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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 106/2026/EIB/CBTT-NĐDPL
No: 106/2026/EIB/CBTT-NĐDPL

Hà Nội, ngày *14 tháng 10 năm 2026*
Hanoi, October 14, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

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

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

- Mã chứng khoán: **EIB**
Stock code: ***EIB***
- Địa chỉ: Số 27 - 29 Lý Thái Tổ, phường Hoàn Kiếm, thành phố Hà Nội, Việt Nam
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Website: https://www.eximbank.com.vn

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

- Căn cứ Nghị quyết Đại hội đồng cổ đông bất thường của Eximbank ngày 14/10/2026, Đại hội đồng cổ đông đã thông qua các nội dung sau/ *Pursuant to the Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated October 14, 2026, the General Meeting of Shareholders approved the following contents*:

Signature Not Verified
Ký bởi: NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM
Ký ngày: 14/10/2026 19:21:41

Thông qua việc sửa đổi quy định tỷ lệ sở hữu cổ phần của các nhà đầu tư nước ngoài tại Eximbank và nội dung có liên quan tại Điều lệ Eximbank/ *To approve the amendment to the regulations on the total share ownership ratio of foreign investors in Eximbank and the relevant provisions of the Eximbank Charter.*

Giao thẩm quyền cho Tổng giám đốc - Người đại diện theo pháp luật rà soát, điều chỉnh về mặt kỹ thuật, thể thức nhằm hoàn thiện văn bản, ký ban hành Điều lệ hợp nhất nội dung sửa đổi, bổ sung nêu trên sau khi được ĐHĐCĐ thông qua/ *Authorize the Chief Executive Officer - the legal representative to review and make technical and formatting adjustments to finalize the document, and to sign and promulgate the Charter incorporating the above amendments and supplements upon approval by the General Meeting of Shareholders.*

- Ngày 14/10/2026, Tổng giám đốc - Người đại diện theo pháp luật ký ban hành Điều lệ Eximbank/ *On October 14, 2026, the Chief Executive Officer - the legal representative, signed and issued the Eximbank Charter.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Eximbank vào ngày 14/10/2026 tại đường dẫn https://eximbank.com.vn/nha-dau-tu (Mục Điều lệ).

This information was published on the Bank's website on October 14, 2026 at the link https://eximbank.com.vn/en/investors (Regulations secsion).

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./.

We hereby commit that the information published above is true and take full legal responsibility for the content of the published information./.

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

Tài liệu đính kèm/Attached documents:
Điều lệ Eximbank/ The Eximbank Charter

NGƯỜI ĐƯỢC ỦY QUYỀN CBTT

AUTHORIZED PERSON FOR INFORMATION DISCLOSURE

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM

Nguyễn Văn Thủy

CHARTER

VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK

2026

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CHARTER
VIETNAM EXPORT IMPORT COMMERCIAL JOINT-STOCK BANK

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 or 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 7, Article 63 of the Law on Credit Institutions..

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.

Article 21. Share Offering and Transfer

1. Eximbank may increase the number of shares or type of authorized shares for charter capital increase in forms as follows:

   a) Public offering of shares;

   b) Private placement of shares;

   c) Other forms of share offering or issuance and to other objects in accordance with the Law.

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

3. The purchase, sale or transfer of shares by shareholders is performed in accordance with relevant laws on securities.

4. The purchase or receipt of shares making the buyer or receiver become a major shareholder must be approved in writing by the State Bank prior to such execution. Shareholder, buyer or receiver of shares shall coordinate with Eximbank to apply for respective approval.

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

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

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

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

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

Article 22. Repurchase of shares or share certificates

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

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

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

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

d) Others as per regulations of the Law from time to time.

2. Eximbank may only repurchase shares from shareholders if it ensures that, after full payment of respective amount for the repurchased shares, the prudent ratios in banking operations are still complied with and actual value of the charter capital is not lower than the legal capital.

3. Conditions, sequence, procedures for the repurchase of shares shall follow the guidelines of the State Bank, laws on securities and other relevant regulations of the Law.

CHAPTER III.
STRUCTURES OF ORGANIZATION AND MANAGEMENT OF EXIMBANK

SECTION I.
MANAGEMENT AND ORGANIZATION STRUCTURE

Article 23. Management and organization structure

Management organization of Eximbank:

1. General Meeting of Shareholders.

2. Board of Directors (including committees/panels reporting to Board of Directors).

3. Supervisory Board.

4. Chief Executive Officer.

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

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

Article 24. Standards and conditions for Board Members

1. Not fall under the cases prohibited from holding positions as prescribed in Clause 1, Article 28 of the Charter.

2. Satisfy the standards and conditions prescribed by Vietnamese law:

a) Hold a university degree or higher (or equivalent degrees or qualifications under foreign education systems);

b) Meet one of the following conditions: have at least 03 years of experience working as a manager or an executive of a credit institution; have at least 05 years of experience

working as a manager of a finance, banking, accounting or audit enterprise or of another enterprise whose total shareholders' equity is at least equal to the legal capital required for a joint-stock commercial bank; have at least 05 years of direct working experience in operational departments of credit institutions or foreign bank branches; or have at least 05 years of direct working experience in operational departments related to finance, banking, accounting, or auditing;

c) Possess professional ethics in accordance with the regulations of the Governor of the State Bank of Vietnam;

d) Satisfy other standards and conditions as prescribed by Vietnamese Law.

3. Other conditions required by Eximbank:

a) Be independent in thought and action: capable of making objective assessments and decisions without being influenced by inappropriate interests, relationships or influences; each member must devote sufficient time and resources to fully perform their role; and must have solid judgment and prestige in their professional field.

b) Possess extensive knowledge of banking operations, corporate governance, governance frameworks according to best practices, financial reporting, risk management, information technology and digital transformation, and sustainable development. Concurrently, have a reasonable understanding of economic and market factors at domestic, regional, and global levels, as well as the legal and regulatory environment affecting banking operations – particularly vital in the Southeast Asian context.

c) Members responsible for specific areas of work must possess the competence and experiences that meet one of the conditions appropriate to Eximbank's objectives in each period, including but not limited to the following conditions:

(i) Have expertise and experience in risk management and compliance in accordance with international standards (including but not limited to the standards of the Basel Committee on Banking Supervision (Basel), the European Central Bank (ECB), the Board of Governors of the Federal Reserve System of the United States (FRB), and the Organization for Economic Co-operation and Development (OECD));

(ii) Have expertise and experience in areas such as strategic planning, investment banking, innovation culture; technology investment and large-scale IT transformation; mergers and acquisitions;

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

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

(v) Have expertise and experience in human resources (including talent acquisition and development, Board of Directors succession planning, performance evaluation, and compensation policies for all levels within the enterprise; and

other human-resources-related matters, including but not limited to employee benefits and organizational culture);

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 26. Standards and conditions for the Chief Executive Officer

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

1. Not fall under the cases ineligible to hold the position as prescribed in Clause 1 Article 28 of this Charter;
2. Have professional ethics in accordance with the standards of the State Bank of Vietnam, and Eximbank's Code of Conduct;
3. Hold a university degree or higher (or possess a diploma or degree equivalent under a foreign education system) in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing;
4. Have full understanding of banking operations, corporate governance, governance frameworks in accordance with leading practices, financial reporting, risk management, information technology and digital transformation, and sustainable development (particularly topics related to human resources and human capital development);
5. Meet one of the following conditions:
    a) Have at least five (05) years of experience as an Executive Officer of a financial institution in the positions of Chief Executive Officer, Deputy Chief Executive Officer, or equivalent titles; or

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

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

6. Reside in Vietnam during the term of office;

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

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

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

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

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

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

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

3. Meet one of the following conditions:

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

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

4. Reside in Vietnam during the term of office;

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

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

SECTION III.
CASES OF BEING PROHIBITED FROM HOLDING CERTAIN POSITIONS – CONCURRENTLY HOLDING DIFFERENT POSITIONS – TERMINATION OR SUSPENSION

Article 28. Cases of being prohibited from holding certain positions

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

   a) One of the persons specified in Clause 2 of this Article;

   b) A person prohibited from participating in the management and administration of an enterprise or cooperative in correspondence with the law on officials and public employees and the law on anti-corruption;

   c) A person who used to be the owner of a private enterprise or partner of a partnership, Chief Executive Officer, Board Member, Board of Members or a supervisor or member of the Supervisory Board of an enterprise, Board Member and Chief Executive Officer of a cooperative at the time when the enterprise or cooperative is declared bankrupt, except for case where he/she is assigned or appointed to participate in the management, administration or control of the enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;

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

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

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

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

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

   a) Minor; a person with limited cognition and behavior control; a person with limited or lost legal capacity;

   b) A person who is facing criminal prosecution or serving imprisonment sentence; serving an administrative penalty in a compulsory rehabilitation center or compulsory education center; or is prohibited by a court from holding positions, practicing a profession or performing certain work;

c) A person who has been sentenced for any serious crime or worse;

d) A person who has been sentenced for possession charge without having their criminal record expunged;

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

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

3. Spouse, father/mother, child or sibling of each Board Member, Chief Executive Officer and his/her spouse must not act as the Chief Accountant or person in charge of finance of Eximbank.

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

1. The Board Chair must not concurrently serve as an Executive Officer, a member of the Supervisory Board of Eximbank or another credit institution, or a Senior Manager of another enterprise.

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

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

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

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

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

a) An Eximbank Executive Officer;

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

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

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

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

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

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

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

1. Cases of automatic loss of capacity:

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

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

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

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

   e) Eximbank has its License revoked;

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

   g) Dies.

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

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

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

1. Except for cases of automatic loss of position as prescribed in Article 30 of the Charter, the Board Chair and other Board Members; the Head and other members of the Supervisory Board; and the Chief Executive Officer of Eximbank shall be dismissed or removed from office when falling under any of the following circumstances:

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

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

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

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

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

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

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

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

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

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

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

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

1. The State Bank of Vietnam has the authority to suspend or temporarily suspend the exercise of rights and obligations of the Board Chair and other Board Members; the Head and other members of the Supervisory Board; and the Executive Officers of Eximbank who violate the regulations on incompatible positions as prescribed in Article 29 of the Charter, Article 43 and Clause 10 of Article 48 of the Law on Credit Institutions, or other relevant provisions of Laws during the performance of their assigned rights and obligations, or who fail to meet the standards and conditions prescribed in the Charter and in Laws; and to request the competent authority to dismiss, remove, elect, appoint, or designate a replacement if deemed necessary.

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

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

SECTION IV.
PREVENTION OF CONFLICTS OVER INTERESTS AND DISCLOSURE OF RELATED INTERESTS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

14. Eximbank is responsible for applying necessary measures to prevent Board Members,

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 35. Liability for damages and compensation

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

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

3. Eximbank may purchase insurance for the individuals specified in Clause 2 to cover the compensation liabilities mentioned above.

SECTION V.
SHAREHOLDERS

Article 36. Shareholders

1. Eximbank shareholders have rights and obligations corresponding to the number and type of shares they own.

2. Shareholders shall be officially recognized only when their information is recorded in the Shareholder register of Eximbank or in line with the Law on securities with respect to the shares centrally deposited at VSDC.

3. Eximbank is required to have at least one hundred (100) shareholders without limitation on the maximum number, unless otherwise regulated by Law.

Article 37. Rights of Shareholders

1. An ordinary shareholder shall have the following rights:

a) Be fairly treated. Each share of the same type enables its holder to possess equal rights, obligations and interests. In case Eximbank has preference shares, the rights and obligations associated therewith must be ratified as prescribed in the Charter;

b) Attend and express opinion at General Meeting of Shareholders and exercise the right to vote in one of the following methods in the principle that each ordinary share has one vote:

(i) Attend and vote directly at the meetings;

(ii) Authorize another person to attend and vote at the meetings;

(iii) Attend and vote via teleconferences, e-vote or other electronic forms;

(iv) Send votes to the meetings by postal mail or email;

c) Receive dividends at the rate decided by the General Meeting of Shareholders;

d) Have pre-emptive right to purchase new offered shares in proportion to each shareholder's ownership of ordinary shares at Eximbank;

e) Transfer its shares or rights to purchase shares to other shareholders of Eximbank or other organizations or individuals or in accordance with Law and the Charter;

f) View, look up and extract information on the name and contact address in the list of shareholders having voting rights; and request for adjustment of inaccurate information of their own. Sequence and procedures of requesting for information provision or update is subject to regulations of Law, the Charter and Board of Directors;

g) View, look up, extract information or copy of the Charter, minutes of the General Meeting of Shareholders, resolutions and decisions thereat;

h) Be distributed with the remainder of the value of asset in proportion to their holdings in Eximbank upon dissolution or bankruptcy of the Bank;

i) Give written authorization to another person to exercise its rights and obligations; and the authorized person shall not stand for election in his or her own capacity;

j) Nominating and recommending candidates for the Board of Directors and the Supervisory Board in accordance with Laws and the Charter. Board of Directors shall provide regulations on nomination and candidacy procedures, the timeframe for receiving nomination and candidacy applications, and other related matters;

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

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

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

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

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

c) To request the Supervisory Board to inspect specific matters related to the business operations of Eximbank when deemed necessary. The request must be made in writing and must include the following information: full name, contact address, nationality,

and identification documents for shareholders who are individuals; name, enterprise code or legal document number, and head office address for shareholders that are organizations; the number of shares and the time of share registration for each shareholder; the total number of shares held by the group of shareholders and their percentage ownership of Eximbank's total shares; the matter to be inspected and the purpose of the inspection;

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

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

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

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

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

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

The request for convocation of General Meeting of Shareholders shall be made in writing and contain full name, contact address, nationality, and legal paper number in case of individual shareholders; name, enterprise ID number or legal paper number, and headquarter address in case of institutional shareholders; number of shares and time of their subscription of each shareholder, total number of shares of the group of shareholders and holdings in Eximbank, grounds and reasons for such request. Documents and evidence on the violations of Board of Directors, seriousness of such violations or the decision made ultra vires shall be enclosed thereto. The written request must bear the signatures and seals (if any) of the relevant shareholders. Shareholders or groups of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convening of a General Meeting of Shareholders.

4. A shareholder or group of shareholders owning ten percent (10%) or more of total ordinary shares shall have the right to convene Extraordinary General Meeting of Shareholders. The request for convocation of General Meeting of Shareholders shall be made in writing and contain full name, contact address, nationality, and legal paper number in case of individual shareholders; name, enterprise ID number or legal paper number, and headquarter address in case of institutional shareholders; number of shares and time of their subscription of each shareholder, total number of shares of the group of shareholders and holdings in Eximbank, grounds and reasons for such request. The request should contain full signature and stamp (if any) of the concerned shareholders. The written request must bear the signatures and seals (if any) of the relevant shareholders.

5. Shareholders as organizations may assign one or several authorized representatives to exercise their rights in accordance with the regulations of Law; where more than one authorized representatives are assigned, the number of shares and votes/voting slips of each representative should be specifically defined. The assignment, termination or change of authorized representatives must be made in form of a written notice sent to Eximbank headquarter in the soonest time. Such notice shall include the details provided in the Law on Enterprises.

6. The organization for executing shareholders' rights and requests shall follow the provisions in this Charter, Terms of reference on internal management, and guidelines and regulations issued by Eximbank's Board of Directors and Law from time to time.

Article 38. Obligations of shareholders

1. Shareholders of Eximbank shall have the following obligations:

   a) To make full payment for the shares committed to buy within the time limit set out by Eximbank; and take responsibility for the debts and other asset liabilities of the Bank to the extent of the capital amount contributed thereto;

   b) Not to withdraw the paid-up share capital from Eximbank in any forms, which leads to the decrease in its charter capital; except for the case mentioned in Clause 2 Article 22 hereof;

   c) To be responsible to law for the legitimacy of the capital source used for capital contribution, share purchase and receipt at Eximbank; not to use the money lent by credit institutions or foreign bank branches, or proceeds from issuance of corporate bonds to buy or receive shares of Eximbank in name of another natural or legal person in any forms, except for entrustment in accordance with Law;

   d) To comply with the Charter and internal regulations of Eximbank;

   e) To abide resolutions and decisions of the General Meeting of Shareholders and Board of Directors;

   f) To take personal responsibility for, when acting on behalf of Eximbank in whatsoever forms, any law-breaching acts or business activities and other transactions they have conducted for self-seeking purposes or for interest of other organizations or individuals;

   g) To keep confidential the information provided by Eximbank according to Law and the Charter; to use the provided information only for the performance and protection of their own lawful rights and interests; and to be strictly prohibited from disseminating, copying and sending the information furnished by Eximbank to any other organizations or individuals;

   h) Major shareholders shall not take advantage of their influence to cause effect on the rights and interests of Eximbank and other shareholders in accordance with law and the Charter; and make information disclosure as required by law;

   i) Others as stipulated in this Charter and relevant Laws.

2. Shareholders who receive entrusted investments from other organizations or individuals shall provide Eximbank with information about the actual owner of shares which they are holding under such trusteeship. Eximbank has the right to suspend shareholder rights of such shareholders when detecting that they fail to provide information or provide insufficient and inaccurate information of the actual owner of shares.

Article 39. Shareholder register, securities holder register and establishment of shareholder list

1. Eximbank shall make and retain the Shareholder register until share certificates are centrally registered with VSDC. Shareholder register can be physical or electronic documents containing information about the shareholders' ownership of shares. The Shareholder register must include the principal contents as prescribed by Law.

2. Shareholder register shall be kept at Eximbank's headquarter or another organization that is licensed to retain shareholder registers. Shareholders are entitled to inspect, look up, extract or copy names and contact addresses of Eximbank's shareholders from shareholder register during business hours of the retaining organization.

3. Share certificates centrally registered with VSDC: VSDC shall make and retain the Securities holder register with respect to the shares of Eximbank, prepare the list, calculate and allocate rights to each shareholder at the ratio advised by Eximbank. Only those named in Securities holder register as at the record date as per Eximbank's notice shall be entitled to rights arising out of the shares.

4. Any change in shareholders' contact address should be promptly informed to Eximbank for its update to Shareholder register or notification to VSDC for update to Securities holder register. Eximbank bears no responsibility if a shareholder can't be reached due to failure to notify the change of his/her contact address.

5. Establishment of shareholder list:

   a) Board of Directors shall define the time for establishing the list of shareholders entitled to shareholder rights, and publicly announce the same in correspondence with Law;

   b) Transactions of share transfer made on ex-dividend date(s) and during the time from the date of finalizing the shareholder list (record date) to the date that respective shareholder rights may be exercised, transferors (as per the information in the shareholder list as at the record date) shall be the beneficiaries of shareholder rights.

SECTION VI.
GENERAL MEETING OF SHAREHOLDERS

Article 40. General Meeting of Shareholders

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of Eximbank.

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

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

   a) Voting at meetings; or

   b) Collecting written opinions.

Article 41. Rights and obligations of General Meeting of Shareholders

1. Approving the development orientation of Eximbank;
2. Approving the Charter; amending and supplementing the Charter;
3. Approving the Internal Governance Regulation; the Regulation on the organization and operation of the Board of Directors and the Supervisory Board;
4. Deciding the number of Board Members and members of the Supervisory Board for each term; electing, dismissing, removing from office, electing additional or replacement Board Members and members of the Supervisory Board in accordance with the conditions and standards prescribed in the Charter and Laws; deciding remuneration, bonuses, and other benefits for Board Members and members of the Supervisory Board, as well as the operating budget of the Board of Directors and the Supervisory Board;
5. Reviewing and handling, within its authority, violations by the Board of Directors and the Supervisory Board that cause damage to Eximbank and its shareholders;
6. Deciding the organizational management structure of Eximbank;
7. Approving plans for changes to charter capital; approving plans for offering shares, including share classes and the number of new shares to be offered;
8. Approving plans for repurchasing issued shares;
9. Approving plans for issuing convertible bonds and bonds with warrants;
10. Approving the proposed remediation plan in cases of early intervention in accordance with Article 143 of the Law on Credit Institutions;
11. Approving annual financial statements; approving plans for the distribution of profits after fulfilling tax obligations and other financial obligations of Eximbank;
12. Approving reports of the Board of Directors and the Supervisory Board on the performance of their assigned duties and powers;
13. Deciding the establishment or conversion of legal forms of overseas commercial presence and subsidiaries of Eximbank;
14. Approving plans for capital contribution, purchase, sale of shares, or contributed capital of Eximbank in enterprises or other credit institutions where the planned capital contribution value, purchase price, or book value (in case of sale) is equal to or more than 20% of Eximbank's charter capital as recorded in the latest audited financial statements;
15. Approving decisions on investment in, purchase, or sale of Eximbank's fixed assets where the planned investment amount, purchase price, or original cost (in case of sale) is equal to or more than 20% of Eximbank's charter capital as recorded in the latest audited financial statements;
16. Approving contracts and other transactions valued at 20% or more of Eximbank's charter capital as recorded in the latest audited financial statements between Eximbank and: (i) Board Members, members of the Supervisory Board, the Chief Executive Officer, or major shareholders of Eximbank; (ii) related persons of Senior Managers, members of the Supervisory Board, or major shareholders of Eximbank; (iii) subsidiaries or affiliated companies of Eximbank, except in cases where Eximbank is implementing a compulsory transfer plan. In such cases, shareholders with related interests in parties to the contract or transaction shall not have voting rights;

17. Deciding the division, separation, consolidation, merger, conversion of legal form, dissolution, or requesting the Court to initiate bankruptcy procedures for Eximbank;
18. Deciding the selection of an independent auditing organization to conduct audits in accordance with Article 81 of the Charter;
19. Deciding solutions to address major financial fluctuations of Eximbank;
20. Approving changes to the name, location of the head office, or extension of the operational duration of Eximbank;
21. Other rights and duties prescribed in this Charter and relevant Laws.

Article 42. Conditions on and methods for ratifying resolutions and decisions of the General Meeting of Shareholders

1. Except for cases specified in Clauses 2, 3 and 4 below, resolutions and decisions of the General Meeting of Shareholders shall be passed if approved by shareholders representing more than 50% of total votes of all attending shareholders, or by shareholders representing 50% of total votes of all shareholders in case of collecting written opinions.
2. Resolutions and decisions regarding issues stated in Clauses 7 and 15 Article 41 hereof shall be approved by shareholders representing more than 65% of total votes of all attending shareholders, or by shareholders representing 65% of total votes of all shareholders in case of collecting written opinions.
3. Resolutions and decisions regarding issues stated in clause 17 Article 41 hereof shall be approved by shareholders representing more than 65% of total votes of all attending shareholders.
4. The election of Board Members and members of the Supervisory Board shall be conducted using the method of cumulative voting under the following general principles:
   a) Each shareholder shall have a total number of voting rights equal to the total number of shares owned multiplied by (x) the number of positions to be elected to the Board of Directors or the Supervisory Board, and each shareholder shall have the right to allocate all or part of his or her total votes to one or several candidates.
   b) The candidates elected as Board Members or members of the Supervisory Board shall be determined in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members has been elected. In the event that two (02) or more candidates receive the same number of votes for the final remaining position on the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with the tied votes, or selection shall be made based on criteria specified in the election rules of the General Meeting of Shareholders.
5. Decisions on issues stated in Clauses 1, 4, 5, and 17 Article 41 hereof shall be ratified by way of voting at the General Meeting of Shareholders.

Article 43. Competence to convene general meetings of shareholders

1. Board of Directors convenes annual and extraordinary General Meeting of Shareholders.
2. The annual General Meeting of Shareholders shall discuss and approve the following matters:

a) The annual business plan of Eximbank;

b) The audited annual financial statements;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

7. The person convening the meeting must prepare the list of shareholders entitled to attend the General Meeting of Shareholders, provide information and resolve complaints related to the list of shareholders, prepare the meeting agenda and contents, prepare draft resolutions according to the expected meeting contents; compile the list and detailed information on candidates in the case of election of Board Members, members of the Supervisory Board;

prepare meeting materials, determine the time and venue of the meeting, send notices of invitation to each shareholder entitled to attend, and perform other tasks necessary for the meeting in accordance with this Charter, internal governance regulations, and relevant laws.

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

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

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

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

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

1. List of shareholders entitled to attend meetings:

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

   b) The list of shareholders entitled to attend General Meeting of Shareholders must contain full name, contact address, nationality, and legal paper number in case of individual shareholders; name, enterprise ID number or legal paper number, and headquarter address in case of institutional shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.

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

2. Agenda and contents of General Meeting of Shareholders:

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

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

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

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

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

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

d) The convener of General Meeting of Shareholders shall accept and put the proposals mentioned in point b Clause 2 of this Article in the proposed meeting agenda and contents, except for cases defined in point c Clause 2 of this Article. The proposals shall be officially added to the meeting agenda and contents only upon approval by the General Meeting of Shareholders.

3. Invitation to General Meeting of Shareholders:

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

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

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

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

d) Meeting materials include:

- The agenda and materials to be used at the meeting;
- The list and detailed information of the candidates approved by the State Bank of Vietnam in case of electing members to Board of Directors or members of the Supervisory Board;

- Voting slips;
- Draft resolutions for each matter on the agenda;
- Other related documents (if any).

Article 45. Right to attend General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend or give written authorization to one (01) or several other individuals or organizations to attend General Meeting of Shareholders on their behalf, either in person or through one of the methods stated in Clause 3 of this Article.
2. The authorization to attend General Meeting of Shareholders shall be carried out in accordance with the Terms of reference on internal management of Eximbank.
3. Shareholders shall be deemed to have attended and voted at General Meeting of Shareholders in the following cases:
   a) Attend and vote in person at the meeting;
   b) Authorize another individual or organization to attend and vote at the meeting on their behalf;
   c) Attend and vote via teleconferences, hybrid meetings (online and offline), electronic voting, or other electronic methods in accordance with Eximbank's regulations;
   d) Send votes to the meetings by postal mail or email.

Article 46. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders may be conducted in the form of an in-person meeting, a teleconferences, or a hybrid meeting (online and offline). The convener of the General Meeting of Shareholders shall have the right to determine the appropriate meeting form depending on the circumstances, the condition of the technical system, and practical conditions.
2. A General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares. If the first meeting fails to meet the above conditions, the notice of invitation for the second-convened General Meeting of Shareholders must be sent within thirty (30) days from the intended date of the first meeting. The second-convened General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent thirty-three percent (33%) or more of the total voting shares, and it shall be entitled to decide on all matters expected to be approved or decided at the first-convened meeting.

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

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

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

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

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

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

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

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

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

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in other electronic forms.

2. Meeting minutes and resolutions/decisions shall be prepared in Vietnamese, and probably in English which have equal legal effect. In case of difference between the two language versions, the Vietnamese shall prevail.

3. Minutes of general meetings of shareholders must have the main contents as below:

   a) Name, head office address, Business Registration License number of Eximbank;

   b) Time and venue of the General Meeting of Shareholders;

   c) Agenda and meeting content;

   d) Full names of the Board Chair and secretary;

   e) Meeting summary and opinions given to each of the matters in the general meeting's agenda;

   f) Number of shareholders and total voting slips of attending shareholders, representatives of shareholders with corresponding shares and votes and appendix with the list of registered shareholders;

g) Total voting to each issue voted upon, specifying the voting method, number of valid and invalid votes, number of approval, disapproval and no comment votes, with corresponding ratios over total voting of attendees;

h) Issues ratified and their respective ratio of affirmative votes;

i) Full names and signatures of the Board Chair and secretary.

In case the Board Chair or secretary refuses to sign, the minutes shall still be valid if signed by all other attending Board Members and contain all contents as prescribed from point a to point h in this Clause. The minutes must state the refusal to sign by the Board Chair or secretary.

4. The meeting Chair and secretary or other signatories in the minutes shall be jointly responsible for the truthfulness and accuracy of the content thereof.

5. The Vietnamese version of the minutes must be completed and ratified before the end of the meeting.

6. The minutes and resolutions/decisions must be published on Eximbank's website within twenty-four (24) hours from the end of the meeting. Resolutions/decisions must be reported to the State Bank of Vietnam within fifteen (15) days from the date of the General Meeting of Shareholders or from the date of vote counting in case of voting by written ballot.

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

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

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

2. Board of Directors must prepare the opinion sheets, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the opinion sheets. The preparation of the list of shareholders to whom opinion forms are sent shall comply with Clause 1, Article 44 of this Charter. The requirements and methods for sending opinion sheet and supporting documents shall comply with Clause 3, Article 44 of this Charter.

3. Resolutions of the General Meeting of Shareholders approved by collecting written opinions shall have the same validity as those passed at general meetings of shareholders.

4. The vote counting minutes and the resolutions/decisions of the General Meeting of Shareholders must be posted on Eximbank's website within twenty-four (24) hours from the time the vote counting is completed. The resolutions/decisions of the General Meeting of Shareholders must be reported to the State Bank of Vietnam within fifteen (15) days from the date the vote counting is completed.

5. Answered opinion sheets, minutes of vote counting, ratified resolutions and relevant documents enclosed with the opinion sheets shall be kept at Eximbank's headquarter.

6. Other issues relating to collection of written opinions shall be subject to the internal governance on internal management of Eximbank and law.

Article 49. Validity of resolutions and decisions of the General Meeting of Shareholders

1. Resolutions and decisions of the General Meeting of Shareholders shall become effective from the date they are ratified or from the effective date specified therein.
2. Resolutions and decisions of the General Meeting of Shareholders passed by 100% total voting shares shall be legitimate and take immediate effect even when the sequence and procedures of convening the meeting and ratifying the same violate provisions of law and the Charter.
3. In the event a shareholder or group of shareholder files a petition requesting a court or an arbitrator to cancel a resolution or decision of the General Meeting of Shareholders according to Article 50 of this Charter, such resolution or decision shall still be valid until a decision on its revocation by the court or arbitrator is in effect, except for cases of applying injunctive measures as decided by competent agencies in conformity with law.

Article 50. Request for canceling resolutions of the General Meeting of Shareholders

1. Within 90 (ninety) days from the date Eximbank publishes on its website the resolutions, decisions or meeting minutes of the General Meeting of Shareholders or minutes of counting votes for collecting opinions of the General Meeting of Shareholders, shareholders or shareholder groups holding five percent (5%) or more of total ordinary shares shall be entitled to request courts or arbitrators to consider and cancel resolutions or decisions of the General Meeting of Shareholders, or any part thereof in the following cases:
   a) The sequence and procedures of convening, and passing resolutions or decisions of the General Meeting of Shareholders have been in material breach of law and the Charter, unless such resolutions/decisions have been ratified by 100% of total voting shares;
   b) The content of the resolution violates law or the Charter.
2. The sequence and procedures for case handling at courts or arbitration agencies are subject to relevant laws.

SECTION VII.
BOARD OF DIRECTORS

Article 51. Candidacy and nomination of Board members

1. Nomination and candidacy by shareholders or groups of shareholders
   a) Shareholders or groups of shareholders holding five percent (05%) or more of the total voting common shares shall have the right to nominate or stand for election to Board of Directors, with the maximum number of candidates corresponding to their shareholding ratio as prescribed by law and the Bank's Charter. Specifically:
      (i) From 05% to under 10%: maximum 01 candidate;
      (ii) From 10% to under 20%: maximum 02 candidates;
      (iii) From 20% to under 30%: maximum 03 candidates; and
      (iv) Above 30%: maximum 04 candidates.
   b) Where common shareholders form a group to nominate candidates, the group must give written notice of the formation of the group together with the list of nominated candidates to other shareholders prior to the opening of the General Meeting of Shareholders.

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

2. Succession planning by Board of Directors

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

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

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

c) Develop, review, and issue notifications on the standards and conditions applicable to Board members and members of Committees under Board of Directors, in compliance with applicable laws and good governance practices; and

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

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

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

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

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

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

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

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

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

d) Board candidates must:

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

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

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

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

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

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

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

4. The structure of Board of Directors includes:

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

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

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

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

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

5. If the number of Board Members falls below the minimum required under Law and the Charter, Eximbank must elect additional members to ensure the minimum number within ninety (90) days from the date the number of members becomes insufficient, except as provided in Clause 5 Article 166 of the Law on Credit Institutions.

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

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

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

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

c) Strategy and Technology Committee

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

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

Article 53. Authorities and mandates of Board of Directors

1. Strategic orientation and business planning

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

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

2. Risk management

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

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

3. Financial oversight and information disclosure

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

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

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

   d) Reviews and approves the annual report.

4. Governance framework

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

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

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

5. Human resources

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

   b) Board of Directors, based on the recommendation of the Personnel, Nomination and

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

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

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

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

6. Remuneration, compensation policy and corporate culture

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

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

c) Board of Directors, based on the recommendation of the Personnel, Nomination and Remuneration Committee, shall review and develop the remuneration and salary bonus

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

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

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

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

7. Other Authorities and mandates

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

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

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

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

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

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

g) Approve contracts or other transactions valued at less than twenty percent (20%) of Eximbank's charter capital as stated in the most recent audited financial statements

between Eximbank and (i) Board Members, members of the Supervisory Board, the Chief Executive Officer, or major shareholders of Eximbank; (ii) persons related to Senior Managers, members of the Supervisory Board, or major shareholders of Eximbank; (iii) Eximbank's subsidiaries or affiliates.

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

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

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

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

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

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

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

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

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

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

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

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

t) Decide on trademark registration for Eximbank.

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

Article 54. Authorities and mandates of the Board Chair

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

2. Authorities and mandates of Board Chair include:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 55. Authorities and mandates of Board Members

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

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

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

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

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

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

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

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

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

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

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

11. Request the Chief Executive Officer, other Executive Officers, and units within Eximbank to provide information and documentation on the operations of Eximbank and its units;
12. Disclose and report related interests and the list of Related Persons to Eximbank upon election as a member of the Board of Directors and upon any change during the term;
13. Report related-party transactions in accordance with Clause 7 Article 33 of the Charter;
14. Independent Members of the Board of Directors must produce an evaluation report on the performance of the Board of Directors;
15. In cases of dissenting or abstention votes, members must state the reasons and clarify related matters; and
16. Perform other duties and exercise other rights in accordance with Law, the Charter, and Eximbank's internal regulations.

Article 56. Meetings of Board of Directors

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

Executive Officer, Deputy Chief Executive Officers, Chief Risk Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer and other executive positions as determined by the Board of Directors from time to time, the risk management function, and separation of duties among the three lines of defense at Eximbank;

- Information disclosure matters relating to duties and composition of Board of Directors and committees/panels under the Board of Directors.

(v) Human resources

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

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

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

(vii) Other matters

- Matters within the authority of the General Meeting of Shareholders that must be submitted for approval, including amendments or additions to charter capital; development orientation; election, dismissal, removal, remuneration and benefits of Board Members; approval of annual financial statements; reorganization or dissolution of the bank; decisions on investments, purchase, or sale of fixed assets of Eximbank valued at twenty percent (20%) or more of Eximbank's charter capital as recorded in the most recent audited financial statements; selection of an independent auditor for financial statements;
- Investment decisions or asset sales valued at ten percent (10%) or more of Eximbank's charter capital as recorded in the most recent audited financial statements;
- Policies and regulations relating to newly arising matters in the Bank's operations;
- Other matters deemed necessary by the Board Chair.

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

a) Attending and voting directly at the meeting;

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

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

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

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

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

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

4. Regulations on extraordinary meetings of Board of Directors:

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

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

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

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

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

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

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

Article 57. Conditions for conducting Board of Directors meetings

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

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

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

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

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

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

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

Article 59. Minutes of Board of Directors meetings

1. All Board of Directors meetings must be recorded in minutes and may be audio recorded or documented and stored in other electronic forms. The minutes shall include the following principal contents:
   a) Name, registered head office address, enterprise code of Eximbank;
   b) Purpose, agenda and content of the meeting;
   c) Time, venue of the meeting;
   d) Full name of each attending Board Member or authorized person and the method of attendance; full name of absent members and reasons for absence;
   e) Matters discussed and voted on at the meeting;
   f) Summary of opinions expressed by each attending member in the order of the meeting's proceedings;
   g) Voting results, clearly indicating members who voted in favor, against or abstained;
   h) Matters adopted and the corresponding voting ratios;
   i) Full name, signature of chair of the meeting, the secretary of the meeting, except as provided in Clause 3 of this Article.
2. Minutes of Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English, with both versions having equal legal validity. In case of any discrepancy between the two versions, the Vietnamese version shall prevail.
3. In the event that the chair of the meeting, the secretary refuses to sign the minutes, the minutes shall remain valid if all other Board Members attending the meeting sign to confirm their approval and the minutes contain all required details as stipulated from Points (a) to (h), Clause 1 of this Article. The minutes must clearly state that the chair and the secretary refused to sign the meeting minutes.
4. Board Chair, the secretary or any other person (if applicable) who signs the minutes shall be jointly responsible for the accuracy and truthfulness of Board of Directors meeting minutes.
5. The minutes of Board of Directors meeting and all documents used during the meeting must be kept at Eximbank's head office.

Article 60. Resolutions adopted at Board of Directors meetings

1. A resolution of Board of Directors shall be adopted if it receives a majority of votes in favor. In the event of an equality of votes, the final decision shall be made according to the opinion of the chair of the meeting.
2. A Board Member who has a conflict of interest with respect to a matter submitted to Board of Directors for decision shall not be permitted to vote on such matter, nor may such member authorize another person to vote on his/her behalf or receive authorization from another

Board member to vote on that matter. However, the conflicted member shall still be counted when determining the quorum for the validity of the meeting.

3. Prior to voting, if a Board member, to the best of his/her knowledge, has a direct or indirect interest in any contract or agreement proposed to be entered into or already entered into with Eximbank, or has any other interest that conflicts with the matter being voted on at the meeting, he/she must disclose the nature of the relevant interest at Board of Directors meeting so that Board of Directors may consider whether such interest exists and decide on that member's voting right. If there is reason to suspect that a Board member has a conflicting interest in the matter to be voted on but the concerned member does not voluntarily disclose it, the matter shall be referred to the chair of the meeting for consideration. Based on the relevant information and documents, the chair has the authority to decide whether the member may vote, or may require the member to provide additional information. The chair's decision shall be final and binding. If the existence of a conflicting interest is discovered later, or in any other case, the concerned member must immediately notify Board of Directors upon becoming aware of such interest. The matter shall then be discussed at the next Board meeting after Board of Directors receives the notification, in order to make an appropriate decision.

Article 61. Collection of written opinions from Board Members

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

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

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

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

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

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

Article 62. Remuneration and other benefits of Board Members

1. An independent third party shall annually evaluate the performance of the Board Chair,

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

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

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

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

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

Article 63. Corporate Governance Officer

1. Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective implementation of corporate governance at Eximbank in compliance with legal regulations. The term of the Corporate Governance Officer shall be determined by Board of Directors and shall not exceed five (05) years.

2. The Corporate Governance Officer shall have the following rights and obligations:

   a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to interactions between Eximbank and shareholders;

   b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

   c) Provide advice on meeting procedures;

   d) Attend meetings;

   e) Advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;

   f) Provide financial information, minutes of meetings of the Board of Directors, and other information to Board Members and members of the Supervisory Board;

   g) Monitor and report to the Board of Directors on Eximbank's information disclosure activities;

   h) Serve as the focal point for communication with relevant stakeholders;

i) Maintain confidentiality of information in accordance with the law and the Charter of Eximbank;

j) Perform other rights and duties as prescribed.

3. The functions, mandates, and qualifications of the Corporate Governance Officer shall be specifically stipulated in Eximbank's Terms of reference for internal governance.

SECTION VIII.
SUPERVISORY BOARD

Article 64. Nomination and self-nomination of Members of the Supervisory Board

1. The nomination and self-nomination of candidates for the Supervisory Board are carried out in the same manner as prescribed in Clauses 1 and 3 Article 51 of the Charter.

2. In case the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient (including cases where candidates are considered not to meet the required standards and conditions), the incumbent Supervisory Board shall introduce/nominate additional candidates or organize nominations in accordance with the Charter, internal corporate governance regulations, and the Terms of Reference of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be publicly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board.

Article 65. The Supervisory Board and Its Structure

1. The Supervisory Board supervises and evaluates compliance with Law, internal regulations, the Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. The number and composition of the Supervisory Board are as follows:

   a) The Supervisory Board of Eximbank has at least five (05) members. The number of members for each term is decided by the General Meeting of Shareholders.

   b) The Supervisory Board consists of the Head of the Supervisory Board and other members of the Supervisory Board.

3. The list of proposed candidates for election as members of the Supervisory Board must be approved in writing by the State Bank of Vietnam prior to the election. Individuals elected as members of the Supervisory Board must be included in the list approved by the State Bank of Vietnam.

4. The term of the Supervisory Board is five (05) years. The term of each member corresponds to the term of the Supervisory Board. The term of any member elected as a replacement or additional member is the remaining period of the Supervisory Board's term. The Supervisory Board of the outgoing term continues to operate until the Supervisory Board of the new term assumes office.

5. If the number of members of the Supervisory Board falls below the minimum required under Clause 2 of this Article, Eximbank must elect additional members to ensure the minimum number within ninety (90) days from the date the number becomes insufficient, except for the case provided in Clause 5 Article 166 of the Law on Credit Institutions.

6. If members of the Supervisory Board finish their term at the same time but members for the new term have not yet been elected, the outgoing members shall continue to exercise their rights and obligations until members of the new term are elected and assume their duties.

Article 66. Mandates and authorities of the Supervisory Board

The Supervisory Board has the following duties and authorities:

1. Supervise the governance and management of Eximbank in compliance with Law, internal regulations, the Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; and be responsible before Law and the General Meeting of Shareholders for performing the assigned duties and authorities in accordance with the Law on Credit Institutions and the Charter;
2. Issue internal regulations of the Supervisory Board; annually review the internal regulations of the Supervisory Board and Eximbank's internal regulations on accounting and reporting;
3. Organize and implement internal audit; have access to and be provided with full, accurate, and timely information and documents related to the governance and management of Eximbank; have the right to use Eximbank's resources to perform assigned duties and authorities; and be permitted to hire experts, independent consultants, or external organizations to perform tasks while remaining responsible for the performance of the Supervisory Board's duties;
4. Supervise Eximbank's financial condition; appraise the reviewed semi-annual financial statements and audited annual financial statements. Report to the General Meeting of Shareholders the results of the annual appraisal of the financial statements, assessing the reasonableness, legality, truthfulness, and prudence in accounting, statistical records, and financial reporting. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders;
5. Supervise the approval and implementation of investment projects, purchase or sale of fixed assets, contracts, and other transactions of Eximbank falling under the authority of the General Meeting of Shareholders or the Board of Directors. Annually prepare and submit supervision reports to the General Meeting of Shareholders and the Board of Directors;
6. Supervise compliance with Chapter VII of the Law on Credit Institutions regarding prudential limits and ratios to ensure safety in Eximbank's operations;
7. Inspect accounting records, other documents, and the management and operational activities of Eximbank when deemed necessary or in the following cases:
   a) As required by resolutions or decisions of the General Meeting of Shareholders;
   b) At the request of the State Bank of Vietnam or major shareholders/group of major shareholders in accordance with Law. The inspection must be conducted within seven (07) working days from the date the request is received. Within fifteen (15) days from completion of the inspection, the Supervisory Board must provide a report and explanation to the requesting organization or individual.
8. Timely notify the General Meeting of Shareholders and the Board of Directors upon detecting that managers or Executive Officers of Eximbank violate Law, the Charter, internal regulations, or resolutions and decisions of the General Meeting of Shareholders or the Board of Directors; and request the violators to immediately cease such violations and take remedial actions (if any);

9. Request the Board of Directors to convene an extraordinary meeting, or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with Law and the Charter;
10. Convene an extraordinary General Meeting of Shareholders if the Board of Directors adopts decisions seriously violating the Law on Credit Institutions or exceeding its authority, or in other cases as prescribed by the Charter;
11. Timely report to the State Bank of Vietnam violations under Clauses 6, 8, and 10 of this Article, and violations related to shareholding limits, contributed capital, and Related Persons in accordance with the Law on Credit Institutions;
12. Appointment, dismissal, disciplinary actions, suspension, and determination of salary and other benefits for positions within the internal audit function.
13. Propose to the General Meeting of Shareholders the selection of an independent auditing organization in accordance with Article 80 of the Charter;
14. Perform other duties and exercise other authorities in accordance with Law, the Charter, and Eximbank's internal regulations.

Article 67. Mandates and authorities of the Head of the Supervisory Board

1. Organize the implementation of duties and authorities of the Supervisory Board and be responsible for performing the rights and obligations of the Head of the Supervisory Board in accordance with Law, the Charter, and Eximbank's internal regulations;
2. Prepare the agenda, contents, and documents for meetings of the Supervisory Board; organize written consultations of the Supervisory Board when needed; convene, preside over, and chair meetings of the Supervisory Board;
3. Organize meetings and written consultations of members of the Supervisory Board; supervise and organize the supervision of the implementation of decisions of the Supervisory Board;
4. On behalf of the Supervisory Board, sign documents within the authority of the Supervisory Board;
5. On behalf of the Supervisory Board, convene an extraordinary General Meeting of Shareholders as prescribed in the Charter, or request the Board of Directors to convene an extraordinary meeting;
6. Attend meetings of the Board of Directors, have the right to express opinions but not the right to vote;
7. Request that his/her opinions be recorded in the minutes of the meeting of the Board of Directors if such opinions differ from resolutions or decisions of the Board of Directors, and report them to the General Meeting of Shareholders;
8. Prepare the working plan of the Supervisory Board and allocate specific tasks to each member of the Supervisory Board;
9. Ensure all members of the Supervisory Board receive full, objective, and accurate information and have sufficient time to discuss matters under the Supervisory Board's consideration;
10. Supervise and direct the implementation of assigned duties and the exercise of rights and obligations of members of the Supervisory Board;

11. Authorize one (01) other member of the Supervisory Board to perform the rights and obligations of the Head of the Supervisory Board during periods of absence or inability to perform duties;

12. Perform other duties and exercise other authorities in accordance with Law, the Charter, and Eximbank's internal regulations.

Article 68. Mandates and authorities of Members of the Supervisory Board

1. Comply with Law, the Charter, internal regulations of the Supervisory Board, professional ethics, and perform duties assigned by the Head of the Supervisory Board with honesty and prudence for the benefit of Eximbank and its shareholders; be responsible for performing their rights and obligations honestly, prudently, and in the best way to ensure the lawful interests of Eximbank;

2. Elect one (01) member of the Supervisory Board as the Head of the Supervisory Board. All members of the Supervisory Board have the right to vote for, dismiss, or remove the Head of the Supervisory Board without any vote being excluded;

3. Request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board;

4. Oversee business activities, inspect accounting books, assets, and financial statements of Eximbank, and propose remedial measures;

5. Request managers to report and explain on the financial condition, business performance of subsidiaries of Eximbank, investment plans, projects, development programs, and other decisions in the management and operations of Eximbank;

6. Request managers, Executive Officers, and employees of Eximbank to provide data and explanations on business activities to perform assigned duties;

7. Report to the Head of the Supervisory Board regarding unusual financial activities of Eximbank and be responsible for their assessments and conclusions;

8. Attend meetings of the Supervisory Board, discuss and vote on matters under the duties and authorities of the Supervisory Board, except matters involving conflicts of interest with such member;

9. Be loyal to the interests of Eximbank and its shareholders. Do not abuse one's position or title, and do not use information, know-how, business opportunities, or other assets of Eximbank for personal gain or for the benefit of another organization or individual;

10. When identifying that a member of the Supervisory Board violates assigned rights and obligations, notify the Supervisory Board in writing and request the violator to cease the violation and remedy consequences;

11. Disclose and report related interests and the list of Related Persons to Eximbank upon appointment as a member of the Supervisory Board and upon any change during the term;

12. Members of the Supervisory Board and their Related Persons must not use or disclose inside information to others for related transactions;

13. Keep confidential all information provided by Eximbank in accordance with Law, the

Charter, and Eximbank's internal regulations. Unauthorized disclosure of information is strictly prohibited (including making statements, providing, or transmitting information to the press without approval of the Board of Directors or the Chief Executive Officer), and any deliberate dissemination or conduct that causes unauthorized spread of information regarding Eximbank's operations;

14. Perform other duties and exercise other authorities in accordance with Law, the Charter, and Eximbank's internal regulations.

Article 69. Meetings and written consultation of Members of the Supervisory Board

1. The Supervisory Board meets at least once every quarter and may convene extraordinary meetings to promptly address unexpected matters.
2. Extraordinary meetings of the Supervisory Board are convened upon the request of:
   a) Board Chair;
   b) At least two-thirds (2/3) of the members of the Board of Directors;
   c) The Head of the Supervisory Board;
   d) At least two-thirds (2/3) of the members of the Supervisory Board;
   e) The Chief Executive Officer;
   f) Other cases prescribed by Law.
3. The Supervisory Board issues internal regulations detailing notification procedures, meeting convening procedures, meeting rules, voting procedures, minutes, and written consultation of members, in accordance with Law, the Charter, and the Terms of Reference of the Supervisory Board.
4. The Supervisory Board discusses and votes on matters within its duties and authorities through meetings, written consultation, or other forms in accordance with the Terms of Reference of the Supervisory Board. Each member of the Supervisory Board has one (01) vote.
5. A member of the Supervisory Board who has a related interest in the matter under decision must not participate in voting on that matter, is not counted toward quorum requirements, and must not authorize or receive authorization from another member regarding that matter.
6. A member of the Supervisory Board who becomes aware of direct or indirect interests related to any contract or proposed contract with Eximbank must disclose the nature of such interest to the Board of Directors and the Supervisory Board for their consideration. If such interest is discovered only after the contract has been executed or in any other circumstance, the member must promptly notify the nearest meeting of both the Board of Directors and the Supervisory Board.

Article 70. Remuneration and other benefits of Members of the Supervisory Board

1. The total annual operating budget, total remuneration, bonuses, and other benefits of the Supervisory Board are decided by the General Meeting of Shareholders at the annual meeting. The Supervisory Board decides the remuneration, bonuses, and other benefits for each member.
2. Members of the Supervisory Board are reimbursed for travel, accommodation, independent

consulting services, and other reasonable expenses. The total remuneration and expenses must not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Members of the Supervisory Board are provided with liability insurance by Eximbank; however, the insurance does not cover liabilities related to violations of Law or the Charter.

4. All expenses for members of the Supervisory Board must be recorded as a separate item in Eximbank's annual financial statements.

SECTION IX.
CHIEF EXECUTIVE OFFICER

Article 71. Chief Executive Officer

1. The Chief Executive Officer is the highest Executive Officer of Eximbank, subject to the supervision of the Board of Directors, and responsible before the law and the Board of Directors for the performance of his or her rights and duties.

2. The Chief Executive Officer is appointed by the Board of Directors. The term of the Chief Executive Officer shall not exceed five (05) years and may be reappointed for an unlimited number of terms.

3. The proposed list of candidates for appointment as Chief Executive Officer must be approved in writing by the State Bank of Vietnam before the appointment is made. The person appointed as Chief Executive Officer must be among those approved by the State Bank of Vietnam.

4. Assisting the Chief Executive Officer are other Executive Officers of Eximbank.

5. The appointment, dismissal, removal, or resignation of the Chief Executive Officer must be carried out in accordance with the law, the Charter, internal governance regulations, and other internal regulations of Eximbank.

6. Board of Directors determines the salary, bonuses, and other benefits of the Chief Executive Officer. The salary, bonuses, and other benefits of the Chief Executive Officer shall be recorded in accordance with corporate income tax regulations, presented as a separate item in Eximbank's annual financial statements, and reported at the annual General Meeting of Shareholders.

7. In the event of a vacancy in the position of Chief Executive Officer, the Board of Directors must appoint a Chief Executive Officer within ninety (90) days from the date the vacancy occurs.

Article 72. Authorities and mandates of the Chief Executive Officer

1. Implementation of strategy and business operations:

   a) Propose the annual business plan and annual financial plan (including the operating budget) for submission to the Board of Directors for review and decision.

   b) Decide on matters within the delegated authority relating to Eximbank's daily business operations and matters consistent with the business plan and financial plan approved by the Board of Directors; decide on other matters not falling under the authority of the General Meeting of Shareholders, the Board of Directors, or the Supervisory Board, ensuring compliance with Eximbank's internal regulations.

c) Report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, and competent state authorities on Eximbank's operations and business performance.

2. Financial reporting

Prepare and submit financial statements to Board of Directors for approval or report to the General Meeting of Shareholders for approval; and be responsible for the accuracy and truthfulness of financial statements, statistical reports, settlement figures, and other financial information.

3. Governance

a) Recommend proposals on Eximbank's management and organizational structure to Board of Directors or the General Meeting of Shareholders for decision within its authority;

b) Recommend and propose matters relating to the organization, governance, and banking operations to improve Eximbank's operational quality and efficiency to Board of Directors, or propose that Board of Directors submit such matters to the General Meeting of Shareholders for decision within its authority;

c) Decide on the organizational structure, functions, and duties of units within the Eximbank system, except for units/departments under the authority of Board of Directors.

4. Internal control system

Establish and maintain an effective internal control system;

5. Other responsibilities

a) Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and Board of Directors;

b) Issue, within delegated authority, internal regulations and rules; operational processes and procedures for operating the executive management system and management information system;

c) Decide on measures exceeding his/her delegated authority in cases of natural disasters, enemy sabotage, fires, incidents, and be responsible for such decisions, and promptly report to Board of Directors;

d) Request Board of Directors to convene an extraordinary meeting in accordance with the law and this Charter;

e) Appoint, dismiss, remove, and decide on salaries, bonuses, and other benefits for Eximbank's Senior Manager, Executive Officer and other positions, except for positions under the authority of the General Meeting of Shareholders or Board of Directors;

f) Enter into contracts and other transactions on behalf of Eximbank in accordance with the Charter and Eximbank's internal regulations;

g) Propose plans for profit distribution and handling business losses of Eximbank;

h) Recruit employees; decide on salaries, bonuses, and other benefits for employees within delegated authority;

i) Establish committees/councils to advise and assist the Chief Executive Officer in accordance with the law and Eximbank's operations;

j) Attend meetings of Board of Directors upon request of the person authorized to convene such meetings to provide information on executive operations;

k) Decide on the investment in, purchase, and sale of Eximbank's fixed assets where the proposed investment amount, purchase price, or original cost in the case of asset disposal is less than 10% of the charter capital stated in the most recent audited financial statements; and may, at the same time, assign, decentralize, or authorize other executive officers, in accordance with the Bank's internal regulations, to make decisions within this scope, except for investments in, purchases, or sales of fixed assets that fall under the decision-making authority of the General Meeting of Shareholders or the Board of Directors; and

l) Perform other rights and obligations in accordance with the law, the Charter, Eximbank's internal regulations, and the resolutions and decisions of the General Meeting of Shareholders and Board of Directors, and as stipulated in agreements and employment contracts with Eximbank.

CHAPTER IV.
RELATIONSHIP BETWEEN EXIMBANK AND ITS SUBSIDIARY, ASSOCIATE COMPANIES, TRADE UNION AND EMPLOYEES

Article 73. Relationship between Eximbank and Subsidiaries and Associate companies

1. The General Meeting of Shareholders shall decide on the establishment or transformation of Subsidiaries in Vietnam and commercial presence in foreign jurisdictions to support Eximbank's operations in compliance with the Law.

2. Board of Directors of Eximbank shall decide and exercise the rights and obligations of a shareholder/owner/capital-contributing member at Subsidiaries and Associates in accordance with this Charter, the charters of the Subsidiaries and Associates, and other relevant provisions of the Law.

Article 74. Employees and Trade Union

1. The establishment and operation of the trade union representing employees at Eximbank shall comply with the Law.

2. The Chief Executive Officer must prepare plans for submission to Board of Directors for approval regarding matters relating to recruitment, salaries, social insurance, welfare and rewards for employees and Executive Officers of Eximbank, as well as Eximbank's relationship with trade union organizations, in accordance with best practice standards, management norms and policies, and the provisions of the Charter, Eximbank's internal regulations, and applicable Laws.

CHAPTER V.
FINANCE - ACCOUNTING, CONTROL, AUDIT AND INFORMATION REGIMES, FINANCIAL REPORTING, ACCOUNTING AND REPORTING

SECTION I.
FINANCE, ACCOUNTING AND REPORT

Article 75. Capital and capital use

1. The capital of Eximbank includes owner's equity, mobilized capital, and other capital as prescribed by the Law.
2. Eximbank may use capital for business activities in accordance with the Law on Credit Institutions and other relevant provisions of the Law.
3. Eximbank may purchase and invest in fixed assets serving its direct operations, provided that the remaining value of fixed assets shall not exceed fifty percent (50%) of the charter capital and the reserve fund for supplementing charter capital recorded in the accounting books.
4. Board of Directors shall decide or decentralize the authority to decide the compensation amount for any asset losses of the Bank arising from the subjective fault of the person causing the loss.

Article 76. Fiscal year and financial regime

1. Eximbank's fiscal year begins on January 01 and ends on December 31 of the same calendar year.
2. Eximbank shall be financially autonomous and financially responsible for its business operations, and shall fulfil its obligations and commitments in accordance with the Law.
3. Eximbank's financial regime shall be implemented in accordance with the Law on Credit Institutions and other relevant legal provisions. Based on the applicable legal regulations, Board of Directors shall develop, approve and issue Eximbank's Financial Regulation as the basis for implementation.
4. The Board of Directors, the Supervisory Board, and the Chief Executive Officer of Eximbank shall be responsible before the law and before State regulatory authorities for complying with Eximbank's financial, audit, and accounting regimes.

Article 77. Recognition and accounting

Eximbank must carry out accounting and bookkeeping in accordance with the law on accounting; and shall be responsible before the Law for the accuracy and truthfulness of revenues and expenditures, and for compliance with regulations on invoices and accounting documents.

Article 78. Financial statements

1. Eximbank must prepare financial statements in accordance with the law on accounting and work toward compliance with international accounting standards.
2. Financial statements must be publicly disclosed, published, and reported to competent State authorities in accordance with the Law.
3. In case Eximbank is the Controlling company:
   a) Within one hundred and twenty (120) days from the end of the fiscal year, in addition to reports and documents required by law, Eximbank must prepare and submit to the State Bank of Vietnam its audited consolidated financial statements in accordance with the law on accounting.
   b) Within ninety (90) days from the end of the fiscal year, Eximbank must prepare and submit to the State Bank of Vietnam a consolidated report on purchase, sale and other transactions between Eximbank and its Subsidiaries and Associates.

SECTION II.
CONTROL AND AUDIT

Article 79. Internal control system

1. The internal control system is a set of mechanisms, policies, processes, internal regulations, and organizational structure of Eximbank, established and implemented to ensure the prevention, detection and timely handling of risks.
2. The development of the internal control system must ensure the following requirements:
   a) Efficiency and safety in operations; protection, management, and safe and effective use of assets and resources;
   b) Financial information and management information that is truthful, reasonable, complete and timely;
   c) Compliance with the Law and internal mechanisms, policies, processes, and regulations.
3. The Bank must engage an independent auditing firm to assess part or all of the internal control system when required by the State Bank of Vietnam.
4. The development of the internal control system and the implementation of technology applications in internal control activities must be carried out in accordance with the regulations of the State Bank of Vietnam.

Article 80. Internal audit

1. Eximbank shall establish an internal audit function under the Supervisory Board to conduct internal audits of the Bank.
2. The internal audit function shall conduct independent and objective reviews and assessments of the adequacy and compliance of Eximbank's mechanisms, policies, processes, and internal regulations; provide recommendations to enhance the effectiveness of systems, processes, and regulations; and contribute to ensuring that Eximbank operates safely, efficiently, and in accordance with the law.
3. Internal audit results must be reported to the Supervisory Board , and sent to the Board of Directors, the Audit and Risk Management Committee, Chief Executive Officer of Eximbank for information.

Article 81. Independent audit

1. Prior to the end of the fiscal year, Eximbank must select an independent auditing firm that meets the requirements prescribed by the Governor of the State Bank of Vietnam to audit the financial statements and perform assurance services for the operation of the internal control system in relation to the preparation and presentation of financial statements for the subsequent fiscal year.

   Within thirty (30) days from the date of deciding on the selection of the independent auditing firm, Eximbank must notify the State Bank of Vietnam of the selected independent auditing firm.

SECTION III.
DEDUCTION FOR FUNDS AND DISTRIBUTION OF PROFITS

Article 82. Profit distribution and funds

1. The remaining profit of Eximbank, after offsetting previous years' losses in accordance with the Law on Corporate Income Tax and fulfilling tax obligations as prescribed by Law, shall be distributed in accordance with regulations of the Government and Eximbank.
2. Annually, Eximbank must appropriate from after-tax profits to establish and maintain the following funds:
   a) The Charter capital supplementary reserve fund. The maximum balance of this fund must not exceed Eximbank's Charter capital;
   b) The financial provision fund;
   c) Other reserve funds as prescribed by Law.
3. Eximbank shall manage and use these funds in accordance with the Law and Eximbank's internal regulations.

Article 83. Dividend payment

1. Pursuant to a resolution of the General Meeting of Shareholders and in accordance with the Law, dividends shall be announced and paid when Eximbank fully satisfies the conditions for dividend payment under applicable legal regulations.
2. Board of Directors shall prepare the list of shareholders or determine a specific date to finalize the list of shareholders entitled to dividends in accordance with the Law; propose the dividend rate and the form of dividend payment for each share for decision by the General Meeting of Shareholders; and decide the timeline and procedures for dividend payment.
3. Notice of dividend payment shall be sent using an appropriate method to ensure delivery to shareholders at the address registered in Eximbank's Shareholder register/Securities holder register no later than fifteen (15) days before the dividend payment date. The notice must include the information required by Law.
4. Dividends may be paid in cash, in shares of Eximbank, or in other assets as determined by the General Meeting of Shareholders in accordance with the Law. If paid in cash, the payment must be made in Vietnamese Dong and via payment methods permitted by Law.
5. Other matters relating to dividend payment shall be carried out in accordance with the Law and Eximbank's internal regulations.

SECTION IV.
INFORMATION AND REPORTING REGIME

Article 84. Reporting and information disclosure

1. Eximbank must comply with the reporting regime and the provision and disclosure of information in accordance with the law on accounting, statistics, statistical surveys, and securities.
2. Eximbank must submit periodic reports on professional activities as required by the State Bank of Vietnam.

3. In addition to the reports stipulated in Clauses 1 and 2 of this Article, Eximbank is responsible for promptly reporting to the State Bank of Vietnam in the following cases:

   a) Occurrence of unusual developments in business activities that may seriously affect Eximbank's business operations;

   b) Changes in organizational structure, governance, management, financial condition of major shareholders, and other changes that may seriously affect Eximbank's business operations; purchase, sale, or transfer of shares by major shareholders. Major shareholders shall be responsible for promptly providing information and coordinating with Eximbank to ensure timely reporting to the State Bank of Vietnam as required under this point;

   c) Changes in the name of Eximbank's branches;

   d) Temporary suspension of transactions for fewer than five (05) working days;

   e) Listing of shares on the domestic securities market.

4. Subsidiaries and Associates of Eximbank shall be responsible for submitting financial statements and activity reports to the State Bank of Vietnam upon request.

5. Eximbank must prepare and publish its annual report, corporate governance report, and other reports as required by Law.

6. Within ninety (90) days from the end of the fiscal year, Eximbank must submit its annual report to the State Bank of Vietnam in accordance with the Law.

7. Eximbank shall disclose information on its website and/or through other means of information disclosure as prescribed by Law and Eximbank's internal regulations.

Article 85. Records keeping regime

1. Eximbank must retain the following documents at its Head Office and/or other appropriate locations as determined by the Chief Executive Officer:

   a) The Charter, including all amendments and supplements thereto;

   b) Eximbank's internal corporate governance regulations and other internal regulations and rules of Eximbank;

   c) Certificates of industrial property rights; Enterprise Registration Certificate; other licenses and certificates (if any);

   d) Documents evidencing Eximbank's ownership of assets;

   e) Voting ballots, vote-counting minutes, minutes of the General Meeting of Shareholders and of Board of Directors; decisions of Eximbank;

   f) Prospectuses for public offering or listing of securities (if any);

   g) Reports of the Supervisory Board, inspection conclusions of regulatory authorities, and conclusions of the independent auditing firm;

   h) Accounting books, accounting documents, and annual financial statements; and

   i) Other documents as prescribed by Law.

2. The duration and method of retaining the above-mentioned documents shall comply with the Law and Eximbank's internal regulations from time to time.

3. The Chief Executive Officer shall be responsible for organizing the retention and management of records and documents at Eximbank in accordance with this Charter and relevant legal regulations.

CHAPTER VI.
DISPUTE SETTLEMENT, RE-ORGANIZATION, DISSOLUTION, AND BANKRUPTCY

Article 86. Settlement of internal disputes

1. Internal disputes are disputes or claims relating to the organization and operation of Eximbank, and the rights and obligations of shareholders under the law, this Charter, and/or other relevant legal documents, arising between (i) Shareholders and Eximbank; (ii) Shareholders and the Board of Directors, the Supervisory Board, the Chief Executive Officer, or other Executive Officers of Eximbank.

2. When an internal dispute arises, the relevant parties must jointly seek resolution through negotiation and conciliation based on mutual respect and in compliance with the Law. Unless the dispute relates to Board of Directors or the Board Chair, the Board Chair shall preside over the dispute resolution process and require each party to present information related to the dispute within twenty-one (21) working days from the date the dispute arises. In cases where the dispute involves Board of Directors or the Board Chair, any party may request the appointment of an independent expert to act as a mediator or may request the competent authority to settle the dispute.

3. If no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party shall have the right to submit the dispute to Arbitration or a competent Court for settlement in accordance with the Law.

4. The parties shall bear their own costs relating to negotiation and conciliation procedures. Payment of Arbitration or Court fees shall be made in accordance with the rulings of the Arbitration Tribunal or the Court.

Article 87. Reorganization, dissolution, special control and bankruptcy

1. Eximbank may be reorganized in the form of division, separation, consolidation, merger, conversion of legal form, or conversion into a non-bank credit institution after obtaining written approval from the State Bank of Vietnam.

2. Eximbank shall be dissolved in the following cases:

   a) Eximbank does not apply for an extension or applies for an extension but is not granted written approval by the State Bank of Vietnam upon the expiration of its operating term;

   b) The License of Eximbank is revoked;

   c) Eximbank voluntarily dissolves if it is able to fully settle its debts and obtains written approval from the State Bank of Vietnam;

   d) Eximbank is subject to early intervention or special control, and another credit institution assumes all debt obligations.

3. Eximbank may be placed under special control by decision of the State Bank of Vietnam in cases specified under Clause 1, Article 162 of the Law on Credit Institutions.

4. Other matters relating to procedures for reorganization, dissolution, special control, and bankruptcy shall be carried out in accordance with the Law on Credit Institutions and other relevant legal regulations.

CHAPTER VII.
IMPLEMENTATION PROVISIONS

Article 88. Amendment and supplementation to the Charter

1. Any addition or amendment to this Charter must be considered and decided by the General Meeting of Shareholders, except for: (i) spelling or technical adjustments updated and announced by the Board Chair; (ii) adjustments to the Charter to conform to/update according to Eximbank's License, approvals/licenses issued by the State Bank of Vietnam or other competent authorities, which shall be updated and announced by Board of Directors.

2. Matters not addressed or regulated in this Charter shall be implemented in accordance with relevant provisions of the Law. Unless otherwise permitted by Law, in cases where any content of this Charter is contrary to/conflicts with provisions of the Law, such legal provisions shall automatically apply and govern the operations of Eximbank.

Article 89. Validity

1. This Charter consists of seven (07) Chapters and eighty night (89) Articles, adopted at the Annual General Meeting of Shareholders held on April 28, 2026, issued and effective from April 28, 2026.

2. This Charter has been amended and supplemented, and such amendments and supplements take effect pursuant to the Resolution of the Extraordinary General Meeting of Shareholders dated July 24, 2026 and the Resolution of the Extraordinary General Meeting of Shareholders dated October 14, 2026.

3. In the event that any provisions of Eximbank's internal governance regulations, the regulations on the organization and operation of the Board of Directors or the regulations on the organization and operation of the Supervisory Board of Eximbank conflict with or are inconsistent with the provisions of this Charter, the provisions of this Charter shall prevail.

4. This Charter is made in three (03) original copies of equal validity and shall be submitted to the State Bank of Vietnam and other competent state authorities (if any) and kept at the Head Office of Eximbank.

5. Copies or extracts of this Charter shall be valid only when signed by the legal representative or a duly authorized person./.

LEGAL REPRESENTATIVE
CHIEF EXCUTIVE OFFICER

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM

Phạm Thị Huyền Trang