



No: 482/TTr - MB - HĐQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, 17th April 2019

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

Voting to approve issues at the General Meeting of Shareholders 2019

Attention to: General Meeting of Shareholders of the Military Commercial Joint Stock Bank

Pursuant to Law on Enterprises No. 68/2014/QH13 and guidance of implementation;

Pursuant to Law on Credit Institutions No. 47/2010/QH12, Law amending and supplementing a number of articles of Law on Credit Institutions No. 17/2017/QH14 and guidance of implementation;

Pursuant to Law on Securities No. 70/2006/QH11 dated 29/06/2006; Law amending and supplementing a number of articles of the Law on Securities No. 62/2010/QH12 dated 24/11/2010 by National Assembly and guidance of implementation;

Pursuant to Charter of Military Commercial Joint Stock Bank;

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

Based on actual business requirement of Military Commercial Joint Stock Bank;

The Board of Directors of the Military Commercial Joint Stock Bank (MB) respectfully submits to the General Meeting of Shareholders for voting to approve issues at the Annual General Meeting of Shareholders 2019 as follows.

1. Approve the report No.472/BC-MB-HĐQT dated 17th April 2019 by the Board of Directors on Performance result of Board of Directors for the term 2014-2019 and action plan for the term 2019-2024; Report No. 1828/MB-HS dated 17th April 2019 by the CEO on business performance for 2018 and business plan for 2019.

The General Meeting of Shareholders approves, authorizes and assigns the Board of Directors to amend, supplement, complete the detailed contents, and implement the following activities in accordance with the actual situation of MB, ensuring the rights and interests of shareholders in compliance with the law and guidance of state authorities:

1.1. Detailed issues:

a. Approve the expected dividend payment ratio of 14% in 2018. Authorize and assign the Board of Directors to decide the time for dividend payment, the form of dividend payment in cash or in shares and the specific dividend payment ratio according to the orientations of the State Bank of Vietnam and the actual situation of MB.

- b. Approve contracts and transactions that involve in providing banking products and services such as capital mobilization, guarantee and issuance of L/C relating to specific activities of MB according to the approval of the state authorities, or transactions in accordance with guidelines/ requirements of the state authorities, or contracts valued at over 20% of MB's chartered capital recorded in the latest audited financial statement, between MB and members of Boards of Directors, members of Supervisory Board, CEO, major shareholders, the related person of the management officers, members of the Supervisory Board, MB's major shareholders; subsidiaries and associates of MB, ensuring the rights and interests of MB and shareholders. Authorize and assign the Board of Directors to decide on the detailed contents and implement procedures as required.
- c. Approve the exemption and reduction of loan principal, capital contribution, purchase of shares, redemption of the company's contributed capital in case of debt settlement for customers, ensuring the rights and interests of MB and shareholders in compliance with the law and the guidance of the State Bank of Vietnam. Authorize and assign the Board of Directors to decide and implement detailed contents in accordance with regulations.
- d. Approve the amendment and supplement to business lines (if any) as stipulated in Law on Credit Institutions and other business lines and activities given the approval of the State Bank of Vietnam to expand business activities based on the MB's actual situation, ensuring the rights and interests of shareholders in accordance with the law. The General Meeting of Shareholders authorize and assign the Board of Directors to carry out legal procedures of amendment, supplement and registration of Operating License, Charter, and Business Registration Certificate ... with the state authorities (if regulated by law).
- e. Approve the change of location of MB Headquarters from MB 21 Cat Linh Street, Cat Linh Ward, Dong Da District, Hanoi to the new address of MB 63 Le Van Luong Street, Trung Hoa Ward, Cau Giay District, Hanoi after the completion of construction. Authorize and assign the Board of Directors to implement the procedure for the relocation of the Head Quarter in accordance with the law and the guidelines of the State Bank of Vietnam.
- f. Approve the change and the update to the Operating License, Charter, Business Registration Certificate ... on the charter capital, location of the head quarter, business lines and activities and other changes (if any). Authorize and assign the Board of Directors to make decisions in accordance with the existing laws or when the existing related legal documents are amended/supplemented/promulgated during the implementation of the legal formalities to the amendment, supplement of Operating License, Charter, and Business Registration Certificate.
- g. Approve the implementation of solutions to overcome major financial fluctuations of MB in accordance with the law and the actual situation of MB. Authorize and assign the Board of Directors to decide the specific contents and report the results at the earliest General Meeting of Shareholders (if any).

h. Approve the amendments and supplements to the Internal Management Regulations, Regulation on the organization and operation of the MB's Board of Directors; The Regulation on the organization and operation of the Supervisory Board, simultaneously:

- Authorize and assign the Board of Directors to decide and improve the content of amendments and supplements to the Charter in accordance with the law and guidelines of the competent State agency (if any). Notify and register with State authorities and notify Shareholders on MB's website.
- Authorize and assign the Board of Directors to consider, decide and approve amendments and supplements to the Internal Management Regulation, Regulation on organization and operation of the Board of Directors, Financial Management Regulation on the principle of complying with law, the revised MB Charter and the instructions of the relevant State authorities (if any), then issue and implement these amended documents thereafter.
- Authorize and assign the Supervisory Board to decide and approve amendments and supplements to the Regulation on organization and role of the Supervisory Board according to the principle of complying with law and the revised MB Charter, and guidelines of relevant State authorities (if any); then issue and implement these amended documents thereafter.

i. Approve the investment, acquisition and sale of MB's assets as business requirement, with value of from 20% to a maximum of 30% of MB's charter capital as recorded in the latest audited financial statements, and the capital contribution, purchase of other corporate's shares with the value from 20% to a maximum of 30% of MB charter capital as recorded in the latest audited financial statements, ensuring the rights and interests of shareholders in accordance with the law. Authorize and assign the Board of Directors to decide the detailed contents and report on the result at the earliest General Meeting of Shareholders (if any).

j. Approve the searching and implementation of merger/acquisition opportunities (if any) in accordance with the MB's strategy, the Government's policies on restructuring of credit institutions, ensuring the rights and interests of shareholders. Authorize and assign the Board of Directors to decide the detailed contents in compliance with the laws, implement and report on the results at the earliest General Meeting of Shareholders (if any).

k. Approve the establishment of 100% owned or joint venture or joint stock MB Bank in Laos and Cambodia through changing legal formation of 2 MB branches in Laos and Cambodia. Authorize and assign the Board of Directors to decide time of implementation and legal formation of the bank, decide other issues and implement relevant legal procedures in accordance with the law and actual situation of MB, and report the results at the earliest General Meeting of Shareholders (if any).

l. Approve the acquisition of shares not exceeding 10% of charter capital, assign and authorize the BOD to decide on the specific implementation plan according to the law.

m. Authorize the Board of Directors to make appropriation for the fund in advance in accordance with the law. The Board of Directors reports appropriation plan based on the financial results approved by the General Meeting of Shareholders to the General Meeting of

Shareholders at Annual General Meeting.

1.2. During the course of implementing the above-mentioned tasks, the Board of Directors has the right to: Decide the contents in the scope of assigned and authorized tasks and mandates; Implement and/or direct and assign MB's departments to carry out the necessary work in compliance with the law; Complete, and sign the related documents and papers; Work with the state authorities and the related parties; Implement all activities and other necessary procedures to fulfill the assigned tasks in accordance with the law.

2. Approve the Report No..../BC-MB-BKS dated ...th April 2019 of the Supervisory Board at the Annual General Meeting of Shareholders 2019.

3. Approve the audited financial statement FY 2018 and the profit distribution plan for 2019 on the Proposal No..../TTr-MB-HĐQT dated ...th April 2019.

4. Approve the plan to increase the charter capital by 20% from VND 21,604,513,810,000 to VND 25,840,881,130,000 and the authorized and assigned contents to the Board of Directors on the Proposal No. .../TTr-MB-HĐQT dated 19th April 2019

5. Approve the plan to use the shareholders' equity in 2019 and the authorized and assigned contents to the Board of Directors on the Proposal No. .../TTr-MB-HĐQT dated 19th April 2019.

6. Approve the amendment/supplement to Charter, the authorized and assigned contents to the Board of Directors on the Proposal No..../TTr-MB-HĐQT dated 19th April 2019.

7. Approve the amendment / supplement to the Regulation on organization and role of the Board of Directors, the Regulation on internal management, the authorized content and tasks to the Board of Directors on the Report No. ... / TTr -MB-BOM on ... /04/2019.

8. Approve the amendment / supplement to the Regulation on Organization and role of the Supervisory Board, the authorized content and tasks to the Supervisory Board on the Report No. ... / TTr-MB-BKS dated ... /04/2019.

7. Approve the dismissal and election of additional member of Supervisory Board for the term 2019 – 2024 on the Proposal No..../TTr-MB-HĐQT dated ... April 2019.

8. Approve the remuneration and operating budget of the Board of Directors, the Supervisory Board in 2019, which account for 1.2% of profit after tax of the fiscal year 2019. General Meeting of Shareholders approve, authorize and assign the Board of Directors to decide the principles and form of payment of remuneration, salary, bonus and other benefits to the Board of Directors, Supervisory Board and Employees based on their work performance and MB business results in accordance with Charter of MB, MB regulation and other relevant regulations.

The Board of Directors respectfully submits to the General Meeting of Shareholders for the perusal and approval!

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

Recipients:

- General Meeting of Shareholders;
- State Bank of Vietnam;
- BOD, SB, CEO;
- Archives: BOD Office.

(Signed & Sealed)

Le Huu Duc

