



TO: GENERAL MEETING OF SHAREHOLDERS

Re: Amendment and supplementation of a number of articles of Eximbank Charter

Based on:

- Law on Enterprises 2020 ("*Enterprise Law*");
- Law on Credit Institutions 2010 and the Law amending, supplementing a number of articles of Law on Credit Institutions 2017 ("*Law on CIs*");
- Guidance documents of the Banking Inspection and Supervision Agency – State Bank of Vietnam regarding the review of the provisions in the charter of credit institutions;
- Charter of Vietnam Export Import Commercial Joint Stock Bank ("*Charter*"),

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 point h clause 1 Article 1 and amendment and supplementation to clause 4 Article 2 of the existing Charter as below.

I. BASIS OF THE AMENDMENT AND SUPPLEMENTATION TO POINT H, CLAUSE 1 ARTICLE 1 AND CLAUSE 4 ARTICLE 2 OF THE CHARTER

Clause 1 Article 12 of the Law on CIs states that:

"1. *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:*

- The chairman of the board of management or the chairman of the members' council of the credit institution;*
- The general director (director) of the credit institution".*

The Board of Directors of Eximbank would like to submit to the General meeting of shareholders the amendment and supplementation to clause 4 Article 2 of the existing Charter for the following reasons:

First, it is stated in clause 4 Article 2 that the Chief Executive Officer is the legal representative of the Bank. However, it happens in reality that such post has been 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 Inspection and Supervision Office – Banking Inspection and Supervision Agency made recommendation 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”.

Third, based on the restructuring plan and practical operation of Eximbank.

In order to mitigate legal risks and follow the guidelines of competent State authorities while ensuring business continuity and conformity with current law and actual demands of Eximbank, the amendment and supplementation to point h clause 1 Article 1 and clause 4 Article 2 of the Charter is necessary.

II. PROPOSALS TO THE GENERAL MEETING OF SHAREHOLDERS

From the foregoing, the Board of Directors would like to propose the General meeting of shareholders the amendment and supplementation to point h clause 1 Article 1 and clause 4 Article 2 of the existing Charter as follows:

2.1. To add executive titles to point h clause 1 Article 1:

Clause	Existing Charter	Proposed amendment
Article 1. Definitions	1. In this Charter, the following terms shall be interpreted as follows: h) “Executive of the Bank” includes the General Manager, Deputy General Managers, Chief Accountant, Branch Directors and other similar executive positions.	1. In this Charter, the following terms shall be interpreted as follows: h) “Executives of the Bank” includes the General Manager, Deputy General Managers, Chief Accountant, <u>Division Heads</u> , <u>Area Directors</u> , Branch Directors and other similar executive positions.

2.2. To amend and supplement clause 4 Article 2:

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 Manager is the legal representative of the Bank.	4. The legal representative of the Bank shall be: a) The General Manager; or b) The Chairman of the Board of Directors, during the time when the post of General Manager is still vacant and the appointment of a new General Manager is not completed.

2.3. To authorize the Board of Directors to:

- (i) Update the amendments and supplements to the existing Charter and issue the full text of the Charter with the modifications and additions ratified by the General meeting of shareholders.
- (ii) Complete amending the Charter in accordance with law and guidelines of competent State authorities (where necessary).
- (iii) Amend and supplement the Regulations on internal management and Regulations on the organization and operations of the Board of Directors in line with the revised Charter (including the articles or clauses making reference to the Charter) and issue the new regulations for implementation accordingly.
- (iv) Register/notify/send reports to State regulators and keep shareholders informed on the Bank's website.

Yours sincerely,

**F/O BOARD OF DIRECTORS
CHAIRMAN**

Luong Thi Cam Tu

