CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 77/2026/EIB/CBTT-NĐDPL
No: 77/2026/EIB/CBTT-NĐDPL

Hà Nội, ngày *24 tháng 7 năm 2026*
Hanoi, July 24, 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
Phone: (024) 73001155
- E-mail: vphdqt@eximbank.com.vn
E-mail: vphdqt@eximbank.com.vn
- Website: https://www.eximbank.com.vn
Website: https://www.eximbank.com.vn

2. **Nội dung thông tin công bố/** ***Content of disclosure*****: Quy chế tổ chức và hoạt động của Hội động quản trị./** ***The Terms of Reference of the Board of Directors.***

Căn cứ Nghị quyết Đại hội đồng cổ đông bất thường của Eximbank ngày 24/7/2026, Đại hội đồng cổ đông đã thông qua các nội dung sau:/ *Pursuant to the Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated July 24, 2026, the General Meeting of Shareholders approved the following contents:*

Thông qua Dự thảo Điều lệ sửa đổi và các tài liệu sửa đổi liên quan đến quản trị doanh nghiệp tại Eximbank theo Tờ trình của HĐQT về việc thông qua dự thảo Điều lệ sửa đổi và các tài liệu sửa đổi liên quan đến quản trị doanh nghiệp tại Eximbank./ *To approve the draft amended Charter and related amendments to* *corporate governance documents of Eximbank according to the BOD's Proposal on the approval of the draft amended Charter and related amendments to corporate governance documents of Eximbank.*

Giao Chủ tịch HĐQT, Người đại diện theo pháp luật của Eximbank rà soát, điều chỉnh về mặt kỹ thuật, thể thức nhằm hoàn thiện văn bản và thực hiện các thủ tục ban hành Điều lệ và các Quy chế nêu trên sau khi được Đại hội đồng cổ đông thông qua/ *To assign the Chairperson of the BOD, the Legal Representative of Eximbank, to check and make adjustments in technical and procedural terms to finalize the documents and carry out the formalities to promulgate the Charter and the above Regulations upon approval by the Extraordinary General Meeting of Shareholders.*

Ngày 24/7/2026, Chủ tịch HĐQT thay mặt HĐQT ký ban hành toàn văn Quy chế tổ chức và hoạt động của Hội đồng quản trị Eximbank/ *On July 24, 2026, the Chairperson of the BOD - on behalf of the BOD, signed and issued the Terms of Reference of the Board of Directors of Eximbank.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 24/7/2026 tại đường dẫn https://eximbank.com.vn/dai-hoi-dong-co-dong.

This information was published on the Bank's website on July 24, 2026 at the link https://eximbank.com.vn/en/shareholder-meeting.

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, BOD Office.*

Tài liệu đính kèm/Attached documents:
- *Biên bản họp và Nghị quyết Đại hội đồng cổ đông bất thường ngày 24/7/2026 của Eximbank/ Minutes of Meeting and Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated July 24, 2026.*
- *Phụ lục tài liệu được thông qua tại Đại hội đồng cổ đông bất thường ngày 24/7/2026 của Eximbank/ Appendix to the Documents Approved at the Extraordinary General Meeting of Shareholders of Eximbank held on July 24, 2026.*

NGƯỜI ĐƯỢC ỦY QUYỀN CBTT

AUTHORIZED PERSON FOR INFORMATION DISCLOSURE

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN XUẤT NHẬP KHẨU VIỆT NAM
EXIMBANK

Nguyễn Văn Thủy

TERMS OF REFERENCE OF THE BOARD OF DIRECTORS

VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK

2026

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CHAPTER I
GENERAL PROVISIONS

Article 1. Governing scope, applicable entities and applicable principles

1. Governing scope

   The Terms of reference on the organization and operation of the Board of Directors ("**Terms of reference**") set out the organizational structure, working mechanisms, operating principles, and the duties and powers of the Board of Directors and Board Members of Vietnam Export-Import Commercial Joint Stock Bank ("**Eximbank**" or the "**Bank**"), ensuring that operations comply with the Charter of Eximbank as issued and effective from time to time ("**Charter**") and other relevant laws and regulations.

2. Applicable entities

   Applicable to the Board of Directors, Board Members and other related units and individuals in Eximbank.

3. Applicable principles

   a) Other matters relating to the organization and operation of the Board of Directors that are not specified in this Terms of reference shall be governed by Eximbank's Charter, Internal Governance Regulations and relevant legal provisions.

   b) In case amendments to Eximbank's Charter and/or legal provisions result in discrepancies between this Terms of reference and Eximbank's Charter and/or legal provisions, the new provisions in Eximbank's Charter and/or the corresponding legal regulations shall apply.

   c) In case of any conflict between this Terms of reference and Eximbank's Charter/legal provisions on the same matter, the legal provisions and Eximbank's Charter shall prevail.

   d) Terms, expressions, and concepts in these Terms of reference that are not defined shall be interpreted, construed, and applied in accordance with the Charter, Eximbank's internal governance Terms of reference, and other applicable laws and regulations.

   e) The headings (Chapters, Sections, Articles) in these Terms of reference are provided solely for convenience of reference and shall not affect the substance of these Terms of reference. The interpretation or application of any provision shall be based on the full content of the corresponding provision and any related provisions.

   f) In these Terms of reference, any reference to any regulation or document shall include all amendments, supplements, or replacement documents to such regulation or document from time to time.

Article 2. Board of directors

1. The Board of Directors is the governing body of Eximbank and is fully authorized, on behalf of Eximbank, to decide and exercise the rights and obligations of Eximbank, except for matters falling under the authority of the General Meeting of Shareholders.

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2. The mandate and authority of the Board of Directors shall be performed in accordance with the Charter, this Terms of reference and relevant legal provisions.
3. The Board of Directors shall be accountable to the Laws and to the General Meeting of Shareholders for performing the mandate and authority as stipulated by the Laws, the Charter or as assigned/delegated/authorized by the General Meeting of Shareholders.
4. The Board of Directors shall establish committees, units and advisory, supporting bodies under the Board of Directors (hereinafter referred to as the "Supporting bodies") to provide advice and consultation, thereby assisting the Board of Directors in performing its mandate and authority within the scope and in accordance with the Laws and the Charter.
5. The Board is entitled to use Eximbank's official seal in performing its mandate and authority.

Article 3. Operating principles and working mechanism of the Board of Directors

1. The Board of Directors shall operate on a collective basis, combined with the management and coordination of the Board Chair. The Board Members shall be individually responsible for their assigned tasks, opinions and decisions; and shall be collectively responsible before the General Meeting of Shareholders and the Laws for the relevant resolutions and decisions of the Board of Directors, unless otherwise provided by Law.
2. The Board of Directors shall adopt resolutions and decisions through voting at meetings, written consultations or other forms as decided by the Board of Directors.
3. The Board of Directors shall assign the Chief Executive Officer to organize, administer and implement the Board's resolutions and decisions.
4. Resolutions and decisions of the Board of Directors shall be binding on all relevant units and individuals throughout the Eximbank system.
5. All activities of the Board of Directors, its members, and the committees/units/advisory and supporting bodies under the Board of Directors shall comply with the Laws and the Charter.

CHAPTER II.
THE BOARD MEMBERS OF DIRECTOR

Article 4. Roles and mandates of the Board members

1. The Board members shall have all rights and obligations under relevant Laws and the Charter. The detailed rights and obligations of Board Members shall be provided in the Charter.
2. Each independent Board member shall prepare a report that assesses the activities of the Board.
3. Board members shall have the right to request the Chief Executive Officer, other Executive Officers and units in Eximbank to provide information and documents on the financial status and business operations of Eximbank and of units in Eximbank. The person who receives the request shall provide information and documents promptly, fully and accurately as required by the Board member.

Article 5. Roles and Responsibilities of Independent Board Members

1. Provide an independent perspective and participate in the work of the Board of Directors from an independent standpoint, free from influence or constraint by the viewpoints of the Chief Executive Officer, the Executive Management, or internal interests.
2. Offer objective opinions that help enhance the independence and effectiveness of the Board of Directors.
3. Maintain integrity in thought and action, and uphold independence in judgment.
4. Strengthen the oversight of the operational processes of the Board of Directors.
5. Work collaboratively with other Board Members who have diverse knowledge, experience, gender, ethnicity, tenure, and professional skill sets.

Article 6. Term of office, number, qualifications and conditions for the Board members

The term of office, number, standards, and conditions for the Board members and independent Board members shall comply with the Charter and relevant Laws.

Article 7. The Board Chair

1. The Board Chair is elected, dismissed, and removed by the Board of Directors from among the Board members elected by the General Meeting of Shareholders. All of the Board members have the right to participate in the election, dismissal, and removal of the Board Chair. the Board Chair shall reside in Vietnam throughout the term of office.
2. The Board Chair shall satisfy the standards and conditions under the Charter and relevant Laws from time to time.
3. The Board Chair has rights and obligations under the Charter, Eximbank's internal governance regulation and relevant Laws.
4. A Board Chair who wishes to resign from the position of Board Chair must submit a resignation letter to the Board of Directors. Within five (05) working days from the date of receipt of the resignation letter, the Personnel, Nomination and Remuneration Committee shall propose and advise the Board of Directors on a Board Member who meets the qualifications and conditions prescribed by law and the Charter to be elected as the new Board Chair. Thereafter, the Board of Directors shall convene a meeting and elect a new Board Chair within ten (10) days from the date of receipt of the resignation letter. This process shall be conducted based on the succession plan, the nomination procedures for the Board Chair already established, and the applicable laws and Eximbank's internal regulations. The resignation of the Board Chair shall not become effective until the Board of Directors approves a resolution relieving that individual from the position of Board Chair.
5. If the Board Chair is absent or cannot perform duties, the Board Chair shall authorize in writing to another Board member to perform the rights and obligations of the Board Chair as provided in the Charter. If there is no authorized person, or the Board Chair dies, goes missing, is held in custody, serves an imprisonment sentence, serves compulsory administrative measures, absconds from the place of residence, is restricted in or loses legal

capacity, has difficulty in cognition and behavior control, or is prohibited by a court from holding positions, practicing a profession, or performing certain work, the remaining Board Members shall elect one of the remaining Board members as Board Chair by a majority vote until a new decision of the Board of Directors is issued.

Article 8. Dismissal, removal, replacement and additional election of the Board members

1. The General Meeting of Shareholders shall dismiss and remove Board members in the cases provided in the Charter.

2. After dismissal or removal, Board members shall remain responsible for their decisions made during their term of office.

3. Within ten (10) days from the date the General Meeting of Shareholders approves the decision on dismissal or removal of a Board Member under Clause 1 of this Article, the Board of Directors shall prepare a written report together with relevant documents and shall submit it to the State Bank of Vietnam, and shall bear responsibility for the accuracy and truthfulness of this report.

4. The Board of Directors shall convene the General Meeting of Shareholders to elect additional Board members in the following cases:

   a) The number of Board members is reduced by more than one-third of the total number provided in the Charter. In this case, the Board of Directors shall convene the General Meeting of Shareholders within sixty (60) days from the date the number of Board members is reduced by more than one-third;

   b) The number of Independent Board members falls below the minimum required under the Charter and relevant Laws;

   c) Except for the cases provided in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new Board member to replace the dismissed or removed Board member at the nearest meeting.

5. Individuals elected as Board Chair and Board Members shall assume and shall perform the duties of their elected positions immediately. The dismissed or removed Board Chair and Board members shall transfer their duties to the newly elected Board Chair and Board members; and shall remain personally responsible for their decisions made during their tenure.

Article 9. Procedures for election, dismissal, removal, replacement and additional election of the Board Chair and Board members

1. Shareholders or groups of shareholders that own at least five percent (05%) of Eximbank's total common shares shall have the right to nominate and self-nominate candidates to the Board of Directors, with the maximum number of candidates corresponding to their shareholding ratio in accordance with the Charter.

2. The Board of Directors, through the Personnel, Nomination and Remuneration Committee, shall develop, review, and submit to the General Meeting of Shareholders for approval the personnel plan, including the structure, qualifications, and succession plan for Board Members in accordance with the law and the Charter. The nomination by the Board of

Directors shall not limit the lawful rights of shareholders or groups of shareholders to self-nominate or nominate candidates in accordance with the law and the Charter.

3. In cases where the incumbent Board of Directors introduces/nominates or organizes the nomination of additional candidates for the Board of Directors in accordance with the Charter, the introduction/nomination or organization of nomination shall be carried out as follows:

   a) The order and procedures for introduction/nomination or organization of nomination shall be determined by the Board of Directors, but must ensure compliance with applicable laws.

   b) The Board of Directors shall approve the list of candidates introduced/nominated by the incumbent Board of Directors based on the majority-vote principle; in the event of an equal number of votes, the final decision shall belong to the side supported by the meeting chair or the person presiding over the written voting process.

4. The Board of Directors shall select from among the Board Members to elect the Board Chair. The Board of Directors shall elect, dismiss, and remove the Board Chair (in cases where the dismissal or removal does not cause loss of Board member status) based on the majority principle.

5. The Board Chair shall be elected at the first meeting of the Board of Directors's term of office. The procedures and time limit for convening the first meeting of the Board of Directors shall comply with the Charter.

6. The election, dismissal, and removal of Board Members shall be decided by the General Meeting of Shareholders based on the voting principle.

7. The procedures for election, dismissal, and removal of the Board Chair, and other Board members shall comply with Laws, the Charter, Eximbank's internal governance regulation, and other relevant internal regulations of Eximbank.

Article 10. Notice on election, dismissal and removal of Board members

1. After Eximbank identifies candidates for the Board of Directors upon approval by the State Bank of Vietnam, Eximbank shall disclose information on such candidates in accordance with relevant Laws so that shareholders may review information about the candidates prior to voting. Candidates for the Board of Directors shall provide a written commitment on the truthfulness and accuracy of the disclosed personal information and shall commit to performing their duties honestly, prudently, and in the best interests of Eximbank if elected as Board Members. Information relating to candidates for the Board of Directors shall be disclosed in accordance with Eximbank's internal governance regulation.

2. Notification of the results of election, dismissal, and removal of Board Members shall comply with regulations and guidelines on information disclosure.

CHAPTER III.
THE BOARD OF DIRECTORS

Section 1. Organizational structure and supporting bodies of the Board of Directors

Article 11. Structure and supporting bodies of the Board of Directors

1. Structure of the Board of Directors: The Board of Directors of Eximbank shall be organized according to the following structure:
   a) Board Chair;
   b) Independent Board Member; and
   c) Non-executive Board Member; and
   d) A Board Member who may concurrently hold the position of Chief Executive Officer
2. The supporting bodies for the Board comprises:
   a) Office of the Board;
   b) Committees and panels under the Board;
   c) Company Secretary (or Bank Secretary) (if any); and
   d) Other units that operate on a regular basis (or on an ad-hoc basis for special purposes and automatically dissolve after completing their tasks) established by the Board of Directors in accordance with regulations and the internal governance needs from time to time to support the performance of the duties and powers of the Board of Directors.

Article 12. Office of the Board of Directors

1. The Board of Directors shall decide on the organizational structure, functions, and duties of the Office of the Board from time to time to effectively support the operations of the Board and to ensure compliance with Laws and Eximbank's internal regulations.
2. The Chief of the Office of the Board of Directors is the head who manages and administers the Office of the Board of Directors.

Article 13. Committees under the Board of Directors

1. The Board of Directors must establish committees, panels to support the Board of Directors in performing its mandate and authority in accordance with the Charter, this Terms of reference, and the Law, including but not limited to the following committees, panels:
   a) Personnel, Nomination and Remuneration Committee ("Human Resources Committee");
   b) Audit and Risk Committee ("Risk Management Committee");
   c) Strategy and Technology Committee; and
   d) People and Culture Advisory Panel.
2. The functions, mandates, and authorities of these committees, panels shall be prescribed by the Board of Directors in accordance with the Law and the Charter.

Section 2. Functions, mandate and authority of the Board

Article 14. Rights and obligations of the Board

Details on the rights and obligations of the Board are stipulated in the Charter.

Article 15. Mandate and authority of the Board in approving and entering into contracts and transactions

1. The Board of Directors shall review and approve contracts and transactions under its authority as provided in the Charter, Eximbank's internal regulations and relevant laws and regulations..

2. The approval and execution of contracts and transactions as prescribed in Clause 1 of this Article shall comply with the provisions of the Charter, Eximbank's Internal Governance Regulations and applicable laws.

Article 16. Mandates of the Board of Directors in convening extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the cases prescribed in the Charter.

2. The time limit and responsibility for convening an extraordinary General Meeting of Shareholders by the Board of Directors shall comply with the Charter and applicable laws from time to time.

Article 17. Reports of the Board of Directors at the General Meeting of Shareholders

1. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following reports:

   a) The Board of Directors's report on governance and the performance results of the Board of Directors, each Board Member and its affiliated committees;

   b) The Eximbank's business performance report;

   c) The financial statements;

   d) The assessment report on the Bank's management and administration; and

   e) Other reports as required by Law.

2. The reports specified in Points b, c, and d of Clause 1 of this Article must be submitted to the Supervisory Board for appraisal no later than thirty (30) days prior to the opening date of the annual General Meeting of Shareholders, unless otherwise provided in the Charter.

3. The reports specified in Clause 1 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the head office of Eximbank no later than ten (10) days before the opening date of the annual General Meeting of Shareholders. A shareholder who has continuously held shares of Eximbank for at least one (01) year shall have the right to directly review the reports specified in this Article, either individually or together with a lawyer, accountant, or certified auditor.

CHAPTER IV.
THE BOARD OF DIRECTORS MEETINGS AND WRITTEN RESOLUTION PROCESS

Article 18. Regulations on regular meetings of the Board of Directors

1. Meetings of the Board of Directors shall be convened by the Board Chair or by a Board Member of Directors authorized by the Board Chair. The Board of Directors shall hold regular meetings at least once every two (02) months.
2. Resolutions and decisions of the Board of Directors shall take effect from the date they are approved or from the effective date expressly stated in such resolution or decision.
3. Meetings of the Board of Directors may be conducted in the following forms:
   a) In person;
   b) Online meeting (by telephone (teleconference), video (video conference), or other electronic means); or
   c) A combination of two or more of the forms listed above.

   In the case of in-person meetings, the Board of Directors may meet at Eximbank's head office or at any other location.
4. A meeting of the Board of Directors may be conducted via online conference among all or some of the Board Members, or in a combined form of in-person and online, provided that each member participating in the meeting is able to:
   a) Hear the other participating Board Members speak during the meeting;
   b) If desired, speak to all other participants simultaneously;
   c) Engage in discussions with other participating members directly via telephone or other communication means, or a combination thereof; and
   d) A Board Members participating in the meeting in such manner shall be deemed present at the meeting.

   The meeting venue held under this provision shall be the place where the largest group of Board Members is gathered, or if no such group exists, the place where the Board Chair of the meeting is present.
5. A Board Members shall be deemed to attend and vote at the meeting in the following cases:
   a) Attending and voting directly at the meeting;
   b) Authorizing another person to attend and vote in accordance with the Charter;
   c) Attending and voting via online conference, electronic voting or other methods as provided for in Eximbank's internal regulations;
   d) Sending ballot papers to the meeting via postal service/courier or email. In case ballot papers are sent by mail, they must be placed in sealed envelopes and delivered to the Board Chair no later than one (01) hour before the opening of the meeting. Ballots shall be opened only in the presence of all attendees.

6. A meeting of the Board of Directors that is conducted or in which participation and voting occur in any of the forms prescribed in Clause 5 of this Article shall be recognized as valid as an in-person meeting. Resolutions and decisions adopted at such meetings shall have the same validity as those adopted at in-person meetings.

Article 19. Regulations on extraordinary meetings of the Board of Directors

1. The Board Chair shall convene an extraordinary meeting of the Board of Directors when deemed necessary or in the circumstances prescribed in the Charter. The venue and form of convening an extraordinary meeting of the Board of Directors shall be implemented in the same manner as regular meetings of the Board under Article 18 of this Terms of reference.
2. The Board Chair or a member authorized by the Board Chair must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving a request in cases prescribed in the Charter. If the Board Chair fails to convene a meeting of the Board of Directors upon request in cases prescribed in the Charter, the Board Chair shall be liable for any damage caused to Eximbank (except in cases where failure to convene is due to force majeure). In such case, the requesting party has the right to convene the meeting in place of the Board Chair, and all attending Board Members shall vote to elect the chair of the meeting.
3. In urgent cases, the time limit for notification and the method of delivering the notice of invitation to the meeting of the Board of Directors shall be implemented in accordance with the regulations of the Board of Directors from time to time.

Article 20. Notice and preparation of the Board of Directors meeting agenda

1. The Board Chair or the person convening the meeting of the Board of Directors must send the meeting notice no later than three (03) working days prior to the meeting date, or a shorter period in case of an urgent meeting. The meeting notice must specify the date, time, venue, agenda, matters to be discussed and decided. Documents, materials to be used at the meeting and voting ballots of members shall be attached to the meeting notice.
2. The meeting invitation may be sent via postal service, electronic means, or another method as decided by the person convening the meeting, but must ensure that it reaches the address/e-mail/contact information of each Board Member as registered with Eximbank.
3. The Board Chair or the person convening the meeting shall decide and invite persons other than Board Members to attend meetings of the Board of Directors, in which the Chief Executive Officer shall be automatically invited to attend all meetings of the Board of Directors unless the Board Chair or the person convening the meeting specifies otherwise. Invitees attending meetings of the Board of Directors may speak at the meeting if invited by the meeting chair but shall not vote and must strictly comply with the meeting regulations of the Board of Directors and the direction of the meeting chair.
4. The Board Chair or the person convening the meeting must send the meeting invitation and accompanying documents to the members of the Supervisory Board and to the invitees specified in Clause 3 of this Article in the same manner as for Board Members. Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they may participate in discussions but shall not vote.

Article 21. Adoption of resolutions and decisions of the Board of Directors at meetings

1. Each Board Member shall have one (01) vote.

2. A Board Member who has a conflict of interest with a matter submitted to the Board of Directors for decision under the Charter and the Law shall not be permitted to vote on such matter and shall not authorize another person, nor receive authorization from another Board member, to vote on such matter. However, that member shall still be counted toward the number of members required to determine the legality of the meeting.

3. Prior to voting, if a Board Member of Directors, to the best of their knowledge, believes they have a direct or indirect interest in a contract or agreement proposed to be executed or already executed with Eximbank, or have another interest conflicting with the matter to be voted on at a Board of Directors meeting, they must disclose the nature of their related interest at the meeting for the Board to consider whether such interest constitutes a conflicting interest and to decide on the voting right of that member.

   If there are grounds to suspect that a member's interest conflicts with the matter to be voted on and such member does not voluntarily disclose it, the matter shall be referred to the chair of the meeting for review. Based on the relevant information and documents, the chair shall have the authority to decide whether such member may vote or to require the member to provide additional information. The chair's decision shall be final and binding.

   If the existence of a conflicting interest is discovered later or in any other circumstances, the member must immediately notify the Board of Directors upon becoming aware of the related interest, and the issue shall be discussed at the nearest Board meeting after the Board receives such notification for an appropriate resolution.

4. A resolution or decision of the Board of Directors shall be approved if it receives the affirmative votes of the majority of the Board Members attending the meeting with voting rights. In case of a tie, the final decision shall follow the opinion of the chair of the meeting.

5. The method of recordkeeping, contents of meeting minutes of the Board of Directors, and other related matters shall be governed by the Charter.

Article 22. Collection of written opinions from Board Members

1. The Board Chair shall organize the collection of written opinions of Board Members to approve resolutions of the Board of Directors. The collection of written opinions may be carried out via physical documents, e-mail, or other means and tools approved according to Eximbank's internal policies and procedures in compliance with the Law.

2. Circumstances where Board Members are not permitted to vote when written opinions are collected shall comply with Clause 2, Article 21 of this Terms of reference.

3. Based on instructions from the Board Chair or another Board Member authorized by the Board Chair, and based on the submission from the Chief Executive Officer or committees under the Board, the Office of the Board of Directors shall prepare the written opinion ballot in accordance with this Article.

4. The written opinion ballot and accompanying materials related to the subject matter must be sent by the Office of the Board of Directors to the relevant committees, panels under the Board of Directors (depending on the subject matter) for advisory opinions. Advisory opinions of the committees must be returned to the Office of the Board of Directors no later than three (03) working days from the date of receipt of the written opinion ballot and accompanying materials.

   Immediately after receiving committees, panels advisory opinions, the Office of the Board of Directors shall review, amend, and finalize the written opinion ballot; if necessary, notify the Chief Executive Officer for amendments, supplements, or further explanation of matters related to the submission; and send the written opinion ballot and accompanying materials to the Board members as stipulated in Clause 5 of this Article.

5. The written opinion ballot must include the following:

   a) Name, head office address, and enterprise identification number of Eximbank;

   b) Full name of the Board Member of Directors;

   c) Purpose of obtaining written opinions;

   d) Subject matter seeking opinion;

   e) Voting options, including: approve, disapprove, and no opinion. In case of a disapproval or no-opinion vote, the Board Member must state the reason for such vote;

   f) Deadline for returning the completed written opinion ballot to the Office of the Board;

   g) Full name and signature of the Board Chair/the person presiding over the collection of written opinions; and

   h) Other necessary information (if any).

6. Written opinion ballot shall be sent to each Board Member in the same manner as meeting notices under Clauses 1 and 2, Article 20 of this Terms of reference or by other methods provided in the regulation on obtaining written opinions issued by the Board of Directors from time to time.

7. Board Members must respond and sign the written opinion ballot and return it to the Office of the Board of Directors as required in the ballot or by other methods provided in the Regulation on obtaining written opinions issued by the Board of Directors. If a Board Member does not return their vote within the specified deadline, it shall be deemed that the member did not participate in the vote. Opinions submitted via email are valid for consolidation by the Board Chair/the person organizing the collection of written opinions. E-mail responses have the same validity as written responses on the ballot.

8. The Board Chair, the Chief of the Office of the Board of Directors, or another individual appointed by the Board Chair (hereinafter referred to as the "**Vote checker**") shall conduct the vote-counting procedures and prepare the vote counting minutes.

9. The vote counting minutes must include:

   a) Name, head office address, and enterprise identification number of Eximbank;

b) Purpose and subject matter of the written opinion collection;

c) Total number of ballots sent, total number of ballots returned, number of valid ballots, and number of invalid ballots. The minutes must include an appendix listing Board Members who participated in the vote;

d) Total number of votes for, against, and no opinion for each matter; and

e) Full name and signature of the vote checker and the supervisor (if any).

10. The vote checker and the supervisor of the vote-counting process (if any) shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and jointly liable for any damages arising from resolutions/decisions approved due to dishonest or inaccurate vote-counting.

11. The vote counting minutes, together with the resolutions or decisions of the Board of Directors approved based on the vote-counting results, shall be sent to the the Board Members within fifteen (15) days from the date of completion of the vote-counting.

12. Based on Eximbank's actual operational needs, the Board of Directors shall issue the regulation on obtaining written opinions of the Board Members as the basis for implementation.

CHAPTER V.
RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 23. Relationship among Board Members

1. The relationship among the Board Members is a cooperative relationship; Board Members are responsible for informing each other of relevant matters during the process of handling assigned tasks.

2. Board of Directors and Board Members shall coordinate their work based on the following principles:

a) Always act loyally in the best interests of Eximbank;

b) Comply with the provisions of the law, the Charter, and Eximbank's internal regulations;

c) Uphold the principles of democracy, openness, and transparency; and

d) Coordinate their work with the highest sense of responsibility, honesty, cooperation, and proactively resolve any difficulties or obstacles (if any) in the best interests of Eximbank.

3. During the performance of duties, the Board Member assigned primary responsibility must proactively coordinate in handling tasks if such tasks relate to areas overseen by another Board Member. In the event that Board Members have differing opinions, the member with primary responsibility shall report the matter to the Board Chair for review and decision within their authority, or organize a meeting or obtain opinions of the Board members in accordance with the Law, the Charter, and this Terms of reference.

4. In the event of a reassignment of mandates among Board Members, the members must hand over work, records, and related documents. Such handover must be documented in writing and reported to the Board Chair.

Article 24. Relationship with the Executive Managements

1. The Board of Directors shall issue resolutions and decisions for the Chief Executive Officer and other members of the Executive Management to implement. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions and decisions.

2. When implementing the resolutions and decisions of the Board of Directors, if any matter is identified as potentially disadvantageous to Eximbank, the Chief Executive Officer shall be responsible for reporting it to the Board of Directors for consideration and assessment.

3. The Chief Executive Officer shall be responsible for reporting to the Board of Directors on matters relating to the management and operation of Eximbank's business activities.

Article 25. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a collaborative relationship. Their working relationship is based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection minutes or consolidated reports from the Supervisory Board and/or Internal Audit, the Board of Directors, through the Audit and Risk Management Committee, is responsible for reviewing them and directing the relevant units to develop action plans and promptly implement appropriate recommendations issued by the Supervisory Board and/or Internal Audit.

CHAPTER VI.
OTHER PROVISIONS

Article 26. Remuneration and operating expenses

1. Remuneration and other benefits of Board Members shall be recorded as operating expenses of Eximbank in accordance with the Law and the Charter.

2. The annual remuneration budget of the Board of Directors shall be decided by the General Meeting of Shareholders.

3. Operating expenses of the Board of Directors, the committees under the Board of Directors, and the supporting bodies of the Board of Directors shall be recorded as operating expenses of Eximbank.

Article 27. Prevention of conflicts of interest and disclosure of related interests

1. Board Members must declare to Eximbank their related interests in accordance with the Charter, this Regulation, and applicable regulations, including:

    a) The name, enterprise identification number, head office address, and business lines of any enterprise or other economic organization in which the individual, or the individual together with his/her related persons, is listed as the owner or holds contributed capital or shares representing five percent (05%) or more of the charter capital, including contributed capital or shares authorized or entrusted to another organization or individual to hold in their name; the percentage and the time at which such ownership or capital contribution was acquired;

b) The name, enterprise identification number, and head office address of any enterprise or other economic organization in which the individual and his/her related persons serve as a Board Member, a Member of the Members' Council, controller, member of the Supervisory Board, or Chief Executive Officer (Director);

c) Information on related persons who are individuals, including full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreign nationals; and their relationship with the Board Member;

d) Information on related persons that are organizations, including: name, enterprise identification number, head office address of the enterprise, enterprise registration certificate number or equivalent legal document; legal representative; and the relationship with the Board Member.

2. Board Members must submit the information to Eximbank in writing when providing it for the first time and whenever there is any change, within seven (07) working days from the date the related interest arises or the information changes, unless a shorter period is required by regulations.

3. Board Members, the Chief Executive Officer, and other executive officers are responsible for reporting to the Board of Directors the following transactions:

a) Transactions between Eximbank and a company in which such individuals are founding members or senior managers within the last three (03) years before the time of the transaction.

b) Transactions between Eximbank and a company in which related persons of such individuals are Board Members, the Chief Executive Officer (Director), or major shareholders.

4. Board Members, the Chief Executive Officer, and other executive officers have the obligation to notify the Board of Directors in writing of transactions between Eximbank, its subsidiaries, or companies in which Eximbank holds fifty percent (50%) or more of the charter capital, and the Board Members, the Chief Executive Officer, other executive officers, or their related persons, in accordance with regulations.

5. The Board of Directors has the obligation to consolidate and report the transactions specified in Clauses 3 and 4 above relating to Board Members, and the Audit and Risk Management Committee has the obligation to report and assess all transactions specified in Clauses 3 and 4 above at the annual General Meeting of Shareholders.

6. Board Members must ensure that the information they provide and disclose publicly is truthful, accurate, complete, and timely, and they shall be responsible for the provision, disclosure, and publicization of such information.

7. A Board Member who, to the best of his/her knowledge, has a direct or indirect related interest in any proposed contract or proposed transaction with Eximbank must declare the nature of such related interest at the meeting of the Board of Directors. The Board of Directors shall consider whether to enter into such contracts or transactions. If the existence of such related interest is discovered later, or in any other case, the Board Member must

notify the next meeting of the Board of Directors immediately after becoming aware of the related interest.

8. A Board Member may not vote on a transaction that provides a benefit to such Board Member or that Board Member's related person, in accordance with regulations and Eximbank's Charter.

9. Board Members and their related persons may not use or disclose internal information to others for the purpose of conducting related transactions.

10. A Board Member who, in his/her own name or on behalf of another person, conducts any activity in any form within the scope of Eximbank's business must explain the nature and content of such activity to the Board of Directors and the Supervisory Board and may only proceed with such activity when approved by the majority of the remaining Board Members; if carried out without disclosure or without approval of the Board of Directors, all income derived from such activity shall belong to Eximbank.

CHAPTER VII.
IMPLEMENTATION, AMENDMENT AND SUPPLEMENTATION PROVISIONS

Article 28. Implementation, amendment and supplementation provisions

1. These Terms of reference consist of seven (07) Chapters and twenty-eight (28) Articles and shall take effect from April 28, 2026 after being approved by the General Meeting of Shareholders and issued by the Board of Directors.

2. These Terms of reference have 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.

3. Any amendment or supplement to these Terms of reference shall be proposed by the Board of Directors and submitted to the General Meeting of Shareholders for consideration and decision.

4. Board Members, the Chief Executive Officer, Deputy Chief Executive Officers, and all relevant individuals and departments shall be responsible for implementing these Terms of reference./.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRPERSON

(Signed & sealed)

QUOCANH NGUYENLE