



**PROPOSAL OF THE BOARD OF DIRECTORS OF MILITARY COMMERCIAL
JOINT STOCK BANK**

Regarding the approval on agenda at 2021 General Meeting of Shareholders

To: **The General Meeting of Shareholders of Military Commercial Joint Stock Bank;**

Pursuant to the Enterprise Law No. 59/2020/QH14 and guiding documents;

Pursuant to the Law on Credit Institutions No. 47/2010/QH12, amendment and supplement of several articles of the Law on Credit Institutions No. 17/2017/QH14 and guiding documents;

Pursuant to the Securities Law No. 54/2019/QH14 and guiding documents;

Pursuant to the Charter of Military Commercial Joint Stock Bank;

Pursuant to relevant laws and regulations of the Military Commercial Joint Stock Bank;

Pursuant to the actual needs of the Military Commercial Joint Stock Bank;

The Board of Directors (BOD) of the Military Commercial Joint Stock Bank (MB) hereby submits this proposal to the General Meeting of Shareholders (GMS) regarding the approval on agenda at 2021 General Meeting of Shareholders as follows:

1. Approval on the Report No./BC-MB-HDQT dated/2021 of the BOD on the implementation of missions and authorities in 2020 and the operation plan in 2021; the Report No./MB-HS dated/2021 of the Board of Management on the Business Results in 2020 and Business Plan in 2021;

The GMS's authorization and assignment to the BOD of amendment, supplement and finalization of certain contents, decision and implementation of the following tasks according to MB's actual needs based on the benefits of the shareholders according to the law and the guidance of competent authorities:

1.1 Details as follows:

a. Approval on the expected dividends from the performance in 2021 of 10% - 15%. Authorization and assignment to the BOD of decision on when, how and how much dividends are paid out, and other relevant contents of dividends according to the direction of the State Bank of Vietnam and MB's actual operations.

b. Approval on contracts and transactions of products and services that MB is allowed to provide according to the law (such as capital mobilization, guarantee and L/C issuance) related to MB's main activities approved by the State authorities; contracts and transactions in accordance with the policy/requirements of the State authorities; and contracts and transactions with the value of 20% or higher of MB's charter capital as stated in the latest audited financial statement between MB and members of the BOD, SB, Chief of Executive, major shareholders, individuals related to managers, members of the SB, MB's major shareholders; MB's

subsidiaries and affiliates based on the benefits of shareholders and MB. Authorization and assignment to the BOD of decision on certain contents and their implementation according to the regulations.

c. Approval on the exemption and reduction of loan principal; capital contribution, share purchase, share transfer and the enterprise' capital contribution to address customers' debts based on the benefits of shareholders and MB according to the law and the guidance of competent authorities. Authorization and assignment to the BOD of decision and implementation of certain contents according to the regulations.

d. Approval on: (i) the amendment and supplement of business lines (if any) according to Article 98 - 107 of the Law on Credit Institutions, SBV's circulars and business lines according to related laws such as: self-employment of foreign portfolio investment; foreign portfolio investment entrust; consultancy on issuance of corporate bonds; bidding, guarantee issuance, corporate bond issuing agents; collateral managing agents; other agent-related activities; securities clearing; securities payment on stock exchanges; brokerage, distribution and/or cooperation with other functional companies to distribute banking, financial, insurance products, banking activities, and other business lines according to the law and the approval of the SBV; (ii) the maximum rate of foreign ownership limit in MB of 23.2351% of MB's charter capital; and (iii) the amendment/update of the charter capital in the Certificate of Establishment and Operation, Charter, Business Registration Certificate, etc. (according to the actual charter capital increase plan), the maximum rate of foreign ownership in MB, business lines, contents, scope of work and other changes (if any) in accordance with the law.

The GMS's authorization and assignment to the BOD of decision and implementation of legal procedures of amendment and supplement of business lines, changes of certificate of establishment and operation, Charter, business registration certificate, and announcement to the State authorities on the maximum rate of foreign ownership according to the law.

e. The GMS's authorization and assignment to the BOD of review, decision, finalization, update, issuance and implementation of the amendment and supplement of the Financial Management Regulation (if necessary) according to the law, issuance and implementation

f. Approval on the implementation of MB's major financial fluctuation solutions according to the law and MB's actual situation. Authorization and assignment to the BOD of decision on certain contents and report on the implementation results at the latest meeting of the GMS (if any).

g. Approval on the investment in MB's Southern Headquarter in Ho Chi Minh City to improve MB's image and brand in the South according to MB's development strategy for the period of 2022 - 2026; Authorization and assignment to the BOD of decision on certain contents (including: location, building size, total investment, etc.) and corresponding implementation according to the law and MB's regulations.

h. Approval on MB Group's development direction, including MB, domestic and abroad subsidiaries and affiliated companies to meet the requirements of digital transformation, business growth targets and competitiveness. Authorization and assignment to the BOD of

decision on certain contents and corresponding implementation according to the laws and MB's regulations.

- i. Approval on the charter capital increase direction in the period of 2021 - 2023 to meet the capital needs and to ensure the compliance and improvement of capacity investment, network expansion in accordance with business development target. Assignment to the BOD of building and reporting the specific implementation plan to the GMS in accordance with the regulations.
- j. Approval on the establishment of wholly owned, joint venture, or foreign joint stock bank in Cambodia when establishing MB's branch in Cambodia. Authorization and assignment to the BOD of decision on when and how the partly or wholly transfer of MB's capital is conducted after the establishment based on the business needs and efficiency, as well as other relevant contents and missions; implementation of relevant procedures according to the law and MB's actual situation, report of the performance at the latest meeting of the GMS (if any).
- k. Approval on the search and join on implementation of merger, restructure/ support of credit institutions and credit funds (if any) according to the State's policy on credit institutions and the shareholders' benefits. Authorization and assignment to the BOD of decision on certain contents according to the law, implementation and report on the performance at the latest meeting of GMS (if any).

1.2 During the performance of the above missions, the BOD is entitled to: (i) Decide on contents within authorized and assigned missions; (ii) Implement and/or direct and assign MB's units and individuals to: Implement necessary tasks in accordance with the law; Complete and sign relevant document and papers; Work with the authorities and stakeholders; Implement all other necessary tasks and procedures to complete the assigned and authorized tasks according to the law.

2. Approval on the amendment and supplement of the Charter and the authorization and assignment to the BOD in the Report No. 221/TTr-MB-HDQT dated ..05../04../2021; amendment and supplement of the Regulation on internal management and the BOD's organization and operation, authorization and assignment to the BOD in the Report No. 222.../TTr-MB-HDQT dated 05../04../2021.

3. Approval on the SB' Report No. ..220../BC-MB-BKS dated .05../04../2021 at the 2021 GMS; amendment and supplement of the Regulation on SB' organization and operation, authorization and assignment to the SB in the Report No. .223../TTr-MB-BKS dated 05../4../2021.

4. Approval on the audited Financial Statement in 2020 and the Profit Distribution Plan in 2020 in the Report No. 224.../TTr-MB-HDQT dated 05../04../2021.

5. Approval on the common share issuance plan for dividends, authorization and assignment to the BOD in the Report No. .225.../TTr-MB-HDQT dated 05.../04.../2021.

6. Approval on private placement plan for professional investors in telecommunications and technology sector, authorization and assignment to the BOD in the Report No. 225.../TTr-MB-HDQT dated 05../04../2021.

7. Approval on the common share issuance plan to MB's key personnel and talents employees, authorization and assignment to the BOD in the Report No. 225.../TTr-MB-HDQT dated 05.../04.../2021.
8. Approval on Equity Plan, authorization and assignment to the BOD in the Report No. 226.../TTr-MB-HDQT dated 05.../..04../2021.
9. Approval on the BOD and the SB' remuneration and budget in 2021 of 1.2% of the after-tax profit of FY 2021; The GMS's authorization and assignment to the BOD of decision on rules and mechanisms for remuneration, salary, compensation, operating expenses and other benefits of the BOD and the SB' members according to the BOD and the SB' assignment, and the bank's performance and business results according to MB's charter, salary and remuneration regulations and relevant applicable regulations.

The BOD hereinabove submits to the GMS for its review and approval!

Recipients:

- GMS;
- SBV;
- BOD; SB, GD;
- Archived in BOD's office./.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD**

(Signed & Sealed)

Le Huu Duc