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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 105/2026/EIB/CBTT-NĐDPL
No: 105/2026/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
Address: No. 27 - 29 Ly Thai To Street, Hoan Kiem Ward, Hanoi City, Vietnam
- Điện thoại liên hệ: (024) 73001155
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- E-mail: vphdqt@eximbank.com.vn
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- Website: https://www.eximbank.com.vn
Website: https://www.eximbank.com.vn

2. **Nội dung thông tin công bố/ *Content of disclosure***: Biên bản họp và Nghị quyết Đại hội đồng cổ đông bất thường ngày 14/10/2026 của Eximbank/ *Minutes of Meeting and Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated October 14, 2026.*

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/dai-hoi-dong-co-dong.

This information was published on the Bank's website on October 14, 2026 at the link https://eximbank.com.vn/en/shareholder-meeting.

Signature Not Verified
Ký bởi: NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM
Ký ngày: 14/10/2026 19:21:01

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

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

Nơi nhận/Recipients:

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

Tài liệu đính kèm/Attached documents:

- *Biên bản họp và Nghị quyết Đại hội đồng cổ đông bất thường ngày 14/10/2026 của Eximbank/ Minutes of Meeting and Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated October 14, 2026;*
- *Tài liệu được thông qua tại Đại hội đồng cổ đông bất thường ngày 14/10/2026 của Eximbank/ Documents Approved at the Extraordinary General Meeting of Shareholders of Eximbank held on October 14, 2026.*

NGƯỜI ĐƯỢC ỦY QUYỀN CBTT

AUTHORIZED PERSON FOR INFORMATION DISCLOSURE

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM

Nguyễn Văn Thủy

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, October 14, 2026

RESOLUTION OF EXIMBANK EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED OCTOBER 14, 2026

Pursuant to:

- The Law on Credit Institutions 2024, as amended and supplemented;
- The Law on Enterprises 2020, as amended and supplemented;
- The Law on Securities 2019, as amended and supplemented;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities, as amended and supplemented;
- The Charter of Vietnam Export Import Commercial Joint Stock Bank ("Charter");
- The voting results of the contents submitted to the General Meeting of Shareholders ("GMS");
- The Minutes of the Extraordinary GMS dated October 14, 2026 of Eximbank,

RESOLVES

Article 1. 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, as follows:

1. Repeal the provision on the total share ownership ratio of foreign investors as stipulated in Clause 1, Article 14 of the Resolution of Eximbank's Annual General Meeting of Shareholders dated April 29, 2025.
2. Amend and supplement Article 20 of the Charter concerning the total share ownership ratio of foreign investors as follows:

No.	Current provisions of Article 20 of the Charter	Proposed Amendments
1	*"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;*	*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,***

27 - 29 Lý Thái Tổ, Phường Hoàn Kiếm, Thành Phố Hà Nội
27 - 29 Ly Thai To Street, Hoan Kiem Ward, Hanoi City
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No.	Current provisions of Article 20 of the Charter	Proposed Amendments
	b) Owning shares of foreign investors under clause 6 of this Article."	***Article 63 of the Law on Credit Institutions.***
2	*"6. Total share ownership ratio of foreign investors at Eximbank shall not be more than six percent (06%) of Eximbank's Charter Capital from time to time."*	***Repealed***

3. 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.

Article 2. To approve the adjustment of the number of Members of the Eximbank's BoD for Term VIII (2025 - 2030) from seven (07) to eight (08) members, of which seven (07) are Independent Members of the BoD.

Article 3. To approve the list of elected Members of the BoD of Eximbank for Term VIII (2025 - 2030), including:

Full Name	Position
Ms. Pham Thi Huyen Trang	Member of the BoD

Article 4. Terms of implementation:

This Resolution takes effect from October 14, 2026.

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

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOD

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM

QuocAnh NguyenLe

Recipients:
- As per Article 4;
- Shareholders;
- The State Bank of Vietnam (for reporting);
- The State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Archive: Office of Document Administration, BoD Office.

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

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi city, October 14, 2026

MEETING MINUTES
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS - EXIMBANK
OCTOBER 14, 2026

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

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

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

1. Time: Starting at 08:30 AM, October 14, 2026.
2. Venue: Thang Long Ballroom, 7th Floor, Meliá Hanoi Hotel - No. 44B Ly Thuong Kiet Street, Cua Nam Ward, Hanoi City.

III. ATTENDEES:

1. Shareholders, legally authorized representatives of shareholders *(according to the registered list).*
2. Representatives of government agencies and authorities including:
   - **Ms. Hoang Huyen Cham** - Deputy Director of the State Bank of Vietnam Region 1 Branch;
   - **Ms. Nguyen Thi Hai Yen** - Deputy Head of Department of Banking and Foreign Bank Branches Supervision, State Bank of Vietnam Regional 1 Branch.
3. Delegates from Eximbank: Board of Directors ("**BOD**"), Supervisory Board ("**SB**") and Board of Management.

IV. AGENDA, CONTENT AND PROCEEDINGS OF THE MEETING:

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

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

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

- The total number of shareholders as of the record date for the General Meeting (September 14, 2026) were 42,493 shareholders, representing 1,862,720,607 shares with voting rights (excluding 6,090,000 treasury shares).

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- As of 08:30 AM on October 14, 2026, the number of shareholders presenting at the General Meeting were 246 shareholders, representing 967,660,527 shares, accounting for 51.94% of the total number of shares with voting rights.

Thus, based on the legal regulations and Eximbank's Charter, Eximbank's 2026 Extraordinary General Meeting of Shareholders on October 14, 2026 was legal, valid and eligible to be conducted.

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

Mr. QuocAnh NguyenLe - Chairman of the BOD of Eximbank chaired the General Meeting as prescribed in Clause 4, Article 46 of the Charter of Eximbank; The Chairman of the General Meeting proposed the Presidium, nominated the Secretariat of the General Meeting as follows:

3.1. The Presidium:

- Mr. QuocAnh NguyenLe, Chairman of the BOD of Eximbank - Chairman of the General Meeting;
- Mr. Nguyen Quoc Hung, Head of the SB;
- Ms. Pham Thi Huyen Trang, Chief Executive Officer ("CEO").

3.2. The Secretariat:

- Ms. Nguyen Hanh Minh, Chief of the BOD Office - Head of the Secretariat;
- Mr. Nguyen Van Thuy, Deputy Chief of the BOD Office;
- Ms. Nguyen Thi Xuan An, Assistant to the CEO.

4. Approval of the Regulations for conducting the EGM on October 14, 2026; the Proposal on the Election of Members of the Vote Counting Committee and the Agenda of the EGM on October 14, 2026:

4.1. Presenting at the General Meeting:

- Ms. Tran Thi Minh Ly - Member of the SB, Head of the SEVC presented the Regulations for conducting the EGM on October 14, 2026.
- Ms. Pham Thi Hong Thu - Member of the SB - Master of Ceremony of the General Meeting presented the Proposal on the Election of Members of the Vote Counting Committee for EGM on October 14, 2026.
- Ms. Pham Thi Hong Thu - Member of the SB - Master of Ceremony of the General Meeting presented the Agenda of the EGM on October 14, 2026.

4.2. Voting to approve the Regulations for conducting the EGM on October 14, 2026; the Proposal on the Election of Members of the Vote Counting Committee for the EGM on October 14, 2026 and the Agenda of the EGM on October 14, 2026:

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

From 08:50 AM to 08:57 AM, shareholders cast their votes on the contents in Section 4.1 by Voting Slips.

4.3. Announcement of Voting Results:

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

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

- **Voting Slip No. 01:**

- The total number of votes distributed was: 51 votes, representing 1,215,905,839 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 42 votes, representing 1,203,438,092 shares, accounting for 98.97% of the total number of voting shares of all shareholders attending the General Meeting.

- **Voting Slip No. 02:**

- The total number of votes distributed was: 53 votes, representing 1,215,906,639 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 44 votes, representing 1,203,439,387 shares, accounting for 98.97% of the total number of voting shares of all shareholders attending the General Meeting.

- **Voting Slip No. 03:**

- The total number of votes distributed was: 53 votes, representing 1,215,906,639 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 44 votes, representing 1,203,439,387 shares, accounting for 98.97% of the total number of voting shares of all shareholders attending the General Meeting.

(ii) The voting results were as follows:

No.	Voting content	Valid Votes			Invalid votes	Results
		Agree	Disagree	No Comments		
		Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	
Voting Slip No. 01						
1	Regulations for conducting the EGM on October 14, 2026	1,203,438,092 98.97%	0 0.00%	0 0.00%	0 0.00%	Approved

No.	Voting content	Valid Votes			Invalid votes	Results
		Agree	Disagree	No Comments		
		Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	
Voting Slip No. 02						
1	Proposal on the Election of Members of the Vote Counting Committee for the EGM on October 14, 2026	1,203,439,377 98.97%	0 0.00%	0 0.00%	10 0.00%	Approved
Voting Slip No. 03						
1	Agenda of the EGM on October 14, 2026	1,203,439,377 98.97%	0 0.00%	0 0.00%	10 0.00%	Approved

4.4. Contents approved by the EGM:

(i) Approval of the Regulations for conducting the EGM on October 14, 2026. The approval rate of the General Meeting was 98.97%.

(ii) Approval of the Proposal on the Election of Members of the Vote Counting Committee for the EGM on October 14, 2026. The approval rate of the General Meeting was 98.97%.

Accordingly, the members of the Vote Counting Committee of the EGM on October 14, 2026 were:

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

(iii) Approval of the Agenda of the EGM on October 14, 2026. The approval rate of the General Meeting was 98.97%.

5. Mr. QuocAnh NguyenLe - Chairman of the BOD - Chairman of the General Meeting declared the opening of the General Meeting.

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

6.1. Mr. Nguyen Van Hoa - Deputy Chief Executive Officer presented the Proposal of the BOD on approval of the amendment of the regulations governing the total share ownership ratio of foreign investors in Eximbank and the related provisions of the Eximbank Charter.

6.2. Mr. Nguyen Van Hoa - Deputy Chief Executive Officer presented the Proposal of the BOD on additional election of members of the BOD of Eximbank for Term VIII (2025 - 2030).

7. **Discussion of the Proposals Presented at the General Meeting:**

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

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

i) **Regarding the structure and operational methods of the BOD:**

+ ***Given that the current BOD structure includes numerous foreign members, will differences in culture and working methods impact the governance and executive operations of the Bank? What is the objective of continuing to finalize and elect additional members of the BOD?***

The Presidium answered the shareholder's question:

- The paramount objective of finalizing and electing additional members of the BOD is to elevate governance quality, reinforce strategic direction, and cultivate corporate culture, thereby guiding and leading the Board of Management to operate effectively in compliance with established standards.
- The Bank seeks seasoned professionals with a minimum of 25 years of experience in the financial industry who are currently retired, enabling them to dedicate their full time and focus to strategic planning, risk management, and executive advisory.
- Regarding cultural differences, the BOD recognizes this as a challenge; however, members proactively engage and regularly work in Vietnam to understand the thoughts and aspirations of employees, customers, and depositors.
- In principle, operational methods within the banking industry globally are fundamentally similar. The BOD operates uniformly under a single governance framework, strictly complying with the regulations of the State Bank of Vietnam and Eximbank's Charter; combining extensive international experience with an in-depth understanding of the domestic context to look further ahead and respond effectively to future development turning points.

ii) **Regarding the shareholding ratio of foreign investors at Eximbank:**

+ ***What are the legal grounds and rationale for the adjustment of the foreign ownership limit at Eximbank at this time? Does this adjustment safeguard the rights and interests of domestic shareholders, and what impact will it have on the Bank's value and valuation?***

The Presidium answered the shareholder's question:

- The adjustment of the foreign ownership limit is undertaken strictly pursuant to and in full compliance with the conditions and regulations of the State Bank of Vietnam and applicable laws, and does not fall outside the current legal framework.
- The supreme responsibility and purpose of the BOD is to protect the legitimate rights and interests of all shareholders on a completely equal basis, without any distinction between domestic and foreign shareholders, and regardless of the number of shares held by a shareholder.
- Perfecting the organizational structure and elevating governance capabilities will optimize resources and protect the interests of shareholders, partners, and customers. When the organization operates safely, transparently, and effectively, both domestic and international markets will recognize and properly evaluate its core competencies, thereby improving and enhancing the Bank's valuation as well as its stock value in the market.

iii) Regarding the supervisory activities of the SB:

+ ***Which areas does the SB prioritize for oversight to ensure that the Bank operates safely and effectively?***

The Presidium answered the shareholder's question:

- In addition to monitoring general regulatory compliance, the SB focuses its priorities on critical areas that significantly impact the Bank's operations, including: credit activities, risk management, capital adequacy, liquidity safety, and reinforcing the effectiveness of the internal control system.
- Through off-site surveillance and periodic audits, the SB proactively identifies risks and issues early warnings so that the BOD and the Board of Management can promptly direct corrective actions and quickly prevent emerging risks.
- The overarching objective of the SB is to guide the Bank to operate safely, efficiently, sustainably, and transparently, providing peace of mind to customers and maximizing long-term interests for shareholders.

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

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

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

Ms. Tran Thi Minh Ly - Head of the SEVC announced the number of shareholders attending as of 09:27 AM on October 14, 2026 as follows: Total number of shareholders: 294

shareholders, representing 1,215,978,315 shares, accounting for 65.27% of the total number of shares with voting rights.

From 09:30 AM to 09:35 AM, shareholders cast their vote on the Proposals mentioned in Section 6 using voting slips and the Vote Counting Committee carried out the ballot counting process.

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

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

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

- **Voting Slip No. 04:**

- The total number of votes distributed was: 61 votes, representing 1,215,978,315 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.

- The total number of votes collected was: 50 votes, representing 1,215,957,311 shares, accounting for 99.99% of the total number of voting shares of all shareholders attending the General Meeting.

(ii) Voting Results:

No.	Voting content	Valid Votes			Invalid votes	Results
		Agree	Disagree	No Comments		
		Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	
Voting Slip No. 04						
1	Proposal of the BOD on the approval of the amendment of the regulations governing total share ownership ratio of foreign investors in Eximbank and the related provisions of the Eximbank Charter	1,215,957,310 99.99%	0 0.00%	0 0.00%	1 0.00%	Approved
2	Approval of the adjustment of the number of Members of the BOD of	1,215,957,090 99.99%	0 0.00%	0 0.00%	221 0.00%	Approved

No.	Voting content	Valid Votes			Invalid votes	Results
		Agree	Disagree	No Comments		
		Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	Number of Shares, Percentage %	
	Eximbank for Term VIII (2025 - 2030) from seven (07) to eight (08) members, including seven (07) Independent Members of the BOD					

10. Announcement of the Vote Counting Results for Election Ballot No. 05 - Election of Members of the BOD for Term VIII (2025 - 2030)

At 09:45 AM, Mr. Nguyen Tan Bao - on behalf of the Vote Counting Committee, representative of the Vote Counting Committee announced the vote counting results for Election Ballot No. 05 - Election of Members of the BOD for Term VIII (2025 - 2030)

The vote counting results are as follows:

- The total number of votes distributed was: 61 votes, representing 1,215,978,315 shares, accounting for 100% of the total voting shares of all shareholders attending the General Meeting.
- The total number of votes collected was: 50 votes, representing 1,215,957,311 shares, accounting for 99.99% of the total number of voting shares of all shareholders attending the General Meeting.
  - The number of valid votes was: 42 votes, representing 1,207,136,012 shares, accounting for 99.27% of the total voting shares of all shareholders attending the General Meeting.
  - The number of invalid votes was: 8 votes, representing 8,812,767 shares, accounting for 0.72% of the total voting shares of all shareholders attending the General Meeting.

➢ **Results of the vote counting for Election Ballot No. 05 - Election of Members of the BOD for Term VIII (2025 - 2030):**

No.	Full name	Title	Number of votes	Approval rate
1	Ms. Pham Thi Huyen Trang	Member of the BOD	1,207,136,012	99.27%

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

1. Approval of the Proposal of the BOD on the approval of the amendment of the regulations governing the total share ownership ratio of foreign investors in Eximbank and the related provisions of the Eximbank Charter. The approval rate of the General Meeting was 99.99%.

(i) To repeal the provision on the total share ownership ratio of foreign investors as stipulated in Clause 1, Article 14 of the Resolution of Eximbank's Annual General Meeting of Shareholders dated April 29, 2025.

(ii) To amend and supplement Article 20 of the Charter concerning the total share ownership of foreign investors as follows:

No.	Current provisions of Article 20 of the Charter	Proposed Amendments
1	"4. Provisions in clauses 2 and 3 of this Article shall not apply to the following cases: a) Share ownership in subsidiaries, affiliates that are credit institution specified in clauses 2 and 3 Article 111 of the Law on Credit Institutions; b) Owning shares of foreign investors under *clause 6 of this Article.* "	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.***
2	*"6. Total share ownership ratio of foreign investors at Eximbank shall not be more than six percent (06%) of Eximbank's Charter Capital from time to time"*	***Repealed***

(iii) To authorize the CEO - the Legal Representative, to review and make technical and formatting adjustments to finalize the document, and to sign and promulgate the consolidated Charter reflecting the above amendments and supplements upon approval by the General Meeting of Shareholders.

2. Approval of the adjustment of the number of Members of the BOD of Eximbank for Term VIII (2025 - 2030) from seven (07) to eight (08) members, including seven (07) Independent Members of the BOD. The approval rate of the General Meeting was 99.99%.

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

Full Name	Title
Ms. Pham Thi Huyen Trang	Member of the BOD

VI. CLOSURE OF THE MEETING:

Mr. QuocAnh NguyenLe - Chairman of the BOD - Chairman of the General Meeting expressed sincere gratitude for the valuable contributions made by the shareholders and declared the closure of the General Meeting on October 14, 2026 at 10:07 AM on the same day.

The Meeting Minutes were prepared immediately after the conclusion of Eximbank's General Meeting on October 14, 2026 .

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

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

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS THE PRESIDIUM		
No.	**Full name**	**Signature**
1	**Mr. QuocAnh NguyenLe - Chair**	
2	**Mr. Nguyen Quoc Hung**	
3	**Ms. Pham Thi Huyen Trang**	

THE SECRETARIAT		
No.	**Full name**	**Signature**
1	**Ms. Nguyen Hanh Minh - Head of the Secretariat**	
2	**Mr. Nguyen Van Thuy**	
3	**Ms. Nguyen Thi Xuan An**	

EXIMBANK

EXIMBANK'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

October 14, 2026

MINUTES OF VOTE COUNTING

VOTING SLIP NO. 4

Today, at 9h45 on October 14, 2026, at the The Thang Long Hall, 7th Floor, Meliá Hanoi Hotel, No. 44B Ly Thuong Kiet Street, Cua Nam Ward, Hanoi City, Vietnam Export Import Commercial Joint Stock Bank (**"Eximbank"**) conducts its 2026 Extraordinary General Meeting of Shareholders ("EGM").

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

1. Ms. Tran Thi Minh Ly - Member of the SB as Head.
2. Mr. Nguyen Tan Bao - Information Technology Unit as Deputy.
3. Ms. Le Ngoc Hai Van - Deputy Head of the Internal Audit Unit as Member.
4. Ms. Nguyen Thi Tra Linh - Head of the Strategy Management and IT Project Support Department as Member.

and Supervisory team, including:

1. - Citizen ID No.

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

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

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

1. Approval of the amendment of regulations on foreign share ownership limit in Eximbank and related provisions in Eximbank's Charter.

2. Approval of the adjustment of the number of Members of the Board of Directors of Eximbank for Term VIII (2025 - 2030) from seven (07) to eight (08) members, of which seven (07) are Independent Members of the BoD.

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

- Total votes delivered: **61**, representing **1.215.978.315** shares and accounting for **100%** of total shares with voting rights.
- Total votes collected: **50**, representing **1.215.957.311** shares and accounting for **99,99%** of total shares with voting rights of attending shareholders.

III. VOTING RESULTS:

Voted issues	Agree	Disagree	No Opinion	Invalid	Result
1. Approval of the amendment of regulations on foreign share ownership limit in Eximbank and related provisions in Eximbank's Charter.	**1.215.957.310** **99,99%**	**0** **0,00%**	**0** **0,00%**	**1** **0,00%**	**Passed**
2. Approval of the adjustment of the number of Members of the Board of Directors of Eximbank for Term VIII (2025 - 2030) from seven (07) to eight (08) members, of which seven (07) are Independent Members of the BoD.	**1.215.957.090** **99,99%**	**0** **0,00%**	**0** **0,00%**	**221** **0,00%**	**Passed**

IV. ISSUES PASSED AT THE EGM

Pursuant to:

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

The General Meeting of Shareholders of Eximbank has ratified:

1. Approval of the amendment of regulations on foreign share ownership limit in Eximbank and related provisions in Eximbank's Charter. Respective affirmative ratio: **99,99%** of total shares with voting rights of attending shareholders.
2. Approval of the adjustment of the number of Members of the Board of Directors of Eximbank for Term VIII (2025 - 2030) from seven (07) to eight (08) members, of which seven (07) are Independent Members of the BoD. Respective affirmative ratio: **99,99%** of total shares with voting rights of attending shareholders.

This Minutes is prepared into two (02) originals at 9h 45' on the same date and were duly signed and certified by all members of the Vote Counting Committee and the Supervisory Team.

VOTE COUNTING COMMITTEE
(signed by all members)

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

Nguyễn Thị Trà Linh

Trần Thị Minh Lý

Lê Ngọc Hải Vân

Nguyễn Tấn Bảo

EXIMBANK

EXIMBANK'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

October 14, 2026

MINUTES OF VOTE COUNTING

Today, at 9h45... on October 14, 2026, at the The Thang Long Hall, 7th Floor, Meliá Hanoi Hotel, No. 44B Ly Thuong Kiet Street, Cua Nam Ward, Hanoi City, Vietnam Export Import Commercial Joint Stock Bank (**"Eximbank"**) conducts its 2026 Extraordinary General Meeting of Shareholders ("**EGM**").

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

1. Ms. Tran Thi Minh Ly - Member of the SB as Head.
2. Mr. Nguyen Tan Bao - Information Technology Unit as Deputy.
3. Ms. Le Ngoc Hai Van - Deputy Head of the Internal Audit Unit as Member.
4. Ms. Nguyen Thi Tra Linh - Head of the Strategy Management and IT Project Support Department as Member.

and Supervisory team, including:

1. - Citizen ID No.

Based on the Regulations on conducting the 2026 Extraordinary General Meeting of Shareholders, proposal of the Board of Directors for the list of persons expected to be elected as members of the Board of Directors; approval of the State Bank of Vietnam ("SBV") under Dispatch No. 6738/NHNN-QLGS dated 30/7/2026, the Vote Counting Committee has given guidance on procedures for electing members of the Board of Directors ("BoD") including: method of voting, collecting and counting votes in the witness of Supervisory team, and announcement of the result.

These Minutes record details of the election as follows:

1. **List of persons expected for election at the EGM as approved by SBV:**
   - **Candidates as Board members:**
     - Ms. Pham Thi Huyen Trang - standing for member of the Board of Directors of the VIII term (2025 - 2030).

2. **Election votes:**
   - **Candidates as Board members:**
     - Ms. Pham Thi Huyen Trang

   Voting results:
   - Total of votes delivered: **61**, representing **1.215.978.315** shares and accounting for **100%** of total shares with voting rights.

   - Total of votes collected: **50**, representing **1.215.957.311** shares and accounting for **99,99%** of total shares with voting rights of attending shareholders.
     - Eligible votes collected: **42**, representing **1.207.136.012** shares and accounting for **99,27%** of total shares with voting rights of attending shareholders.

     - Ineligible votes collected **8**, representing **8.812.767** shares and accounting for **0,72%** of total shares with voting rights of attending shareholders.

3. **Detailed results of voting:**
   1. Ms. Pham Thi Huyen Trang received **1.207.136.012** votes, equivalent to **99,27%** of total shares with voting rights of attending shareholders.

4. **Election result:**
   According to regulations, candidates qualified to become members of the Board of Directors of the VIII term (2025 - 2030) are:
   - **Board Members:**
     - Ms. Pham Thi Huyen Trang, with respective affirmative ratio of **99,27%** .

This Minutes is prepared into 2 (two) copies at 9h45'..... on the same date and signed for confirmation by all members of the Vote Counting Committee and Supervisory team./.

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

Nguyễn Thị Trà Linh

Trần Thị Minh Lý

Lê Ngọc Hoài Uyên

Nguyễn Tấn Bảo

No.	Shareholder ID	Number of Shares Owned	Corresponding Number of Votes
1	00001	186,924,306	186,924,306
2	00002	90,000,000	90,000,000
3	00003	84,309,050	84,309,050
4	00005	54,000,000	54,000,000
5	00008	18,500,000	18,500,000
6	00009	18,238,490	18,238,490
7	00010	18,179,410	18,179,410
8	00011	18,000,000	18,000,000
9	00012	18,000,000	18,000,000
10	00013	18,000,000	18,000,000
11	00014	17,573,500	17,573,500
12	00016	17,019,783	17,019,783
13	00017	16,509,200	16,509,200
14	00018	16,500,000	16,500,000
15	00019	16,400,000	16,400,000
16	00020	16,221,800	16,221,800
17	00021	15,791,000	15,791,000
18	00022	15,105,016	15,105,016
19	00024	14,971,000	14,971,000
20	00025	14,556,625	14,556,625
21	00026	13,910,996	13,910,996
22	00030	12,963,653	12,963,653
23	00032	12,800,000	12,800,000
24	00033	12,693,629	12,693,629
25	00034	11,500,000	11,500,000
26	00035	11,063,564	11,063,564
27	00036	10,978,322	10,978,322
28	00037	10,507,642	10,507,642
29	00038	9,734,732	9,734,732
30	00039	9,526,062	9,526,062
31	00040	9,474,510	9,474,510
32	00041	9,334,600	9,334,600
33	00042	9,051,800	9,051,800
34	00043	9,000,000	9,000,000
35	00044	8,935,000	8,935,000
36	00045	8,486,941	8,486,941
37	00046	8,461,569	8,461,569
38	00047	8,143,400	8,143,400
39	00048	8,000,000	8,000,000
40	00050	7,785,000	7,785,000
41	00051	7,473,700	7,473,700
42	00052	7,390,000	7,390,000
43	00053	7,348,500	7,348,500

44	00055	7,206,700	7,206,700
45	00056	7,151,850	7,151,850
46	00057	7,000,000	7,000,000
47	00059	6,494,000	6,494,000
48	00060	6,440,000	6,440,000
49	00061	6,328,000	6,328,000
50	00063	6,150,000	6,150,000
51	00064	6,134,000	6,134,000
52	00065	6,060,000	6,060,000
53	00066	6,023,623	6,023,623
54	00068	5,880,247	5,880,247
55	00070	5,340,000	5,340,000
56	00072	5,230,000	5,230,000
57	00074	5,100,000	5,100,000
58	00075	5,039,000	5,039,000
59	00076	5,000,000	5,000,000
60	00077	4,960,000	4,960,000
61	00078	4,810,000	4,810,000
62	00079	4,733,866	4,733,866
63	00080	4,670,000	4,670,000
64	00081	4,650,400	4,650,400
65	00082	4,470,000	4,470,000
66	00083	4,464,900	4,464,900
67	00084	4,420,000	4,420,000
68	00085	4,330,000	4,330,000
69	00087	4,146,000	4,146,000
70	00089	4,002,000	4,002,000
71	00090	3,818,307	3,818,307
72	00091	3,794,615	3,794,615
73	00092	3,775,000	3,775,000
74	00093	3,732,474	3,732,474
75	00095	3,599,400	3,599,400
76	00096	3,506,520	3,506,520
77	00097	3,390,000	3,390,000
78	00099	3,320,000	3,320,000
79	00100	3,265,000	3,265,000
80	00102	3,065,800	3,065,800
81	00103	3,008,000	3,008,000
82	00104	2,957,260	2,957,260
83	00105	2,950,000	2,950,000
84	00106	2,950,000	2,950,000
85	00107	2,892,000	2,892,000
86	00108	2,757,498	2,757,498
87	00110	2,734,000	2,734,000
88	00111	2,710,221	2,710,221

89	00113	2,598,300	2,598,300
90	00114	2,432,700	2,432,700
91	00115	2,421,200	2,421,200
92	00117	2,320,000	2,320,000
93	00118	2,250,000	2,250,000
94	00120	2,210,000	2,210,000
95	00121	2,165,000	2,165,000
96	00124	2,120,000	2,120,000
97	00125	2,110,000	2,110,000
98	00127	2,070,800	2,070,800
99	00130	1,985,000	1,985,000
100	00131	1,975,000	1,975,000
101	00133	1,883,280	1,883,280
102	00135	1,850,000	1,850,000
103	00136	1,829,000	1,829,000
104	00139	1,710,011	1,710,011
105	00140	1,700,000	1,700,000
106	00142	1,620,815	1,620,815
107	00145	1,543,800	1,543,800
108	00146	1,530,000	1,530,000
109	00148	1,508,300	1,508,300
110	00150	1,492,000	1,492,000
111	00152	1,461,625	1,461,625
112	00154	1,450,000	1,450,000
113	00155	1,426,000	1,426,000
114	00157	1,400,000	1,400,000
115	00158	1,399,900	1,399,900
116	00159	1,392,596	1,392,596
117	00160	1,323,865	1,323,865
118	00161	1,300,000	1,300,000
119	00163	1,270,600	1,270,600
120	00166	1,259,200	1,259,200
121	00167	1,200,407	1,200,407
122	00168	1,200,000	1,200,000
123	00171	1,150,000	1,150,000
124	00172	1,126,314	1,126,314
125	00173	1,126,236	1,126,236
126	00176	1,077,000	1,077,000
127	00183	1,025,000	1,025,000
128	00187	1,005,000	1,005,000
129	00192	1,000,000	1,000,000
130	00194	992,400	992,400
131	00198	944,500	944,500
132	00199	902,600	902,600
133	00201	900,000	900,000

134	00200	900,000	900,000
135	00205	838,900	838,900
136	00206	820,000	820,000
137	00212	769,600	769,600
138	00214	760,800	760,800
139	00218	723,000	723,000
140	00220	710,100	710,100
141	00221	706,500	706,500
142	00223	701,010	701,010
143	00231	680,000	680,000
144	00239	650,000	650,000
145	00241	650,000	650,000
146	00245	641,000	641,000
147	00247	640,000	640,000
148	00253	600,000	600,000
149	00266	554,400	554,400
150	00268	549,200	549,200
151	00271	539,300	539,300
152	00273	530,700	530,700
153	00274	521,000	521,000
154	00275	520,000	520,000
155	00276	514,500	514,500
156	00279	500,008	500,008
157	00283	500,000	500,000
158	00285	500,000	500,000
159	00287	497,000	497,000
160	00290	485,000	485,000
161	00305	437,734	437,734
162	00306	435,000	435,000
163	00319	400,000	400,000
164	00321	400,000	400,000
165	00322	400,000	400,000
166	00323	397,084	397,084
167	00324	396,700	396,700
168	00337	360,010	360,010
169	00338	360,000	360,000
170	00340	360,000	360,000
171	00345	350,000	350,000
172	00349	350,000	350,000
173	00352	331,600	331,600
174	00358	325,100	325,100
175	00362	321,000	321,000
176	00368	314,400	314,400
177	00369	314,100	314,100
178	00377	308,580	308,580

179	00379	307,145	307,145
180	00388	300,000	300,000
181	00391	291,800	291,800
182	00393	290,000	290,000
183	00405	275,200	275,200
184	00413	265,600	265,600
185	00432	243,900	243,900
186	00437	239,000	239,000
187	00460	219,300	219,300
188	00479	200,300	200,300
189	00481	200,000	200,000
190	00484	200,000	200,000
191	00491	200,000	200,000
192	00500	200,000	200,000
193	00502	200,000	200,000
194	00511	196,000	196,000
195	00514	195,000	195,000
196	00553	166,000	166,000
197	00554	165,000	165,000
198	00570	160,000	160,000
199	00599	147,000	147,000
200	00603	145,000	145,000
201	00606	145,000	145,000
202	00607	144,900	144,900
203	00618	140,000	140,000
204	00658	127,829	127,829
205	00660	127,000	127,000
206	00694	120,000	120,000
207	00719	110,671	110,671
208	00735	106,000	106,000
209	00753	103,200	103,200
210	00807	100,000	100,000
211	00824	100,000	100,000
212	00849	95,057	95,057
213	00853	95,000	95,000
214	00854	95,000	95,000
215	00909	85,000	85,000
216	00912	85,000	85,000
217	00986	77,400	77,400
218	01174	60,000	60,000
219	01193	60,000	60,000
220	01204	60,000	60,000
221	01255	56,000	56,000
222	01313	53,157	53,157
223	01330	52,000	52,000

224	01395	50,000	50,000
225	01415	50,000	50,000
226	01448	50,000	50,000
227	01462	50,000	50,000
228	01640	41,500	41,500
229	01692	40,000	40,000
230	01736	40,000	40,000
231	01832	36,100	36,100
232	01898	34,600	34,600
233	01926	33,400	33,400
234	01942	33,000	33,000
235	02028	30,600	30,600
236	02149	30,000	30,000
237	02156	30,000	30,000
238	02167	30,000	30,000
239	02296	28,000	28,000
240	02453	25,000	25,000
241	02565	24,000	24,000
242	02672	22,500	22,500
243	02692	22,000	22,000
244	02741	21,500	21,500
245	02802	21,000	21,000
246	03032	20,000	20,000
247	03147	19,200	19,200
248	03429	17,000	17,000
249	03468	16,564	16,564
250	03546	16,000	16,000
251	03808	15,000	15,000
252	03838	15,000	15,000
253	03993	14,000	14,000
254	04531	11,500	11,500
255	05461	10,000	10,000
256	09188	4,500	4,500
257	10122	4,000	4,000
258	10938	3,200	3,200
259	11268	3,000	3,000
260	12640	2,500	2,500
261	13663	2,069	2,069
262	15089	2,000	2,000
263	15667	1,700	1,700
264	17194	1,373	1,373
265	17518	1,285	1,285
266	17999	1,100	1,100
267	18879	1,000	1,000
268	21730	800	800

269	22050	700	700
270	24719	500	500
271	29935	153	153
272	29946	151	151
273	30357	120	120
274	30619	101	101
275	30804	100	100
276	32440	100	100
277	31491	100	100
278	31523	100	100
279	32203	100	100
280	32496	100	100
281	31560	100	100
282	33214	64	64
283	34006	38	38
284	34515	24	24
285	34532	24	24
286	36679	10	10
287	36471	10	10
288	38312	5	5
289	40242	2	2
290	40488	2	2
291	40255	2	2
292	41120	1	1
293	41527	1	1
294	41623	1	1

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, October 14, 2026

AGENDA
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGM") OF EXIMBANK ON OCTOBER 14, 2026

CONTENT		TIME
Reception and delivery of materials, Voting Cards/Ballots to shareholders		**7:30 - 8:30**
A.	**OPENING PROCEDURES**	**8:30 - 08:55**
1.	Statement of reasons - Introduction of attendees and Shareholders' Eligibility Verification Committee	3'
2.	Report on the results of verification of shareholders' eligibility and announcement of the percentage of shareholders attending the EGM on October 14, 2026	2'
3.	Introducing the Presidium members	2'
4.	Introducing the Secretariat of General Meeting of Shareholders and the Supervisory Team	3'
5.	Presentation and voting to approve the following matters:	12'
	5.1. Approval of the Regulations on the conduct of the EGM on October 14, 2026	*5'*
	5.2. Approval of the Proposal on election of members of the Vote Counting Committee for the EGM on October 14, 2026	*5'*
	5.3. Approval of the Agenda of the EGM on October 14, 2026	*2'*
6.	Opening remarks of the Meeting	3'
B.	**CONTENT OF THE MEETING**	**08:55 - 09:30**
I.	**Presentation of the Proposals to the General Meeting of Shareholders**	**10'**
1.	Submission of the Board of Directors ("BoD") on the amendment of the regulations on foreign investors' shareholding ratio in Eximbank and the related provisions of the Eximbank Charter	5'
2.	Submission of the BoD on election of additional of members of the BOD of Eximbank for Term VIII (2025 - 2030)	5'
II.	**Discussion and Voting**	**25'**
1.	The Meeting conducts discussion and voting to approve the Proposals; Election of members of the BoD of Eximbank for Term VIII (2025 - 2030)	10'

CONTENT		TIME
2.	The Meeting takes a break - The Vote Counting Committee compiles the voting results and the election results of members of the BoD of Eximbank for Term VIII (2025 - 2030)	10’
3.	The Vote Counting Committee announces the Meeting's voting results on the Reports and Proposals of the Meeting and the election results of Members of the BoD of Eximbank for Term VIII (2025 - 2030)	5’
C.	**MEETING CONCLUSION**	**09:30 - 09:45**
1.	The Secretariat presents the draft Minutes of the General Meeting of Shareholders to the Meeting	3’
2.	Approval of the Minutes of the General Meeting of Shareholders	2’
3.	Statement of State Bank representative (if any)	5’
4.	Summary and Closing of the General Meeting of Shareholders	5’

Hanoi, October 14, 2026

REGULATIONS

ON THE CONDUCT OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF EXIMBANK ON OCTOBER 14, 2026

Chapter I
GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. These Regulations apply to the organization of the Extraordinary General Meeting of Shareholders in 2026 (hereinafter referred to as the "**Meeting**") of Vietnam Export Import Commercial Joint Stock Bank ("**Eximbank**") held on October 14, 2026.
2. These Regulations specifically provide for the rights and obligations of shareholders and persons attending the Meeting, and the conditions and procedures for conducting the Meeting.

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

Article 2. Rights and obligations of shareholders

1. Conditions for attending the Meeting:

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

2. Rights of shareholders attending the Meeting:

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

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

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

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

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

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

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

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

3. Obligations of shareholders when attending the Meeting:

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

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

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

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

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

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

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

1. Chair of the Meeting:

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

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

2. Rights and obligations of the Presidium:

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

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

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

   d) To announce, or authorize the Vote Counting Committee to announce the voting results, including: the number of valid votes, the number of invalid votes, and the total number of votes "Approve", "Disapprove", and "No opinion", immediately after the voting on the relevant matter has been conducted.

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

   f) To resolve matters arising throughout the Meeting;

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

   h) To require all attendees to undergo inspection or other lawful and reasonable security measures; to request the competent authorities to maintain order at the meeting; and to expel from the meeting those who do not comply with the

Meeting Chair's authority, cause disorder, obstruct the normal progress of the meeting, or fail to comply with the organizing committee's regulations and the security inspection requirements, in accordance with Clause 7, Article 146 of the Law on Enterprises 2020, as amended and supplemented.

3. Meeting Secretariat:

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

b) Rights and obligations of the Secretariat:

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

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

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

Article 4. Rights and obligations of the Vote Counting Committee

1. Vote Counting Committee:

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

Assisting the Vote Counting Committee are:

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

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

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

2. Rights and obligations of the Vote Counting Committee:

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

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

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

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

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

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

Chapter III

PROCEDURE FOR CONDUCTING THE MEETING

Article 5. Conditions for conducting the Meeting

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

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

1. Procedure and conduct of the Meeting:

a) Procedure of the Meeting:

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

b) Conduct of the Meeting:

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

(ii) No smoking in the meeting room.

(iii) Telephones shall be set to silent mode.

(iv) Comply with the instructions of the Presidium, conduct oneself in a civilized and courteous manner, and refrain from causing disorder or engaging in any actions that disrupt the meeting.

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

2. Giving opinions at the Meeting:

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

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

3. Voting:

a) General principles:

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

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

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

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

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

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

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

b) Method of voting:

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

- Voting Card:

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

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

- Voting Ballot:

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

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

  - Voting Ballot with more than one issue: Voting shall be carried out by validly marking each voting matter on the Voting Ballot. The Vote Counting Committee shall collect the Voting Ballots once only, and then the Vote Counting Committee shall enter the Vote Counting Room to count the votes, clearly stating the voting method, the total

number of valid and invalid ballots, votes in favor (agree), votes against (disagree) and no opinion. The voting results shall be publicly announced at the Meeting by the Meeting Chair or a representative of the Vote Counting Committee.

❖ *A valid Voting Ballot is:*

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

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

❖ *An invalid Voting Ballot is:*

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

+ A ballot that is erased or torn;

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

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

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

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

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

(ii) For the voting to elect additional members of the BoD of Eximbank for term VIII (2025 - 2030):

▪ **Content of the Election Ballot:**

Each shareholder shall receive 01 (one) Election Ballot, on which the following content is pre-printed: the name of the ballot; Ballot for the election of members of the BoD for term VIII (2025 - 2030); the full name of the shareholder; the full name of the authorized representative; the legal document number of the individual/organization; the address; the number of shares owned; the total number of votes; the names of the candidates; and a box to fill in the voting percentage for each candidate.

- **Method of voting:**

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

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

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

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

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

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

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

- **A valid Election Ballot:**

  A valid Election Ballot must satisfy the following conditions:

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

- **Invalid Election Ballot:**

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

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

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

▪ **Principles for election of members of the BoD for term VIII (2025 - 2030):**

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

▪ **Announcement of election results:**

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

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

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

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

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

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

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

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

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

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

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

Article 7. Conditions for approving the Resolution of the Meeting

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

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

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

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

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

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

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

Article 8. Minutes of the Meeting

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

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

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

Chapter IV

OTHER PROVISIONS

Article 9. In case the Meeting fails to be held

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

Article 10. Retention of Meeting documents

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

Chapter V

ENFORCEMENT EFFECTIVENESS

Article 11. Enforcement effectiveness

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

THE GENERAL MEETING OF SHAREHOLDERS

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 23 / 9 / 2026

SUBMISSION

Re: Election of members of the Vote Counting Committee for the Extraordinary General Meeting of Shareholders on October 14, 2026

TO: GENERAL MEETING OF SHAREHOLDERS

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

The Meeting Chair of the Extraordinary General Meeting of Shareholders ("GMS") on October 14, 2026, respectfully submits to the GMS for approval the composition of the Vote Counting Committee of the GMS, consisting of the following members:

No.	Full name	Title	Positions at the Vote Counting Committee
1	Ms. Tran Thi Minh Ly	Member of the SB	Head
2	Mr. Nguyen Tan Bao	Information Technology Unit	Deputy
3	Ms. Le Ngoc Hai Van	Deputy Head of the Internal Audit Unit	Member
4	Ms. Nguyen Thi Tra Linh	Head of the Strategy Management and IT Project Support Department	Member

Respectfully submitted to the GMS for consideration and approval.

Best regards. /.

FOR AND ON BEHALF
OF BOARD OF DIRECTORS
CHAIRMAN

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

QuocAnh NguyenLe

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 23 / 9 / 2026

SUBMISSION

Re: Amendment of regulations on foreign share ownership limit in Eximbank and related provisions in Eximbank's Charter

To: General Meeting of Shareholders

Pursuant to:

- The Law on Credit Institutions 2024, as amended and supplemented;
- Decree No. 01/2014/NĐ-CP dated January 3, 2014 of the Government on foreign investors purchasing shares of Vietnamese credit institutions, as amended and supplemented ("Decree 01/2014/NĐ-CP");
- Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented ("Decree 155/2020/NĐ-CP");
- Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree 155/2020/NĐ-CP ("Decree 245/2025/NĐ-CP");
- The Charter of Vietnam Export Import Commercial Joint Stock Bank ("Charter");
- Relevant legal regulations and Eximbank's actual operational circumstances.

The Board of Directors respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval of the submission on the amendment of the regulations on foreign share ownership limit and related provisions in the Eximbank Charter, as follows:

I. REGULATIONS ON THE FOREIGN OWNERSHIP LIMIT

The total share ownership of foreign investors in Vietnam Export Import Commercial Joint Stock Bank ("Eximbank") shall be subject to the following regulations:

- According to the Vietnam's Schedule of Specific Commitments in Services upon accession to the WTO, with respect to foreign investors with a commercial presence through the acquisition of shares, the aggregate shareholding held by foreign individuals and legal entities in any Vietnamese joint-stock commercial bank **must not exceed 30% of the bank's charter capital**, unless otherwise provided by Vietnamese law or approved by a competent authority of Vietnam.
- Pursuant to clause 5, Article 7 of Decree No. 01/2014/NĐ-CP, the total aggregate shareholding of foreign investors **shall not exceed 30% of the charter capital of a Vietnamese commercial bank**, except the cases prescribed in clauses 6, 6a of this Article or during the period over which provisions of clause 9 Article 14 hereof apply.

- Pursuant to point e, clause 1, Article 139 of Decree No. 155/2020/NĐ-CP, where a public company determines a maximum foreign ownership limit lower than the maximum limit prescribed by law, **such specific limit must be approved by the General Meeting of Shareholders and specified in the company's charter**. Accordingly, at the Annual General Meeting of Shareholders held on April 29, 2025, the GMS approved the foreign ownership limit and the amendments and supplements to the Eximbank Charter. As a result, **the aggregate ownership of foreign investors in Eximbank must not exceed 6% (six percent) of Eximbank's charter capital from time to time.**
- However, the above-mentioned provision under point e, clause 1, Article 139 of Decree No. 155/2020/NĐ-CP has been repealed pursuant to Article 2 of Decree No. 245/2025/NĐ-CP. Accordingly, the prevailing legal regulations no longer permit a public company to determine and stipulate in its charter a maximum foreign ownership limit lower than that prescribed under the applicable sector-specific regulations.
- In addition, as part of the Bank's ongoing strategic transformation, Eximbank seeks to enhance its ability to access financial resources, governance expertise, technology and experience from both domestic and foreign investors, particularly strategic investors with strong capabilities, established reputations and a long-term commitment to supporting the Bank's development.

  The review and adjustment of the foreign share ownership limit in alignment with the prevailing legal regulations will also provide greater flexibility to attract additional resources in support of Eximbank's sustainable development objectives in the years ahead.

II. PROPOSAL

To ensure that the Eximbank Charter remains in compliance with the prevailing laws and regulations, the Board of Directors respectfully submits the following matters to the GMS for consideration and approval:

1. To repeal the provision on the total share ownership of foreign investors as set out in clause 1, Article 14 of the Resolution of the Annual General Meeting of Shareholders of Eximbank dated April 29, 2025.
2. To amend and supplement Article 20 of the Eximbank Charter in relation to the total share ownership of foreign investors as follows:

No.	Current provisions of Article 20 of the Charter	Proposed Amendments
1	"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;	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;

No.	Current provisions of Article 20 of the Charter	Proposed Amendments
	b) Owning shares of foreign investors under clause 6 of this Article."	b) Owning shares of foreign investors under **clause 7, Article 63 of the Law on Credit Institutions.**
2	"6. Total share ownership ratio of foreign investors at Eximbank shall not be more than six percent (06%) of Eximbank's Charter Capital from time to time."	**Repealed**

3. To authorize the Chief Executive Officer, Legal Representative, to review and make such technical, administrative and formatting adjustments as may be necessary to finalize the document, and to execute and promulgate the consolidated Charter incorporating the above amendments and supplements following the approval by the GMS.

Respectfully submitted./.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM

QuocAnh NguyenLe

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

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 23 / 9 / 2026

SUBMISSION

Re: Election of additional Members of the Board of Directors of Eximbank for Term VIII (2025 - 2030)

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Credit Institutions 2024, as amended and supplemented;
- Pursuant to the Law on Enterprises 2020, as amended and supplemented;
- Pursuant to the Law on Securities 2019, as amended and supplemented;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities, as amended and supplemented;
- Pursuant to Circular No. 20/2025/TT-NHNN dated July 31, 2025 of the State Bank of Vietnam ("SBV") guiding the dossiers and procedures for approval of the list of expected personnel of commercial banks, foreign bank branches and non-bank credit institutions, as amended and supplemented;
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank ("Eximbank");
- Pursuant to Resolution No. 232/2026/EIB/NQ-HĐQT dated August 14, 2026 of the Board of Directors ("BoD") of Eximbank regarding the approval of the plan for additional nomination of candidates for members of Eximbank's BoD for Term VIII (2025 - 2030);
- Pursuant to Resolution No. 239/2026/EIB/NQ-HĐQT dated August 28, 2026 of the BoD of Eximbank on the standards, conditions and procedures for the nomination of candidates for additional election of members of the BoD of Eximbank for Term VIII (2025 - 2030) and Resolution No. 244/2026/EIB/NQ-HĐQT dated September 11, 2026 of the BoD of Eximbank on the adjustment and update of the implementation timeline for the nomination of candidates for additional election of members of Eximbank's BoD for Term VIII (2025 - 2030);

To promptly strengthen and complete the composition of the BoD, ensuring alignment with Eximbank's strategic direction and development needs in the coming period, the BoD of Eximbank respectfully submits to the General Meeting of Shareholders for consideration and approval of the adjustment to the number of the members of Eximbank's BoD for Term VIII (2025 - 2030) and the election of additional members to the Eximbank's BoD for Term VIII (2025 - 2030), as follows:

1. **Report on the entire process of carrying out the nomination and candidacy procedures, including the finalization of the list of shareholders exercising the right to nominate and to stand as candidates:**

   (i) In compliance with applicable laws and the Eximbank Charter, on August 14, 2026, the BoD of Eximbank issued Resolution No. 232/2026/EIB/NQ-HĐQT on approving the record date for shareholders to exercise the right to nominate candidates for members of Eximbank's BoD for Term VIII (2025 - 2030), and approving matters relating to the implementation timeline for the nomination of candidates for the additional election of members of the BoD of Eximbank for Term VIII (2025 - 2030).

   (ii) On August 28, 2026, Eximbank provided shareholders with detailed notice regarding the standards, conditions and procedures for the nomination of candidates for additional election of members of the BoD of Eximbank for Term VIII (2025 - 2030).

   This notice was published on Eximbank's website from August 28, 2026 at https://eximbank.com.vn/en/shareholder-meeting and was simultaneously sent in hard copy to shareholders at the addresses provided by the Vietnam Securities Depository and Clearing Corporation.

   (iii) In order to facilitate shareholders/shareholder groups in completing nomination dossiers for candidates to the BoD of Eximbank for Term VIII (2025 - 2030) in accordance with regulations, on September 11, 2026, Eximbank published an Announcement to Shareholders regarding the adjustment and update of the implementation timeline for the nomination of candidates for the additional election of members of the BoD of Eximbank for Term VIII (2025 - 2030) on Eximbank's website at https://eximbank.com.vn/en/shareholder-meeting.

   (iv) The receipt, examniation, review and accessment of the nomination dossiers submitted by shareholders, the approval of the proposed list of candidates and the request to the SBV for approval of the list of candidates proposed for the additional election of members of the BoD of Eximbank for Term VIII (2025 - 2030) were carried out by Eximbank in full compliance with the procedures and requirements prescribed by law, the Eximbank Charter, and the Resolutions issued by the Eximbank's BoD.

2. **Proposed content:**

   The BoD of Eximbank respectfully submits to the General Meeting of Shareholders for approval of the following matters:

   (i) To approve the adjustment of the number of Members of the BoD of Eximbank for Term VIII (2025 - 2030) from seven (07) to eight (08) members, of which seven (07) are Independent Members of the BoD.

   (ii) To elect additional Members of the BoD of Eximbank for Term VIII (2025 - 2030) in accordance with the list of candidates approved by the SBV.

With the above contents, the BoD respectfully submits this to the General Meeting of Shareholders for consideration and approval.

Respectfully.

FOR AND ON BEHALF
OF THE BOARD OF DIRECTORS
CHAIRMAN

QuocAnh NguyenLe

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

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

BÀ PHẠM THỊ HUYỀN TRANG
MS. PHAM THI HUYEN TRANG

Tổng giám đốc Eximbank

The Chief Executive Officer of Eximbank

I. THÔNG TIN CÁ NHÂN/ *PERSONAL INFORMATION*

Họ và tên/ *Full name:*	**PHẠM THỊ HUYỀN TRANG** ***PHAM THI HUYEN TRANG***
Ngày, tháng, năm sinh/ *Date of Birth:*	29/11/1982 *November 29, 1982*
Trình độ chuyên môn/ *Professional Qualifications:*	▪ Thạc sỹ Tài chính ngân hàng - Trường đại học Kinh tế quốc dân Hà Nội. *Master's Degree in Banking and Finance - National Economics University, Hanoi.* ▪ Cao cấp lý luận chính trị - Học viện chính trị quốc gia Hồ Chí Minh. *Advanced Political Theory - Ho Chi Minh National Academy of Politics.* ▪ Cử nhân Tài chính doanh nghiệp - Trường đại học Kinh tế quốc dân Hà Nội. *Bachelor's Degree in Corporate Finance – National Economics University, Hanoi.*

Ghi chú: Ứng viên đã được Ngân hàng Nhà nước Việt Nam chấp thuận là nhân sự dự kiến bầu làm Thành viên Hội đồng quản trị Eximbank theo Công văn số 6738/NHNN-QLGS ngày 30/7/2026.

Note: *The candidate has been approved by the State Bank of Vietnam as a proposed candidate for election to the Board of Directors of Eximbank pursuant to Official Letter No. 6738/NHNN-QLGS dated July 30, 2026.*

II. QUÁ TRÌNH CÔNG TÁC/ *WORKING EXPERIENCE*

Bà Phạm Thị Huyền Trang hiện đang đảm nhiệm chức vụ Tổng giám đốc Eximbank. Bà có hơn 20 năm kinh nghiệm trong lĩnh vực tài chính - ngân hàng, quản trị doanh nghiệp và quản trị chiến lược.

Bà từng giữ cương vị Chủ tịch Hội đồng Quản trị Eximbank, tham gia công tác quản trị và định hướng triển khai Chiến lược phát triển giai đoạn 2026 - 2030 cùng lộ trình hoàn thiện khung quản trị doanh nghiệp của Ngân hàng.

Trước khi gia nhập Eximbank, bà là Thành viên Hội đồng Quản trị độc lập Công ty Cổ phần Chứng khoán Ngân hàng Công Thương Việt Nam (VietinBank Securities), tham gia định hướng chiến lược và giám sát hoạt động quản trị doanh nghiệp.

Bà từng đảm nhiệm vị trí Phó Ban Nguồn vốn, Trưởng ban Tài chính tại Tập đoàn Sun Group, Trợ lý Chủ tịch HĐQT Tập đoàn Đèo Cả, phụ trách công tác nguồn vốn, tài chính và các dự án chiến lược.

Trước đó, bà có hơn 12 năm công tác tại Ngân hàng TMCP Công Thương Việt Nam (VietinBank), đảm nhiệm nhiều vị trí quản lý trong lĩnh vực tín dụng và phê duyệt tín dụng, trong đó có Phó Giám đốc Chi nhánh Hà Nội, Trưởng phòng Phê duyệt tín dụng và Phó Giám đốc Khối Phê duyệt tín dụng.

Ms. Pham Thi Huyen Trang currently serves as the Chief Executive Officer of Eximbank. She has more than 20 years of experience in banking, finance, corporate governance and strategic management.

She served as Chairwoman of the Board of Directors, where she contributed to the Bank's corporate governance and the implementation roadmap for Eximbank's 2026 - 2030 Development Strategy.

Before joining Eximbank, Ms. Trang served as an Independent Member of the Board of Directors of VietinBank Securities, contributing to strategic direction and corporate governance oversight.

She also held the position of Deputy Director of Treasury and Strategic Projects at Sun Group, Executive Assistant to the Chairman of Deo Ca Group where she was responsible for treasury management, corporate finance and strategic projects.

Earlier in her career, she spent more than 12 years at VietinBank, holding a number of senior management positions in corporate banking and credit approval, including Deputy Director of Hanoi Branch, Head of Credit Approval Department and Deputy Director of the Credit Approval Division.

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

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

IV. LỢI ÍCH LIÊN QUAN TỚI EXIMBANK VÀ CÁC BÊN CÓ LIÊN QUAN CỦA EXIMBANK/ *RELATED INTERESTS IN EXIMBANK AND ITS RELATED PARTIES*

Không có/ *None*

SOCIALIST REPUBLIC OF VIETNAM
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DRAFT

Hanoi, October 14, 2026

VOTING BALLOT NO. 01

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

Content: **Approval of the Regulations on the conduct of the Extraordinary General Meeting of Shareholders on October 14, 2026.**

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

- ***Agree*** ☐
- ***Disagree*** ☐
- ***No opinion*** ☐

VOTING BALLOT NO.

01

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VOTING BALLOT NO.

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VOTING BALLOT NO.

01

SOCIALIST REPUBLIC OF VIETNAM
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DRAFT

Hanoi, October 14, 2026

VOTING BALLOT NO. 02

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card /Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

Content: **Approval of the Proposal on the Election of members of the Vote Counting Committee for the Extraordinary General Meeting of Shareholders on October 14, 2026.**

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

- ***Agree*** ☐
- ***Disagree*** ☐
- ***No opinion*** ☐

VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

02

SOCIALIST REPUBLIC OF VIETNAM
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DRAFT

Hanoi, October 14, 2026

VOTING BALLOT NO. 03

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

Content: **Approval of the Agenda of the Extraordinary General Meeting of Shareholders on October 14, 2026.**

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

- ***Agree*** ☐
- ***Disagree*** ☐
- ***No opinion*** ☐

VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

03

VOTING BALLOT NO.

03

EXIMBANK

DRAFT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, October 14, 2026

VOTING BALLOT NO. 04

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

To exercise voting rights, Shareholders please check (X or V) in one (01) of the three (03) boxes below:

No.	VOTING CONTENT	AGREE	DISAGREE	NO OPINION
1	Approval of the amendment of regulations on foreign share ownership limit in Eximbank and related provisions in Eximbank's Charter.	☐	☐	☐
2	Approval of the adjustment of the number of Members of the Board of Directors of Eximbank for Term VIII (2025 - 2030) from seven (07) to eight (08) members, of which seven (07) are Independent Members of the BoD.	☐	☐	☐

VOTING BALLOT NO.

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VOTING BALLOT NO.

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VOTING BALLOT NO.

04

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

Hanoi, October 14, 2026

ELECTION BALLOT NO. 05

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS FOR TERM VIII (2025 - 2030)

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

No.	FULL NAME OF CANDIDATE	Voting percentage (%)
1.		…….. %
2.		…….. %
3.		…….. %
4.		…….. %
5.		…….. %
6.		…….. %

Note:

- *Shareholders please fill in the specific percentage (%) of votes for each candidate, and the total percentage of votes must not exceed 100%.*
- *The above list of candidates is updated upon approval of the State Bank of Vietnam.*

ELECTION BALLOT NO.

05

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ELECTION BALLOT NO.

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ELECTION BALLOT NO.

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ELECTION BALLOT NO.

05

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

Hanoi, October 14, 2026

VOTING CARDS

Serial number (Registration number):

Full name of shareholder:

Passport/ ID card/Other legal personal identification documents/ Business Registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

Hanoi, October 14, 2026

FEEDBACK FORM

- FULL NAME OF SHAREHOLDER:…….……...…….
- ID NUMBER/ PASSPORT/ BUSINESS REG. NUMBER.: ……....……..
- ADDRESS: ……..
- PHONE NUMBER: …….……

CONTENT OF FEEDBACK

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Signature and full name

EXIMBANK

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

Hanoi, October 14, 2026

RESOLUTION OF EXIMBANK EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED OCTOBER 14, 2026

Pursuant to:

- The Law on Credit Institutions 2024, as amended and supplemented;
- The Law on Enterprises 2020, as amended and supplemented;
- The Law on Securities 2019, as amended and supplemented;
- Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities, as amended and supplemented;
- The Charter of Vietnam Export Import Commercial Joint Stock Bank ("Charter");
- The voting results of the contents submitted to the General Meeting of Shareholders ("GMS");
- The Minutes of the Extraordinary GMS dated October 14, 2026 of Eximbank,

RESOLVES

Article 1. To approve the amendment to the regulations on the shareholding ratio of foreign investors in Eximbank and the relevant provisions of the Eximbank Charter, as follows:

1. Repeal the provision on the aggregate shareholding limit of foreign investors as stipulated in Clause 1, Article 14 of the Resolution of Eximbank's Annual General Meeting of Shareholders dated April 29, 2025.
2. Amend and supplement Article 20 of the Charter concerning the aggregate shareholding limit of foreign investors as follows:

No.	Current provisions of Article 20 of the Charter	Proposed Amendments
1	*"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;*	*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;*

No.	Current provisions of Article 20 of the Charter	Proposed Amendments
	b) Owning shares of foreign investors under clause 6 of this Article."	*b) Owning shares of foreign investors under* ***clause 7, Article 63 of the Law on Credit Institutions.***
2	*"6. Total share ownership ratio of foreign investors at Eximbank shall not be more than six percent (06%) of Eximbank's Charter Capital from time to time."*	***Repealed***

3. Authorize the Chief Executive Director - the legal representative of Eximbank to review and make technical and formatting adjustments for the purpose of finalizing the document, and to sign and promulgate the Charter incorporating the above amendments and supplements after approval by the General Meeting of Shareholders.

Article 2. To approve the adjustment of the number of Members of the Eximbank's BoD for Term VIII (2025 - 2030) from seven (07) to eight (08) members, of which seven (07) are Independent Members of the BoD.

Article 3. To approve the list of elected Members of the BoD of Eximbank for Term VIII (2025 - 2030), including:

Full Name	Position

Article 4. Terms of implementation:

This Resolution takes effect from October 14, 2026.

The Members of the BoD, the Supervisory Board and the Board of Management are responsible for implementing this Resolution and organizing its implementation according to their functions and duties, in accordance with the provisions of law and the Eximbank Charter./.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOD

Recipients:
- As per Article 4;
- Shareholders;
- The State Bank of Vietnam (for reporting);
- The State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Archive: Office of Document Administration, BoD Office.

QuocAnh NguyenLe