



DRAFT

Ha Noi, date 28 month 4 year 2026

**AGENDA OF
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”)
April 28th, 2026**

CONTENT	TIME
Reception and delivery of materials, Voting Cards/Slips to shareholders	7:30 - 8:00
A. OPENING PROCEDURES	8:00 - 9:40
1. Statement of reasons - Introduction of attendees and Shareholder's Eligibility Verification Committee	5'
2. Report on the results of shareholder qualification verification and announcement of the percentage of shareholders attending the 2026 Annual General Meeting of Shareholders	5'
3. Introducing the Presidium members	5'
4. Introducing the General Meeting of Shareholders Secretariat and Supervisory Team	5'
5. Present and vote on the following contents:	45'
5.1. <i>Approval of the Regulations for conducting the 2026 Annual General Meeting of Shareholders</i>	15'
5.2. <i>Approval of the Proposal to elect members of the Vote Counting Committee for the 2026 Annual General Meeting of Shareholders</i>	15'
5.3. <i>Approval of the 2026 Annual General Meeting of Shareholders Agenda</i>	15'
6. Opening speech of the General Meeting of Shareholders	5'
B. GENERAL MEETING OF SHAREHOLDERS CONTENT	9:40 - 11:50
I. Presentation of the Reports and Proposals to the General Meeting of Shareholders	55'
1. Report of the Board of Management on business performance in 2025 and business plan for 2026	5'
2. Report of the Board of Directors on corporate governance and performance of the Board of Directors and each member of the Board of Directors in 2025 and orientations for 2026	5'
3. Report on activities of the Board of Supervisors in 2025 and orientation for 2026	5'
4. Proposal of the Board of Directors on approval of the audited separate and consolidated financial statements and profit distribution plan for 2026	5'
5. Proposal of the Board of Directors on approval of total remuneration and operating budget of the Board of Directors for 2026	5'



CONTENT	TIME
6. Proposal of the Board of Supervisors on operating expenses and remuneration of the Board of Supervisors for 2026	5'
7. Proposal of the Board of Supervisors on the selection of an independent auditing firm	5'
8. Proposal of the Board of Directors on the purchase of liability insurance for Members of the Board of Directors, Members of the Supervisory Board, and Executives of Eximbank	5'
9. Proposal of the Board of Directors on approval of the draft Charter and related amendments to corporate governance documents of Eximbank	5'
10. Proposal of the Board of Directors on dismissal of members of the Board of Directors and the Board of Supervisors for Term VIII (2025 - 2030)	5'
11. Proposal of the Board of Directors on additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030)	5'
II. Discussion and Voting	75'
1. The General Meeting of Shareholders discusses and votes to approve the Reports and Proposals; Electing members of the Board of Directors and Board of Supervisors of Eximbank for the VIII term (2025 - 2030).	30'
2. The General Meeting of Shareholders take a break - The Vote Counting Committee compiles the voting results and the election results of members of the Board of Directors and Board of Supervisors of Eximbank for the VIII term (2025 - 2030).	30'
3. The Vote Counting Committee announced the voting results of the Congress on the Reports, Proposals for the General Meeting of Shareholders and the election results of members of the Board of Directors and Supervisory Board of Eximbank for the VIII term (2025 - 2030).	15'
C. CLOSING GENERAL MEETING OF SHAREHOLDERS	11:50 - 12:10
1. The Secretariat presents the draft Minutes of the Shareholders' Meeting to the General Meeting of Shareholders.	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'



DRAFT

Ha Noi, date 28 month 4 year 2026

REGULATIONS ON CONDUCTING THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EXIMBANK

Chapter I **GENERAL REGULATIONS**

Article 1. Scope of regulation and applicable subjects

1. The regulations apply to the organization of the 2026 Annual General Meeting of Shareholders (hereinafter referred to as the “General Meeting”) of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”) taking place on April 28th, 2026.
2. This Regulation specifically stipulates the rights and obligations of shareholders, participants of the General Meeting, conditions and procedures for conducting the General Meeting of Shareholders.

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

Article 2. Rights and obligations of shareholders

1. Conditions for attending the General Meeting:
Shareholders attending the General Meeting are shareholders and legally authorized representatives of shareholders whose names are on the final list of shareholders in accordance with the closing date entitled to attend the General Meeting (hereinafter referred to as “shareholders”).
2. Rights of shareholders to attend the General Meeting:
 - a) To vote on all matters within the authority of the General Meeting as prescribed in Eximbank's Charter and as prescribed by prevailing laws;
 - b) To be announced by the General Meeting Organization Committee regarding the contents of the General Meeting agenda;
 - c) At the General Meeting, each shareholder will receive a set of Voting Cards, Voting Slips, and Election Ballots after registering to attend the General Meeting with the Shareholder Qualification Examination Board;



- d) The voting value of the Voting Card, Voting Slips, and Election Ballot corresponds to the ratio of the number of voting shares that the person owns or represents according to the registration to attend the General Meeting over the total number of voting shares of the shareholders present at the General Meeting;
 - e) Shareholders attending the General Meeting could discuss and vote on the contents stated in the General Meeting Agenda;
 - f) Have the right to speak and contribute opinions on issues to be voted on at the General Meeting of Shareholders according to this regulation and under the direction of the Presidium;
 - g) Shareholders or authorized persons attending the General Meeting who arrive after the meeting has opened may still register and have the right to vote immediately at the General Meeting after completing the registration procedure. The Chairman is not responsible for stopping the General Meeting to allow late shareholders to register and the validity of previously voted contents shall not be affected ;
 - h) Other rights as prescribed by Eximbank's Charter and regulations of laws.
3. Obligations of shareholders when attending the General Meeting:
- a) Shareholders/Authorized persons attending the General Meeting must present all documents and records as prescribed in the Announcement of General Meeting to register to attend the General Meeting;
 - b) Shareholders/Legal representatives of shareholders: being followed the instructions on the registration procedure for attending the General Meeting in the Meeting Invitation Announcement, relevant Resolution(s) of the Board of Directors; fill in all information on the Attendance Confirmation Form according to Eximbank's form, sign, clearly state full name and return to the General Meeting Organizing Committee;
 - c) Comply with the provisions of this Charter, comply with the direction of the Presidium and the instructions of the Shareholder Qualification Examination Board;
 - d) During the General Meeting, shareholders are restricted from going out. In case a shareholder needs to go out or leave early and does not directly participate through the Minutes of the General Meeting (showing the developments and voting results performed by the shareholders attending the meeting), the shareholder must notify the Organizing Committee of the General Meeting to carry out the authorization procedure or record other information adjustments/changes (if any) related to the information of the attending shareholders. In case a shareholder does not carry out the authorization procedure or does not record the information changes/adjustments related to attending the General Meeting at the Shareholders' Qualification Examination Board, it is considered that the shareholder has waived the right to adopt the Minutes of the General Meeting and the shareholder is not allowed to complain about this content;



- e) Strictly comply with the regulations of the General Meeting Organization Committee according to the provisions of law and Eximbank's Charter, respect the results of work at the General Meeting;
- f) Other obligations as prescribed by Eximbank's Charter and regulations of law.

Article 3. Rights and obligations of the Chairman and the General Meeting Secretariat

1. Chairperson:

- a) The Chairman of the Board of Directors shall be the Chairperson of the General Meeting or authorize another member of the Board of Directors be the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors is absent, the member of the Board of Directors authorized by the Chairman of the Board of Directors shall be the Chairperson of the General Meeting of Shareholders. If the Chairman of the Board of Directors does not authorize any member or is temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to be the Chairperson of the meeting according to the majority principle; in case no one can be elected as the Chairperson, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the meeting Chairperson and the person with the highest number of votes shall be the Chairperson of the meeting (hereinafter referred to as the “**Chairperson of the General Meeting**”).
- b) The Chairperson of the General Meeting of Shareholders may introduce/nominate a Presidium to co-chair the General Meeting of Shareholders.

2. Rights and obligations of the Presidium:

- a) Conduct the General Meeting according to the program and regulations approved by the General Meeting of Shareholders;
- b) Carrying out activities that the Chairperson deems necessary to conduct the General Meeting in a valid and orderly manner or to enable the General Meeting to reflect the wishes of the majority of attending shareholders;
- c) Guiding or assigning personnel to guide the General Meeting to discuss and vote on issues on the General Meeting agenda and related issues during the General Meeting;
- d) Announcing or assigning the Ballot Counting Committee to announce the voting results including: Number of valid votes; number of invalid votes; and total number of "Agree", "Disagree", "No opinion" votes immediately after voting on the relevant issue;
- e) Coordinating the General Meeting to work in an orderly and civilized manner and express opinions in the order and time allowed in accordance with the approved General Meeting agenda;
- f) Resolving issues arising during the General Meeting;



- g) Answering questions related to issues voted on at the General Meeting for shareholders who request answers to questions directly at the General Meeting or in writing after the General Meeting when the Chairperson finds it necessary to collect more information or time does not permit;
- h) Requiring all meeting attendees to be subject to inspection or other legal and reasonable security measures; request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's authority, disrupt order, prevent the normal progress of the meeting or do not comply with the regulations of the organizing committee, security inspection requirements from the General Meeting as prescribed in Clause 7, Article 146 of the Law on Enterprises 2020, amended and supplemented in 2022.

3. General Meeting Secretariat:

- a) The Chairperson appoints the Secretariat and the Head of the Secretariat to take minutes of the General Meeting.
- b) Rights and obligations of the Secretariat:
 - (i) Record the minutes of the General Meeting and draft the minutes and resolutions for approval by the General Meeting;
 - (ii) Receive the “Opinions contribution form” from shareholders for the Chairperson to answer;
 - (iii) Perform other tasks as assigned by the Chairperson and as prescribed in the Charter of Eximbank.

Article 4. Rights and obligations of the Ballot Counting Committee

1. Ballot Counting Committee:

The General Meeting elects at least 03 (*Three*) and a maximum of 05 (*Five*) people to the Ballot Counting Committee at the request of the Chairperson of the meeting.

To assist the Ballot Counting Committee, including:

- a) The technical team supporting vote counting and data entry, including Eximbank staff arranged by the Organizing Committee, using computer systems, printers, and scanners; and
- b) The monitoring team shall supervise the vote counting and data entry, report to the Head of the Ballot Counting Committee and shall not interfere in the vote counting and data entry process. It shall consist of a maximum of 03 (three) shareholders who are self-nominated and selected by the Presidium.

The Technical Team and the Supervisory Team must comply with the provisions in Points (a), (c) and (f) Clause 2 of this Article.

2. Rights and obligations of the Ballot Counting Committee:



- a) Members of the Ballot Counting Committee and the Supervisory Committee must present to the General Meeting Secretariat their Citizen Identification Card, Identity Card, Passport or other legal personal identification documents and provide contact information to update and store information; must properly perform their functions and duties and comply with the operating principles of the Ballot Counting Committee in this Regulation before conducting the vote counting and supervision;
- b) The vote counting must ensure accuracy, transparency, objectivity, timeliness and compliance with the provisions of law, this Regulation, and resolve shareholders' questions related to voting; vote within one's authority;
- c) Absolutely do not propose or have any actions that obstruct the vote counting and actions that are not in accordance with the regulations of law and this Regulation. Do not photocopy documents of the Ballot Counting Committee, Voting Ballots and Shareholders' Ballots, preliminary vote counting results, minutes of the Ballot Counting Committee, do not provide the vote counting results to anyone other than the Presidium when the minutes of the results of the Voting Ballot Counting and Ballot Counting have not been announced at the General Meeting and approved by the General Meeting;
- d) Making a record of the results of counting the Voting Ballots and Ballots with the signatures of all members of the Ballot Counting Committee, except for the case specified in Point (b), Clause 4, Article 6 of these Regulations;
- e) Announcing the results of counting the Voting Ballots and Ballots before the General Meeting and handing over all documents to the representative of the Presidium. The results of counting the Voting Ballots and Ballots will be recorded in a separate record;
- f) Complying with the content of this Regulation. If a member of the Ballot Counting Committee and the Supervisory Team violates, they will be handled according to the provisions in Point (b), Clause 4, and Article 6 of this Regulation.

Chapter III

PROCEDURE FOR CONDUCTING THE GENERAL MEETING

Article 5. Conditions for Holding the General Meeting

Pursuant to Clause 2, Article 45 of the Eximbank Charter, the General Meeting shall be conducted when shareholders attending the meeting represent more than 50% (fifty percent) of the total shares with voting rights, based on the list of shareholders entitled to attend the General Meeting as determined at the record date.

Article 6. Meeting Procedure and Voting at the General Meeting

1. Order and Conduct of the Meeting:



a) **General Meeting Procedure:**

The General Meeting shall be conducted according to the agenda. The meeting will discuss and approve the matters listed in the agenda under the direction of the Presiding Committee.

b) **General Meeting conduct:**

- (i) Participants shall be seated in appropriate positions as instructed by the Organizing Committee.
- (ii) Smoking is not allowed in the meeting room.
- (iii) Mobile phones must be set to silent mode.
- (iv) Filming, photography, and recording are not permitted unless approved by the Presiding Committee during the meeting.
- (v) No information may be transmitted outside by any means until the meeting concludes.

2. Giving opinions at the General Meeting:

Shareholders attending the General Meeting have the right to express opinions or request clarifications in an orderly and respectful manner, in accordance with the approved meeting agenda, under the direction of the Presiding Committee.

- Shareholders may speak directly for up to 3 (three) minutes and must not repeat content to ensure other shareholders have the opportunity to speak.
- Alternatively, shareholders may summarize their opinions in a “Feedback Form” and submit it to the Secretariat Team for compilation and delivery to the Presiding Committee.
- Comments or requests for clarification must follow the speaking order, be made from the designated seat, and be within the meeting’s approved time allocation.

The Presiding Committee will review the appropriateness of the remarks before they are presented to the General Meeting and will provide responses and discussions as necessary.

3. Voting:

a) **General Principles:**

- (i) All shareholders are guaranteed the right to vote;
- (ii) Shareholders may vote directly or through an authorized representative;
- (iii) Voting shall be conducted using Voting Cards, Voting Ballots, and Election Ballots;
- (iv) In case of lost ballots, incorrect voting, or errors in filling out the ballot, shareholders must visit the voting counter to request a reissue:

Shareholders must visit the first voting counter to request a reissued set of ballots for subsequent times. If the Vote Counting Committee is already counting votes,



shareholders must go to the counter outside the Vote Counting Room to obtain a new ballot. Only ballots for matters not yet voted on will be reissued.

The reissuance of Voting Cards/Ballots must be documented in a record signed by the shareholder. The staff issuing the Voting Cards/Ballots must retain the record, collect the old ballots, and mark them as void (in cases where shareholders filled in incorrect information or mistakenly voted and requested new ballots).

If multiple ballots have been reissued, only the most recently issued Voting Card/Ballot will be considered valid (the system only updates information from the latest issued ballot).

b) Voting method:

- (i) Shareholders shall vote on issues using Voting Ballots or Voting Cards based on Eximbank's standard format. Voting Cards are used for voting on matters under the authority of the General Meeting of Shareholders when pre-printed Voting Ballots do not contain specific voting content for these matters.

- Voting card:

Each shareholder will receive a Voting Card containing their meeting invitation number, registration number, full name, name of the authorized representative (if any), legal identification details of the individual/organization, address, number of shares held, and the total number of voting rights of that shareholder. During the voting process, shareholders must go to the designated Technical Team table to scan their Voting Card in turn. For each voting matter, shareholders will indicate their opinion as either "Agree" or "Disagree."

During the voting process, shareholders must go to the designated Technical Team table to scan their Voting Card in turn. For each voting matter, shareholders will indicate their opinion as either "Agree" or "Disagree."

When voting with a Voting Card at the General Meeting:

- The number of "Agree" votes is counted first, followed by the "Disagree" votes.
- Shareholders who do not participate in the voting process will be considered as having "No opinion" on the matter being voted on.
- The final decision is based on the total number of "Agree" or "Disagree" votes.

Each shareholder may vote only once for either "Agree" or "Disagree" within the timeframe specified by the Presiding Committee. If a shareholder scans their card more than once, the system will only record the first vote. The total



number of "Agree," "Disagree," and "No opinion" votes for each matter will be announced immediately after the voting process.

▪ **Voting Ballot:**

Each shareholder will receive Voting Ballots that include:

- Their meeting invitation number, registration number, full name, name of the authorized representative (if any), legal identification details of the individual/organization, address, number of shares held, and total voting rights.
 - The specific voting content to be decided at the General Meeting.
 - Sections where shareholders can mark their opinions as "Agree," "Disagree," or "No opinion."
 - **Voting Ballot with a Single Content:** Voting is conducted by marking a valid selection on the Voting Ballot. The Organizing Committee will collect the Voting Ballots only once and then proceed with the vote counting immediately in the conference hall. The voting results will clearly indicate the voting method, total number of valid and invalid ballots, votes in favor ("Agree"), votes against ("Disagree"), and abstentions ("No opinion"). The results will be displayed on the screen in the conference hall and publicly announced by the Chairperson or a representative of the Vote Counting Committee before the General Meeting.
 - **Voting Ballot with Multiple Contents:** Voting is conducted by marking a valid selection for each voting item on the Voting Ballot. The Vote Counting Committee will collect the ballots only once and then proceed to the vote counting room for tabulation. The results will detail the voting method, total number of valid and invalid ballots, votes in favor ("Agree"), votes against ("Disagree"), and abstentions ("No opinion"). The results will be publicly announced by the Chairperson or a representative of the Vote Counting Committee before the General Meeting.
- ❖ *A valid Voting Ballot is:*
 - + Issued by the Organizing Committee according to the official format;
 - + Marked with an "X" or "V" in one of the designated boxes: "Agree," "Disagree," or "No opinion" for each voting item announced before the General Meeting;
 - ❖ *An invalid Voting Ballot is:*
 - + Not issued by the Organizing Committee according to the official format;
 - + Altered, torn, or damaged;



- + Not marked in any box or marked in more than one box ("Agree," "Disagree," and "No opinion") for a single voting item, or marked using an invalid method;
- + Contains additional markings, strikethroughs, or other alterations beyond the pre-printed content on the Voting Ballot.
- + Used incorrectly by a shareholder for a different voting item (such ballots will not be counted in the final voting results).
- ❖ *Partially valid and invalid Voting Ballot (applicable to ballots with multiple voting items):*

For any voting item where no selection ("X" or "V") is made, or where more than one option is marked, or where an invalid marking is used, or where the content is altered or additional information is added, the vote for that specific item will be considered invalid. However, other correctly marked items on the same ballot will still be considered valid.

- (ii) Regarding the voting for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025-2030):

- **Voting Ballot content:**

Each shareholder will receive two (2) voting ballots, which are pre-printed with the following details: Ballot Title: Ballot for electing members of the Board of Directors for Term VIII (2025-2030); and Ballot for electing members of the Board of Supervisors for Term VIII (2025-2030); Shareholder's full name; Authorized representative's full name; Legal identification number (for individuals or organizations); Address; Number of shares owned; Total number of votes; List of candidates; Box to indicate the percentage of votes allocated to each candidate.

- **Voting Method:**

The election of members to the Board of Directors and the Supervisory Board of Eximbank for Term VIII (2025-2030) will follow the cumulative voting method, as specified in Clause 4, Article 41 of Eximbank's Charter, Point d, Clause 4, Article 67 of the 2024 Law on Credit Institutions, Clause 3, Article 148 of the 2020 Law on Enterprises.

Each shareholder (or their authorized representative) will have a total number of votes equal to their owned or represented shares multiplied "x" by the number of Board of Directors or Board of Supervisors members to be elected.

Shareholders can allocate all or part of their total votes to one or multiple candidates.



To facilitate accurate vote allocation, the ballot allows shareholders to input the percentage of their total votes assigned to each candidate. The total voting power is normalized to 100%. When shareholders enter voting percentages, the program will calculate the corresponding number of votes for each candidate.

Shareholders must fill out the voting ballot by specifying the exact percentage of votes allocated to their preferred candidates. The total allocated percentage must not exceed 100%.

▪ **Vote Calculation Method:**

Shareholders enter the voting percentage for each candidate on the ballot. The computer program will calculate the corresponding number of votes for each candidate by multiplying the entered voting percentage by the total number of votes. The program will disregard any decimal (fractional) portion of the result.

For example, if the calculated result is 2,789.1 votes, the program will retain 2,789 votes and discard 0.1. In the event that two candidates receive the same number of votes, the discarded decimal portion (up to 9 decimal places) will be used for comparison.

▪ **Valid Voting Ballots:**

A voting ballot is considered valid if it meets the following conditions:

- Issued by the Organizing Committee using the official format;
- No additional markings or strikethroughs on candidate names;
- The total allocated voting percentage does not exceed 100%.

▪ **Invalid Voting Ballots:**

A voting ballot will be considered invalid if it falls into any of the following categories:

- Not issued by the Organizing Committee using the official format;
- Altered, torn, or erased;
- Contains strikethroughs or changes to the printed content;
- The total allocated voting percentage exceeds 100%;
- Contains additional names not listed as official candidates or does not allocate votes to any listed candidates;
- Contains unclear or illegible numbers that the Vote Counting Committee cannot verify.

▪ **Election Principles for Board of Directors and Board of Supervisors Members (Term VIII, 2025-2030):**

Elected members of the Board of Directors and the Board of Supervisors for



term VIII (2025-2030) are determined based on the number of votes in descending order, 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 stipulated in the Law on Credit Institutions, the Enterprise Law, and the Eximbank Charter. In cases where two (02) or more candidates receive the same number of votes for the final positions on the Board of Directors and/or the Board of Supervisors, a re-election will be conducted among the candidates with equal votes based on the cumulative voting principle.

▪ **Announcement of Election Results:**

Based on the Ballot Counting Minutes, the election results for the Board of Directors and the Board of Supervisors for Term VIII (2025-2030) will be announced immediately at the General Meeting. These results will be officially recorded in the General Meeting's Resolution.

4. Principles of the Vote Counting Committee's Operations, Voting, and Ballot Counting:

- a) Access to the ballot counting room is strictly restricted to members of the Vote Counting Committee, the Technical Team, and the Supervisory Team. Unauthorized individuals are prohibited from entering;
- b) Once the Vote Counting Committee members and the Supervisory Team have been approved, they must report to the ballot counting room within five (5) minutes to perform their duties. If any member is late, uncooperative, obstructs the ballot counting process, or violates these regulations, the remaining members will proceed with the counting. The Head of the Vote Counting Committee will document the incident, with signatures from the present committee and supervisory members. The ballot counting process will continue under supervision, and the Ballot Counting Minutes will remain legally valid. Absent or non-cooperative members will have no right to contest the process for any reason;
- c) To ensure order, security, and confidentiality, all individuals present in the ballot counting room are strictly prohibited from using any electronic devices, including mobile phones, cameras, recording devices, and smartphones. The organizers may install security cameras for post-audit purposes if required;
- d) Before voting begins, the Vote Counting Committee will inspect the ballot box in the presence of shareholders to confirm it is empty;
- e) Voting will commence once the General Meeting elects the Vote Counting Committee and will conclude when the last shareholder casts their vote within the allotted time, under the supervision of the Chairman;
- f) Ballot counting must begin immediately after voting concludes;
- g) Any votes cast after the ballot box has been moved to the counting room will be



deemed invalid;

- h) During the ballot sorting, counting, and data entry into the system, all members of the Vote Counting Committee must fully utilize the resources provided by the General Meeting organizers, including support staff, computer systems, and scanners. The process must ensure accuracy, transparency, and compliance with legal regulations;
- i) Once the ballot counting is complete, the technical team will print the Ballot Counting Minutes for all Vote Counting Committee members to review and sign. The Head of the Vote Counting Committee will then announce the results at the General Meeting. Meanwhile, the remaining committee members will seal all voting and election ballots and hand them over to the Chairperson's representative for safekeeping.

Article 7. Conditions for Passing Resolutions at the General Meeting

1. General Approval Requirement:

All agenda items proposed for approval at the General Meeting will be considered passed if they receive approval from shareholders representing more than 50% (fifty percent) of the total voting shares of all attending shareholders, except for cases specified 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 voting shares of all attending shareholders:
 - a) Approval of plans to change charter capital, including plans for share issuance, types of shares, and the total number of new shares to be issued;
 - b) Approval of investment decisions, asset purchases, or sales by Eximbank, where the investment amount, purchase price, or book value (in case of asset sales) equals or exceeds 20% (twenty percent) of Eximbank's charter capital as recorded in the latest audited financial statements;
 - c) Decisions on division, separation, merger, consolidation, transformation of legal form, dissolution, or requesting the court to initiate bankruptcy proceedings for Eximbank;
- 3. The election of members to the Board of Directors and the Board of Supervisors shall be conducted in accordance with sub-item (ii), point b, clause 3, Article 6 of this Regulation.

Article 8. Minutes of the General Meeting

The proceedings of the General Meeting shall be recorded in minutes. The minutes must be prepared in Vietnamese and may also be prepared in English, signed by the Chairperson of the Meeting and the Head of the Secretariat Team, and must be created and approved in accordance with the Law on Enterprises and this Regulation.

In case the Chairperson of the Meeting or the Head of the Secretariat Team refuses to sign the minutes, the minutes shall still be valid if signed by all other attending Board of



Directors (BOD) members and if it contains all the required content as prescribed by law and the Eximbank Charter. The minutes must clearly state the refusal of the Chairperson or the Head of the Secretariat Team to sign.

All notes, minutes, shareholder attendance lists, and proxy documents must be stored at the Eximbank headquarters.

Chapter IV OTHER PROVISIONS

Article 9. In case of the General Meeting Cannot be Held

According to Clause 2, Article 45 of the Eximbank Charter, if the General Meeting cannot be conducted due to an insufficient number of attendees as required by Article 5 of this Regulation, a second meeting invitation must be sent within 30 (thirty) days from the originally scheduled meeting date. The second General Meeting shall proceed if shareholders attending represent at least 33% (thirty-three percent) of the total voting shares and shall have the authority to decide on all matters proposed for approval at the first meeting.

Article 10. Retention of General Meeting Documents

After the conclusion of the General Meeting, Eximbank is responsible for retaining the meeting documents in accordance with the Eximbank Charter and legal regulations.

Chapter V ENFORCEMENT EFFECTIVENESS

Article 11. Enforcement Effectiveness

1. This Regulation consists of 5 Chapters and 11 Articles and becomes effective immediately after being approved by the General Meeting with a vote of more than 50% (fifty percent) of the total voting shares of attending shareholders, either in person or through authorized representatives.
2. Shareholders attending the General Meeting are responsible for complying with this Regulation./.

GENERAL MEETING OF SHAREHOLDERS



Hanoi, date 07 month 4 year 2026

PROPOSAL

*Re: Election of members of the Vote Counting Committee for the 2026
Annual 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 2020 Law on Enterprises: "The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the Chairman of the meeting".

The Chairman of the 2026 Annual General Meeting of Shareholders on April 28th, 2026 ("AGM") respectfully presents to the AGM for approval the composition of the Vote Counting Committee of the AGM, 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 Vote Counting Committee
2	Mr. Nguyen Huong Minh	Deputy General Manager	Deputy Head of the Vote Counting Committee
3	Ms. Le Ngoc Hai Van	Deputy Head of Internal Audit Department	Member
4	Ms. Nguyen Thi Tra Linh	Head of Strategic Management & IT Project Support	Member

Respectfully propose to the General Meeting of Shareholders for consideration and approval.

Best regards. / 

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON** 



Hanoi, 07/04/2026

To: General Meeting of Shareholders

**REPORT BY THE MANAGEMENT ON BUSINESS PERFORMANCE IN 2025
AND PLAN FOR 2026**

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The Management of Vietnam Export Import Commercial Joint Stock Bank (Eximbank) would like to report to the General meeting of shareholders the business performance in 2025 and plan for 2026 as hereunder.

I. Business performance in 2025

In 2025, the world's and region's economies kept evolving rapidly in a complicated and unpredictable manner, including unprecedented issues that went beyond forecasts. In overall, difficulties and challenges seemed to outweigh opportunities and favorable conditions, with implications of instability mostly stemming from geopolitical factors, high debt burdens and trade protectionism. Despite its upward trend, the world economy's growth momentum remained subdued.

Domestically speaking, GDP growth reached 8.02%, inflation was basically controlled at 3.21%, goods export-import turnover increased 18.2%, and executed FDI (foreign direct investment) funds grew 9% compared to previous year. Banking operations and the monetary policy continued to be flexibly and proactively implemented, supporting economic development, inflation control, system safety and exchange rate stabilization. In 2025, credit growth rate of the whole industry achieved 19.01% with asset quality under control. The non-performing loan ratio of credit institutions (excluding underperforming ones) stayed at 1.69%, down from 1.93% as at end 2024; and interest rate was maintained at low level to help boosting the economy.

Performance of key operational targets by Eximbank in the year is as follows:

Unit: VND billion

Stt	Item	2024	2025 plan	Executed in 2025			% plan completion
				Value	+/- from 2024	%	
1	1. Total assets	239,768	265,500	273,270	33,502	13.97%	102.9%
2	2. Capital funding	178,312	206,000	197,372	19,059	10.69%	95.8%
3	3. Credit exposure	168,230	195,500	196,078	27,848	16.55%	100.3%
4	NPLs/Total loans	2,53%	1,99%	2,69%	0,16%		
5	Profit before tax	4,188	5,188	1,512	-2,677	-63.9%	29.1%

Note: () Capital funding comprises funds raised from economic entities and individuals, and valuable papers issued.*



1. Business activities:

- Scaling-up target achieved as planned: total assets increased 13.97%, outperforming 102.9% of the plan; Funds mobilized from economic entities and individuals, and valuable papers issued increased 10.69%; and Credit exposure rose 16.55%, fulfilling 100.3% of the plan.
- Service activities of international payments, bancassurance, cards, remittance and money transfer recorded growth compared to 2024.
- Funding structure and fund use was managed at reasonable and effective growth, ensuring liquidity safety. Prudent ratios in business operations as required by SBV were well controlled. NPL ratio was maintained at below 3%.

2. Development of management foundations: Effectively managed, supervised and operated the systems to make sure of safety in banking operations aiming towards observance with international standards.

3. Information technology and operation: comprehensive digital transformance was accelerated in the year to enhance customer experience in digital channels:

- Developed digital banking and enlarged the digital ecosystem based on customer-centric direction, with Eximbank e-Digi for retail customers and Eximbank-Biz, customers can make transactions anytime and anywhere at high level of security. Deployed and extended to modern payment methods via e-wallets and smart devices such as Apple Pay, Samsung Pay, Google Pay, and Garmin Pay, contributing to promote cashless payments and digital economy.
- Modernized core technologies to lay foundations for growth: successfully implemented the new card core system WAY4 (in 5/2025) – project for strengthening the Bank’s competitiveness in card and digital banking areas.

4. Organization and human resources:

- Improved treatment policies and mechanism to facilitate business development and retain qualified human resources. Maintained benefits to strengthen employee engagement and satisfaction.
- Arranged the organizational model, and carried out the project of relocating the head office to Ha Noi.
- Paid attention to training quality, built the culture of continuous learning, and focused on enhancing the capabilities of management team and key personnel.

5. Reputation and brandname: Eximbank continued to be recognized by local and foreign organizations by such awards of: (1) Sao Khue Award 2025; (2) 2025 Outstanding Technology and Digital Transformation Product; (3) JCB Vietnam Award 2025; (4) Top 10 Leading Brands in Innovation; (5) Asia Pacific Enterprise Awards (APEA) 2025; (6) Excellent International Payment Quality Awards; (7) APEA Corporate Excellence Award; (8) Top 10 Workplaces in Vietnam – Banking sector; and



(9) Top 50 Best Performing Companies in Viet Nam; and multiple certificates of merits for its community activities.

6. Operations of the subsidiary

The capital of Asset Management One-Member Limited Liability Company – Vietnam Export Import Commercial JS Bank (shortly as Eximbank AMC) actually paid up as at 31/12/2025 was VND300 billion. Profit before tax achieved VND14.5 billion, down 64.5% compared to 2024.

Results of debt settlement and recovery under Eximbank’s entrustment:

- Total debt principals recovered: VND728 billion.
- Total interests collected: VND271 billion.

II. Business plan for 2026

1. Operating environment

2026 is forecast to be a tough and challenging year for the world economy due to geopolitical tensions, conflicts and direct interventions, which have led to trend of economic fragmentation, stronger bloc-based linkages and increased protectionism across economies. These developments are expected to pose greatest risks and barriers to global trade. Ongoing changes in the US trade policies will take effect on the global economy, including Viet Nam. In addition, the tensions between Russia-Ukraine and US-Israel and Iran, and the US intervention in Venezuela, as well as intensifying competition among major powers across multiple regions will place significant impact on the global supply chain.

Being the first year of the 5-year socio-economic development plan during 2026-2030, 2026 holds remarkable importance as it sets out objectives for sustainable development, renewal of the growth model with technology and digitization as key drivers, development of high-quality human resources, maintenance of macro-economic stability, institutional improvement, and administrative reform to lead the country’s economy enter the era of advancement. For such realization, the GDP growth for 2026 is set to be 10% or higher along with the GDP per capita to reach USD5,400 – USD5,500, surpassing the middle-income trap.

2. Business plan for 2026

Based on the analysis and evaluation of the internal factors affecting Eximbank’s business activities in 2025 as well as the business environment in 2026;

Based on the business targets set for 2026 as approved by the Board of Directors in Resolution 93/2026/EIB/NQ-HĐQT dated 07/4/2026,

The Management would like to submit to the General meeting of shareholders the plan targets for 2026 as follows:

2.1. Main business targets



Unit: VND billion

No.	Item	Executed in 2025	2026 plan	As compared to 2025	
				(+/-)	% (+/-)
1	Total assets	273,270	310,000	36,729	13.4%
2	Capital funding	197,372	232,598	35,226	17.8%
3	Credit exposure	196,078	228,430	32,352	16.5%
4	NPLs/Total loans	2.69%	2.50%	-0.19%	
5	Profit before tax	1,512	1,515		

2.2. Solutions to carry out the 2026 business plan

Aiming to be listed in the group of “Top large-size commercial banks” (with average quarterly total assets of more than VND300,000 billion in the respective year), Eximbank must step up to raise its total assets to larger than VND300,000 billion right from the beginning of 2026. To do so, it will focus on such major solutions as below.

❖ Business activities:

- Understand customers: the Bank establishes the “customer-centric” business model that understands customers, clearly identifies target segments and customer personas/customer journeys, thereby customer experience and satisfaction is placed as the core in all of its operations.
- Improve customer service ability: the Bank’s products and services are designed by target customer segments upon customer base analysis to support upselling or cross-selling initiatives; Implement programs and policies to take exploitation of existing customers, approached and designed value-chain product packages and ecosystem-based solutions for selected ecosystems and particular credit structures; Carry out programs for developing new export-import customers in focused business units; and shift toward increased product and service usage and higher value per customer.
- Deploy specific strategic initiatives to build up solid foundation and strengthen Eximbank’s competitive advantage, with focus on increasing CASA value from retail and SME customers through the development of new products suitable to the market, serving as the basis to promote CASA growth on both online and direct channels;
- Enhance NIM by raising more CASA amounts, sharply improve the underperforming portfolio, optimize the balance sheet, reduce capital surplus, and increase investment assets;
- Increase non-interest income by restructuring the income mix toward higher contribution from service fees and less reliance on net interest income. Maximize the existing customer base through cross-selling and personalization of financial solutions;
- Set up a centralized credit processing factory for the retail portfolio, including loans backed by deposits, home loans and cards; Establish new operating model for branches in conformity with the directions and objectives selected by the Bank;



- Control the NPL ratio and reinforce debt settlement on the basis of loan extension in way of sustainability – safety – efficiency, preventing bad debts from arising and actively acting upon first signs of alert;
- Operate businesses in an effective manner and ensure compliance with the prudent ratios as per SBV regulations.

❖ Technology solutions:

- Design processes, build and invest in capabilities and supporting technologies as growth drivers;
- Perform comprehensive digital transformation, strengthen use of new technologies such as AI, automation and data analysis to optimize processes and improve customer experience and operational effectiveness;
- Deploy technology solutions with a view to build an integrated digital ecosystem for corporate customers (API, QR, Soundbox, and cashflow management), ensuring system consistency, safety, compliance and scalability.
- Keep investing in infrastructure, digital platforms, and strengthen security.

❖ Promote marketing and brand communication activities through brand standardization, increased social responsibility, and intensified product marketing and promotion efforts. Develop focused and distinctive branding campaigns to enhance Eximbank’s image and presence withi the community.

III. It is hereby submitted to the General Meeting of Shareholders for approving:

1. The Management’s report on the business performance in 2025 and plan for 2026.
2. To assign/authorize the Board of Directors to direct the performance and decide on adjustment of the 2026 Business plan in alignment with actual situation and consent of competent State agencies.

Yours sincerely,

ACTING CEO 



Trần Tấn Lộc



**REPORT OF THE BOARD OF DIRECTORS ON CORPORATE
GOVERNANCE AND PERFORMANCE OF THE BOARD OF
DIRECTORS AND EACH MEMBER OF THE BOARD OF DIRECTORS
IN 2025 AND ORIENTATIONS FOR 2026**

TO: GENERAL MEETING OF SHAREHOLDERS

The Board of Directors (“BOD”) of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”) respectfully reports to the General Meeting of Shareholders (“GMS”) on the Board of Directors' performance in 2025 and the operating orientation for 2026 as follows:

I. REPORT IN FY2025

1. Economic context and General operating situation:

In 2025, the global and domestic economic environment continued to evolve rapidly, becoming increasingly complex and unpredictable, presenting both opportunities and challenges for the operations of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”).

At the international level, the global economy maintained its growth momentum but remained uneven across regions, affected by prolonged tight monetary policies, geopolitical tensions, and the ongoing restructuring of global supply chains. Although interest rates have shown a downward trend in some major economies, they remained relatively high, continuing to exert pressure on funding costs and cash flows. Meanwhile, international financial and monetary markets, particularly exchange rates and capital flows, experienced significant volatility amid divergent policy directions across countries, increasing spillover risks to emerging economies, including Vietnam.

Domestically, the economy continued to show positive recovery trends, with growth driven by exports, public investment, and domestic consumption. The interest rate environment has gradually eased, supporting businesses and stimulating credit demand. However, the economy still faced multiple challenges, including exchange rate pressures, gold price volatility, and prolonged difficulties in the real estate and corporate bond markets, which have affected asset quality and the economy’s capacity to absorb capital.

For the banking sector, 2025 remained a period requiring a careful balance between growth objectives and risk control. Intensifying competition, pressure on net interest margin (NIM) due to declining lending rates while funding costs have not decreased proportionately, together with increased provisioning requirements, have had a significant impact on the operational efficiency of credit institutions.



In this context, enhancing governance capacity, ensuring flexible and responsive management, strengthening risk control, and accelerating the transformation of the business model have become critical factors for Eximbank to maintain operational stability, improve efficiency, and progressively reinforce its foundation for sustainable development.

2. Business results in 2025:

Despite the volatile and challenging business environment in 2025, Eximbank has recorded encouraging results, demonstrated by the over-fulfillment of many important business targets. Under the close guidance of the Board of Directors and the continuous efforts of the Executive Board and the entire system, Eximbank has demonstrated its ability to adapt flexibly and effectively in a complex economic context. The main business targets are summarized as follows:

Unit: VND Billion

Items	FY2024	Plan 2025	Actual 2025	% of fulfillment of 2025
1. Total assets	239.768	265.500	273.270	102,9%
2. Total funding	178.312	206.000	197.372	95,8%
3. Outstanding loans	168.230	195.500	196.078	100,3%
4. Non-performing loan ratio/ Outstanding loans	2,53%	1,99%	2,69%	
5. Profit before tax	4.188	5.188	1.512	29,1%

Overall, total assets and outstanding credit continued to grow and exceeded the planned targets, reflecting the Bank's ability to sustain growth momentum and expand its business operations. However, capital mobilization did not meet the plan and the non-performing loan (NPL) ratio showed an increasing trend, indicating certain pressures in balancing funding sources and controlling credit quality amid ongoing market volatility. In particular, profit before tax did not meet the target, reflecting the impact of the prevailing interest rate environment, increased funding costs, and higher risk provisioning expenses.

The Board of Directors acknowledges and highly appreciates the efforts of the Management in implementing appropriate management measures, focusing on the following key areas:

- Flexible business management: The Bank proactively adjusted its business direction in line with market developments, focusing on its strengths such as trade finance, export-import corporate customers, and the development of digital banking services, thereby contributing to maintaining growth scale and stabilizing income sources.



- Strengthening risk management: In the context of persistent risks in the real estate and corporate bond markets, Eximbank implemented strict control over credit granting activities, enhanced provisioning, and strengthened asset quality monitoring to ensure operational safety and compliance with legal regulations.
- Accelerating digital transformation: The Bank continued to invest in and upgrade its technology infrastructure and develop digital products and services, contributing to improved operational efficiency, cost optimization, and enhanced customer experience.

Although the profit target was not achieved, the Board of Directors assesses that the Bank's performance in 2025 reflects commendable efforts across the system in maintaining operational stability, controlling risks, and adapting to a volatile market environment. This provides an important foundation for Eximbank to further strengthen its operational base, improve efficiency, and pursue sustainable growth objectives in the coming years.

3. Corporate Governance Management:

The BOD of Eximbank performs its role in strategic direction, policy-making, and oversight of the Bank's operations, ensuring safe, efficient operations in alignment with sustainable development objectives.

The BOD's working mechanism is maintained based on the principles of collective decision-making, transparency, and accountability, whereby decisions are carefully reviewed and discussed before being adopted. Meetings are convened flexibly, combined with written resolutions to ensure timeliness in governance and decision-making.

In 2025, the BOD for Term VII (2020–2025) and Term VIII (2025–2030) convened 07 meetings and conducted 266 written resolutions to decide on matters within its authority, focusing on key areas such as strategic direction, business planning, risk management, and organizational structure. Representatives of the Supervisory Board attended these meetings as observers, contributing to enhanced transparency, objectivity, and compliance with legal requirements.

In accordance with its functions and duties as prescribed by law and the Charter of Eximbank, the BOD has fully performed its roles in strategic direction, decision-making, and oversight, thereby providing timely and effective support to the Bank's executive management. In 2025, the BOD issued numerous resolutions and decisions on key areas, focusing on the following:

(i) Organization of the General Meeting of Shareholders (GMS):

Organizing the 2025 Annual General Meeting of Shareholders in compliance with legal regulations and the Bank's Charter to approve matters within the authority of the GMS and to consolidate the membership of the BOD and Supervisory Board for Term VIII (2025–2030).

(ii) Organizational structure and human resources:



- Consolidating the governance structure, including the election of the Chairman of the BOD for Term VIII, assignment of BOD members to participate in Councils/Committees and oversee specific areas of operation;
- Implementing the appointment, dismissal, reassignment, reappointment, and consolidation of senior management personnel (including the Chief Executive Officer/Acting Chief Executive Officer, Deputy Chief Executive Officers, and other key management positions);
- Establishing and consolidating Divisions, Centers, Steering Committees, and functional units at the Head Office;
- Implementing matters related to the relocation of the Head Office, restructuring of the network, and arrangement of personnel in line with development orientation.

(iii) Issuance and enhancement of internal regulations and governance policies:

- Approving and amending internal regulations, rules, and documents relating to the organization, operations, and business activities of the Bank;
- Approving governance and financial reports in accordance with regulations;
- Approving the private bond issuance plan and related matters;
- Deciding on matters related to credit granting, adjustment of limits, and other issues associated with business operations;
- Approving matters related to investment, partnerships, product deployment, business locations, and other arising issues.

Regarding reporting and disclosure of information on governance: Periodically in the first 6 months of the year and at the end of the calendar year, the Board of Directors shall make detailed reports and disclose information on the corporate governance situation. The reports are publicly disclosed in the Banking Governance section on Eximbank's website at the link: <https://eximbank.com.vn/nha-dau-tu>, ensuring full compliance with the provisions of securities law on information disclosure.

In addition to performing general functions and tasks, members of the Board of Directors are also assigned to participate in affiliated Councils and Committees to perform the role of orientation, supervision and advice on matters under their authority. Through regular monthly/quarterly meetings and regular discussions, the specialized Committees have actively contributed to advising the Board of Directors in making decisions on specific areas, thereby improving the Bank's operational efficiency.

With extensive experience and deep understanding of the assigned fields, the members of the Board of Directors have constantly made efforts and proactively provided in-depth assessments and analyses on professional issues. This not only creates a transparent and effective working environment but also contributes significantly to the sustainable development of Eximbank in the context of a volatile market.



4. Regarding the activities of the Councils/Committees under the Board of Directors:

Since June 20, 2025, the Debt Trading Council under the BOD has officially ceased its operations pursuant to the BOD's resolution. As of December 31, 2025, Eximbank has a total of 08 Councils, Committees, and Boards under the BOD in operation.

A summary report on the performance of the Councils, Committees, and Boards under the BOD in 2025 is as follows:

4.1. Human Resources Committee:

The Human Resources Committee performs the following functions: (i) Advising the BOD on the size and structure of the BOD and executive management in line with the Bank's operational scale and development strategy; (ii) Advising the BOD on handling personnel matters arising in the process of election, appointment, dismissal, and removal of BOD members, Supervisory Board members, and executive management in compliance with applicable laws and the Charter of Eximbank; (iii) Advising the BOD on the issuance of internal regulations within its authority regarding remuneration, compensation, bonuses, recruitment, training, and other benefit policies applicable to executive management and employees of Eximbank; (iv) Performing other duties as assigned by the BOD.

In 2025, the Human Resources Committee held 01 meeting and conducted 114 written resolutions to review matters relating to personnel within the scope of authority assigned by the BOD.

4.2. Risk Management Committee:

The Risk Management Committee performs the following functions: (i) Advising the BOD on the issuance of internal regulations within its authority relating to risk management in banking activities in accordance with laws and the Charter of Eximbank; (ii) Analyzing and providing warnings on the Bank's safety level against potential risks and recommending preventive measures in both the short and long term; (iii) Reviewing and evaluating the appropriateness and effectiveness of the Bank's current risk management processes and policies, and making recommendations to the BOD on necessary adjustments to processes, policies, and business strategies; (iv) Advising the BOD on decisions related to investments, contracts, and transactions; approving risk management policies and supervising the implementation of risk mitigation measures within the scope assigned by the BOD.

In 2025, the Risk Management Committee held 02 meetings and conducted 04 written/email resolutions to discuss and approve matters within its delegated authority.

4.3. Risk Handling Council:

The Risk Handling Council performs the following functions: (i) Approving consolidated reports on the recovery of debts that have been written off using provisions; (ii) Approving loan classification, provisioning, and the use of provisions for risk handling across the system; (iii) Approving measures for recovering debts that have been handled using provisions across the system.



In 2025, the Risk Handling Council held 01 meeting and conducted 06 written resolutions to approve matters related to loan classification, provisioning, and resolution of non-performing loans.

4.4. Steering Committee for Anti-Corruption, Misconduct and Crime Prevention:

The Steering Committee performs the following functions: (i) Inspecting and supervising anti-corruption, misconduct, and crime prevention activities across the entire Eximbank system in accordance with regulations; (ii) Developing reports, programs, plans, and measures to implement legal requirements on anti-corruption, misconduct, and crime prevention; (iii) Advising the BOD on decisions to temporarily suspend employees under the BOD's authority.

In 2025, the Steering Committee conducted 06 written resolutions to review and approve reports related to anti-corruption, misconduct, and crime prevention in accordance with laws and guidance from the State Bank of Vietnam and the Banking Inspection and Supervision Agency.

4.5. Strategy and Restructuring Committee:

The Strategy and Restructuring Committee advises the BOD on medium- and long-term development strategies and comprehensive restructuring plans of the Bank. It also monitors, supervises, and evaluates the implementation of strategic initiatives and restructuring roadmap, and performs other assignments as delegated by the BOD.

In 2025, the Strategy and Restructuring Committee held 02 meetings to discuss and review plans and implementation progress of the Bank's strategic projects.

4.6. IT Investment Council:

The IT Investment Council advises the BOD on long-term strategic directions and short-term plans relating to the Bank's information technology systems. It also advises the BOD on supervising and evaluating the effectiveness of IT system investment projects.

In 2025, the IT Investment Council held working sessions with IT and business units to discuss orientations and implementation plans for IT projects supporting business operations and internal processes, serving as a basis for evaluating effectiveness, setting priorities, and monitoring project progress.

4.7. Emulation and Commendation Council:

The Emulation and Commendation Council advises the BOD on matters relating to emulation and commendation across the entire Eximbank system in accordance with regulations of the State Bank of Vietnam and internal regulations. Its scope includes:

- Subjects and criteria for emulation and commendation;
- Responsibilities for organizing and implementing emulation movements;
- Criteria for awarding titles such as Advanced Labor, Advanced Labor Collective, Excellent Labor Collective, and the Emulation Flag of the State Bank of Vietnam;



- Forms of commendation such as Certificates of Merit from the Governor of the State Bank of Vietnam, Certificates of Commendation, and the “For the Cause of Vietnam Banking” Medal;
- Other related matters arising in emulation and commendation activities from time to time.

In 2025, the Emulation and Commendation Council conducted 02 written resolutions to review commendation matters, including nominations for the “For the Cause of Vietnam Banking” Medal and the 2025 reward budget for submission to the BOD.

4.8. Asset and Liability Management Supervisory Committee (“ALCO”):

The ALCO Supervisory Committee was established by the BOD on April 29, 2025, with the function of advising the BOD on the formulation and supervision of policies and processes for managing the Bank’s assets and liabilities in accordance with laws and the Charter of Eximbank. It also supervises the operations of the ALCO under the Chief Executive Officer to ensure compliance, efficiency, and safety in asset and liability management.

From its establishment to December 31, 2025, the Committee held 07 meetings and conducted 01 written resolution to advise the BOD on the private bond issuance plan (first tranche) in 2025 and to approve periodic reports on ALCO supervision for submission to the BOD.

5. Activities of independent members of the Board of Directors and evaluation results of independent members of the Board of Directors on the activities of the Board of Directors:

Pursuant to Clause 4, Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Securities Law, the independent member of the Board of Directors reports on the assessment of the activities of the Board of Directors of Eximbank in 2025 as follows:

a) Independent members of the Board of Directors:

In 2025, the independent members of the Board of Directors of Eximbank, namely Ms. Pham Thi Huyen Trang and Mr. Hoang The Hung, fully performed their rights and obligations as independent members of the Board of Directors in accordance with applicable laws, the Charter of Eximbank, and the Bank’s internal regulations.

The independent members actively participated in meetings of the Board of Directors, providing objective and independent opinions on key matters within the authority of the Board of Directors. They also exercised their oversight role over the Management to ensure that the Bank’s operations were conducted in a safe, efficient manner and in compliance with legal regulations.

In addition, Ms. Pham Thi Huyen Trang and Mr. Hoang The Hung fulfilled their functions and responsibilities in their respective roles as Chairpersons/Members of Councils and Committees under the Board of Directors, thereby contributing to enhancing the effectiveness of oversight, risk management, and corporate governance at Eximbank.



b) Regarding the evaluation results of the Independent Board member on the Board's activities:

(i) About organizational structure:

As of December 31, 2025, the Board of Directors for the 8th term (2025 - 2030) consists of 5 members, including 02 independent member and no executive member. The Board of Directors' membership structure fully complies with the provisions of law and Eximbank's Charter. The Board of Directors' members have extensive experience, having held important positions at credit institutions, law and other business sectors.

(ii) About the operating mechanism:

Based on statistical data in 2025, the independent Board member assessed that the Board meetings and/or written opinions of the Board were fully and validly organized, ensuring the order and procedures according to regulations; Resolutions and Decisions of the Board of Directors were issued in a form that complies with regulations; Board members contributed many opinions both in meetings and in writing on the contents submitted to the Board of Directors, specifically:

During the year, the Board of Directors passed 292 Resolutions; of which the number of Resolutions passed at 100%/total number of members was 271; the number of Resolutions passed at a rate of 60% to 80%/total number of members was 21.

In addition to the meetings/written consultations with the Board of Directors, the Board members also fully participated in the Board of Directors' Councils/Committees.

(iii) On the results of management and supervision work:

Overall, the Board of Directors has proactively performed its assigned role well in implementing plans, policies and strategic development directions set forth by the General Meeting of Shareholders during the year. The Board of Directors always closely follows and complies with the regulations on Bank governance, convenes extraordinary and periodic meetings and regularly collects written opinions of Board members to promptly discuss, direct and issue decisions in accordance with the actual operating situation of the Bank.

The Board of Directors always plays a pioneering and proactive role in directing, supporting and resolving difficulties, supervising the Executive Board in implementing the contents approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with current legal regulations and the interests of the Bank's stakeholders, including shareholders.

Board members proactively participate in Board Councils/Committees under the Board to directly support, advise and provide guidance in the Bank's business operations, to ensure that important decisions of the Executive Board are



analyzed, discussed and consulted by Board members/Chairman of the Board, with the goal of putting the Bank's interests first.

In addition, the members of the Board of Directors also proactively perform their roles and responsibilities towards the Executive Board in sharing operational experience and interacting with the Executive Board, in order to improve the Bank's management skills.

6. Regarding the implementation of the 2025 budget, remuneration, other benefits and operating expenses of the Board of Directors:

- a) Board of Directors' remuneration in 2025 according to the Resolution of the General Meeting of Shareholders :

According to Article 5 of the Resolution of the 2025 Annual General Meeting of Shareholders on April 29th, 2025, approving the fixed remuneration for the Board of Directors in 2025 is 25 billion VND.

At the end of fiscal year 2025, the remuneration paid by the Board of Directors was 25 billion VND; personal income tax deduction was 2.5 billion VND; the amount actually received by the Board of Directors members was: 22.5 billion VND.

- b) Operating expenses of the Board of Directors in 2025:

According to Article 5 of the Resolution of the 2025 Annual General Meeting of Shareholders on April 29th, 2025, the operating expenses of the Board of Directors in 2025 are approved at VND 10 billion.

At the end of fiscal year 2025, the actual operating expenses of the Board of Directors were 5.35 billion VND (equivalent to 5.35 % of the expected budget).

- c) Remuneration, operating expenses and other benefits of the Board of Directors are reported at the General Meeting of Shareholders in accordance with the provisions of Eximbank's Charter and submitted to the General Meeting of Shareholders for approval.

7. Regarding the results of supervision of the General Director and the Board of Directors:

In 2025, the BOD continued to fully and consistently perform its supervisory function over the Management in compliance with applicable laws, the Charter of Eximbank, internal governance regulations, the Regulations on the organization and operation of the BOD, and other relevant internal policies; while adhering to the principles of safe and efficient governance with stringent risk control in line with the requirements of regulatory authorities. The BOD's supervisory activities were implemented comprehensively, rigorously, and in a timely manner through the following key approaches:

- Supervision through reporting systems and meetings: The Management provided periodic reports on a weekly, monthly, and quarterly basis regarding business performance, credit activities, capital mobilization, risk management, asset quality, provisioning for credit risks, asset restructuring, liquidity management, and capital adequacy. Issues arising during operations were promptly consolidated and reported to the BOD for review, assessment, and direction in accordance with its authority.



- Supervision through BOD meetings and review of reports submitted by the Management: The BOD conducted supervision through periodic meetings and by reviewing reports submitted by the Management to assess business performance, financial condition, and compliance with prudential ratios in accordance with the Law on Credit Institutions. Based on the 2025 business plan approved by the General Meeting of Shareholders, the BOD strengthened its supervision and oversight of the Management in implementing assigned targets, through regular monitoring of performance results, evaluation of key performance indicators, and timely direction to adjust management measures to ensure the achievement of targets approved by the General Meeting of Shareholders.
- Supervision through internal audit, internal control, and activities of the Supervisory Board: The BOD periodically reviewed reports from internal audit, internal control, compliance monitoring, and findings from the Supervisory Board, thereby directing the Management to rectify and enhance the internal control system and risk management framework, ensuring full compliance with legal regulations and internal policies.
- Supervision of compliance with laws and regulatory requirements: The BOD regularly monitored compliance with capital adequacy ratios, loan-to-deposit ratios, credit exposure limits relative to equity, regulations on credit limits for shareholders and related parties, and ownership limits in accordance with the Law on Credit Institutions, the Securities Law, and relevant guiding regulations. The Management periodically reviewed and updated new legal documents, conducted internal training, and implemented compliance review programs to ensure the system operated in accordance with legal requirements and directives of the State Bank of Vietnam.
- Supervision of the implementation of resolutions of the General Meeting of Shareholders and resolutions/decisions of the BOD: The Management strictly implemented resolutions of the General Meeting of Shareholders and resolutions/decisions of the BOD; periodically reported on implementation progress, results, arising challenges, and proposed solutions for the BOD's consideration and decision.
- Supervision of the implementation of strategic initiatives: The BOD supervised the progress and outcomes of key initiatives under the approved development strategy, aligned with the repositioning of the Eximbank brand and the preparation of foundations for the Bank's next phase of development.

In 2025, the BOD's supervisory activities were implemented in a coordinated, continuous, and effective manner, thereby providing timely support to the Management in organizing and operating the Bank's activities, contributing to maintaining safe, stable operations and sustainable development of Eximbank in line with commercial banking governance standards and the development orientation for the 2025 - 2030 period.



8. On providing and publicly disclosing information as prescribed in Article 49 Law on Credit Institutions (“CIs”) in 2025:

- a) Information specified in points a, b, d, clause 1, Article 49 of the Law on Credit Institutions: Based on the information provided by members of the Board of Directors, members of the Supervisory Board, General Director/Deputy General Director, Deputy General Director and equivalent positions as prescribed in the Charter, the Board of Directors shall fully report to the State Bank and provide specific information according to the attached appendix.
- b) Information specified in points a, c, d, clause 1, Article 49 of the Law on Credit Institutions: Strictly implementing the provisions of Article 49 of the Law on Credit Institutions (the “CIs”) in 2024, the Board of Directors of Eximbank has disclosed information about shareholders owning 1% or more of charter capital. The information is provided by shareholders and fully reported by the Board of Directors to the State Bank, and is transparently disclosed on Eximbank’s website in accordance with legal regulations at the following link: <https://eximbank.com.vn/en/investors> (Shareholder Ownership structure section).

9. Transactions with related parties

List of Eximbank's related persons; transactions between Eximbank and Eximbank's related persons or between Eximbank and major shareholders, internal persons, and related persons of internal persons; transactions between Eximbank's internal persons, related persons of internal persons and subsidiaries and companies controlled by Eximbank; transactions between Eximbank and other entities are listed and presented by Eximbank in the 2025 Audited Financial Statements and Eximbank's 2025 Corporate Governance Report. These reports are publicly disclosed on Eximbank's Website at the link: <https://eximbank.com.vn/nha-dau-tu>.

II. ORIENTATION OF BOARD OF DIRECTORS' ACTIVITIES IN 2026

In 2026, both domestic and international economic environments are expected to continue facing various uncertainties, with pressures arising from interest rates, exchange rates, capital flows, and unpredictable developments in the global financial market. Domestically, although the economy maintains its recovery momentum, certain sectors such as real estate, corporate bonds, and exports still face challenges, impacting capital absorption capacity and asset quality of the banking system.

In this context, the banking sector continues to face pressure to balance growth objectives and risk control, while also adapting to increasingly stringent requirements on governance, transparency, and transformation of operating models.

Based on the assessment of the macroeconomic environment and long-term development orientation, the Board of Directors of Eximbank identifies 2026 as a critical phase to rebuild the foundation, enhance governance and financial capacity, and gradually improve operational efficiency, with three key priorities: customer-centricity, strengthening governance capacity, and developing high-quality human resources, thereby creating a solid foundation for the next growth phase. The Bank will continue to adhere to its development strategy for the period 2026–2030, while



implementing the 2026 business plan with specific targets and indicators as detailed in the Management's Report.

To realize the set objectives, based on the sustainable development orientation and the message "The Return – Power of Trust", the Board of Directors focuses on implementing strategic directions to enhance governance capacity, operational efficiency and the Bank's position, with key focuses as follows:

➤ **Enhancing the corporate governance framework:**

The Bank will continue to review, consolidate and upgrade its corporate governance model toward alignment with international standards and practices, gradually building a transparent, modern and effective governance system. The focus is on strengthening the strategic orientation and oversight role of the Board of Directors and its Committees, while enhancing the linkage between strategic governance, risk management and oversight of executive activities, thereby ensuring transparent and effective governance operations and strengthening decision-making capacity.

➤ **Strengthening the effectiveness of risk management, internal control and compliance systems:**

The Bank will continue to reinforce and enhance its risk management system in line with advanced international standards and practices, aiming to build proactive, integrated and system-wide risk management capabilities. At the same time, the effectiveness of internal control and compliance functions will be enhanced to ensure that all activities are conducted safely, transparently, in full compliance with laws and in alignment with modern governance standards, thereby laying a solid foundation for sustainable growth.

➤ **Implementing the business plan with a customer-centric approach:**

The 2026 business plan is developed based on a customer-centric principle, orienting the entire system to shift from a product-based model to a customer-based model. The focus is on enhancing customer understanding capabilities, effectively leveraging customer data, improving service quality, optimizing customer experience and sustainably increasing customer lifetime value.

➤ **Improving human resource quality:**

The Bank will focus on strengthening and improving human resource quality in alignment with the corporate governance framework, organizational structure and business strategy, ensuring that personnel possess sufficient capability and readiness to effectively implement business and strategic objectives. The focus is on building a management and key personnel team with strong governance and management capabilities, system thinking and adaptability, while standardizing competency frameworks and promoting training, assessment and development to enhance overall human resource quality.

➤ **Promoting digital transformation and technology application:**



Accelerating digital transformation initiatives and enhancing the application of technology in banking operations to improve operational efficiency, enhance product and service quality, and optimize customer experience. The application of technology and data will continue to play a key role in strengthening competitiveness and adaptability in a rapidly changing financial and banking environment.

➤ **Strengthening financial capacity and sustainable business development:**

Enhancing financial capacity, improving capital efficiency and developing business activities in a safe and sustainable manner associated with effective risk management. At the same time, continuing to diversify products, expand the customer base and improve service quality to better meet market demands.

➤ **Enhancing information transparency and corporate governance quality:**

Continuing to improve information transparency, corporate governance quality and accountability to shareholders and stakeholders. The Board of Directors aims to develop the Bank into an institution operating in accordance with advanced governance standards, toward sustainable development and long-term value creation for shareholders, customers and the community.

With the above orientations, the Board of Directors expects Eximbank to continue strengthening its operational foundation, enhancing governance efficiency and creating a solid premise for sustainable development in the coming years.

Above is the Report on the activities of the Board of Directors in 2025 and the orientation of the Board of Directors' activities in 2026. The Board of Directors respectfully submits to the General Meeting of Shareholders:

1. Approval the report of the Board of Directors on corporate governance and performance of the Board of Directors and each member of the Board of Directors in 2025 and orientation for 2026.
2. Assigning/Authorizing the Board of Directors to operate the business plan in accordance with actual operations according to the direction and approval of the State Bank.

Best regards./.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON**



APPENDIX

Information specified in points a, b, d, clause 1, Article 49 of the Law on Credit Institutions: Based on information provided by members of the Board of Directors, members of the Board of Supervisors, General Director/Deputy General Director and equivalent positions as prescribed in the Charter.

(Information updated as of December 31st, 2025)

No	Name of business/economic organization	Business registration number	Head office address	Relationship/Position held
I. Information provided by Mr. Hoang The Hung - Independent member of the Board of Directors				
1	Nhat Viet Securities Joint Stock Company	0306081775	1st Floor, No. 117 - 119 - 121 Nguyen Du, Ben Thanh Ward, Ho Chi Minh City, Vietnam	Mr. Hoang The Hung is a Member of the Board of Directors
II. Information provided by Mr. Tran Tan Loc - Acting General Director				
1	Port Design Consulting - Marine Engineering Joint Stock Company	0303592115	92 Nam Ky Khoi Nghia, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam	Mr. Tran Tan Loc's related person is Chairman of the Board of Directors and owns more than 5% of the share capital.
III. Information provided by the remaining members of the Board of Directors, members of the Board of Supervisors: none				



REPORT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS ON THE PERFORMANCE OF THE BOARD OF DIRECTORS OF EXIMBANK IN 2025

(Ms. Pham Thi Huyen Trang - Chairwoman of the Board of Directors, Independent Member of the Board of Directors)

Pursuant to Clause 4, Article 28 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated 11 September 2025, the Independent Member of the Board of Directors (“BOD”) hereby reports the assessment results of the performance of the Board of Directors of Eximbank in 2025 as follows:

1. Organizational structure of the Board of Directors of Eximbank:

The organizational structure of the Board of Directors of Eximbank fully complies with applicable laws and the Charter in terms of the number, qualifications and conditions of members, while ensuring compliance with regulations on the number of independent members, with 02 out of 05 members of the Board of Directors being independent members.

Members of the Board of Directors of Eximbank are experienced professionals with high credibility in the industry, possessing in-depth expertise in finance, banking, governance, investment and information technology. Independent members of the Board of Directors have actively conducted independent assessments and provided constructive feedback, contributing to balanced decision-making and enhancing transparency.

2. Operating mechanism of the Board of Directors and results of direction and supervision:

The Board of Directors of Eximbank operates on a collective basis, combining the leadership of the Chairwoman of the Board of Directors and the responsibilities of each member. The functions, duties and powers of the Board of Directors and each member are clearly stipulated in the Regulation on Organization and Operation of the Board of Directors.

The Board of Directors has established specialized committees to advise and support decision-making in specific areas, as well as to assist the Management in implementing key programs and development projects.

In 2025, the Board of Directors for Term VII (2020–2025) and Term VIII (2025–2030) held 07 meetings and conducted 266 written consultations to decide on matters within its authority, focusing on key issues such as strategic direction, business planning, risk management and organizational structure. Representatives of the Board of Supervisors attended these meetings as observers, contributing to ensuring transparency, objectivity and compliance with applicable laws.

In the context of a volatile international environment and domestic market in 2025, the Board of Directors of Eximbank demonstrated strong determination in governance and in directing



the implementation of tasks assigned by the General Meeting of Shareholders, proactively and flexibly responding to changes in order to achieve and exceed the set targets. Detailed results are presented in the reports of the Board of Directors and the Chief Executive Officer.

In addition to directing and supervising the implementation of business plans, the Board of Directors has also focused on implementing strategic orientations to enhance governance capacity, operational efficiency and the Bank's position, with key focuses including: enhancing the corporate governance framework; improving the effectiveness of risk management, internal control and compliance systems; implementing a customer-centric business strategy; improving human resource quality; accelerating digital transformation and technology application; strengthening financial capacity and sustainable business development; and enhancing information transparency and corporate governance quality.

As an Independent Member of the Board of Directors, with experience working at major financial institutions and leading corporations in Vietnam, I firmly believe that the Board of Directors of Eximbank in 2025 has not only fully complied with applicable laws, the Charter and resolutions of the General Meeting of Shareholders, but has also been at the forefront of adopting international best practices in modern banking governance.

With a solid foundation in operations and governance, an increasingly strengthened position in the financial and banking sector, and strong capacity to sustain high and continuous growth, I am confident that Eximbank will soon realize its medium- and long-term development goals, becoming a leading financial banking group in Vietnam and the region, delivering maximum value to the Bank, its customers, shareholders and partners.

Sincerely.

Hanoi, 07 April 2026

**CHAIRWOMAN OF THE BOARD OF DIRECTORS
INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**



REPORT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS ON THE PERFORMANCE OF THE BOARD OF DIRECTORS OF EXIMBANK IN 2025

(Mr. Hoang The Hung – Independent Member of the Board of Directors)

Pursuant to Clause 4, Article 28 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated 11 September 2025, the Independent Member of the Board of Directors (“BOD”) hereby reports the assessment results of the performance of the Board of Directors of Eximbank in 2025 as follows:

I. Report on activities of the Independent Member of the Board of Directors:

In 2025, in my capacity as an Independent Member of the Board of Directors, I have fully performed my rights and obligations in accordance with applicable laws, the Charter of Eximbank and internal regulations of the Bank, specifically:

- Attending all meetings of the Board of Directors;
- Reviewing documents, discussing and providing independent and objective opinions on matters submitted to the Board of Directors;
- Performing supervisory functions over the Management to ensure that the Bank’s operations are conducted safely, effectively and in compliance with applicable laws.

In addition, I also participated in Councils/Committees under the Board of Directors as assigned, thereby directly performing advisory, review and supervisory functions in specialized areas, contributing to enhancing governance efficiency, risk control and the Bank’s overall operations.

II. Report on the activities of the Board of Directors:

1. Organizational structure

As of 31 December 2025, the Board of Directors for Term VIII (2025–2030) consisted of 05 members, including 02 Independent Members and no executive members. The structure of the Board of Directors fully complies with applicable laws and the Charter of Eximbank.

Members of the Board of Directors possess solid professional backgrounds and diverse management experience in finance – banking, legal and business fields, forming an important foundation for enhancing the governance effectiveness of the Bank.

2. Operating mechanism

Based on data for 2025, the Independent Members of the Board of Directors assess that meetings of the Board of Directors and/or written resolutions were duly convened, validly conducted and in compliance with required procedures; Resolutions and Decisions of the Board of Directors were issued in accordance with applicable regulations; members actively contributed opinions both during meetings and in writing, specifically:



During the year, the Board of Directors approved 292 Resolutions, of which 271 Resolutions were approved with 100% of members' votes; 21 Resolutions were approved with voting rates ranging from 60% to 80% of total members.

In addition to meetings and written resolutions, members of the Board of Directors also fully participated in Councils/Committees under the Board of Directors.

3. Governance and supervisory results

Overall, the Board of Directors has proactively fulfilled its assigned roles in implementing plans, policies and strategic directions set by the General Meeting of Shareholders during the year. The Board of Directors consistently complied with governance regulations, convened both ad-hoc and periodic meetings, and regularly sought written opinions of members to timely discuss, direct and issue decisions in line with the Bank's actual operating conditions.

The Board of Directors has maintained a proactive and leading role in directing, supporting and resolving issues, and supervising the Management in implementing matters approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with applicable laws and safeguarding the interests of stakeholders, including shareholders.

Members of the Board of Directors actively participated in Councils/Committees under the Board to directly provide advisory input and guidance in business operations, ensuring that key decisions of the Management are thoroughly analyzed, discussed and consulted with members/the Chairman of the Board of Directors, with the objective of prioritizing the Bank's best interests.

In addition, members of the Board of Directors have actively fulfilled their roles and responsibilities toward the Management by sharing management experience and maintaining interaction, thereby enhancing the Bank's governance practices.

4. Conclusion

Based on my independent assessment, I find that the Board of Directors has effectively performed its governance functions, ensuring transparency, prudence and efficiency in its operations.

I commit to continuing to perform my duties with independence and objectivity, contributing to enhancing governance quality and operational efficiency of the Bank.

Sincerely./.

Hanoi, 07 April 2026

INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

Hoàng Thế Hưng



REPORT ON ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2025 AND OPERATIONAL DIRECTIONS FOR 2026

To: GENERAL MEETING OF SHAREHOLDERS

- Based on the functions and duties of the Board of Supervisors as defined in the Law on Credit Institutions, the Charter of and Regulations on the organization and operations of the Board of Supervisors of Vietnam Export Import Commercial JS Bank;
- Based on the businesses of Vietnam Export Import Commercial Joint Stock Bank, reports of the Board of Directors (“BoD”), Board of Management (“BoM”) and performance of the Board of Supervisors (“BoS”) in 2025,

The Board of Supervisors would like to report to the General Meeting of Shareholders of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”) the performance of its tasks and powers in 2025 and operational directions in 2026 as below.

I. ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2025

1. Composition and activities of the BoS

1.1. Organization and personnel

Changes in the organization and personnel of the BoS occurred in the year:

- At the Extraordinary General Meeting of Shareholders (EGM) held on 26/02/2025, the number of BoS members for the VII term (2020-2025) was approved to be 5 and 3 more members were elected thereat, namely Lâm Nguyễn Thiện Nhơn, Trần Thị Minh Lý and Nguyễn Trí Trung to ensure observance with the requirements of the Law on Credit Institutions 2024 (the BoS should have at least 5 members).
- In 04/2025, the BoS of Eximbank was re-elected for the new term – VIII term (2025-2030) with unchanged number of 5 members. At the Annual General Meeting of Shareholders (AGM) held on 29/04/2025, the General meeting of shareholders sufficiently elected 5 members, including:
 - (i) Nguyễn Trí Trung - Member
 - (ii) Doãn Hồ Lan - Member
 - (iii) Lâm Nguyễn Thiện Nhơn - Member
 - (iv) Trần Thị Minh Lý - Member
 - (v) Hoàng Tâm Châu - Member



Right after such AGM, the BoS members met and elected Nguyễn Trí Trung to be the Chief Supervisor of the VIII term. The Chief Supervisor has then assigned tasks to the members to carry out duties of the BoS in correspondence with law and Eximbank Charter.

1.2. Meetings of the BoS

- In 2025, the BoS organized the execution of its functions and duties set out in the Law on CIs, Eximbank Charter and Regulations on the organization and operations of the BoS. Accordingly, it has held 16 in-person discussions and 103 written polls, totaling 119 (not mentioning meetings with the BoD, BoM, councils/committees under the BoD and CEO) to give direction and instructions to internal audit operations and decide on issues and tasks within the functions and duties of the BoS such as: approving the year’s internal audit plan, internal audit reports, and reports of the BoS to the General Meeting of Shareholders/State Bank of Vietnam; implementing SBV’s demands/guidelines to credit institutions; and carrying out tasks involving internal audit staffing, summarizing/consolidating operations of the BoS/Internal Audit; and task assignment within the BoS, etc.
- The BoS ensures to meet at least every quarter. Meetings of the BoS convened by its Chief are fully attended by the members and respective meeting minutes are prepared and fully kept according to regulations.
- ❖ ***In overall, the BoS has organized the full execution of its functions and duties in the year in accordance with the Law on CIs, Eximbank Charter and Regulations on the organization and operations of the BoS, ensuring independence, objectivity and efficiency in performing the supervisory role towards the BoD and BoM while clinging to SBV’s guidelines and strategic orientations of the Bank. Members of the BoS have fulfilled their responsibilities and assigned duties, fully attended meetings of the BoS, and actively engaging in discussions, opinion exchanges and voting with respect to issues and matters within the BoS’s duties.***

2. Supervision by the Board of Supervisors in 2025

2.1. Examination of Eximbank’s 2025 financial statements

- In 2025, the BoS directed Internal Audit to examine the 2025 interim and full-year financial statements of Eximbank to assess the reasonableness, legitimacy, honesty and diligence in their accounting, statistics and preparation. The results thereof were sufficiently sent to the BoD, CEO and reported to the General meeting of shareholders.
- Based on Eximbank’s consolidated financial statements as at 31/12/2025 which have been audited by the independent auditor Deloitte Vietnam, the BoS has directed the Board of Internal Auditors (“BoIA”) to conduct examination and agreed with the results as follows:



- + The consolidated financial statements of Eximbank as audited by Deloitte honestly and reasonably reflect, in all material aspects, the consolidated income statement, balance sheet and cashflow statement of Eximbank and its subsidiary as at 31/12/2025.
 - + The consolidated financial statements of Eximbank as audited by Deloitte are presented in conformity with Vietnamese Accounting Standards, Vietnamese accounting regime and law regulations related to the preparation and presentation of consolidated financial statements applicable to credit institutions operating in Viet Nam.
- Result of examining consolidated figures as at 31/12/2025:

Unit: VND billion

Item	Executed in 2024	2025			(+/-) from 2024	
		Plan (*)	Executed	% completion	VND billion	%
1. Total assets	239,768	265,500	273,270	102.9%	33,502	14.0%
2. Capital funding (**)	178,312	206,000	197,372	95.8%	19,060	10.7%
3. Credit exposure (***)	168,230	195,500	196,078	100.3%	27,848	16.6%
4. Non-performing loans/ total loans ratio	2.53%	1.99%	2.69%	Not completed		+0,16%
5. Profit before tax	4,188.4	5,188	1,512	29.1%	-2,676.4	-63.9%

(*)Plan targets for 2025 are based on the Resolution of the 2025 AGM of Eximbank held on 29/04/2025.

(**)Capital funding includes funds mobilized from economic entities and individuals, and valuable papers issued.

(***)Credit exposure includes loans outstanding + corporate bonds + debts purchased.

2.2. Oversight over compliance with prudential ratios and limits

- By checking and comparing the prudent ratios and limits as at 31/12/2025, it is recognized that Eximbank duly observes the prudent ratios and limits specified in the Law on CIs 2024, Circular 22/2019/TT-NHNN dated 15/11/2019 (as partially amended under Circulars 08/2020/TT-NHNN, 26/2022/TT-NHNN, and 09/2024/TT-NHNN) and Circular 41/2016/TT-NHNN dated 30/12/2016 (as partially amended under Circular 22/2023/TT-NHNN).
- Exposure to the subjects defined in Articles 134 and 135 of the Law on CIs 2024:
 - + Eximbank did not grant credits to the subjects not eligible for credit extension according to Article 134 of the Law on Credit Institutions 2024.



- + With respect to the subjects restricted for credit extension according to Article 135 of the Law on Credit Institutions 2024: as of 31/12/2025, it is noted that there were 25 unsecured loans provided to 24 Eximbank staff for the total outstanding balance of VND3.87 billion (0.015% of the Bank's own capital) prior to the time these persons involved in credit appraisal/approval. As at 05/3/2026, 4/25 have been settled and Eximbank is pushing the realization of the other 21/25 loans as per regulations (17 out of which were mentioned in the interim reporting period of 2025).

2.3. Supervision of the implementation of the Plan for restructuring in association with bad debt settlement of Eximbank up to 2025

- In 2025, the BoS directed Internal Audit to evaluate the implementation of the Plan for restructuring in association with bad debt settlement at Eximbank under Resolution 513/2023. The result thereof together with recommendations of Internal Audit were delivered to the BoD and CEO for consideration of execution.
- As of 31/12/2025, despite great difficulties in business conditions, Eximbank has, thanks to endeavors in management and administration, achieved some notable results: such targets as total assets, capital funding and credit exposure outperformed the plan set as per the Restructuring plan approved by SBV; no further non-performing loans were sold to VAMC, and the ratio of on-balance non-performing loans and debts that may turn into bad debts reached the target according to Decision 689/QD-TTg of the Prime Minister. Some financial items failed to fulfill the plan, especially the target of profit before tax completed ¼ of the plan only. Main reasons were because of compressed NIM between lowered lending interest rate and increased cost of funds, reduced net service income, ineffective settlement of bad debts, and larger provisions required for new non-performing loans that surged.

2.4. Supervision of the execution of resolutions of the General Meeting of Shareholders

- ❖ ***Resolution of the 2025 Extraordinary General Meeting of Shareholders held on 26/02/2025:*** Eximbank completed 3/3 issues approved by the General meeting of shareholders on 26/02/2025, including the approval of the number of members of the BoS of the VII term (2020 – 2025) being 5, election of additional members to the BoS of the VII term (2020 – 2025) as per structure, and amendment of Eximbank Charter on 04/03/2025.
- ❖ ***Resolution of the 2025 AGM held on 29/04/2025:*** Eximbank completed 17/17 issues approved by the General meeting of shareholders. Detailed as:
 - (i) The Management has actively carried out solutions to effectively implement the business plan in 2025, as shown in the achievement of some key targets such as: total assets: VND273,270 billion, increasing 14% y-o-y and outperforming 102.9% of the plan, capital funding: VND197,372 billion, up 10.7% (~VND19,059 billion) from the previous year, and credit exposure: VND196,078



billion, increasing 16.6% (~ VND27,848 billion) and completing 100.3% of the plan;

- (ii) The BoD and BoS have organized the execution of operations in line with the plan approved by the General meeting of shareholders, made spendings and paid remunerations within the budget ratified by the General meeting of shareholders;
- (iii) The BoM has finished the distribution of 2024 profit;
- (iv) Selected an independent auditor to audit the financial statements and conduct assurance service for the internal control system in the preparation and presentation of Eximbank's financial statements for the fiscal year 2026 (Deloitte Vietnam);
- (v) Elected members to the BoD and BoS of Eximbank of the VIII term (2025 - 2030);
- (vi) Promulgated the Regulations on internal management (Decision 151/2025/EIB/QĐ-HĐQT dated 05/05/2025), Regulations on the organization and operations of the BoD (Decision 152/2025/EIB/QĐ-HĐQT dated 05/05/2025), tentative Remedial plan in case of early intervention (Document 65/2025/EIB-CTHĐQT dated 08/05/2025), and Regulations on the organization and operations of the BoS (Decision 20/2025/EIB/QĐ-BKS dated 05/05/2025);
- (vii) Issued Eximbank Charter (as amended) on 05/05/2025;
- (viii) As for the "Termination of the intention of investing in the construction of Eximbank Head Office at 7 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, HCMC": not yet completed due to on-going legal processes as per regulations.

2.5. Updated progress of the 2 issues approved by the General meeting of shareholders under the Resolution dated 26/04/2024:

- + Charge-off of debts to which risks are managed by using provisions from off-balance sheet commitments as recommended in Inspectorate conclusions: once the intention of charging off debts to which risks are managed by using provisions from off-balance sheet commitments has been approved by the General meeting of shareholders, Debt Management & Handling Center shall work with relevant units to check against the debts satisfactory to the conditions to make proposal to the BoD and General meeting of shareholders in accordance with law.
- + Change of the location of Eximbank Head Office: Eximbank completed the relocation of its head office, opened and officially operated at the new location on 24/03/2026.

2.6. Supervision of management and administration activities of the BoD and CEO

- In 2025, the BoS kept close up with SBV guidelines on operations of credit institutions, closely supervised the BoD and BoM in implementing the year's business directions and objectives as approved by the General meeting of shareholders, complying with law and the Bank's Charter in management and administration, and executing



resolutions of the General meeting of shareholders, especially in the development and implementation of the Bank's strategy.

- To perform oversight, BoS members have fully attended meetings of the BoD and BoM, sent persons to supervise: financial conditions; examination of the interim and full-year financial statements; business activities and credit quality; observance with the Law on Credit Institutions 2024 with respect to restrictions to ensure safe operations by means of remote supervisory reports, independent reports of Internal Audit, and reports of professional divisions/departments/ sections; debt categorization and risk provisioning, etc.

It is recognized that:

- Operations of the BoD and BoM were in observance with the Charter, Regulations on internal management, and Regulations on the organization and operations of the BoD;
- Upon compliance with law, Government's policy, SBV guidelines, and resolutions of the General meeting of shareholders, the BoD has closely and aggressively supervised the management performance of the CEO, and proceeded with the development of a long-term innovation and development strategy against objective assessment of the current status and internal strength, from which to straightforwardly identify weaknesses of the network and management, and take most advantage of existing resources;

Strategic objectives are set not aiming at scaling up but also reinforcing financial capability, and improving management performance and risk control in light of safe and sustainable growth. The BoS shall continue accompanying and closely monitoring the following phases to make sure that the Bank's innovative goal is implemented in the safest and most effective manner.

- The CEO has actively organized and run banking operations to carry out duties and plans as per instructions of the BoD and suggestions/recommendations of State regulatories and the independent auditor. The business results in 2025 highlighted achievements in some key items, including: total assets reached VND273,270 billion, increasing 14% y-o-y and outperforming 102.9% of the plan, capital funding reached VND197,372 billion, up 10.7% (~VND19,059 billion) from the previous year, and credit exposure reached VND196,078 billion, increasing 16.6% (~ VND27,848 billion) and completing 100.3% of the plan. Due to some objective reasons, the target of profit before tax was yet to complete the plan as proposed.
- The system of internal control, risk management and compliance is maintained and gradually perfected, contributing to the safety and stability of Eximbank operations.
- No acts of violating laws, the Charter and internal regulations of Eximbank as well as resolutions and decisions of the General meeting of shareholders and BoD by any managers or executives of Eximbank have been found.



2.7. Supervision of the ratification and execution of investment projects, fixed assets sale and purchase, other contracts or transactions of Eximbank within the authority of the General meeting of shareholders and BoD, and review of contracts and transactions between Eximbank and related parties

It is recognized that:

- The ratification and execution of investment projects (renovating the workplace at Fideco building, relocating EIB Binh Duong, or investing in the infrastructure of Eximbank Head Office in Hanoi, etc.), purchase of fixed assets (renewing Office 365 software license subscription, cash vans, etc.), sale of fixed assets (liquidating cars) was done in proper processes and powers according to law, the Charter and internal regulations of Eximbank.
- Contracts and transactions between Eximbank and related parties:
 - + There was a lease for the head office location in Hanoi with Gelex Joint Stock Company – major shareholder of Eximbank - arisen in the year. By checking and comparing documents, it is acknowledged that the lease contract was signed in conformity with law, the Charter and internal regulations of Eximbank.
 - + Transactions with insiders and their related persons, and major shareholders (granting of credit card limits, savings deposits, payment services, etc.) were performed in proper authorities and sequence as regulated.

2.8. Preparation of the list of founding shareholders, major shareholders, shareholders owning 1% or more of the charter capital, related persons of members of the BoD, BoS and BoM, and shareholders owning 1% or more of the charter capital

- The list of founding shareholders, major shareholders, shareholders owning 1% or more of the charter capital, and related persons of members of the BoD, BoS and BoM is periodically prepared by the BoS upon coordination with the BoD and fully archived. Changes in members of the BoD, BoS and BoM are disclosed by the Bank in correspondence with regulations. Members of the BoD, BoS and BoM have provided additional information of their related persons as required in the Law on Credit Institutions 2024.
- Preparation of the list of related persons of shareholders owning 1% or more of the charter capital: Eximbank has sent notice requesting shareholders owning at least 1% of its charter capital to update information about their related persons and will make respective update upon receipt of their responses.

3. Coordination in operations between the BoS and BoD, CEO and shareholders

- The BoD, BoM and other managers of Eximbank have created favorable conditions for the BoS to perform its functions and duties in obedience with law and information exchange mechanism between the BoD, CEO and units of the first and second lines of defense, and the BoS. BoS members were invited and fully attended regular meetings



of the BoD and BoM, and were furnished with information and documents about management, administration and business activities of the Bank for the sake of its supervision. In 2025, the BoS worked closely with the BoD and CEO in the successful organization of the EGM on 26/2/2025 and AGM on 29/04/2025.

- The BoS has fully reported the results of carrying out its functions and duties as per law, the Charter, and Regulations on the organization and operations of the BoS to shareholders in the AGM.
- In 2025, the BoS received no request from shareholders or shareholder groups for examining accounting books, other documents as well as the management and administration of the Bank's operations.

4. Internal audit

- The BoS directs, instructs and tightly supervises the execution of internal audit as planned, with focus on prudent ratios, risk management and assessment of the effectiveness of Eximbank's internal control system.

In 2025, under the BoS's guidelines, BoIA continued to carry out and finish 13 audit teams under the 2024 internal audit plan and launched 40 audit teams as per 2025 plan at business units and Head Office departments across various operations, including information technology, asset-liability structure oversight, risk management, transformation of the card core system; consolidation, statistics and reporting activity as per Circular 35, and review of the internal capital adequacy assessment process (ICAAP), etc. As at 31/12/2025, Internal Audit completed 34/40 teams and is finalizing reports for 6/40 teams. Through the audit teams completed in 2025 (under 2024 and 2025 plans), BoIA has made 902 findings (20 of which were of really high risk, 334 of high risk, 543 of medium risk and 5 of low risk), and raised 2,504 recommendations. The audited units have actively made correction/remedy/addition against the mistakes (remedy rate of 84%) to curb against risks in banking operations.

- Other than plan-based audit, the BoS also instructs BoIA to conduct subject-based reviews with respect to risk-implied matters as per remarks/concerns of senior executives, maintain on-going oversight of key operations of the Bank against 18 criteria as well as supervise risks at business units against 48 criteria, and send monthly reports to the BoS. Results of internal audit and supervision, proposals and recommendations of the BoS and BoIA are delivered to executive levels and relevant units for correction and remedy. Internal Audit also keeps track, makes assessment, and reports on post-audit remedies.

In overall, the BoIA has made considerable efforts in the year to fulfill the internal audit plans registered with SBV, yet they still face limitations in terms of qualified resources to conduct risk-oriented internal audit, analyse and evaluate the Bank's figures, and lack of automatic data processing tool, which have partially affected their productivity in audit work and off-site monitoring.



5. Review and update of internal regulations of the Board of Supervisors

- In 2025, the BoS finalized and issued the Regulations on its organization and operations under Decision 20/2025/EIB/QĐ-BKS dated 05/05/2025 upon approval of the General meeting of shareholders; which has been updated in conformity with the Law on CIs 2024 and relevant law stipulations.
- As for internal audit work, the BoS directed Internal Audit to periodically review the internal audit policy framework to ensure compliance with law and correspondence with practical operations. By end of 2025, Internal Audit has completed the review of Internal audit handbook and Regulations on assuring internal audit quality; based on which, the BoS has issued the updated Regulations on quality assurance under Decision 40/2025/EIB/QĐ-BKS dated 29/12/2025 in substitution for the Regulations on quality assurance No. 35 dated since 2020, and new Internal audit handbook under Decision 02/2026/EIB/QĐ-BKS dated 09/01/2026 in substitution for Handbook 76 dated since 2023.
- Responding to the requirements of Circular 83/2025/TT-NHNN providing for the internal control system of commercial banks and foreign bank branches as issued by SBV Governor (as effective from 01/7/2026), the BoS has guided Internal Audit to keep reviewing and assessing the appropriateness of internal regulations of the BoS and BoIA, prepare plan for making update and supplementation thereto to ensure compliance with the new regulation upon its effect.

6. Remunerations and operating expenses of the BoS in 2025

- At the 2025 AGM, the General meeting of shareholders approved the budget for remunerations of the BoS in 2025 to be VND VND22 billion, and for operations of the BoS in 2025 to be VND7 billion.
- Ending the fiscal year 2025, the BoS has allocated remunerations to each of its members in correspondence with law. Operating expenses were tightly controlled, aligned with actual demands and within the budget approved in the AGM resolution dated 29/04/2025.

II. DIRECTIONS FOR BOARD OF SUPERVISORS' ACTIVITIES IN 2026

Based on the Law on CIs 2024 and the Bank's strategy, in 2026, the BoS aims at well performing such major duties as follows:

1. Performing supervisory duties as specified in the Law on CIs, including:

- Supervise the compliance with law and the Charter in business management and administration for assurance of safety and efficiency;
- Supervise the performance of SBV requirements on prudent limits and ratios to ensure operational safety;



- Oversee the observance with regulations on asset classification, loan loss reserve, and major business activities;
- Oversee the ratification and execution of investment projects, fixed assets sale and purchase, and other contracts and transactions of Eximbank within the authority of the General meeting of shareholders and BoD;
- Supervise the current financial status, and examine the financial statements on periodical basis as per regulations.

2. Innovating and enhancing the performance of internal audit:

- Strengthen the use of risk-based audit and supervision methodologies under international practices, and concentrate on areas and units implying high risks to improve the capability of risk identification, alert and prevention from the outset and at a distance;
- Boost up digital transformation and data application in audit and supervision operations, and effectively explore data sources and internal information to enhance the quality, promptness and effectiveness of internal audit activities;
- Develop internal audit forces in a professional direction, reinforce operational training and fostering in association with practical requirements, and improve the sense of discipline and responsibility as well as quality during task performance;
- Give directions to effectively carry out the annual audit plan, and strengthen oversight of audit quality and compliance with professional codes of conduct by members of the BoS and BoIA.

3. Engaging in developing and implementing the strategy for developing internal audit activities in the period 2025-2030, ensuring alignment with the Bank's development strategy and aiming at building a solid, independent and objective system of internal audit.

4. Other missions in line with law, the Charter and Regulations on the organization and operations of the BoS.

It is hereby submitted to the General meeting of shareholders for ratification.

**FOR BOARD OF SUPERVISOR
CHIEF SUPERVISOR**

Nguyễn Tri Trung



Hanoi, date 07 month 4, year 2026

TO: GENERAL MEETING OF SHAREHOLDERS
RE: PROPOSAL FOR RATIFICATION OF THE SEPARATE AND
CONSOLIDATED FINANCIAL STATEMENTS AS AUDITED AND PROFIT
DISTRIBUTION PLAN FOR FY2025

Pursuant to:

- Law on Enterprises dated 17/6/2020, as amended and supplemented;
- Law on Credit Institutions dated 18/1/2024, as amended and supplemented;
- Law on Securities dated 26/11/2019, as amended and supplemented;
- Decree No. 135/2025/NĐ-CP dated 12/6/2025 of the Government prescribing the financial regime applicable to credit institutions and foreign bank branches, and financial supervision, assessment of effectiveness of state capital investment in wholly state-owned credit institutions and partially state-owned credit institutions;
- Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented;
- Charter of Vietnam Export Import Commercial JS Bank (“Eximbank”);
- Separate and consolidated 2025 financial statements of Eximbank as audited by Deloitte Vietnam and posted on the Bank’s website at <https://eximbank.com.vn/bao-cao-tai-chinh>),

The Board of Directors would like to submit to the General meeting of shareholders as below.

1. Audited separate and consolidated financial statements for FY2025 with key indicators as follows:

1.1. Separate financial statements

Unit: VND million

No.	Item	2025
1	Total assets	273,523,841
2	Shareholders’ equity	25,970,130
	<i>In which: Charter capital</i>	18,688,106
3	Profit before tax	1,558,857



No.	Item	2025
4	Profit after tax	1,187,001

1.2. Consolidated financial statements

Unit: VND million

No.	Item	2025
1	Total assets	273,270,407
2	Shareholders' equity	26,006,343
	<i>In which: Charter capital</i>	18,688,106
3	Profit before tax	1,511,792
4	Profit after tax	1,136,939

2. Profit distribution plan for 2025:

Based on Article 26 of Decree No. 135/2025/NĐ-CP dated 12/6/2025 of the Government prescribing the financial regime applicable to credit institutions and foreign bank branches, and financial supervision, assessment of effectiveness of state capital investment in wholly state-owned credit institutions and partially state-owned credit institutions,

Profit distribution plan:

Unit: VND million

No.	Item	Note	Separate
1	Profit before corporate income tax in 2025	A	1,558,857
2	Corporate income tax in 2025	B	371,856
3	Profit after corporate income tax in 2025	C=A-B	1,187,001
4	Deduction of reserves in 2025	D=E+F+G	263,030
4.1	Reserve fund for charter capital supplementation	E=C*10%	118,700
4.2	Financial reserve	F=(C-E)*10%	106,830
4.3	Welfare fund	G	37,500
5	Undistributed profit in 2025 after fund deduction	H=C-D	923,971



No.	Item	Note	Separate
6	Retained earnings from previous years	I	2,464,089
7	Retained earnings accumulated up to 2025	J=H+I	3,388,060

The retained earnings accumulated up to 2025 as stated in the consolidated financial statements are VND3,396,671 million (including bank-only retained earnings accumulated up to 2025 + undistributed profit up to 2025 after fund deduction of the subsidiary Eximbank AMC).

In order to strengthen its financial capabilities for growth and sustainable development, Eximbank **shall not distribute dividends**.

3. Proposal of the Board of Directors

The Board of Directors would like to propose the General Meeting of Shareholders for ratification of:

- (i) Audited separate and consolidated 2025 financial statements of Eximbank;
- (ii) Profit distribution plan for 2025;
- (iii) Assignment/Authorization to the Board of Directors to adjust figures in the already approved 2025 financial statements as mentioned above at the order of inspection agency, auditor and state regulatory authorities (if any);
- (iv) Assignment/Authorization to the Board of Directors to execute the profit distribution for 2025.

Yours sincerely, 

FOR BOARD OF DIRECTORS
BOARD CHAIRMAN 



Hanoi, date 07 month 4 year 2026

PROPOSAL

Re: Approval of the total remuneration and operating budget of the Board of Directors for 2026

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 2026 Business Plan of Eximbank submitted to the General Meeting of Shareholders;

The Board of Directors (“BOD”) respectfully submits to the General Meeting of Shareholders (“GMS”) for approval the operating budget of the Board of Directors and the remuneration of the Board of Directors for 2026 as follows:

I. Operating budget of the Board of Directors for 2026:

The operating budget of the Board of Directors is intended to cover the following expenses:

- Domestic and overseas business trip expenses (including travel expenses, per diem allowances, accommodation, baggage fees and materials carried for business trips);
- Expenses for business meetings and hospitality;
- Expenses for meetings and workshops;
- Training expenses;
- Expenses for engaging consultants and other services for the operations of the Board of Directors;
- Other expenses (attire, healthcare expenses, liability insurance, telephone expenses, etc.).

The operating budget of the Board of Directors for 2026 submitted to the General Meeting of Shareholders for approval shall have a maximum amount of **VND 50 billion (in words: fifty billion Vietnamese dong)**.



The operating budget of the Board of Directors is proposed to be enhanced to meet the increased level of involvement of the Board of Directors during the upcoming strategic transformation phase. In this context, the Board of Directors is not only expected to perform its conventional supervisory role but also to take a more active role in strategic direction, risk management and key decisions of the Bank.

International governance practices indicate that for organizations undergoing transformation or requiring enhanced oversight by the Board of Directors, the operating budget (excluding remuneration) should be increased in proportion to the expanded level of involvement and responsibilities of the Board. Specifically, the proposed budget reflects increased cost drivers, including:

- Increased meeting frequency from quarterly to monthly, resulting in higher costs for organizing and coordinating Board activities;
- Increased travel requirements, particularly for independent members, as the Board becomes more actively and directly involved in the Bank's operations;
- A significant increase in workload at specialized committees under the Board of Directors, requiring continuous and in-depth support resources;
- Increased demand for independent external advisory services, including: (i) engagement of legal, accounting or other professional advisors to support oversight and investigation activities; (ii) engagement of independent advisory firms for market benchmarking, particularly in recruitment and development of senior remuneration policies; (iii) engagement of strategic or technology advisors to support transformation-related decisions.

Such authorities, in line with common practice, are accompanied by the requirement to be provided with adequate financial resources to ensure the independence and effectiveness of the Committees. On that basis, the proposed operating budget of VND 50 billion is considered appropriate in light of the increased level of involvement of the Board of Directors and the need to strengthen governance capacity during the transformation phase, while ensuring that the Board of Directors has sufficient resources to effectively perform its oversight role, enhance decision-making quality, and accompany the Management in implementing the Bank's strategy.

II. Remuneration of the Board of Directors for 2026:

1. Basis for determining the remuneration for 2026:

- Based on the 2026 business plan;
- Closely overseeing, directing and orienting Eximbank's business operations, while continuing to strengthen supervision and audit activities to ensure



safety, efficiency and sustainability objectives;

- The number of members of the Board of Directors in 2026 performing their functions and duties;
- Based on the cost plan and cost management for 2026;
- Based on the current conditions and financial capacity of Eximbank.

2. Proposed remuneration for the Board of Directors for 2026:

Pursuant to Article 61 of the Charter of Eximbank on remuneration and other benefits of members of the Board of Directors, the Board of Directors respectfully submits to the GMS for approval the total remuneration of the Board of Directors for 2026 with a maximum amount of **VND 40 billion (in words: forty billion Vietnamese dong)**.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

Best regards. / 

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON 



Hanoi, date 07 month 4 year 2026

PROPOSAL

Re: Selection of the independent audit company

TO: GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprises dated 17/06/2020, as amended and supplemented (“Enterprise Law 2020”);
- Law on Credit Institutions dated 18/01/2024, as amended and supplemented (“Law on CIs 2024”);
- Decree No. 153/2020/NĐ-CP dated 31/12/2020 of the Government providing for private placement and trading of privately placed corporate bonds in domestic market and offering of corporate bonds in international market, and its amendments and supplements (“Decree 153/2020/NĐ-CP”);
- Decree No. 155/2020/NĐ-CP dated 31/12/2021 of the Government detailing the implementation of a number of articles of the Securities Law, as amended and supplemented (“Decree 155/2020/NĐ-CP”);
- Circular No. 51/2024/TT-NHNN dated 29/11/2024 of the Governor of the State Bank of Vietnam prescribing independent audit of commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches (“Circular 51/2024/TT-NHNN”);
- Charter of Vietnam Export Import Commercial JS Bank (“Charter”);
- Proposal dated 26/3/2026 of the Acting CEO regarding the selection of the independent audit company,

The Board of Supervisors would like to propose the General Meeting of Shareholders for deciding to select an independent auditor to review and audit the financial statements, and conduct assurance service with respect to activities of the internal control system in the preparation and presentation of financial statements, and other audit activities as below.

1. Audit of financial statements and execution of assurance service with respect to activities of the internal control system in the preparation and presentation of financial statements for the fiscal year 2027

- (i) To select **Deloitte Vietnam Company Limited** to audit the financial statements and conduct assurance service with respect to activities of the internal control system in the preparation and presentation of financial statements of Eximbank and its subsidiary for the fiscal year 2027.



(ii) In force majeure events or other cases as a matter of objective fact (beyond Eximbank's control) under which Deloitte Vietnam becomes unable to perform/finish their audit or service execution, the audit work/service stated in (i) above shall be performed by **Ernst & Young Vietnam Limited**.

2. Other audit activities to be implemented in 2026 until the meeting of the General Meeting of Shareholders 2027:

The General Meeting of Shareholders shall authorize the Board of Directors to select an independent audit company satisfying the requirements and law regulations among the list of audit entities approved by State Securities Commission to conduct audit for units with public interests in securities field as updated up to the time of selection.

Best regards./.

**FOR BOARD OF SUPERVISORS
CHIEF SUPERVISOR**

Nguyễn Trí Trung



Hanoi, date 07 month 4 year 2026

PROPOSAL

Re: Selection of the independent audit company

TO: GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprises dated 17/06/2020, as amended and supplemented (“Enterprise Law 2020”);
- Law on Credit Institutions dated 18/01/2024, as amended and supplemented (“Law on CIs 2024”);
- Decree No. 153/2020/NĐ-CP dated 31/12/2020 of the Government providing for private placement and trading of privately placed corporate bonds in domestic market and offering of corporate bonds in international market, and its amendments and supplements (“Decree 153/2020/NĐ-CP”);
- Decree No. 155/2020/NĐ-CP dated 31/12/2021 of the Government detailing the implementation of a number of articles of the Securities Law, as amended and supplemented (“Decree 155/2020/NĐ-CP”);
- Circular No. 51/2024/TT-NHNN dated 29/11/2024 of the Governor of the State Bank of Vietnam prescribing independent audit of commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches (“Circular 51/2024/TT-NHNN”);
- Charter of Vietnam Export Import Commercial JS Bank (“Charter”);
- Proposal dated 26/3/2026 of the Acting CEO regarding the selection of the independent audit company,

The Board of Supervisors would like to propose the General Meeting of Shareholders for deciding to select an independent auditor to review and audit the financial statements, and conduct assurance service with respect to activities of the internal control system in the preparation and presentation of financial statements, and other audit activities as below.

1. Audit of financial statements and execution of assurance service with respect to activities of the internal control system in the preparation and presentation of financial statements for the fiscal year 2027

- (i) To select **Deloitte Vietnam Company Limited** to audit the financial statements and conduct assurance service with respect to activities of the internal control system in the preparation and presentation of financial statements of Eximbank and its subsidiary for the fiscal year 2027.



(ii) In force majeure events or other cases as a matter of objective fact (beyond Eximbank's control) under which Deloitte Vietnam becomes unable to perform/finish their audit or service execution, the audit work/service stated in (i) above shall be performed by **Ernst & Young Vietnam Limited**.

2. Other audit activities to be implemented in 2026 until the meeting of the General Meeting of Shareholders 2027:

The General Meeting of Shareholders shall authorize the Board of Directors to select an independent audit company satisfying the requirements and law regulations among the list of audit entities approved by State Securities Commission to conduct audit for units with public interests in securities field as updated up to the time of selection.

Best regards./.

**FOR BOARD OF SUPERVISORS
CHIEF SUPERVISOR**

Nguyễn Trí Trung



Hanoi, 07 April 2026

PROPOSAL

Re: the purchase of liability insurance for Members of the Board of Directors, Members of the Supervisory Board, and Executives of Eximbank

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 Charter of Vietnam Export Import Commercial Joint Stock Bank;
- Pursuant to the Regulation on the organization and operation of the Board of Directors,

Based on the risk management orientation and practical needs in the operational management of Eximbank, the Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval of the purchase of liability insurance for the Members of the BOD, Members of the Board of Supervisors ("BOS"), and Executives of Eximbank ("D&O Insurance"), specifically as follows:

I. The necessity of purchasing D&O insurance

- According to legal regulations and internal regulations of Eximbank:
 - + The Law on Credit Institutions 2024 has specific and stricter regulations regarding legal responsibilities, conditions, standards, and information disclosure obligations of managers and executives of credit institutions.
 - + Article 165 of the Law on Enterprises 2020 clearly states that company managers must be responsible for performing their assigned rights and obligations honestly and prudently; any management errors may result in personal liability and compensation for damages.
 - + Article 61 and Article 69 of the Eximbank Charter stipulate that members of the BOD and BOS are provided with liability insurance purchased by Eximbank.
- In the context of an increasingly stringent legal environment and banking business activities harboring many complex risks; the trend of legal lawsuits against corporate management is increasing, especially in the financial and banking sector; and compensation costs and defense lawyer fees in Vietnam have tended to increase in recent years, making it necessary to establish a legal



protection mechanism for managers and executives through the purchase of D&O insurance.

- D&O insurance will be an essential risk transfer tool, helping to financially protect the Members of the BOD, Members of the BOS, and the Board of Management against complaints and lawsuits arising from management decisions during the performance of their duties (excluding fraudulent acts and intentional violations of the law).
- In addition, this is an advanced global governance practice, helping Eximbank increase its advantage in attracting and retaining senior experts, especially independent members of the BOD and senior international personnel.

II. Proposal

Based on the above contents, the BOD respectfully submits to the GMS to consider and approve the following contents:

1. Approve the purchase of D&O Insurance for the Members of the BOD, Members of the BOS, and Executives of Eximbank, as follows:
 - Type of insurance: Directors and Officers Liability Insurance (“D&O”).
 - Insured subjects: Members of the BOD, Members of the BOS, Members of the Board of Management, and other managerial positions of Eximbank as defined according to the insurance rules of the D&O Insurance Contract.
 - Source of funding: Accounted into Eximbank's annual business operating expenses.
2. The GMS assigns the BOD

In order to timely implement the purchase of D&O insurance for Eximbank through the evaluation of options from suppliers and international insurance brokerage organizations, the GMS authorizes the BOD to:

- Proactively organize the search, evaluation, and selection of insurance consulting/brokerage units as well as insurance enterprises providing services with prestige, capacity, and meeting Eximbank's needs.
- Decide on the limit of liability, scope of insurance, annual insurance premium, and specific terms and conditions of the D&O Insurance contract in accordance with the actual situation, Eximbank's budget, and market practices.
- Directly execute or assign the General Director/Acting General Director of Eximbank or the person assigned/authorized by the General Director/Acting General Director of Eximbank to negotiate, sign, renew,



amend, supplement, and execute the annual D&O Insurance contract, as well as resolve issues arising during the execution of the Contract.

The BOD respectfully submits to the General Meeting of Shareholders for approval.

Best regards./.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON

Hanoi, date 07 month 4 year 2026

PROPOSAL

Re: To approve the revised Charter and other amendments relating to corporate governance at Eximbank

TO: GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *Law on Credit Institutions 2024, and its amendments, supplements and guidelines on implementation;*
- *Law on Enterprises 2020, and its amendments, supplements and guidelines on implementation;*
- *Law on Securities 2019, and its amendments, supplements and guidelines on implementation;*
- *Existing Charter of Vietnam Export Import Commercial JS Bank (“**Eximbank**” and “**the Bank**”);*
- *Based on actual demands for strategic operations of Eximbank,*

The Board of Directors (“BOD”) would like to submit to the General Meeting of Shareholders for consideration and approval of the amended Charter and other amendments relating to corporate governance at Eximbank as below.

1. Necessities of amending the Charter and other documents on corporate governance at Eximbank:

Amidst the volatility of the banking environment, heightened competition, stricter requirements on risk management and strengthened standards on transparency, corporate governance has become a decisive factor to the safety, stability and sustainable development of each credit institution. A state-of-art and effective corporate governance framework does not only control and prevent risks, but also serves as a foundation to direct the strategy, optimize resource allocation, enhance decision-making quality, and ensure integrity in all of the Bank’s activities.

At Eximbank, the need to complete and upgrade the Bank’s corporate governance framework becomes especially urgent as it is undergoing a process of transformation, restructuring and reinforcement of management capabilities in alignment with long-term development goals. In practice, the system of existing governance documentations requires review, update and improvement so as to ensure consistency and synchronization



among the organization model, management mechanism, delineation of authorities – responsibilities, and monitoring methods.

Other than complying with law, the revision and completion of governance documentations also aims at meeting increased demands of shareholders, investors, partners and regulators towards a bank managed under advanced and transparent standards with responsibility. A well-designed management framework will enable the BoD to sufficiently and actively perform its management roles; strengthened the performance of its committees and boards; while ensuring clear distinction of management and administration functions, through which to improve accountability and control effectiveness across the network.

On such basis, it is an essential step for Eximbank to review, amend and synchronously issue the revised Charter and material corporate governance documentations so as to reach closer to and selectively apply best international practices in conformity with Vietnamese laws and practical operations of the Bank. This is not merely a technical or compliance requirement, but a strategic decision to reinforce the management foundation, increase the name and competitiveness of Eximbank, protect long-term interests of depositors, laborers, shareholders and stakeholders, and create solid premises for the Bank's safe and sustainable growth in following periods.

2. Objectives of amending the Charter and other documents on corporate governance at Eximbank:

The amendment of the Charter and documents concerning corporate governance framework is not only for legal compliance, but also a strategy to heighten Eximbank position and lay foundation for it to move forward to a state-of-art, transparent and more effective management model. Concretely, such amendment aims at achieving major objectives as follows:

- First, to employ advanced management principles under international standards in order to strengthen transparency and effectiveness in administration and increase shareholders' interests.
 - By completing the Charter as well as regulations and documents within the corporate governance framework, the administrative functions of the BoD and executive functions of the BoM shall be clearly defined, thus enhancing accountability.
 - Specialized supervision through committees under the BoD: assigning persons to committees and boards to the BoD to enable intensive governance, especially in such key areas as human resources and risk management.
- Second, to clearly define roles, functions and responsibilities between administrative and executive levels via the completion of documents within the corporate governance framework. Accordingly, the BoD focuses on fulfilling its strategy management and



supervision roles, while the Management is responsible for organizing the implementation and administration of daily businesses, strengthens accountability, controls power and mitigates risks arisen from overlapping or unclear authorities.

- Third, to specialize oversight through committees and boards under the BoD, making sure that each and every material area is supervised intensively, independently and effectively. The assignment and arrangement of persons to committees and boards under the BoD in line with their functions, expertise and standards shall contribute to improve supervisory quality, particularly in such core areas of human resource management, risk management, internal control and compliance.
- Fourth, to enhance risk management capacity under international standards by way of the completion of governance documentation system is to clearly determine material activities and risk portfolio as well as the mechanism for proactively identifying, measuring, overseeing and controlling risks. Thanks to which, the Bank can promptly identify and prevent risks from the onstage, improve the ability of responding to market volatilities, and ensure safe and sustainable growth.
- Fifth, to increase and ensure legitimate and long-term interests of shareholders:
 - Developing an effective corporate governance framework, contributing to enhance the credit ratings, reduce costs of funds, improve the capability of raising financial resources from international financial institutions and good capital sources, and enhance the Bank's reputation in the market.
 - Transparentizing the mechanism of appraising, approving and making investment decisions: approval and investment decisions are standardized via obvious and consistent regulations and processes, helping to prevent conflicts of interests, ultimately protect the Bank's assets, increase profitability, and bring about interests to shareholders.

3. Key principles in amending the governance documentations at Eximbank:

The revision and completion of governance documentations at Eximbank is conducted upon observance with general principles as follows:

- Approaching and selectively employing international standards and practices on corporate and banking governance, especially the standards, principles and recommendations of well-established organizations and institutions, including:
 - Basel Committee on Banking Supervision (BCBS)
 - Federal Reserve Board (FRB)
 - European Central Bank (ECB)



- Organization for Economic Cooperation and Development (OECD) (including the G20/OECD Principles 2023 (multi-sectoral application))
- Ensuring suitability and compliance with provisions of Vietnamese law, the Charter and relevant internal regulations; and the application of international practices follows the principle of being selective, flexible and suitable to actual conditions, organization model and growth strategy orientations of Eximbank, to the extent permitted by law.

4. List of documentations to be amended:

- The BoD proposes amendment of key documents concerning governance framework at Eximbank within the authority of the General meeting of shareholders, including: (i) Charter of Eximbank; (ii) Regulations on internal management at Eximbank; and (iii) Regulations on the organization and operations of the BoD of Eximbank.
- Issues to be amended focus on: (i) operating principles of the the BoD; (ii) composition of the BoD, criteria and requirements to become members of the BoD, in which it is determined that:
 - (i) The BoD is the highest management body of the Bank, performing administrative functions and overseeing the overall business and management activities of the Bank in the principles of operating safely and healthily, and obeying with high ethical standards and legal requirements. Key responsibilities of the BoD evolve around five (5) main following aspects:
 - Strategy orientation
 - Risk management
 - Integrity and financial transparency
 - Corporate governance framework
 - High-level personnel policy, compensation and corporate culture
 - (ii) Capacity and criteria of members of the BoD are designed as per international standards in accordance with prevailing law, comprising:
 - Complying with standards and requirements on independence, integrity, professional code of conduct, and law;
 - Having in-depth understanding of Vietnamese legal frameworks, international practices, corporate and banking governance;
 - Having thorough grasp of credit institutions' operations and material risks;
 - Having experience in overseeing strategy and preparing growth plans;



- Having understanding of ESG matters (the framework for evaluating sustainable development and corporate social responsibility), corporate culture, and human resource management;
- Being informed of technology, digital transformation and network security trends.

(See detailed amendments in the appendices comparing changes in the draft and existing regulations)

5. Suggestions of the BoD:

Based on the authority of the General meeting of shareholders for ratifying the Charter, Regulations on internal management, Regulations on the organization and operations of the BoD (according to Article 67.3 (b), (c) of the Law on Credit Institutions 2024; Article 270.2 of Decree 155/2020/NĐ-CP dated 31/12/2020 detailing the implementation of a number of articles of the Securities Law), the BoD would like to submit to the General meeting of shareholders for consideration and approval of:

- (i) Revised Charter of Eximbank as per the draft enclosed herewith;
- (ii) Amended Regulations on internal management of Eximbank as per the draft enclosed herewith;
- (iii) Amended Regulations on the organization and operations of the BoD of Eximbank as per the draft enclosed herewith;
- (iv) Assigning the Board Chairman to check and make adjustment in technical and procedural term to finalize the documents and carry out formalities to promulgate the Charter and said regulations upon approval of the General meeting of shareholders.

Best regards. /.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON



EXIMBANK

**Vietnam Export Import Commercial Joint Stock
(Eximbank)**

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





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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) 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.
 - c) 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.
 - 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 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 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;
 - 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 Meetings 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; 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.
 - 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 CommitteeThe 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 depositors, 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 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 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 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, operational effectiveness, overall performance, and compliance with the Bank's risk appetite.
- 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.



- 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.
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 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 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.
 - 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, the risk management function, compliance 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, 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;
 - 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, and other Executive Officers in accordance with applicable laws;
- 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 nine (89) Articles, adopted at the Annual General Meeting of Shareholders held on ... month ... year ..., issued and effective



Charter Vietnam Export Import Commercial Joint-Stock Bank (Eximbank)

from ... month ... year

2. The Charter issued pursuant to the Resolution of the General Meeting of Shareholders of Eximbank dated ... month ... year ..., together with any amendments or supplements to that Charter, shall cease to be effective from ... month ... year
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

CHAIRMAN OF THE BOARD OF DIRECTORS



**COMPARATIVE TABLE OF THE EXISTING CHARTER AND THE DRAFT CHARTER
(Incorporating Updated Amendments, Supplements and Replacements)**

- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank promulgated under the Resolution of the Annual General Meeting of Shareholders dated 29 April 2025 (as updated under Resolution No. 52/2026/EIB/NQ-HDQT dated 25 February 2026);
- Pursuant to the Draft Charter of Vietnam Export Import Commercial Joint Stock Bank,

No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
1	<p>Article 1. Definitions</p> <p>1. In this Charter, unless otherwise provided in specific context or by law, the following terms shall be interpreted as follows:</p> <p>l) “Dividend” means a net profit paid to each share in cash or other assets;</p> <p>w) “Executives of Eximbank” comprises the General Manager (or equivalent title), Deputy General Managers, Chief Accountant, Division Heads, Area Directors and Branch Directors;</p> <p>x) “Managers of Eximbank” consists of the Chairman and other members of the Board of</p>	<p>Article 1. Definitions</p> <p>1. In this Charter, unless otherwise provided in specific context or by law, the following terms shall be interpreted as follows:</p> <p>l)“Dividend”: means <u>after-tax</u> gross profit paid on each share in cash or other assets.</p> <p>w) “Eximbank Executive Officer” or “Executive Officer”: includes the Chief Executive Officer, Deputy Chief Executive Officers, <u>Chief Financial Officer, Chief Risk Officer, Chief Human Resources Officer, and Chief Information Technology Officer,</u></p>	<ul style="list-style-type: none"> - Adjusted the terms/definitions in correspondence with the Law on Enterprises (amended and supplemented in 2025), Law on Credit Institutions 2024 and new strategy and management directions of Eximbank. - Added other relevant definitions used in the Charter for reference and consistent application.



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>Directors, and the General Manager (or equivalent title);</p> <p>y) “Related person” is subject to the definition in clause 24 Article 4 of the Law on Credit Institutions with regard to the organization and operations of Eximbank which are stipulated therein. As for information disclosure and other matters which are not defined in the law on credit institutions, related person is determined in correspondence with the Law on Enterprises and Law on Securities;</p>	<p>Chief Accountant, Division Director, Regional Director, Branch Director.</p> <p>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).</p> <p>x) “Related Person”: is defined in Clause 24, Article 4 of the Law on Credit Institutions, <u>unless otherwise defined by applicable laws.</u></p> <p><u>ff)“Executive activities”: refer to tasks within the authority, functions and responsibilities of Executive Officer of Eximbank.</u></p> <p><u>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.</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<i>hh)“<u>Remuneration and Salary, Bonus Policy</u>”: 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.</i>	
2	<p>Article 3. Legal representative</p> <p>1. Eximbank has one (1) legal representative, which shall be either:</p> <ul style="list-style-type: none"> - General Manager; or - Board Chairman in case the position of General Manager is left vacant (the appointment of the person to be General Manager is yet to complete). 	<p>Article 3. Legal representative</p> <p>1. Eximbank has one (01) legal representative. The legal representative of Eximbank shall be the Chief Executive Officer, <u>except as provided in clause 2 of this Article.</u></p> <p>2. In the event that Eximbank lacks a Chief Executive Officer, the Board of Directors Chair shall act as Eximbank’s legal representative <u>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.</u></p>	<ul style="list-style-type: none"> - Added to make clear of the time and procedures for determining the capacity of the legal representative of Eximbank in case the post of General Manager is vacant.
3	<p>Article 4. Objectives of Eximbank</p> <p>The objectives of operation and development of</p>	<p>Article 4. Objectives of Eximbank</p> <p>The objectives of operation and development of</p>	<ul style="list-style-type: none"> - The operating goals are adjusted to be obvious and focused with highlight on



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	Eximbank are: <ol style="list-style-type: none">To become a strongly growing bank which offers diversified services of high quality and efficiency, and satisfies customer needs to the maximum;To maximize profit, accumulate investment for development, and contribute to the achievement of the country's socio-economic growth targets.	Eximbank are: <ol style="list-style-type: none"><u>To become a high performance bank built on mutual trust, full transparency, and distinctive capabilities.</u><u>To serve the financial needs of the Vietnamese and make meaningful contributions to the community.</u>	transparency, in alignment with Eximbank's strategic orientations in the new period.
4	Article 5. Scope of operation <ol style="list-style-type: none">Eximbank is permitted to carry out all business activities stated in this Charter in conformity with the License and/or law regulations, and employ appropriate measures to achieve its objectives.Eximbank has a scope of business and operation in the country and overseas.	Article 5. Scope of operation (supplemented) <ol style="list-style-type: none"><u>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.</u>	- Added just in case Eximbank needs to do business in other areas, in accordance with the Law on CIs and authority of the General meeting of shareholders/BoD.
5	Article 23. Management and organization structure <ol style="list-style-type: none">Management organization of Eximbank:<ol style="list-style-type: none">General Meeting of Shareholders	Article 23. Management and organization structure Management organization of Eximbank: <ol style="list-style-type: none">General Meeting of Shareholders.	- Defined the management structure framework of Eximbank, in accordance with the Law on CIs and authority of the General meeting of



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<ul style="list-style-type: none"> b) Board of Directors c) Board of Supervisors d) General Manager <p>2. Operation organization of Eximbank:</p> <ul style="list-style-type: none"> a) Headquarter (Head Office) b) Branches and transaction offices c) Representative office d) Non-productive units (subject to practical situation from time to time) e) Subsidiary <p>3. Organization structure of Headquarter:</p> <ul style="list-style-type: none"> a) Board of Directors b) Board of Supervisors c) General Manager d) Divisions, boards and centers under Headquarter e) Internal Audit 	<ul style="list-style-type: none"> 2. Board of Directors (including committees/panels reporting to Board of Directors). 3. Supervisory Board. 4. Chief Executive Officer. <p><u>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.</u></p>	<p>shareholders.</p> <p>- Organization structure of Eximbank and Head office is subject to internal regulations and relevant law.</p>
6	Article 24. Criteria and requirements applicable to members of the Board of	Article 24. Standards and conditions for Board Members	- To enhance the management capacity of the BoD, the Charter



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>Directors</p> <ol style="list-style-type: none"> 1. Not prohibited from holding a certain position as stated in clause 1 Article 28 hereof; 2. Possess professional ethics according to regulations of the State Bank; 3. Have at least a bachelor's degree; 4. Meet one of the following requirements: having at least three (3) years' experience of working as a manager or executive of a credit institution; at least five (5) years' experience of working as a manager of a finance, banking, accounting or audit enterprise or an enterprise whose equity is not smaller than the legal capital of a credit institution; at least five (5) years' experience of working in a professional department of a credit institution or foreign bank branch; or at least five (5) years' experience of working in a finance, banking, accounting or audit department; 5. Others in accordance with relevant laws (if any). 6. An independent member of the Board of 	<ol style="list-style-type: none"> 1. Not fall under the prohibited cases specified in Clause 1, Article 28 of the Charter; 2. Satisfy the standards and conditions prescribed by Vietnamese law: <ol style="list-style-type: none"> a) Hold a university degree or higher (<u>or equivalent degrees or qualifications under foreign education systems</u>); 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 	<p>adds more criteria and requirements applicable to Board members in way of raising independence, professional experience, etc. under advanced international standards in accordance with existing regulations in the Law on CIs 2024.</p> <p>- Moreover, for suitability with the staffing plan from time to time, the General meeting of shareholders assigns the BoD to check and issue notices and guidelines on certain criteria and requirements applicable to the elected Board members, as applicable from time to time, in correspondence with law, the Charter and Regulations on internal management of Eximbank.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>Directors shall fully meet the criteria and requirements specified in clauses 1, 2, 3, 4, and 5 above and the followings:</p> <p>a) Neither currently working for Eximbank or its subsidiary nor having worked for Eximbank or its subsidiary for 3 preceding years;</p> <p>b) Neither receiving salary nor remuneration regularly of Eximbank other than the remunerations for members of the Board of Directors;</p> <p>c) Having no spouse, father/mother, child, sibling or spouse of one of these persons who is a major shareholder of Eximbank, a manager or supervisor or member of the Board of Supervisors of Eximbank or its subsidiary;</p> <p>d) Not acting as the representative of holding in Eximbank; neither directly nor indirectly owning one percent (1%) or more of the charter capital or voting share capital of Eximbank together with his/her related person(s);</p> <p>e) Not acting as a manager or member of</p>	<p>with the regulations of the Governor of the State Bank of Vietnam;</p> <p>d) Satisfy other standards and conditions as prescribed by Vietnamese Law.</p> <p>3. Other conditions required by Eximbank:</p> <p>a) <u>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.</u></p> <p>b) <u>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.</u></p> <p>c) <u>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.</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>the Board of Supervisors of Eximbank at any time in five (5) preceding years.</p> <p>7. Independent member shall promptly inform the Board of Directors of his/her un-qualification for the requirements.</p>	<p><u>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.</u></p> <p>d) <u>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:</u></p> <p>(i) <u>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)); Have expertise</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>and experience in areas such as strategic planning, investment banking, innovation culture; technology investment and large-scale IT transformation; mergers and acquisitions;</u></p> <p>(ii) <u>Have expertise and experience in data and data management, information technology systems supporting banking operations and risk management; cybersecurity risks and operational resilience;</u></p> <p>(iii) <u>Have expertise and experience in preparing and reviewing financial statements in accordance with international financial reporting standards, auditing banking operations, and compliance;</u></p> <p>(iv) <u>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 hu-</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>man-resources-related matters, including but not limited to employee benefits and organizational culture);</u></p> <p>(v) <u>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.</u></p> <p>4. <u>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</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><i>following:</i></p> <ul style="list-style-type: none">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 <i>income</i> from Eximbank, except for remuneration and benefits applicable to Board Members; <i>not participating in stock option plans, performance-based compensation schemes, or other financial benefits/support programs of Eximbank or its related persons;</i>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	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p>charter capital or voting shares;</p> <p>e) <u>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;</u></p> <p>f) Not have been a manager, <u>executive</u>, members of Supervisory Board of Eximbank at any time during the preceding five (05) consecutive years;</p> <p>g) <u>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;</u></p> <p>h) <u>Not have been a member or employee of an audit firm approved to audit Eximbank's financial statements during the preceding</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><i>three (03) years; and</i></p> <p>i) <i>Meet other standards and conditions as prescribed by relevant laws (if any) and by Eximbank from time to time.</i></p> <p>An independent Board Member must promptly notify Board of Directors upon no longer satisfying the required conditions.</p> <p>5. <i>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.</i></p>	
7	Article 25. Criteria and requirements applicable to members of the Board of	Article 25. Standards and conditions for members of the Supervisory Board	- More requirements applicable to members of the Board of



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>Supervisors</p> <p>7. Not a member or employee of the audit company approved to audit the financial statements of Eximbank in 3 preceding years;</p> <p>8. Not the representative of state's investment or enterprise's investment in Eximbank;</p> <p>9. Others according to relevant laws (if any).</p>	<p>7. <u>Not work in Eximbank's accounting or finance department</u>; not be a member or employee of an approved auditing organization that audited Eximbank's financial statements in the preceding three years; and</p> <p>8. Meet other standards and conditions as prescribed by relevant laws (if any).</p>	<p>Supervisors are added to conform to provisions of Decree 155/2020/NĐ-CP.</p>
8	<p>Article 26. Criteria and requirements applicable to the General Manager</p> <p>The General Manager shall fully meet the following criteria and requirements:</p> <ol style="list-style-type: none"> 1. Not prohibited from holding a certain position as stated in clause 1 Article 28 hereof; 2. Possess professional ethics according to regulations of the State Bank; 3. Have at least a bachelor's degree in one of such majors as finance, banking, economics, business administration, law, accounting, or audit; 4. Meet one of the following requirements: 	<p>Article 26. Standards and conditions for the Chief Executive Officer</p> <p>The Chief Executive Officer must satisfy all of the following standards and conditions:</p> <ol style="list-style-type: none"> 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 <u>standards of the State Bank of Vietnam, and Eximbank's Code of Conduct</u>; 3. Hold a university degree or higher (<u>or possess a diploma or degree equivalent under a foreign education system</u>) in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing; 4. <u>Have full understanding of banking</u> 	<p>- To strengthen management capacity, more criteria and requirements applicable to General Manager are added in way of enhanced competence, professional knowledge and experience, etc., satisfying advanced international standards and practices and corresponding to existing provisions of the Law on CIs 2024.</p> <p>- Moreover, in order to meet management requirements and growth strategy from time to time, the General meeting of shareholders assigns the BoD to</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>a) Having at least five (5) years’ experience of working as the executive of a credit institution;</p> <p>b) Having at least five (5) years’ experience of holding the position of General Manager (Manager) or Deputy General Manager (Deputy Manager) of an enterprise whose equity is not smaller than the legal capital of the credit institution and at least 05 years’ experience of working in the finance, banking, accounting or audit field;</p> <p>c) Having at least ten (10) years’ experience of working in the finance, banking, accounting or audit field;</p> <p>5. Reside in Viet Nam during his/her term of Office;</p> <p>6. Not the relative of a manager or member of the Board of Supervisors of Eximbank;</p> <p>7. Not the representative of state’s investment or enterprise’s investment in Eximbank;</p> <p>8. Others according to relevant laws (if any)</p>	<p><u>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);</u></p> <p>5. Meet one of the following conditions:</p> <p>a) Have at least five (05) years of experience as <u>an Executive Officer of a financial institution in the positions of Chief Executive Officer, Deputy Chief Executive Officer, or equivalent titles; or</u></p> <p>b) Have at least five (05) years of experience as Chief Executive Officer, Deputy Chief Executive Officer, <u>or equivalent titles</u> of an enterprise <u>with charter capital at least equal to Eximbank’s legal capital</u>, and at least five (05) years of direct experience in finance, banking, accounting, or auditing; or</p> <p>c) Have at least ten</p>	<p>detail and/or set out higher criteria and requirements for General Management, as applicable from time to time, according to law, the Charter and Regulations on internal management of Eximbank.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p>(10) years of direct experience in finance, banking, accounting, or auditing.</p> <p>6. Reside in Vietnam during the term of office;</p> <p>7. Not be a person who has family relationships with <u>Senior Manager or Executive Officers of Eximbank;</u></p> <p>8. Meet other standards and conditions in accordance with relevant Laws (if any) <u>and internal regulations of Eximbank from time to time;</u></p> <p>9. <u>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</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<u>regulations.</u>	
9	<p>Article 27. Criteria and requirements applicable to Deputy General Managers, Chief Accountant, Branch Directors, and General Manager (Manager) of subsidiary</p> <p>Deputy General Managers, Chief Accountant, Branch Directors, and General Manager (Manager) of subsidiary shall fully meet the following criteria and requirements:</p> <ol style="list-style-type: none"> 1. Not prohibited from holding a certain position as stated in clause 2 Article 28 hereof; and Deputy General Manager shall not be among cases prohibited from holding a certain position as per clause 1 Article 28 of the Charter; 2. Meet one of the following requirements: having at least a bachelor’s degree in one of such majors as finance, banking, economics, business administration, law, accounting, audit or other majors within the professional area to be undertaken; having at least a bachelor’s degree in other majors and at least three (3) years’ experience of working in the finance or banking field or the professional 	<p>Article 27. Standards and conditions for Deputy Chief Executive Officers, Chief Accountant, Branch Directors and Chief Executive Officers (Directors) of Subsidiaries</p> <p>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:</p> <ol style="list-style-type: none"> 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. <u>Have professional ethics in accordance with the standards of the State Bank of Vietnam, and Eximbank’s Code of Conduct;</u> 3. Meet one of the following conditions: <ol style="list-style-type: none"> 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, 	<p>- To enhance the management capacity, the Charter adds more criteria and requirements applicable to other executives and General Manager of Eximbank’s subsidiary to ensure stringency and suitability to the staffing plan from time to time, in accordance with existing regulations in the Law on CIs 2024.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>area to be undertaken;</p> <p>3. Reside in Viet Nam during their term of office;</p> <p>4. The Chief Accountant shall also meet the criteria and requirements set out in the law on accounting.</p>	<p>accounting, auditing, or another specialty related to the position they will assume; <u>or</u></p> <p>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;</p> <p>4. Reside in Vietnam during the term of office;</p> <p>5. <u>Ensure compliance with other standards and conditions as prescribed by relevant Laws and by Eximbank from time to time (if any);</u></p> <p>The Chief Accountant must additionally satisfy standards and conditions as prescribed by accounting laws.</p>	
10	<p>Article 29. Cases of being prohibited from concurrently holding different positions</p> <p>2. The member of the Board of Directors who is not an independent member must not concurrently hold either of the following positions:</p> <p>a) Executive of Eximbank, except for acting as its General Manager;</p>	<p>Article 29. Cases of being prohibited from concurrently holding different positions</p> <p>2. A Board Member who is not an independent Board Member must not concurrently hold any of the following positions:</p> <p>a) <u>An Executive Officer of Eximbank;</u></p> <p>b) A Senior Manager or an Executive</p>	<p>- In order to ensure the independence and transparency of independent Board members during their performance of functions and duties, the Charter adds the provision specifying that independent Board member shall not be concurrently an</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>b) Manager or executive of another credit institution, manager of an enterprise, except for acting as a manager or executive of Eximbank's subsidiary or parent company, or implementing the mandatory transfer plan as approved;</p> <p>c) Supervisor or member of the Board of Supervisors of another credit institution or enterprise.</p>	<p>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;</p> <p>c) A controller or a member of the Supervisory Board of another credit institution or enterprise.</p>	<p>executive of Eximbank.</p>
11	<p>Article 31. Dismissal and discharge of members of the Board of Directors and Board of Supervisors, and General Manager</p> <p>3. Within ten (10) days from the approval of the decision on dismissal or discharge from duty of any holder specified in clause 1 of this Article, the Board of Directors of Eximbank shall send a report enclosed with supporting documents to the State Bank.</p>	<p>Article 31. Dismissal and removal of Board Members, member of the Supervisory Board and the Chief Executive Officer</p> <p>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 <u>and shall be responsible for the accuracy and truthfulness of such report.</u> <u>Eximbank shall carry out the procedures for electing or appointing replacements for the vacated positions</u></p>	<p>- Added the principles of execution upon discharge and dismissal of members of the BoD, BoS and General Manager, ensuring compliance and stringency according to law.</p>



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		<i>in accordance with its authority and the provisions of Laws.</i>	
12	<p>Article 33. Regulations on prevention of conflicts over interests and disclosure of related interests</p> <p>1. Members of the Board of Directors and Board of Supervisors, General Manager and Deputy General Managers shall provide Eximbank with the followings:</p> <p>a) Name, enterprise ID number, headquarter address of the enterprise or another economic entity in which they, individually or together with their related persons, hold shares or stakes worth 5% or more of its charter capital, including shares or stakes held by other organizations or individuals under their authorization or entrustment;</p>	<p>Article 33. Regulations on prevention of conflicts over interests and disclosure of related interests</p> <p>1. <u>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.</u></p> <p>2. Board Members, members of the Supervisory Board, the Chief Executive Officer, and Deputy Chief Executive Officers must provide Eximbank with the following information:</p> <p>The name, enterprise code, head office address, <u>business lines</u> of enterprises or other economic organizations in which they, or they and their related persons, are named as <u>owners, or</u> 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; <u>the ownership ratio and the time of acquiring such capital contribution or shares.</u></p>	<p>Addition is made in order to prevent conflicts over interests and strictly comply with the regulations on disclosure of related interests according to the existing Law on Enterprises and Law on CIs.</p>



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	<p>8. Members of the Board of Directors and Board of Supervisors, General Manager and other managers shall, if it comes to their knowledge of any interests directly or indirectly related to one (1) contract or transaction intended to execute with Eximbank, declare the nature of such interests in a meeting of the Board of Directors. Accordingly, the Board of Directors shall determine whether to enter into such contract or transaction. If the existence of such interests is only aware of thereafter or in any circumstances, involved persons must announce the related interests in the nearest meeting of the Board of Directors after they become aware of the same.</p> <p>9. Persons that provide and disclose information shall ensure that the information is provided and disclosed in an honest, accurate, full and prompt manner, and assume their responsibilities for such provision and disclosure.</p>	<p>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, <u>and Board Members, the Chief Executive Officer, other Executive Officers, or their related persons in accordance with Laws.</u></p> <p><u>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.</u></p> <p>(Supplemented)</p> <p><u>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.</u></p> <p><u>12. Senior Managers, Executive Officers, members of</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<u>the Supervisory Board, and their related persons must not use or disclose internal information to others for the purpose of conducting related transactions.</u>	
13	None	<u>Article 35. Liability for damages and compensation</u> 1. <u>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.</u> 2. <u>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,</u>	- Added the responsibilities for damages and compensation of members of the BoD, BoS, General Manager and other executives to enhance transparency and responsibilities in the performance of their functions and duties and under good management practices.



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		<p><u>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.</u></p> <p><u>Eximbank may purchase insurance for the individuals specified in Clause 2 to cover the compensation liabilities mentioned above.</u></p>	
14	<p>Article 36. Rights of shareholders</p> <p>3. The shareholder or group of shareholders mentioned in clause 2 of this Article is entitled to convene general meetings of shareholders in case:</p> <p>a) The Board of Directors commits serious violations against the rights of shareholders, obligations of managers, or makes decisions beyond its competence;</p> <p>b) The term of office of the Board of Directors has exceeded 6 months but a new Board of Directors is yet to be elected;</p> <p>The request for convocation of general</p>	<p>Article 36. Rights of Shareholders</p> <p>3. The shareholder or group of shareholders mentioned in Clause 2 of this Article is entitled to convene General Meetings of Shareholders in the case of:</p> <p>a) Board of Directors commits serious violations against the rights of shareholders, obligations of Senior Manager, or makes decisions beyond its competence;</p> <p>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;</p>	<p>- Added the responsibilities of shareholders/shareholder groups in convening extraordinary general meeting of shareholders, in correspondence with the Law on Enterprises (amended and supplemented in 2025).</p>



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



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
15	<p>Article 39. General Meeting of Shareholders</p> <p>2. The General Meeting of Shareholders shall annually meet once a year, which should be within four (4) months from the end of the fiscal year. The Board of Directors shall decide deferral of annual general meetings of shareholders in necessary cases by up to six (6) months from the end of the fiscal year. In addition, the General Meeting of Shareholders may convene irregular meetings.</p>	<p>Article 40. General Meeting of Shareholders</p> <p>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, <u>unless otherwise provided by regulations</u>. 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.</p>	<p>- Adjusted the time of organizing AGM for observance with the Law on CIs.</p>
16	<p>Article 40. Rights and duties of General Meeting of Shareholders</p> <p>1. Approve development orientations and yearly business plans of Eximbank;</p>	<p>Article 41. Rights and obligations of General Meeting of Shareholders</p> <p>1. Approving the development orientation of Eximbank;</p>	<p>- Adjusted to make clear of the authorities of each level with respect to annual business plans as regulated in the Law on CIs, Regulations on internal management and aligned with the management strategy and actual situation.</p> <p>- Accordingly, the BoD decides on the annual business plans, the General meeting of shareholders ratifies and the</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
			General Manager organizes the implementation.
17	<p>Article 42. Competence to convene general meetings of shareholders</p> <p>2. The General Meeting of Shareholders meet annually to discuss and ratify the followings:</p> <ul style="list-style-type: none"> a) Yearly business plans of Eximbank; b) Annual financial statements that have been audited; c) Reports of the Board of Directors on its management and performance in the year of the Board of Directors as a whole and each of its members; 	<p>Article 43. Competence to convene general meetings of shareholders</p> <p>2. The annual General Meeting of Shareholders shall discuss and approve the following matters:</p> <ul style="list-style-type: none"> 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, <u>committees and subcommittees under the Board of Directors, and the Chief Executive Officer;</u> 	<p>- Added the reporting of operational performance of committees/boards under the BoD, and the General Manager in AGM to improve the effectiveness of operations and oversight of the General meeting of shareholders over the BoD and General Manager.</p>
18	<p>Article 43. List of shareholders entitled to attend, agenda, contents and invitation of general meetings of shareholders</p> <p>1. List of shareholders entitled to attend meetings:</p> <ul style="list-style-type: none"> a) The list of shareholders entitled to attend general meetings of 	<p>Article 44. List of shareholders entitled to attend, agenda, contents and invitation of General Meeting of Shareholders</p> <p>List of shareholders entitled to attend meetings:</p> <ul style="list-style-type: none"> a) <u>The convener of the General Meeting of Shareholders must prepare the list of shareholders eligible to attend and vote at</u> 	<p>- Added the preparation of the list of shareholders entitled to attend general meetings of shareholders based on the Stock holders registry prepared by VSDC, in conformity with actual situation and operation.</p>



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	shareholders shall be prepared no longer than ten (10) days prior to the date of sending invitations thereto. Eximbank shall announce the preparation of the same at least twenty (20) days before the record date;	<u>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.</u> 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.	
19	<p>Article 50. Candidacy and nomination of members to the Board of Director:</p> <p>1. Shareholders or groups of shareholders holding 5% or more of total ordinary shares are entitled to nominate persons to the Board of Directors as follows:</p> <p>Shareholders or groups of shareholders holding from 5% to less than 10% of total ordinary shares shall nominate one (1) candidate; from 10% to less than 30% shall nominate up to two (2) candidates; from</p>	<p>Article 51. Candidacy and nomination of Board members</p> <p>Nomination and candidacy by shareholders or groups of shareholders</p> <p>a) Shareholders or groups of shareholders <u>holding</u> five percent (05%) or more of the total <u>voting common shares</u> shall have the right to nominate or stand for election to Board of Directors, with the maximum number of candidates corresponding to <u>their</u></p>	<p>- Adjusted the ratio of shares allowed for nomination/candidacy and number of candidates to be nominated. Accordingly, shareholders or shareholder groups owning 30% or more of total ordinary shares have the right to nominate up to 4 candidates.</p> <p>- Also, for succession planning,</p>



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	<p>30% to less than 40% shall nominate up to three (3) candidates; from 40% to less than 50% shall nominate up to four (4) candidates; from 50% to less than 60% shall nominate up to five (5) candidates; from 60% to less than 70% shall nominate up to six (6) candidates; from 70% to less than 80% shall nominate up to seven (7) candidates; and from 80% to less than 80% shall nominate up to eight (8) candidates. Ordinary shareholders gathering into groups to nominate persons to the Board of Directors shall inform attendees of such gathering before the opening of general meetings of shareholders.</p> <p>2. In case the candidates standing for or nominated as members of the Board of Directors are not up to the required number (including the case where the candidates are considered not qualified for the criteria and requirements), the incumbent Board of Directors shall introduce/nominate additional candidates or organize the nomination in correspondence with the Charter, Regulations on internal</p>	<p><u>shareholding ratio as prescribed by law and the Bank's Charter.</u> Specifically:</p> <ul style="list-style-type: none"> (i) From 05% to under 10%: maximum 01 candidate; (ii) From <u>10%</u> to under <u>20%</u>: maximum 02 candidates; (iii) From <u>20%</u> to under <u>30%</u>: <u>maximum 03 candidates</u>; and (iv) <u>Above 30%: maximum 04 candidates.</u> <p>a) Where common shareholders form a group to nominate candidates, the group must give written notice of the formation of the group together <u>with the list of nominated candidates</u> to other shareholders prior to the opening of the General Meeting of Shareholders.</p> <p>b) 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</p>	<p>the BoD shall carry out tasks relating to checking against the requirements, candidate profiles and other relevant procedures.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>management and Regulations on the organization and operations of the Board of Directors. Such introduction of additional candidates should be clearly announced before the General Meeting of Shareholders votes for electing members to the Board of Directors.</p> <p>3. Once the candidates as members of the Board of Directors have been approved by the State Bank, Eximbank shall publish their information on its website before the opening of the general meeting of shareholders so that shareholders may learn about them before voting as per law regulations. Candidates as Board members shall execute a written commitment stating that the personal information being published is true and correct and they shall perform duties in an honest and cautious manner for the highest benefit of Eximbank if elected. Publication of candidate information shall be subject to the Regulations on internal management of Eximbank.</p>	<p>prescribed by Board of Directors.</p> <p>2. <u>Succession planning by Board of Directors Board of Directors, with the advisory support of the Personnel, Nomination and Remuneration Committee, shall:</u></p> <p>a) <u>Develop, review, and update the succession plan for Board members;</u></p> <p>b) <u>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;</u></p> <p>c) <u>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</u></p> <p>d) <u>Prepare and submit to the General Meeting of Shareholders the proposed personnel plan for Board of Directors in accordance with</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>applicable laws and the Charter.</u></p> <p>3. <u>Evaluation of candidates, preparation of the candidate list, and disclosure of information</u></p> <p>a) <u>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:</u></p> <p>(i) <u>Assessing compliance with legal standards, suitability, competence, experience, independence, professional ethics, and time commitment of the candidate;</u></p> <p>(ii) <u>Comparing the candidate's dossier, professional background, and related information against the criteria and standards for Board members and criteria for participation in</u></p>	



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		<p><u>Committees under Board of Directors;</u></p> <p>(iii) <u>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;</u></p> <p>(iv) <u>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.</u></p>	



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		<p>b) <u>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.</u></p> <p>c) <u>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.</u></p> <p>d) 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</p>	



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		<p>review before exercising their voting rights. Disclosure of candidate information shall be conducted in accordance with applicable laws and Eximbank's internal regulations.</p> <p>e) Board candidates must:</p> <ul style="list-style-type: none"> (i) <u>Provide complete, truthful, and accurate personal information as required for disclosure;</u> (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. 	
20	<p>Article 51. Board of Directors, its structure, composition and tenure</p> <p>2. The tenure of the Board of Directors is five (05) years to which the tenure of its members shall be subject accordingly; and Board members may be re-elected for unlimited terms. The tenure of the added or replaced Board members shall be the</p>	<p>Article 52. Board of Directors, structure, composition and term of Board of Directors</p> <p>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; <u>however, an individual shall not be eligible to stand for election</u></p>	<p>- To ensure independence, diversity and transparency of Board members under advanced management practices, the Charter sets out new provisions for implementation, including the limitation on the years for which incumbent Board</p>



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	<p>remaining term of that of the Board of Directors. The Board of Directors of the just ended tenure shall continue its operation until the Board of Directors of the new tenure takes over the jobs.</p> <p>3. Composition of the Board of Directors shall be as follows:</p> <p>a) The Board of Directors of Eximbank shall consist of at least five (5) up to eleven (11) members. Specific number of Board members for each term of office shall be decided by the General Meeting of Shareholders. The Board of Directors must have at least two (2) independent members, and two-thirds (2/3) of total members must be independent members and not executives of Eximbank.</p> <p>b) The Board of Directors comprises the Chairman, Vice Chairman(-men) (unless the Board of Directors decides not to elect/appoint the</p>	<p><u>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.</u> 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.</p> <p>4. The structure of Board of Directors includes:</p> <p>a) Board of Directors of Eximbank must have at least five (05) and not more than eleven (11) members. <u>Board of Directors of Eximbank shall include independent Board Members and non-executive Board Members;</u> however, the Board of Directors must include at least two (02) independent Board Members</p> <p><u>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</u></p>	<p>members can be re-nominated or run for re-candidacy; members the BoD include independent and non-executive members; and principles on Board composition, etc.</p> <p>- In addition, there are concrete provisions on the committees assisting the BoD which are established in accordance with the Law on CIs and new management strategy.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>same), independent members and other members.</p> <p>The Board Chairman shall be elected, discharged or dismissed by the Board of Directors among those members elected by the General Meeting of Shareholders. All members have the right to engage in the election, discharge or dismissal of the Chairman of the Board of Directors without having their votes removed. The Board Chairman shall permanently reside in Viet Nam during his/her term of office.</p> <p>c) An individual and his/her related persons or representatives of stakes of an institutional shareholder and their related persons may be elected to hold the position of no more than 02 members of the Board of Directors, except for representatives of State's stakes or mandatory transferees.</p>	<p><u>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.</u></p> <p>b) Board of Directors consists of the Board Chair, independent Board Members, and other Board Members.</p> <p>c) <u>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..</u></p> <p>d) <u>The majority of Board members must have in-depth experience in banking</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>7. The Board of Directors shall establish committees to assist it in performing its tasks and powers as provided in this Charter and law. The powers and duties of such committees shall be defined by the Board of Directors in correspondence with regulations of the State Bank.</p>	<p><u>or finance.</u></p> <p>7. Board of Directors must establish committees, panels to assist in performing its duties and authorities in accordance with this Charter and Law. <u>Board of Directors must have sufficient members to form at least three (03) committees, each consisting of at least three (03) members, including:</u></p> <p>a) <u>Audit and Risk Committee (“Risk Management Committee”);</u></p> <p>b) <u>Personnel, Nomination and Remuneration Committee (“Human Resources Committee”);</u></p> <p>c) <u>Strategy and Technology Committee</u></p> <p><u>The functions, mandates, and authorities of these committees are prescribed by Board of Directors in accordance with Law.</u></p>	
21	<p>Article 52. Tasks and powers of the Board of Directors</p> <p>1. Request the General Meeting of Shareholders to decide and approve matters within its authority as per regulations (except for those recommended/proposed by</p>	<p>Article 53. Authorities and mandates of Board of Directors</p> <p><u>1. Strategic orientation and business planning</u></p> <p>a) <u>Board of Directors decides the strategy, medium-term development plan, annual business plan, and annual financial plan (including operating budget) consistent</u></p>	<p>- Tasks and powers of the BoD are classified by area groups, including:</p> <p>(1) Strategic orientations and business plan;</p> <p>(2) Risk management;</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>the Board of Supervisors);</p> <p>2. Decide on the establishment of branches, representative offices and non-productive units of Eximbank;</p> <p>3. Elect, dismiss and discharge the Chairman and Vice Chairman(-men) of the Board of Directors; and appoint, dismiss, discharge, discipline, suspend and decide salaries, bonuses and other benefits of General Manager, Deputy General Managers, Chief Accountant, Division Heads, Person in charge of management of the bank, secretary to the Board of Directors, Area Directors, Branch Directors; Chairman, supervisors and (General) Manager of subsidiary; and other positions according to law and regulations of the Board of Directors;</p> <p>4. Appoint representatives of Eximbank's stakes in enterprises and other credit institutions; send authorized representatives to the Board of Members or General Meeting of Shareholders of other companies; and decide on their remunerations and other benefits;</p>	<p><u>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.</u></p> <p>b) <u>Board of Directors decides to adjust strategic objectives when necessary to ensure the long-term interests of depositors, employees, shareholders and other stakeholders.</u></p> <p>2. Risk management</p> <p>a) <u>Board of Directors approves Eximbank's risk appetite, ensuring alignment with the strategy, capital plan, financial plan and remuneration and salary, bonus policy;</u></p> <p>b) <u>Board of Directors decides risk management policies based on the approved risk appetite to ensure</u></p>	<p>(3) Financial supervision;</p> <p>(4) Management framework and information disclosure;</p> <p>(5) Human resources;</p> <p>(6) Remuneration, salary and bonus policy and corporate culture;</p> <p>(7) Others;</p> <p>In correspondence with existing law and management strategy of Eximbank.</p>



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5. 6. 7.	<p>Approve Eximbank's plans to contribute capital to, buy, sell or transfer shares or stakes of enterprises or other credit institutions in which the capital amount to be contributed, estimated buying price or book value, in case of sale of shares or stakes, is lower than 20% of its charter capital as recorded in the latest financial statements which have been duly audited;</p> <p>Approve Eximbank's decisions to invest in, purchase or sell fixed assets in which the investment, estimated buying price or historical cost, in case of sale of fixed assets, is 10% or more of its charter capital as recorded in the latest financial statements which have been duly audited, except for investment, purchase of sale of fixed assets decided by the General Meeting of Shareholders;</p> <p>Decide on credit extensions according to clause 3 Article 135 and clause 7 Article 136 of the Law on Credit Institutions, except for other contracts and transactions decided by the General Meeting of Shareholders;</p>	<p><u>Eximbank has a comprehensive risk management framework; and supervises the implementation of Eximbank's risk prevention measures, particularly maintaining continuous oversight of material risks.</u></p> <p>3. Financial oversight and information disclosure</p> <p>a) <u>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;</u></p> <p>b) <u>Board of Directors may require periodic independent audits or reviews of matters other than financial statements when deemed necessary;</u></p> <p>c) <u>Board of Directors, upon</u></p>	



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	<p>8. Ratify other contracts or transactions whose value is less than 20% of Eximbank's charter capital as recorded in the latest financial statements which have been duly audited between Eximbank and: (i) members of the Board of Directors and Board of Supervisors, General Manager, and major shareholders of Eximbank; (ii) related persons of managers, members of the Board of Supervisors, and major shareholders of Eximbank; and (iii) subsidiaries and associate companies of Eximbank;</p> <p>9. Ratify other contracts or transactions whose value is 10% or more of Eximbank's charter capital as recorded in the latest financial statements which have been duly audited;</p> <p>10. Examine, supervise and direct the General Manager in his/her execution of assigned tasks; and make annual assessment of the performance thereof;</p> <p>11. Issue internal regulations on the organization, governance and operation of Eximbank in accordance with the Law on Credit Institutions and other relevant laws,</p>	<p><u>recommendation of the Audit and Risk Committee, supervises the independent auditor and ensures the Chief Executive Officer promptly addresses audit findings;</u></p> <p>d) <u>Reviews and approves the annual report</u></p> <p>e) <u>Governance framework</u></p> <p>f) <u>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</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>except for matters within the authority of the General Meeting of Shareholders and Board of Supervisors;</p> <p>12. Decide on risk management policies of and supervise the implementation of risk prevention measures by Eximbank;</p> <p>13. Consider and approve annual reports of Eximbank;</p> <p>14. Decide to offer new shares within the limit of authorized shares;</p> <p>15. Decide on the offering prices of shares, convertible bonds, and warrant-linked bonds of Eximbank;</p> <p>16. Decide on the repurchase of shares of Eximbank against an approved plan;</p> <p>17. Propose a plan for distribution of profits and dividends to be paid; and decide on the time and procedures for paying dividends or settling business losses;</p> <p>18. Prepare relevant contents and documents to lay down to the General Meeting of Shareholders for decision and approval of matters within its authority, except for those</p>	<p><u>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;</u></p> <p>g) <u>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;</u></p> <p>h) <u>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</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>within the tasks and powers of the Board of Supervisors;</p> <p>19. Approve the working programs and plans of the Board of Directors; programs, contents and documents that serve general meetings of shareholders; convene the General Meeting of Shareholders or collect written opinions of shareholders in order to ratify resolutions or decisions of the General Meeting of Shareholders;</p> <p>20. Organize, examine and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and Board of Directors;</p> <p>21. Promptly notify the State Bank of information adversely affecting the membership status of members of the Board of Directors or Board of Supervisors or General Manager;</p> <p>22. Decide on the organization structure and operational regulations of divisions and equivalent units at the headquarter, branches, and representative office; decide on and carry out issues under the rights,</p>	<p><u>conduct, whistleblowing/ anti-corruption policy and related-party transaction regulations.</u></p> <p>5. <u>Human resources</u></p> <p>a) <u>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.</u></p> <p>b) <u>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.</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>obligations and responsibilities of the owner or capital contributing members at the subsidiary (including its charter and organization structure) and associate companies of Eximbank;</p> <p>23. Decide on plans for private placement of bonds, except plans for issuing convertible bonds and warrant-linked bonds which are within the authority of the General Meeting of Shareholders;</p> <p>24. Decide on Eximbank's mid-term growth strategies and plans;</p> <p>25. Ratify the plan for restructuring in association with bad debt settlement of Eximbank as required by the State Bank;</p> <p>26. Decide on the registration for protection of Eximbank's trademark(s);</p> <p>27. Others in accordance with law, the Charter and other regulations of Eximbank.</p>	<p><u>and Eximbank's internal regulations. Board of Directors shall conduct annual performance evaluations of these positions based on strategic objectives, operational effectiveness, overall performance, and compliance with the Bank's risk appetite.</u></p> <p>c) <u>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.</u></p> <p>d) <u>Board of Directors shall approve the appointment of, and supervise the</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>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.</u></p> <p>6. Remuneration, compensation policy and corporate culture</p> <p>a) <u>Hội đồng quản trị, theo đề nghị của Ủy ban Nhân sự, Đề cử và Lương thưởng phê duyệt và giám sát khung thù lao tổng thể của Eximbank, đảm bảo phù hợp với nguyên tắc quản lý rủi ro thân trọng và mục tiêu dài hạn.</u></p> <p>b) <u>Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall approve and supervise</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>Eximbank's overall remuneration framework, ensuring alignment with prudent risk management principles and long-term objectives.</u></p> <p>c) <u>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 shall review the remuneration regime for leaders and employees, ensuring consistency with Eximbank's values, risk culture, and applicable laws.</u></p> <p>d) <u>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</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>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.</u></p> <p>e) <u>Board of Directors is responsible for promoting a corporate culture based on</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>ethics and prudent risk management through senior leadership example-setting and the establishment and enforcement of core values and codes of conduct.</u></p> <p>f) <u>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.</u></p> <p>g) <u>Board of Directors shall ensure the existence of an effective mechanism for employees to raise concerns and shall require timely handling of ethical violations.</u></p> <p>7. <u>Other Authorities and mandates</u></p> <p>a) <u>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).</u></p> <p>b) <u>Decide on the establishment of branches.</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>representative offices, and non-business units of Eximbank.</u></p> <p>c) <u>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.</u></p> <p>d) <u>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.</u></p> <p>e) <u>Decide on credit extensions as provided</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>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.</u></p> <p>f) <u>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.</u></p> <p>g) <u>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</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>Board, or major shareholders of Eximbank; (iii) Eximbank's subsidiaries or affiliates.</u></p> <p>h) <u>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.</u></p> <p>i) <u>Inspect, supervise, and direct the Chief Executive Officer in performing assigned duties; conduct annual evaluations of the Chief Executive Officer's performance.</u></p> <p>j) <u>Decide on the offering of new shares within the number of shares permitted for issuance.</u></p> <p>k) <u>Decide on the offering price of shares, convertible bonds, and bonds with warrants issued by Eximbank.</u></p> <p>l) <u>Decide on the repurchase of Eximbank's shares in accordance with an approved plan.</u></p> <p>m) <u>Recommend the profit distribution plan and dividend levels; determine the timing</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>and procedures for dividend payments or the handling of accumulated losses during business operations.</u></p> <p>n) <u>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.</u></p> <p>o) <u>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.</u></p> <p>p) <u>Organize, inspect, and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and of the Board of Directors.</u></p> <p>q) <u>Promptly notify the State Bank of Vietnam</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><i><u>of information that negatively affects the eligibility of any Board Member, member of the Supervisory Board, or the Chief Executive Officer.</u></i></p> <p>r) <i><u>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.</u></i></p> <p>s) <i><u>Approve restructuring plans associated with non-performing loan resolution of Eximbank as required by the State Bank of Vietnam.</u></i></p> <p>t) <i><u>Decide on trademark registration for Eximbank.</u></i></p> <p>a) <i><u>Exercise other duties and powers in accordance with the law, this Charter, or resolutions and decisions of the General Meeting of Shareholders</u></i></p>	
22	Article 53. Tasks and powers of the Chairman of the Board of Directors (Board Chairman)	Article 54. Authorities and mandates of the Board Chair 1. <i><u>The Board Chair is elected, dismissed, or</u></i>	- Adjusted and added rights and responsibilities of the Board Chairman in conformity with



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>1. Formulate working programs and plans of the Board of Directors;</p> <p>2. Direct the preparation of agenda, contents and materials for meetings of the Board of Directors; and decide on the collection of written opinions to ratify resolutions and decisions of the Board of Directors;</p> <p>...</p>	<p><u>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.</u></p> <p><u>2. Authorities and mandates of Board Chair include:</u></p> <p>a) <u>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;</u></p> <p>b) Develop agendas and operational plans of the Board of Directors;</p> <p>c) Direct the preparation of agenda, contents, and documents for meetings of the Board of Directors; <u>convene, preside over, and chair meetings of the Board of Directors;</u> decide on written consultation to adopt resolutions and decisions of the Board of Directors;</p>	<p>the new management strategy and existing law.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	8. Assign specific tasks to each member of the Board of Directors; ... 11. On an annual basis, assess the work performance of each member and committees of the Board of Directors, and report the assessment results to the General Meeting of Shareholders;	... i) Assign specific duties <u>related to the responsibilities and authorities</u> of the Board of Directors to each member of the Board of Directors <u>in accordance with their experience, ensuring independence and appropriateness in the allocation of duties</u> ; ... l) Annually evaluate the performance of each member of the Board of Directors and the Committees of the Board of Directors; <u>aggregate results (if any)</u> and report to the General Meeting of Shareholders based on independent third-party evaluation; (Supplemented)) <u>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;</u> <u>n) Coordinate the activities of the Board of Directors; facilitate and encourage open and constructive exchange and debate among members of</u>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>the Board of Directors; ensure full participation and substantive contributions from all members.;</u></p> <p><u>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;</u></p> <p>...</p>	
23	Article 54. Tasks and powers of members of the Board of Directors (Board members)	Article 55. Authorities and mandates of Board Members (Supplemented) <u>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;</u> <u>15. In cases of dissenting or abstention votes, members must state the reasons and clarify related matters; and</u>	- Adjusted and added rights and responsibilities of the Board members in conformity with the new management strategy, enhancing the capacity and responsibilities of Board members in accordance with prevailing law.



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
24	<p>Article 55. Meetings of the Board of Directors</p> <p>1. Regulation on and forms of meeting:</p> <p>d) Board meetings may be held in form of discussions among all or several members of the Board of Directors who are in different locations. The execution follows Eximbank's Regulations on the organization and operations of the Board of Directors.</p>	<p>Article 56. Meetings of Board of Directors</p> <p>1. Regulations on meetings and meeting formats:</p> <p>d) Meetings of the Board of Directors may be held <u>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</u> shall be implemented in accordance with the Regulations on the Organization and Operation of the Board of Directors of Eximbank. <u>The following matters must be discussed and approved at meetings of the Board of Directors:</u></p> <p>(i) <u>Strategic direction and business planning</u></p> <ul style="list-style-type: none">• <u>Strategy, strategic objectives, and annual business and financial plans;</u>• <u>Implementation and adjustment of the above contents when necessary.</u> <p>(ii) <u>Risk management</u></p> <ul style="list-style-type: none">• <u>Risk appetite and risk</u>	<p>- Added specific provisions on the issues and matters to be discussed and passed in BoD meetings to improve BoD's performance with respect to material issues in Eximbank's operations.</p> <p>- For the sake of harmony in management and administration, it is added that the CEO shall be automatically invited to all BoD meetings, unless otherwise notified by the Board Chairman or the person convening the meeting.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>management policies.</u></p> <p>(iii) <u>Financial oversight</u></p> <ul style="list-style-type: none">• <u>Quarterly, semi-annual, and annual financial statements;</u>• <u>Annual report;</u>• <u>Selection of the independent auditing firm for non-financial audit matters.</u> <p>(iv) <u>Governance framework and information disclosure</u></p> <ul style="list-style-type: none">• <u>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;</u>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<ul style="list-style-type: none">• <u>Information disclosure matters relating to duties and composition of Board of Directors and committees/panels under the Board of Directors.</u>(v) <u>Human resources</u><ul style="list-style-type: none">• <u>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, and other Executive Officers of Eximbank;</u>• <u>Selection, appointment, and when necessary dismissal of the Chief Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial</u>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>Officer, and head of the compliance unit in accordance with this Charter and Eximbank's internal regulations;</u></p> <ul style="list-style-type: none">• <u>Performance evaluation results of positions under the appointment and dismissal authority of the Board of Directors;</u>• <u>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.</u> <p>(vi) <u>Remuneration, salary and bonus policies and corporate culture</u></p> <ul style="list-style-type: none">• <u>Eximbank's overall remuneration framework;</u>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>7. The Chairman of the Board of Directors shall decide and invite other non-members to attend meetings of the Board of Directors. These persons may speak at the meetings if so invited by the chairman and shall strictly obey with the regulations on meetings of the Board of Directors.</p>	<ul style="list-style-type: none">• <u>Salaries, bonuses, and other benefits for the Chief Executive Officer, Deputy Chief Executive Officers, and other Executive Officers of Eximbank;</u>• <u>Remuneration _____ and salary-bonus regime for leaders and employees;</u>• <u>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;</u>• <u>Corporate culture.</u>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p>(vii) <u>Other matters</u></p> <ul style="list-style-type: none">• <u>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;</u>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<ul style="list-style-type: none">• <u>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;</u>• <u>Policies and regulations relating to newly arising matters in the Bank's operations;</u>• <u>Other matters deemed necessary by the Board Chair.</u> <p>7. The Chair of Board of Directors <u>or the person convening the meeting</u> may decide to invite non Board members to attend Board of Directors meetings. <u>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.</u> Invitees may speak at the meeting if invited by the Chair <u>but shall not vote</u> and must strictly comply with Board meeting regulations <u>and the direction of the chair.</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
25	<p>Article 59. Decisions ratified at meetings of the Board of Directors</p> <p>2. Those Board members having related interests in any issues laid down to the Board of Directors for decision shall not be allowed to cast votes on such issues nor be counted to the required quorum of the meeting and shall not authorize/receive authorization from other Board members to cast votes thereon. If there is any doubt about interests or voting rights of any members of the Board of Directors but such members do not voluntarily agree to waive such right, the doubt shall be then reported to the meeting chairman whose decision shall be final and binding unless the nature or level of interests of the concerned Board members is yet to be known.</p>	<p>Article 60. Resolutions adopted at Board of Directors meetings</p> <p>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 <u>another person</u> to vote on his/her behalf <u>or</u> receive authorization from another Board member to vote on that matter. <u>However, the conflicted member shall still be counted when determining the quorum for the validity of the meeting.</u></p> <p><u>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</u></p>	<p>- Adjusted to clarify the provision on determining conflicts over interests in conducting BoD meetings, making sure of the objectivity and transparency of the BoD in passing decisions.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><i><u>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.</u></i></p>	
26	<p>Article 60. Collection of written opinions of members of the Board of Directors</p> <p>1. The Chairman of the Board of Directors shall decide on the collection of members' opinions in writing.</p>	<p>Article 61. Collection of written opinions from Board Members</p> <p>1. The Board Chair shall decide on the collection of written opinions from Board members <u>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.</u></p>	<p>- Added cases of collecting written opinions from Board members to ensure consistent application and effectiveness of BoD's operations.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
27	<p>Article 61. Remuneration and other benefits of members of Board of Directors</p> <p>3. Board members shall be entitled to DO insurance purchased by Eximbank, which shall not cover their responsibilities in violations of law and the Charter.</p> <p>4. Remunerations of Board members shall be presented as a separate part of the yearly financial statements of Eximbank, and reported to the General Meeting of Shareholders in its annual meetings.</p>	<p>Article 62. Remuneration and other benefits of Board Members</p> <p><u>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.</u></p> <p>...</p> <p>4. Board Members may be provided liability insurance by Eximbank <u>after obtaining approval from the General Meeting of Shareholders</u>; such insurance does not cover liabilities related to violations of the law or the Charter committed by Board Members.</p> <p>5. The remuneration, bonuses, and other benefits of each Board Member, along with reasonable expenses paid by Eximbank on their behalf, <u>shall be recorded in accordance with corporate income tax regulations</u>, presented as a separate item in Eximbank's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.</p>	<p>- Added the mechanism and principles of assessing the performance of the BoD (including the Chairman, members, and belonging committees) via an independent third party (if any) for the sake of objectivity and transparency and for the Board Chairman to have ground to consider, evaluate and report to the General meeting of shareholders according to regulations.</p> <p>- Adjusted to clarify the provisions on remunerations and benefits of Board members according to Decree 155/2020/NĐ-CP and applicable law.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
28	<p>Article 71. Tasks and powers of the General Manager</p> <ol style="list-style-type: none"> 1. Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and Board of Directors; 2. Make decisions on all matters within his/her authority related to daily operations of Eximbank; business activities and otherwise which are not within the authority of the General Meeting of Shareholders, Board of Directors and Board of Supervisors in conformity with Eximbank regulations; 3. Establish and maintain effective operation of the internal control system; 4. Prepare and submit to the Board of Directors or report to the General Meeting of Shareholders for approval of financial statements; and be responsible for the accuracy and truthfulness of the financial statements, statistical reports, final settlement figures and other financial information; 5. Issue, within his/her authority, internal 	<p>Article 72. Authorities and mandates of the Chief Executive Officer</p> <ol style="list-style-type: none"> 1. Implementation of <u>strategy and business operations:</u> <ol style="list-style-type: none"> a) <u>Propose the annual business plan and annual financial plan (including the operating budget) for submission to the Board of Directors for review and decision.</u> b) Decide on matters within the delegated authority relating to Eximbank’s daily business operations and <u>matters consistent with the business plan and financial plan approved by the Board of Directors;</u> 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 	<p>- Rights and duties of General Manager are allocated to respective area groups, including:</p> <ol style="list-style-type: none"> (1) Strategic orientations and business plans; (2) Financial statements; (3) Governance; (4) Internal control system; (5) Others. <p>Corresponding to applicable law and management strategy of Eximbank.</p>



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>regulations and rules; and operational processes and procedures to run the systems of business administration and management information;</p> <p>6. Report to the Board of Directors, Board of Supervisors, General Meeting of Shareholders, and competent state authorities about the business operations and performance of Eximbank;</p> <p>7. Decide on the adoption of measures beyond his/her competence in case of natural disasters, destruction, fire, or breakdown and assume liability for such decision, and promptly make report to the Board of Directors;</p> <p>8. Recommend and propose the organization structure of Eximbank to the Board of Directors or General Meeting of Shareholders for approval within their authority;</p> <p>9. Request the Board of Directors for irregular meeting;</p> <p>10. Appoint, dismiss, or discharge such positions of executives and managers of Eximbank, except for those within the</p>	<p>business performance.</p> <p>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;</p> <p>3. <u>Governance</u></p> <p>a) <u>Recommend proposals on Eximbank's management and organizational structure to Board of Directors or the General Meeting of Shareholders for decision within its authority;</u></p> <p>b) <u>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;</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	<p>decision-making authority of the General Meeting of Shareholders and Board of Directors;</p> <p>11. Execute contracts and other transactions on Eximbank's behalf in correspondence with the Charter and internal regulations of Eximbank;</p> <p>12. Recommend plans for using profit or handling business loss of Eximbank;</p> <p>13. Recruit workers; and decide on their salaries, bonuses and other benefits under his/her competence;</p> <p>14. Establish councils/committees assisting the General Manager in line with law regulations and Eximbank's operations;</p> <p>15. Make recommendations and suggestions on the organization, management and operation of the Bank in order to improve its operating quality and performance to the Board of Directors or General Meeting of Shareholders for decision within their authority;</p> <p>16. Others according to law, the Charter,</p>	<p>c) <u>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;</u></p> <p>4. Internal control system Establish and maintain an effective internal control system;</p> <p>5. Other responsibilities</p> <p>a) Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and Board of Directors;</p> <p>b) Issue, within delegated authority, internal regulations and rules; operational processes and procedures for operating the executive management system and management information system;</p> <p>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;</p> <p>d) Request Board of Directors to convene an</p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
	internal regulations of Eximbank, resolutions and decisions of the General Meeting of Shareholders and Board of Directors, as well as agreements and labor contracts signed with Eximbank.	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) <i>Attend meetings of Board of Directors upon</i>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<p><u>request of the person authorized to convene such meetings to provide information on executive operations;</u></p> <p>k) <u>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</u></p> <p>l) <u>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</u></p>	



No.	Existing Charter	Proposed amendments and supplements in the Draft (underlined)	Explanation
		<i>Directors, and as stipulated in agreements and employment contracts with Eximbank.</i>	
29	Article 74. Capital and capital use	Article 75. Capital and capital use (Supplemented) 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.	Added the authority for deciding on the level of compensation for asset losses as per Decree 135/2025/NĐ-CP.

Other amendments and supplements are set out in detail in the Draft Charter of Eximbank./.



EXIMBANK

**Vietnam Export Import Commercial Joint Stock Bank
(Eximbank)**

INTERNAL GOVERNANCE REGULATIONS





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INTERNAL GOVERNANCE REGULATIONS
VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK

(Issued together with Decision No. ...)

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/supporting 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/ supporting 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 and non-executive Board Members; 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.

- 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 Personnel, 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.
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 ... month ... year
2. These regulations replace in full the Internal Governance Regulations of Vietnam Export-Import Commercial Joint Stock Bank issued under Decision No. ... of the Board of Directors of Eximbank dated ... month ... year ..., including all amendments and supplements thereto (if any).
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 



MATERIAL CHANGES IN THE DRAFT REGULATIONS ON INTERNAL MANAGEMENT (AS AMENDED, SUPPLEMENTED AND REPLACED) AS COMPARED TO THE CURRENT REGULATIONS ON INTERNAL MANAGEMENT

- Pursuant to the Regulations on internal management of Vietnam Export Import Commercial Joint Stock Bank issued together with Decision No. 151/2025/EIB/QĐ-HĐQT dated May 5, 2025;
- Pursuant to the Draft Regulations on internal management of Vietnam Export Import Commercial Joint Stock Bank,

No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
1		<p>Article 1. Scope of governance, subjects and principles of application</p> <p>1. Scope of governance</p> <p><i>d) The Board of Management, comprising such high-level management titles of the Bank as Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, Chief Human Resources Officer, Chief Information Technology Officer, and otherwise as decided by the Board of Directors from time to time (“Board of Management”);</i></p>	<p>Addition is made to clarify the terminology, ensuring consistency in the interpretation and application of the Regulation</p>
2	<p>Article 2. Basic principles of governance</p> <p>1. Compliance with relevant laws and the Charter;</p> <p>3. Fair treatment to shareholders, respect and assurance of shareholders’ legitimate interests;</p>	<p>Article 2. Basic principles of management</p> <p>1. Compliance with relevant laws and the Charter; <i>aiming towards employing advanced management principles and practices to ensure the integrity, transparency, safety and sustainability of Eximbank’s operations;</i></p> <p>3. Respect and assurance of legitimate rights and interests of <i>customers, employees</i>, shareholders <i>and other stakeholders in accordance with public</i></p>	<p>The addition is to get closer to and gradually apply advanced management principles and practices as per international recommendations (OECD, Basel and ESG standards).</p> <p>To place greater emphasis on the interests of stakeholders,</p>



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<i>interest and sustainable development goals.</i>	rather than solely those of shareholders.
3		<p>Article 4. Legal representative</p> <p><i>4. Responsibilities of the legal representative:</i></p> <p><i>d) Timely, sufficiently and accurately inform Eximbank of the companies or economic entities of which he/she or his/her related persons is an owner, shareholder, or capital contributor, in accordance with the Charter and applicable laws.</i></p>	To further specify the provisions, enhance transparency, and control conflicts of interest.
4	CHAPTER III BOARD OF DIRECTORS	CHAPTER III. BOARD OF DIRECTORS	
5		<p><u>Article 16. Tenure, composition, criteria and requirements applicable to members of the Board of Directors</u></p> <p>1. <i>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</i></p>	To concretize the provisions with reference to Article 52 of the draft Charter. The adjustment aims to reach closer to and selectively apply best international practices in conformity with Vietnamese laws; from which to strengthen diversity in gender, ethnicity, and tenure, ensuring observance with regulatory standards and conditions while enhancing independence, integrity and professional ethics of Board members



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<p><u>Directors of the outgoing term shall continue to operate until the Board of Directors of the new term assumes office.</u></p> <p>2. <u>The structure of the Board of Directors is as follows:</u></p> <p>a) <u>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.</u></p> <p><u>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.</u></p> <p>b) <u>The Board of Directors consists of the Board Chair, independent Board</u></p>	



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<p><u>Members, and non-executive Board Members.</u></p> <p>c) <u>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.</u></p> <p>d) <u>The majority of Board members must have in-depth experience in banking or finance.</u></p> <p>3. <u>The standards and conditions for Board Members shall comply with the Charter, Eximbank's internal regulations, and applicable laws.</u></p>	
6	<p>Article 15. Standing for or nominating, voting members to the Board of Directors</p> <p>1. The term of office and number of members, standards and conditions of members of the Board of Directors shall comply with the Charter, Regulations on organization and</p>	<p>Article 17. Nomination, candidacy, and election of members of the Board of Directors</p> <p><u>1. Nomination and candidacy by shareholders or groups of shareholders</u></p> <p>a) Shareholders or groups of shareholders holding five percent (5%) or more of total ordinary</p>	



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
	<p>operation of the Board of Directors and relevant legal provisions.</p> <p>2. The incumbent Board of Directors shall decide and inform shareholders of the nomination and candidacy of members to the Board of Directors; clearly stating the structure and number of members to be nominated or stand for, criteria and requirements applicable to members of the Board of Directors, method of standing for, nominating or introducing candidates as members of the Board of Directors, and other related sequence and procedures.</p> <p>3. Shareholders or groups of shareholders holding 05% or more of the total number of common shares have the right to nominate candidates for the Board of Directors. The nomination method is implemented in accordance with the Charter, the Regulations on the organization and operation of the Board of Directors and relevant legal provisions. Where the candidates as members of the Board of Directors have been identified (obtaining consent from the State Bank of Vietnam), their information should be included in the materials of the meeting of the General Meeting of Shareholders and published in correspondence with law and the Charter.</p> <p>Information of the candidates to be published shall at least consist of the followings:</p> <p>(i) Full name and date of birth;</p> <p>(ii) Professional qualifications;</p>	<p>shares with voting rights are entitled to stand for or nominate persons to the Board of Directors, <u>with the maximum number respective to their shareholding ratio as prescribed by law and the Charter. Detailed as:</u></p> <p><u>(i) From 5% to less than 10%: 1 candidate;</u></p> <p><u>(ii) From 10% to less than 20%: up to 2 candidates;</u></p> <p><u>(iii) From 20% to less than 30%: up to 3 candidates;</u></p> <p><u>(iv) Over 30%: up to 4 candidates.</u></p> <p><u>b) Ordinary shareholders gathering into groups to nominate persons to the Board of Directors shall inform attendees of such gathering before the opening of general meetings of shareholders.</u></p> <p><u>c) Profiles of candidates nominated by shareholders or shareholder groups must be complete, in conformity with the criteria and requirements applicable to Board members set out in the Charter and internal regulations of the Bank, and delivered to the Board of Directors within the timeline and in the process defined by the Board of Directors.</u></p> <p><u>2. Responsibilities of the Board of Directors upon consultation of the Personnel, Nomination, Salaries and Bonuses Committee:</u></p> <p><u>a) Prepare, review, and update the succession planning for Board members;</u></p> <p><u>b) Identify the needs for composition, competence, experience, independence, and diversity</u></p>	<p>To adjust the voting rights ratio on the basis of reference to Article 51 of the Draft Charter, in compliance with applicable laws and aligned with advanced governance practices, thereby enhancing governance effectiveness.</p> <p>With their intensive competence and experience, the consultation of members of the Personnel, Nomination, Salaries and Bonuses Committee to the Board of Directors on the succession and management of high-level executives shall be of high quality. Thanks to which, the composition, criteria and process of nomination and</p>



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
	<p>(iii) — Working duration;</p> <p>(iv) — Other managerial titles (including those at other companies);</p> <p>(v) — Interests relating to Eximbank and its related parties;</p> <p>(vi) — Others (if any).</p> <p>4. — The election of members of the Board of Directors is carried out in the form of cumulative voting as prescribed in the Charter.</p> <p>5. — Eximbank shall disclose information about members of the Board of Directors in accordance with relevant legal regulations from time to time.</p>	<p><i><u>of the Board of Directors during each period, in alignment with the Bank's strategy, growth orientation, and management requirements;</u></i></p> <p><i><u>c) Formulate, review, and issue notices of the criteria and requirements applicable to members of the Board of Directors and its committees, in accordance with law and good management practices; and</u></i></p> <p><i><u>d) Prepare and submit to the General meeting of shareholders the staffing plan for the Board of Directors corresponding to law and the Charter.</u></i></p> <p><i><u>3. The evaluation of candidates, preparation of the list of candidates, and disclosure of information shall be carried out in accordance with the Charter.</u></i></p>	<p>selection are carried out in line with the growth strategy, law regulations and good management practices while improving transparency and governance effectiveness.</p>
7	<p>Article 16. Cases of dismissing, discharging, supplement or changing the Chairman or members of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall, if so desire, send a resignation letter to the Board of Directors and Board of Supervisors. Within sixty (60) days from the receipt thereof, the Board of Directors shall hold a meeting or obtain opinion of members of the Board of Directors in writing to consider, decide and carry out procedures for discharging the current Chairman and elect one among the other members of the Board of Directors to take the place according to law. The resignation shall not be effective until the Board of Directors ratifies the decision on discharging the Chairman.</p>	<p>Article 18. <u>Election</u>, dismissal, removal, supplementation, and replacement of Board Chairman and members</p> <p><i><u>3. Within fifteen (15) business days from the date when the Board Chairman loses his/her capacity as a Board member, the Personnel, Nomination, Salaries and Bonuses Committee shall propose and advise the Board of Directors on a new candidate who meets the criteria and requirements provided in the Charter to be elected as the Board Chairman. Following this, the Board of Directors shall convene a meeting and elect a new Board Chairman. This process shall be conducted based on the succession planning, the established procedures for election of Board members, and regulations of law and Eximbank.</u></i></p>	<p>Addition is made to clearly define tasks, ensuring effective interaction and transparent disclosure of duties of the Personnel, Nomination, Salaries and Bonuses Committee</p>



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<p>4. In need of resignation, the Board Chairman shall submit a letter of resignation to the Board of Directors and Board of Supervisors. <u>Within five (05) business days from such receipt, the Personnel, Nomination, Salaries and Bonuses Committee shall propose and advise the Board of Directors on a Board member who meets the criteria and requirements provided in the Charter to be elected as the Board Chairman. After that, the Board of Directors shall hold a meeting and elect the new Board Chairman within ten (10) days upon receipt of the resignation letter. This process shall be conducted based on the succession planning, the established procedures for nomination of Board Chairman, and regulations of law and Eximbank.</u> The resignation shall not take effect until a decision on discharging the Board Chairman as approved by the Board of Directors is in place.</p>	
8	<p>Article 17. Sequence and procedures for organizing meetings of the Board of Directors, organizing the collection of written opinions of Board of Directors.</p> <p>1. Sequence and procedures for organizing meetings of the Board of Directors, ratifying its resolutions and decisions, and preparing minutes of meetings of the Board of Directors shall follow provisions in the Charter and Regulations on the organization and operations of the Board of Directors.</p>	<p>Article 19. Sequence and procedures for organizing meetings of the Board of Directors and collecting written opinions from Board members</p> <p><u>1. The Board of Directors may hold regular meetings at least once every two (02) months or ad-hoc meetings as prescribed in the Charter. Meetings of the Board of Directors shall be convened by the Chairman or another member authorized by him/her.</u></p> <p><u>2. The Board of Directors shall specifically provide for emergency cases of meeting, deadline for announcement and form of invitation thereto accordingly.</u></p> <p><u>3. The Board Chairman or the person</u></p>	<p>To concretize the provision by reference to reference to Article 56 of the draft Charter. Increased frequency of Board meetings heightens the promptness in considering and deciding on material matters, strengthens oversight effectiveness and responsiveness to fluctuations in</p>



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<p><u>convening the meeting shall decide and invite the Board of Supervisors and other non-members to attend meetings of the Board of Directors. Among which, the General Manager shall be automatically invited to all meetings of the Board of Directors, unless otherwise notified by the Board Chairman or the person convening the meeting. Those invited to meetings of the Board of Directors may speak at the meetings if so invited by the meeting chairman, but shall not vote, and must strictly adhere to the regulations on meetings of the Board of Directors and instructions of the meeting chairman.</u></p> <p><u>4. The Board Chairman or the person convening the meeting shall send invitation at least three (03) business days prior to the meeting date or another shorter time in case of urgency. The meeting invitation shall specify the time and venue of the meeting, agenda, matters for discussion and decision. Relevant documents and materials to be used thereat and voting slips for the members should be enclosed with meeting invitations.</u></p> <p><u>5. A meeting of the Board of Directors shall be conducted when it is attended by three-fourths (3/4) or more of total members. In case a meeting convened for the first time does not meet the required quorum, it shall be re-convened within seven (7) days from the intended date of the first one. Such re-convened meeting shall be conducted if attended by more than half (1/2) of the Board members. Being unable to attend a meeting in person, Board members may authorize another member (upon compliance</u></p>	Eximbank's activities, thus improving management performance.



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<p><u>with clause 5 Article 55 of the Charter specifying cases not allowed for giving authorization to other members to attend meetings of the Board of Directors) to attend and vote as approved by a majority of Board members, or send votes in writing. In case the authorization is deemed valid, such Board members shall be considered as having attended the meeting on the voted issues in person so as to reach the required quorum for conducting the same and with respect to the ratification of respective issues or matters of discussion therein.</u></p> <p><u>6. Decisions of the Board of Directors shall be passed if approved by majority votes. In case of equality of votes, the option that is voted by the meeting chairman shall prevail. Those Board members having conflict of interest in any issues laid down to the Board of Directors for decision shall not be allowed to cast votes on such issues nor authorize/receive authorization from other Board members to cast votes thereon. However, such Board members shall still be counted to the required quorum of the meeting.</u></p> <p><u>7. Meetings of the Board of Directors meetings shall be minuted down, and may be recorded, noted and kept in other electronic forms, and shall have the main contents provided in the Charter. In the event the chairman or secretary refuses to sign the meeting minutes, the meeting minutes shall take effect if signed by all other attending Board members who agree to ratify the same and containing all the details required in the Charter. The meeting minutes shall</u></p>	



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<p><u>clearly state the refusal to sign by the chairman and secretary.</u></p> <p><u>8. Other matters relating to the sequence and procedures for convening meetings of the Board of Directors, ratification of resolutions and decisions of the Board of Directors, and preparation of minutes of meetings of the Board of Directors shall follow the provisions of the Charter and Regulations on the organization and operations of the Board of Directors.</u></p> <p><u>9. The sequence and procedures for collecting written opinions from Board members shall be carried out in accordance with the Charter and Regulations on the organization and operations of the Board of Directors.</u></p>	
9	<p>Article 18. Councils/committees under the Board of Directors</p> <p>1. The Board of Directors shall set up councils/committees for assistance in the performance of its tasks and powers; among which, Risk Governance Committee and HR Committee are obligatory.</p> <p>2. Roles, responsibilities, authority, term, number, standard, organization structure and operations of the councils/committees and each member; and the nomination, candidacy, election, discharge and dismissal of members of the councils/committees shall be defined by the Board of Directors in conformity with law, the Charter and other regulations of Eximbank.</p>	<p>Article 20. Committees and <u>boards</u> under the Board of Directors</p> <p>1. The Board of Directors shall set up committees/boards for assistance in the performance of its tasks and powers, which shall consist of:</p> <p><u>a) Audit and Risk Management Committee (“Risk Management Committee”);</u></p> <p><u>b) Personnel, Nomination, Salaries and Bonuses Committee (“Human Resources Committee”);</u></p> <p><u>c) Strategy and Technology Committee; and</u></p> <p><u>d) Corporate Culture and Human Resources Board.</u></p> <p><u>2. The committees/boards shall, at all times, have at least three (03) members, including the</u></p>	<p>Oversight by the Board of Directors is professionalized with delineated responsibilities through its committees/boards, thus strengthening intensive management particularly in human resources and risk management areas.</p>



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<i>president and other members respectively. Such president and members shall be appointed, discharged, dismissed and replaced by the Board of Directors. The number of members of the committees/boards shall be decided by the Board of Directors from time to time, as long as it should be an odd number.</i>	
10	CHAPTER V GENERAL DIRECTOR	CHAPTER V. GENERAL MANAGER	
11	Article 25. General Director	Article 27. General Manager <i>2. The General Manager shall be appointed by the Board of Directors. His/her tenure shall not be longer than five (05) years and he/she may be re-appointed for unlimited terms of office.</i>	To concretize the provision with reference to Article 71 of the draft Charter and law regulations for convenience in interpretation and application
12	CHAPTER VI SENIOR GOVERNANCE OVERSIGHT AND COORDINATION BETWEEN THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS AND GENERAL DIRECTOR	CHAPTER VI. SENIOR MANAGEMENT OVERSIGHT, AND COORDINATION BETWEEN THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS AND GENERAL MANAGER	
13	Article 27. Senior management oversight 1. The Board of Directors and General Director oversee the internal control, risk governance and internal capital adequacy assessment of Eximbank according to law.	Article 29. Senior management oversight 1. The Board of Directors and General Manager oversee the <i>financial integrity</i> , internal control, risk management, internal capital adequacy assessment, <i>strategic orientation, management framework, staff leadership and corporate culture</i> of Eximbank in accordance to law <i>with a view to adopting advanced practices.</i>	Core responsibility pillars of the Board of Directors are added with reference to advanced standards.
14	Article 29. Coordination between the Board of Directors and General Manager	Article 31. Coordination in operations between the Board of Directors and General	



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<p>Manager</p> <p><u>2. The General Manager shall be automatically invited to all meetings of the Board of Directors, unless otherwise notified by the Board Chairman or the person convening the meeting. Once invited, the General Manager is entitled to speak at meetings of the Board of Directors, but shall not vote, and must strictly adhere to the regulations on meetings of the Board of Directors and instructions of the meeting chairman.</u></p>	<p>This provision clarifies the mechanism for the General Manager to attend meetings of the Board of Directors, thereby enhancing information exchange and supporting the Board in its consideration and decision-making. Also, the absence of voting rights ensures clear distinction between administrative and executive functions, contributing to greater transparency and management effectiveness.</p>
15	<p>Article 30. Coordination between the Board of Directors and Board of Supervisors</p>	<p>Article 32. Coordination in operations between the Board of Directors and Board of Supervisors</p> <p><u>6. For matters related to operations of the Audit and Risk Management Committee and internal audit:</u></p> <p><u>a) The Board of Directors shall, through the Audit and Risk Management Committee, give opinions to proposals of the Board of Supervisors with respect to the regulations on organization and operations, plans and resources of internal audit;</u></p> <p><u>b) Internal audit performs the internal audit works as per the approved annual plans; reports the audit results, including at least the findings, proposed remedies and correction plans, to the</u></p>	<p>Addition is made to reinforce the role of the Committee in assisting the Board of Directors to perform its role of financial and risk supervision, from which to enhance the oversight effectiveness key areas and provide the rationale to evaluate the performance of relevant units.</p>



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
		<i>Board of Supervisors and also to the Audit and Risk Management Committee for their information. The Board of Supervisors shall invite the Audit and Risk Management Committee to meetings where Internal audit reports issues concerning (including without limitation) material audits, consolidation of audit findings and correction thereof as at the year end. The Board of Supervisors and Audit and Risk Management Committee may exchange and discuss their own assessment of the issues to be remedied by the General Manager and other executives, and request the General Manager and other executives to make such remedies.</i>	
16	CHAPTER VII PREVENTION OF CONFLICTS OVER INTERESTS AND TRANSACTIONS WITH PARTIES WITH RELATED INTERESTS	CHAPTER VII. PREVENTION OF CONFLICTS OVER INTERESTS AND TRANSACTIONS WITH PARTIES WITH RELATED INTERESTS	
17	<p>Article 32. Responsibility of being honest and avoidance of interest conflicts</p> <p>1. Members of the Board of Directors and Board of Supervisors, General Director, Deputy General Directors and other managers of Eximbank shall disclose their related interests to Eximbank in correspondence with the Charter and relevant laws.</p> <p>2. Members of the Board of Directors and Board of Supervisors, General Director, Deputy General Directors, other managers and their related persons shall not use information obtained by virtue of their positions for self-seeking</p>	<p>Article 34. Responsibility of being honest and avoidance of interest conflicts</p> <p>1. Members of the Board of Directors and Board of Supervisors, General Manager, Deputy General Managers and other <i>executives</i> of Eximbank shall disclose their related interests to Eximbank in correspondence with the Charter and relevant laws.</p> <p>2. Members of the Board of Directors and Board of Supervisors, General Manager, Deputy General Managers, other managers <i>and executives</i>, and their related persons shall not use information obtained by virtue of their positions <i>and internal information</i> for self-seeking purposes or for benefits of other</p>	To expand the subjects of application to strengthen the mechanism of information



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
	<p>purposes or for benefits of other institutions or individuals.</p> <p>3. Members of the Board of Directors and Board of Supervisors, General Director and other managers shall inform the Board of Directors and Board of Supervisors in writing of the transactions between Eximbank, its subsidiary or companies in which Eximbank controls fifty percent (50%) or more of the charter capital and the members themselves or their related persons in accordance with law. For those such transactions which have been approved by the General Meeting of Shareholders or Board of Directors, Eximbank shall publicly announce the respective resolutions or decisions as per the securities law on information disclosure.</p> <p>4. Members of the Board of Directors have no right to vote for transactions of their own or their related persons' interests in accordance with the Charter and relevant laws.</p> <p>5. Members of the Board of Directors and Board of Supervisors, General Director, Deputy General Directors, other managers and their related persons shall not use Eximbank's information not allowed to be published or disclosed to other persons to perform relevant transactions.</p>	<p>institutions or individuals, <i>nor use or disclose to others information not yet published of Eximbank to carry out related transactions.</i></p> <p>3. Members of the Board of Directors and Board of Supervisors, General Manager <i>and other executives</i> shall inform the Board of Directors and Board of Supervisors in writing of the transactions between (a) Eximbank, its subsidiary or companies in which Eximbank controls fifty percent (50%) or more of the charter capital and the members themselves or their related persons, <i>(b) Eximbank and the company of which the related person of the above-mentioned persons is a member of the Board of Directors, General Manager or major shareholder, and (c) Eximbank and the company of which the above-mentioned persons are founding members or managers in the latest three (3) years prior to the time of transaction.</i> in accordance with law. For those such transactions which have been approved by the General meeting of shareholders or Board of Directors, Eximbank shall publicly announce the respective resolutions or decisions as per the securities law on information disclosure.</p>	<p>security and confidentiality and mitigate potential risks</p>
18	CHAPTER VIII. EVALUATION OF ACTIVITIES, REWARDS AND DISCIPLINARY MEASURES APPLICABLE TO MEMBERS OF THE BOARD OF	CHAPTER VIII. EVALUATION OF ACTIVITIES, REWARDS AND DISCIPLINARY MEASURES APPLICABLE TO MEMBERS OF THE BOARD OF DIRECTORS AND BOARD	



No.	Current Regulations on internal management (Decision No. 151/2025/EIB/QĐ-HĐQT)	Proposed amendments, supplements and replacements	Note
	DIRECTORS AND BOARD OF SUPERVISORS, AND EXECUTIVES	OF SUPERVISORS, AND EXECUTIVES	
19	<p>Article 34. Evaluating activities of members of the Board of Directors, Board of Supervisors, General Director, and other executives</p> <p>1. The Board of Directors shall evaluate activities of its members and the General Director.</p> <p>3. The implementation of performance assessment of Board of Directors, Board of Supervisors, General Director and other Executives is carried out according to internal regulations from time to time.</p>	<p>Article 36. Evaluating activities of members of the Board of Directors and Board of Supervisors, <u>members of committees</u>, General Manager and other executives</p> <p>1. The Board of Directors shall evaluate activities of members of the Board of Directors <u>and its committees/boards</u>, and the General Manager.</p> <p><u>2. An independent third party shall evaluate activities of the Board of Directors and its committees/board and each respective member on annual basis (as deemed necessary).</u></p> <p>4. The evaluation of activities of members of the Board of Directors and Board of Supervisors, General Manager, <u>Board of Management</u> and other executives shall be implemented in accordance with Eximbank regulations from time to time.</p>	To add the provision on evaluation by an independent third party with reference to the ECB's draft Guide on Governance and Risk Culture - July 2024
20	Other amendments and supplements are detailed in the draft Regulations on internal management.		



**Vietnam Export Import Commercial Joint Stock Bank
(Eximbank)**

TERMS OF REFERENCE OF THE BOARD OF DIRECTORS





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TERMS OF REFERENCE OF THE BOARD OF DIRECTORS

(Issued together with ...)

CHAPTER I GENERAL PROVISIONS

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.
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 ... month ... year ... after being approved by the General Meeting of Shareholders and issued by the Board of Directors.
2. These Terms of reference replace in full the previous Terms of reference on the organization and operation of the Board of Directors of Vietnam Export-Import Commercial Joint Stock Bank issued under the Decision of the Board of Directors of Eximbank dated ... month ... year ..., including all amendments and supplements thereto (if any).
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 



MATERIAL CHANGES IN THE DRAFT REGULATIONS ON THE ORGANIZATION AND OPERATIONS OF THE BOARD OF DIRECTORS (AS AMENDED, SUPPLEMENTED AND REPLACED) AS COMPARED TO THE CURRENT REGULATIONS ON THE ORGANIZATION AND OPERATIONS OF THE BOARD OF DIRECTORS

- Based on the Regulations on the organization and operations of the Board of Directors issued together with Decision No. 152/2025/EIB/QĐ-HDQT dated May 5, 2025;
- Based on the Draft Regulations on the organization and operations of the Board of Directors,

No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
1		<p><u>Article 5: Roles and responsibilities of independent Board members</u></p> <ol style="list-style-type: none"> 1. <u>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.</u> 2. <u>Offer objective opinions that help enhance the independence and effectiveness of the Board of Directors.</u> 3. <u>Maintain integrity in thought and action, and uphold independence in judgment.</u> 4. <u>Strengthen the oversight of the operational processes of the Board of Directors.</u> 5. <u>Work collaboratively with other Board Members who have diverse knowledge, experience, gender, ethnicity, tenure, and professional skill sets</u> 	<p>Roles and responsibilities of independent Board members are added to offer an independent viewpoint and engage in the work of the Board of Directors independently.</p>



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
2	<p>Article 6. Chairman of the Board of Directors</p> <p>1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members. All members of the Board have the right to participate in the election, dismissal, and removal of the Chairman without being excluded from voting. The Chairman must permanently reside in Vietnam throughout the term</p>	<p>Article 7. Chairman of the Board of Directors</p> <p>1. The Board Chairman is elected, dismissed, and removed by the Board of Directors from among the Board members <u><i>elected by</i></u> the General Meeting of Shareholders. All the Board members have the right to participate in the election, dismissal, and removal of the Board Chairman. The Board Chairman shall <u><i>reside</i></u> in Viet Nam throughout the term of office.</p> <p>4. <u><i>In need of resignation, the Board Chairman shall submit a letter of resignation to the Board of Directors and Board of Supervisors. Within five (05) business days from such receipt, the Personnel, Nomination, Salaries and Bonuses Committee shall propose and advise the Board of Directors on a Board member who meets the criteria and requirements provided in the Charter to be elected as the Board Chairman. After that, the Board of Directors shall hold a meeting and elect the new Board Chairman within ten (10) days upon receipt of the resignation letter. This process shall be conducted based on the succession planning, the established procedures for nomination of Board Chairman, and regulations of law and Eximbank. The resignation shall not take effect until a decision on discharging the Board Chairman as approved by the Board of Directors is in place.</i></u></p>	<p>There is no law requiring that the Board Chairman of a listed commercial bank shall reside in Viet Nam. The adjustment of “shall reside in Viet Nam” may include either permanent or temporary residence.</p> <p>Added to conform to Article 7.4 Appendix III of Circular 116/2020/TT-BTC dated 31/12/2020</p>



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
	4. In the event that the Chairman is absent or unable to perform their duties, they must authorize in writing another member of the Board to perform the rights and obligations of the Chairman in accordance with the principles set out in the Charter.	5. <u>The Board Chairman shall give written authorization to another Board member to execute his/her rights and obligations during his/her absence or inability to perform duties. In lack of an authorized person or if the Board Chairman is dead, missing, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty, making getaway, has limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors, or is banned by the court from holding certain positions, practicing a profession or doing certain works, the other members shall elect one among them to act as the Board Chairman based on the absolute majority principle until a new decision of the Board of Directors is in place.</u>	Addition is made to conform to Article 54.2(k) of the draft Charter and Article 7.4, Appendix III of Circular 116/2020/TT-BTC dated 31/12/2020
3	Article 7. Dismissal, Removal, Replacement and Supplementation of Members of the Board of Directors	Article 8. Dismissal, removal, replacement and additional election of Board members 4. <u>The Board of Directors shall convene the General Meeting of Shareholders to elect additional Board members in the following cases:</u> a) <u>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;</u>	Addition is made to conform to Article 8.4 Appendix III of Circular 116/2020/TT-BTC dated 31/12/2020



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p>b) <u>The number of independent Board members falls below the minimum required under the Charter and relevant Laws;</u></p> <p>c) <u>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.</u></p> <p>5. <u>Persons 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.</u></p>	
4	Article 8. Methods and Procedures for Election, Appointment, and Dismissal of Members of the Board of Directors	Article 9: Procedures for election, dismissal, <u>removal, replacement and additional election of the Board Chair and Board members</u> <p>2. <u>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</u></p>	To clarify the regulation based on the reference in Article 51 of the Draft Charter, and to ensure the succession plan, the Board of Directors carry out tasks related to reviewing the qualifications, dossiers of candidates, and other related procedures.



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p><u>shareholders or groups of shareholders to self-nominate or nominate candidates in accordance with the law and the Charter.</u></p> <p>6. <u>The election, dismissal, and removal of Board members shall be decided by the General Meeting of Shareholders based on the voting principle..</u></p>	Addition is made to conform to Article 9.4, Appendix III of Circular 116/2020/TT-BTC dated 31/12/2020
	CHAPTER III: BOARD OF DIRECTORS		
		<u>Section 1. Organizational structure and supporting bodies of the Board of Directors</u>	Added the provision on organizational structure and supporting bodies of the Board of Directors based on the draft Charter and this Regulation
5		<u>Article 11: Structure and supporting bodies of the Board of Directors</u> 1. <u>Structure of the Board of Directors: The Board of Directors of Eximbank shall be organized according to the following structure:</u> a) <u>Board Chairman;</u> b) <u>Independent Board member; and</u> c) <u>Non-executive Board member</u> 2. <u>The supporting bodies for the Board comprise:</u> a) <u>Office of the Board;</u>	



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p>b) <u>Committees and panels under the Board;</u> c) <u>Company Secretary (or Bank Secretary) (if any); and</u> d) <u>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</u></p>	
6		<p><u>Article 12: Office of the Board of Directors</u> 1. <u>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.</u> 2. <u>The Chief of the Office of the Board of Directors is the head who manages and administers the Office of the Board of Directors</u></p>	Moved the provision on Office of the Board of Directors from Chapter VI – Other provisions to the part on organizational structure and supporting bodies of the BoD for the sake of suitability.
7		<p><u>Article 13: Committees under the Board of Directors</u> 1. <u>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 Regulations on the organization and</u></p>	Moved the provision on committees under the BoD from Article 2.4 hereof and revised in consistency with Article 52.7 of the draft Charter.



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p><u>operations, and the Law, including but not limited to the following committees, pane:</u></p> <ul style="list-style-type: none">a) <u>Personnel, Nomination and Remuneration Committee (“Human Resources Committee”);</u>b) <u>Audit and Risk Committee (“Risk Management Committee”);</u>c) <u>Strategy and Technology Committee; and</u>d) <u>People and Culture Advisory Panel.</u> <p>2. <u>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.</u></p>	
8		<u>Section 2. Functions, mandate and authority of the Board</u>	
9	Article 13. Reports of the Board of Directors at the General Meeting of Shareholders	Article 17: Reports of the Board of Directors at the General Meeting of Shareholders 2. <u>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.</u> 3. <u>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.</u>	Addition is made to conform to Articles 18.2 and 18.3, Appendix III of Circular 116/2020/TT-BTC dated 31/12/2020



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p><u>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.</u></p>	
10	<p>Article 14. Regulations on Regular Meetings of the Board of Director</p> <p>1. The Board of Directors (BoD) meetings are convened by the Chairman or a BoD member authorized by the Chairman. The BoD meets at least once every quarter</p>	<p>Article 17: Regulations on regular meetings of the Board of Directors</p> <p>1. Meetings of the Board of Directors shall be convened by the Chairman or another member authorized by him/her. The Board of Directors shall hold regular meetings <u>at least once every two (02) months.</u></p> <p>3. <u>Meetings of the Board of Directors may be conducted in the following forms:</u></p> <p>a) <u>In person;</u></p> <p>b) <u>Online meeting (by telephone (teleconference), video (video conference), or other electronic means); or</u></p> <p>c) <u>A combination of two or more of the forms listed above.</u></p> <p><u>In the case of in-person meetings, the Board of Directors may meet at Eximbank’s head office <u>or at any other location.</u></u></p> <p>5. <u>A Board Members shall be deemed to attend and vote at the meeting in the following cases:</u></p> <p>a) <u>Attending and voting directly at the meeting;</u></p>	<p>Revised the provision on the minimum number of meetings of the BoD</p> <p>Added the provision on 3 forms of meetings to fit with actual operations</p> <p>Addition is made to conform to Article 55.2 of the draft Charter and Article 16.9 Appendix III of Circular</p>



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p>b) <u>Authorizing another person to attend and vote in accordance with the Charter;</u></p> <p>c) <u>Attending and voting via online conference, electronic voting or other methods as provided for in Eximbank's internal regulations;</u></p> <p>d) <u>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.</u></p>	116/2020/TT-BTC dated 31/12/2020
11	Article 16: Notice and preparation of the Board of Directors meeting agenda	Article 20: Notice and preparation of the Board of Directors meeting agenda 3. <u>The Board Chairman or the person convening the meeting shall decide and invite the Board of Supervisors and other non-members to attend meetings of the Board of Directors. Among which, the General Manager shall be automatically invited to all meetings of the Board of Directors, unless otherwise notified by the Board Chairman or the person convening the meeting. Those invited to meetings of the Board of Directors may speak at the meetings if so invited by the meeting chairman, but shall not vote, and must strictly adhere to the regulations on meetings of the Board of Directors and instructions of the meeting chairman.</u>	Added to stay consistent with Article 56.7 of the draft Charter.



No.	Current Regulations (Decision No. 152/2025/EIB/QD-HĐ)	Proposed amendments, supplements and replacements	Note
12	<p>Article 17. Approval of Resolutions and Decisions of the Board of Directors at Meetings</p> <p>2. BoD members (including those authorized by BoD members) are not allowed to vote and are not counted in the number of members to determine the conditions for holding a meeting, and are also not allowed to receive authorization from other members of the Board of Directors to participate in voting on that issue in the following cases:</p> <p>a) The voting content involves a conflict of interest with that member; or</p> <p>b) The BoD member has related interests with parties in the contract or transaction.</p>	<p>Article 21: Adoption of resolutions and decisions of the Board of Directors at meetings</p> <p>2. <u>Those Board members having conflict of interest in any issues laid down to the Board of Directors for decision according to the Charter and law shall not be allowed to cast votes on such issues nor authorize/receive authorization from other Board members to cast votes thereon. However, such Board members shall still be counted to the required quorum of the meeting.</u></p> <p>3. <u>Prior to voting, if a Board member believes that, to the best of his/her knowledge, he/she has direct or indirect interest in a contract or agreement proposed to be executed or already executed with Eximbank, or has another interest conflicting with the matter to be voted on at a meeting of the Board of Directors, he/she must disclose the nature of his/her 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.</u></p> <p><u>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</u></p>	Adjusted to correspond to Article 60 of the draft Charter.



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p><u>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..</u></p>	
13	Article 18. Procedures for Collecting Written Opinions from the Board of Directors Members	Article 22: Collection of written opinions from Board Members <ol style="list-style-type: none">1. <u>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.</u>3. <u>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.</u>4. <u>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</u>	<p>Re-ordered to demonstrate the sequence from preparing the opinion polls to sending them out and gathering opinions of the Board members for easy tracking.</p> <p>Addition is made to clauses 1, 3 and 4 to clarify the process of collecting written opinions.</p>



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p><u>(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.</u></p> <p><u>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.</u></p>	
14	Article 19. Relationship Between Members of the Board of Directors	Article 23: Relationship among Board members 2. <u>Board of Directors and Board Members shall coordinate their work based on the following principles:</u> a) <u>Always act loyally in the best interests of Eximbank;</u> b) <u>Comply with the provisions of the law, the Charter, and Eximbank’s internal regulations;</u> c) <u>Uphold the principles of democracy, openness, and transparency; and</u>	Added the provision on general principles in work coordination among Board members



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<i>d) <u>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.</u></i>	
15	Article 20. Relationship with the CEO and the Executive Team The BoD issues resolutions and decisions for the CEO and the executive team to implement . At the same time, the BoD monitors and supervises the implementation of these resolutions and decisions.	Article 24: Relationship with the Executive Managements 1. The Board of Directors shall issue resolutions and decisions for the Chief Executive Officer <u>and other members of the Executive Management to implement</u> . At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions and decisions 2. <u>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.</u> 3. <u>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</u>	Adjusted the term as per its definition in the draft Charter, ensuring consistency in interpretation and application of the Regulation. Added to be clearer



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
16	Article 24. Disclosure of related interests	<p>Article 27: <u>Prevention of conflicts of interest and disclosure of related interests</u></p> <p>3. <u>Board Members, the Chief Executive Officer, and other executive officers are responsible for reporting to the Board of Directors the following transaction:</u></p> <p>a) <u>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.</u></p> <p>b) <u>Transactions between Eximbank and a company in which related persons of such individuals are Board Members, the Chief Executive Officer (Director), or major shareholders.</u></p> <p>4. <u>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</u></p> <p>5. <u>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</u></p>	Addition is made to conform to Article 33 of the draft Charter.



No.	Current Regulations (Decision No. 152/2025/EIB/QĐ-HĐ)	Proposed amendments, supplements and replacements	Note
		<p><u>specified in Clauses 3 and 4 above at the annual General Meeting of Shareholders</u></p> <p>6. <u>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</u></p> <p>7. <u>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</u></p> <p>8. <u>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</u></p> <p>9. <u>Board Members and their related persons may not use or disclose internal information to others for the purpose of conducting related transactions</u></p>	

Other amendments and supplements are detailed in the Draft Regulations on the organization and operations of the Board of Directors.



Hanoi, date 14 month 4 year 2026

PROPOSAL

Re: Dismissal from the positions of members of the Board of Directors and members of the Board of Supervisors 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 Regulation on Organization and Operation of the Board of Supervisors (“BOS”) of Eximbank;
- Pursuant to the resignation letters of members of the Board of Directors and members of the Board of Supervisors of Eximbank,


On the basis of the resignation letters of the members of the Board of Directors and the Board of Supervisors, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following matters:

1. To approve the dismissal of Mr. Nguyen Canh Anh from the position of member of the Board of Directors of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated 13 February 2026;
2. To approve the dismissal of Ms. Do Ha Phuong from the position of member of the Board of Directors of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated 13 February 2026;
3. To approve the dismissal of Mr. Hoang The Hung from the position of Independent Director of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated 13 February 2026;
4. To approve the dismissal of Mr. Nguyen Tri Trung from the position of member of the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated 13 February 2026



5. To approve the dismissal of Ms. Doan Ho Lan from the position of member of the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated 13 February 2026;
6. To approve the dismissal of Mr. Lam Nguyen Thien Nhon from the position of member of the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated 13 February 2026;
7. To approve the dismissal of Mr. Hoang Tam Chau from the position of member of the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) in accordance with the resignation letter dated 13 February 2026.

Respectfully propose to the General Meeting of Shareholders for consideration and approval.

Best regards. / 

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON 



Phạm Thị Huyền Trang



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, date 14 month 4 year 2026

PROPOSAL

Re: Additional election and replacement of members of the Board of Directors and the Board of Supervisors 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 Law on Securities 2019 (“Law on Securities”);
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 20/2025/TT-NHNN dated 31 July 2025 of the State Bank of Vietnam (“SBV”) guiding dossiers and procedures for approval of the proposed list of personnel of commercial banks, foreign bank branches and non-bank credit institutions, as amended and supplemented (“Circular 20”);
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”);
- Pursuant to the Internal Governance Regulation of 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 Board of Directors and members of the Board of Supervisors of Eximbank;
- Pursuant to Resolution No. 34A/2026/EIB/NQ-HĐQT dated 06 February 2026 of the Board of Directors of Eximbank approving the plan for nomination of candidates proposed for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030);
- Pursuant to Notice No. 57/2026/EIB/TB-HĐQT dated 27 February 2026 of the Board of Directors of Eximbank on criteria, conditions and procedures for nomination of candidates proposed for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030);



- Pursuant to Notice No. 72/2026/EIB/TB-HĐQT dated 12 March 2026 of the Board of Directors of Eximbank on the adjustment and update of the plan for nomination of candidates proposed for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) (“Notice No. 72”);
- Pursuant to Notice No. 81/2026/EIB/TB-HĐQT dated 25 March 2026 of the Board of Directors of Eximbank regarding the adjustment and update of the nomination plan for candidates proposed for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) (“Notice No. 81”),

In order to ensure that the number of members of the Board of Directors and the Board of Supervisors for Term VIII (2025 - 2030) complies with the Charter of Eximbank and applicable laws, and to promptly supplement members of the Board of Directors and the Board of Supervisors to meet governance requirements in line with Eximbank’s management and governance strategy in the coming period, the Board of Directors of Eximbank respectfully submits to the General Meeting of Shareholders for approval the additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030), as follows:

1. Report on the entire process of implementation of nomination and self-nomination procedures, including the record date for shareholders entitled to nomination and self-nomination rights:

- (i) In compliance with applicable laws and the Charter of Eximbank, on 06 February 2026, the Board of Directors of Eximbank issued Resolution No. 34A/2026/EIB/NQ-HĐQT approving the record date for shareholders to exercise the right to nominate candidates for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025–2030), and approving contents related to the implementation timeline for such nomination process.
- (ii) On 27 February 2026, Eximbank announced in detail to shareholders the criteria, conditions and procedures for nomination of candidates for additional election and replacement of members of the Board of Directors (“BOD”) and the Board of Supervisors (“BOS”) of Eximbank for Term VIII (2025–2030). This notice was published on Eximbank’s website from 27 February 2026 at: <https://eximbank.com.vn/dai-hoi-dong-co-dong>, and hard copies were also sent to shareholders at the addresses provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
- (iii) On 12 March 2026 and 25 March 2026, in order to facilitate shareholders/shareholder groups to have additional time to fully exercise their nomination rights and complete nomination dossiers for candidates to the Board of



Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) in accordance with applicable laws and the Charter of Eximbank; and to ensure that candidate dossiers fully meet the criteria and conditions under the Law on Credit Institutions 2024 and other relevant regulations, as well as to ensure timely submission of dossiers to the State Bank of Vietnam, the Board of Directors of Eximbank issued Resolution No. 69/2026/EIB/NQ-HĐQT and Resolution No. 80/2026/EIB/NQ-HĐQT on adjustment and update of the implementation timeline for nomination of candidates for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) as previously disclosed under Resolution No. 34A/2026/EIB/NQ-HĐQT dated 06 February 2026. Such information was also disclosed on Eximbank's website on 12 March 2026 and 25 March 2026 at: <https://eximbank.com.vn/dai-hoi-dong-co-dong>.

- (iv) After reviewing and verifying nomination dossiers, on 14 April 2026, the Board of Directors of Eximbank issued Resolution No. 102/2026/EIB/NQ-HĐQT approving the list of candidates proposed for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030).
- (v) In compliance with Circular No. 20/2025/TT-NHNN dated 31 July 2025 of the State Bank of Vietnam, Eximbank submitted Official Letter No. 16/2026/EIB/NĐDPL dated 14 April 2026 to the State Bank of Vietnam for approval of the list of candidates proposed for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030).
- (vi) On ... April 2026, the State Bank of Vietnam issued Official Letter No. .../... approving the list of candidates proposed for additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030).

2. Proposed contents:


The Board of Directors of Eximbank respectfully submits to the General Meeting of Shareholders for approval the additional election and replacement of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025–2030), as follows:

- i) To approve the adjustment of the number of Independent Members of the Board of Directors of Eximbank for Term VIII (2025 - 2030) from two (02) to three (03) members.



- ii) To elect additional and replacement members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025 - 2030) in accordance with the list of candidates approved by the State Bank of Vietnam.

Based on the above, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

Best regards. 

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON **



Phạm Thị Huyền Trang

**THÔNG TIN ỨNG VIÊN
THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ EXIMBANK
NHIỆM KỲ VIII (2025 - 2030)/**

***CANDIDATE INFORMATION
MEMBER OF THE BOARD OF DIRECTORS OF EXIMBANK
TERM VIII (2025 - 2030)***



**ÔNG NGUYỄN TRÍ TRUNG
MR. NGUYEN TRI TRUNG**

THÔNG TIN CÁ NHÂN/ PERSONAL INFORMATION

Họ và tên/ <i>Full name:</i>	NGUYỄN TRÍ TRUNG/ NGUYEN TRI TRUNG
Ngày, tháng, năm sinh/ <i>Date of Birth:</i>	31/03/1981 <i>March 31, 1981</i>
Trình độ chuyên môn/ <i>Professional Qualifications:</i>	▪ Cử nhân Tài chính Ngân hàng; Kế toán - Học viện Tài Chính (từ 09/2000 đến 02/2006) <i>Bachelor's Degree in Banking and Finance; Accounting Academy of Finance (09/2000 - 02/2006)</i>

QUÁ TRÌNH CÔNG TÁC/ WORKING EXPERIENCE

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
Từ 06/2007 - 01/2011 <i>From 06/2007 - 01/2011</i>	Ngân hàng TMCP An Bình - Phòng giao dịch Trần Đăng Ninh - Chi nhánh Hà Nội <i>An Binh Commercial Joint Stock Bank - Tran Dang Ninh Transaction Office - Hanoi Branch</i> Nhân viên Quan hệ khách hàng Doanh nghiệp <i>Corporate Relationship Officer</i>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
	Nhiệm vụ/ <i>Responsibilities</i> : Tìm kiếm, thẩm định khách hàng có nhu cầu vay vốn và làm hồ sơ trình phê duyệt cấp tín dụng./ <i>Searched for and assessed clients with loan needs; prepared credit approval documentation</i>
Từ 12/2010 - 03/2011 <i>From 12/2010 - 03/2011</i>	Ngân hàng TMCP Đại Dương - Chi nhánh Thăng Long <i>Ocean Commercial Joint Stock Bank - Thang Long Branch</i> Chuyên viên - Phòng tín dụng Doanh nghiệp <i>Corporate Credit Officer</i> Nhiệm vụ/ <i>Responsibilities</i> : Tìm kiếm, phát triển thị trường Khách hàng doanh nghiệp; cung cấp các dịch vụ tín dụng, thanh toán, tài chính và các dịch vụ ngân hàng khác cho Khách hàng là doanh nghiệp, tổ chức khác./ <i>Searched for and developed the corporate client market; provided credit, payment, financial, and other banking services to corporate clients and organizations</i>
Từ 03/2011 - 05/2012 <i>From 03/2011 - 05/2012</i>	Ngân hàng TMCP Đại Dương - Chi nhánh Thăng Long <i>Ocean Commercial Joint Stock Bank - Thang Long Branch</i> Tổ trưởng - Tổ dịch vụ tài chính doanh nghiệp - Phòng tín dụng doanh nghiệp <i>Team Leader - Corporate Financial Services Team - Corporate Credit Department</i> Nhiệm vụ/ <i>Responsibilities</i> : Xây dựng kế hoạch, tổ chức thực hiện và giám sát hoạt động bán hàng, cấp tín dụng, thanh toán của các thành viên trong tổ. Tổ chức công tác tìm kiếm, khai thác khách hàng có nhu cầu cấp tín dụng./ <i>Developed plans, organized implementation, and supervised sales, credit issuance, and payment activities of the team; led efforts to find and acquire clients in need of credit</i>
Từ 05/2012 - 04/2013 <i>From 05/2012 - 04/2013</i>	Ngân hàng TMCP Đại Dương - Chi nhánh Thăng Long <i>Ocean Commercial Joint Stock Bank - Thang Long Branch</i> Phó Giám đốc Phòng giao dịch Hà Đông - Chi nhánh Thăng Long <i>Deputy Director - Ha Dong Transaction Office</i> Nhiệm vụ/ <i>Responsibilities</i> : Tổ chức thực hiện và quản lý hoạt động kinh doanh Khách hàng doanh nghiệp của Phòng giao dịch bao gồm công tác phát triển tín dụng, phát triển huy động, dịch vụ khách hàng./ <i>Managed corporate banking operations at the transaction office, including credit development, deposit growth, and customer service.</i>
Từ 04/2013 - 12/2013 <i>From 04/2013 - 12/2013</i>	Ngân hàng TMCP Đại Dương - Chi nhánh Hà Nội <i>Ocean Commercial Joint Stock Bank - Hanoi Branch</i> Phó giám đốc Phòng giao dịch Thụy Khuê - Chi nhánh Hà Nội <i>Deputy Director - Thuy Khue Transaction Office</i>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
	<p>Nhiệm vụ/ <i>Responsibilities</i>: Tổ chức thực hiện và quản lý hoạt động kinh doanh Khách hàng doanh nghiệp của Phòng giao dịch bao gồm công tác phát triển tín dụng, phát triển huy động, dịch vụ khách hàng./ <i>Managed corporate banking activities, including credit growth, deposit mobilization, and customer service.</i></p>
<p>Từ 12/2013 - 04/2017 <i>From 12/2013 - 04/2017</i></p>	<p>Ngân hàng TMCP Đại Dương - Chi nhánh Hà Nội <i>Ocean Commercial Joint Stock Bank - Hanoi Branch</i></p> <p>Giám đốc khách hàng doanh nghiệp – Phòng khách hàng doanh nghiệp <i>Corporate Banking Director - Corporate Banking Department</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Quản lý điều hành hoạt động kinh doanh Phòng khách hàng Doanh nghiệp; thẩm định khách hàng và rà soát hồ sơ Khách hàng trình cấp phê duyệt tín dụng theo quy định./ <i>Managed the operations of the Corporate Banking Department; conducted client assessments and reviewed client documentation for credit approval.</i></p>
<p>Từ 04/2017 - 10/2018 <i>From 04/2017 - 10/2018</i></p>	<p>Ngân hàng TMCP Sài Gòn - Chi nhánh Thăng Long <i>Saigon Commercial Bank - Thang Long Branch</i></p> <p>Phó Giám đốc kinh doanh <i>Deputy Director of Business</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Xây dựng, triển khai kế hoạch kinh doanh hàng năm. Thực hiện công tác thẩm định, quản lý và chăm sóc khách hàng./ <i>Developed and implemented annual business plans; conducted assessments and managed client relationships.</i></p>
<p>Từ 10/2018 - 09/2019 <i>From 10/2018 - 09/2019</i></p>	<p>Ngân hàng TMCP Sài Gòn - Chi nhánh Thăng Long <i>Saigon Commercial Bank - Thang Long Branch</i></p> <p>Phó Giám đốc kinh doanh - Khách hàng doanh nghiệp <i>Deputy Director of Business - Corporate Clients</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Xây dựng, triển khai kế hoạch kinh doanh hàng năm. Thực hiện công tác thẩm định, quản lý và chăm sóc khách hàng doanh nghiệp./ <i>Developed and implemented business plans; managed and assessed corporate client relationships.</i></p>
<p>Từ 10/2019 - 03/2020 <i>From 10/2019 - 03/2020</i></p>	<p>Ngân hàng TMCP Sài Gòn - Chi nhánh Thăng Long <i>Saigon Commercial Bank - Thang Long Branch</i></p> <p>Giám đốc Phòng khách hàng doanh nghiệp kiêm Phó Giám đốc <i>Director of Corporate Banking, Deputy Director</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Xây dựng, triển khai kế hoạch kinh doanh hàng năm. Thực hiện công tác thẩm định, quản lý và chăm sóc khách hàng</p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
	doanh nghiệp./ <i>Developed and executed annual business plans; assessed and managed corporate client relationships.</i>
<p>Từ 04/2020 - 04/2023 <i>From 04/2020 - 04/2023</i></p>	<p>Ngân hàng Thương mại Sài Gòn - SCB Ngọc Hà - Vùng 14 <i>Saigon Commercial Bank - SCB Ngoc Ha - Region 14</i></p> <p>Giám đốc SCB Ngọc Hà - Vùng 14 <i>Director of SCB Ngoc Ha - Region 14</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Quản lý hoạt động kinh doanh và vận hành của Phòng Giao dịch được giao, đảm bảo đơn vị hoạt động phù hợp với chiến lược kinh doanh của Vùng và chiến lược kinh doanh của Ngân hàng./ <i>Managed business and operations of the assigned transaction office; ensured alignment with regional and bank-wide strategies.</i></p>
<p>Từ 04/2023 - 02/2025 <i>From 04/2023 - 02/2025</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Chi nhánh Long Biên <i>Vietnam Export Import Commercial Joint Stock Bank ("Eximbank") - Long Bien Branch</i></p> <p>Giám đốc Chi nhánh Long Biên - Người điều hành <i>Branch Director - Long Bien Branch - Executive Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Quản lý, điều hành hoạt động kinh doanh của Chi nhánh Long Biên; Quản lý và giám sát nhân sự thực hiện các công việc được giao; thẩm định và tái thẩm định với các khách hàng có nhu cầu vay vốn; các công việc khác theo yêu cầu được phân công./ <i>Managed and operated the Long Bien Branch; supervised personnel; assessed and re-assessed credit applications; performed other duties as assigned.</i></p>
<p>Từ 02/2025 - 04/2025 <i>From 02/2025 - 04/2025</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam <i>Eximbank</i></p> <p>Thành viên Ban Kiểm soát <i>Member of the Board of Supervisors</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Giám sát hoạt động quản trị, điều hành ngân hàng theo quy định tại Luật các TCTD và pháp luật liên quan./ <i>Overseeing the Bank's governance and executive management in compliance with the Law on Credit Institutions and applicable regulations.</i></p>
<p>Từ 04/2025 - nay <i>From 04/2025 - Present</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam <i>Eximbank</i></p> <p>Trưởng Ban Kiểm soát <i>Chief Supervisor - the Board of Supervisors</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Giám sát hoạt động quản trị, điều hành ngân hàng theo quy định tại Luật các TCTD và pháp luật liên quan./ <i>Overseeing</i></p>

THỜI GIAN/ <i>PERIOD</i>	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ <i>ORGANIZATION AND POSITION</i>
	<i>the Bank's governance and executive management in compliance with the Law on Credit Institutions and applicable regulations</i>

CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác <i>Other management positions</i>	Đơn vị công tác <i>Organization</i>
Không có/ <i>None</i>	Không có/ <i>None</i>

**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 KỶ VIII (2025 - 2030)/**

***CANDIDATE INFORMATION
INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS OF
EXIMBANK TERM VIII (2025 - 2030)***



**ÔNG NGUYỄN TRỌNG HIỀN
*MR. NGUYEN TRONG HIEN***

THÔNG TIN CÁ NHÂN/ PERSONAL INFORMATION

Họ và tên/ <i>Full name:</i>	NGUYỄN TRỌNG HIỀN <i>NGUYEN TRONG HIEN</i>
Ngày, tháng, năm sinh/ <i>Date of Birth:</i>	10/9/1976 <i>September 10, 1976</i>
Trình độ chuyên môn/ <i>Professional Qualifications:</i>	Cử nhân Kinh tế đối ngoại - Đại học Ngoại Thương (Từ tháng 9/1994 - Tháng 3/1999)/ <i>Bachelor of International Economics - Foreign Trade University (September 1994 - March 1999)</i>

QUÁ TRÌNH CÔNG TÁC/ WORKING EXPERIENCE

<i>THỜI GIAN/ PERIOD</i>	<i>ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION</i>
Từ 4/1999 - 6/2001 <i>From 4/1999 - 6/2001</i>	Công ty Cổ phần Dầu Thực vật Nghệ An <i>Nghe An Vegetable Oil Joint Stock Company</i> Trợ lý giám đốc <i>Assistant Director</i> Nhiệm vụ: Phụ trách hoạt động xuất nhập khẩu <i>Responsibilities: Responsible for import and export operations</i>

THỜI GIAN/ <i>PERIOD</i>	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ <i>ORGANIZATION AND POSITION</i>
<p>Từ 01/2002 - 4/2004 <i>From 01/2002 - 4/2004</i></p>	<p>Công ty Bách Khoa - Đại học Bách Khoa Hà Nội <i>Bach Khoa Company - Hanoi University of Technology</i></p> <p>Nhân viên <i>Employee</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Theo dõi và quản lý hợp đồng kinh tế giữa Công ty và đối tác/ <i>Monitoring and managing economic contracts between the Company and its partners</i></p>
<p>Từ 4/2004 - 4/2005 <i>From 4/2004 - 4/2005</i></p>	<p>Công ty TNHH InvestPro và Cộng sự <i>InvestPro & Associates Co., Ltd.</i></p> <p>Phó Phòng Dự Án <i>Deputy Project Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Phụ trách mảng tư vấn phát triển các dự án ODA/ <i>Responsibilities: Responsible for consulting on the development of ODA projects</i></p>
<p>Từ 5/2005 - 5/2007 <i>From 5/2005 - 5/2007</i></p>	<p>Công ty TNHH InvestPro và Cộng sự <i>InvestPro & Associates Co., Ltd.</i></p> <p>Trưởng Phòng Dự Án <i>Project Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Phụ trách phòng dự án cung cấp dịch vụ tư vấn các dự án ODA, FDI, phát triển kinh doanh và đầu tư cho các doanh nghiệp/cơ quan quản lý nhà nước/ <i>Responsibilities: Responsible for the project department providing consulting services for ODA, FDI, business development, and investment projects to businesses/ government agencies.</i></p>
<p>Từ 5/2007 - 7/2012 <i>From 5/2007 - 7/2012</i></p>	<p>Tổng Công ty Đầu tư và Kinh doanh vốn nhà nước - Công ty TNHH (SCIC) <i>State Capital Investment Corporation - Limited Liability Company (SCIC)</i></p> <p>Chuyên viên đầu tư <i>Investment Specialist</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Theo dõi danh mục đầu tư lĩnh vực hạ tầng (điện, giao thông, cảng biển, xây dựng); tham gia hội đồng quản trị một số doanh nghiệp trong danh mục theo dõi có vốn đầu tư của SCIC/ <i>Responsibilities: Monitoring the investment portfolio in infrastructure sectors (electricity, transportation, seaports, construction); participating in the board of directors of several enterprises in the monitored portfolio with SCIC's investment capital</i></p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
<p>Từ 8/2012 - 05/2013 <i>From 8/2012 - 05/2013</i></p>	<p>Tổng Công ty Đầu tư và Kinh doanh vốn nhà nước - Công ty TNHH (SCIC) <i>State Capital Investment Corporation - Limited Liability Company (SCIC)</i> Phó Ban Đầu Tư <i>Deputy Head of Investment Department</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Quản lý danh mục đầu tư trong lĩnh vực hạ tầng, xây dựng, viễn thông, thương mại, bảo hiểm, tài chính; tham gia hội đồng quản trị một số doanh nghiệp trong danh mục quản lý có vốn đầu tư của SCIC/ <i>Responsibilities: Managing investment portfolios in infrastructure, construction, telecommunications, trade, insurance, and finance; participating in the board of directors of several enterprises under SCIC's investment management portfolio</i></p>
<p>Từ 05/2013 - 06/2014 <i>From 05/2013 - 06/2014</i></p>	<p>Tổng Công ty Đầu tư và Kinh doanh vốn nhà nước – Công ty TNHH (SCIC) <i>State Capital Investment Corporation - Limited Liability Company (SCIC)</i> Quyền Trưởng Ban Đầu Tư <i>Acting Head of Investment Department</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Quản lý toàn bộ hoạt động của Ban đầu tư; tham gia hội đồng quản trị của một số doanh nghiệp có vốn đầu tư của SCIC/ <i>Manage all activities of the Investment Department; participate in the board of directors of several enterprises with SCIC's investment capital</i></p> <p>Công ty Cổ phần Khai thác, chế biến khoáng sản Hải Dương, Mã số doanh nghiệp: 0800282498 <i>Hai Duong Mineral Einal Processing Joint Stock Company, Enterprise Code: 0800282498</i> Chủ tịch Hội đồng quản trị - Người quản lý <i>Chairman of the Board of Directors - Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Chủ tịch Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the duties assigned by the Chairman of the Board of Directors as stipulated in the Charter</i></p>
<p>Từ 01/2015 - 03/2017 <i>From 01/2015 - 03/2017</i></p>	<p>Công ty Cổ phần Cơ điện lạnh (REE) <i>Refrigeration and Electrical Engineering Corporation (REE)</i> Phó Ban Đầu tư <i>Deputy Head of Investment Department</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Phát triển các cơ hội đầu tư trong lĩnh vực nguồn điện, nước sạch và bất động sản; quản lý danh mục đầu tư; tham gia hội đồng</p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
	<p>quản trị một số doanh nghiệp trong danh mục đầu tư của REE/ <i>Develop investment opportunities in the fields of power generation, clean water, and real estate; manage the investment portfolio; participate in the board of directors of several companies in REE's investment portfolio</i></p>
<p>Từ 3/2017 - 12/2019 <i>From 3/2017 - 12/2019</i></p>	<p>Công ty Cổ phần cơ điện lạnh (REE) <i>Refrigeration and Electrical Engineering Corporation (REE)</i> Giám đốc Kinh doanh <i>Business Director</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Phát triển các cơ hội đầu tư, kinh doanh, đầu tư trong lĩnh vực điện, nước sạch, bất động sản và lĩnh vực kinh doanh mới; quản lý danh mục đầu tư điện; tham gia hội đồng quản trị một số doanh nghiệp trong danh mục đầu tư của REE/ <i>Develop investment and business opportunities in the fields of electricity, clean water, real estate, and new business areas; manage the electricity investment portfolio; participate in the board of directors of several companies in REE's investment portfolio</i></p> <p>Công ty Cổ phần Thủy điện Thác Bà, Mã số doanh nghiệp: 5200240495 <i>Thac Ba Hydro Power Joint Stock Company, Enterprise Code: 5200240495</i> Chủ tịch Hội đồng quản trị - Người quản lý <i>Chairman of the Board of Directors - Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Chủ tịch Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the duties assigned by the Chairman of the Board of Directors as stipulated in the Charter</i></p>
<p>Từ 12/2019 - 5/2020 <i>From 12/2019 - 5/2020</i></p>	<p>Công ty Cổ phần Cơ điện lạnh (REE) <i>Refrigeration and Electrical Engineering Corporation (REE)</i> Giám đốc Kinh doanh <i>Sales Director</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Phát triển các cơ hội đầu tư, kinh doanh, đầu tư trong lĩnh vực điện, nước sạch, bất động sản và lĩnh vực kinh doanh mới; quản lý danh mục đầu tư điện; tham gia hội đồng quản trị một số doanh nghiệp trong danh mục đầu tư của REE/ <i>Develop investment and business opportunities in the fields of electricity, clean water, real estate, and new business areas; manage the electricity investment portfolio; participate in the board of directors of several companies in REE's investment portfolio</i></p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
<p>Từ 6/2020 - 8/2020 <i>From 6/2020 - 8/2020</i></p>	<p>Tổng Công Ty Cổ Phần Thiết Bị Điện Việt Nam (nay là Công ty Cổ phần Tập Đoàn Gelex), Mã số doanh nghiệp: 0100100512 <i>Vietnam Electrical Equipment Joint Stock Corporation (now Gelex Group Joint Stock Company), Enterprise Code: 0100100512</i></p> <p>Thành viên độc lập Hội đồng quản trị - Người quản lý <i>Independent Member of the Board of Directors - Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Thành viên độc lập Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of an independent member of the Board of Directors as stipulated in the Charter</i></p>
<p>Từ 8/2020 - 4/2021 <i>From 8/2020 - 4/2021</i></p>	<p>Tổng Công Ty Cổ Phần Thiết Bị Điện Việt Nam (nay là Công ty Cổ phần Tập Đoàn Gelex), Mã số doanh nghiệp: 0100100512 <i>Vietnam Electrical Equipment Joint Stock Corporation (now Gelex Group Joint Stock Company), Enterprise Code: 0100100512</i></p> <p>Phó Chủ tịch Hội đồng quản trị - Người quản lý <i>Vice Chairman of the Board of Directors - Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Phó Chủ tịch Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of the Vice Chairman of the Board of Directors as stipulated in the Charter</i></p>
<p>Từ 4/2021 - 10/2021 <i>From 4/2021 - 10/2021</i></p>	<p>Tổng Công ty Viglacera - CTCP, Mã số doanh nghiệp: 0100108173 <i>Viglacera Corporation - JSC, Enterprise Code: 0100108173</i></p> <p>Thành viên độc lập Hội đồng quản trị - Người quản lý <i>Independent Member of the Board of Directors - Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Thành viên độc lập Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of an independent member of the Board of Directors as stipulated in the Charter</i></p> <p>Tổng Công Ty Cổ Phần Thiết Bị Điện Việt Nam (nay là Công ty Cổ phần Tập Đoàn Gelex), Mã số doanh nghiệp: 0100100512 <i>Vietnam Electrical Equipment Corporation (now Gelex Group Joint Stock Company), Enterprise Code: 0100100512</i></p> <p>Phó Chủ tịch Hội đồng quản trị - Người quản lý <i>Vice Chairman of the Board of Directors - Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Phó Chủ tịch Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of the Vice Chairman of the Board of Directors as stipulated in the Charter</i></p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
<p>Từ 10/2021 - 4/2023 <i>From 10/2021 - 4/2023</i></p>	<p>Công ty Cổ phần Hạ tầng Gelex, Mã số doanh nghiệp: 0107652657 <i>Gelex Infrastructure Joint Stock Company, Enterprise Code: 0107652657</i> Phó Chủ tịch Hội đồng quản trị - Người quản lý <i>Vice Chairman of the Board of Directors - Manager</i> Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Phó Chủ tịch Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of the Vice Chairman of the Board of Directors as stipulated in the Charter</i></p> <p>Công ty Cổ phần Tập Đoàn Gelex, Mã số doanh nghiệp: 0100100512 <i>Gelex Group Joint Stock Company, Enterprise Code: 0100100512</i> Phó Chủ tịch Hội đồng quản trị - Người quản lý (Không còn là Chủ tịch và thành viên Hội đồng quản trị Công ty Cổ phần Tập Đoàn Gelex từ ngày 01/4/2026) <i>Vice Chairman of the Board of Directors - Manager (No longer Chairman and member of the Board of Directors of Gelex Group Joint Stock Company from April 1, 2026)</i> Nhiệm vụ: Thực hiện các nhiệm vụ được giao của Phó Chủ tịch Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of the Vice Chairman of the Board of Directors as stipulated in the Charter</i></p> <p>Tổng Công ty Viglacera - CTCP, Mã số doanh nghiệp: 0100108173 <i>Viglacera Corporation - JSC, Enterprise Code: 0100108173</i> Thành viên độc lập Hội đồng quản trị - Người quản lý <i>Independent Member of the Board of Directors - Manager</i> Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Thành viên độc lập Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of an Independent Member of the Board of Directors as stipulated in the Charter</i></p>
<p>Từ 4/2023 - 3/2026 <i>From 4/2023 - 3/2026</i></p>	<p>Công ty Cổ phần Tập Đoàn Gelex, Mã số doanh nghiệp: 0100100512 <i>Gelex Group Joint Stock Company, Enterprise Code: 0100100512</i> Chủ tịch Hội đồng quản trị - Người quản lý (Không còn là Chủ tịch và thành viên Hội đồng quản trị Công ty Cổ phần Tập Đoàn Gelex từ ngày 01/4/2026) <i>Chairman of the Board of Directors - Manager (No longer Chairman and member of the Board of Directors of Gelex Group Joint Stock Company from April 1, 2026)</i></p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
	<p>Nhiệm vụ: Thực hiện các nhiệm vụ được giao của Chủ tịch Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of the Chairman of the Board of Directors as stipulated in the Charter</i></p> <p>Tổng Công ty Viglacera - CTCP, Mã số doanh nghiệp: 0100108173 <i>Viglacera Corporation - Joint Stock Company, Enterprise Code: 0100108173</i></p> <p>Thành viên độc lập Hội đồng quản trị - Người quản lý <i>Independent Member of the Board of Directors - Manager</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Thành viên độc lập Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of an Independent Member of the Board of Directors as stipulated in the Charter</i></p>
<p>Từ 4/2026 - nay <i>From 4/2026 - Present</i></p>	<p>Tổng Công ty Viglacera - CTCP, Mã số doanh nghiệp: 0100108173 <i>Viglacera Corporation - JSC, Enterprise Code: 0100108173</i></p> <p>Thành viên độc lập Hội đồng quản trị - Người quản lý (Đã có đơn từ nhiệm chức danh Thành viên độc lập Hội đồng quản trị trình ĐHĐCĐ Tổng Công ty Viglacera -CTCP thông qua tại kỳ họp ĐHĐCĐ thường niên năm 2026 tổ chức ngày 25/04/2026)</p> <p><i>Independent Member of the Board of Directors - Manager (Has submitted a resignation letter from the position of Independent Member of the Board of Directors for approval by the General Meeting of Shareholders of Viglacera Corporation - JSC at the 2026 Annual General Meeting of Shareholders held on April 25, 2026</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện các nhiệm vụ được giao của Thành viên độc lập Hội đồng quản trị theo quy định tại Điều lệ/ <i>To perform the assigned duties of an Independent Member of the Board of Directors as stipulated in the Charter</i></p>

CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác <i>Other management positions</i>	Đơn vị công tác <i>Organization</i>
<p>Thành viên độc lập Hội đồng quản trị <i>(Đã có đơn từ nhiệm chức danh Thành viên độc lập Hội đồng quản trị trình ĐHĐCĐ Tổng Công ty Viglacera -CTCP thông qua tại kỳ họp ĐHĐCĐ thường niên năm 2026 tổ chức ngày 25/04/2026)/</i></p> <p><i>Independent Member of the Board of Directors</i></p> <p><i>(A resignation letter from the position of Independent Member of the Board of Directors has been submitted to the General Meeting of Shareholders of Viglacera Corporation - JSC for approval at the 2026 Annual General Meeting of Shareholders held on April 25, 2026)</i></p>	<p>Tổng Công ty Viglacera -CTCP Mã số doanh nghiệp: 0100108173</p> <p><i>Viglacera Corporation - JSC</i> <i>Business Registration Number:</i> <i>0100108173</i></p>

**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 HO POH WAH
MR. HO POH WAH

THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên/

Full name:

HO POH WAH /

HO POH WAH

Ngày, tháng, năm sinh/

Date of Birth:

19/07/1962

July 19, 1962

Trình độ chuyên môn/

Professional Qualifications:

- Cử nhân Quản trị Kinh doanh – Đại học Quốc gia Singapore (1983 – 1986)

Bachelor of Business Administration; National University of Singapore (1983 - 1986)

- Thạc sĩ Tài chính Ứng dụng – Đại học Macquarie, Úc (1997 – 1999)

Master of Applied Finance; Macquarie University Australia (1997 – 1999)

- Chuyên gia Nhân sự; Viện Chuyên gia Nhân sự (IHRP) (01/2018)

Master, Professional Certification; Institute of Human Resources Professionals (IHRP) (01/2018)

QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
<p>Từ 01/1986– 05/1994 <i>From 01/1986– 05/1994</i></p>	<p><i>Citibank</i> Trợ lý Phó Chủ tịch <i>Assistant Vice President</i> Nhiệm vụ/ <i>Responsibilities</i>: Cung cấp các sản phẩm và dịch vụ ngân hàng. Giao dịch viên tiền tệ kỳ hạn, hợp đồng tương lai trên Sàn giao dịch Tiền tệ Quốc tế (IMM)./ <i>Trader on different desks ranging from FX, Money Market, Fixed Income and Derivatives.</i></p>
<p>Từ 06/1994 – 07/1998 <i>From 06/1994– 07/1998</i></p>	<p><i>Volvo Group Treasury Asia</i> Trưởng bộ phận Ngân quỹ <i>Head of Treasury</i> Nhiệm vụ/ <i>Responsibilities</i>: Điều hành hoạt động ngân quỹ nội bộ khu vực Châu Á – Thái Bình Dương; tư vấn doanh nghiệp./ <i>Led corporate treasury team to manage the internal liquidity of the Group entities in Asia Pacific; Corporate advisory</i></p>
<p>Từ 09/1998– 08/1999 <i>From 09/1998– 08/1999</i></p>	<p><i>Standard Chartered Bank</i> Trưởng bộ phận Kinh doanh, Network Desk <i>Head of Sales, Network Desk</i> Nhiệm vụ/ <i>Responsibilities</i>: Quản lý đội ngũ kinh doanh, cung cấp dịch vụ tài chính và ngân quỹ cho các tập đoàn lớn và công ty đa quốc gia./ <i>Managed the sale team to provide treasury sales services to large corporates and multinational firms.</i></p>
<p>Từ 09/1999 – 09/2004 <i>From 09/1999– 09/2004</i></p>	<p><i>KBC Bank, Singapore</i> Giám đốc Ngân quỹ <i>Singapore Treasurer</i> Nhiệm vụ/ <i>Responsibilities</i>: Điều hành kinh doanh ngân quỹ tại 7 quốc gia (Úc, Trung Quốc, Singapore, Hồng Kông, Đài Loan, Nhật Bản...); là cấp phê duyệt tín dụng cao cấp khu vực APAC./ <i>Leverage treasury operations for 7-country region including Australia, China (Shanghai), Singapore, Hong Kong, Taipei and Japan; senior credit approvers for APAC region.</i></p>
<p>Từ 09/2004 – 12/2012 <i>From 09/2004– 12/2012</i></p>	<p><i>KBC Bank, Singapore</i> Giám đốc Ngân quỹ Khu vực Châu Á; Thành viên Ban điều hành <i>Regional Treasurer, Asia Pacific; Member of Directorate</i> Nhiệm vụ/ <i>Responsibilities</i>: Giám sát quản lý bảng cân đối kế toán, chiến lược huy động vốn, thanh khoản và phân bổ vốn khu vực; phối hợp chặt chẽ với trụ sở chính và các cơ quan quản lý./ <i>Oversaw balance sheet</i></p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
	<i>management, funding strategy, liquidity, and capital deployment across the region, operating in close partnership with head office and regulators.</i>
<p>Từ 01/2013 – 12/2014 <i>From 01/2013 – 12/2014</i></p>	<p>OCBC Bank Phó Chủ tịch Cấp cao (SVP), Trưởng toàn cầu Khối Quản lý Tài sản & Nguồn vốn <i>SVP, Global Head of Asset & Liability Management</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Phối hợp với bộ phận quản lý rủi ro; quản lý danh mục tài sản và nguồn vốn; lãnh đạo hơn 100 chuyên gia tại 18 trung tâm; tham gia Ủy ban ALCO cấp tập đoàn./ <i>Partnered with risk manager to manage credit portfolio of assets and liabilities; led team of 100+ professionals across 18 different country centers; served on group alco committee.</i></p>
<p>Từ 01/2015 – 06/2015 <i>From 01/2015 – 06/2015</i></p> <p>Từ 07/2015 - 06/2022 <i>From 07/2015 - 06/2022</i></p>	<p>OCBC Bank Phó Chủ tịch Cấp cao (SVP), Phó Trưởng Khối Nhân sự Tập đoàn; <i>SVP, Deputy Head of Group Human Resources</i></p> <p>Giám đốc Điều hành Cấp cao (EVP), Giám đốc Nhân sự Tập đoàn <i>EVP, Group Chief Human Resources Officer</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Chuyển sang vai trò HR; lãnh đạo ~300 chuyên gia nhân sự; quản lý lực lượng lao động ~30.000 nhân viên tại 18 địa điểm toàn cầu; tham gia nhiều ủy ban: Điều hành, Quản lý, Rủi ro, Đạo đức, Chuyển đổi số, Phát triển bền vững.../ <i>transitioned to CEO-appointed role leading HR function; led team of 300 HR professionals to support workforce of more than 30,000 employees across 18 global locations;served on several committees: Group Exco Management, Management, Operation Risk, Ethics and Conduct, Digital Transformation Council, Sustainability Council, and Product Suitability.</i></p>
<p>Từ 10/2016 – 08/2022 <i>From 10/2016 – 08/2022</i></p>	<p>Viện Chuyên gia Nhân sự (IHRP) <i>Institute of Human Resources Professionals (IHRP)</i></p> <p>Thành viên Hội đồng / Chủ tịch <i>Board Member/ Chair</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Phát triển chuyên môn lĩnh vực nhân sự; hỗ trợ CEO trong quá trình nhậm chức; cố vấn về vai trò HR trong chuyển đổi doanh nghiệp./ <i>partnered with Board Chair to onboard new CEO; mentored CEO on role of HR in driving industry transformation.</i></p>
<p>Từ 06/2019– 05/2022 <i>From 06/2019– 05/2022</i></p>	<p>OCBC Property Service Ltd Thành viên Hội đồng</p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
	<p><i>Board Member</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Giám sát chiến lược bất động sản của tập đoàn; đảm bảo tiêu chuẩn quản trị và tuân thủ./<i>Review of real estate strategy of the Group; Ensure governance and compliance standards.</i></p>
<p>Từ 05/2023 – Nay <i>From 05/2023 – Present</i></p>	<p><i>Emperor Inc</i></p> <p>Thành viên HĐQT; Thành viên Ủy ban Rủi ro & Kiểm toán; Ủy ban Quản trị Doanh nghiệp</p> <p><i>Board Member and Member, Risk and Audit, Corporate Governance Committee</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Tư vấn chiến lược kinh doanh và cải tiến quản trị; rà soát hoạt động tài chính và hệ thống kiểm soát./<i>advise on business strategy and improvements to corporate governance structure; review financing and governance.</i></p>

CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác <i>Other management positions</i>	Đơn vị công tác <i>Organization</i>
<p>Không có/ <i>None</i></p>	<p>Không có/ <i>None</i></p>

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 BOARD OF SUPERVISORS OF EXIMBANK
TERM VIII (2025 – 2030)***



**BÀ PHẠM THỊ HỒNG THU
MS. PHAM THI HONG THU**

THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên:	PHẠM THỊ HỒNG THU
<i>Full name:</i>	<i>PHAM THI HONG THU</i>
Ngày, tháng, năm sinh:	02/06/1995
<i>Date of birth:</i>	<i>June 2, 1995</i>
Trình độ chuyên môn:	Cử nhân Luật - Trường Đại học Kinh tế - Luật - Đại học Quốc gia TPHCM (09/2013 - 07/2017)
<i>Educational background:</i>	<i>Bachelor of Laws – University of Economics and Law, Vietnam National University Ho Chi Minh City (Sep 2013 – Jul 2017)</i>

QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

THỜI GIAN <i>PERIOD</i>	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ <i>ORGANIZATION AND POSITION</i>
Từ 06/2017 - 02/2019 <i>From 06/2017 – 02/2019</i>	Ngân hàng TMCP Sài Gòn Thương Tín <i>Saigon Thuong Tin Commercial Joint Stock Bank</i> Chuyên viên tư vấn <i>Relationship Officer / Consultant</i> Nhiệm vụ/ <i>Responsibilities:</i> Tư vấn giải pháp tài chính, thẩm định tín dụng và thực hiện báo cáo nghiệp vụ theo quy định/ <i>Advising on financial solutions, appraising credit applications, and preparing operational reports in compliance with regulations.</i>

THỜI GIAN <i>PERIOD</i>	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ <i>ORGANIZATION AND POSITION</i>
<p>Từ 03/2019 - 05/2019 <i>From 03/2019 – 05/2019</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Văn phòng HĐQT <i>Vietnam Export Import Commercial Joint Stock Bank (Eximbank) – Office of the Board of Directors</i></p> <p>Nhân viên thử việc <i>Probationary Staff</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Hỗ trợ công tác báo cáo cổ phần, cổ phiếu <i>/Assisting in shareholding and stock reporting.</i></p>
<p>Từ 06/2019 - 03/2021 <i>From 06/2019 – 03/2021</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Văn phòng HĐQT <i>Eximbank – Office of the Board of Directors</i></p> <p>Nhân viên <i>Officer</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Thực hiện các nhiệm vụ liên quan công tác báo cáo về tình hình cổ phần cổ phiếu và công bố thông tin trên thị trường chứng khoán và các hoạt động có liên quan. <i>/Performing tasks related to reporting on shareholding and stock status; Conducting information disclosure on the stock market and related activities in compliance with regulations.</i></p>
<p>Từ 03/2021 - 08/2022 <i>From 03/2021 – 08/2022</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Văn phòng HĐQT <i>Eximbank – Office of the Board of Directors</i></p> <p>Chuyên viên <i>Specialist</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Rà soát báo cáo cổ phần, công bố thông tin và tham gia triển khai phát hành cổ phiếu theo quy định/ <i>Reviewing shareholding reports, ensuring information disclosure, and supporting share issuance in compliance with regulations;</i> Phối hợp hoạt động quan hệ nhà đầu tư và thực hiện nhiệm vụ Thư ký HĐQT/ <i>Coordinating investor relations activities and acting as Secretary to Board Members.</i></p>
<p>Từ 09/2022 - 03/2023 <i>From 09/2022 – 03/2023</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Văn phòng HĐQT <i>Eximbank – Office of the Board of Directors</i></p> <p>Trưởng bộ phận Quan hệ cổ đông & nhà đầu tư <i>Head of Shareholder & Investor Relations</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Hỗ trợ quản lý và triển khai Quan hệ cổ đông & Nhà đầu tư, đảm bảo tuân thủ công bố thông tin/ <i>Supporting the management and implementation of shareholder & investor relations, ensuring compliance with disclosure regulations;</i> Thực hiện nhiệm vụ Thư ký HĐQT theo phân công/ <i>Acting as Secretary to Board Members as assigned.</i></p>

THỜI GIAN <i>PERIOD</i>	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ <i>ORGANIZATION AND POSITION</i>
<p>Từ 04/2023 - 07/2023 <i>From 04/2023 – 07/2023</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam <i>Eximbank</i></p> <p>Thư ký Tổng giám đốc <i>Secretary to the Chief Executive Officer (CEO)</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Tham mưu, hỗ trợ điều hành và kiểm soát hồ sơ trình phê duyệt/<i>Advising and supporting executive management and reviewing submission documents for approval</i>; Theo dõi triển khai, tổng hợp báo cáo và cảnh báo rủi ro/<i>Monitoring implementation, consolidating reports, and identifying risks and issues.</i></p>
<p>Từ 07/2023 – nay <i>From 07/2023 – Present</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Văn phòng HĐQT <i>Eximbank – Office of the Board of Directors</i></p> <p>Phó Chánh Văn phòng HĐQT <i>Deputy Chief of the Board Office</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Tham mưu, điều phối hoạt động HĐQT và rà soát tài liệu trình, đảm bảo tuân thủ và tính nhất quán/<i>Advising and coordinating Board activities and reviewing submissions, ensuring compliance and consistency</i>; Phối hợp nâng cao chất lượng quản trị, minh bạch thông tin và tuân thủ nội bộ/<i>Coordinating to enhance governance quality, transparency and internal compliance.</i></p>

CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác/ <i>Other management positions</i>	Đơn vị công tác/ <i>Organization</i>
<p>Không có/ <i>None</i></p>	<p>Không có/ <i>None</i></p>

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 KỶ VIII (2025 - 2030)**

***CANDIDATE PROFILE
MEMBER OF THE BOARD OF SUPERVISORS OF EXIMBANK
TERM VIII (2025 – 2030)***



**BÀ LƯU THÚY LAN
MS. LUU THUY LAN**

THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên:	LƯU THÚY LAN
<i>Full name:</i>	<i>LUU THUY LAN</i>
Ngày, tháng, năm sinh:	06/03/1984
<i>Date of birth:</i>	<i>March 6, 1984</i>
Trình độ chuyên môn:	▪ Cử nhân Kế toán - Trường Đại học Kinh tế TP HCM (từ 08/2002 - 06/2006)
<i>Educational background:</i>	<i>Bachelor of Accounting – University of Economics Ho Chi Minh City (Aug 2002 – Jun 2006)</i>
	▪ Cử nhân Ngữ Văn Anh - Trường Đại học Khoa học xã hội và Nhân văn TP HCM (từ 09/2004 - 10/2009)
	<i>Bachelor of English Literature – University of Social Sciences and Humanities, Ho Chi Minh City (Sep 2004 – Oct 2009)</i>
	▪ Cử nhân Luật học – Trường Đại học Kinh tế TP HCM (từ 09/2008 - 06/2010)
	<i>Bachelor of Laws – University of Economics Ho Chi Minh City (Sep 2008 – Jun 2010)</i>

QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

THỜI GIAN <i>PERIOD</i>	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ <i>ORGANIZATION AND POSITION</i>
Từ 08/2006 - 04/2010 <i>From 08/2006 - 04/2010</i>	Ngân hàng TMCP Á Châu - Ban Kiểm toán nội bộ <i>Asia Commercial Joint Stock Bank (ACB) – Internal Audit Division</i> Nhân viên kiểm toán nội bộ <i>Internal Auditor</i> Nhiệm vụ/ <i>Responsibilities</i> : Giám sát, kiểm tra hoạt động các Chi nhánh, Phòng giao dịch trên địa bàn TP.HCM/ <i>Monitoring and auditing operations of branches and transaction offices in Ho Chi Minh City.</i>
Từ 07/2010 - 02/2011 <i>From 07/2010 - 02/2011</i>	Công ty Cổ phần Tập đoàn VNG - Phòng Kiểm toán nội bộ <i>VNG Corporation – Internal Audit Department</i> Nhân viên kiểm toán nội bộ <i>Internal Auditor</i> Nhiệm vụ/ <i>Responsibilities</i> : Kiểm tra tính phù hợp của Báo cáo tài chính và mức độ tuân thủ của các Phòng/Ban/ <i>Reviewing the accuracy of financial statements and compliance of departments with internal regulations.</i>
Từ 03/2011 - 03/2012 <i>From 03/2011 - 03/2012</i>	Ngân hàng TMCP Xuất Nhập Khẩu Việt Nam - Phòng Kiểm tra kiểm soát nội bộ, Khối Giám sát hoạt động <i>Vietnam Export Import Commercial Joint Stock Bank (Eximbank) – Internal Inspection & Control Department, Operations Supervision Division</i> Nhân viên <i>Officer</i> Nhiệm vụ/ <i>Responsibilities</i> : Thực hiện kiểm tra, kiểm soát hoạt động các đơn vị kinh doanh theo phân công/ <i>Conducting inspection and control of business units' operations as assigned.</i>
Từ 03/2012 - 07/2014 <i>From 03/2012 - 07/2014</i>	Ngân hàng TMCP Xuất Nhập Khẩu Việt Nam - Phòng Kiểm tra kiểm soát nội bộ, Khối Giám sát hoạt động <i>Eximbank – Internal Inspection & Control Department, Operations Supervision Division</i> Tổ trưởng <i>Team Leader</i> Nhiệm vụ/ <i>Responsibilities</i> : Thực hiện kiểm tra, kiểm soát hoạt động các đơn vị kinh doanh và báo cáo kết quả giám sát/ <i>Conducting inspection and control of business units' operations and reporting supervision results.</i>

THỜI GIAN PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ ORGANIZATION AND POSITION
Từ 07/2014 - 04/2015 <i>From 07/2014 – 04/2015</i>	<p>Ngân hàng TMCP Xuất Nhập Khẩu Việt Nam - Phòng Quản lý rủi ro hoạt động, Khối Giám sát hoạt động <i>Eximbank - Operational Risk Management Department, Operations Supervision Division</i></p> <p>Tổ trưởng <i>Team Leader</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Thực hiện kiểm tra, kiểm soát hoạt động các đơn vị kinh doanh và tổng hợp báo cáo trình cấp thẩm quyền/ <i>Conducting inspection and control of business units' operations and consolidating reports for submission to competent authorities.</i></p>
Từ 05/2015 – 11/2020 <i>From 05/2015 – 11/2020</i>	<p>Ngân hàng TMCP Xuất Nhập Khẩu Việt Nam - Phòng Quản lý rủi ro hoạt động, Khối Giám sát hoạt động/ Khối Quản lý rủi ro <i>Eximbank - Operational Risk Management Department, Operations Supervision Division / Risk Management Division</i></p> <p>Phó phòng <i>Deputy Head</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Giám sát, tổng hợp kết quả kiểm tra; chỉ đạo khắc phục các kiến nghị và hỗ trợ công tác phòng chống rửa tiền/ <i>Supervising and consolidating inspection results; directing remediation of audit findings and supporting anti-money laundering activities.</i></p>
Từ 11/2020 – 02/2022 <i>From 11/2020 – 02/2022</i>	<p>Ngân hàng TMCP Xuất Nhập Khẩu Việt Nam - Ban Quản lý dự án Tái cấu trúc và chiến lược <i>Eximbank – Restructuring & Strategy Project Management Office</i></p> <p>Thành viên <i>Member</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Tham gia các dự án tái cấu trúc đơn vị kinh doanh/ <i>Participating in projects related to restructuring business units.</i></p>
Từ 02/2022 - 12/2022 <i>From 02/2022 - 12/2022</i>	<p>Ngân hàng TMCP Xuất Nhập Khẩu Việt Nam - Văn phòng chiến lược và Dự án trọng tâm <i>Eximbank – Strategy and Key Projects Office</i></p> <p>Chuyên viên cao cấp <i>Senior Specialist</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Tham gia tái cấu trúc quy trình vận hành tại các đơn vị Hội sở/ <i>Participating in restructuring operational processes at Head Office units.</i></p>

THỜI GIAN <i>PERIOD</i>	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ <i>ORGANIZATION AND POSITION</i>
<p>Từ 01/2023 – nay <i>From 01/2023 – Present</i></p>	<p>Ngân hàng TMCP Xuất Nhập Khẩu Việt Nam – Văn phòng Hội đồng quản trị <i>Eximbank – Office of the Board of Directors</i></p> <p>Chuyên viên cấp cao <i>Senior Specialist</i></p> <p>Nhiệm vụ/<i>Responsibilities</i>: Trợ lý, tham mưu Thành viên HĐQT và hỗ trợ công tác quan hệ cổ đông/<i>Assisting and advising Board Members and supporting shareholder relations.</i></p>

CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ *POSITIONS HELD IN OTHER ORGANIZATIONS*

Chức danh quản lý khác/ <i>Other management positions</i>	Đơn vị công tác/ <i>Organization</i>
Không có/ <i>None</i>	Không có/ <i>None</i>

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 BOARD OF SUPERVISORS OF EXIMBANK
TERM VIII (2025 - 2030)***



**BÀ ĐỖ THỊ TÚY PHƯƠNG
MS. DO THI TUY PHUONG**

THÔNG TIN CÁ NHÂN/ PERSONAL INFORMATION

Họ và tên: <i>Full name:</i>	ĐỖ THỊ TÚY PHƯƠNG: <i>DO THI TUY PHUONG</i>
Ngày, tháng, năm sinh <i>Date of Birth:</i>	29/11/1980 <i>November 29, 1980</i>
Trình độ chuyên môn/ <i>Educational background:</i>	<ul style="list-style-type: none">▪ Cử nhân Kế toán – Trường Đại học Kinh tế TP HCM (Từ 2003 đến 04/2005) <i>Bachelor of Accounting – University of Economics Ho Chi Minh City (2003 – April 2005)</i>▪ Cử nhân Luật kinh doanh – Trường Đại học Kinh tế TP HCM (Từ 07/2019 đến 05/2022) <i>Bachelor of Business Law – University of Economics Ho Chi Minh City (July 2019 – May 2022)</i>

QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

THỜI GIAN/ <i>PERIOD</i>	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ <i>ORGANIZATION AND POSITION</i>
Từ 01/2002 - 04/2002 <i>From 01/2002 - 04/2002</i>	Công ty Đồ hộp Việt Cường, Xã Nhứt Chánh, Huyện Bến Lức, Tỉnh Long An <i>Viet Cuong Canned Food Company, Nhut Chanh Commune, Ben Luc District, Long An Province</i> Nhân viên <i>Employee</i> Nhiệm vụ/ <i>Responsibilities</i> : Quản lý kho/ <i>Managed the warehouse</i>
Từ 10/2002 - 05/2008 <i>From 10/2002 - 05/2008</i>	Công ty CP Sách và Thiết bị trường học Long An <i>Long An Books and Educational Equipment Joint Stock Company</i> Kế toán <i>Accountant</i> Nhiệm vụ/ <i>Responsibilities</i> : Theo dõi công nợ phải thu, phải trả; Báo cáo thuế GTGT, TNDN, TNCN định kỳ; Hạch toán kế toán tài sản cố định, hàng hóa, các khoản nộp ngân sách Nhà nước; lập Báo cáo tài chính quý, năm; Thực hiện các nhiệm vụ khác do Kế toán trưởng giao./ <i>Monitored receivables and payables; made periodical reports on VAT, CIT and PIT; recognized the accounting of fixed assets, goods and payables to the State budget; prepared quarterly and annual financial statements; and others as assigned by the Chief accountant.</i>
Từ 06/2008 - 05/2009 <i>From 06/2008 - 05/2009</i>	Công ty CP Siêu thị tổng hợp Tân An <i>Tan An General Supermarket Joint Stock Company</i> Kế toán trưởng <i>Chief accountant</i> Nhiệm vụ/ <i>Responsibilities</i> : Tổ chức bộ máy kế toán tại Siêu thị; Quản lý nhân sự và chuyên môn phòng Kế toán; Chịu trách nhiệm trước cơ quan chức năng, Ban giám đốc công ty và Công ty mẹ về số liệu hoạt động, báo cáo kế toán, tài chính của Siêu thị./ <i>Organized the accounting apparatus at the Supermarket; managed the personnel and operations of the Accounting Department; held responsible to the regulatory authorities, the company's management and parent company for the operational figures, accounting and financial reports of the Supermarket.</i>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
<p>Từ 06/2009 - 03/2010 <i>From 06/2009 - 03/2010</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Chi nhánh Long An <i>Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”) - Long An Branch</i></p> <p>Nhân viên dịch vụ khách hàng <i>Customer Service Officer</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Giao dịch với khách hàng: mở CIF, tài khoản thanh toán, tiết kiệm, chuyển khoản trong nước, chuyển tiền du học, mua/bán ngoại tệ, vàng,.../ <i>Dealt with customers in opening CIF, current accounts, savings accounts, making domestic transfers and overseas study remittances, buying/selling foreign currencies or gold, etc</i></p>
<p>Từ 04/2010 - 05/2016 <i>From 04/2010 - 05/2016</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Ban Kiểm toán nội bộ <i>Eximbank - Board of Internal Auditors</i></p> <p>Nhân viên kiểm toán nội bộ <i>Internal auditor</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện kiểm toán các đơn vị trong hệ thống theo phân công của Lãnh đạo Ban và Trưởng đoàn kiểm toán./ <i>Conducted audits of units in the network under the assignment of the Board leaders and head of audit teams.</i></p>
<p>Từ 06/2016 - 04/2019 <i>From 06/2016 - 04/2019</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Ban Kiểm toán nội bộ <i>Eximbank - Board of Internal Auditors</i></p> <p>Kiểm toán viên <i>Internal auditor</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện kiểm toán các đơn vị trong hệ thống theo phân công của Lãnh đạo Ban và Trưởng đoàn kiểm toán; Thực hiện công việc Thư ký BKS; Tham mưu cho BKS về các vấn đề liên quan đến hoạt động của KTNB, hoạt động của ngân hàng theo yêu cầu của BKS./ <i>Conducted audits of units in the network under the assignment of the Board leaders and head of audit teams; acted as the Secretary of the BoS; and gave advice to the BoS on issues concerning operations of Internal Audit and the Bank as per request</i></p>
<p>Từ 05/2019 - 04/2022 <i>From 05/2019 - 04/2022</i></p>	<p>Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Ban Kiểm toán nội bộ <i>Eximbank - Board of Internal Auditors</i></p> <p>Tổ trưởng Tổ Hỗ trợ, Kiểm toán viên cấp 2, Kiểm toán viên chính <i>Support Team leader, Level-2 Auditor, Principal Auditor</i></p> <p>Nhiệm vụ/ <i>Responsibilities</i>: Thực hiện công việc Thư ký BKS; Tham mưu cho BKS về các vấn đề liên quan đến hoạt động của KTNB, hoạt động</p>

THỜI GIAN/ PERIOD	ĐƠN VỊ CÔNG TÁC VÀ CHỨC VỤ/ ORGANIZATION AND POSITION
	của ngân hàng theo yêu cầu của BKS./ <i>Acted as the Secretary of the BoS; and gave advice to the BoS on issues concerning operations of Internal Audit and the Bank as per request.</i>
Từ 04/2022 - 11/2022 <i>From 04/2022 - 11/2022</i>	Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Ban Kiểm toán nội bộ <i>Eximbank - Board of Internal Auditors</i> Thư ký Ban kiểm soát - Bộ phận Trợ lý BKS <i>Secretary of the Board of Supervisors – Assistant team of the Board of Supervisors</i> Nhiệm vụ/ <i>Responsibilities</i> : Thực hiện công việc Thư ký BKS; Tham mưu cho BKS về các vấn đề liên quan đến hoạt động của KTNB, hoạt động của ngân hàng theo yêu cầu của BKS./ <i>Acted as the Secretary of the BoS; and gave advice to the BoS on issues concerning operations of Internal Audit and the Bank as per request</i>
Từ 11/2022 đến nay <i>From 11/2022 - Present</i>	Ngân hàng TMCP Xuất Nhập khẩu Việt Nam - Ban Kiểm toán nội bộ <i>Eximbank - Board of Internal Auditors</i> Trợ lý Ban kiểm soát – Bộ phận Trợ lý BKS – Ban Kiểm toán nội bộ <i>Assistant to the Board of Supervisors – Assistant team of the Board of Supervisors – Board of Internal Auditors</i> Nhiệm vụ/ <i>Responsibilities</i> : Tham mưu, giúp việc cho BKS trong việc kiểm soát, đánh giá việc chấp hành quy định pháp luật, quy định nội bộ, Điều lệ và nghị quyết, quyết định của ĐHCĐ, HĐQT; Tư vấn pháp lý cho BKS./ <i>Consulted and assisted the BoS in controlling and assessing the observance with laws, internal regulations, Charter, resolutions and decisions of the General meeting of shareholders and BoD; and provided legal advice to the BoS</i>

CÁC CHỨC DANH QUẢN LÝ TẠI TỔ CHỨC KHÁC/ POSITIONS HELD IN OTHER ORGANIZATIONS

Chức danh quản lý khác/ Other Positions	Đơn vị công tác/ Organization
Không có/ None	Không có/ None

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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Ha Noi, date 28 month 4 year 2026

DRAFT

VOTING SLIP NO. 01

Serial number (Registration number):

Shareholder's full name:

Passport/CCCD/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 votes authorized:

Content: Approval the Regulations for conducting the 2026 Annual General Meeting of Shareholders.

To exercise voting rights, shareholders please check (X or V) one of the three boxes below:

- *Agree*
- *Disagree*
- *No comments*



VOTING SLIP NO.

01

VOTING SLIP NO.

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VOTING SLIP NO.

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VOTING SLIP NO.

01



DRAFT

Ha Noi, date 28 month 4 year 2026

VOTING SLIP NO. 02

Serial number (Registration number):

Shareholder's full name:

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 votes authorized:

Content: Approval of the Proposal on the Election of Members of the Vote Counting Committee for the 2026 Annual General Meeting of Shareholders.

To exercise voting rights, shareholders please check (X or V) one of the three boxes below:

- *Agree*
- *Disagree*
- *No comments*





VOTING SLIP NO.

02

VOTING SLIP NO.

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VOTING SLIP NO.

02

VOTING SLIP NO.

02



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DRAFT

VOTING SLIP NO. 03

Serial number (Registration number):

Shareholder's full name:

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 votes authorized:

Content: **Approval of the 2026 Annual General Meeting of Shareholders Agenda.**

To exercise voting rights, shareholders please check (X or V) one of the three boxes below:

- *Agree*
- *Disagree*
- *No comments*



VOTING SLIP NO.

03

VOTING SLIP NO.

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VOTING SLIP NO.

03

VOTING SLIP NO.

03



Ha Noi, date 28 month 4 year 2026

DRAFT

VOTING SLIP NO. 04

Serial number (Registration number):

Shareholder's full name:

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 votes authorized:

To exercise voting rights, shareholders please check (X or V) one of the three boxes for each content below:

No.	VOTING CONTENT	AGREE	NOT AGREE	NO COMMENTS
1	Approval of the Report of the Board of Management on business performance in 2025 and business plan for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the Report of the Board of Directors on corporate governance and performance of the Board of Directors and each member of the Board of Directors in 2025 and orientations for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of the Report on activities of the Board of Supervisors in 2025 and orientation for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the audited separate and consolidated financial statements and profit distribution plan for 2025 in accordance with the Proposal of the Board of Directors on the approval of the audited separate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



No.	VOTING CONTENT	AGREE	NOT AGREE	NO COMMENTS
	and consolidated financial statements and profit distribution plan for 2025			
5	Approval of the total remuneration and operating budget of the Board of Directors for 2026 in accordance with the Proposal of the Board of Directors on approval of the total remuneration and operating budget of the Board of Directors for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of the operating expenses and remuneration of the Board of Supervisors for 2026 in accordance with the Proposal of the Board of Supervisors on operating expenses and remuneration of the Board of Supervisors for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of the selection of an independent auditing firm in accordance with the Proposal of the Board of Supervisors on the selection of an independent auditing firm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval of the Proposal of the Board of Directors on the purchase of liability insurance for Members of the Board of Directors, Members of the Supervisory Board, and Executives of Eximbank	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval of the draft Charter and related amendments to corporate governance documents of Eximbank in accordance with the Proposal of the Board of Directors on approval of the draft Charter and related amendments to corporate governance documents of Eximbank	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval of the dismissal of members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025–2030) in accordance with the Proposal of the Board of Directors on dismissal of members of the Board of Directors and the Board of Supervisors for Term VIII (2025–2030)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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DRAFT

VOTING SLIP NO. 05

Serial number (Registration number):

Shareholder name:

Passport/CCCD/Other legal personal identification
documents/Business registration:

Shareholder address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of votes authorized:

Content: **Approve the adjustment of the number of Independent Members of the Board of Directors of Eximbank for Term VIII (2025 - 2030) from two (02) to three (03) members.**

To exercise voting rights, shareholders please check (X or V) one of the three boxes below:

- *Agree*
- *Disagree*
- *No comments*



VOTING SLIP NO.

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VOTING SLIP NO.

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DRAFT

Ha Noi, date 28 month 4 year 2026

ELECTION BALLOT NO. 06
ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS FOR
TERM VIII (2025 - 2030)

Serial number (Registration number):

Shareholder name:

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.	CANDIDATE'S NAME	Voting rate (%)
1.	 %
2.	 %
3.	 %
4.	 %
5.	 %

Note:

- Shareholders please fill in the specific percentage (%) of votes for the 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

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ELECTION BALLOT

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Ha Noi, date 28 month 4 year 2026

DRAFT

ELECTION BALLOT NO. 07
ELECTION OF MEMBERS OF THE BOARD OF SUPERVISORS FOR TERM VIII
(2025 - 2030)

Serial number (Registration number):

Shareholder name:

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.	CANDIDATE'S NAME	Voting rate (%)
1.	 %
2.	 %
3.	 %
4.	 %
5.	 %

Note:

- Shareholders please fill in the specific percentage (%) of votes for the 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

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ELECTION BALLOT

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ELECTION BALLOT

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ELECTION BALLOT

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DRAFT

VOTING CARDS

Serial number (Registration number):

Shareholder's full name:

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:

DRAFT

RESOLUTION OF EXIMBANK ANNUAL GENERAL MEETING OF SHAREHOLDERS DATED APRIL 28, 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 Annual General Meeting of Shareholders ("AGM");
- The Minutes of the AGM dated April 28, 2026 of Eximbank,

RESOLVES:

Article 1. To approve the report of the Board of Management on business operations in 2025 and the business plan for 2026 with the following targets:

....

Article 2. To approve the report of the Board of Directors ("BOD") on the governance and performance of the BOD and each BOD member in 2025 and orientations for 2026.

Article 3. To approve the report of the Board of Supervisors ("BOS") on the performance in 2025 and orientations for 2026.

Article 4. To approve the audited separate and consolidated financial statements and the profit distribution plan for 2025 in accordance with the BOD's Proposal on the approval of the audited separate and consolidated financial statements and the profit distribution plan for 2025.

....

Article 5. To approve the operating budget of the BOD for 2026 with a maximum amount of VND 50 billion; and the total remuneration for the BOD for 2026 with a maximum amount of VND 40 billion.





Article 6. To approve the operating budget of the BOS for 2026 with a maximum amount of VND 05 billion; and the total remuneration for the BOS for 2026 with a maximum amount of VND 18 billion.

Article 7. To approve the BOS's proposal on the selection of an independent audit firm.

Article 8. To approve the purchase of liability insurance for members of the BOD, members of the BOS, and executives of Eximbank according to the BOD's Proposal on the purchase of liability insurance for members of the BOD, members of the BOS, and executives of Eximbank

Article 9. To approve the draft Charter and amended documents related to corporate governance at Eximbank according to the BOD's Proposal on the approval of the draft Charter and amended documents related to corporate governance at Eximbank.

Article 10. To approve the dismissal of the position of Member of the BOD of Eximbank for term VIII (2025 - 2030) due to resignation letters, for the following individuals

Full name	Position
Mr. Nguyen Canh Anh	Member of the BOD
Mr. Hoang The Hung	Independent member of the BOD
Ms. Do Ha Phuong	Member of the BOD

Article 11. To approve the dismissal of the position of Member of the BOS of Eximbank for term VIII (2025 - 2030) due to resignation letters, for the following individuals

Full name	Position
Mr. Nguyen Tri Trung	Member of the BOS
Mr. Hoang Tam Chau	Member of the BOS
Mr. Lam Nguyen Thien Nhon	Member of the BOS
Ms. Doan Ho Lan	Member of the BOS

Article 12. To approve the adjustment of the number of the Independent Members of Eximbank's BOD for Term VIII (2025 - 2030) from two (02) to three (03) members.

Article 13. To approve the list of elected Members of the BOD of Eximbank for term VIII (2025 - 2030) including:

Full name	Position



Article 14. To approve the list of elected Members of the BOS of Eximbank for term VIII (2025 - 2030) including:

Full name	Position

Article 15. Terms of Implementation.

This Resolution takes effect from April 28, 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./.

Recipient:

- As per Article 15;
- Shareholders;
- State Bank of Vietnam (for reporting);
- State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Archived: Admin Dept., BOD Office.

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON**

Pham Thi Huyen Trang