

**VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK**

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**TO: GENERAL MEETING OF SHAREHOLDERS****PROPOSAL****RE: TO AMEND AND SUPPLEMENT CLAUSE 4 ARTICLE 2 OF EXIMBANK CHARTER**

Pursuant to clause 1 Article 12 of the Law on Credit Institutions 2010 and the Law amending, supplementing a number of articles of Law on Credit Institutions 2017 (***Law on Credit Institutions***) providing that:

*“The legal representative of a credit institution shall be specified in the charter of the credit institution and shall be one of the following persons:*

- a) The Chairman of the Board of Director or the Chairman of the Members' Council of the credit institution;*
- b) The General Director (director) of the credit institution”.*

Based on practical situation of Eximbank,

The Board of Directors of Vietnam Export Import Commercial JS Bank (***Eximbank***) would like to submit to the General meeting of shareholders the amendment to clause 4 Article 2 of the current Eximbank Charter for the following reasons:

***First***, it is stated in clause 4 Article 2 that the General Director is the legal representative of the Bank. However, it happens in reality that such post was left vacant for a while, making Eximbank short of the legal representative and exposed to legal risks and causing great difficulties to its business activities.

***Second***, with regard to the Bank’s legal representative, HCMC Banking Supervision Department – Banking Supervision Agency made recommendation in the Inspectorate conclusion No. 22/KL-CucII.2.m dated 24/10/2016 that *“Eximbank should review to amend its Charter (which was approved by SBV on 23/4/2011) in terms of the legal representative to ensure its business continuity and correspondence with current law regulations, and submit to the General Meeting of Shareholders for voting and implementation”.*

In order to mitigate legal risks and follow the guidelines of competent State authorities while ensuring business continuity and conformity with current law regulations, it is necessary to amend clause 4 Article 2 of Eximbank Charter which provides for the legal representative. Therefore, the BoD would like to propose the General meeting of shareholders for consideration and approval:

**1. To ratify the amendment, supplementation to clause 4 Article 2 of Eximbank Charter as follows:**

Clause	Existing Charter	Proposed amendment
Article 2. Name, form, head office, legal representative, operation network and duration of operation of the Bank	4. The General Director is the legal representative of the Bank.	<p><i>4. The legal representative of the Bank shall be:</i></p> <p><i>a) The General Director; or</i></p> <p><i>b) The Chairman of the Board of Directors, during the time when the post of General Manager is vacant and the appointment of a new General Director is not completed.</i></p>

**2. To authorize the Board of Directors to:**

2.1 Update the amendments and supplements to the existing Charter;

2.2 Complete amending the Charter in accordance with law and guidelines of competent State authorities (where necessary);

2.3 Register/notify State regulators and keep shareholders informed on the Bank's website.

**F/O BOARD OF DIRECTORS  
CHAIRMAN**

**Luong Thi Cam Tu**