EXIMBANK

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 49/2022/EIB/TB-HĐQT
Re: Nomination of persons to be added to the Board of Supervisors of Eximbank of the VII term (2020-2025)

Ho Chi Minh City, 21 February 2023

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM

TO: EXIMBANK SHAREHOLDERS

Pursuant to:

- Law on Enterprises 2020, as amended and supplemented in 2022 ("**Law on Enterprises**") and relevant legitimate documents;
- Law on Credit Institutions 2010 and the Law amending and supplementing a number of articles of Law on Credit Institutions 2017 ("**Law on CIs**") and relevant legitimate documents;
- Securities Law 2019 ("**Securities Law**") and relevant legitimate documents;
- Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Securities Law;
- Circular 96/2020/TT-BTC dated 16/11/2020 giving guidance on public disclosure on the stock market;
- Circular 22/2018/TT-NHNN dated 05/9/2018 of the State Bank of Vietnam ("SBV") giving guidance on the procedures and application for approval of the provisional lists of personnel of commercial banks, non-bank credit institutions and foreign bank branches and circulars amending and supplementing Circular 22/2018/TT-NHNN ("**Circular 22**");
- Charter of Vietnam Export Import Commercial Joint Stock Bank ("**Eximbank**");
- Regulations on internal management of Eximbank;
- Resolution of the Extraordinary General Meeting of Shareholders of Eximbank held on 14/02/2023,

Based on law regulations and Eximbank Charter, it is hereby informed to Eximbank shareholders of the nomination of persons expected to be added to its Board of Supervisors ("BoS") of the VII term (2020-2025) as below.

1. Persons to be nominated

Shareholders and shareholder groups owning 10% *(ten percent)* or more of total common shares of Eximbank shall have the right to nominate additional persons to the BoS of Eximbank of the VII term (2020 – 2025) in correspondence with Eximbank Charter and law.

2. Record date for shareholders to exercise their right of nomination: *15/02/2023*.

8 Level - No L8-01-11+16 Vincom Center, 72 Le Thanh Ton Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam
(84-28) 3821 0056 (84-28) 3821 6913 Swift: EBVIVNVX www.eximbank.com.vn

3. Number and term of office of the additional BoS member:

3.1 Number of members to be additionally elected: 01 (*one*)

3.2 Term of office of the BoS member to be added or replaced shall be the remaining term of the BoS.

4. Criteria and conditions to become a member of Eximbank BoS of the VII term (2020 – 2025):

4.1 BoS members shall fully meet the following criteria and conditions:

a) Having full civil act capacity and not being the following subjects:

(i) Minors; and persons whose civil act capacity is restricted or lost;

(ii) Persons currently subject to criminal prosecution, currently serving a sentence or subject to a court decision on a crime; being prosecuted for criminal liability, serving criminal judgment or verdict of the Court; serving a prison sentence, undergoing drug rehabilitation, sent to reform school, or banned from doing business, holding a certain title or doing a certain job by the court; and other cases prescribed by regulations of law on bankruptcy and anti-corruption.

(iii) Persons who were once convicted of a crime from the serious level upwards;

(iv) Persons who were once convicted of a crime of infringement upon ownership and the conviction has not been removed from the record;

(v) State employees and officials, and managers at the divisional or higher level in enterprises in which 50% or more of the charter capital is held by the State, except for any person appointed to act as representative managing the capital contribution portion of the State in Eximbank;

(vi) Professional officers, non-commissioned officers, professional soldiers and military workers of bodies and units of the Vietnamese People's Army; professional officers and non-commissioned officers of bodies and units of the Vietnamese People's Public Security, except for any person appointed to act as representative managing the capital contribution portion of the State in Eximbank;

(vii) People within the category not permitted to participate in management or executive operation pursuant to the law on State employees and officials and the law on anti-corruption;

(viii) A person who was once the owner of a private enterprise, partner of a partnership, general director (director), member of the board of management or members' council or board of controllers of an enterprise, or the chairman and members of the committee of management of a co-operative at the time when such enterpise or co-operative was declared

bankrupts, except for the case where the enterprise or co-operative was declared bankrupt due to an event of force majeure;

(ix) A person who was the legal representative of an enterprise when its operation was suspended or the enterprise was compulsorily dissolved as a result a serious breach of the law, except where such person acted as the representative upon request of the competent State body in order to restructure and strengthen such enterprise;

(x) A person who was once suspended from the position of chairman or member of the board of management, chairman or member of the members' council, chairman or member of the board of controllers or general director of a credit institution pursuant to Article 37 of the Law on Credit Institutions, or a person whom a competent body determined to have committed a breach resulting in revocation of the license of a credit institution;

(xi) Persons responsible for the violations, as stated in inspectorate conclusions, against regulations on licensing, administration, shares, capital contribution, share purchase, credit extension, purchase of corporate bonds, safety ratios that results in a fine in the maximum bracket to the credit institution or foreign bank's branch;

(xii) Officers, officials; managers from department level or higher in enterprises where the State holds 50% (fifty percent) stake and more, except for any person appointed to act as representative managing the capital contribution portion of the State in Eximbank;

(xiii) Those defined in clause 2 Article 17 of the Law on Enterprises.

b) Cases not permitted to hold concurrent positions:

(i) BoS members shall not simulateneously be:

- Members of the Board of Directors, executives, or employees of Eximbank;
- Members of the Board of Directors or the Members' council, executives, or employees of Eximbank's subsidiary;
- Employees of enterprises where Eximbank's Board member or Chief Executive Officer is a member of the Board of Directors, executive or major shareholder;
- Members of the Board of Directors or Members' council, or executives of enterprises whose members of the BoS are currently members of the Board of Directors or executives at Eximbank.

(ii) Executive BoS members shall not hold concurrent positions or jobs at Eximbank or other enterprises.

c) Having professional ethics in compliance with Article 67 and Article 68 of Eximbank Charter;

d) Having graduate degree or higher in one of the majors of economics, business administration, law, accounting or auditing; and at least 03 years directly working in the fields of banking, finance, accounting or auditing;

e) Not being a related person of any managers of Eximbank;

f) Residing in Vietnam during their office (in case of executive BoS members);

g) Not working in accounting or finance units of Eximbank;

h) Not being a member or employee of the independent auditor performing audit over Eximbank's financial statements in the last 3 years;

i) Not having family relationship with Board members, CEO and other managers;

j) Not being a manager of Eximbank; but not necessarily shareholders or workers of Eximbank.

5. Regulations on nomination:

5.1 Common shareholders gathering into groups as stated in Section 1 hereof to nominate persons to the BoS shall announce the group meeting to the attending shareholders before the opening of the general meeting of shareholders.

5.2 Shareholders or shareholder groups mentioned in Section 1 are entitled to nominate one or some persons as candidates to be elected to the BoS in the principles:

(i) A shareholder or group of shareholders holding from 10% to less than 20% of total voting shares is entitled to nominate 01 (one) candidate;

(ii) A shareholder or group of shareholders holding from 20% to less than 30% of total voting shares is entitled to nominate up to 02 (two) candidates;

(iii) A shareholder or group of shareholders holding from 30% to less than 40% of total voting shares is entitled to nominate up to 03 (three) candidates;

(iv) A shareholder or group of shareholders holding from 40% to less than 50% of total voting shares is entitled to nominate up to 04 (four) candidates;

(v) A shareholder or group of shareholders holding from 50% to less than 60% of total voting shares is entitled to nominate up to 05 (five) candidates;

(vi) A shareholder or group of shareholders holding from 60% to less than 70% of total voting shares is entitled to nominate up to 06 (six) candidates;

(vii) A shareholder or group of shareholders holding from 70% to less than 80% of total voting shares is entitled to nominate up to 07 *(seven)* candidates;

(viii) A shareholder or group of shareholders holding from 80% to less than 90% of total voting shares is entitled to nominate up to 08 *(eight)* candidates.

Note: Candidates nominated as BoS members by shareholders or shareholder groups may be executive or non-executive depending on the nomination by such shareholders or shareholder groups, and not exceeding the eligible number stated in the above principles.

5.3 In case the candidates nominated to the BoS are insufficient, the incumbent BoS may introduce additional candidates or hold voting session in accordance with Eximbank Charter and Regulations on internal management. Such introduction shall be publicly announced before the General Meeting of Shareholders votes for election of BoS members in accordance with law.

6. Regulations on the application for nomination and related procedures

6.1 List of required documentations:

- **Documents concerning the nominating/self-nominating shareholders/shareholder groups:**

  Document nominating the candidates as members of the BoS of Eximbank of the VII term VII (2020 - 2025) by the shareholders/shareholder groups *(see Form 01)*.

- **Documents concerning the candidate:**

  (i) Resumé of the candidate (*see Form 02*);

  (ii) Judicial record of the candidate according to clause 4 Article 6 of Circular 22, which amends and supplements clause 5 Article 2 of Circular 13/2019/TT-NHNN;

  (iii) Copies of: Citizen ID/ID card or passport of the candidate; diplomas and certificates proving his/her professional qualifications, of which those issued to a Vietnamese national by a foreign educational institution shall be recognized by the Ministry of Education and Training in accordance with relevant laws;

  (iv) Declaration of the candidate's related persons of as required in clause 28 Article 4 of the Law on CIs *(see Form 03)*;

  (v) Documentary evidences for fulfillment of the standards and conditions required for expected Board members as prescribed in clause 9 Article 6 of Circular 22, and point c clause 3 Article 50 of the Law on CIs.

  Note: *the three (03) forms are posted on Eximbank website at* https://eximbank.com.vn/daihoidongcodong.

6.2 Principles of preparing the application:

Candidate's application must ensure the following principles:

(i) The application must be made in Vietnamese language. Documents issued, notarized or certified by a foreign competent agency or organization shall be consularized according to Vietnamese law (except for cases where

consularization is exempted in correspondence with law regulations on consularization) and translated into Vietnamese;

(ii) Translations from a foreign language into Vietnamese must be notarized or have the translator's signature certified in accordance with law;

(iii) Copies of the documents or profiles of the candidate must be copies from the master register or certified true copies as regulated by law;

(iv) Documents prepared by the candidate must have his/her signature certified in accordance with law.

6.3 Place and time for receiving nomination applications:

Shareholder groups/candidates shall send 02 *(two)* sets of application either by hand delivery or by registered mail to:

(i) Eximbank BoD's Office, Floor 8, Vincom Center, 72 Le Thanh Ton, Ben Nghe Ward, District 1, HCMC; Tel: (028) 3821 0056 (Ext: 505, 133);

(ii) Duration: from 01/03/2023 to 17:00 p.m. on 03/03/2023.

(iii) Those sent to Eximbank after such time (i.e. 17:00 p.m. on 03/03/2023) shall be deemed invalid and not be taken into consideration (except for applications sent for supplementation or completion at the request of SBV or Sub-committee for profile screening, Eximbank BoD).

The time of application receipt shall be counted based on the actual time that Eximbank receives directly from hand or post delivery.

Profiles of the candidates to be BoS members which are in conformity with this Notice, law and Eximbank Charter shall be submitted to SBV for their consideration and approval as per regulations.

Yours sincerely,

FOR BOARD OF DIRECTORS
CHAIRMAN

(signed and stamped)

Luong Thi Cam Tu

Form 01

EXIMBANK

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NOMINATION OF CANDIDATES AS MEMBERS OF THE BOARD OF SUPERVISORS OF VIETNAM EXPORT IMPORT COMMERCIAL JOINT-STOCK BANK OF THE VII TERM (2020 - 2025)

To: Vietnam Export Import Commercial JS Bank

- Pursuant to prevailing law;
- Pursuant to the Charter of Vietnam Export Import Commercial JS Bank;
- Based on Notice ……../2023/EIB/TB-HDQT dated ……/……/2023 of the Board of Directors of Vietnam Export Import Commercial JS Bank ("Eximbank") about the nomination of expected persons to be elected as members of the Board of Supervisors (BoS) of Eximbank of the VII term (2020 – 2025),

Today, ……, I/we am/are the shareholder/shareholders voluntarily gathering as a shareholder group together owning …… shares (in words ……..…) which account for ……% of total shares with voting rights of Eximbank as at 15/02/2023 as listed below:

No.	Shareholder	Passport / Citizen ID/ID card / Business registration number	Address	No. of Eximbank shares owned	Signature and full name[i]
Total:					

Upon agreement, I/we would like to inform to Eximbank that:

1. The undernamed person(s) are nominated to be added to the BoS of Eximbank of the VII term (2020-2025):

No.	Name	Citizen ID /ID / Passport number, issue date and place	Address	No. of Eximbank shares owned	Nominated title[ii]	Signature and full name
1						
2						

2. I/We would like to enclose herewith relevant profiles of the candidate(s) prepared in accordance with law and the Notice of Eximbank BoD about the nomination of persons to Eximbank BoS of the VII term (2020 – 2025) as aforementioned.
3. The following person is authorized to act on our behalf to contact and deal with Eximbank, as well as to carry out procedures concerning the nomination of persons to Eximbank BoS:

   Mr./Ms.: .....

   ID/Citizen ID/Passport No.: ....., issued on: ..... by: .....

   Address: .....

   Tel No.: .....

   Signature:

   .....

[i] Shareholders as legal persons must include the signature and full name of the legal representative and stamp of such legal person. In case a capital representative (authorized representative) is designated, the legal representative of the legal person shall sign, stamp and enclose with documents designating such capital representative as per regulations.

[ii] Specify whether he/she is nominated to be an executive or non-executive BoS member

Form 02

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RÉSUMÉ[1]

Passport photo
(4 x 6cm)

1. Personal identification

- Full name:
- Regular name:
- Alias:
- Date of birth:
- Place of birth:
- Nationality(-ties) (*if any*):
- Permanent address as shown in the family registration book, ID/citizen ID card and current residential address:
- No. of ID/citizen ID card (or passport/other equivalent legal identification papers); date and place of issuance of the ID/citizen ID card (or passport/other equivalent identification papers as legitimate):
- Name and address of the legal entity which he/she represents, and the representing capital paid-up ratio (in case the capital representative of shareholders or capital contributing members is a legal entity or a person appointed to represent the State capital at credit institutions):

2. Education

- General education;
- Qualifications and degrees (specifying the name and address of the school; major; duration; and degrees (to list in full)).

3. Working duration:

- Jobs, companies and positions from 18 years old to date [2]

No.	Duration (from mmyy to mmyy) [3]	Company	Position[4]	Business areas of the companies and responsible duties	Remark[5]

- Rewards, disciplines, or responsibilities as concluded by inspectors which cause the credit institutions or foreign banks' branches to be subject to administrative penalties[6]

4. Civil act capacity[7]

4a.Prohibition from holding certain positions, incorporation and management of enterprises and cooperatives (criminal records or equivalent instruments issued by foreign competent authorities shall have no such information)

5. Undertakings to law

I hereby undertake:

- To meet the standards and conditions on holding the office of … at the credit institution or foreign bank's branch;
- Not to violate law regulations in monetary and banking areas;

- To inform the credit institution or foreign bank's branch of any changes hereto while the State Bank is considering the request of ... (name of the credit institution or foreign bank's branch);

- That the information provided by me to the credit institution or foreign bank's branch for submission to the State Bank for consideration and approval of the provisional personnel is true and correct. I shall be responsible to law for the adequacy, honesty and accuracy of the declared information herein.

...., date.....

Signature and full name of the declarer

(*Certification of the declarer's signature*)

Notes:

1. Declarer must complete all required information and bear responsibility to law and the credit institution or foreign bank's branch about the adequacy, accuracy and honesty of the profile; if it is not the case, specify as Not applicable.

2. Declarer shall fill in all information about the jobs, companies and positions used to be and currently held.

3. The continuity in time shall be ensured.

4. To be specified if the person is the manager or executive according to law and charter of the credit insitution or company.

5. Note if the company falls in one of the following cases:

a) Subsidiary of the credit institution;

b) Company where the State owns 50% stake and more;

c) Company as defined in point e clause 2 Article 33 of the Law on Credit Institutions;

d) Company as defined in points c and d clause 1 Article 33 of the Law on Credit Institutions;

6. To be specified if the person is the subject stated in points dd and h clause 1 Article 33 of the Law on Credit Institutions.

7. To specify whether the civil act capacity is adequate/restricted/lost.

(In addition to the basic details required above, declarer may fill in other information as deemed necessary)

Form 03

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DECLARATION OF RELATED PERSONS

I. In case of related persons being individuals (according to clause 28 Article 4 of the Law on Credit Institutions):

No.	Declarer and his/her "related persons"	Relationship with the declarer	No. and date of ID/Citizen ID card or passport	Position at the proposing credit institution	Position at the subsidiary of the proposing credit institution	Ownership or capital representing ratio at the proposing credit institution (%)	…
(1)	(2)	(3)	(4)	(5)	(6)	(7)	…
1	Nguyen Van A	Declarer					
2	Nguyen Thi B	Wife					
…							

II. In case of related persons being entities (according to clause 28 Article 4 and Article 39 of the Law on Credit Institutions, and Article 65 of Eximbank Charter):

1. List of companies or economic entities where the candidate and his/her related persons or other individuals or entities upon his/her authorization own shares or contributed capital for 5% or more of the charter capital

No.	Name of the company / economic entity	Head office address	Business area	No. of business license / Issue date	Place of business registration	Share ownership ratio (%)		Time of ownership	Individual / entity authorized or entrused, if any
						By the candidate ……	By his/her related persons		
1	Company A	123 Street B, Ward X, District Y, City X							
…									

2. List of companies or economic entities where the candidate and his/her related persons are currently members of the Board of Directors, Members' Council, Board of Supervisors, and General Director (Director)

2.1 Candidate:

No.	Name of the company / economic entity	Head office address	Business area	No. of business license / Issue date	Place of business registration	Name of candidate	Title	Remark
1	Company A	123 Street B, Ward X, District Y, City X						
…								

2.1 Related persons:

No.	Name of the company / economic entity	Head office address	Business area	No. of business license / Issue date	Place of business registration	Name of candidate	Title	Remark
1	Company B	456 Street B, Ward X, District Y, City X						
…								

I hereby undertake that the information provided herein is true and correct, and shall take full responsibility to law for the sufficiency, honesty and accuracy of the declared information.

……, date ….. ……. ……

Declarer

(signature and full name)

(Certification of the declarer's signature)

Note:

- For the information about related persons in Column (3): based on the actual relationship of the related persons in Column (2) as may be specified in clause 28 Article 4 and clause 2 Article 62 of the Law on Credit Institutions and relevant regulations.

(In addition to the minimum details required above, declarer may fill in other information as deemed necessary)