to convene an extraordinary meeting of the Board of Directors in accordance with the Charter;

4. Attend meetings of the Board of Directors, discuss and vote at meetings, and vote in writing when consulted in writing on matters within the authority of the Board of Directors; be responsible to the General Meeting of Shareholders and the Board of Directors for their decisions.

   Members having conflicts of interest in the matter under vote must not participate in voting;

5. Members of the Board of Directors must not authorize other persons to attend meetings of the Board of Directors to decide matters specified in Clauses 1, 2, 3, 4, 5, 6 and Points (a), (d), (e), (f), (g), (h), (m) Clause 7 Article 53 of the Charter;

6. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

7. Provide explanations to the General Meeting of Shareholders and the Board of Directors on the performance of assigned duties when requested;

8. Timely and fully report to the Board of Directors any remuneration received from subsidiaries, associates, and other organizations;

9. Report and disclose information when conducting transactions involving Eximbank's shares in accordance with Law;

10. Participate in training and capacity-building programs on corporate governance and minimally required competencies, including training on risk management standards, capital and liquidity regulations, and recovery and crisis-management planning hosted for members of the Board of Directors, the Chief Executive Officer, and other Senior Manager;

11. Request the Chief Executive Officer, other Executive Officers, and units within Eximbank to provide information and documentation on the operations of Eximbank and its units;

12. Disclose and report related interests and the list of Related Persons to Eximbank upon election as a member of the Board of Directors and upon any change during the term;

13. Report related-party transactions in accordance with Clause 7 Article 33 of the Charter;

14. Independent Members of the Board of Directors must produce an evaluation report on the performance of the Board of Directors;

15. In cases of dissenting or abstention votes, members must state the reasons and clarify related matters; and
16. Perform other duties and exercise other rights in accordance with Law, the Charter, and Eximbank's internal regulations.

Article 56. Meetings of Board of Directors

1. Regulations on meetings and meeting formats:
   a) Board of Directors may hold regular or extraordinary meetings. Board of Directors meetings shall be convened by the Chair of Board of Directors, or by a Board member authorized by the Chair.
   b) Regular meetings: Board of Directors shall hold regular meetings at least once every two (02) months.
   c) Meeting venue: Board of Directors may meet at the head office or any other location.
   d) Meetings of the Board of Directors may be held in person, online, or by any other method that enables all or some Board Members to participate from different locations and hear one another. Such meeting formats shall be implemented in accordance with the Regulations on the Organization and Operation of the Board of Directors of Eximbank. The following matters must be discussed and approved at meetings of the Board of Directors:
      (i) Strategic direction and business planning
         - Strategy, strategic objectives, and annual business and financial plans;
         - Implementation and adjustment of the above contents when necessary.
      (ii) Risk management
         - Risk appetite and risk management policies.
      (iii) Financial oversight
         - Quarterly, semi-annual, and annual financial statements;
         - Annual report;
         - Selection of the independent auditing firm for non-financial audit matters.
      (iv) Governance framework and information disclosure
         - Organizational structure, functions, and authorities of committees/panels under Board of Directors, supporting bodies of Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as determined by the Board of Directors from time to time, the risk management function, and separation of duties among the three lines of defense at Eximbank;
         - Information disclosure matters relating to duties and composition of Board of Directors and committees/panels under the Board of Directors.
      (v) Human resources

- Succession planning, nomination policies, and candidate selection procedures for the Board of Directors, the Supervisory Board, committees/subcommittees under the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as determined by the Board of Directors from time to time;
- Selection, appointment, and when necessary dismissal of the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as determined by the Board of Directors from time to time, in accordance with this Charter and Eximbank's internal regulations;
- Performance evaluation results of positions under the appointment and dismissal authority of the Board of Directors;
- Disciplinary actions or suspension relating to positions under the appointment and dismissal authority of the Board of Directors, in accordance with internal regulations of the Board of Directors.

(vi) Remuneration, salary and bonus policies and corporate culture

- Eximbank's overall remuneration framework;
- Salaries, bonuses, and other benefits for the Chief Executive Officer, Deputy Chief Executive Officers, and other Executive Officers of Eximbank;
- Remuneration and salary-bonus regime for leaders and employees;
- Remuneration and salary-bonus policy for positions under the Board of Directors, the Supervisory Board, and committees/panels under the Board of Directors for submission to the General Meeting of Shareholders, and for the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as determined by the Board of Directors from time to time, in accordance with this Charter and applicable law;
- Corporate culture.

(vii) Other matters

- Matters within the authority of the General Meeting of Shareholders that must be submitted for approval, including amendments or additions to charter capital; development orientation; election, dismissal, removal, remuneration and benefits of Board Members; approval of annual financial statements; reorganization or dissolution of the bank; decisions on investments, purchase, or sale of fixed assets of Eximbank valued at twenty percent (20%) or more of Eximbank's charter capital as recorded in the most recent audited financial statements; selection of an independent auditor for financial statements;

- Investment decisions or asset sales valued at ten percent (10%) or more of Eximbank's charter capital as recorded in the most recent audited financial statements;
- Policies and regulations relating to newly arising matters in the Bank's operations;
- Other matters deemed necessary by the Board Chair.

2. A Board Member shall be considered present and voting in the following cases:

   a) Attending and voting directly at the meeting;

   b) Authorizing another person to attend and vote in accordance with Clause 2, Article 57 of the Charter;

   c) Attending and voting via online conference, electronic voting, or other forms as provided in Eximbank's internal regulations;

   d) Sending a voting ballot to the meeting via postal service/courier service or email.

   e) If the voting ballot is sent by mail, it must be enclosed in a sealed envelope and delivered to the Chair of the Board no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.

3. Regulations on the first meeting of Board of Directors:

   The Chair of Board of Directors shall be elected at the first meeting of Board of Directors within seven (07) working days from the closing date of Board of Directors election. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. If more than one member receives an equal highest number or percentage of votes, the members shall elect, by majority vote, one (01) among them to convene the meeting of Board of Directors.

4. Regulations on extraordinary meetings of Board of Directors:

   The Chair of Board of Directors shall convene an extraordinary meeting when deemed necessary or upon the occurrence of one of the following cases:

   a) Upon the request of the Supervisory Board or two (02) Board Members; or

   b) Upon the request of the Chief Executive Officer or at least five (05) other Senior Managers.

   The request must be made in writing and must clearly state the purpose, matters to be discussed, and matters under the authority of Board of Directors for decision.

5. The Chair of Board of Directors or Board of Directors member authorized by the Chair must convene a Board meeting within seven (07) working days from the date of receipt of the request. If the Chair of Board of Directors fails to convene the meeting as requested, he/she shall be liable for any damages caused to Eximbank. In such case, the requesting party has the right to convene the meeting in place of the Chair, and all Board members attending shall vote to elect the chair of the meeting.

6. Board of Directors shall specify emergency meeting cases, notice periods, and forms of notice for emergency Board of Directors meetings.

7. The Chair of Board of Directors or the person convening the meeting may decide to invite non Board members to attend Board of Directors meetings. The Chief Executive Officer, by default, shall be invited to attend all Board of Directors meetings, unless otherwise notified by the Chair or the person convening the meeting. Invitees may speak at the meeting if invited by the Chair but shall not vote and must strictly comply with Board meeting regulations and the direction of the chair.

Article 57. Conditions for conducting Board of Directors meetings

1. A Board meeting shall be conducted when at least three fourths (3/4) of the total number of Board Members attend. If the first convened meeting does not have the required number of attendees as stipulated, the meeting must be reconvened within seven (07) days from the scheduled date of the first meeting. The second convened meeting shall be conducted if more than one-half (1/2) of Board of Directors Members attend.

2. In case a Board Member cannot attend the meeting in person, he/she may authorize another person to attend and vote on his/her behalf (provided that such authorization complies with Clause 5, Article 55 regarding cases in which authorization is not permitted for attending Board of Directors meetings), subject to the approval of the majority of Board members, or may submit written voting opinions. In the case of valid authorization, Board of Directors member shall be deemed to have attended the meeting and shall be counted when determining the quorum and the voting ratio for adopting matters discussed at that meeting.

3. Board of Directors Chair shall preside over the meeting and lead the collection of written opinions from Board Members or may authorize another Board Member to preside over the meeting and lead the collection of written opinions in case Board of Directors Chair is absent.

Article 58. Notice and preparation of meeting agenda, form of organizing Board of Directors meetings

1. Board of Directors Chair or the person convening Board of Directors meeting must send a notice of invitation no later than three (03) working days prior to the meeting date, or within a shorter period in case of an emergency meeting. The notice must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided upon. The notice must be accompanied by documents and materials to be used at the meeting, as well as the voting ballot for Board members.

2. The notice of invitation to Board of Directors meeting may be sent by written invitation, telephone, email, or other means as stipulated in Eximbank's internal regulations, provided that it is delivered to the address registered at Eximbank by each Board Member.

3. The Board Chair or the person convening the meeting must send the meeting invitation and accompanying documents to the members of the Supervisory Board and the Chief Executive Officer in the same manner as for Board Members.

Article 59. Minutes of Board of Directors meetings

1. All Board of Directors meetings must be recorded in minutes and may be audio recorded or documented and stored in other electronic forms. The minutes shall include the following principal contents:

   a) Name, registered head office address, enterprise code of Eximbank;

b) Purpose, agenda and content of the meeting;

c) Time, venue of the meeting;

d) Full name of each attending Board Member or authorized person and the method of attendance; full name of absent members and reasons for absence;

e) Matters discussed and voted on at the meeting;

f) Summary of opinions expressed by each attending member in the order of the meeting's proceedings;

g) Voting results, clearly indicating members who voted in favor, against or abstained;

h) Matters adopted and the corresponding voting ratios;

i) Full name, signature of chair of the meeting, the secretary of the meeting, except as provided in Clause 3 of this Article.

2. Minutes of Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English, with both versions having equal legal validity. In case of any discrepancy between the two versions, the Vietnamese version shall prevail.

3. In the event that the chair of the meeting, the secretary refuses to sign the minutes, the minutes shall remain valid if all other Board Members attending the meeting sign to confirm their approval and the minutes contain all required details as stipulated from Points (a) to (h), Clause 1 of this Article. The minutes must clearly state that the chair and the secretary refused to sign the meeting minutes.

4. Board Chair, the secretary or any other person (if applicable) who signs the minutes shall be jointly responsible for the accuracy and truthfulness of Board of Directors meeting minutes.

5. The minutes of Board of Directors meeting and all documents used during the meeting must be kept at Eximbank's head office.

Article 60. Resolutions adopted at Board of Directors meetings

1. A resolution of Board of Directors shall be adopted if it receives a majority of votes in favor. In the event of an equality of votes, the final decision shall be made according to the opinion of the chair of the meeting.

2. A Board Member who has a conflict of interest with respect to a matter submitted to Board of Directors for decision shall not be permitted to vote on such matter, nor may such member authorize another person to vote on his/her behalf or receive authorization from another Board member to vote on that matter. However, the conflicted member shall still be counted when determining the quorum for the validity of the meeting.

3. Prior to voting, if a Board member, to the best of his/her knowledge, has a direct or indirect interest in any contract or agreement proposed to be entered into or already entered into with Eximbank, or has any other interest that conflicts with the matter being voted on at the meeting, he/she must disclose the nature of the relevant interest at Board of Directors meeting so that Board of Directors may consider whether such interest exists and decide on that member's voting right. If there is reason to suspect that a Board member has a conflicting interest in the matter to be voted on but the concerned member does not

voluntarily disclose it, the matter shall be referred to the chair of the meeting for consideration. Based on the relevant information and documents, the chair has the authority to decide whether the member may vote, or may require the member to provide additional information. The chair's decision shall be final and binding. If the existence of a conflicting interest is discovered later, or in any other case, the concerned member must immediately notify Board of Directors upon becoming aware of such interest. The matter shall then be discussed at the next Board meeting after Board of Directors receives the notification, in order to make an appropriate decision.

Article 61. Collection of written opinions from Board Members

1. The Board Chair shall decide on the collection of written opinions from Board members based on an assessment of the importance and urgency of the matter requiring consultation, as well as the sufficiency of information provided for such consultation.

2. The Secretary of Board of Directors (or another individual approved by Board of Directors) shall prepare the opinion-collection form and all necessary documents related to the matter for which opinions are sought. The opinion-collection form and accompanying documents shall be sent to each Board member in the same manner as the notice of meeting specified in Article 58 of the Charter.

3. The Board Chair, or another individual approved by Board of Directors, shall conduct vote counting and prepare the vote-counting minutes.

4. Board Chair, person involved in the collection/ counting of written opinions from Board Members shall be jointly responsible for the accuracy and truthfulness of the ballot counting minutes; be jointly liable for any damages arising from resolutions adopted due to inaccurate or dishonest ballot counting.

5. A resolution, decision of Board of Directors adopted by way of collecting written opinions shall be valid if approved by a majority of Board Members entitled to vote. In the event of a tie, the final decision shall rest with the opinion of the person presiding over the collection of written opinions. A resolution or decision adopted by way of collecting written opinions shall have the same validity as a resolution or decision adopted at a Board meeting.

6. The answered opinion ballots, the ballot counting minutes, the adopted resolutions and all documents accompanying the opinion ballots shall be kept at Eximbank's head office.

Article 62. Remuneration and other benefits of Board Members

1. An independent third party shall annually evaluate the performance of the Board Chair, Board Members, and committees and subcommittees under the Board of Directors. The Board Chair (based on the assessment of a third party, if any) shall report the evaluation results to the General Meeting of Shareholders.

2. The total remuneration, bonuses, and other benefits of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting. Board of Directors determines the remuneration, bonuses, and other benefits for each Board Member based on the principle that a decision is passed when it receives a majority vote; in the event of an equal number of votes, the final decision shall belong to the side supported by the meeting chair or the person presiding over the written consultation process.

3. Board Members are entitled to reimbursement for travel, accommodation, meals, and other reasonable expenses actually incurred in performing their duties as Board Members, including expenses incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees and subcommittees of the Board of Directors.

4. Board Members may be provided liability insurance by Eximbank after obtaining approval from the General Meeting of Shareholders; such insurance does not cover liabilities related to violations of the law or the Charter committed by Board Members.

5. The remuneration, bonuses, and other benefits of each Board Member, along with reasonable expenses paid by Eximbank on their behalf, shall be recorded in accordance with corporate income tax regulations, presented as a separate item in Eximbank's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 63. Corporate Governance Officer

1. Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective implementation of corporate governance at Eximbank in compliance with legal regulations. The term of the Corporate Governance Officer shall be determined by Board of Directors and shall not exceed five (05) years.

2. The Corporate Governance Officer shall have the following rights and obligations:

   a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to interactions between Eximbank and shareholders;

   b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

   c) Provide advice on meeting procedures;

   d) Attend meetings;

   e) Advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;

   f) Provide financial information, minutes of meetings of the Board of Directors, and other information to Board Members and members of the Supervisory Board;

   g) Monitor and report to the Board of Directors on Eximbank's information disclosure activities;

   h) Serve as the focal point for communication with relevant stakeholders;

   i) Maintain confidentiality of information in accordance with the law and the Charter of Eximbank;

   j) Perform other rights and duties as prescribed.

3. The functions, mandates, and qualifications of the Corporate Governance Officer shall be specifically stipulated in Eximbank's Terms of reference for internal governance.

SECTION VIII.
SUPERVISORY BOARD

Article 64. Nomination and self-nomination of Members of the Supervisory Board

1. The nomination and self-nomination of candidates for the Supervisory Board are carried out in the same manner as prescribed in Clauses 1 and 3 Article 51 of the Charter.

2. In case the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient (including cases where candidates are considered not to meet the required standards and conditions), the incumbent Supervisory Board shall introduce/nominate additional candidates or organize nominations in accordance with the Charter, internal corporate governance regulations, and the Terms of Reference of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be publicly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board.

Article 65. The Supervisory Board and Its Structure

1. The Supervisory Board supervises and evaluates compliance with Law, internal regulations, the Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. The number and composition of the Supervisory Board are as follows:

   a) The Supervisory Board of Eximbank has at least five (05) members. The number of members for each term is decided by the General Meeting of Shareholders.

   b) The Supervisory Board consists of the Head of the Supervisory Board and other members of the Supervisory Board.

3. The list of proposed candidates for election as members of the Supervisory Board must be approved in writing by the State Bank of Vietnam prior to the election. Individuals elected as members of the Supervisory Board must be included in the list approved by the State Bank of Vietnam.

4. The term of the Supervisory Board is five (05) years. The term of each member corresponds to the term of the Supervisory Board. The term of any member elected as a replacement or additional member is the remaining period of the Supervisory Board's term. The Supervisory Board of the outgoing term continues to operate until the Supervisory Board of the new term assumes office.

5. If the number of members of the Supervisory Board falls below the minimum required under Clause 2 of this Article, Eximbank must elect additional members to ensure the minimum number within ninety (90) days from the date the number becomes insufficient, except for the case provided in Clause 5 Article 166 of the Law on Credit Institutions.

6. If members of the Supervisory Board finish their term at the same time but members for the new term have not yet been elected, the outgoing members shall continue to exercise their rights and obligations until members of the new term are elected and assume their duties.

Article 66. Mandates and authorities of the Supervisory Board

The Supervisory Board has the following duties and authorities:

1. Supervise the governance and management of Eximbank in compliance with Law, internal regulations, the Charter, and resolutions and decisions of the General Meeting of

Shareholders and the Board of Directors; and be responsible before Law and the General Meeting of Shareholders for performing the assigned duties and authorities in accordance with the Law on Credit Institutions and the Charter;

2. Issue internal regulations of the Supervisory Board; annually review the internal regulations of the Supervisory Board and Eximbank's internal regulations on accounting and reporting;

3. Organize and implement internal audit; have access to and be provided with full, accurate, and timely information and documents related to the governance and management of Eximbank; have the right to use Eximbank's resources to perform assigned duties and authorities; and be permitted to hire experts, independent consultants, or external organizations to perform tasks while remaining responsible for the performance of the Supervisory Board's duties;

4. Supervise Eximbank's financial condition; appraise the reviewed semi-annual financial statements and audited annual financial statements. Report to the General Meeting of Shareholders the results of the annual appraisal of the financial statements, assessing the reasonableness, legality, truthfulness, and prudence in accounting, statistical records, and financial reporting. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders;

5. Supervise the approval and implementation of investment projects, purchase or sale of fixed assets, contracts, and other transactions of Eximbank falling under the authority of the General Meeting of Shareholders or the Board of Directors. Annually prepare and submit supervision reports to the General Meeting of Shareholders and the Board of Directors;

6. Supervise compliance with Chapter VII of the Law on Credit Institutions regarding prudential limits and ratios to ensure safety in Eximbank's operations;

7. Inspect accounting records, other documents, and the management and operational activities of Eximbank when deemed necessary or in the following cases:

   a) As required by resolutions or decisions of the General Meeting of Shareholders;

   b) At the request of the State Bank of Vietnam or major shareholders/group of major shareholders in accordance with Law. The inspection must be conducted within seven (07) working days from the date the request is received. Within fifteen (15) days from completion of the inspection, the Supervisory Board must provide a report and explanation to the requesting organization or individual.

8. Timely notify the General Meeting of Shareholders and the Board of Directors upon detecting that managers or Executive Officers of Eximbank violate Law, the Charter, internal regulations, or resolutions and decisions of the General Meeting of Shareholders or the Board of Directors; and request the violators to immediately cease such violations and take remedial actions (if any);

9. Request the Board of Directors to convene an extraordinary meeting, or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with Law and the Charter;

10. Convene an extraordinary General Meeting of Shareholders if the Board of Directors adopts decisions seriously violating the Law on Credit Institutions or exceeding its authority, or in

other cases as prescribed by the Charter;

11. Timely report to the State Bank of Vietnam violations under Clauses 6, 8, and 10 of this Article, and violations related to shareholding limits, contributed capital, and Related Persons in accordance with the Law on Credit Institutions;
12. Appointment, dismissal, disciplinary actions, suspension, and determination of salary and other benefits for positions within the internal audit function.
13. Propose to the General Meeting of Shareholders the selection of an independent auditing organization in accordance with Article 80 of the Charter;
14. Perform other duties and exercise other authorities in accordance with Law, the Charter, and Eximbank's internal regulations.

Article 67. Mandates and authorities of the Head of the Supervisory Board

1. Organize the implementation of duties and authorities of the Supervisory Board and be responsible for performing the rights and obligations of the Head of the Supervisory Board in accordance with Law, the Charter, and Eximbank's internal regulations;
2. Prepare the agenda, contents, and documents for meetings of the Supervisory Board; organize written consultations of the Supervisory Board when needed; convene, preside over, and chair meetings of the Supervisory Board;
3. Organize meetings and written consultations of members of the Supervisory Board; supervise and organize the supervision of the implementation of decisions of the Supervisory Board;
4. On behalf of the Supervisory Board, sign documents within the authority of the Supervisory Board;
5. On behalf of the Supervisory Board, convene an extraordinary General Meeting of Shareholders as prescribed in the Charter, or request the Board of Directors to convene an extraordinary meeting;
6. Attend meetings of the Board of Directors, have the right to express opinions but not the right to vote;
7. Request that his/her opinions be recorded in the minutes of the meeting of the Board of Directors if such opinions differ from resolutions or decisions of the Board of Directors, and report them to the General Meeting of Shareholders;
8. Prepare the working plan of the Supervisory Board and allocate specific tasks to each member of the Supervisory Board;
9. Ensure all members of the Supervisory Board receive full, objective, and accurate information and have sufficient time to discuss matters under the Supervisory Board's consideration;
10. Supervise and direct the implementation of assigned duties and the exercise of rights and obligations of members of the Supervisory Board;
11. Authorize one (01) other member of the Supervisory Board to perform the rights and obligations of the Head of the Supervisory Board during periods of absence or inability to perform duties;
12. Perform other duties and exercise other authorities in accordance with Law, the Charter, and Eximbank's internal regulations.

Article 68. Mandates and authorities of Members of the Supervisory Board

1. Comply with Law, the Charter, internal regulations of the Supervisory Board, professional ethics, and perform duties assigned by the Head of the Supervisory Board with honesty and prudence for the benefit of Eximbank and its shareholders; be responsible for performing their rights and obligations honestly, prudently, and in the best way to ensure the lawful interests of Eximbank;
2. Elect one (01) member of the Supervisory Board as the Head of the Supervisory Board. All members of the Supervisory Board have the right to vote for, dismiss, or remove the Head of the Supervisory Board without any vote being excluded;
3. Request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board;
4. Oversee business activities, inspect accounting books, assets, and financial statements of Eximbank, and propose remedial measures;
5. Request managers to report and explain on the financial condition, business performance of subsidiaries of Eximbank, investment plans, projects, development programs, and other decisions in the management and operations of Eximbank;
6. Request managers, Executive Officers, and employees of Eximbank to provide data and explanations on business activities to perform assigned duties;
7. Report to the Head of the Supervisory Board regarding unusual financial activities of Eximbank and be responsible for their assessments and conclusions;
8. Attend meetings of the Supervisory Board, discuss and vote on matters under the duties and authorities of the Supervisory Board, except matters involving conflicts of interest with such member;
9. Be loyal to the interests of Eximbank and its shareholders. Do not abuse one's position or title, and do not use information, know-how, business opportunities, or other assets of Eximbank for personal gain or for the benefit of another organization or individual;
10. When identifying that a member of the Supervisory Board violates assigned rights and obligations, notify the Supervisory Board in writing and request the violator to cease the violation and remedy consequences;
11. Disclose and report related interests and the list of Related Persons to Eximbank upon appointment as a member of the Supervisory Board and upon any change during the term;
12. Members of the Supervisory Board and their Related Persons must not use or disclose inside information to others for related transactions;
13. Keep confidential all information provided by Eximbank in accordance with Law, the Charter, and Eximbank's internal regulations. Unauthorized disclosure of information is strictly prohibited (including making statements, providing, or transmitting information to the press without approval of the Board of Directors or the Chief Executive Officer), and any deliberate dissemination or conduct that causes unauthorized spread of information regarding Eximbank's operations;
14. Perform other duties and exercise other authorities in accordance with Law, the Charter, and

Eximbank's internal regulations.

Article 69. Meetings and written consultation of Members of the Supervisory Board

1. The Supervisory Board meets at least once every quarter and may convene extraordinary meetings to promptly address unexpected matters.

2. Extraordinary meetings of the Supervisory Board are convened upon the request of:

   a) Board Chair;

   b) At least two-thirds (2/3) of the members of the Board of Directors;

   c) The Head of the Supervisory Board;

   d) At least two-thirds (2/3) of the members of the Supervisory Board;

   e) The Chief Executive Officer;

   f) Other cases prescribed by Law.

3. The Supervisory Board issues internal regulations detailing notification procedures, meeting convening procedures, meeting rules, voting procedures, minutes, and written consultation of members, in accordance with Law, the Charter, and the Terms of Reference of the Supervisory Board.

4. The Supervisory Board discusses and votes on matters within its duties and authorities through meetings, written consultation, or other forms in accordance with the Terms of Reference of the Supervisory Board. Each member of the Supervisory Board has one (01) vote.

5. A member of the Supervisory Board who has a related interest in the matter under decision must not participate in voting on that matter, is not counted toward quorum requirements, and must not authorize or receive authorization from another member regarding that matter.

6. A member of the Supervisory Board who becomes aware of direct or indirect interests related to any contract or proposed contract with Eximbank must disclose the nature of such interest to the Board of Directors and the Supervisory Board for their consideration. If such interest is discovered only after the contract has been executed or in any other circumstance, the member must promptly notify the nearest meeting of both the Board of Directors and the Supervisory Board.

Article 70. Remuneration and other benefits of Members of the Supervisory Board

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

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

3. Members of the Supervisory Board are provided with liability insurance by Eximbank; however, the insurance does not cover liabilities related to violations of Law or the Charter.

4. All expenses for members of the Supervisory Board must be recorded as a separate item in Eximbank's annual financial statements.

SECTION IX.
CHIEF EXECUTIVE OFFICER

Article 71. Chief Executive Officer

1. The Chief Executive Officer is the highest Executive Officer of Eximbank, subject to the supervision of the Board of Directors, and responsible before the law and the Board of Directors for the performance of his or her rights and duties.
2. The Chief Executive Officer is appointed by the Board of Directors. The term of the Chief Executive Officer shall not exceed five (05) years and may be reappointed for an unlimited number of terms.
3. The proposed list of candidates for appointment as Chief Executive Officer must be approved in writing by the State Bank of Vietnam before the appointment is made. The person appointed as Chief Executive Officer must be among those approved by the State Bank of Vietnam.
4. Assisting the Chief Executive Officer are other Executive Officers of Eximbank.
5. The appointment, dismissal, removal, or resignation of the Chief Executive Officer must be carried out in accordance with the law, the Charter, internal governance regulations, and other internal regulations of Eximbank.
6. Board of Directors determines the salary, bonuses, and other benefits of the Chief Executive Officer. The salary, bonuses, and other benefits of the Chief Executive Officer shall be recorded in accordance with corporate income tax regulations, presented as a separate item in Eximbank's annual financial statements, and reported at the annual General Meeting of Shareholders.
7. In the event of a vacancy in the position of Chief Executive Officer, the Board of Directors must appoint a Chief Executive Officer within ninety (90) days from the date the vacancy occurs.

Article 72. Authorities and mandates of the Chief Executive Officer

1. Implementation of strategy and business operations:
   a) Propose the annual business plan and annual financial plan (including the operating budget) for submission to the Board of Directors for review and decision.
   b) Decide on matters within the delegated authority relating to Eximbank's daily business operations and matters consistent with the business plan and financial plan approved by the Board of Directors; decide on other matters not falling under the authority of the General Meeting of Shareholders, the Board of Directors, or the Supervisory Board, ensuring compliance with Eximbank's internal regulations.
   c) Report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, and competent state authorities on Eximbank's operations and business performance.
2. Financial reporting

   Prepare and submit financial statements to Board of Directors for approval or report to the General Meeting of Shareholders for approval; and be responsible for the accuracy and truthfulness of financial statements, statistical reports, settlement figures, and other financial information;

3. Governance

a) Recommend proposals on Eximbank's management and organizational structure to Board of Directors or the General Meeting of Shareholders for decision within its authority;

b) Recommend and propose matters relating to the organization, governance, and banking operations to improve Eximbank's operational quality and efficiency to Board of Directors, or propose that Board of Directors submit such matters to the General Meeting of Shareholders for decision within its authority;

c) Decide on the organizational structure, functions, and duties of units within the Eximbank system, except for units/departments under the authority of Board of Directors;

4. Internal control system

Establish and maintain an effective internal control system;

5. Other responsibilities

a) Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and Board of Directors;

b) Issue, within delegated authority, internal regulations and rules; operational processes and procedures for operating the executive management system and management information system;

c) Decide on measures exceeding his/her delegated authority in cases of natural disasters, enemy sabotage, fires, incidents, and be responsible for such decisions, and promptly report to Board of Directors;

d) Request Board of Directors to convene an extraordinary meeting in accordance with the law and this Charter;

e) Appoint, dismiss, remove, and decide on salaries, bonuses, and other benefits for Eximbank's Senior Manager, Executive Officer and other positions, except for positions under the authority of the General Meeting of Shareholders or Board of Directors;

f) Enter into contracts and other transactions on behalf of Eximbank in accordance with the Charter and Eximbank's internal regulations;

g) Propose plans for profit distribution and handling business losses of Eximbank;

h) Recruit employees; decide on salaries, bonuses, and other benefits for employees within delegated authority;

i) Establish committees/councils to advise and assist the Chief Executive Officer in accordance with the law and Eximbank's operations;

j) Attend meetings of Board of Directors upon request of the person authorized to convene such meetings to provide information on executive operations;

k) Decide on the investment in, purchase, and sale of Eximbank's fixed assets where the proposed investment amount, purchase price, or original cost in the case of asset disposal is less than 10% of the charter capital stated in the most recent audited financial statements; and may, at the same time, assign, decentralize, or authorize other executive officers, in accordance with the Bank's internal regulations, to make decisions within this scope, except for investments in, purchases, or sales of fixed assets that fall under the decision-making authority of the General Meeting of Shareholders or the Board of Directors; and

l) Perform other rights and obligations in accordance with the law, the Charter, Eximbank's internal regulations, and the resolutions and decisions of the General Meeting of Shareholders and Board of Directors, and as stipulated in agreements and employment contracts with Eximbank.

CHAPTER IV.
RELATIONSHIP BETWEEN EXIMBANK AND ITS SUBSIDIARY, ASSOCIATE COMPANIES, TRADE UNION AND EMPLOYEES

Article 73. Relationship between Eximbank and Subsidiaries and Associate companies

1. The General Meeting of Shareholders shall decide on the establishment or transformation of Subsidiaries in Vietnam and commercial presence in foreign jurisdictions to support Eximbank's operations in compliance with the Law.
2. Board of Directors of Eximbank shall decide and exercise the rights and obligations of a shareholder/owner/capital-contributing member at Subsidiaries and Associates in accordance with this Charter, the charters of the Subsidiaries and Associates, and other relevant provisions of the Law.

Article 74. Employees and Trade Union

1. The establishment and operation of the trade union representing employees at Eximbank shall comply with the Law.
2. The Chief Executive Officer must prepare plans for submission to Board of Directors for approval regarding matters relating to recruitment, salaries, social insurance, welfare and rewards for employees and Executive Officers of Eximbank, as well as Eximbank's relationship with trade union organizations, in accordance with best practice standards, management norms and policies, and the provisions of the Charter, Eximbank's internal regulations, and applicable Laws.

CHAPTER V.
FINANCE - ACCOUNTING, CONTROL, AUDIT AND INFORMATION REGIMES, FINANCIAL REPORTING, ACCOUNTING AND REPORTING

SECTION I.
FINANCE, ACCOUNTING AND REPORT

Article 75. Capital and capital use

1. The capital of Eximbank includes owner's equity, mobilized capital, and other capital as prescribed by the Law.
2. Eximbank may use capital for business activities in accordance with the Law on Credit Institutions and other relevant provisions of the Law.

3. Eximbank may purchase and invest in fixed assets serving its direct operations, provided that the remaining value of fixed assets shall not exceed fifty percent (50%) of the charter capital and the reserve fund for supplementing charter capital recorded in the accounting books.
4. Board of Directors shall decide or decentralize the authority to decide the compensation amount for any asset losses of the Bank arising from the subjective fault of the person causing the loss.

Article 76. Fiscal year and financial regime

1. Eximbank's fiscal year begins on January 01 and ends on December 31 of the same calendar year.
2. Eximbank shall be financially autonomous and financially responsible for its business operations, and shall fulfil its obligations and commitments in accordance with the Law.
3. Eximbank's financial regime shall be implemented in accordance with the Law on Credit Institutions and other relevant legal provisions. Based on the applicable legal regulations, Board of Directors shall develop, approve and issue Eximbank's Financial Regulation as the basis for implementation.
4. The Board of Directors, the Supervisory Board, and the Chief Executive Officer of Eximbank shall be responsible before the law and before State regulatory authorities for complying with Eximbank's financial, audit, and accounting regimes.

Article 77. Recognition and accounting

Eximbank must carry out accounting and bookkeeping in accordance with the law on accounting; and shall be responsible before the Law for the accuracy and truthfulness of revenues and expenditures, and for compliance with regulations on invoices and accounting documents.

Article 78. Financial statements

1. Eximbank must prepare financial statements in accordance with the law on accounting and work toward compliance with international accounting standards.
2. Financial statements must be publicly disclosed, published, and reported to competent State authorities in accordance with the Law.
3. In case Eximbank is the Controlling company:
    a) Within one hundred and twenty (120) days from the end of the fiscal year, in addition to reports and documents required by law, Eximbank must prepare and submit to the State Bank of Vietnam its audited consolidated financial statements in accordance with the law on accounting;

       Within ninety (90) days from the end of the fiscal year, Eximbank must prepare and submit to the State Bank of Vietnam a consolidated report on purchase, sale and other transactions between Eximbank and its Subsidiaries and Associates.

SECTION II.
CONTROL AND AUDIT

Article 79. Internal control system

1. The internal control system is a set of mechanisms, policies, processes, internal regulations, and organizational structure of Eximbank, established and implemented to ensure the prevention, detection and timely handling of risks.
2. The development of the internal control system must ensure the following requirements:
    a) Efficiency and safety in operations; protection, management, and safe and effective use of assets and resources;
    b) Financial information and management information that is truthful, reasonable, complete and timely;
    c) Compliance with the Law and internal mechanisms, policies, processes, and regulations.
3. The Bank must engage an independent auditing firm to assess part or all of the internal control system when required by the State Bank of Vietnam.
4. The development of the internal control system and the implementation of technology applications in internal control activities must be carried out in accordance with the regulations of the State Bank of Vietnam.

Article 80. Internal audit

1. Eximbank shall establish an internal audit function under the Supervisory Board to conduct internal audits of the Bank.
2. The internal audit function shall conduct independent and objective reviews and assessments of the adequacy and compliance of Eximbank's mechanisms, policies, processes, and internal regulations; provide recommendations to enhance the effectiveness of systems, processes, and regulations; and contribute to ensuring that Eximbank operates safely, efficiently, and in accordance with the law.
3. Internal audit results must be reported to the Supervisory Board , and sent to the Board of Directors, the Audit and Risk Management Committee, Chief Executive Officer of Eximbank for information.

Article 81. Independent audit

1. Prior to the end of the fiscal year, Eximbank must select an independent auditing firm that meets the requirements prescribed by the Governor of the State Bank of Vietnam to audit the financial statements and perform assurance services for the operation of the internal control system in relation to the preparation and presentation of financial statements for the subsequent fiscal year.

    Within thirty (30) days from the date of deciding on the selection of the independent auditing firm, Eximbank must notify the State Bank of Vietnam of the selected independent auditing firm.

SECTION III.
DEDUCTION FOR FUNDS AND DISTRIBUTION OF PROFITS

Article 82. Profit distribution and funds

1. The remaining profit of Eximbank, after offsetting previous years' losses in accordance with the Law on Corporate Income Tax and fulfilling tax obligations as prescribed by Law, shall be distributed in accordance with regulations of the Government and Eximbank.
2. Annually, Eximbank must appropriate from after-tax profits to establish and maintain the following funds:
   a) The Charter capital supplementary reserve fund. The maximum balance of this fund must not exceed Eximbank's Charter capital;
   b) The financial provision fund;
   c) Other reserve funds as prescribed by Law.
3. Eximbank shall manage and use these funds in accordance with the Law and Eximbank's internal regulations.

Article 83. Dividend payment

1. Pursuant to a resolution of the General Meeting of Shareholders and in accordance with the Law, dividends shall be announced and paid when Eximbank fully satisfies the conditions for dividend payment under applicable legal regulations.
2. Board of Directors shall prepare the list of shareholders or determine a specific date to finalize the list of shareholders entitled to dividends in accordance with the Law; propose the dividend rate and the form of dividend payment for each share for decision by the General Meeting of Shareholders; and decide the timeline and procedures for dividend payment.
3. Notice of dividend payment shall be sent using an appropriate method to ensure delivery to shareholders at the address registered in Eximbank's Shareholder register/Securities holder register no later than fifteen (15) days before the dividend payment date. The notice must include the information required by Law.
4. Dividends may be paid in cash, in shares of Eximbank, or in other assets as determined by the General Meeting of Shareholders in accordance with the Law. If paid in cash, the payment must be made in Vietnamese Dong and via payment methods permitted by Law.
5. Other matters relating to dividend payment shall be carried out in accordance with the Law and Eximbank's internal regulations.

SECTION IV.
INFORMATION AND REPORTING REGIME

Article 84. Reporting and information disclosure

1. Eximbank must comply with the reporting regime and the provision and disclosure of information in accordance with the law on accounting, statistics, statistical surveys, and securities.
2. Eximbank must submit periodic reports on professional activities as required by the State Bank of Vietnam.
3. In addition to the reports stipulated in Clauses 1 and 2 of this Article, Eximbank is responsible for promptly reporting to the State Bank of Vietnam in the following cases:

a) Occurrence of unusual developments in business activities that may seriously affect Eximbank's business operations;

b) Changes in organizational structure, governance, management, financial condition of major shareholders, and other changes that may seriously affect Eximbank's business operations; purchase, sale, or transfer of shares by major shareholders. Major shareholders shall be responsible for promptly providing information and coordinating with Eximbank to ensure timely reporting to the State Bank of Vietnam as required under this point;

c) Changes in the name of Eximbank's branches;

d) Temporary suspension of transactions for fewer than five (05) working days;

e) Listing of shares on the domestic securities market.

4. Subsidiaries and Associates of Eximbank shall be responsible for submitting financial statements and activity reports to the State Bank of Vietnam upon request.

5. Eximbank must prepare and publish its annual report, corporate governance report, and other reports as required by Law.

6. Within ninety (90) days from the end of the fiscal year, Eximbank must submit its annual report to the State Bank of Vietnam in accordance with the Law.

7. Eximbank shall disclose information on its website and/or through other means of information disclosure as prescribed by Law and Eximbank's internal regulations.

Article 85. Records keeping regime

1. Eximbank must retain the following documents at its Head Office and/or other appropriate locations as determined by the Chief Executive Officer:

a) The Charter, including all amendments and supplements thereto;

b) Eximbank's internal corporate governance regulations and other internal regulations and rules of Eximbank;

c) Certificates of industrial property rights; Enterprise Registration Certificate; other licenses and certificates (if any);

d) Documents evidencing Eximbank's ownership of assets;

e) Voting ballots, vote-counting minutes, minutes of the General Meeting of Shareholders and of Board of Directors; decisions of Eximbank;

f) Prospectuses for public offering or listing of securities (if any);

g) Reports of the Supervisory Board, inspection conclusions of regulatory authorities, and conclusions of the independent auditing firm;

h) Accounting books, accounting documents, and annual financial statements; and

i) Other documents as prescribed by Law.

2. The duration and method of retaining the above-mentioned documents shall comply with the Law and Eximbank's internal regulations from time to time.

3. The Chief Executive Officer shall be responsible for organizing the retention and management of records and documents at Eximbank in accordance with this Charter and relevant legal regulations.

CHAPTER VI.
DISPUTE SETTLEMENT, RE-ORGANIZATION, DISSOLUTION, AND BANKRUPTCY

Article 86. Settlement of internal disputes

1. Internal disputes are disputes or claims relating to the organization and operation of Eximbank, and the rights and obligations of shareholders under the law, this Charter, and/or other relevant legal documents, arising between (i) Shareholders and Eximbank; (ii) Shareholders and the Board of Directors, the Supervisory Board, the Chief Executive Officer, or other Executive Officers of Eximbank.
2. When an internal dispute arises, the relevant parties must jointly seek resolution through negotiation and conciliation based on mutual respect and in compliance with the Law. Unless the dispute relates to Board of Directors or the Board Chair, the Board Chair shall preside over the dispute resolution process and require each party to present information related to the dispute within twenty-one (21) working days from the date the dispute arises. In cases where the dispute involves Board of Directors or the Board Chair, any party may request the appointment of an independent expert to act as a mediator or may request the competent authority to settle the dispute.
3. If no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party shall have the right to submit the dispute to Arbitration or a competent Court for settlement in accordance with the Law.
4. The parties shall bear their own costs relating to negotiation and conciliation procedures. Payment of Arbitration or Court fees shall be made in accordance with the rulings of the Arbitration Tribunal or the Court.

Article 87. Reorganization, dissolution, special control and bankruptcy

1. Eximbank may be reorganized in the form of division, separation, consolidation, merger, conversion of legal form, or conversion into a non-bank credit institution after obtaining written approval from the State Bank of Vietnam.
2. Eximbank shall be dissolved in the following cases:
   a) Eximbank does not apply for an extension or applies for an extension but is not granted written approval by the State Bank of Vietnam upon the expiration of its operating term;
   b) The License of Eximbank is revoked;
   c) Eximbank voluntarily dissolves if it is able to fully settle its debts and obtains written approval from the State Bank of Vietnam;
   d) Eximbank is subject to early intervention or special control, and another credit institution assumes all debt obligations.
3. Eximbank may be placed under special control by decision of the State Bank of Vietnam in

cases specified under Clause 1, Article 162 of the Law on Credit Institutions.

4. Other matters relating to procedures for reorganization, dissolution, special control, and bankruptcy shall be carried out in accordance with the Law on Credit Institutions and other relevant legal regulations.

CHAPTER VII.
IMPLEMENTATION PROVISIONS

Article 88. Amendment and supplementation to the Charter

1. Any addition or amendment to this Charter must be considered and decided by the General Meeting of Shareholders, except for: (i) spelling or technical adjustments updated and announced by the Board Chair; (ii) adjustments to the Charter to conform to/update according to Eximbank's License, approvals/licenses issued by the State Bank of Vietnam or other competent authorities, which shall be updated and announced by Board of Directors.

2. Matters not addressed or regulated in this Charter shall be implemented in accordance with relevant provisions of the Law. Unless otherwise permitted by Law, in cases where any content of this Charter is contrary to/conflicts with provisions of the Law, such legal provisions shall automatically apply and govern the operations of Eximbank.

Article 89. Validity

1. This Charter consists of seven (07) Chapters and eighty night (89) Articles, adopted at the Annual General Meeting of Shareholders held on 28 month 4 year 2026, issued and effective from 28 month 4 year 2026.

2. This Charter has been amended and supplemented, and such amendments and supplements take effect pursuant to the Resolution of the Extraordinary General Meeting of Shareholders dated July 24, 2026.

3. In the event that any provisions of Eximbank's internal governance regulations, the regulations on the organization and operation of the Board of Directors or the regulations on the organization and operation of the Supervisory Board of Eximbank conflict with or are inconsistent with the provisions of this Charter, the provisions of this Charter shall prevail.

4. This Charter is made in three (03) original copies of equal validity and shall be submitted to the State Bank of Vietnam and other competent state authorities (if any) and kept at the Head Office of Eximbank.

5. Copies or extracts of this Charter shall be valid only when signed by the legal representative or a duly authorized person./.

LEGAL REPRESENTATIVE

EXIMBANK

INTERNAL GOVERNANCE REGULATIONS

VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK

2026

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CHAPTER I.
GENERAL PROVISIONS

Article 1. Governing scope, applicable entities and applicable principles

1. Governing scope

The Internal Governance Regulation (“**Regulation**”) provides for matters relating to the internal governance of Vietnam Export Import Commercial Joint Stock Bank (“**Eximbank**” or “**the Bank**”), including contents on the roles, rights and obligations, nomination, election, dismissal, removal and other matters relating to:

a) The General Meeting of Shareholders;

b) The Board of Directors;

c) The Supervisory Board;

d) The Executive Management, comprising positions responsible for senior managing the Bank’s operations, including the Chief Executive Officer, Deputy Chief Executive Officers, Chief Financial Officer, Chief Risk Officer, Chief Human Resources Officer, Chief Information Technology Officer, and other positions as decided by the Board of Directors from time to time (“Executive Management”);

e) Senior managers, other Executive officers;

f) The person in charge of corporate governance;

g) Coordination between the Board of Directors, Supervisory Board and the Chief Executive Officer;

h) Other related matters.

2. Applicable entities

a) Shareholders and persons related to shareholders;

b) Board Members, Supervisory Board, Chief Executive Officer, Deputy Chief Executive Officers, other Executive officers, the person in charge of corporate governance and persons related to these individuals;

c) Other organizations and individuals within Eximbank’s organizational structure that are related to the implementation of this Regulation.

3. Applicable principles

a) Matters not provided for in these regulations shall be governed by the Charter of Eximbank as issued and effective from time to time (“Charter”) and by applicable laws.

b) In the event of amendments to the Charter and/or applicable laws that lead to inconsistencies with these regulations, the amended Charter and/or amended laws shall prevail.

c) In the event of any conflict between these regulations and the Charter and/or the law on the same matter, the provisions of the law and the Charter shall prevail.

d) Terms, expressions, and concepts used in these regulations that are not defined shall be interpreted, construed, and applied in accordance with the Charter and applicable laws.

e) The headings (Chapters, Sections, Articles) in these regulations are provided solely for convenience of reference and shall not affect the substance of these regulations. The interpretation or application of any provision shall be based on the full text of that provision and related provisions.

f) Any reference in these regulations to any regulation or document shall include all amendments, supplements, or replacement regulations or documents from time to time.

Article 2. Fundamental principles of governance

1. Comply with applicable laws and the Charter; align with advanced governance principles and leading practices to ensure integrity, transparency, safety and sustainable operation of Eximbank;
2. Maintain a robust governance structure and an efficient operating model;
3. Respect and protect the legitimate rights and interests of customers, employees, shareholders and other stakeholders in accordance with public interest and sustainability objectives;
4. Ensure timely, complete, accurate and transparent disclosure of Eximbank's operations, enabling shareholders to access information fairly.

Article 3. Organizational Structure of Eximbank

1. Eximbank's organizational management structure consists of:

   a) The General Meeting of Shareholders;

   b) The Board of Directors (including committees, panels under the Board);

   c) The Supervisory Board; and

   d) The Chief Executive Officer.

2. Committees, panels under the Board:

   a) The Board of Directors must establish committees or subcommittees to advise and support the Board of Directors in performing its duties and powers.

   b) In addition to the committees and subcommittees specified in Point a, Clause 2, Article 3 of these regulations, the Board of Directors may establish other committees, subcommittees, councils, or bodies under the Board of Directors to advise and support the Board of Directors in performing its duties and powers, within the scope permitted by applicable laws and the Charter.

   c) The Board of Directors shall stipulate the structure, functions, duties, powers, operational mechanisms, and other matters of the committees, subcommittees, councils, and other bodies under the Board of Directors in accordance with applicable laws and the operational objectives of Eximbank.

3. Committees/councils and units under the Chief Executive Officer:

   a) The Chief Executive Officer shall establish committees/councils as required by law.

b) In addition to committees/councils required by law, the Chief Executive Officer may establish other committees/councils or advisory/supportting bodies under the Chief Executive Officer to provide advice and assistance in performing his/her mandates and authorities within the scope and in accordance with applicable laws, Eximbank's Charter and Eximbank's operations.

c) The Chief Executive Officer shall define the structure, functions, mandates, authorities, operating mechanisms and other relevant matters of committees/councils and advisory/ supportting bodies under the Chief Executive Officer.

4. Governance of subsidiaries and affiliated companies:

The Board of Directors shall decide and exercise the rights and obligations of shareholders/owners/contributing members in the governance, business operations, risk control and other activities of subsidiaries and affiliated companies in accordance with Eximbank's Charter, the charters of subsidiaries and affiliated companies and relevant laws.

Article 4. Legal representative

1. Eximbank has one (01) legal representative, who is the Chief Executive Officer. In the event that Eximbank lacks a Chief Executive Officer, the Board Chair shall serve as the legal representative of Eximbank in accordance with the Charter. Eximbank must notify the State Bank of Vietnam of the new legal representative within ten (10) days from the date of election, appointment, or change of the position serving as the legal representative, or any change to the legal representative.

2. The legal representative must reside in Vietnam. In case of absence from Vietnam, the legal representative shall authorize in writing another person who is a Senior Manager or Executive officer of Eximbank residing in Vietnam to exercise the rights and obligations of the legal representative. In such case, the legal representative remains responsible for the performance of the delegated rights and obligations. If the authorization period expires and the legal representative has not returned to Vietnam and no new authorization is made, the authorized person shall continue to exercise the rights and obligations of the legal representative until the legal representative resumes work or until the Board decides to appoint another person as the legal representative.

3. In the event that the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to perform the rights and obligations of the legal representative, or in cases of death, missing, being prosecuted for criminal liability, temporary detention, serving a prison sentence, undergoing compulsory administrative measures at a rehabilitation center or compulsory education institution, being restricted or losing civil act capacity, having difficulty in cognition or behavior control, or being prohibited by a court from holding positions, practicing professions, or performing certain jobs, the Board of Directors shall appoint another person as the legal representative.

4. Responsibilities of the legal representative:

a) Perform the assigned rights and obligations honestly, prudently and in the best manner to ensure the legitimate interests of Eximbank.

b) Remain loyal to the interests of Eximbank; not abuse position or authority, nor use information, know-how, business opportunities, or other assets of Eximbank for personal gain or for the benefit of other organizations or individuals.

c) Bear personal liability for any damage caused to Eximbank due to violation of obligations stipulated in this Article.

d) Provide timely, complete, and accurate notification to Eximbank regarding enterprises and economic organizations in which he/she or his/her related persons is an owner, shareholder, or capital contributor, in accordance with the Charter and applicable laws.

e) Other mandates as prescribed in the Charter and relevant laws.

Article 5. Eximbank's seal

1. Eximbank's seal (or Eximbank's corporate seal) comprises the seal made at a seal-engraving facility and the seal in the form of a digital signature in accordance with laws on electronic transactions.

2. The Board of Directors shall decide the quantity, and the mechanism for managing, using, and storing Eximbank's seals that are made at an authorized seal-engraving facility. Unless otherwise decided by the Board of Directors, the Chief Executive Officer shall decide other matters relating to Eximbank's seals that do not fall under the authority of the Board of Directors, including the format and contents of the seals.

3. Unless otherwise decided by the Board of Directors, the Chief Executive Officer shall decide matters relating to the seal in the form of a digital signature, including its quantity, form, content, and the mechanism for managing, using, and safekeeping Eximbank's digital signature.

4. The use of the seal in Eximbank's transactions shall comply with applicable laws, the Charter, and Eximbank's internal regulations.

CHAPTER II.
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 6. Shareholders

1. Rights and obligations of shareholders shall be implemented in accordance with Eximbank's Charter.

2. Shareholders have the right to protect their legitimate interests. In case a resolution of the General Meeting of Shareholders and/or a decision of the Board of Directors violates the Law and causes damage to Eximbank, shareholders have the right to request annulment or suspension of such resolution or decision in accordance with the Law.

3. Authorized representatives of institutional shareholders:

a) Where a shareholder being an organization appoints multiple authorized representatives, the shareholder must specify the number of shares represented by each authorized representative. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares shall be divided equally among all authorized representatives of the shareholder, rounded as necessary.

b) The appointment, termination, or change of an authorized representative of a shareholder must be notified in writing to Eximbank's head office at the earliest possible time. The written notice of appointment of an authorized representative must include the following principal details:

(i) Name, enterprise code and head office address of the shareholder;

(ii) Number of authorized representatives and the corresponding shareholding ratio of each authorized representative;

(iii) Full name, contact address, nationality and identification document number of each authorized representative;

(iv) The authorization term of each authorized representative, clearly stating the commencement date of representation.

(v) Full name and signature of the authorized representative and the legal representative of the shareholder.

c) The appointment of an authorized representative by shareholders shall only take effect with respect to Eximbank from: (i) the time Eximbank receives a lawful written notice of appointment of the authorized representative, or (ii) the effective date stated in such notice (whichever occurs later).

Termination of an authorized representative shall take effect from the date Eximbank receives a lawful written notice from the shareholder, except where termination of authorization for attending the General Meeting of Shareholders is carried out in accordance with the notice and instructions of the convener of General Meeting of Shareholders.

d) Standards, conditions and mandates of an authorized representative of an institutional shareholder shall comply with the Law on Enterprises and relevant Laws.

Article 7. General Meeting of Shareholders and the meeting

1. Roles, rights and obligations of the General Meeting of Shareholders shall be implemented in accordance with the Charter.

2. General Meeting of Shareholders

a) The General Meeting of Shareholders shall convene annually or extraordinarily to approve matters within its authority as stipulated in Eximbank's Charter.

b) Eximbank must convene the annual General Meeting of Shareholders once (01) every year. The annual General Meeting of Shareholders shall not be conducted in the form of collecting shareholders' opinions in writing.

3. Forms of the General Meeting of Shareholders

a) The General Meeting of Shareholders may be conducted in the form of an in-person meeting, an online meeting, or a combination of in-person and online meetings. The form of the meeting shall be decided by the convener in accordance with Eximbank's Charter.

b) Online meetings or combined meetings shall be conducted in accordance with Eximbank's Charter and the Regulations on organizing online General Meetings of Shareholders and voting by electronic means.

c) Online meetings and voting shall comply with the principles and provisions of Eximbank's Charter as applicable to in-person meetings.

4. Authority to convene the General Meeting of Shareholders:

a) The Board of Directors shall convene the annual General Meeting of Shareholders.

b) The Board of Directors must convene an extraordinary General Meeting of Shareholders in the cases prescribed in the Charter.

The Board of Directors must convene the General Meeting of Shareholders within ninety (90) days from the date of receiving a request or from the date an event occurs as provided in the Charter.

c) If the Board of Directors does not convene the General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the Supervisory Board shall convene the General Meeting of Shareholders within the following thirty (30) days.

d) If the Supervisory Board does not convene the General Meeting of Shareholders in accordance with Point c, Clause 4 of this Article, the shareholder or group of shareholders holding at least five percent (05%) or more than ten percent (10%) of Eximbank's total ordinary shares (as applicable) shall have the right to convene the General Meeting of Shareholders in accordance with the Charter and relevant laws.

e) The Supervisory Board shall convene an extraordinary General Meeting of Shareholders in cases where the Board of Directors issues decisions that seriously violate the Law on Credit Institutions or exceed the authority granted under the Charter or applicable laws.

f) Other matters relating to the convening of the General Meeting of Shareholders shall be implemented in accordance with the Charter.

5. The preparation of the list of shareholders entitled to attend the General Meeting of Shareholders; the notice of the record date for determining the list of shareholders entitled to attend the General Meeting of Shareholders; the notice convening the General Meeting of Shareholders; the agenda and contents of the General Meeting of Shareholders; and the submission by shareholders of proposals for inclusion in the meeting agenda shall be carried out in accordance with the Charter and relevant laws from time to time.

6. The convener shall prepare and submit the meeting regulations for the General Meeting of Shareholders for consideration and approval by the General Meeting of Shareholders.

7. Methods of registering for attendance and authorizing representatives to attend the General Meeting of Shareholders:

   a) Prior to the opening of the meeting, Eximbank shall carry out registration procedures for shareholders attending the General Meeting of Shareholders. Shareholders or authorized representatives arriving after the meeting has commenced shall still be registered and entitled to vote after completing registration. The chairperson is not obliged to suspend the meeting for late registration and the validity of resolutions passed prior to such registration shall not be affected.

   b) Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one (01) or several individuals or organizations to attend the General Meeting of Shareholders on their behalf, or attend the meeting through one of the methods specified in Clause 3 of this Article.

   c) Authorization for individuals or organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document shall be prepared in accordance with Eximbank's template attached to the meeting invitation or in compliance with Civil law provisions and must clearly state: the name of the shareholder (principal), the name of the authorized individual/organization, the number of shares authorized, the content of authorization, the scope of authorization, the term of authorization and the signatures and seals (if any) of both the principal and the authorized party.

   d) The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration. In case of sub-authorization, the attendee must also provide the original authorization document from the shareholder, the authorized representative of the institutional shareholder.

   e) Unless Eximbank receives notice of any of the following events no later than twenty four (24) hours before the opening of the General Meeting of Shareholders or before the reconvened meeting, the voting made by the authorized representative within the authorized scope shall remain valid in the following cases:

      (i) The principal has died, become partially or fully incapacitated;

      (ii) The authorized representative has revoked the authorization;

      (iii) The principal has revoked the authority granted to the authorized representative.

Article 8. Conditions and procedures for conducting the General Meeting of Shareholders and voting at the meeting

1. The General Meeting of Shareholders shall be conducted when the conditions stipulated in Eximbank's Charter are satisfied.

2. When registering for attendance, Eximbank shall provide each shareholder, the authorized representative of an institutional shareholder, or any person authorized to attend the meeting (if any) with: a voting card, a voting ballot, and an election ballot (if applicable).

Each voting card/ballot shall indicate the registration number, the name of the shareholder and authorized representative and the number of votes held by such shareholder.

3. Voting/election method: shall be carried out in accordance with the voting/election rules adopted by the General Meeting of Shareholders at each session and based on the following principles:

   a) Voting at the General Meeting of Shareholders shall be conducted by voting "in favor," "against," or "abstain."

   b) Ballots/voting cards shall be counted in the following order: valid, invalid, in favor, against, abstain for each matter.

   c) Voting may also be conducted by raising hands/raising voting cards if unanimously approved by the General Meeting of Shareholders.

   d) Voting for Board Members and members of the Supervisory Board shall be conducted by the method of cumulative voting in accordance with the Charter.

4. Vote counting and announcement of results: vote counting shall be conducted after shareholders have voted/elected, and the results shall be announced by the chairperson or a person authorized by the chairperson after the corresponding voting session and/or immediately before the closing of the meeting, and shall be recorded in the minutes of the General Meeting of Shareholders.

5. The agenda and contents of the meeting shall be adopted by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each matter to be discussed.

6. The chairperson may take necessary and reasonable actions to conduct the General Meeting of Shareholders in a lawful and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of shareholders and shareholder representatives attending.

7. The chairperson may postpone the meeting of the General Meeting of Shareholders, which has satisfied the quorum requirements, to another time or change the meeting venue in the following cases:

   a) The meeting venue does not have sufficient convenient seating for all attendees;

   b) Communication facilities at the meeting venue do not ensure shareholders' participation, discussion and voting;

   c) Attendees obstruct or disturb order, creating a risk that the meeting cannot be conducted fairly and lawfully.

   The maximum postponement period shall not exceed three (03) working days from the scheduled opening date of the meeting.

   If the chairperson postpones or suspends the meeting in contravention of this Clause, the Law, and Eximbank's Charter, the General Meeting of Shareholders shall elect another attendee to replace the chairperson and conduct the meeting until its conclusion; all resolutions and decisions adopted at such meeting shall remain valid.

8. The convener of the General Meeting of Shareholders or the chairperson of the meeting shall have the right to:

    a) Require all attendees to undergo inspection or other lawful and reasonable security measures;

    b) Request competent authorities to maintain order at the meeting;

    c) Expel any person who fails to comply with the chairperson's authority, intentionally disrupts order, obstructs the normal progress of the meeting or fails to comply with security inspection requirements from the meeting.

9. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

    a) Arrange seating at the meeting venue;

    b) Ensure safety for all persons present at the meeting venue;

    c) Facilitate shareholders' attendance (or continued attendance) at the General Meeting of Shareholders.

    The convener shall have full discretion to modify the above measures and/ or implement any other necessary measures.

10. The Board of Directors or the convener of the General Meeting of Shareholders shall arrange the meeting agenda reasonably and allocate sufficient time for discussion and voting on each matter in the agenda.

Article 9. Minutes of the General Meeting of Shareholders

1. Preparation of the minutes of the General Meeting of Shareholders: the minutes of the General Meeting of Shareholders must contain the principal contents as prescribed in the Charter, including the recording of the proceedings of the General Meeting of Shareholders.

2. The minutes and documents attached to the minutes must be disclosed in accordance with applicable laws.

Article 10. Order, procedures for collecting shareholders' written opinions to adopt resolutions and decisions of the General Meeting of Shareholders

1. The Board of Directors shall have the right to collect shareholders' written opinions to adopt resolutions and decisions of the General Meeting of Shareholders when it deems necessary in the interests of Eximbank, except for matters for which the General Meeting of Shareholders may not adopt resolutions by way of collecting written opinions as prescribed in the Charter.

2. Preparation of the list of shareholders, sending opinion ballots, and accompanying documents shall be carried out in accordance with Eximbank's Charter.

3. Opinion ballots must include the following principal details:

    a) Name, head office address, and enterprise code of Eximbank;

    b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and legal identification number of the individual in the case of a shareholder being an individual; the name, enterprise identification number or legal document number of the organization, and the registered head office address in the case of a shareholder being an organization; or the full name, contact address, nationality, and legal identification number of the individual in the case of the authorized representative of an institutional shareholder; the number of shares of each class and the number of voting rights of the shareholder;

d) Matters to be voted on;

e) Voting options including “in favor”, “against” and “abstain” for each matter;

f) Deadline for returning the completed opinion ballot to Eximbank;

g) Full name and signature of the Board Chair.

4. Opinion ballots may be returned to Eximbank by the following methods:

a) By mail: The completed opinion ballot must bear the signature of the individual shareholder; or the signature of the legal representative or authorized representative of the institutional shareholder and the seal of such organization (if applicable). The ballot must be enclosed in a sealed envelope and must not be opened before vote counting;

b) By email: The opinion ballot sent via email must remain confidential until vote counting. The email address used must match the data provided by the Vietnam Securities Depository and Clearing Corporation or previously registered with Eximbank before Eximbank sends the opinion ballot;

The method of receiving opinion ballots shall be implemented in accordance with the decision and instructions of the organizer of the written opinion collection.

5. Opinion ballots received by Eximbank after the deadline stated in the ballot or opened in case of mail delivery, or disclosed prior to vote counting in case of email delivery, shall be invalid. Ballots not returned shall be considered as non-voting.

6. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the witnessing and supervision of a representative of the Supervisory Board or of the shareholders who are not executive officers or senior managers of Eximbank. The vote-counting minutes must contain the following principal contents:

a) Name, head office address, and enterprise code of Eximbank;

b) Purpose and matters subject to voting;

c) Number of shareholders and total voting rights participating in voting, distinguishing valid and invalid votes and voting methods, accompanied by an appendix listing participating shareholders;

d) Total votes in favor, against, and abstaining for each matter;

e) Matters adopted and corresponding approval ratios;

f) Full name and signature of the Board Chair, vote counters, and vote supervisors.

7. Board Members, vote counters and vote supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and for any damages arising from resolutions or decisions adopted due to dishonest or inaccurate vote counting.

8. The vote counting minutes and resolutions/decisions of the General Meeting of Shareholders must be prepared in Vietnamese and may also be prepared in English if necessary. Both Vietnamese and English versions shall have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

9. The vote-counting minutes and the Resolution of the General Meeting of Shareholders adopted by way of collecting written opinions, together with the documents attached to the minutes and the resolution, must be disclosed in accordance with applicable laws.

Article 11. Method of objecting to resolutions of the General Meeting of Shareholders

1. A shareholder who objects to the reorganization of Eximbank or objects to changes in the rights and obligations of shareholders as prescribed in the Charter shall have the right to vote against such matter(s) when exercising his/her voting rights in accordance with the Charter and this Regulation.

2. A shareholder who has voted against a resolution on the reorganization of Eximbank or changes in shareholder rights and obligations as stipulated in Eximbank's Charter shall have the right to request Eximbank to repurchase their shares. The request must be made in writing, clearly stating the shareholder's name and address, the number and type of shares, the proposed selling price, and the reason for requesting Eximbank to repurchase the shares. The request must be sent to Eximbank within ten (10) days from the date the General Meeting of Shareholders adopts the resolution on the matters specified in Clause 1 of this Article.

3. Eximbank must repurchase the shares requested by the shareholder under Clause 2 of this Article at market price within ninety (90) days from the date of receipt of the request. If the parties cannot agree on the price, they may request a professional valuation organization to determine the price. Eximbank shall propose at least three (03) professional valuation organizations for the shareholder to choose from, and such choice shall be final. All costs related to hiring the valuation organization shall be borne by the shareholder.

4. Eximbank may only repurchase shares from shareholders if, after paying the total amount for the repurchased shares, Eximbank still ensures full payment of its debts and other property obligations, complies with prudential ratios and limits in banking operations, and the actual value of charter capital does not fall below the statutory minimum capital level for commercial banks in accordance with applicable laws.

Article 12. Procedures for the General Meeting of Shareholders to adopt resolutions by online conference and in-person combined with online conference, applying modern technology at the General Meeting of Shareholders.

1. Based on actual circumstances, the convener of the General Meeting of Shareholders shall decide to organize the meeting in the form of an online meeting or a hybrid meeting combining in-person and online participation.

2. In the case where the General Meeting of Shareholders is organized in an online format, the person convening the General Meeting of Shareholders shall proactively implement the necessary procedures and arrangements to facilitate the organization of the online conference.
3. The organization of the online General Meeting of Shareholders and voting by electronic means, including the meeting notice, the method of registering for attendance, authorization for representatives to attend, conditions for conducting the meeting, online voting and online vote counting, and notification of vote-counting results, shall be carried out in accordance with Eximbank's Regulations on organizing online General Meetings of Shareholders and voting by electronic means from time to time.
4. The minutes of the General Meeting of Shareholders conducted in the form of an online conference or an in-person combined with online conference must be prepared in accordance with Article 9 of this Regulation.

Article 13. Resolutions and Decisions of the General Meeting of Shareholders

1. The form of adopting resolutions of the General Meeting of Shareholders and the conditions for resolutions to be adopted shall be implemented in accordance with the Charter.
2. Resolutions of the General Meeting of Shareholders, together with the documents attached thereto, must be disclosed in accordance with applicable Laws.

Article 14. Reports at the annual General Meeting of Shareholders

1. Reports to be presented at the annual General Meeting of Shareholders include:
    a) The business results and annual business plan of Eximbank;
    b) The audited annual financial statements;
    c) The report on the management and administration of Eximbank;
    d) The report of the Board of Directors on governance and annual performance of the Board of Directors, each Board Member, the committees and panels under the Board of Directors, and the Chief Executive Officer;
    e) The appraisal report of the Supervisory Board;
    f) The report on debt classification, off-balance-sheet commitments, provisioning for credit risks, use of risk provisions, and loss handling for the financial year; h) The report on credit extensions to the entities specified in Clause 1, Article 135 of the Law on Credit Institutions, arising up to the cut-off date for the General Meeting of Shareholders;
    g) The disclosure report of Board Members, members of the Supervisory Board, the Chief Executive Officer, and Deputy Chief Executive Officers in accordance with Article 49 of the Law on Credit Institutions and the Charter;
    h) Matters approved in previous resolutions of the General Meeting of Shareholders that have not yet been implemented; and
    i) Other reports as required by law and the Charter.

2. The report of the Board of Directors presented to the annual General Meeting of Shareholders under Point d, Clause 1 of this Article must include the following contents:

   a) Remuneration, operating expenses, and other benefits of the Board of Directors and Board Members in accordance with applicable laws and the Charter;

   b) A summary of the meetings of the Board of Directors and the resolutions and decisions of the Board of Directors;

   c) A report on transactions between Eximbank, its subsidiaries, and companies controlled by Eximbank with fifty percent (50%) or more of charter capital, and Board Members, and other Senior Managers, or with their related persons; transactions between Eximbank and companies in which Board Members, and other Senior Managers, are founding members or business managers within the three (03) years immediately preceding the transaction; transactions between Eximbank and companies in which the related persons of Board Members, the Chief Executive Officer, or other Executives serve as Board Members, the Chief Executive Officer, or major shareholders;

   d) Activities of the independent Board Members and the independent members' assessments of the Board's performance;

   e) Activities of the committees, panels under the Board of Directors;

   f) Results of supervision over the Chief Executive Officer and other Executives of Eximbank;

   g) Operational plans for the following year or for the next term;

   h) Other matters as prescribed by applicable laws and the Charter.

3. Report of the Board Chair at the Annual General Meeting of Shareholders:

   a) Assessment of the performance of each Board Member;

   b) Assessment of the performance of each member of committees, panels under the Board of Directors.

4. The report of the Supervisory Board submitted to the annual General Meeting of Shareholders must include:

   a) The report on Eximbank's business results and on the performance of the Board of Directors and the Chief Executive Officer;

   b) The self-assessment report on the activities of the Supervisory Board and its members;

   c) Remuneration, operating expenses, and other benefits of the Supervisory Board and each of its members, in accordance with the law and the Charter;

   d) Summary of meetings of the Supervisory Board and its conclusions and recommendations;

   e) Results of supervision over Eximbank's operations and financial condition;

   f) Assessment report on transactions between Eximbank, its subsidiaries, and companies controlled by Eximbank (holding fifty percent (50%) or more of charter capital) and Board Members, the Chief Executive Officer, other executive officers, or their related persons; transactions between Eximbank and companies in which Board Members, the Chief Executive Officer, or other executive officers are founding members or served as senior managers within the last three (03) years prior to the transaction; transactions between Eximbank and companies in which related persons of Board Members, the Chief Executive Officer, or other executive officers serve as Board Members, Chief Executive Officers, or major shareholders;

g) Results of supervision over the Board of Directors, the Chief Executive Officer, and other executive officers of Eximbank;

h) Assessment of the coordination between the Supervisory Board, the Board of Directors, the Chief Executive Officer, and shareholders;

i) Recommendation for the General Meeting of Shareholders to select an independent auditing firm to audit the financial statements and perform assurance services for the internal control system relating to the preparation and presentation of financial statements for the next financial year;

j) Other matters as required by law and the Charter.

CHAPTER III.
THE BOARD OF DIRECTORS

Article 15. Roles, mandates, authorities of the Board of Directors, rights and obligations of Board Members

1. The Board of Directors is the governing body, vested with full authority to act on behalf of Eximbank to decide and exercise the rights and obligations of Eximbank, except for matters under the authority of the General Meeting of Shareholders.
2. The mandates and authorities of the Board of Directors, and the rights and obligations of Board Members, shall be implemented in accordance with the Charter, the Terms of reference on the Organization and Operation of the Board of Directors, and relevant laws.
3. A Board Member has the right to request the Chief Executive Officer, other Executive Officers, and units within Eximbank to provide information and documents regarding Eximbank's financial status, business operations, and other internal activities for the purpose of performing the mandates and authorities of the Board of Directors and of Board Members. Individuals and units receiving such requests must provide timely, complete, and accurate information and documents as requested by the Board Member through the committees, panels, councils, or supporting units of the Board of Directors.
4. Board Members are entitled to remuneration and other benefits in accordance with the Charter.

Article 16. Tenure, structure, standards and conditions for Board Members

1. The term of office of the Board of Directors shall be five (05) years. The term of each Board Member shall correspond to the term of the Board of Directors, and Board Members may be re-elected; however, an individual shall not be eligible to stand for election or be nominated as a Board Member if he or she has continuously served

for eight (08) consecutive years or more, unless otherwise decided by the General Meeting of Shareholders. The term of a Board Member elected as an additional or replacement member shall be the remaining term of the Board of Directors. The Board of Directors of the outgoing term shall continue to operate until the Board of Directors of the new term assumes office.

2. The structure of the Board of Directors is as follows:

a) Board of Directors of Eximbank must have at least five (05) and not more than eleven (11) members. Board of Directors of Eximbank shall include independent Board Members, non executive Board Members, and a Board Member who may concurrently hold the position of Chief Executive Officer. The Board of Directors must include at least two (02) independent Board Members.

For the purposes of this Clause, non-executive Board Members include only independent Board Members of the immediately preceding term who are reappointed to the Board for the next term and who continue to meet the qualifications and conditions of an independent Board Member set out in Clause 4, Article 24 (except for the condition in Point f, Clause 4, Article 24) of this Charter.

b) The Board of Directors consists of the Board Chair, independent Board Members, and non-executive Board Members.

c) The structure of the Board of Directors aims for diversity in knowledge, experience, gender, ethnicity, tenure, and professional skill structure (maintaining a balance of skills and experience in areas such as banking/financial services, risk management, accounting and finance, technology, and understanding of regional markets) to ensure alignment with the Bank's operational goals, development, and corporate governance needs in each period.

d) The majority of Board members must have in-depth experience in banking or finance.

3. The standards and conditions for Board Members shall comply with the Charter, Eximbank’s internal regulations, and applicable laws.

Article 17. Nomination, candidacy, and election of Board Members

1. Nomination and candidacy by shareholders or groups of shareholders

a) Shareholders or groups of shareholders holding five percent (05%) or more of the total voting common shares shall have the right to nominate or stand for election to the Board of Directors, with the maximum number of candidates corresponding to their shareholding ratio as prescribed by law and the Charter. Specifically:

(i) From 05% to under 10%: maximum 01 candidate;

(ii) From 10% to under 20%: maximum 02 candidates;

(iii) From 20% to under 30%: maximum 03 candidates;

(iv) Above 30%: maximum 04 candidates.

b) Where common shareholders form a group to nominate candidates, the group must give written notice of the formation of the group, together with the list of nominated candidates, to other shareholders prior to the opening of the General Meeting of Shareholders.

c) Candidate dossiers submitted by a shareholder or group of shareholders must be complete, comply with the criteria and standards for Board Members as stipulated in this Charter and the Bank's internal regulations, and be submitted to the Board of Directors within the timeframe and process prescribed by the Board of Directors.

2. Mandates of the Board of Directors, with the advisory support of the Personel, Nomination and Remuneration Committee

a) Develop, review, and update the succession plan for Board Members;

b) Determine the requirements regarding structure, competence, experience, independence, and diversity of the Board of Directors for each period, consistent with the Bank's strategy, development orientation, and governance requirements;

c) Develop, review, and issue notifications on the standards and conditions applicable to Board Members and members of Committees under the Board of Directors, in accordance with applicable laws and good governance practices; and

d) Prepare and submit to the General Meeting of Shareholders the proposed personnel plan for the Board of Directors in accordance with applicable laws and the Charter.

3. The evaluation of candidates, preparation of the list of candidates, and disclosure of information shall be carried out in accordance with the Charter.

Article 18. Election, dismissal, removal, supplementation, and replacement of the Chair and Board Members

1. Cases of dismissal, removal, or automatic loss of status as a Board Member shall be carried out in accordance with the Charter.

2. The procedures for electing, removing, dismissing the Board Chair and Board Members, and the notification of such elections, removals, and dismissals shall be implemented in accordance with the regulations on the organization and operation of the Board of Directors.

3. Within fifteen (15) working days from the date the Board Chair loses his/her status as a Board Member, the Personnel, Nomination and Remuneration Committee shall propose and advise the Board of Directors on a new candidate who meets the qualifications and conditions under the Charter to be elected as the Board Chair. Following this, the Board of Directors shall convene a meeting and elect a new Board Chair. This process shall be conducted based on the succession plan, the established election procedures for Board Member candidates, and the applicable laws and Eximbank's internal regulations.

4. A Board Chair who wishes to resign must submit a written resignation to the Board of Directors and the Supervisory Board. Within five (05) working days from the date of receipt of the resignation, the Personnel, Nomination and Remuneration Committee shall propose and advise the Board of Directors on a Board Member who meets the qualifications and conditions under the Charter to be elected as the new Board Chair. Thereafter, the Board of Directors shall hold a meeting and elect a new Board Chair within ten (10) days from the date of receipt of the resignation. This process shall be conducted based on the succession plan, the established nomination procedures for the Board Chair,

and the applicable laws and Eximbank's internal regulations. The resignation shall not take effect until the Board of Directors approves a resolution relieving the Board Chair.

5. A Board Member who wishes to resign must submit a written resignation to the Board of Directors and the Supervisory Board for submission to the General Meeting of Shareholders for decision. The resignation shall not take effect until the General Meeting of Shareholders approves a resolution relieving the Board Member.

6. Eximbank shall disclose information regarding the election, removal, dismissal, addition, or replacement of the Board Chair and Board Members in accordance with applicable laws from time to time.

Article 19. Procedures for convening meetings of the Board of Directors and collecting written opinions from Board Members

1. The Board of Directors may hold regular meetings at least once every two (02) months or extraordinary meetings as prescribed in the Charter. Meetings of the Board of Directors shall be convened by the Board Chair or a Board Member authorized by the Board Chair.

2. The Board of Directors shall specifically prescribe cases requiring urgent meetings, the notice period, and the form of meeting invitations applicable to urgent meetings.

3. The Board Chair or the person convening the meeting shall decide and invite the Supervisory Board and other individuals who are not Board Members to attend meetings of the Board of Directors, in which the Chief Executive Officer shall be automatically invited to attend all meetings of the Board of Directors unless the Board Chair or the person convening the meeting states otherwise. Invitees attending meetings of the Board of Directors may speak at the meeting if invited by the meeting chair, but shall not vote, and must strictly comply with the meeting regulations of the Board of Directors and the instructions of the meeting chair.

4. The Board Chair or the person convening the meeting must send the meeting invitation no later than three (03) working days prior to the meeting date, or a shorter period in urgent cases. The meeting invitation must specify the meeting time, venue, agenda, matters for discussion and decision. Documents and materials to be used at the meeting and voting ballots for Board Members must be enclosed with the invitation.

5. A meeting of the Board of Directors shall be valid when at least three-quarters (3/4) of the total number of Board Members attend. If the first meeting does not meet the required attendance, a second meeting must be convened within seven (07) days from the scheduled date of the first meeting. The second meeting shall be valid if more than one-half (1/2) of the Board Members attend. A Board Member who cannot attend in person may authorize another person to attend and vote (subject to the restrictions in Clause 5, Article 54 of the Charter regarding cases where authorization is not permitted) if approved by the majority of Board Members, or may submit written opinions. In the case of valid authorization, the Board Member shall be considered present at the meeting and counted for quorum and voting purposes.

6. A resolution of the Board of Directors shall be adopted if approved by the majority of votes. In case of a tie, the decision of the Chair presiding over the meeting shall prevail.

A Board Member who has a conflict of interest regarding a matter submitted to the Board of Directors shall not vote on that matter and shall not authorize another person to vote, nor receive authorization from another Board Member to vote on that matter. However, such Board Member shall still be counted when determining the quorum for the meeting.

7. All Board of Directors meetings must be recorded in minutes and may be audio-recorded or recorded and stored electronically. The minutes must contain the essential details as required by the Charter. If the Chair or the meeting secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other Board Members attending the meeting and contain all required details. The minutes must clearly state that the Chair or secretary refused to sign.

8. Other matters relating to the procedures for convening Board of Directors meetings, adopting resolutions and decisions of the Board of Directors, and preparing Board of Directors meeting minutes shall be implemented in accordance with the Charter and the Regulations on the Organization and Operation of the Board of Directors.

9. The procedures for collecting written opinions from Board Members shall be carried out in accordance with the Charter and the Terms of reference on the Organization and Operation of the Board of Directors.

Article 20. Committees, panels under the Board

1. The Board of Directors shall establish committees/councils to assist the Board in performing its mandates and authorities, including the following mandatory committees:
   a) Audit and Risk Committee (“Risk Management Committee”);
   b) Personel, Nomination and Remuneration Committee (“Human Resources Committee”);
   c) Strategy and Technology Committee; and
   d) People and Culture Advisory Panel.

2. Each committee, panels must at all times have at least three (03) members, including the Committee/Panel Chair and other Committee/Panel Members. Committee/Panel Members shall be appointed, dismissed, removed, or replaced by the Board of Directors. The specific number of members in each committee/panel shall be decided by the Board from time to time, provided that the number of committee/panel members is maintained as an odd number.

3. The roles, mandates, authority; tenure, number of members, standards, organizational structure, operating mechanisms, and periodic performance evaluation of each committee/panel and its members; as well as the nomination, candidacy, election, dismissal, and removal of committee/panel members under Clause 1 and 2 of this Article shall be stipulated in the Terms of reference on the Organization and Operation of each committee/panel and in accordance with applicable laws and other internal regulations of Eximbank.

Article 21. Corporate Governance Officer

1. The Board of Directors must appoint at least one (01) Corporate Governance Officer to support the governance activities of Eximbank in an effective and legally compliant

manner. The tenure of the Corporate Governance Officer shall be decided by the Board of Directors.

2. The removal/dismissal of the Corporate Governance Officer shall be decided by the Board of Directors. The appointment and dismissal of the Corporate Governance Officer must be publicly disclosed in accordance with applicable laws.

3. Standards and conditions for the Corporate Governance Officer:

   a) Possess knowledge of the law;

   b) Must not concurrently work for any approved auditing firm currently auditing Eximbank's financial statements;

   c) Other standards as prescribed by applicable laws, the Charter, and decisions of the Board (if any).

4. The rights and obligations of the Corporate Governance Officer shall be implemented in accordance with the Charter and other tasks assigned or delegated by the Board of Directors from time to time.

CHAPTER IV.
SUPERVISORY BOARD

Article 22. Roles, mandates, authorities, and benefits of the Supervisory Board and Supervisory Board Members

1. The Supervisory Board shall monitor and assess compliance with applicable laws, internal regulations, the Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. The mandates and authorities of the Supervisory Board and its members shall be carried out in accordance with the Charter, the Terms of reference on the Organization and Operation of the Supervisory Board, and applicable laws.

3. Supervisory Board Members shall be entitled to remuneration and other benefits in accordance with the Charter from time to time.

Article 23. Nomination, candidacy, and election of Supervisory Board Members

1. The tenure, number of members, standards, and conditions applicable to Supervisory Board Members shall be implemented in accordance with the Charter, the Terms of reference on the Organization and Operation of the Supervisory Board, and applicable laws.

2. The methods of candidacy, nomination, and election of Supervisory Board Members shall be carried out in accordance with the Terms of reference on the Organization and Operation of the Supervisory Board, the Charter, and applicable laws.

Article 24. Election, dismissal, removal, and replacement of the Head of the Supervisory Board and Supervisory Board Members

1. Cases of dismissal, removal, or automatic loss of status of the Head of the Supervisory Board and Supervisory Board Members, as well as notifications regarding the election,

dismissal, or removal of Supervisory Board Members, shall be carried out in accordance with the Charter.

2. Within fifteen (15) working days from the date the Head of the Supervisory Board loses his/her membership status, the Supervisory Board Members shall convene a meeting or collect written opinions from Supervisory Board Members to elect a member (who meets the standards and conditions prescribed by applicable laws and the Charter) as the new Head of the Supervisory Board.

3. A Head of the Supervisory Board who wishes to resign must submit a resignation letter to the Supervisory Board and the Board of Directors. Within sixty (60) days from the date of receipt of the resignation letter, the Supervisory Board must convene a meeting or collect written opinions from its members to consider and decide on the dismissal of the current Head and elect a new Head from among the remaining Supervisory Board Members in accordance with applicable laws. The resignation shall not take effect until the Supervisory Board approves the decision to dismiss the Head of the Supervisory Board.

4. A member of the Supervisory Board who wishes to resign must submit a written resignation letter to the Supervisory Board for notification purposes and to the Board of Directors for submission to the General Meeting of Shareholders for approval. The resignation shall not take effect until the General Meeting of Shareholders approves the dismissal of the Supervisory Board Member.

5. Individuals elected as the Head of the Supervisory Board and other members of the Supervisory Board shall be responsible for immediately assuming and performing the duties of their elected positions. The Head of the Supervisory Board and other members whose terms have expired, who have been dismissed, removed, or have automatically lost their membership status, shall be responsible for handing over their duties to the newly elected Head and members of the Supervisory Board, and shall remain personally liable for their decisions made during their tenure.

6. Eximbank shall fulfill its obligation to disclose information on the election, dismissal, removal, or replacement of the Head of the Supervisory Board and Supervisory Board Members in accordance with applicable laws from time to time.

Article 25. Meetings and adoption of decisions by the Supervisory Board

Meetings and the adoption of decisions by the Supervisory Board shall be carried out in accordance with the Charter and the Terms of reference on the Organization and Operation of the Supervisory Board.

Article 26. Right of the Supervisory Board to Access Information

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

    a) Meeting notices, voting ballots for Board Members, and accompanying documents;

    b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board;

c) Reports of the Chief Executive Officer submitted to the Board of Directors or other documents issued by Eximbank and sent to shareholders or the Board of Directors.

2. Supervisory Board Members have the right to access Eximbank's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplaces of Senior Managers, Executive Officers, and employees of Eximbank during working hours.

3. The Board of Directors, Senior Managers and Executive Officers must provide complete, accurate, and timely information and documents regarding Eximbank's management, administration, and business operations upon request by a Supervisory Board Member or the Supervisory Board.

CHAPTER V.
CHIEF EXECUTIVE OFFICER

Article 27. Chief Executive Officer

1. The roles, mandates, rights, and obligations of the Chief Executive Officer shall be carried out in accordance with the provisions of the Charter.

2. The Chief Executive Officer shall be appointed by the Board of Directors. The tenure of the Chief Executive Officer shall not exceed five (05) years and may be renewed for an unlimited number of terms.

3. The qualifications of the Chief Executive Officer shall be stipulated in the Charter.

4. The appointment and dismissal of the Chief Executive Officer shall be carried out in accordance with the provisions of the Charter.

5. When performing his/her mandates and exercising his/her authorities, the Chief Executive Officer must comply with the resolutions of the General Meeting of Shareholders and the Board of Directors; and strictly adhere to the provisions of law, the Charter, and the terms of the employment contract signed with Eximbank (if any).

6. Change of Chief Executive Officer

   a) The Chief Executive Officer who wishes to resign must submit a resignation letter to the Board of Directors and the Supervisory Board.

   b) The individual appointed as the Chief Executive Officer shall be responsible for receiving and assuming the duties of the newly appointed position. The outgoing Chief Executive Officer shall be responsible for handing over all duties to the newly appointed Chief Executive Officer and shall remain accountable for all decisions made during his or her term of office.

Article 28. Execution of the employment contract with the Chief Executive Officer; Salary and other benefits of the Chief Executive Officer

1. The execution and termination of the employment contract with the Chief Executive Officer shall be carried out in compliance with applicable laws, the Charter, and Eximbank's internal regulations.

2. The Board of Directors shall decide the salary and other benefits of the Chief Executive Officer.

CHAPTER VI.
SUPERVISION BY SENIOR MANAGEMENT, COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE CHIEF EXECUTIVE OFFICER

Article 29. Supervision by Senior Management

1. The Board of Directors and the Chief Executive Officer shall oversee financial integrity, internal control, risk management, internal capital adequacy assessment, strategic orientation, governance framework, leadership in human resources, and Eximbank's organizational culture in accordance with applicable laws and with a view to aligning with advanced practices.
2. The Supervisory Board oversees Eximbank's internal audit in accordance with legal regulations.

Article 30. Principles of coordination between the Board of Directors and the Chief Executive Officer

The Board of Directors, Supervisory Board and the Chief Executive Officer shall coordinate their activities based on the following principles:

1. Clear delineation of functions and mandates to ensure proper authority and transparency;
2. Always act in the common interests of Eximbank to promote sustainable development;
3. Strict compliance with applicable laws and Eximbank's internal regulations;
4. Work with the highest sense of responsibility, honesty, cooperation, and maintain regular communication to jointly resolve any obstacles or difficulties (if any).

Article 31. Coordination between the Board of Directors and the Chief Executive Officer

1. The Board of Directors shall issue decisions/resolutions for the Chief Executive Officer and other Executives to implement. At the same time, the Board of Directors shall oversee and supervise the implementation of such decisions/resolutions. The Chief Executive Officer shall be responsible before the law and the Board of Directors for implementing the Board of Directors's resolutions and decisions, and must report to the Board of Directors on the implementation of such resolutions/decisions and assigned mandates and authorities.
2. The Chief Executive Officer shall, by default, be invited to attend all meetings of the Board, unless otherwise notified by the Board Chair or the convener. When participating in Board of Directors meetings, the Chief Executive Officer may speak if invited by the Chair but shall not vote and must strictly comply with the Board of Directors's meeting regulations and the direction of the Chair.
3. The Board Chair must convene a meeting of the Board of Directors upon a written request from the Chief Executive Officer. The request must clearly state the purpose, matters to be discussed, and matters falling under the authority of the Board of Directors.
4. The Chief Executive Officer must convene a meeting of the Executives upon the request of the Board Chair.

5. Board Members are entitled to attend meetings of the Executives.
6. Through the Office of the Board of Directors, Board Members have the right to request the Chief Executive Officer to provide information and documents regarding Eximbank's financial status and business operations, as well as those of Eximbank's units. Upon receiving such a request, the Chief Executive Officer must provide complete, accurate and timely information and documents to the Office of the Board of Directors.
7. If detecting any risks that may significantly affect the reputation or business operations of Eximbank, or other matters deemed necessary, the Chief Executive Officer must immediately report to the Board Chair and the relevant Board Members.
8. Other coordination activities shall be implemented in accordance with applicable laws, the Charter, and Eximbank's internal regulations.

Article 32. Coordination between the Board of Directors and the Supervisory Board

1. The Board Chair or the person convening the meeting must send the notice of invitation to the meeting of the Board of Directors/ballot for written consultation to the members of the Supervisory Board at the same time and in the same manner as to Board Members. Members of the Supervisory Board have the right to attend meetings of the Board of Directors, may discuss but may not vote. The Head of the Supervisory Board has the right to request that his/her opinion be recorded in the minutes of the meeting of the Board of Directors if his/her opinion differs from the resolutions or decisions of the Board of Directors.
2. The Board Chair must convene a meeting of the Board of Directors at the written request of the Supervisory Board. The request of the Supervisory Board must clearly state the purpose and matters to be discussed and decided within the authority of the Board of Directors.
3. The Board of Directors and Board Members must fully, accurately, and promptly provide information and documents on management, administration, and business operations of Eximbank as requested by members of the Supervisory Board or by the Supervisory Board.
4. The Head of the Supervisory Board must convene meetings of the Supervisory Board upon the request of the Board Chair or at least two-thirds (2/3) of the Board Members. Minutes of meetings of the Supervisory Board in this case must be sent to Board Members at the same time and in the same manner as to members of the Supervisory Board.
5. If discovering that a manager or an executive officer has committed any violation of regulations or the Charter, the Supervisory Board must promptly notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease the violation, and propose solutions to remedy the consequences.
6. For matters related to the activities of the Audit and Risk Management Committee and internal audit:
   a) The Board of Directors, through the Audit and Risk Management Committee, provides opinions on the proposals of the Supervisory Board regarding the organizational and operational regulations, plan, and resources of internal audit;
   b) Internal audit performs internal audit activities in accordance with the approved annual plan and reports the audit results—including at least findings,

recommendations for remedial measures, and proposed remediation plans—to the Supervisory Board, while also sending the report to the Audit and Risk Management Committee for information. The Supervisory Board invites the Audit and Risk Management Committee to attend meetings where internal audit reports on matters (including but not limited to) material audits, consolidated discussions of audit findings, and the year-end status of remediation of audit findings. The Supervisory Board and the Audit and Risk Management Committee may exchange and discuss their own assessments on matters that the Chief Executive Officer and other executive officers need to remedy and may require the Chief Executive Officer and other executive officers to implement these matters.

7. Other coordination activities as prescribed by regulations, the Charter, and Eximbank's internal regulations.

Article 33. Coordination between the Supervisory Board and the Chief Executive Officer

1. Reports of the Chief Executive Officer submitted to the Board of Directors or other documents issued by Eximbank and sent to shareholders and the Board of Directors must be sent to the Supervisory Board at the same time and in the same manner as to Board Members.
2. The Chief Executive Officer must fully, accurately, and promptly provide information and documents on management, administration, and business operations of Eximbank as requested by members of the Supervisory Board or by the Supervisory Board.
3. The Head of the Supervisory Board must convene meetings of the Supervisory Board upon the request of the Chief Executive Officer. Minutes of meetings of the Supervisory Board in this case must be sent to the Chief Executive Officer at the same time and in the same manner as to members of the Supervisory Board.
4. If discovering any risk that may significantly affect the reputation or business operations of Eximbank, or in other necessary circumstances, the Chief Executive Officer must immediately report to the Supervisory Board and the relevant members of the Supervisory Board.
5. Other coordination activities as prescribed by regulations, the Charter, and other regulations of Eximbank.

CHAPTER VII.
PREVENTION OF CONFLICTS OF INTEREST AND TRANSACTIONS WITH RELATED PARTIES

Article 34. Duty of honesty and avoidance of conflicts of interest

1. Board Members, members of the Supervisory Board, the Chief Executive Officer, Deputy Chief Executive Officers, and other executive officers of Eximbank must disclose their related interests with Eximbank in accordance with the Charter and other applicable regulations.
2. Board Members, members of the Supervisory Board, the Chief Executive Officer, Deputy Chief Executive Officers, senior managers, and other executive officers, and persons related to these individuals may not use information obtained through their positions, or internal information, for personal gain or for the benefit of another organization or

individual. They may not use or disclose unpublished information of Eximbank to others for the purpose of conducting related transactions.

3. Board Members, members of the Supervisory Board, the Chief Executive Officer, and other executive officers have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between (a) Eximbank, its subsidiaries, and companies in which Eximbank holds fifty percent (50%) or more of charter capital and such individuals themselves or their related persons; (b) Eximbank and any company in which related persons of the above individuals are Board Members, the Chief Executive Officer, or major shareholders; and (c) Eximbank and any company in which the above individuals are founding members or senior managers within the last three (03) years prior to the transaction, in accordance with regulations. For the transactions mentioned above that are approved by the General Meeting of Shareholders or the Board of Directors, Eximbank must disclose information on such resolutions or decisions in accordance with securities regulations on information disclosure.

4. A Board Member may not vote on any transaction that provides benefits to that Board Member or that Board Member's related person, in accordance with the Charter and applicable regulations.

Article 35. Transactions with related parties

1. When conducting transactions with related parties that require approval by the General Meeting of Shareholders or the Board of Directors under the Charter and applicable laws, Eximbank must enter into a written contract based on equality and voluntariness.

2. Eximbank shall take necessary measures to prevent shareholders and related persons from engaging in transactions that cause loss of capital, assets, or other resources of Eximbank.

3. Procedures for approving contracts and transactions with related persons (in cases required to be approved by the General Meeting of Shareholders or the Board of Directors):

    a) The representative of Eximbank who signs a contract or transaction falling under the decision-making authority of the General Meeting of Shareholders must notify the Board of Directors and the Supervisory Board of the related persons involved in such contract or transaction and must enclose a draft contract or a notice of the principal terms of the transaction. The Board of Directors shall present the draft contract, transaction, or explanation of the principal terms of the contract or transaction at the meeting of the General Meeting of Shareholders or in the documents used for collecting shareholders' written opinions. In this case, shareholders having related interests with the parties to the contract or transaction have no voting rights.

    b) The representative of Eximbank who signs a contract or transaction falling under the decision-making authority of the Board of Directors must notify Board Members and members of the Supervisory Board of the related persons involved in such contract or transaction and must enclose the draft contract or a summary of the principal terms of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notification. In this case, any Board Member having related interests with the parties to the contract or transaction has no voting rights.

CHAPTER VIII.
PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINARY ACTIONS FOR THE BOARD MEMBERS, MEMBERS OF THE SUPERVISORY BOARD AND EXECUTIVE OFFICERS

Article 36. Evaluation of the performance of Board Members, Committee Members, Chief Executive Officer, members of the Supervisory Board and other Executive Officers

1. The Board of Directors shall conduct performance evaluations of Board Members, committees and panels under the Board of Directors, and the Chief Executive Officer, and other members of the Board of Managment.
2. An independent third party shall conduct annual performance evaluations of the Board of Directors, committees and panels under the Board of Directors, as well as each Board Member and each member of such committees and panels (if necessary).
3. The Supervisory Board shall conduct an evaluation of the performance of the members of the Supervisory Board.
4. The implementation of performance evaluation for Board Members, the Supervisory Board, the Chief Executive Officer, the Executive Committee, and other executive officers shall be carried out in accordance with Eximbank's internal regulations from time to time.

Article 37. Rewards

1. Board Members, the Supervisory Board, the Executive Committee, and other executive officers who achieve outstanding performance in the governance and administration of Eximbank and in other assigned duties shall be considered for commendation in accordance with applicable regulations and Eximbank's internal rules.
2. The forms of rewards, specific criteria for rewards, and the procedures for granting rewards shall be implemented in accordance with Eximbank's regulations from time to time.

Article 38. Violations handling

Board Members, the Supervisory Board, and executive officers who, in the course of performing their duties, violate applicable regulations, the Charter, or other related internal regulations of Eximbank shall, depending on the nature, severity, and consequences of the violation, be subject to review and disciplinary action in accordance with applicable regulations and Eximbank's internal rules.

CHAPTER IX.
IMPLEMENTATION, AMENDMENT, AND SUPPLEMENTARY PROVISIONS

Article 39. Implementation, amendment, and supplementary provisions

1. These regulations consist of nine (09) Chapters and thirty-nine(39) Articles and were approved by the General Meeting of Shareholders and take effect from April 28, 2026.
2. These Regulations have been amended and supplemented, and such amendments and supplements take effect pursuant to the Resolution of the Extraordinary General Meeting of Shareholders dated July 24, 2026.
3. Any amendment or supplement to these regulations shall be proposed by the Board of Directors and submitted to the General Meeting of Shareholders for consideration and decision.
4. Board Members, members of the Supervisory Board, Chief Executive Officer, Deputy Chief Executive Officers, Eximbank officers and employees, and other subjects specified in Clause 2, Article 1 of these regulations shall be responsible for implementing these regulations./.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

TERMS OF REFERENCE OF THE BOARD OF DIRECTORS

VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK

2026

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Article 1. Governing scope, applicable entities and applicable principles

1. Governing scope

   The Terms of reference on the organization and operation of the Board of Directors ("**Terms of reference**") set out the organizational structure, working mechanisms, operating principles, and the duties and powers of the Board of Directors and Board Members of Vietnam Export-Import Commercial Joint Stock Bank ("**Eximbank**" or the "**Bank**"), ensuring that operations comply with the Charter of Eximbank as issued and effective from time to time ("**Charter**") and other relevant laws and regulations.

2. Applicable entities

   Applicable to the Board of Directors, Board Members and other related units and individuals in Eximbank.

3. Applicable principles

   a) Other matters relating to the organization and operation of the Board of Directors that are not specified in this Terms of reference shall be governed by Eximbank's Charter, Internal Governance Regulations and relevant legal provisions.

   b) In case amendments to Eximbank's Charter and/or legal provisions result in discrepancies between this Terms of reference and Eximbank's Charter and/or legal provisions, the new provisions in Eximbank's Charter and/or the corresponding legal regulations shall apply.

   c) In case of any conflict between this Terms of reference and Eximbank's Charter/legal provisions on the same matter, the legal provisions and Eximbank's Charter shall prevail.

   d) Terms, expressions, and concepts in these Terms of reference that are not defined shall be interpreted, construed, and applied in accordance with the Charter, Eximbank's internal governance Terms of reference, and other applicable laws and regulations.

   e) The headings (Chapters, Sections, Articles) in these Terms of reference are provided solely for convenience of reference and shall not affect the substance of these Terms of reference. The interpretation or application of any provision shall be based on the full content of the corresponding provision and any related provisions.

   f) In these Terms of reference, any reference to any regulation or document shall include all amendments, supplements, or replacement documents to such regulation or document from time to time.

Article 2. Board of directors

1. The Board of Directors is the governing body of Eximbank and is fully authorized, on behalf of Eximbank, to decide and exercise the rights and obligations of Eximbank, except for matters falling under the authority of the General Meeting of Shareholders.

2. The mandate and authority of the Board of Directors shall be performed in accordance with the Charter, this Terms of reference and relevant legal provisions.
3. The Board of Directors shall be accountable to the Laws and to the General Meeting of Shareholders for performing the mandate and authority as stipulated by the Laws, the Charter or as assigned/delegated/authorized by the General Meeting of Shareholders.
4. The Board of Directors shall establish committees, units and advisory, supporting bodies under the Board of Directors (hereinafter referred to as the "Supporting bodies") to provide advice and consultation, thereby assisting the Board of Directors in performing its mandate and authority within the scope and in accordance with the Laws and the Charter.
5. The Board is entitled to use Eximbank's official seal in performing its mandate and authority.

Article 3. Operating principles and working mechanism of the Board of Directors

1. The Board of Directors shall operate on a collective basis, combined with the management and coordination of the Board Chair. The Board Members shall be individually responsible for their assigned tasks, opinions and decisions; and shall be collectively responsible before the General Meeting of Shareholders and the Laws for the relevant resolutions and decisions of the Board of Directors, unless otherwise provided by Law.
2. The Board of Directors shall adopt resolutions and decisions through voting at meetings, written consultations or other forms as decided by the Board of Directors.
3. The Board of Directors shall assign the Chief Executive Officer to organize, administer and implement the Board's resolutions and decisions.
4. Resolutions and decisions of the Board of Directors shall be binding on all relevant units and individuals throughout the Eximbank system.
5. All activities of the Board of Directors, its members, and the committees/units/advisory and supporting bodies under the Board of Directors shall comply with the Laws and the Charter.

CHAPTER II.
THE BOARD MEMBERS OF DIRECTOR

Article 4. Roles and mandates of the Board members

1. The Board members shall have all rights and obligations under relevant Laws and the Charter. The detailed rights and obligations of Board Members shall be provided in the Charter.
2. Each independent Board member shall prepare a report that assesses the activities of the Board.
3. Board members shall have the right to request the Chief Executive Officer, other Executive Officers and units in Eximbank to provide information and documents on the financial status and business operations of Eximbank and of units in Eximbank. The person who receives the request shall provide information and documents promptly, fully and accurately as required by the Board member.

Article 5. Roles and Responsibilities of Independent Board Members

1. Provide an independent perspective and participate in the work of the Board of Directors from an independent standpoint, free from influence or constraint by the viewpoints of the Chief Executive Officer, the Executive Management, or internal interests.
2. Offer objective opinions that help enhance the independence and effectiveness of the Board of Directors.
3. Maintain integrity in thought and action, and uphold independence in judgment.
4. Strengthen the oversight of the operational processes of the Board of Directors.
5. Work collaboratively with other Board Members who have diverse knowledge, experience, gender, ethnicity, tenure, and professional skill sets.

Article 6. Term of office, number, qualifications and conditions for the Board members

The term of office, number, standards, and conditions for the Board members and independent Board members shall comply with the Charter and relevant Laws.

Article 7. The Board Chair

1. The Board Chair is elected, dismissed, and removed by the Board of Directors from among the Board members elected by the General Meeting of Shareholders. All of the Board members have the right to participate in the election, dismissal, and removal of the Board Chair. the Board Chair shall reside in Vietnam throughout the term of office.
2. The Board Chair shall satisfy the standards and conditions under the Charter and relevant Laws from time to time.
3. The Board Chair has rights and obligations under the Charter, Eximbank's internal governance regulation and relevant Laws.
4. A Board Chair who wishes to resign from the position of Board Chair must submit a resignation letter to the Board of Directors. Within five (05) working days from the date of receipt of the resignation letter, the Personnel, Nomination and Remuneration Committee shall propose and advise the Board of Directors on a Board Member who meets the qualifications and conditions prescribed by law and the Charter to be elected as the new Board Chair. Thereafter, the Board of Directors shall convene a meeting and elect a new Board Chair within ten (10) days from the date of receipt of the resignation letter. This process shall be conducted based on the succession plan, the nomination procedures for the Board Chair already established, and the applicable laws and Eximbank's internal regulations. The resignation of the Board Chair shall not become effective until the Board of Directors approves a resolution relieving that individual from the position of Board Chair.
5. If the Board Chair is absent or cannot perform duties, the Board Chair shall authorize in writing to another Board member to perform the rights and obligations of the Board Chair as provided in the Charter. If there is no authorized person, or the Board Chair dies, goes missing, is held in custody, serves an imprisonment sentence, serves compulsory administrative measures, absconds from the place of residence, is restricted in or loses legal

capacity, has difficulty in cognition and behavior control, or is prohibited by a court from holding positions, practicing a profession, or performing certain work, the remaining Board Members shall elect one of the remaining Board members as Board Chair by a majority vote until a new decision of the Board of Directors is issued.

Article 8. Dismissal, removal, replacement and additional election of the Board members

1. The General Meeting of Shareholders shall dismiss and remove Board members in the cases provided in the Charter.
2. After dismissal or removal, Board members shall remain responsible for their decisions made during their term of office.
3. Within ten (10) days from the date the General Meeting of Shareholders approves the decision on dismissal or removal of a Board Member under Clause 1 of this Article, the Board of Directors shall prepare a written report together with relevant documents and shall submit it to the State Bank of Vietnam, and shall bear responsibility for the accuracy and truthfulness of this report.
4. The Board of Directors shall convene the General Meeting of Shareholders to elect additional Board members in the following cases:
   a) The number of Board members is reduced by more than one-third of the total number provided in the Charter. In this case, the Board of Directors shall convene the General Meeting of Shareholders within sixty (60) days from the date the number of Board members is reduced by more than one-third;
   b) The number of Independent Board members falls below the minimum required under the Charter and relevant Laws;
   c) Except for the cases provided in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new Board member to replace the dismissed or removed Board member at the nearest meeting.
5. Individuals elected as Board Chair and Board Members shall assume and shall perform the duties of their elected positions immediately. The dismissed or removed Board Chair and Board members shall transfer their duties to the newly elected Board Chair and Board members; and shall remain personally responsible for their decisions made during their tenure.

Article 9. Procedures for election, dismissal, removal, replacement and additional election of the Board Chair and Board members

1. Shareholders or groups of shareholders that own at least five percent (05%) of Eximbank's total common shares shall have the right to nominate and self-nominate candidates to the Board of Directors, with the maximum number of candidates corresponding to their shareholding ratio in accordance with the Charter.
2. The Board of Directors, through the Personnel, Nomination and Remuneration Committee, shall develop, review, and submit to the General Meeting of Shareholders for approval the personnel plan, including the structure, qualifications, and succession plan for Board Members in accordance with the law and the Charter. The nomination by the Board of

Directors shall not limit the lawful rights of shareholders or groups of shareholders to self-nominate or nominate candidates in accordance with the law and the Charter.

3. In cases where the incumbent Board of Directors introduces/nominates or organizes the nomination of additional candidates for the Board of Directors in accordance with the Charter, the introduction/nomination or organization of nomination shall be carried out as follows:
   a) The order and procedures for introduction/nomination or organization of nomination shall be determined by the Board of Directors, but must ensure compliance with applicable laws.
   b) The Board of Directors shall approve the list of candidates introduced/nominated by the incumbent Board of Directors based on the majority-vote principle; in the event of an equal number of votes, the final decision shall belong to the side supported by the meeting chair or the person presiding over the written voting process.
4. The Board of Directors shall select from among the Board Members to elect the Board Chair. The Board of Directors shall elect, dismiss, and remove the Board Chair (in cases where the dismissal or removal does not cause loss of Board member status) based on the majority principle.
5. The Board Chair shall be elected at the first meeting of the Board of Directors's term of office. The procedures and time limit for convening the first meeting of the Board of Directors shall comply with the Charter.
6. The election, dismissal, and removal of Board Members shall be decided by the General Meeting of Shareholders based on the voting principle.
7. The procedures for election, dismissal, and removal of the Board Chair, and other Board members shall comply with Laws, the Charter, Eximbank's internal governance regulation, and other relevant internal regulations of Eximbank.

Article 10. Notice on election, dismissal and removal of Board members

1. After Eximbank identifies candidates for the Board of Directors upon approval by the State Bank of Vietnam, Eximbank shall disclose information on such candidates in accordance with relevant Laws so that shareholders may review information about the candidates prior to voting. Candidates for the Board of Directors shall provide a written commitment on the truthfulness and accuracy of the disclosed personal information and shall commit to performing their duties honestly, prudently, and in the best interests of Eximbank if elected as Board Members. Information relating to candidates for the Board of Directors shall be disclosed in accordance with Eximbank's internal governance regulation.
2. Notification of the results of election, dismissal, and removal of Board Members shall comply with regulations and guidelines on information disclosure.

CHAPTER III.
THE BOARD OF DIRECTORS

Section 1. Organizational structure and supporting bodies of the Board of Directors

Article 11. Structure and supporting bodies of the Board of Directors

1. Structure of the Board of Directors: The Board of Directors of Eximbank shall be organized according to the following structure:
   a) Board Chair;
   b) Independent Board Member; and
   c) Non-executive Board Member; and
   d) A Board Member who may concurrently hold the position of Chief Executive Officer
2. The supporting bodies for the Board comprises:
   a) Office of the Board;
   b) Committees and panels under the Board;
   c) Company Secretary (or Bank Secretary) (if any); and
   d) Other units that operate on a regular basis (or on an ad-hoc basis for special purposes and automatically dissolve after completing their tasks) established by the Board of Directors in accordance with regulations and the internal governance needs from time to time to support the performance of the duties and powers of the Board of Directors.

Article 12. Office of the Board of Directors

1. The Board of Directors shall decide on the organizational structure, functions, and duties of the Office of the Board from time to time to effectively support the operations of the Board and to ensure compliance with Laws and Eximbank's internal regulations.
2. The Chief of the Office of the Board of Directors is the head who manages and administers the Office of the Board of Directors.

Article 13. Committees under the Board of Directors

1. The Board of Directors must establish committees, panels to support the Board of Directors in performing its mandate and authority in accordance with the Charter, this Terms of reference, and the Law, including but not limited to the following committees, panels:
   a) Personnel, Nomination and Remuneration Committee ("Human Resources Committee");
   b) Audit and Risk Committee ("Risk Management Committee");
   c) Strategy and Technology Committee; and
   d) People and Culture Advisory Panel.
2. The functions, mandates, and authorities of these committees, panels shall be prescribed by the Board of Directors in accordance with the Law and the Charter.

Section 2. Functions, mandate and authority of the Board

Article 14. Rights and obligations of the Board

Details on the rights and obligations of the Board are stipulated in the Charter.

Article 15. Mandate and authority of the Board in approving and entering into contracts and transactions

1. The Board of Directors shall review and approve contracts and transactions under its authority as provided in the Charter, Eximbank's internal regulations and relevant laws and regulations..

2. The approval and execution of contracts and transactions as prescribed in Clause 1 of this Article shall comply with the provisions of the Charter, Eximbank's Internal Governance Regulations and applicable laws.

Article 16. Mandates of the Board of Directors in convening extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the cases prescribed in the Charter.

2. The time limit and responsibility for convening an extraordinary General Meeting of Shareholders by the Board of Directors shall comply with the Charter and applicable laws from time to time.

Article 17. Reports of the Board of Directors at the General Meeting of Shareholders

1. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following reports:

   a) The Board of Directors's report on governance and the performance results of the Board of Directors, each Board Member and its affiliated committees;

   b) The Eximbank's business performance report;

   c) The financial statements;

   d) The assessment report on the Bank's management and administration; and

   e) Other reports as required by Law.

2. The reports specified in Points b, c, and d of Clause 1 of this Article must be submitted to the Supervisory Board for appraisal no later than thirty (30) days prior to the opening date of the annual General Meeting of Shareholders, unless otherwise provided in the Charter.

3. The reports specified in Clause 1 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the head office of Eximbank no later than ten (10) days before the opening date of the annual General Meeting of Shareholders. A shareholder who has continuously held shares of Eximbank for at least one (01) year shall have the right to directly review the reports specified in this Article, either individually or together with a lawyer, accountant, or certified auditor.

CHAPTER IV.
THE BOARD OF DIRECTORS MEETINGS AND WRITTEN RESOLUTION PROCESS

Article 18. Regulations on regular meetings of the Board of Directors

1. Meetings of the Board of Directors shall be convened by the Board Chair or by a Board Member of Directors authorized by the Board Chair. The Board of Directors shall hold regular meetings at least once every two (02) months.

2. Resolutions and decisions of the Board of Directors shall take effect from the date they are approved or from the effective date expressly stated in such resolution or decision.

3. Meetings of the Board of Directors may be conducted in the following forms:

   a) In person;

   b) Online meeting (by telephone (teleconference), video (video conference), or other electronic means); or

   c) A combination of two or more of the forms listed above.

   In the case of in-person meetings, the Board of Directors may meet at Eximbank's head office or at any other location.

4. A meeting of the Board of Directors may be conducted via online conference among all or some of the Board Members, or in a combined form of in-person and online, provided that each member participating in the meeting is able to:

   a) Hear the other participating Board Members speak during the meeting;

   b) If desired, speak to all other participants simultaneously;

   c) Engage in discussions with other participating members directly via telephone or other communication means, or a combination thereof; and

   d) A Board Members participating in the meeting in such manner shall be deemed present at the meeting.

   The meeting venue held under this provision shall be the place where the largest group of Board Members is gathered, or if no such group exists, the place where the Board Chair of the meeting is present.

5. A Board Members shall be deemed to attend and vote at the meeting in the following cases:

   a) Attending and voting directly at the meeting;

   b) Authorizing another person to attend and vote in accordance with the Charter;

   c) Attending and voting via online conference, electronic voting or other methods as provided for in Eximbank's internal regulations;

   d) Sending ballot papers to the meeting via postal service/courier or email. In case ballot papers are sent by mail, they must be placed in sealed envelopes and delivered to the Board Chair no later than one (01) hour before the opening of the meeting. Ballots shall be opened only in the presence of all attendees.

6. A meeting of the Board of Directors that is conducted or in which participation and voting occur in any of the forms prescribed in Clause 5 of this Article shall be recognized as valid as an in-person meeting. Resolutions and decisions adopted at such meetings shall have the same validity as those adopted at in-person meetings.

Article 19. Regulations on extraordinary meetings of the Board of Directors

1. The Board Chair shall convene an extraordinary meeting of the Board of Directors when deemed necessary or in the circumstances prescribed in the Charter. The venue and form of convening an extraordinary meeting of the Board of Directors shall be implemented in the same manner as regular meetings of the Board under Article 18 of this Terms of reference.
2. The Board Chair or a member authorized by the Board Chair must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving a request in cases prescribed in the Charter. If the Board Chair fails to convene a meeting of the Board of Directors upon request in cases prescribed in the Charter, the Board Chair shall be liable for any damage caused to Eximbank (except in cases where failure to convene is due to force majeure). In such case, the requesting party has the right to convene the meeting in place of the Board Chair, and all attending Board Members shall vote to elect the chair of the meeting.
3. In urgent cases, the time limit for notification and the method of delivering the notice of invitation to the meeting of the Board of Directors shall be implemented in accordance with the regulations of the Board of Directors from time to time.

Article 20. Notice and preparation of the Board of Directors meeting agenda

1. The Board Chair or the person convening the meeting of the Board of Directors must send the meeting notice no later than three (03) working days prior to the meeting date, or a shorter period in case of an urgent meeting. The meeting notice must specify the date, time, venue, agenda, matters to be discussed and decided. Documents, materials to be used at the meeting and voting ballots of members shall be attached to the meeting notice.
2. The meeting invitation may be sent via postal service, electronic means, or another method as decided by the person convening the meeting, but must ensure that it reaches the address/e-mail/contact information of each Board Member as registered with Eximbank.
3. The Board Chair or the person convening the meeting shall decide and invite persons other than Board Members to attend meetings of the Board of Directors, in which the Chief Executive Officer shall be automatically invited to attend all meetings of the Board of Directors unless the Board Chair or the person convening the meeting specifies otherwise. Invitees attending meetings of the Board of Directors may speak at the meeting if invited by the meeting chair but shall not vote and must strictly comply with the meeting regulations of the Board of Directors and the direction of the meeting chair.
4. The Board Chair or the person convening the meeting must send the meeting invitation and accompanying documents to the members of the Supervisory Board and to the invitees specified in Clause 3 of this Article in the same manner as for Board Members. Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they may participate in discussions but shall not vote.

Article 21. Adoption of resolutions and decisions of the Board of Directors at meetings

1. Each Board Member shall have one (01) vote.
2. A Board Member who has a conflict of interest with a matter submitted to the Board of Directors for decision under the Charter and the Law shall not be permitted to vote on such matter and shall not authorize another person, nor receive authorization from another Board member, to vote on such matter. However, that member shall still be counted toward the number of members required to determine the legality of the meeting.
3. Prior to voting, if a Board Member of Directors, to the best of their knowledge, believes they have a direct or indirect interest in a contract or agreement proposed to be executed or already executed with Eximbank, or have another interest conflicting with the matter to be voted on at a Board of Directors meeting, they must disclose the nature of their related interest at the meeting for the Board to consider whether such interest constitutes a conflicting interest and to decide on the voting right of that member.

   If there are grounds to suspect that a member's interest conflicts with the matter to be voted on and such member does not voluntarily disclose it, the matter shall be referred to the chair of the meeting for review. Based on the relevant information and documents, the chair shall have the authority to decide whether such member may vote or to require the member to provide additional information. The chair's decision shall be final and binding.

   If the existence of a conflicting interest is discovered later or in any other circumstances, the member must immediately notify the Board of Directors upon becoming aware of the related interest, and the issue shall be discussed at the nearest Board meeting after the Board receives such notification for an appropriate resolution.
4. A resolution or decision of the Board of Directors shall be approved if it receives the affirmative votes of the majority of the Board Members attending the meeting with voting rights. In case of a tie, the final decision shall follow the opinion of the chair of the meeting.
5. The method of recordkeeping, contents of meeting minutes of the Board of Directors, and other related matters shall be governed by the Charter.

Article 22. Collection of written opinions from Board Members

1. The Board Chair shall organize the collection of written opinions of Board Members to approve resolutions of the Board of Directors. The collection of written opinions may be carried out via physical documents, e-mail, or other means and tools approved according to Eximbank's internal policies and procedures in compliance with the Law.
2. Circumstances where Board Members are not permitted to vote when written opinions are collected shall comply with Clause 2, Article 21 of this Terms of reference.
3. Based on instructions from the Board Chair or another Board Member authorized by the Board Chair, and based on the submission from the Chief Executive Officer or committees under the Board, the Office of the Board of Directors shall prepare the written opinion ballot in accordance with this Article.

4. The written opinion ballot and accompanying materials related to the subject matter must be sent by the Office of the Board of Directors to the relevant committees, panels under the Board of Directors (depending on the subject matter) for advisory opinions. Advisory opinions of the committees must be returned to the Office of the Board of Directors no later than three (03) working days from the date of receipt of the written opinion ballot and accompanying materials.

   Immediately after receiving committees, panels advisory opinions, the Office of the Board of Directors shall review, amend, and finalize the written opinion ballot; if necessary, notify the Chief Executive Officer for amendments, supplements, or further explanation of matters related to the submission; and send the written opinion ballot and accompanying materials to the Board members as stipulated in Clause 5 of this Article.

5. The written opinion ballot must include the following:

   a) Name, head office address, and enterprise identification number of Eximbank;

   b) Full name of the Board Member of Directors;

   c) Purpose of obtaining written opinions;

   d) Subject matter seeking opinion;

   e) Voting options, including: approve, disapprove, and no opinion. In case of a disapproval or no-opinion vote, the Board Member must state the reason for such vote;

   f) Deadline for returning the completed written opinion ballot to the Office of the Board;

   g) Full name and signature of the Board Chair/the person presiding over the collection of written opinions; and

   h) Other necessary information (if any).

6. Written opinion ballot shall be sent to each Board Member in the same manner as meeting notices under Clauses 1 and 2, Article 20 of this Terms of reference or by other methods provided in the regulation on obtaining written opinions issued by the Board of Directors from time to time.

7. Board Members must respond and sign the written opinion ballot and return it to the Office of the Board of Directors as required in the ballot or by other methods provided in the Regulation on obtaining written opinions issued by the Board of Directors. If a Board Member does not return their vote within the specified deadline, it shall be deemed that the member did not participate in the vote. Opinions submitted via email are valid for consolidation by the Board Chair/the person organizing the collection of written opinions. E-mail responses have the same validity as written responses on the ballot.

8. The Board Chair, the Chief of the Office of the Board of Directors, or another individual appointed by the Board Chair (hereinafter referred to as the "**Vote checker**") shall conduct the vote-counting procedures and prepare the vote counting minutes.

9. The vote counting minutes must include:

   a) Name, head office address, and enterprise identification number of Eximbank;

b) Purpose and subject matter of the written opinion collection;

c) Total number of ballots sent, total number of ballots returned, number of valid ballots, and number of invalid ballots. The minutes must include an appendix listing Board Members who participated in the vote;

d) Total number of votes for, against, and no opinion for each matter; and

e) Full name and signature of the vote checker and the supervisor (if any).

10. The vote checker and the supervisor of the vote-counting process (if any) shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and jointly liable for any damages arising from resolutions/decisions approved due to dishonest or inaccurate vote-counting.

11. The vote counting minutes, together with the resolutions or decisions of the Board of Directors approved based on the vote-counting results, shall be sent to the the Board Members within fifteen (15) days from the date of completion of the vote-counting.

12. Based on Eximbank's actual operational needs, the Board of Directors shall issue the regulation on obtaining written opinions of the Board Members as the basis for implementation.

CHAPTER V.
RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 23. Relationship among Board Members

1. The relationship among the Board Members is a cooperative relationship; Board Members are responsible for informing each other of relevant matters during the process of handling assigned tasks.

2. Board of Directors and Board Members shall coordinate their work based on the following principles:

a) Always act loyally in the best interests of Eximbank;

b) Comply with the provisions of the law, the Charter, and Eximbank's internal regulations;

c) Uphold the principles of democracy, openness, and transparency; and

d) Coordinate their work with the highest sense of responsibility, honesty, cooperation, and proactively resolve any difficulties or obstacles (if any) in the best interests of Eximbank.

3. During the performance of duties, the Board Member assigned primary responsibility must proactively coordinate in handling tasks if such tasks relate to areas overseen by another Board Member. In the event that Board Members have differing opinions, the member with primary responsibility shall report the matter to the Board Chair for review and decision within their authority, or organize a meeting or obtain opinions of the Board members in accordance with the Law, the Charter, and this Terms of reference.

4. In the event of a reassignment of mandates among Board Members, the members must hand over work, records, and related documents. Such handover must be documented in writing and reported to the Board Chair.

Article 24. Relationship with the Executive Managements

1. The Board of Directors shall issue resolutions and decisions for the Chief Executive Officer and other members of the Executive Management to implement. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions and decisions.

2. When implementing the resolutions and decisions of the Board of Directors, if any matter is identified as potentially disadvantageous to Eximbank, the Chief Executive Officer shall be responsible for reporting it to the Board of Directors for consideration and assessment.

3. The Chief Executive Officer shall be responsible for reporting to the Board of Directors on matters relating to the management and operation of Eximbank's business activities.

Article 25. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a collaborative relationship. Their working relationship is based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection minutes or consolidated reports from the Supervisory Board and/or Internal Audit, the Board of Directors, through the Audit and Risk Management Committee, is responsible for reviewing them and directing the relevant units to develop action plans and promptly implement appropriate recommendations issued by the Supervisory Board and/or Internal Audit.

CHAPTER VI.
OTHER PROVISIONS

Article 26. Remuneration and operating expenses

1. Remuneration and other benefits of Board Members shall be recorded as operating expenses of Eximbank in accordance with the Law and the Charter.

2. The annual remuneration budget of the Board of Directors shall be decided by the General Meeting of Shareholders.

3. Operating expenses of the Board of Directors, the committees under the Board of Directors, and the supporting bodies of the Board of Directors shall be recorded as operating expenses of Eximbank.

Article 27. Prevention of conflicts of interest and disclosure of related interests

1. Board Members must declare to Eximbank their related interests in accordance with the Charter, this Regulation, and applicable regulations, including:

    a) The name, enterprise identification number, head office address, and business lines of any enterprise or other economic organization in which the individual, or the individual together with his/her related persons, is listed as the owner or holds contributed capital or shares representing five percent (05%) or more of the charter capital, including contributed capital or shares authorized or entrusted to another organization or individual to hold in their name; the percentage and the time at which such ownership or capital contribution was acquired;

b) The name, enterprise identification number, and head office address of any enterprise or other economic organization in which the individual and his/her related persons serve as a Board Member, a Member of the Members' Council, controller, member of the Supervisory Board, or Chief Executive Officer (Director);

c) Information on related persons who are individuals, including full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreign nationals; and their relationship with the Board Member;

d) Information on related persons that are organizations, including: name, enterprise identification number, head office address of the enterprise, enterprise registration certificate number or equivalent legal document; legal representative; and the relationship with the Board Member.

2. Board Members must submit the information to Eximbank in writing when providing it for the first time and whenever there is any change, within seven (07) working days from the date the related interest arises or the information changes, unless a shorter period is required by regulations.

3. Board Members, the Chief Executive Officer, and other executive officers are responsible for reporting to the Board of Directors the following transactions:

a) Transactions between Eximbank and a company in which such individuals are founding members or senior managers within the last three (03) years before the time of the transaction.

b) Transactions between Eximbank and a company in which related persons of such individuals are Board Members, the Chief Executive Officer (Director), or major shareholders.

4. Board Members, the Chief Executive Officer, and other executive officers have the obligation to notify the Board of Directors in writing of transactions between Eximbank, its subsidiaries, or companies in which Eximbank holds fifty percent (50%) or more of the charter capital, and the Board Members, the Chief Executive Officer, other executive officers, or their related persons, in accordance with regulations.

5. The Board of Directors has the obligation to consolidate and report the transactions specified in Clauses 3 and 4 above relating to Board Members, and the Audit and Risk Management Committee has the obligation to report and assess all transactions specified in Clauses 3 and 4 above at the annual General Meeting of Shareholders.

6. Board Members must ensure that the information they provide and disclose publicly is truthful, accurate, complete, and timely, and they shall be responsible for the provision, disclosure, and publicization of such information.

7. A Board Member who, to the best of his/her knowledge, has a direct or indirect related interest in any proposed contract or proposed transaction with Eximbank must declare the nature of such related interest at the meeting of the Board of Directors. The Board of Directors shall consider whether to enter into such contracts or transactions. If the existence of such related interest is discovered later, or in any other case, the Board Member must

notify the next meeting of the Board of Directors immediately after becoming aware of the related interest.

8. A Board Member may not vote on a transaction that provides a benefit to such Board Member or that Board Member's related person, in accordance with regulations and Eximbank's Charter.

9. Board Members and their related persons may not use or disclose internal information to others for the purpose of conducting related transactions.

10. A Board Member who, in his/her own name or on behalf of another person, conducts any activity in any form within the scope of Eximbank's business must explain the nature and content of such activity to the Board of Directors and the Supervisory Board and may only proceed with such activity when approved by the majority of the remaining Board Members; if carried out without disclosure or without approval of the Board of Directors, all income derived from such activity shall belong to Eximbank.

CHAPTER VII.
IMPLEMENTATION, AMENDMENT AND SUPPLEMENTATION PROVISIONS

Article 28. Implementation, amendment and supplementation provisions

1. These Terms of reference consist of seven (07) Chapters and twenty-eight (28) Articles and shall take effect from April 28, 2026 after being approved by the General Meeting of Shareholders and issued by the Board of Directors.

2. These Terms of reference have been amended and supplemented, and such amendments and supplements take effect pursuant to the Resolution of the Extraordinary General Meeting of Shareholders dated July 24, 2026.

3. Any amendment or supplement to these Terms of reference shall be proposed by the Board of Directors and submitted to the General Meeting of Shareholders for consideration and decision.

4. Board Members, the Chief Executive Officer, Deputy Chief Executive Officers, and all relevant individuals and departments shall be responsible for implementing these Terms of reference./.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRPERSON

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 3, 2026

PROPOSAL

Re: Dismissal from the positions of Members of the Board of Directors of Eximbank for Term VIII (2025 - 2030)

TO: GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Credit Institutions 2024, as amended and supplemented;
- Pursuant to the Law on Enterprises 2020, as amended and supplemented;
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank ("Eximbank");
- Pursuant to the Regulation on Organization and Operation of the Board of Directors ("BOD") of Eximbank;
- Pursuant to the resignation letters of Members of the BOD of Eximbank,

On the basis of the resignation letters of the Members of the BOD, the BOD respectfully submits to the General Meeting of Shareholders for approval the following contents:

1. To approve the dismissal of Ms. Pham Thi Huyen Trang from the position of an Independent Member of the BOD of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated June 8, 2026;
2. To approve the dismissal of Mr. Pham Tuan Anh from the position of a Member of the BOD of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated June 8, 2026;
3. To approve the dismissal of Mr. Nguyen Tri Trung from the position of a Member of the BOD of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated June 8, 2026;
4. To approve the dismissal of Mr. Nguyen Trong Hien from the position of an Independent Member of the BOD of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated June 8, 2026.

Board of Directors respectfully propose to the General Meeting of Shareholders for consideration and approval.

Best regards. /.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM
M.S.D.N: 0301179079 - C.T.C.P - EXIMBANK

Phạm Thị Huyền Trang

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 3, 2026

PROPOSAL

Re: Election of additional and replacement Members of the Board of Directors, and the election of additional Members of the Supervisory Board of Eximbank for term VIII (2025 - 2030)

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Credit Institutions 2024, as amended and supplemented;
- Pursuant to the Law on Enterprises 2020, as amended and supplemented;
- Pursuant to the Law on Securities 2019, as amended and supplemented;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
- Pursuant to Circular No. 20/2025/TT-NHNN dated July 31, 2025 of the State Bank of Vietnam ("SBV") guiding the dossiers and procedures for approval of the list of expected personnel of commercial banks, foreign bank branches and non-bank credit institutions, as amended and supplemented;
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank ("Eximbank");
- Pursuant to the Internal Governance Regulations of Eximbank;
- Pursuant to the Regulations on the Organization and Operation of the Board of Directors ("BOD") of Eximbank;
- Pursuant to the letters of resignation of the Members of the BOD and Members of the Supervisory Board ("SB") of Eximbank,
- Pursuant to Resolution No. 139A/2026/EIB/NQ-HĐQT dated May 25, 2026 of the BOD of Eximbank on the approval of the Plan for nominating personnel expected to be elected as Members of the BOD and Members of the SB of Eximbank for term VIII (2025 - 2030);
- Pursuant to Notice No. 163/2026/EIB/TB-HĐQT of the BOD of Eximbank dated June 8, 2026 on the criteria, conditions and procedures for nominating personnel expected to be elected as additional and replacement Members of the BOD and Members of the SB of Eximbank for term VIII (2025 - 2030);
- Pursuant to Resolution No. 175A/2026/EIB/TB-HĐQT dated June 23, 2026,

In order to ensure the number of Members of the BOD and Members of the SB for term VIII (2025 - 2030) in accordance with the Charter of Eximbank and applicable law, and to promptly add new Members of the BOD and Members of the SB to meet the governance needs in line with Eximbank's management and execution strategy in the coming period, the BOD of Eximbank respectfully submits to the General Meeting of Shareholders ("GMS") for approval the election of additional and replacement Members of the BOD and the election of additional Members of the SB of Eximbank for term VIII (2025 - 2030), specifically as follows:

1. Report on the entire process of carrying out the nomination and candidacy procedures, including the finalization of the list of shareholders exercising the right to nominate and to stand as candidates:

(i) In compliance with the provisions of law and the Charter of Eximbank, on May 25, 2026, the BOD of Eximbank issued Resolution of the BOD No. 139A/2026/EIB/NQ-HĐQT approving the record date for shareholders to exercise the right to nominate personnel expected to be elected as Members of the BOD and Members of the SB of Eximbank for term VIII (2025 - 2030), and approving the contents relating to the roadmap for nominating personnel expected to be elected as additional and replacement Members of the BOD and Members of the SB of Eximbank for term VIII (2025 - 2030).

(ii) On June 8, 2026, Eximbank notified shareholders in detail of the criteria, conditions and procedures for nominating personnel expected to be elected as Members of the BOD and Members of the SB of Eximbank for term VIII (2025 - 2030).

This Notice was posted by Eximbank on Eximbank's website from June 8, 2026 at the link https://eximbank.com.vn/en/shareholder-meeting, and a paper copy of this Notice was also sent to shareholders at the addresses provided by Vietnam Securities Depository and Clearing Corporation.

(iii) After examining and reviewing the nomination dossiers, on June 23, 2026, the BOD of Eximbank issued BOD Resolution No. 175/2026/EIB/NQ-HĐQT approving the list of personnel expected to be elected as additional and replacement Members of the BOD and Members of the SB of Eximbank for term VIII (2025 - 2030), and approving the adjustment of the number of personnel expected to be elected as additional and replacement Members of the BOD of Eximbank for term VIII (2025 - 2030).

(iv) To ensure compliance with the provisions of Circular No. 20/2025/TT-NHNN dated 31 July 2025 of the SBV, Eximbank submitted to the SBV Document No. 52/2026/EIB/NĐDPL dated 23 June 2026 regarding the approval of the list of personnel expected to be elected as additional and replacement Members of the BOD, Members of the SB of Eximbank for term VIII (2025 - 2030);

(v) On ……., 2026, the SBV issued Official Letter No. ……/…… approving the list of personnel expected to be elected as additional and replacement Members of the BOD and Members of the SB of Eximbank for term VIII (2025 - 2030).

2. Proposed content:

The BOD of Eximbank respectfully submits to the GMS for approval the election of additional and replacement Members of the BOD and the election of additional Members of the SB of Eximbank for term VIII (2025 - 2030), as follows:

(i) To approve the adjustment of the number of Members of the BOD of Eximbank for term VIII (2025 - 2030) from five (05) to seven (07) members, of which 06 are Independent Members of the BOD.

(ii) To elect additional and replacement Members of the BOD and additional Members of the SB of Eximbank for term VIII (2025 - 2030) in accordance with the list of candidates approved by the SBV.

With the above contents, the BOD respectfully submits this to the General Meeting of Shareholders for consideration and approval.

Respectfully.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM
M.S.D.N: 0301179079 - C.T.C.P
EXIMBANK

Phạm Thị Huyền Trang

THÔNG TIN ỨNG VIÊN
THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ EXIMBANK
NHIỆM KỲ VIII (2025 - 2030)
INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS
OF EXIMBANK TERM VIII (2025 - 2030)

ÔNG QUOCANH NGUYENLE

I. THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên/ *Full name:*	**QUOCANH NGUYENLE/** ***QUOCANH NGUYENLE***
Ngày, tháng, năm sinh/ *Date of Birth:*	31/01/1966 *January 31, 1966*
Trình độ chuyên môn/ *Professional Qualifications:*	▪ Cử nhân Kỹ thuật hạt nhân - Trường Đại Học Purdue (1984 - 1988) *Bachelor of Science in Nuclear Engineering; Purdue University (1984 - 1988)* ▪ Thạc sĩ Trường Đại học Bang California, Hayward (1991 - 1993) *Master of Arts - Economics; California State University Hayward (1991 - 1993)* ▪ Thạc sĩ Trường Đại học Purdue (1993 - 1998) *Master of Science in Nuclear Engineering; Purdue University (1993 - 1998)* ▪ Tiến sĩ Trường Đại học Purdue (1993 - 1998) *Doctor of Philosophy; Purdue University (1993 - 1998)*

II. QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

Ông có hơn 30 năm kinh nghiệm và từng được giao phụ trách các vị trí cao cấp: Tổng Giám đốc Techcombank, Giám đốc Chiến lược đầu tư/Giám đốc Phát triển dự án tại các tổ chức toàn cầu T-Mobile US, Wells Fargo Bank, Nissan USA, Fortress Investment/ Transmarket Group, McKinsey & Company. Ông có học vị Tiến sỹ ngành Kỹ thuật Hạt nhân tại Đại học Purdue và Thạc sỹ chuyên ngành Kinh tế lượng tại Đại học bang California, East Bay.

He has over 30 years of experience and has held senior executive positions, including Chief Executive Officer of Techcombank, as well as Chief Investment Strategy Officer and Project Development Director at leading global organizations such as T-Mobile US, Wells Fargo Bank, Nissan USA, Fortress Investment/Transmarket Group, and McKinsey & Company. He holds a Ph.D. in Nuclear Engineering from Purdue University and a Master's degree in Econometrics from California State University, East Bay.

III. CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác ***Other management positions***	**Đơn vị công tác** ***Organization***
Giám đốc điều hành/ ***Chief Executive Officer***	**Công ty One Globe Consulting Group/** ***One Globe Consulting Group***

IV. LỢI ÍCH LIÊN QUAN TỚI EXIMBANK VÀ CÁC BÊN CÓ LIÊN QUAN CỦA EXIMBANK/ *RELATED INTERESTS IN EXIMBANK AND ITS RELATED PARTIES*

Không có/ *None*

THÔNG TIN ỨNG VIÊN
THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ EXIMBANK
NHIỆM KỲ VIII (2025 - 2030)
INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS
OF EXIMBANK TERM VIII (2025 - 2030)

BÀ RICHA GOSWAMI

I. THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên/ *Full name:*	**RICHA GOSWAMI/** ***RICHA GOSWAMI***
Ngày, tháng, năm sinh/ *Date of Birth:*	08/4/1972 *April 08, 1972*
Trình độ chuyên môn/ *Professional Qualifications:*	▪ Cử nhân ngành Dược - Trường Đại Học Dược Goa, Ấn Độ (1989 - 1993) *Bachelor of Pharmacy; Goa College of Pharmacy, India (1989 - 1993)* ▪ Thạc sĩ chuyên ngành Marketing quốc tế - Đại học Strathclyde, Vương Quốc Anh (1993 - 1994) *Master of International Marketing; University of Strathclyde, UK (1993 - 1994)*

II. QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

Bà có hơn 30 năm kinh nghiệm trong lĩnh vực ngân hàng, tiếp thị, chuyển đổi số và quản trị trải nghiệm khách hàng. Bà từng đảm nhiệm nhiều vị trí lãnh đạo cấp cao tại HSBC, Standard Chartered Bank, Johnson & Johnson và Fidelity International (FIL Asia Holdings), phụ trách chiến lược khách hàng, ngân hàng số, thanh toán, marketing và chuyển đổi số toàn cầu. Hiện bà là Thành viên Hội đồng quản trị không điều hành tại EQT AB và MMA Global khu vực Châu Á - Thái Bình Dương.

She has over 30 years of experience in banking, marketing, digital transformation, and customer experience. Throughout her career, she has held senior executive positions at HSBC, Standard Chartered Bank, Johnson & Johnson, and Fidelity International (FIL Asia Holdings), leading global customer strategy, digital banking, payments, marketing, and digital transformation initiatives. She currently serves as an Independent Non-Executive Director of EQT AB and a Non-Executive Board Member of MMA Global Asia Pacific.

III. CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác ***Other management positions***	**Đơn vị công tác** ***Organization***
Thành viên Hội đồng quản trị không quản lý/ điều hành khu vực Châu Á - Thái Bình Dương *Independent non-executive Member of the Board of Directors, Asia Pacific*	MMA Global (Phi lợi nhuận) *MMA Global (Non profit)*
Thành viên độc lập Hội đồng quản trị không quản lý điều hành *Independent non-executive Member of the Board of Directors*	EQT AB *EQT AB*

IV. LỢI ÍCH LIÊN QUAN TỚI EXIMBANK VÀ CÁC BÊN CÓ LIÊN QUAN CỦA EXIMBANK/ *RELATED INTERESTS IN EXIMBANK AND ITS RELATED PARTIES*

Không có/ *None*

THÔNG TIN ỨNG VIÊN
THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ EXIMBANK
NHIỆM KỲ VIII (2025 - 2030)
INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS OF EXIMBANK TERM VIII (2025 - 2030)

BÀ OOI HUEY TYNG

I. THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên/ *Full name:*	**OOI HUEY TYNG** ***OOI HUEY TYNG***
Ngày, tháng, năm sinh/ *Date of Birth:*	29/3/1967 *March 29, 1967*
Trình độ chuyên môn/ *Professional Qualifications:*	▪ Cử nhân Kế toán và Quản trị Kinh doanh; Đại học Wilmington (1986 -1989) *Bachelor, Accounting and Business/ Management; Wilmington College (1986 -1989)* ▪ Thạc sĩ Khoa học; Đại Học Purdue (1989 - 1991) *Master of Science; Purdue University (1989 - 1991)* ▪ Kế toán viên công chứng (CPA); Viện Kế Toán Công Singapore (1996 - 1999) *Certified Public Accountant; Institute of Certified Public Accountants of Singapore (1996 - 1999)* ▪ Chương trình Quản lý Cấp cao; INSEAD (2016) *Advanced Management Program; INSEAD (2016)* ▪ Chứng chỉ Quản trị Công ty - Chương trình Thành viên HĐQT Quốc tế INSEAD; INSEAD (2022) *Certificate in Corporate Governance - INSEAD International Directors Program; INSEAD (2022)*

II. QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

Bà có hơn 30 năm kinh nghiệm trong lĩnh vực tài chính, ngân hàng, thanh toán số và dịch vụ tài chính. Bà từng đảm nhiệm các vị trí lãnh đạo cấp cao tại Procter & Gamble, Citibank, United Overseas Bank (UOB), DBS Bank, Visa và Grab Financial Group. Hiện bà là thành viên Hội đồng quản trị độc lập tại nhiều tổ chức và doanh nghiệp lớn trong khu vực, với vai trò Chủ tịch hoặc thành viên các Ủy ban Rủi ro, Kiểm toán, Đề cử và Thù lao.

She has over 30 years of experience in financial services, banking, digital payments, and fintech. Throughout her career, she has held senior leadership positions at Procter & Gamble, Citibank, United Overseas Bank (UOB), DBS Bank, Visa, and Grab Financial Group. She currently serves as an Independent Director of several leading organizations and corporations across the region, chairing or serving on the Risk, Audit, Nomination, and Remuneration Committees.

III. CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác ***Other management positions***	**Đơn vị công tác** ***Organization***
Thành viên Hội đồng quản trị độc lập *Independent Director*	Công ty TNHH Bảo hiểm AIG Châu Á - Thái Bình Dương *AIG Asia Pacific Insurance Pte Ltd*
Thành viên độc lập hội đồng quản trị *Independent Director*	Maxis Berhad *Maxis Berhad*

IV. LỢI ÍCH LIÊN QUAN TỚI EXIMBANK VÀ CÁC BÊN CÓ LIÊN QUAN CỦA EXIMBANK/ *RELATED INTERESTS IN EXIMBANK AND ITS RELATED PARTIES*

Không có/ *None*

THÔNG TIN ỨNG VIÊN
THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ EXIMBANK
NHIỆM KỲ VIII (2025 - 2030)
INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS
OF EXIMBANK TERM VIII (2025 - 2030)

ÔNG MICHAEL RICHARD HARTE

I. THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên/ *Full name:*	**MICHAEL RICHARD HARTE /** ***MICHAEL RICHARD HARTE***
Ngày, tháng, năm sinh/ *Date of Birth:*	29/9/1965 *September 29, 1965*
Trình độ chuyên môn/ *Professional Qualifications:*	▪ Cử nhân ngành Kinh doanh và Văn bằng DBS ngành Kinh doanh - Đại học Massey New Zealand (1984 - 1988) *Bachelor, Business Studies and DBS Diploma Business Studies - Massey University New Zealand (1984 - 1988)* ▪ Chương trình sau đại học chuyên ngành Kinh tế và Quản trị - Đại học Victoria New Zealand (1992 - 1995) *Postgraduate Studies, Economics and Management - Victoria University New Zealand (1992 - 1995)* ▪ Thạc sĩ chuyên ngành Hệ thống thông tin và Quản lý dữ liệu - Đại học New York (1999 - 2001) *Master of Science, Systems and Data Management - New York University (1999 - 2001)*

II. QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

Ông có hơn 35 năm kinh nghiệm trong lĩnh vực tài chính, công nghệ và chuyển đổi số, từng đảm nhiệm nhiều vị trí lãnh đạo cấp cao tại các tập đoàn tài chính và ngân hàng quốc tế như Citigroup, PNC Financial Services, Commonwealth Bank of Australia, Barclays và Banco Santander. Ông hiện là Đồng sáng lập CaptureNow, Chuyên gia nghiên cứu ngành Công nghiệp tại Viện Công nghệ Massachusetts (MIT), đồng thời là Đối tác Nghiên cứu và Cố vấn về công nghệ tài chính, quản trị rủi ro.

He has over 35 years of experience in financial services, technology, and digital transformation, having held senior executive positions at leading global financial institutions, including Citigroup, PNC Financial Services, Commonwealth Bank of Australia, Barclays, and Banco Santander. He is currently the Co-Founder of CaptureNow, an Industry Research Fellow at the Massachusetts Institute of Technology (MIT), and serves as a Research Partner and Advisor in financial technology, risk management, and corporate governance.

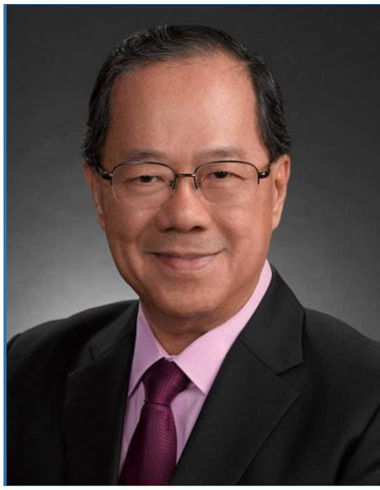
III. CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác ***Other management positions***	**Đơn vị công tác** ***Organization***
Người quản lý - Đồng sáng lập *Executive person, Co - Founder*	CaptureNow (Đầu tư và Quản lý tài sản liên quan đến loại bỏ carbon) *CaptureNow (Carbon Removal Investment and Asset Management)*

IV. LỢI ÍCH LIÊN QUAN TỚI EXIMBANK VÀ CÁC BÊN CÓ LIÊN QUAN CỦA EXIMBANK/ *RELATED INTERESTS IN EXIMBANK AND ITS RELATED PARTIES*

Không có/ *None*

THÔNG TIN ỨNG VIÊN
THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ EXIMBANK
NHIỆM KỲ VIII (2025 - 2030)
INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS OF EXIMBANK TERM VIII (2025 - 2030)



ÔNG CHUA TECK HUAT BILL

I. THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên/ *Full name:*	**CHUA TECK HUAT BILL** ***CHUA TECK HUAT BILL***
Ngày, tháng, năm sinh/ *Date of Birth:*	10/9/1953 *September 10, 1953*
Trình độ chuyên môn/ *Professional Qualifications:*	▪ Cử nhân Kinh tế học; Đại học Newcastle, Úc (1973 - 1975) *Bachelor of Art in Economics; University of Newcastle, Australia (1973 - 1975)* ▪ Cử nhân Kỹ thuật hạng Nhất chuyên ngành Kỹ thuật Công nghiệp; Đại học Newcastle, Úc (1972 - 1976) *Bachelor of Engineering Class 1 in Industrial Engineering; University of Newcastle, Australia (1972 - 1976)*

II. QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

Ông có hơn 45 năm kinh nghiệm trong lĩnh vực ngân hàng, tài chính và quản trị doanh nghiệp quốc tế. Ông từng đảm nhiệm nhiều vị trí lãnh đạo cấp cao tại Citibank và United Overseas Bank (UOB), với các vai trò trong quản trị rủi ro, ngân hàng doanh nghiệp, vận hành, thị trường toàn cầu và định chế tài chính. Bên cạnh đó, ông đã và đang là thành viên Hội đồng quản trị độc lập, Chủ tịch các Ủy ban Kiểm toán, Rủi ro và Đề cử tại nhiều tổ chức, doanh nghiệp lớn tại Singapore và khu vực.

He has over 45 years of experience in banking, financial services, and corporate governance. Throughout his career, he held numerous senior leadership positions at Citibank and United Overseas Bank (UOB), overseeing corporate banking, credit risk management, operations, global markets, and financial institutions. He has also served as an Independent Director and Chairman of the Audit, Risk, and Nominating Committees for various leading organizations and listed companies in Singapore and the region.

III. CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác ***Other management positions***	**Đơn vị công tác** ***Organization***
Thành viên Hội đồng quản trị độc lập *Independent Director*	Viện Giáo dục Đại học Newcastle (Úc) *Newcastle Australia Institute of Higher Education*

IV. LỢI ÍCH LIÊN QUAN TỚI EXIMBANK VÀ CÁC BÊN CÓ LIÊN QUAN CỦA EXIMBANK/ *RELATED INTERESTS IN EXIMBANK AND ITS RELATED PARTIES*

Không có/ *None*

THÔNG TIN ỨNG VIÊN
THÀNH VIÊN BAN KIỂM SOÁT EXIMBANK
NHIỆM KỲ VIII (2025 - 2030)

CANDIDATE PROFILE
MEMBER OF THE SUPERVISORY BOARD OF EXIMBANK
TERM VIII (2025 - 2030)

ÔNG NGUYỄN QUỐC HÙNG

I. THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên: *Full name:*	**NGUYỄN QUỐC HÙNG** ***NGUYEN QUOC HUNG***
Ngày, tháng, năm sinh: *Date of birth:*	30/08/1960 *August 30, 1960*
Trình độ chuyên môn: *Educational background:*	Tiến sĩ Kinh tế - Đại học Kinh tế quốc dân (Từ 1998 - 2003) *Doctor of Economics - National Economics University (1998 - 2003)*

II. QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

Ông có hơn 40 năm kinh nghiệm trong lĩnh vực tài chính - ngân hàng, với quá trình công tác gắn bó cùng Agribank, nơi ông đảm nhiệm nhiều vị trí từ cán bộ tín dụng đến Giám đốc Chi nhánh Hà Nội và Phó Tổng Giám đốc. Ông cũng từng giữ các vị trí lãnh đạo quan trọng tại VAMC, Ngân hàng Nhà nước Việt Nam và Hiệp hội Ngân hàng Việt Nam, đồng thời hiện là giảng viên tại Trường Đại học Intracom.

He has over 40 years of experience in the banking and financial services industry. Throughout his career, he held various leadership positions at Agribank, progressing from Credit Officer to Director of Agribank Hanoi Branch and Deputy Chief Executive Officer. He also served in key leadership roles at the Vietnam Asset Management Company (VAMC), the State Bank of Vietnam (SBV), and the Vietnam Banks Association (VNBA). He is currently a Lecturer at Intracom University.

III. CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác/ ***Other management positions***	**Đơn vị công tác/** ***Organization***
Không có/ *None*	Không có/ *None*

IV. LỢI ÍCH LIÊN QUAN TỚI EXIMBANK VÀ CÁC BÊN CÓ LIÊN QUAN CỦA EXIMBANK/ *RELATED INTERESTS IN EXIMBANK AND ITS RELATED PARTIES*

Không có/ *None*

SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, July 24, 2026

VOTING BALLOT NO. 01

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

Content: **Approval of the Regulations on the conduct of the 2026 Extraordinary General Meeting of Shareholders.**

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

- ***Agree*** ☐
- ***Disagree*** ☐
- ***No opinion*** ☐

VOTING BALLOT NO.

01

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VOTING BALLOT NO.

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VOTING BALLOT NO.

01

VOTING BALLOT NO.

01

EXIMBANK

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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 24, 2026

VOTING BALLOT NO. 02

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card /Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

Content: **Approval of the Proposal on the Election of members of the Vote Counting Committee for the 2026 Extraordinary General Meeting of Shareholders.**

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

- ***Agree*** ☐
- ***Disagree*** ☐
- ***No opinion*** ☐

VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

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SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, July 24, 2026

VOTING BALLOT NO. 03

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

Content: **Approval of the Agenda of the 2026 Extraordinary General Meeting of Shareholders.**

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

- ***Agree*** ☐
- ***Disagree*** ☐
- ***No opinion*** ☐

VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

03

EXIMBANK

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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 24, 2026

VOTING BALLOT NO. 04

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

No.	VOTING CONTENT	AGREE	DISAGREE	NO OPINION
1	Approval of the draft amended Charter and the amended documents relating corporate governance at Eximbank, in accordance with the Proposal of the Board of Directors on the approval of the draft amended Charter and the amended documents relating to corporate governance at Eximbank	☐	☐	☐
2	Approval of the dismissal from the positions of Members of the Board of Directors of Eximbank for term VIII (2025 - 2030), in accordance with the Proposal of the Board of Directors on the dismissal from the positions of Member of the Board of Directors for term VIII (2025 - 2030)	☐	☐	☐

VOTING BALLOT NO.

04

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VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

04

EXIMBANK

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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, July 24, 2026

VOTING BALLOT NO. 05

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

Content**: Approval of the adjustment of the number of Members of the Board of Directors of Eximbank for term VIII (2025 - 2030) from five (05) to seven (07) members, of which six (06) are Independent Members of the BOD.**

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

- ***Agree*** ☐
- ***Disagree*** ☐
- ***No opinion*** ☐

VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

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EXIMBANK

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SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, July 24, 2026

ELECTION BALLOT NO. 06

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS FOR TERM VIII (2025-2030)

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

No.	FULL NAME OF CANDIDATE	Voting percentage (%)
1.		…….. %
2.		…….. %
3.		…….. %
4.		…….. %
5.		…….. %
6.		…….. %

Note:

- *Shareholders please fill in the specific percentage (%) of votes for each candidate, and the total percentage of votes must not exceed 100%.*
- *The above list of candidates is updated upon approval of the State Bank of Vietnam.*

ELECTION BALLOT NO.

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ELECTION BALLOT NO.

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ELECTION BALLOT NO.

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Hanoi, July 24, 2026

ELECTION BALLOT NO. 07

ELECTION OF MEMBERS OF THE SUPERVISORY BOARD FOR TERM VIII (2025-2030)

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

No.	FULL NAME OF CANDIDATE	Voting percentage (%)
1.		…….. %
2.		…….. %
3.		…….. %
4.		…….. %
5.		…….. %

Note:

- *Shareholders please fill in the specific percentage (%) of votes for each candidate, and the total percentage of votes must not exceed 100%.*
- *The above list of candidates is updated upon approval of the State Bank of Vietnam.*

ELECTION BALLOT NO.

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ELECTION BALLOT NO.

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ELECTION BALLOT NO.

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ELECTION BALLOT NO.

07

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DRAFT

Hanoi, July 24, 2026

VOTING CARDS

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

FEEDBACK FORM

SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, July 24, 2026

- FULL NAME OF SHAREHOLDER:……………….…………………...…….
- ID NUMBER/ PASSPORT/ BUSINESS REG. NUMBER.: ………....…………..
- ADDRESS: ……………………………………………………………..
- PHONE NUMBER: ………………………………..…………………………

CONTENT OF FEEDBACK

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Signature and full name

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, July 24, 2026

RESOLUTION OF EXIMBANK EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED JULY 24, 2026

Pursuant to:

- The Law on Credit Institutions 2024, as amended and supplemented;
- The Law on Enterprises 2020, as amended and supplemented;
- The Law on Securities 2019, as amended and supplemented;
- Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities, as amended and supplemented;
- The Charter of Vietnam Export Import Commercial Joint Stock Bank ("Charter");
- The voting results of the contents submitted to the General Meeting of Shareholders ("GMS");
- The Minutes of the Extraordinary GMS dated July 24, 2026 of Eximbank,

RESOLVES

Article 1. To approve the draft amended Charter and amended documents relating corporate governance at Eximbank according to the Proposal of the Board of Directors ("BOD") on the approval of the draft amended Charter and amended documents relating corporate governance at Eximbank.

Article 2. To approve the dismissal from the positions of Members of the BOD of Eximbank for term VIII (2025 - 2030) in accordance with the resignation letters, for the following individuals:

Full Name	Position
Ms. Pham Thi Huyen Trang	Independent Member of the BOD
Mr. Pham Tuan Anh	Member of the BOD
Mr. Nguyen Tri Trung	Member of the BOD
Mr. Nguyen Trong Hien	Independent Member of the BOD

Article 3. To approve the adjustment of the number of Members of the BOD of Eximbank for term VIII (2025 - 2030) from five (05) to seven (07) members, of which six (06) are Independent Members of the BOD.

Article 4. To approve the list of elected Members of the BOD of Eximbank for term VIII (2025 - 2030), including:

Full Name	Position

Article 5. To approve the list of elected Members of the Supervisory Board of Eximbank for term VIII (2025 - 2030), including:

Full Name	Position

Article 6. Terms of implementation:

This Resolution takes effect from July 24, 2026.

The Members of the BOD, the Supervisory Board and the Board of Management are responsible for implementing this Resolution and organizing its implementation according to their functions and duties, in accordance with the provisions of law and the Eximbank Charter./.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON

Recipients:
- As per Article 6;
- Shareholders;
- The State Bank of Vietnam (for reporting);
- The State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Archive: Office of Document Administration, BOD Office.