

BIDV INSURANCE CORPORATION

Address: 16th Floor, Tower A, Vincom City
Towers, 191 Ba Trieu, Ha Noi, Viet Nam.

Establishment Certificate no.11/GDDC7/KDBH
issued by the MoF dated 01/10/2010.

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, April 19th, 2019

No: 01/2019/NQ-ĐHĐCĐ

**RESOLUTION OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
BIDV INSURANCE CORPORATION**

**GENERAL MEETING OF SHAREHOLDERS
BIDV INSURANCE CORPORATION**

Pursuant to Law on Enterprise No. 68/2014/QH13 approved by 13th National Assembly of Socialist Republic of Vietnam on 26/11/2014;

Pursuant to Law on Security No. 70/2005/QH11 approved by 11th National Assembly of Socialist Republic of Vietnam on 29/06/2006 as amended and supplemented by Law on Security No. 62/2010/QH12 approved by 12th National Assembly of Socialist Republic of Vietnam on 24/11/2010;

Pursuant to Law on Insurance No. 24/2000/QH10 approved by 10th National Assembly of Socialist Republic of Vietnam on 9/12/2000 as amended and supplemented by Law on Insurance No. 61/2010/QH12 approved by 12th National Assembly of Socialist Republic of Vietnam on 24/11/2010;

Pursuant to the Charter of BIDV Insurance Corporation issued with Decision No. 018/QĐ-HĐQT dated 29/02/2016 by Board of Directors of BIDV Insurance Corporation;

Pursuant to the Minute of the Annual General Meeting of Shareholders 2018 of BIDV Insurance Corporation dated 19/04/2019,

DECIDES:

Article 1. To approve the business performance of 2018 and business plan 2019 as proposed by the Board of Directors as follow:

1. To approve the Business performance of 2018:

Unit: million dong

No.	Items	Target 2018	Actual 2018	%
1	Gross written premium (Parent company)	2,070,000	2,105,448	101.7%
2	Consolidated profit before tax	190,000	202,478	106.6%

2. To approve the Business plan of 2019:

- Gross written premium: 2,220 billion dong.
- Consolidated profit before tax: 223 billion dong.

The Annual General Meeting of Shareholders authorizes the Board of Directors to: (1) give guidance to achieve the 2019 plan approved by the Annual General Meeting of Shareholders; (2) decide to adjust the plan when needed.

Article 2. To approve the Financial statements of 2018, Allocation of profit after tax and Dividend of 2018; Dividend plan of 2019.

1. To approve the financial statements of 2018 submitted to the Annual General Meeting of Shareholders 2019 by the Board of Directors.

2. To approve the Allocation of profit after tax 2018 (BIC stand-alone):

No.	Item	Amount (VND)
1	Profit after tax of 2018	147,577,681,313
2	Statutory reserve (2 = 1*5%)	7,378,884,066
3	Investment and development fund (3 = 1*25%)	36,894,420,328
4	Bonus and welfare fund	25,000,000,000
5	Retained earnings of 2018 (5=1-2-3-4)	78,304,376,919

3. To approve the Dividend of 2018:

No.	Item	Amount (VND)
I	Retained earnings as at 31st Dec 2018	102,564,777,364
1	Retained earnings from past years	24,260,400,445
2	Profit of 2018 after allocating to other funds	78,304,376,919
II	Charter capital for dividend payment	1,172,768,950,000
1	Total charter capital	1,172,768,950,000
III	Proposed dividend payment rate	7%
IV	Total dividend paid (IV = III * II)	82,093,826,500
V	Remaining retained earnings as at 31/12/2018 (V = I - IV)	20,470,950,864

- To authorize Board of Directors to decide time and conduct dividend payment in accordance with laws and regulations.

4. To approve the Dividend plan of 2019:

- Plan: 8%
- Final rate of dividend will be submitted to General Meeting of Shareholders 2020 for approval based on performance of BIC in 2019.

Article 3. To approve the Report on operation of the Board of Directors 2018 and Plan for 2019.

Article 4. To approve the Report on operation of Board of Supervisors 2018, Plan for 2019 and Review of financial statements 2018.



Article 5. To approve the Allowance for Board of Directors and Board of Supervisors, as follows:

1. To approve actual allowance for Board of Directors and Board of Supervisors in 2018 submitted to the Annual General Meeting of Shareholder by the Board of Directors.
2. To approve budget of allowance for Board of Directors and Board of Supervisors in 2019:
 - For part-time members: equal to 0.35% of profit before tax (separate financial statements) in 2019. The specific payment is approved by the Board of Directors.
 - For full-time members: based on the salary scale of the Corporation and is approved by the Board of Directors.
3. Secretariat is entitled to allowance of 3 million dong/person/meeting.

Article 6. To approve the proposal to change Head Office of BIC and to authorize and assign the Board of Directors:

1. Criteria:
 - Suitable buildings in Hanoi City
 - Building quality: B grade and above
2. Deployment: Quarter 3 of 2019.
3. To authorize and assign the Board of Directors:
 - To deploy buying procedures and submit to the Ministry of Finance for approval of new locations once approved by BIC's Board of Directors;
 - To modify address & other related information of BIC's new Headquarters in all relevant official documents including BIC's Corporate Charter upon completion of this work.

Article 7. To approve the dismissal, additional and supplemental of member of BIC's BOD as follows:

1. To approve the dismissal of Mr. Tran Luc Lang as member of BIC's Board of Directors.
2. To approve the dismissal of Mrs. Dang Hong Phuong as member of BIC's Board of Directors.
3. To approve the personnel structure of BIC's Board of Directors as follows:
 - + Total number of members of the Board of Directors: **08** people, the number of executive and non-executive members remains unchanged (06 members); the number of independent Board members is 2 people
 - + To elect additional 01 person to join BIC's BOD as independent member for the term 2019-2024
 - + To elect additional 1 person to join the Board of Directors to replace Mr. Tran Luc Lang for the term 2019-2024.



+ To elect additional 1 person to be an independent member of the BOD to replace Ms. Dang Thi Hong Phuong for the term of 2019-2024.

4. Approval of the results of election of Mr. Tran Xuan Hoang as BOD member for the term 2019-2024, Mr. Nguyen Huy Tua as independent BOD member for the term 2019-2024, and Mr. Dang The Vinh as independent BOD member for the term 2019-2024.

Article 8. Approval on the proposed Charter of the Corporation according to the report of the Board of Directors. To authorize the Board of Directors to review and promulgate the Charter according to the proposed contents, on the basis of complying with legal regulations and ensuring shareholders' rights.

Article 9. Implementation

1. This resolution is fully approved by the Annual General Meeting of Shareholders 2019 and comes into effect from 19th April 2019.

2. Members of Board of Directors, Board of Supervisors, Chief Executive Officer, and all the shareholders of BIC are responsible for implementing this resolution in accordance with laws and the BIC Charter.

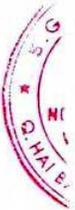
Recipient:

- As Article 9;
- SSCV, SSC
- BIC website;
- Archived.

ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN



Ramaswamy Athappan



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