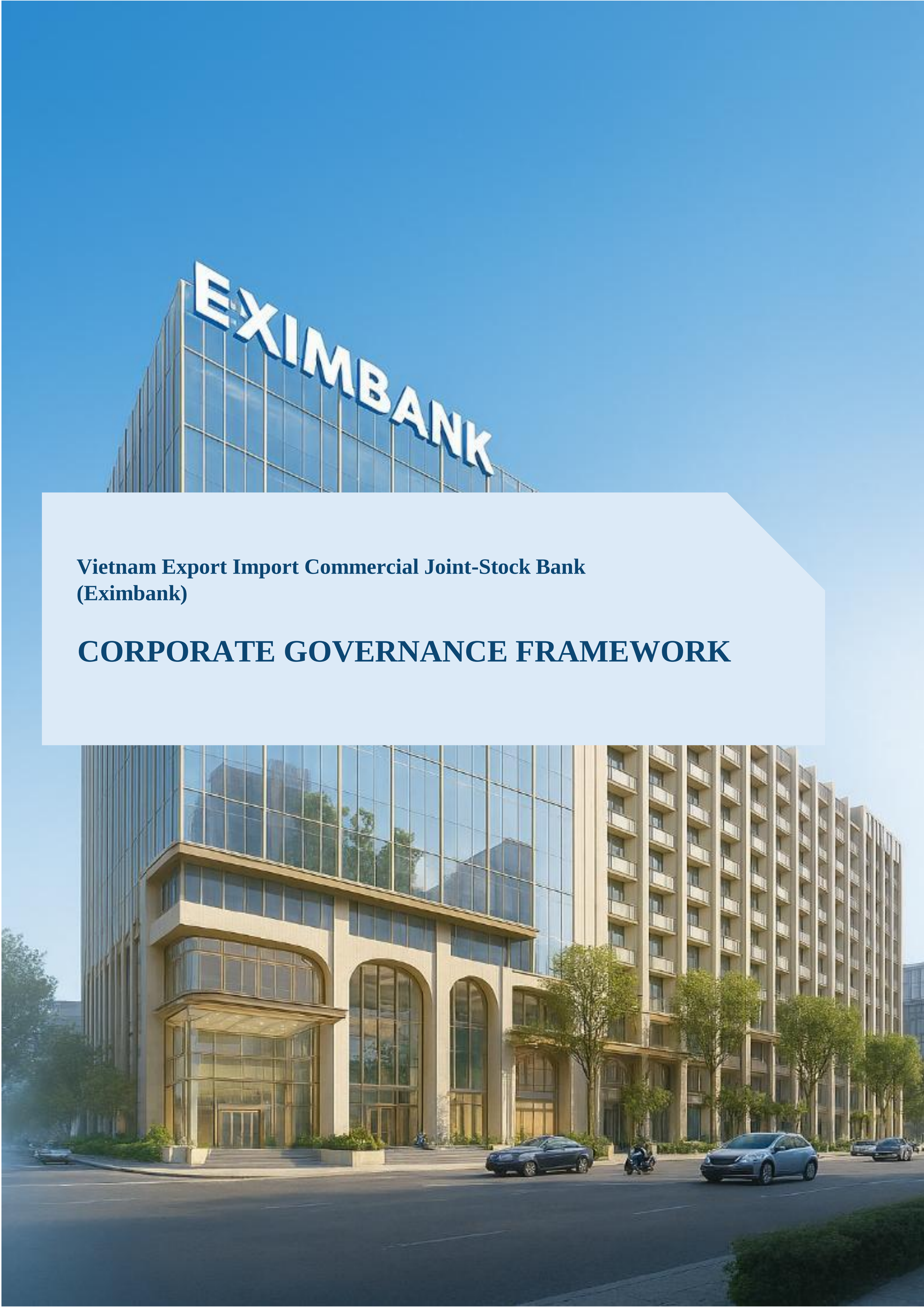

Vietnam Export Import Commercial Joint-Stock Bank (Eximbank)

CORPORATE GOVERNANCE FRAMEWORK

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CHAPTER I. PURPOSE, AUTHORITY AND SCOPE OF APPLICATION

Article 1. Purpose

This corporate governance framework (the "**Document**" or the "**Framework**") establishes the enduring bank-wide governance identity, outcomes and principles by which Vietnam Export Import Commercial Joint Stock Bank ("**Eximbank**" or the "**Bank**") is directed, overseen, managed and controlled. It provides the authoritative basis for the Bank's governance architecture and for the interpretation of the Board and its committees' mandates, management authorities, governance frameworks, policies, procedures and controls.

Article 2. Authority

This Document is owned and approved by the Board of Directors (the "**Board**"). It guides the Board's strategic oversight and Management's accountability and does not transfer day-to-day management responsibility to the Board.

Article 3. Scope and application

The Document applies across Eximbank, subject to applicable laws and proportionality. All governance arrangements shall be designed and operated in accordance with the purpose and principles set out herein.

Article 4. Governance architecture and order of precedence

The Bank maintains a governance architecture through which governance authority is established, exercised, delegated and implemented throughout the organisation.

The governance architecture is intended to ensure that the Bank's governance arrangements operate as an integrated, coherent and orderly system. Each governance layer shall operate within, and remain consistent with, the authority established by the layers above it.

Where inconsistency, overlap or conflict arises between governance layers, the higher-order layer shall prevail unless otherwise required by applicable laws or regulations.

The appendix to this Framework (the "**Appendix**") identifies the principal legal, regulatory and governance sources relevant to this Framework. The Appendix is provided as a source reference and does not establish independent governance requirements or authority.

The Bank's governance architecture comprises the following governance layers, which apply in descending order of authority.

Governing principle

Each governance layer, and the arrangements established within that layer, shall operate within and remain consistent with the authority established by the layers above it. No instrument established within a lower governance layer may amend, override, limit or otherwise conflict with the requirements of a higher governance layer except where expressly authorised by applicable law, regulation or the competent governing authority.

Applicable laws, regulations and supervisory requirements

Applicable laws, regulations and supervisory requirements of the State authority constitute the highest source of authority governing the Bank. All governance arrangements, decisions and activities shall be conducted in accordance with such regulations and requirements. No governance instrument may override, limit or conflict with any applicable legal or regulatory obligations.

Constitutional documents

The Bank's Charter and other shareholder-approved constitutional documents establish the constitutional foundation of the Bank and define its legal form, shareholder rights, governing layers and other fundamental governance arrangements. These instruments provide the constitutional basis upon which the Bank's governance architecture is established.

Corporate governance framework, Board charter and committee charters

The corporate governance framework establishes the Bank's governance principles, governance architecture and overarching governance arrangements.

The Board charter and Board committee charters give effect to the Framework and define the mandates, authorities, responsibilities and operating arrangements of the Board and its committees.

Board-approved frameworks, policies and risk appetite statements

Board-approved frameworks, policies, risk appetite statements and other Board-approved governance arrangements establish governance requirements, risk metrics and operating boundaries applicable to specific governance domains. These arrangements support the implementation of the Bank's governance architecture and provide the basis for Board oversight of the Bank's activities to the extent of the Board’s authority.

Delegations and authorities

Delegations of authority, management authority policies and related authority arrangements establish the allocation of authority throughout the Bank. They define matters reserved to the Board and its committees, and the authorities of the Management. Any authority delegated by the Board shall be exercised within the limits established by applicable laws and regulations, constitutional documents and Board-approved governance arrangements.

Internal policies and procedures

The Bank’s internal policies, regulations, procedures, standards, guidelines, manuals and other supporting arrangements establish detailed requirements and implementation arrangements for the conduct of the Bank's activities.

These arrangements support the implementation of higher-order governance layers and shall remain consistent with such higher-order governance requirements.

CHAPTER II. THE BANK IDENTITY AND GOVERNANCE PURPOSE

Article 5. The Bank identity

Eximbank exists to sustain and strengthen trust in banking by placing depositor protection at the heart of its purpose, recognising that confidence is built through the prudent protection of depositor funds and the faithful fulfilment of the Bank’s obligations. As a trust-based financial institution, Eximbank seeks to preserve the confidence of depositors, customers, regulators and shareholders while creating sustainable value for the communities it serves. It pursues this ambition through governance excellence, responsible banking, prudent decision-making and the strength of its people, recognising that enduring success depends on both institutional trust and organisational capabilities. Guided by People First, Integrity, Humility, Transparency and Collaboration, Eximbank strives to remain a safe, sound and resilient institution that contributes meaningfully to the financial well-being of society.

Article 6. Governance purpose

Corporate governance provides the system through which Eximbank is directed, overseen, and through which authority, accountability and decision-making authority are exercised across the Bank. It promotes informed, prudent and sound decision-making, prudent risk-taking, effective oversight and clear accountability, ensuring that the Bank's actions remain aligned with its mission, values and long-term interests.

CHAPTER III. GOVERNANCE OUTCOMES

Article 7. Safety and soundness

Eximbank protects depositor interests by maintaining a safe, sound and trustworthy institution. The Bank preserves its financial strength, prudent risk profile, liquidity, capital adequacy and operational reliability to safeguard depositor funds, meet its obligations, and maintain confidence under both normal and stressed conditions, including periods of market and internal stress.

Article 8. Sustainable stakeholder value

Eximbank creates sustainable, risk-adjusted value for customers, shareholders, employees and other stakeholders. Sustainable value creation strengthens the Bank’s financial capacity, customer relationships, organisational capabilities and competitive position, enabling long-term prosperity for stakeholders and supporting the financial well-being of the communities in which it operates.

Article 9. Institutional resilience

Eximbank maintains a resilient institution capable of continuing to fulfil its mission and obligations through periods of disruption, uncertainty and change. Institutional resilience is supported by effective governance, independent oversight, accountable leadership, sound culture and organisational capabilities, enabling the Bank to adapt, recover and remain sustainable over time.

CHAPTER IV. BANK-WIDE GOVERNANCE PRINCIPLES

Article 10. Governance position for the establishment of the Bank's corporate governance principles

The governance outcomes define the institutional results that Eximbank's corporate governance aims to achieve and sustain. The governance position establishes the common basis on which those outcomes are pursued and translated into the bank-wide governance principles by the Bank. The principles give effect to that position by establishing the enduring conditions for the direction, oversight, management and control of the Bank. They shall therefore be interpreted and applied as a coherent system, rather than as separate or independent requirements.

In pursuing the governance outcomes, Eximbank shall maintain safety and soundness as the prudential boundary within which business objectives and stakeholder value are pursued. The Bank shall undertake risk only where it is appropriately understood, deliberately accepted, proactively and effectively managed and remains within its approved risk appetite and financial, liquidity, operational and control capacity. Sustainable stakeholder value shall be pursued over an appropriate time horizon and assessed on a risk-adjusted basis, so that short-term performance or benefit distributions do not weaken the Bank's financial capacity or institutional resilience.

The principles shall be applied collectively and proportionately, having regard to the significance, complexity and risk of the matter concerned, so that the pursuit of one objective does not materially undermine another or weaken the Bank's ability to fulfil its obligations and remain resilient over time.

Article 11. Governance principles

Board governance and direction

Principle 1. Depositor protection and prudential discipline

The Board and the Management shall place the protection of depositor interests and prudential considerations at the foundation of strategy, risk-taking, capital management and performance. Business objectives and stakeholder value shall be pursued within the boundaries that preserve the Bank's safety, soundness and long-term viability.[1]

Principle 2. Board direction and strategic oversight

The Board shall set strategic direction, approve matters reserved to it, establish prudential and risk boundaries, oversee the Management and remain ultimately accountable for governance effectiveness. Effective oversight requires independent judgment and appropriate challenge without taking on management responsibility, thereby preserving clear management accountability for execution and results.[2]

Principle 3. Board composition, competence and effectiveness

The Board shall collectively maintain the knowledge, skills, experience, diversity of perspectives and time commitment necessary to understand the Bank's business, risks and

[1] BCBS, Corporate Governance Principles for Banks (2015), Introduction, para. 2, 5.

[2] BCBS, Corporate Governance Principles for Banks (2015), Principle 1, para. 23, 46; U.S. FRB - Supervisory Guidance on Board of Directors' Effectiveness - SR 21-3 (2021), Attribute 3.

resilience; and on that basis exercise sound, prudent judgement and discharge its responsibilities effectively. Collective capability shall remain aligned with the Bank's strategy, risk profile, complexity and operating environment.[3]

Principle 4. Board independent judgement and effective challenge

The Board shall be composed and operated to enable independent judgment, constructive challenge and objective oversight to the extent of the Board's authority, free from undue influence, unmanaged conflicts of interest or the dominance of any particular interest group. Independence in substance supports decisions made in the interests of the Bank as a whole and strengthens confidence in Board governance and oversight to the extent of the Board's authority.[4]

Principle 5. Integrated strategy, risk appetite and resilience

The Board shall oversee the alignment of strategy and business model with risk appetite, capital, liquidity, funding, operational resilience and execution capacity. Strategic opportunities shall be pursued only where the Bank can implement them responsibly, understand and manage reasonably foreseeable adverse consequences and sustain critical capabilities through periods of stress and change.[5]

Authority, decision-making and control

Principle 6. Clear authority, responsibility and accountability

Authority shall be clearly allocated across the Bank and delegated only where appropriate to support effective decision-making and execution. All allocations and delegations shall be supported by a defined purpose, scope, limits, information requirements, escalation triggers and identifiable accountability. The Management remains accountable for execution and outcomes within Board-approved direction, and delegated authority shall be matched by the capability and information necessary for decision-making.[6]

Principle 7. Risk ownership and independent control functions

Business units shall be responsible for identifying, assessing and managing the risks arising from their activities and decisions within the Bank's risk appetite and control framework. The risk management function shall oversee risk-taking activities within its mandate, provide objective challenge and report or escalate material matters through established governance reporting lines. This allocation ensures that responsibility for risk remains with those who take and manage it, while preserving the independence and effectiveness of the Bank's control functions.[7]

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[3] BCBS - Corporate Governance Principles for Banks (2015), Principle 2, para. 47, 48, 49; U.S. FRB - Supervisory Guidance on Board of Directors' Effectiveness - SR 21-3 (2021); Attribute 5

[4] BCBS - Corporate Governance Principles for Banks (2015), Principle 2, para. 52; ECB - Draft Guide on Governance and Risk Culture (2024), section 3.3; sub-section 3.3.3

[5] U.S. FRB - Supervisory Guidance on Board of Directors' Effectiveness - SR 21-3 (2021); Attribute 1; BCBS - Corporate Governance Principles for Banks (2015); Principle 1, para. 35; Principle 7, para. 123

[6] BCBS - Corporate Governance Principles for Banks (2015); Principle 1, para. 24, 29, 39; Principle 4, para. 87.

[7] BCBS - Corporate Governance Principles for Banks (2015); Principle 6, para. 105, 106; U.S. FRB - Supervisory Guidance on Board of Directors' Effectiveness - SR 21-3 (2021); Attribute 4

Principle 8. Sound and informed decision-making

Decisions shall be supported by information and analysis sufficient in scope, detail and quality for the relevant decision-maker to understand the matter, its material risks and potential adverse consequences. Review, challenge, documentation and approval shall be proportionate to significance, complexity and risk. Decision authority, rationale, conditions and accountable actions shall be recorded to support oversight, accountability and subsequent review.[8]

Principle 9. Internal control, financial reporting and independent assurance

The Bank shall maintain an effective system of internal control that safeguards assets and operations, supports compliance and promotes the integrity of financial, prudential, risk and management reporting, prevents, detects and promptly addresses risks. The Management shall establish and operate controls and remediate identified deficiencies. The Board, supported by its relevant committee, shall oversee the system and financial-reporting integrity to the extent of the Board's authority. The Internal Audit shall provide independent assurance, and the external auditor shall discharge its statutory and professional responsibilities. Clear separation of these roles promotes effective oversight, preserves Management accountability and strengthens the long-term resilience of the Bank.[9]

Sustainable performance and responsible stakeholder outcomes

Principle 10. Sustainable and risk-adjusted performance

Growth and performance shall be assessed with regard to financial results, customer outcomes, risks taken and the capital, liquidity and other significant resources required. Capital allocation, dividends and remuneration shall remain consistent with safety and soundness, institutional resilience and the Bank's long-term interests. Performance shall be regarded as sustainable only where it strengthens the Bank's continuing capacity to serve customers, meet its obligations and create enduring stakeholder value.[10]

Principle 11. Fair customer treatment and stakeholder interests

The Board shall establish fair customer treatment and appropriate consideration of stakeholder interests as enduring expectations and shall oversee whether strategy, culture, incentives and control arrangements support those expectations. The Management shall remain accountable for implementation and remediation. Responsible customer outcomes and enduring stakeholder relationships shall be pursued in a manner consistent with safety and soundness and long-term sustainability of the Bank.[11]

Principle 12. Integrity, conduct and risk-aligned remuneration

Performance assessment and remuneration shall reflect both financial and non-financial outcomes, including risk management, control effectiveness, conduct, customer outcomes and sustainable performance. The Bank shall maintain clear standards of integrity and conduct and

[8] U.S. FRB - Supervisory Guidance on Board of Directors' Effectiveness - SR 21-3 (2021); Attribute 2; BCBS - Corporate Governance Principles for Banks (2015); Principle 8, para. 129.

[9] BCBS - Corporate Governance Principles for Banks (2015); Principle 9, para. 135; Principle 10, para. 138; para. 141; OECD - G20/OECD Principles of Corporate Governance (2023); Chapter IV, Principle IV.C

[10] BCBS - Corporate Governance Principles for Banks (2015); Principle 11, para. 143; Principle 11 para. 148; FSB - FSB Principles for Sound Compensation Practices (2009); Principles 4-7.

[11] G20/OECD - High-Level Principles on Financial Consumer Protection (2022), Principle 6.

take appropriate and proportionate action where those standards or control responsibilities are not met. These arrangements promote responsible behaviour, support prudent risk-taking and contribute to sustainable stakeholder value.[12]

Transparency, culture and continuing governance effectiveness

Principle 13. Transparency and disclosure

The Board shall oversee timely and accurate disclosure of material financial, prudential, ownership and governance information in accordance with applicable legal requirements. The Management shall maintain clear accountability and effective controls for the preparation, review and approval of disclosures. Reliable disclosure supports informed decision-making, market discipline and confidence in the Bank's safety and soundness, sustainable performance and institutional resilience.[13]

Principle 14. Sound culture and governance effectiveness

The Bank's core values shall be reflected in leadership, judgment, challenge and individual accountability. The Board and the Management shall assess governance effectiveness using relevant evidence, address identified weaknesses and adapt governance arrangements to material changes, disruptions and lessons learned. This supports a sound culture, timely remediation and the Bank's continuing capacity to sustainably fulfil its purpose and obligations.[14]

CHAPTER V. RESERVED BOARD MATTERS

The Board shall retain authority over matters fundamental to the Bank's identity, strategy, safety and soundness, governance, leadership and long-term sustainability. These matters are reserved to the Board in recognition of its ultimate responsibility for the Bank.

Article 12. Reserved Board matters

The Board possesses all authorities and responsibilities prescribed by the constitutional documents approved by the General Meeting of Shareholders, applicable laws and regulations from time to time. References in this Document to the Board's authority are intended solely to provide a high-level overview of the Board's key responsibilities in bank-wide governance. Nothing in this Document shall exclude, limit, override, conflict with, or detract from any authority or responsibility of the Board as set out in the constitutional documents approved by the General Meeting of Shareholders, including the following:

Identity, governance and conduct

The Board shall direct and periodically review the Bank's purpose, vision, mission, core values, constitutional documents and corporate governance framework. The Board shall also retain authority over standards of ethics and conduct, governance arrangements, conflicts of interest,

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[12] BCBS - Corporate Governance Principles for Banks (2015); Principle 11, para. 143; ECB - Draft Guide on Governance and Risk Culture (2024); Section 2.3.

[13] OECD - G20/OECD Principles of Corporate Governance (2023); Chapter IV, Principle IV.A; Chapter V, Principle V.D.7; BCBS - Corporate Governance Principles for Banks (2015); Principle 12

[14] BCBS - Corporate Governance Principles for Banks (2015); Principle 1, para. 30; ECB - Draft Guide on Governance and Risk Culture (2024); Section 2.3.

related-party matters and other matters fundamental to the integrity of the institution, within the scope of the Board's authority.

Strategy, business and financial direction

The Board shall decide the strategy, medium-term development plan, annual business plan, annual financial plan (including operating budget) and material strategic initiatives. The Board shall also retain authority, within its specific scope and in accordance with the Charter and applicable laws and regulations, in relation to significant investments, acquisitions, disposals, and material matters that may affect the Bank's strategic position, financial condition or long-term sustainability.

Risk, safety and soundness, and resilience

The Board shall approve the Bank's risk appetite, risk management framework, policies pertaining to capital adequacy assessment process, capital and liquidity plans, risk management, and operational resilience framework. The Board shall retain authority in accordance with the Charter and applicable laws and regulations over matters that may materially affect the Bank's safety and soundness, institutional resilience or ability to meet its obligations under normal and stressed conditions.

Board and senior executive officers composition, leadership, succession and remuneration

The Board shall retain authority over Board composition and succession, including the nomination of directors for shareholder election and the composition of Board Committees. The Board shall retain authority over the appointment, evaluation, succession and removal of the Chief Executive Officer and other senior executive officers, key control function leaders and other critical leadership positions, except for cases falling within the authority of the General Meeting of Shareholders or Supervisory Board. The Board approves bank-wide remuneration policies, incentive arrangements and material remuneration outcomes, including arrangements affecting risk-taking, conduct, performance and the independence of control functions, except for cases falling within the authority of the General Meeting of Shareholders or Supervisory Board.

Reporting, assurance and external audit

The Board shall approve the Bank's financial statements within authority as regulated in the Bank's charter and other material external disclosures. The Board shall retain authority over the selection of the external auditors within the Board's authority as regulated in the Bank's charter and shall oversee matters affecting the integrity, transparency and reliability of the Bank's reporting, assurance and control environment to the extent of the Board's authority.

Article 13. Delegation

Within the Board's functions and authorities, the Board shall delegate management, execution and implementation authority in accordance with applicable laws, the Bank's Charter and the Bank's internal regulations.

Such delegation shall not diminish or transfer the Board's ultimate accountability for matters falling within its authority and the Board shall remain ultimate accountable to the Bank.

CHAPTER VI. OWNERSHIP, IMPLEMENTATION AND REVIEW

Article 14. Board responsibility

The Board shall oversee implementation of this Document and periodically assess whether the governance outcomes are being achieved.

Article 15. Management responsibility

The Management shall establish, operate and maintain the governance arrangements required to give effect to this Document and shall report significant exceptions, governance weaknesses and relevant remediation to the Board.

Article 16. Principles for the interpretation and application of this Framework

Where reasonable interpretations differ, the interpretation that better protects safety and soundness of the Bank, sustainable stakeholder value and institutional resilience shall be preferred, subject to applicable law and the specific circumstances.

Article 17. Review

The Board shall review this Document periodically and upon material change in strategy, business model, risk profile, ownership, regulation or operating environment of the Bank.

Article 18. Application within governance domains

Each governance domain shall apply the bank-wide governance principles in a manner appropriate to its purpose, responsibilities, material risks and contribution to the governance outcomes. Governance domains shall apply the relevant bank-wide governance principles into domain governance principles.

A governance domain may establish additional domain governance principles where necessary to address its distinctive purpose, legal or regulatory obligations, risk characteristics or professional requirements. Domain governance principles shall supplement and give more specific effect to the bank-wide governance principles. They shall not replace, dilute, circumvent or contradict the bank-wide governance principles, the governance position or the governance outcomes.

APPENDIX A - APPLICABLE LAWS AND REGULATIONS

This Document is developed on the basis of the following laws and regulations of Vietnam:

- Law on Credit Institutions No. 32/2024/QH15, as amended by Law No. 43/2024/QH15, Law amending to the Law on Credit Institutions No. 96/2025/QH15 and Law on Bankruptcy and Rehabilitation No. 142/2025/QH15;
- Law on Enterprises No. 59/2020/QH14, as amended by Law No. 03/2022/QH15, Law amending to the Law on Enterprises No. 76/2025/QH15, Law on State budget No. 89/2025/QH15 and Law amending to the Law on Anti-corruption No. 132/2025/QH15;
- Circular No. 83/2025/TT-NHNN;
- Circular No. 34/2024/TT-NHNN, as amended by Circular No. 66/2025/TT-NHNN and Circular No. 11/2026/TT-NHNN;
- And other relevant laws and regulations.

APPENDIX B - APPLICABLE CORPORATE GOVERNANCE STANDARDS

This Document also takes into consideration recognised governance standards and leading practices in the banking and financial services sector, including:

- Basel Committee on Banking Supervision (BCBS) - Corporate Governance Principles for Banks (2015);
- European Central Bank (ECB) - Draft Guide on Governance and Risk Culture (2024);
- OECD - G20/OECD Principles of Corporate Governance (2023);
- OECD - G20/OECD High-Level Principles on Financial Consumer Protection (2022);
- U.S. Federal Reserve Board of Governors - Supervisory Guidance on Board of Directors' Effectiveness - SR 21-3 (2021);
- Financial Stability Board (FSB) - FSB Principles for Sound Compensation Practices (2009).